The following article was written by CDR David Flohr (USN, Ret.), and it was printed in Tiger Tales, 2008. Tiger Tales is a publication of the Alumni of the South Pasadena High School from which Flohr graduated in 1943.

The article documents Flohr’s participation in bringing the USS Midway to San Diego.

The Volunteer of the Year award from the USS Midway Museum is named in Flohr’s honor. Pictured below is an image taken by Paul Ward at the 2021 volunteer dinner.
Editor's Note: It is at the suggestion of some of David's classmates that we publish the following story. It is the 26th chapter in his autobiography which is entitled "More Life Than I Expected." David graciously provided me with a signed copy of the book and gave us permission to print this story.

U.S.S. Midway, CV-41 Gonzolo Starion in the Indian Ocean, 1979

Mothballs and Gold

On April 12, 1993, the San Diego Union-Tribune published an op-ed piece by a man named Alan Uke. The article was entitled "Turning Mothballs Into Gold." It was a well written argument for bringing a mothballed American aircraft carrier out of retirement for creation of a museum of naval aviation on San Diego's waterfront. As I read the article, I realized that here was a project that I would really enjoy supporting. I called the paper and asked how I could get in touch with Mr. Uke. I was told that he was a businessman who lived in North County and ran a business called Underwater Kinetics. When I telephoned that company, Alan answered the phone. After I expressed my interest in his project, he asked me to join him for lunch the following day. I wondered just what prompted him to create this dream.

Alan Uke is very bright, tall, probably 6' 6" and rather gangly. Because of his height, I suspect he had acquired the habit of talking with his head down to people shorter than he. When standing while talking to him, it is difficult but not impossible to understand what he is saying. However, when seated across a table from him, with our heads at approximately the same level, trying to understand what he was saying became nearly impossible. So I heard about half of what he was telling me, but it was enough for me to realize that bringing a surplus aircraft carrier to San Diego for conversion to a museum would be the next project to occupy my time for the next two or three years. Boy, was I naive!

It was a rather foolish commitment for me to make at that time. My work on the Brother Jonathan treasure salvage project was nowhere near finished, but because of the State's interceding through the Federal court, progress was slowed to whatever time was available for hearings on the court's and attorneys' calendars. This created a lot of free time for me, time I concluded I could spare to work on the carrier museum project.

So I found Alan's idea about towing a mothballed aircraft carrier to San Diego a siren's song which I could not resist. I told Alan that I would like to join his project and wanted to hear more about what the next move would be. He surprised me by telling me that he didn't know what the next step would be, either. He had no organization, no legal documentation to identify the project, only a dozen or so other volunteers, and absolutely no money. But he had done a great deal of research, much of which was done in the preceding year and had been paid for by Alan. Being a successful businessman, he knew he had to have a business plan, so he had started to draft one. But he needed help with it.

Although he was new at the business of acquiring surplus aircraft carriers, he was very well experienced in working with non-profit operations. He had been chairman of the fund raising committee for the San Diego Council of the Boy Scouts of America. And as for getting projects off the ground, he had formed his company from scratch and had started it on the path to dominance in the world market for underwater lights. But once the business was launched and on a successful track, Alan learned the hard way that he was an entrepreneur, not a manager. When the business started to falter, he recognized his limitations and hired a professional business manager, leaving himself time to work on public benefit projects like the Boy Scouts and aircraft carrier museums.

So in May of 1993, Alan convened an organizational meeting of about a dozen people who, like me, saw the great value of the project. These volunteers brought to the table an array of various talents and experience. Alan had earlier contacted other historic ship museums for advice on how to start and who to enlist in the effort. Accordingly, he accepted me, a retired businessman, as treasurer; Rear Admiral Rily D. Mixson, a former commanding officer of MIDWAY as executive director; John...
DeBlanc, a San Diegan with a very impressive background in political and public relations; Dick Burt, a very savvy and experienced local attorney; Pete Litrenta, a retired Navy public affairs officer who knew his way around San Diego’s business and political circles; John Hawkins, a business-wise owner/manager of an airport shuttle company; Patti Roscoo, a smart and well-known local owner of a destination management company; Edward Fike, the recently retired editor of the editorial page of the San Diego Union-Tribune; Reint Reinders, President of the San Diego Convention and Visitors Bureau; Rear Admiral Ray Burk, the former commander of Boston Navy Yard; Jim Brooke, a local fundraising consultant; and Vince Benstead, a retired certified public accountant.

