



USS CLEVELAND LEGACY FOUNDATION

**Annual Report
2019–2020**

From the Desk of the President & Executive Director

May 20, 2021

My Fellow Clevelanders:



I am pleased to present the first annual report of the USS Cleveland Legacy Foundation (USSCLF), a 501(c)(3) organization granted nonprofit status by the Internal Revenue Service on November 20, 2019.

What began in October 2018 with the announcement of the fourth United States Ship to be named in honor of the people of Cleveland has grown rapidly into a once-in-a-lifetime civic initiative. In a little over two years, USSCLF has expanded from a small, committed group of patriotic citizens into a full-fledged nonprofit that not only will help commission a new United States Navy warship but build durable connections between the sea services and the Greater Cleveland community.

The future USS CLEVELAND (LCS 31) will carry the name “Cleveland” around the world, serving as a tangible emblem of our great city, its rich heritage, and a bright future. In representing the Nation, she will also epitomize the people of Cleveland – strong yet humble Midwesterners who exemplify hard work and sacrifice in the service of family, community, and country. To be sure, she will project the American commitment to peace through strength. But for us – the people of Cleveland – she will also serve as a catalyst:

- The men and women from across the United States who will sail in her will come to know and love this city as we do, perhaps considering Cleveland as the place they wish to live, work, and raise their families after concluding naval service.
- The young people of our region who will have the opportunity to engage with retired admirals and generals, decorated officers who also grew up here, will be inspired to dream about their own distinguished careers in the military, public service, or the private sector.
- And every Clevelander who will learn about this ship – scheduled to commission here in Cleveland in 2023 – will have an opportunity over the next two to three decades to support those who will operate this symbol of American strength and Cleveland grit before we request that she retire home to the shores of Lake Erie as a permanent memorial and museum.

The USS Cleveland Legacy Foundation is only getting started. We invite you to join us on this journey of Cleveland civic pride, American patriotism, and service to a cause larger than self.

Sincerely,

A handwritten signature in black ink, appearing to read "MDovilla", written in a cursive, flowing style.

MICHAEL D. DOVILLA
President & Executive Director

PURPOSE STATEMENTS

Our Vision

To support positive civil-military relations by creating and maintaining a strong, meaningful, and direct bond between citizens of northeast Ohio and the crew of USS CLEVELAND (LCS 31).



Our Mission

To send USS CLEVELAND (LCS 31) to the Fleet with the greatest start possible, to support the ship and crew throughout her service life, and to welcome her home to Cleveland at the completion of her Naval service.

Introduction

In the fall of 2018, soon after the announcement that the United States Navy would honor the people of Cleveland by naming a ship for the city for the fourth time in American history, a small group of dedicated citizens began planning for the ship's commissioning. Unlike the previous three U.S. Navy ships named for Cleveland, the future USS CLEVELAND (LCS 31) will be commissioned right here in her namesake city. Currently under construction by Fincantieri Marinette Marine in Marinette, Wisconsin, LCS 31 is anticipated to be completed and added to the Naval Vessel Register in 2023. Following commissioning, she will be assigned to Commander, Littoral Combat Ship Squadron TWO and homeported in Mayport, Florida.

By early 2019, it became clear that the vision of the nascent team of volunteers would necessitate a more formal, permanent structure than initially conceived. Exemplifying the gritty, competitive spirit of Clevelanders, the board envisioned something far greater than the traditional week of events surrounding most ship's commissioning ceremonies. The group outlined plans for a multi-decade initiative that would: (1) bring the ship to life at commissioning; (2) support the ship's crew during her service life (20-25 years); and (3) return the ship to Cleveland upon her retirement from Naval service to serve as an enduring memorial and museum that would honor all four U.S. Navy ships to have carried the name Cleveland.

After many months of diligent effort by an expanded Board of Directors, on November 20, 2019, the USS Cleveland Legacy Foundation received its official recognition from the federal government as a 501(c)(3) public charity incorporated in the State of Ohio. The board began holding monthly meetings, hired its first executive director, and undertook an ambitious plan to raise \$4 million to \$5 million to support its three-phase strategic plan.

Today, the USS Cleveland Legacy Foundation is underway as a nonprofit organization with strong initial support from Greater Cleveland's business community, nonprofit organizations, and charitable foundations, as well as a growing list of individual donors. Like her predecessors, the future USS CLEVELAND will represent the people, achievements, history, and future of Cleveland, Ohio. From school children to senior citizens, from military veterans to the families of those currently serving, from East Siders to West Siders, the USS Cleveland Legacy Foundation and the four ships it honors represents an opportunity to celebrate all that is good about one of America's great cities.