This group of volunteers, many of whom knew each other, formed the nucleus of a board of directors, which ultimately numbered 41 members, reflecting MIDWAY’s Navy identity number. With an enormous boost by attorney Dick Burt, corporate by-laws and articles of incorporation were created and submitted to the California Secretary of State. In May 1993, the San Diego Aircraft Carrier Museum (SDACM) was officially confirmed as a non-profit public benefit corporation. The tax exempt status as a 501( c )(3) corporation was established on a temporary basis later in the year. Everything required for proper legal status was in place, waiting only for the board’s decision on the who, what, when, and how of creating a museum.

The Real Work Begins

All board members were in the same boat in that no one new exactly what to do since none of them had ever been involved in such a project before. We did know of three steps that would have to be taken: we knew we had to make application to the Navy for MIDWAY, we knew we would need to create an impressive business plan, and we knew we would have to raise money, big money, and persuasion we would have to apply. And we did not know, and it is lucky that we did not realize it, was the enormous amount of time, effort, money, and persuasion we would have to apply. And we did not realize how serious the opposition would be, particularly from the California Coastal Commission staff, the Port of San Diego, local environmental organizations, and a number of local residents who disliked the Navy for reasons of their own, mostly based on a Liberal agenda.

Our model was the Lady Lex Museum in Corpus Christi, which had recently managed to start the process, raise the money, surmount the opposition, and acquire the USS LEXINGTON from the Navy, all in only nine months. We made the huge mistake of thinking we could simply duplicate and transfer that process from Corpus Christi to San Diego. We were in for a very rude awakening. San Diego would prove to be no Texas.

With stunning naivety, I volunteered to take on the task of completing the application to the Navy (NAVSEA) for MIDWAY. Per our request to NAVSEA, a copy of the application for a surplus ship was sent to me. Surprisingly, it contained only fifteen questions, some of which were answerable immediately. For example, would we be agreeable to displaying a sign pledging no discrimination among our staff? Or, would we agree not to put the galley equipment back in service using steam? All but one of the fifteen questions were, in my opinion, very easy to answer. The question that proved to be an enormous stumbling block throughout the entire ten years of the application process was the one which asked us to prove that we “had ample and firm financing.” Our efforts were seriously delayed by some erroneous advice on how we could “easily” obtain all the money we might need.

From the experience of LEXINGTON and, later, HORNET, the two aircraft carrier museums whose experience we relied on as much as possible, we believed we could meet NAVSEA’S standard by raising at least $3.5 million. This didn’t discourage us, since a local bond sales agency assured us that we could easily raise $10 million through the sale of Joint Power Authority bonds. Foolishly not aware that this source of funds was not legally available to a project like ours, we went ahead and devoted our energies to preparing a business plan based on the $10 Million. We also realized that we would need day-to-day funds to meet current expense requirements, for consultants, office space, supplies, printing, and a myriad other goods and services needed by the project.

The customary way to raise initial operating funds is to tap members of the board of directors. This was done, and it produced $24,000 over a two-year period. That was barely enough to keep us going. At the end of 1993, we had $350 in the bank. Four months later, we had increased that to $640, but we also had incurred unpaid debts of $4,061. You don’t have to be a CPA to recognize that we would not last long with a trend like that. We finally recognized the need for some professional fundraising help, and the search began.

Drawing on the expertise among the members of the board, the name of Underwood and Associates was produced. Cliff and Shari Underwood had been very successful in San Diego with their campaign for the Zoo, especially their program to build Zoo memberships. I expected that Cliff would work for us for a percentage of the funds raised; I was wrong, he requested monthly payments, due in advance on the first of each month, whether he raised any money or not. That meant that we would have to have at least $5,000 available each month.

While we toiled away on the business plan and the application, board members Ed Fike and Jim Brooke started to work on the first fund-raising plan recommended by Underwoods. It was called the Plank Owner Program, named after a Navy tradition that labels as a plank owner each crew member of a newly commissioned ship. The donation required for this program was $25,000, payable over five years. In what turned out to be an expensive idea, it was decided to limit the plank owners to the identity number of MIDWAY, 41. Later on we learned that we could probably have sold double that number of memberships in the plank owner program.
But we were learning.

The initial business plan was produced in late 1995, a year before we naively thought we would have MIDWAY on hand to host the Republican Party’s 1996 Presidential Convention. Preliminary contacts by Alan Uke with various regulatory bodies, commissions, offices, and other governmental bodies had been met with mixed reactions, ranging from very positive to such a strong negative that he was summarily escorted out of the office of the chairman of the Port Commission (who later joined the board of directors and became a strong financial guarantor). Alan had stressed the five key reasons we believed SDACM would make a wonderful addition to San Diego’s waterfront.

1. The proposed location, Navy Pier, was right in the heart of tourist traffic and highly visible to waterfront pedestrians and cruise ship passengers.
2. San Diego enjoyed the best all-round weather of any other ship museum, including the opportunity to operate all year, unlike some East Coast museums which had to curtail operations in winter months.
3. The City of San Diego and the Navy had a long history of partnership and tradition, starting back in the early 1920’s.
4. San Diego Bay was the scene of the first naval aviation flight, in 1911, when Glenn Curtis flew a Navy amphibian off the water near Coronado.
5. San Diego County was home to more than one million people with links to the Navy and Marine Corps, from active duty personnel, reservists, retirees, contractors, and, in all these cases, their dependents. A study in 1995 claimed that 41% of the County’s population were linked to the Department of Defense. We believed this would give us an enormous visitor constituency as well as a great source for the volunteers we knew would be crucial to our success.

An important early step by Alan Uke was to retain a professional polling company to tell us how many San Diegans would support the SDACM. This company, Competitive Edge, determined from two professional polls taken a year apart, that 84% of those questioned said that they supported the idea. And 76% of those polled at the airport, cruise ship terminal, and railroad station said that they would be willing to spend an extra night in San Diego to see the museum. These were unbelievably high support figures and they confirmed our faith in the project.

With the completion of the business plan and the poll results, fundraising efforts took on real credibility and began to show some success. By January 1997, the first edition of the application to the Navy for the aircraft carrier MIDWAY was sent off to NAVSEA, all 390 pages thereof. In true bureaucratic tradition, NAVSEA asked for twelve copies of the application. At the same approximate date, we had completed a first draft of the environmental impact report required by the Port of San Diego. It was given to the Port in October 1996.

NERD

In February 1997, we received notice that the Port, along with four other governmental agencies, including the Navy, had launched what was called The North Embarcadero Redevelopment District (NERD). It was a comprehensive attempt to impose control over all physical aspects of the development of the North Embarcadero, a mile and a half stretch of waterfront extending from Navy Pier northward to the Coast Guard Air Station.

Although we were quite apprehensive about the impact of this new project on our museum, we noticed from the mailed-out agenda first public hearing that the first item was to approve SDACM at Navy Pier, where it would serve as the southern anchor of the plan. But when we showed up at the hearing, the official agenda made no mention of MIDWAY. The meeting manager was an architect from San Francisco. As he set up his artist’s renderings of what the waterfront would look like per his concept, we looked in vain and with alarm for any sight of MIDWAY. The architect had deliberately omitted MIDWAY from his plan because “he didn’t think it would fit.”

Our reaction was a mixture of shock, rage, and fury at being sandbagged by the Port. Port staff had received our environmental report four months earlier and had never mentioned a word to us about the NERD plan, which they had conceived in July 1976, more than four months before. It was a clear case of back stabbing and it had a negative impact on our relationship with the Port over the next six years. We felt betrayed, to say the least.

We sounded the alarm and marshaled all resources we could find. We felt that getting the word out to the public was the best approach and would help us when we planned the direct approach to the members of the Port Commission and the letters-to-the-editor campaign. We also contacted some of the very influential civic leaders who had signed on for our fundraising or had, at least, endorsed the project, leaders like Malin Burnham, John Moores, and Congressman Duncan Hunter. Phone calls and personal visits were made, and at the next monthly meeting of the NERD committee, we turned out en masse, comprising about 90% of the meeting attendees. When the meeting agenda called for input from the public, several dozen of us volunteers spoke to the committee members. We cited the five advantages for MIDWAY at Navy Pier and noted with satisfaction that only a couple of people spoke against our project.

One of the anti-MIDWAY speakers was an environmentalist who stressed the point that MIDWAY “would completely block the public’s view.” We countered by stating that MIDWAY would become the new view. Also, I had paced off the 7,200 feet of the Embarcadero and had calculated the amount of blockage the numerous ships and buildings had already created. My intention
was to show how little additional blockage MIDWAY would create to public viewing from Harbor Drive. As I calculated it, 12% of the viewing area was already blocked; putting MIDWAY at Navy Pier would increase the blockage by less than three percent, leaving more than 85% of the public view totally free from impediments.

I then pointed out that each of the three cruise ships per week booked for the year 1997 created an additional six percent blockage, twice that created by MIDWAY. The NERD committee then voted unanimously to include MIDWAY in the project. It was a perfect example for us to see how we could fight back against retrogressive bureaucracy and win. We would later need that boost in morale to cope with other bureaucracies.