Chronology of Key Activities

2018

On Monday, October 8, 2018, Under Secretary of the Navy Thomas B. Modly, a Shaker Heights native, announced on behalf of Secretary of the Navy Richard V. Spencer that the United States Navy would commission the fourth ship in U.S. history to be named for the City of Cleveland, Ohio. The event, which took place on the deck of the former USS COD (SS 224), received robust local media coverage, and was attended by Mayor Frank G. Jackson and approximately 125 corporate and community leaders who gathered under a clear fall sky on the shores of Lake Erie to learn about the future USS CLEVELAND, a Freedom-variant littoral combat ship.



Public announcement in Cleveland, October 2018



Mrs. Robyn P. Modly, Ship Sponsor

Soon thereafter, Secretary Spencer designated Mrs. Robyn P. Modly as Ship Sponsor. By tradition, the ship sponsor is a female civilian who is invited to “sponsor” a vessel, presumably to bestow good luck and divine protection over the seagoing vessel and all that sail aboard. In the United States Navy and the United States Coast Guard, the sponsor is technically considered a permanent member of the ship’s crew and is expected to give a part of her personality to the ship, as well as advocate for its continued service and well-being.

More information on this important role is available from the [Society of Sponsors of the United States Navy](#).

By late fall, a group of five Clevelanders – Richard DeCarlo, Mike Dovilla, Jim Folk, Matt Previts, and Paul Sabataitis – formed as the nucleus of a commissioning committee for the ship. Initial conversations among the nascent group revealed interest in and support for a more expansive mission than a traditional committee, which customarily organizes a few commissioning week events – in itself a

USS CLEVELAND (LCS-31) LEGACY FOUNDATION **A 501(c)(3) Organization** **Draft (25JAN19)**

PURPOSE:

To send *USS Cleveland* (LCS-31) to the Fleet with the greatest start possible, to support the ship and crew throughout her service life, and to welcome her home to Cleveland at the completion of her Naval service.

GUIDING PRINCIPLES:

- 1) Create and sustain a strong, meaningful and impactful bond between citizens of Cleveland the crew of the *USS Cleveland*;
- 2) Launch the *USS Cleveland* and her crew in the finest manner to serve in the Fleet;
- 3) Enhance the crew and command triad’s ability to foster a culture of excellence for the *USS Cleveland*’s entire service life; and,
- 4) ConYert the *USS Cleveland* to a permanent museum ship located in Cleveland and maintain her as a historical, educational and cultural resource.

Initial conceptions of vision statements

considerable task that requires substantial resources. A series of meetings produced a name for the new organization – **USS Cleveland Legacy Foundation** – as well as a draft purpose and guiding principles, which outlined the parameters of the vision and three-phase mission that remain more than two years later.

2019

In the spring of 2019, the organization welcomed Mrs. Modly to Cleveland for her first visit as Ship Sponsor. Her trip included visits with students, teachers, and administrators at Wade Park School and Breakthrough Schools, offering a glimpse of potential partnerships with Cleveland schools and educational programs for students.

In addition, the organization’s growing group of volunteers hosted a series of events, including a working session, a reception in honor of the Ship Sponsor, and a team-building dinner.



Working session, Great Lakes Science Center



Mrs. Modly and Honorary Director Emory Crowder, Union Club



Volunteers after team dinner, Ohio City

In 2019, the organization hosted the first pair of several anticipated visits by sister Freedom-variant littoral combat ships transiting from the shipyard in Wisconsin to homeport in Florida. Pre-commissioning unit (PCU) BILLINGS (LCS 15) and USS INDIANAPOLIS (LCS 17) made visits to the Port of Cleveland in April and October, respectively, to take on fuel, which allowed the USSCLF team to coordinate access to the gym and showers at the Parker Hannifin Downtown

YMCA (as the ship's bathrooms are not available for normal use while underway on the Great Lakes), to co-host pier-side cookouts for the crews with the Cleveland Police Patrolmen's Association, and to offer ship tours to begin familiarizing Cleveland's corporate leaders with the ship class of which the future USS CLEVELAND will be a part.



On board Pre-Commissioning Unit (PCU) BILLINGS (LCS 15), Apr 2019, and USS INDIANAPOLIS (LCS 17), Oct-Nov 2019

The summer of 2019 represented a period of realignment and significant administrative work for the Foundation, which adopted its first Code of Regulations, elected its first slate of officers under a standard governance structure, and hired its first employee, Mike Dovilla, as the organization's inaugural President and Executive Director, all during the month of September. Secretary Ben Baran also facilitated a strategic planning session during which the Board developed its first set of Objectives and Key Results (OKRs).