One crucial issue I haven’t yet discussed is the question of where we would moor MIDWAY. At first, Alan thought that mooring the ship just off the quay wall in front of the County Administration Building would provide great exposure to potential visitors. But three very powerful arguments could not be overcome: the adamant opposition of the County Board of Supervisors, the necessity for considerable dredging at that site, and the need to build a very expensive pier.

Two other potential sites were investigated and discarded: the industrial wharf in National City, and Harbor Island. National City failed the test of visibility for possible visitors, both as tourists and locals. Harbor Island missed the cut because of a fatal lack of parking, the need for extensive dredging, and because it would be parallel to Harbor Drive, it would truly constitute a blockage to viewing from that street. All this searching proved what we already believed: Navy Pier was the only practical site. Advantages included the location in the heart of tourist traffic, adequate water depth, and the willingness, at least initially, of the Navy to lease it to our museum. We were totally unaware of the complexities, twists, and turns which lay ahead to keep us from acquiring the pier.

With our forced inclusion in the North Embarcadero Plan, we knew there would be a delay in our project, but we didn’t realize it would last almost two years. That was the amount of time required to finalize the NERD details so that the Environmental Impact Report (EIR) could be started. This monumental report, covering every aspect of activities resulting from NERD, analyzed issues such as parking, traffic, air pollution, waste management, VOC emissions, noise levels, toxic materials, views, impact on wildlife, etc. Such enormous efforts to foresee the results from any physical change by anyone for any purpose have created a whole new industry, involving all scientific disciplines, countless consultants, endless conferences, a plethora of studies, and, most important of all, unbelievable sums of money. For SDACM, it meant the loss of two years and a cost of almost $200,000, most of which was for our share of the cost of the EIR.

Meanwhile, we had been in continuous contact with the local Naval officials regarding the lease of Navy Pier 11A, ideally (for us) located on Harbor Drive at the foot of Broadway. This site was right in the heart of tourist activity for San Diego. Admiral Ray Burk, the former Port Commission Chairman who had virtually thrown Alan Uke out of his office, Captain Bob Kiesling, and I comprised the committee who met with Navy representatives at least a dozen times to create the lease the Navy would issue to us for Navy Pier. During this period, the Navy had commissioned an engineering firm, Becker & Pritchett, to make a study of the pier’s structural condition.

This was a prudent move since the pier was built in 1922, enlarged in 1940, and had been in continuous use for more than 75 years. As the pier aged, maintenance expenses had risen steadily. With the Clinton Administration’s cut-back in Naval vessels, need for the pier had declined to a point where the Navy rightly felt it was not a viable asset; hence, the decision to consider leasing it to us. Unfortunately for SDACM, the Becker & Pritchett study showed a need for major repairs over a five-year period at an estimated cost of $8 million, with an additional $5 million within the following five years for a seismic retrofit. The Navy conditioned their lease on our agreeing to pay for all that repair work. Our financial projections showed that we could carry that load provided we had full rights to parking revenue on the pier and assuming we were willing to divert about $500,000 annually to pier repairs.

**Another Application**

The final piece required to settle the location issue was the Navy’s willingness to give us the lease and guarantee us 279 parking spaces during week days and 348 spaces on weekends. Fortunately, the local commander of Navy’s Southwest Division, Rear Admiral Ronne Froman, was strongly in favor of our project. She gave us a letter assuring us of the required parking availability.

In parallel with our efforts to raise money, survive NERD and the EIR, and obtain a lease on Navy Pier, I was coping with the application to NAVSEA for ex-USS MIDWAY. We had selected this ship because of her reputation, her link to WWII (built during the war and commissioned almost immediately after the end of that epic struggle), her reputation for being able to do all required tasks “as if by magic,” and her 47 years of naval service. Also, she had been decommissioned in Coronado in 1992. Since 1992, MIDWAY had been moored at the Inactive Ships Facility in Bremerton, WA.

To assure ourselves that she was in good condition, a team of five of us went to inspect her in December 1995. Representatives from SAIC (Science Applications International Corporation), a Plank Owner and the locally headquartered, world-wide corporation which designed maintenance programs for U.S. naval vessels, accompanied me and Rear Admiral Riley Mixon. As a former commanding officer of MIDWAY, Riley was well-qualified to determine her condition and her physical suitability to serve as a museum. Also in this tour group was a young, retired Navy commander named Pete Clayton, who would later play a crucial role in the engineering, cleaning, and painting of the ship in the process.
of moving her from Bremerton. MIDWAY was still on the Navy's register of ships and was thus subject to humidity, light, and temperature controls inside the ship. These factors meant that the interior of the ship would remain in fairly good condition.