On November 20, 2019, the USS Cleveland Legacy Foundation achieved a key milestone with the receipt of its determination letter from the Internal Revenue Service (IRS), which granted the organization nonprofit status. Vice Chairman Keven Prather led the process for compiling the substantial package of documentation required to request this important designation from the federal government.

INTERNAL REVENUE SERVICE P. O. BOX 2508 CINCINNATI, OH 45201		DEPARTMENT OF THE TREASURY	
Date: NOV 20 2019		Employer Identification Number: 83-4007897	
USS CLEVELAND LEGACY FOUNDATION C/O JIM FOLK 2401 ONTARIO ST CLEVELAND, OH 44115		DLN: 29053305341039	
RECEIVED NOV 25 2019 JIM FOLK BALLPARK OPERATIONS		Contact Person: MARK E MEYER ID# 17230	
		Contact Telephone Number: (877) 829-5500	
		Accounting Period Ending: December 31	
		Public Charity Status: 170(b)(1)(A)(vi)	
		Form 990/990-EZ/990-N Required: Yes	
		Effective Date of Exemption: March 12, 2019	
		Contribution Deductibility: Yes	
		Addendum Applies: No	
Dear Applicant:			
We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.			
Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.			

Nonprofit determination letter, Nov 2019

As the end of 2019 approached, the Board of Directors determined it was time to conduct its first planning retreat. The organization's leadership gathered in late December at The Foundry Rowing and Sailing Center for a half-day session during which the group revised its OKRs for 2020 and sketched out a chronology of activities for Phase I (contract through commissioning).



**USS CLEVELAND
LEGACY FOUNDATION**

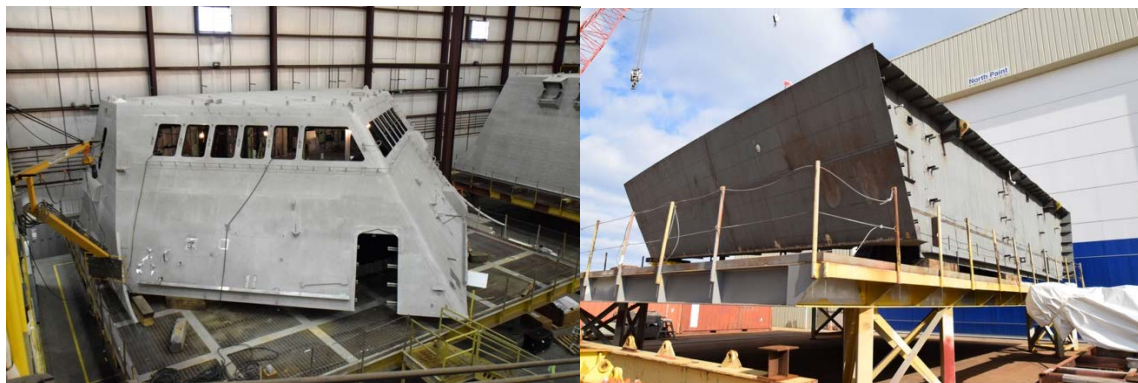
2020

At the outset of 2020, few could have imagined how the next year would be impacted by the arrival of a global pandemic that would yield dramatic societal consequences. In addition to the changes necessitated by these universal circumstances, the Foundation would navigate the mobilization of three of its 12 Directors, including the Executive Director, to active duty with the U.S. Navy.

Despite these challenges, the Foundation continued to make substantial progress on important administrative and operational matters, including:

- the purchase of its first property and casualty insurance policy from the Nonprofits Insurance Alliance (NIA);
- the adoption of a policy on the organization's Annual Meeting and terms of Directors;
- the creation of Microsoft accounts for the Ship Sponsor and Directors, including USSCLF email addresses, One Drive file-sharing, and Teams platform for virtual meetings;
- the implementation of a volunteer background check procedure and selection of Sterling Volunteers to process investigations;
- the establishment of initial contact with the shipyard through a public affairs officer at Fincantieri Marinette Marine;
- the adoption of a Foundation logo based on the results of a competition among students at Cleveland Institute of Art;
- the publication of features in *Crain's Cleveland Business* and *Cleveland Magazine*;
- the launch of a new website at usscleveland.org; and
- the adoption of fiscal policies and procedures and organizational assessment procedures.

In addition, the shipyard reported that construction of the future USS CLEVELAND (LCS 31) began officially with steel cutting. The yard subsequently provided releasable photos of progress on the pilot house and other modules, two of which appear below.