We walked throughout the ship, mostly in semi-darkness, and were given a running commentary by Riley regarding active duty activities in the various spaces we entered. It was remarkable to visit one of the four huge engine rooms (served by twelve boilers) where placards on the bulkheads specified maintenance procedures in Japanese language. Riley stated that during MIDWAY's 17-year homeporting in Yokosuka, Japan, the Japanese shipyard workers gave the ship superb maintenance and did so with great pride. I responded by saying that if the Americans had lost WWII to the Japanese and I were a worker in a San Diego shipyard maintaining a Japanese aircraft carrier, I would have made every effort to sabotage the ship. Riley reminded me that I was not Japanese and would never understand the Oriental mind.

Progress on the application to NAVSEA for MIDWAY was interminably slow. It took that office six months to respond to our January 1997 submission. And even then, all they said was that we needed more “positive proof of firm financing.” And of course they were right. All we had offered in the way of financing was a “plan” to sell JPA bonds, which plan we subsequently learned was not lawful for that type of bond. We even submitted written pledges by directors to guarantee a bank loan, but all to no avail. NAVSEA wanted us to “show them the money.”

We really wanted to show NAVSEA our money, but by December 1999, we ran out of cash. We had nearly $120,000 in unpaid pledges, but it was proving to be more and more difficult to ask donors to accelerate their pledges. After all, we still had no ship and no indication we would ever have one. But we still had the usual bills, for fundraisers, office help, telephones, postage, fundraising mailings, etc. So Mary and I decided that this was too big a project to let it fall apart at that time, and we wrote a check for $100,000 as an unsecured loan to SDACM. I didn’t have the slightest doubt about our being repaid this loan.

Two more editions of the application were sent in response to additional NAVSEA questions, with varying formulas of cash on hand, pledges made but not yet fully paid, and personal guarantees, all amounting to $3.5 million. But we still did not meet the Navy’s standard. At this point, May of 2000, with major assistance from Malin Burnham, San Diego's premier fundraiser and community benefactor, a program was devised under which the First National Bank would guarantee a loan of $3.5 million, collateralized by personal guarantees from thirteen project supporters. This plan, called the Founders' Circle Loan, proved to be the winning formula needed to meet the Navy’s criteria.

Emphasis was then applied by NAVSEA officials to the six key areas of their concern:

1. Proven, firm financing
2. Towing arrangements in compliance with Navy Regulations
3. Mooring specifications in compliance with Navy Regulations
4. Maintenance plans per Navy Standards
5. Curatorial plans per industry practices
6. Environmental protection practices in conformance with the law.

Except for the first and last items, we had nothing solid to offer. To meet the towing challenge, I contacted Crowley Marine Services, a Seattle towing company which had conducted many tows for the Navy in full compliance with Appendix H, the required comprehensive specification check list for making a tow of a naval vessel. To comply with the Navy’s requirements, we had to determine and budget the cost of a marine surveyor, a tow-prep rigging engineer, harbor pilots, harbor assist tugs, the main towing company, and the sizeable cost for tow cables, emergency pull-down cables, boarding ladders, and weather report services. Our original budget totalled $198,000; the final cost was $450,000.

For mooring specifications, we had the help of Commander Pete Clayton, USN (retired), who had come to us first as an employee of SAIC to assist with the development of a maintenance plan back in 1994. After completing that plan and an environmental impact report in 1996, he took leave to go to Alameda to help organize the efforts to create a naval aviation museum on the ex-USS HORNET. His vast experience as chief engineer on active duty aircraft carriers made him an ideal and invaluable source of the expertise needed to convert the mothballed HORNET into a viable, attractive museum. The HORNET opened in 1998, but fell way short of the projected attendance. The impact of this shortfall on the financial viability of the ship was a major factor in NAVSEA's adding more and more qualifying requirements to our plans for MIDWAY.

Curatorial requirements were developed with the assistance of retired Navy Captain George Cagle, an experienced curator who was then affiliated with the Helicopter Historical Society in San Diego. The environmental protection plan was derived in large part from the EIR produced for the North Embarcadero program, for which plan we had paid $150,000 as our share. For each of these six areas of great interest by NAVSEA, we provided our concept of a suitable plan.

NAVSEA would submit our answers to its staff of experts for review, comment, and questions back to us. Usually, the time period between our response and the Navy’s experts’ replies would stretch out from three to six months, depending on the availability of the Navy’s experts.

From start to finish, the Navy’s application process was drawn out over nearly ten years. From a simple 15-question application, the Navy’s inquiries ballooned up to 200 questions, my answers for which required approximately 2,300 pages of narrative, charts, schedules, diagrams, and certifications, all submitted via fifteen edi-
tions of responses between the year 1994 and 2002. It also involved four face-to-face meetings between us and the Navy in San Diego, with presentation of expert witnesses, certification by local banking officials, and on-site inspections by Navy representatives.

Along with Navy inquiries, we faced similar questions from the staff of the San Diego Unified Port District within whose territorial authority Navy Pier was located. Although the pier itself belonged to the Navy, the water space where MIDWAY would be moored belonged to the Port. Thus, we would have to obtain a lease from the Port for that area.

In addition, believe it or not, we were required to apply for a lease from the California State Lands Commission for the portion of the carrier's bow which protruded into the air space beyond the end of Navy Pier, even though no part of the ship was physically in the Lands Commission’s water. The distance MIDWAY protruded into the State's air space was about 37 feet, of which 24 feet consisted of the two catapult harness retrieval tracks (which could be removed, leaving only 13 feet of ship protruding into State Lands’ airspace).

The Port's involvement also included the fact that MIDWAY's mooring at Navy Pier 11A was not part of the PMP (Port Master Plan), a situation that had to be amended by the Port through a process of Master Plan approval before the California Coastal Commission. Of course, this involved a great deal of bureaucratic paper shuffling to provide the Port Commission with the basis for approving or rejecting SDACM's plan to moor the carrier at Navy Pier.

There are seven members on the Port Commission, none of them elected. Each of the cities bordering San Diego Bay has the right to appoint one member to the Commission, with San Diego having the right to appoint three. Getting this Commission's approval requires a deft political strategy. Each of the seven commissioners would have to be personally briefed on the project, with heavy emphasis on the project's benefits to San Diego. Political experts on the SDACM's board, like John DeBlanc, Vince Benstead, Alan Uke, Chuck Nichols, and Reint Reinders and I were given the responsibility for making these personal presentations. After the completion of these briefings, it was concluded that we had at least a majority, if not all, of the commissioners in favor of MIDWAY.

It helped us that several new commissioners were appointed in the year 2000, one of whom was a local businessman/political activist named Steven Cushman. When Vince Benstead and I went to brief him, he delayed the start until after he extorted from Vince an agreement by Vince that he would serve on some committee that was a pet project of Cushman's. I thought that was really tacky, but that is the way politics work in San Diego.

So in mid-summer of 2000, the issue of asking the Port to apply to the Coastal Commission for an amendment to the Port Master Plan was put on the agenda for the Port Commission. The chairman of the Commission asked if anyone from the public wished to speak. We had prepared for this by designating specific members of our team, people the Commission knew from previous contacts with the Port. These 3-minute speeches went well, but there were still some troubling questions being asked by commissioners about our project. Finally, the commissioner from Chula Vista, David Malcolm, stood up and made a very eloquent plea on our behalf. He said it would "be a crime if the commission failed to help" our group bring MIDWAY to San Diego. He then asked the chairman to call for a unanimous vote in favor of our project. After a little hesitancy, the chairman did just that and the commissioners gave a unanimous vote to ask the Coastal Commission to amend the Port’s Master Plan. After MIDWAY opened, I sent Malcolm a letter of thanks.

With that crucial vote of support, the Port staff contacted the Coastal Commission staff to advise them of what was going to be proposed to the Commission at its next meeting in San Diego. Not unexpectedly, the Coastal Commission staff rejected the idea of MIDWAY at Navy Pier. They gave a number of reasons, e.g., view blockage, not the best use of limited pier space, deprivation of foraging area for birds, etc. But the Port, to its credit, persisted and the Coastal Commission staff laid out its conditions for presenting this idea before the Coastal Commission:

1. SDACM had to allow free public access to the forward 0.8 acres of the flight deck, including all the perimeter areas as view sites.
2. SDACM had to provide comparable foraging area as mitigation for taking the birds' access to water space.
3. SDACM had to agree to move parking off the pier by no later than ten years after opening the museum.
4. SDACM had to agree to work with the Port to create a veterans memorial park on the pier after moving the parking to upland sites.

When our reps objected to these conditions, Coastal Commission staff members said, “Well, if you don’t like them, you can always sue us.” Without the funds or the time to spend trying to sue the Coastal Commission, we bit the bullet and accepted the conditions, the cost of which would ultimately be in the millions. But the Port did get its MIDWAY amendment on the agenda for the next Coastal Commission meeting in San Diego, a date which was nearly six months later.