Pilot house and modular construction of the future USS CLEVELAND

At the Foundation's Annual Meeting in July, the Board of Directors adopted a resolution recognizing Tom and Robyn Modly for their service to the Nation. A copy of the document appears on the following page.

A RESOLUTION

Recognizing The Honorable Thomas B. Modly and Mrs. Robyn Modly for their service to the Nation.

WHEREAS, The Honorable Thomas B. Modly was raised in Cleveland, Ohio, graduated from Shaker Heights High School, and graduated with distinction from the United States Naval Academy, and earned graduate degrees from Georgetown University, and Harvard University; and

WHEREAS, Thomas B. Modly served on active duty for seven years in the United States Navy as a UH-1N pilot and assistant professor at the United States Air Force Academy; and

WHEREAS, Thomas B. Modly compiled over a decade of private sector experience in corporate strategy and mergers and acquisitions in the aviation support and information technology industries, including serving as a managing director with PwC Public Sector practice; and

WHEREAS, Thomas B. Modly has served with distinction in the United States Government as the Deputy Under Secretary of Defense for Financial Management, the 33rd Under Secretary of the Navy, and Acting Secretary of the Navy; and

WHEREAS, Thomas B. Modly was instrumental in the decision to honor his beloved hometown of Cleveland, Ohio with the naming of a fourth United States Navy warship, the future USS Cleveland (LCS 31), an announcement he proudly made on behalf of the Secretary from the deck of the USS Cod (SS 224) on October 8, 2018; and

WHEREAS, Mrs. Robyn Modly, a native of the Commonwealth of Virginia, in addition to her indefatigable support of her husband, has made significant contributions to the lives of others during an impressive professional career, earning degrees from the University of Richmond, the University of Colorado, and Harvard University, working tirelessly to assist adults and children with attention deficit disorder, and serving as a hospital and senior center volunteer; and

WHEREAS, Mrs. Robyn Modly was named by the 76th Secretary of the Navy as the Ship Sponsor of the future USS Cleveland (LCS 31), a role in which she is serving with her characteristic dedication, enthusiasm, and love for others;

WHEREAS, Thomas and Robyn Modly, the parents of four and the grandparents of two, together have rendered a lifetime of service to others and patriotic support to a grateful Navy and Nation;

THEREFORE, BE IT RESOLVED, that we, the Board of Directors of the USS Cleveland Legacy Foundation, in adopting this Resolution, commend The Honorable Thomas B. Modly and Mrs. Robyn Modly on their distinguished service to the Nation, the United States Navy, and the City of Cleveland; and be it further

RESOLVED, that the President and Executive Director of the USS Cleveland Legacy Foundation transmit a duly authenticated copy of this resolution to The Honorable Thomas B. Modly and Mrs. Robyn Modly and that the same be entered permanently into the minutes of the USS Cleveland Legacy Foundation.

JAMES M. FOLK
Chairman & CEO

MICHAEL D. DOVILLA
President & Executive Director

Adopted July 15, 2020



Board resolution honoring Tom and Robyn Modly

In the fall of 2020, in anticipation of the increase in activity that the return of the Executive Director would generate, the Foundation retained Inbloom Consulting to support the organization on development and marketing strategy. The partnership produced meaningful results, particularly in the area of development strategy (highlighted in the next section) as the Foundation entered an active period of fundraising and looked ahead to the ship's first major milestone – Keel Laying – in June 2021.

Development

Undergirding all of the Foundation's administrative and organizational work over the past two years is a primary line of effort: development. During 2019 and 2020, the Development Committee, under the guidance of Chairmen Keven Prather and Matt Previts, built and sustained momentum, particularly for a new nonprofit operating in a COVID-mitigated environment, on the organization's *Launching a Legacy* campaign. With an ambitious goal of \$5,000,000.31 prior to the scheduled commissioning of the future USS CLEVELAND (LCS 31) in 2023, the Foundation undertook the campaign's quiet phase, reaching out to Greater Cleveland's corporate leaders to begin building awareness of this rare civic initiative.

In 2020, the Foundation, with support from Inbloom Consulting, developed its case for support and campaign action plan; established gift naming levels and an associated benefit grid for major donors; and prepared initial marketing materials, including two one-page brochures and a presentation deck for prospect meetings.

Overall, as 2020 drew to a close, the Foundation had raised \$296,099 in the first 13 months of its existence as a recognized nonprofit organization and secured commitments of approximately \$1.18 million toward *Launching a Legacy*, 23.6 percent of the campaign's goal.