That six months gave SDACM's political strategists time to hire a professional consultant and to schedule one-on-one meetings with each of the twelve members of the Coastal Commission. Carrying the heavy load on this ambitious schedule was Alan Uke, John DeBlanc, Chuck Nichols, Reint Reinders, and other directors who had some useful link to one or more of the Commissioners. Meanwhile, I and several others started a letter-writing campaign to urge the Commission's approval I was able to walk my neighborhood and convinced 54 people to write letters. I also got my local and distant families to
write. Our grand total of support letters was 137 for MIDWAY and 13 opposed.

Lobbying can be a difficult and frustrating experience. Coastal Commissioners, fully aware of the power they possess, are prime targets for lobbyists, like us. So they are generally not easy to reach, even by appointment. But our team persisted, and, in some cases, really made heroic efforts to meet the Commissioners. For example, Alan Uke, along with our paid political consultant, twice made appointments to meet a commissioner who lived in Santa Barbara, involving a round-trip drive of nearly 400 miles. And both times, the man was a no-show. One of the trips was made in pouring rain. It was decided to put him down as a “no” vote. But other directors had better luck, and they felt we had at least a fighting chance for approval.

The big day arrived on March 21, 2001. The hearing was to be held in a hotel in Mission Bay in a room of ample proportions. It was fortunate for us that such a room was reserved for the hearing. Our political team assembled an awesome collection of supporters. These included fifty Pearl Harbor survivors, disabled people in wheel chairs, school children, Mayor Dick Murphy, Astronaut Wally Schirra, nearly the entire board of directors for SDACM, and a great number of general public supporters we had reached by telephone, making an grand total of more than 350 people for our side. Our team had obtained a large number of small American flags to be waved vigorously in lieu of cheering or booing the proceedings.

Each commissioner was given a chance to speak. Several, including the San Diego member, gave very moving statements, including references to their relatives who had served in the Navy or Marines in WWII. Two commissioners were reluctant to give their support. But after all commissioners had spoken, the chairwoman, named Sarah Wan, made the following statement:

"Ladies and gentlemen of the MIDWAY project: You have just honored us with the most effective and comprehensive appeal for our support that I have ever had the pleasure of witnessing. I hereby give you my vote, and I ask that all my fellow commissioners join me in making the vote unanimous. Please signify by raising your hands." All of the members raised their hands, giving a unanimous approval to the MIDWAY amendment to the Port's Master Plan. We had just passed over the most difficult hurdle of the project.

This achievement represented a monumental step in convincing the Navy that we were serious and would be successful. Adding momentum to our cause, several of our Congressmen were able to insert a provision into the 2001-2002 Armed Services Authorization Bill a rider which authorized the Secretary of the Navy to transfer Navy Pier 11A to the MIDWAY museum, predicated on our meeting several conditions, none of which was a problem for us. Jumping to the conclusion that this was the equivalent of the Navy's approval of our application, we started celebrating our good fortune.

But true to the old adage, one shouldn't count his chickens before they're hatched. The Navy made that perfectly clear to us in early 2002 by declaring Navy Pier 11A to be surplus.

This meant that we would have to wait for ten months to see if any party eligible for donations of Federal property would apply for the pier. So, still jubilant over the Coastal Commission victory, we had to sit back and wait anxiously to hear if anyone had applied for the pier. To our surprise, four parties made or said they would make application: NOAA (National Oceanic and Atmospheric Administration), MARAD (Maritime Administration), and two groups of Indians, one from here in San Diego. NOAA wanted to establish a weather station on the pier, MARAD wanted to moor surplus ships at the pier, and the Indians all claimed that the pier was on the site of their ancestors' sacred hunting grounds. But both Indian groups assured us that they would not put gambling casinos on the pier, and would give us a very favorable lease to avoid the inevitable negative publicity. But the final decision belonged to the Secretary of the Navy. So we waited, worried, and wondered. Meanwhile, monthly overhead expenses ate up our funds.

Ten months later, our ordeal ended with the announcement that SECNAV was going to give the pier to SDACM, provided we met the terms set out by Congress. We should have known better than to count our chickens early, but we didn't. We thought we were home free and made plans.

**Preparation For a Disaster**

Then came 9/11 in New York. From that tragedy, the Navy decided that we would have to prove that we could survive a disaster like that. They called for a face-to-face meeting in San Diego to discuss the final issues that were holding up approval of our application and it was a chance to ask us about our plan to survive terrorist actions. It was the first of two such meetings involving Captain Larry Jones, head of the Naval Sea Systems Command and the man responsible for recommending or rejecting our petition.