By the Numbers – as of December 31, 2020

<i>Launching a Legacy</i> Campaign Goal	\$5,000,000.31
Pledges	\$1,178,921.24
Pledge payments	\$ 296,099.00
Cash on hand	\$ 193,050.82

Conclusion

In reflecting on the organization's initial period, the USS Cleveland Legacy Foundation is poised for continued growth and success in 2021 and beyond. With strong partnerships in place across the corporate and nonprofit community, a compelling vision and mission, and a creative approach – “doing what no city has done” regarding a United States Ship commissioning, service life support, and retirement as a museum – the Foundation looks ahead to a bright future as a philanthropy of choice for Clevelanders who love our City, our Navy, and our Nation.

Board of Directors

Current as of May 2021

Mrs. Robyn P. Modly, M.A., Ed.M.
Ship Sponsor

Directors

James M. Folk
Chairman & Chief Executive Officer

Keven P. Prather, CFBS
Vice Chairman

Hon. Michael D. Dovilla
President & Executive Director

Karen Mihalik, M.D.
Vice President

Benjamin E. Baran, Ph.D., SPHR
Secretary

LaRese B. Purnell, MBA
Treasurer & Chief Financial Officer

W. Craig Bashein

Jeremy M. Komasz

Richard J. DeCarlo

Matthew J. Previts

Maia Hansen

Rear Adm. Dwight D. Shepherd, USN (Ret.)

Doug Harvey

**Capt. Colleen Gallagher Thomas, NC, USN
(Ret.)**

Honorary Directors

Vice Adm. C. Forrest Faison, MC, USN (Ret.), M.D., Sc.D. (hon), FAAP

Vice Adm. Bruce E. Grooms, USN (Ret.)

Rear Adm. Julius S. Caesar, USN (Ret.)

Rear Adm. Janet R. Donovan, USN (Ret.)

Rear Adm. Michael N. Parks, USCG (Ret.)

Rear Adm. Duret S. Smith, MC, USN (Ret.), M.D.

Brig. Gen. Peter B. Collins, USMC (Ret.)

Mr. Christopher M. Connors

Mr. Emory C. Crowder, Jr.

Mr. William B. Summers, Jr.

Standing Committees

Current as of April 24, 2021

EXECUTIVE

Jim Folk, Chair

Ben Baran, Director

Karen Mihalik, Director

Keven Prather, Director

Matt Previts, Director

LaRese Purnell, Director

Mike Dovilla, Director (non-voting)

AUDIT

Richard DeCarlo, Chair

Keven Prather, Director

Jim Folk, *ex officio*

Mike Dovilla, *ex officio*

DEVELOPMENT

Matt Previts, Chair

Craig Bashein, Director

Maia Hansen, Director

Doug Harvey, Director

Jeremy Komasz, Director

Keven Prather, Director

Alex Chapman, Volunteer

Kathi Chapman, Volunteer

Jim Folk, *ex officio*

Mike Dovilla, *ex officio*

Robyn Modly, *ex officio*

FINANCE

LaRese Purnell, Chair

Keven Prather, Director

Frank Sossi, Volunteer

Jim Folk, *ex officio*

Mike Dovilla, *ex officio*

Robyn Modly, *ex officio*

GOVERNANCE & NOMINATIONS

Ben Baran, Chair

Keven Prather, Director

Kathi Chapman, Volunteer

Jackie Vary, Volunteer

Jim Folk, *ex officio*

Mike Dovilla, *ex officio*

Robyn Modly, *ex officio*

MARKETING & EVENTS

Karen Mihalik, Chair

Richard DeCarlo, Director

Matt Previts, Director

Thomas Beers, Volunteer

Alex Chapman, Volunteer

Melissa Lias, Volunteer

Samantha Potoczak, Volunteer

Jim Folk, *ex officio*

Mike Dovilla, *ex officio*

Robyn Modly, *ex officio*

PERSONNEL & COMPENSATION

Ben Baran, Chair

Richard DeCarlo, Director

Karen Mihalik, Director

Jim Folk, *ex officio*

Mike Dovilla, *ex officio*

Robyn Modly, *ex officio*



USS CLEVELAND LEGACY FOUNDATION

1001 Lakeside Avenue East
Suite 1520
Cleveland, Ohio 44114
usscleveland.org

The USS Cleveland Legacy Foundation is a nonprofit 501(c)(3) public charity as determined by the Internal Revenue Service. The mission of the Foundation is to send USS CLEVELAND to the Fleet with the greatest start possible, to support the ship and crew throughout her service life, and to welcome her home to Cleveland at the completion of her Naval service. Our nonprofit identification number is 83-4007897.