Jones and his assistant, Gloria Carvallo, were very straightforward, "just show us your plans for the firm financing and, oh, by the way, because of 9/11, we want you to have $2 million in working capital on opening day." The bank had agreed to provide a loan of $3.5 million, collateralized by personal guarantors, but they certainly weren't about to pile on another $2 million at opening day. In addition, Jones wanted us to show that we could survive at a lower level of attendance, something that might result from a terrorist incident. His first suggestion was 1/3rd less than our 600,000 visitors. I countered by adding 10% based on the usual first-year novelty effect, something similar to what occurred at other carrier museums. He agreed to the new visitor total of 440,000, and asked us to redo our financial projections and send them to him at our earliest convenience. We agreed and immediately got busy trying to find the $2 million additional funding Jones required.

Given the status of our funding and the progress we
had made in all the other areas, we decided to call an emergency meeting of all the directors. We all knew we had to raise the $2 million immediately. As the treasurer, I felt it was my responsibility to suggest something to get the group involved. So I offered to guarantee $250,000 if every other director kicked in enough to reach $2 million. That broke the ice, and many of the directors pitched in, some able to guarantee only $25,000, but every dollar helped. Within two hours, we had the total needed. I asked everyone to call Dan Grecni at First National Bank on the following day. They all agreed, and I felt one hell of a lot more confident. When I checked with Dan at the bank several days later, he gave me the good news that we were almost there. With that news, I called a couple of directors who had not pitched in at the emergency meeting and explained how close we were. Within three calls, I had the shortfall covered. I promptly prepared the confirming response for NAVSEA and sent it off.

**A New Home**

The future of Navy Pier was the next big issue to be resolved. Confident that the Navy was going to award the pier to SDACM, we entered into discussions with the Port on the ultimate ownership of the property. Our opinion called for us, after the Navy gave us the pier, to sell it to the Port for $1 and a 40-year lease on the pier and waterspace. We even drew up the papers reflecting this arrangement. A sale escrow was opened and everything made ready, just waiting for the Navy to move.

In the meantime, the Port heard about our having to raise the $2 million in working capital for the Navy. Claiming all sorts of expenses they would incur if SDACM failed, e.g., towing MIDWAY back to Bremerton, removing the two mooring platforms, etc., Port officials decided to jump on the bandwagon and told us that we would have to provide them with some sort of protection against our failure. Based solely on a phone call to Gloria Carvallo at NAVSEA, the Port decided we would have to provide a $500,000 irrevocable, standby letter of credit in the Port’s favor for as long as MIDWAY was at Navy Pier. It was our good luck that Pat Reno, a member of our board of directors, worked for Merrill-Lynch Financial Services, a company that was already one of our Plank Owners. Pat talked them into providing the required letter of credit.

Before the Navy made its move in late 2002, Captain Jones and his new assistant, Mark Deskins, asked for a final face-to-face meeting where his experts could get answers to their questions on towing, mooring, finances, environmental, maintenance, and curatorial. They came to San Diego, as before, and an all-day meeting was held. Jones’ experts directed a torrent of questions to us. For every question, our team had an acceptable answer. When the questions were all answered, Jones said that it was time to break the cycle of questions-answers-more questions-more answers. He said he would take definite action when he returned to Washington. We crossed our fingers and waited.

In early 2003, a local admiral requested a briefing from one of our directors, a man who had been a captain and public affairs officer. The admiral had been invited to Honolulu to brief the top admiral there on San Diego issues, including the MIDWAY project, with particular emphasis on the details of the transfer of Navy Pier to SDACM. The local admiral, who was not an avid supporter of the project and had once started a meeting with us by saying, “Well, I don’t really think this thing is going anywhere, but I’m willing to hear what you have to say,” was not the ideal source for a briefing of anyone, particularly the top admiral in Hawaii. As a result of his poor job of briefing, the top admiral became confused about the proposed handling of the pier. Even though the Navy had already declared Navy Pier to be excess, the top admiral wanted his staff to study the possibility of pier reversion to the Navy in the event MIDWAY failed. This needless diversion delayed the acquisition of MIDWAY by three months at a cost to us of about $50,000.

A surprising stroke of good luck occurred when State Senator Steve Peace obtained an $8 million grant from the California Department of Boating and Waterways for the repair of Navy Pier. After the confusion in Hawaii was cleared up, and the grant was received, the Port decided that with the parking revenue from the pier, it could take title to the pier and afford to make the necessary repairs. It also issued a TUOP (Tideland Use & Occupancy Permit) to SDACM to formalize the use of Navy Pier and the adjacent waterspace until a lease could be negotiated. And a final piece of good news came from Captain Jones at NAVSEA when he called to announce that he had forwarded our application to SECNAV with the recommendation that it be approved. Jones also suggested that in the strong likelihood of the application’s approval, he would permit us to go to Bremerton to start work on MIDWAY at our earliest convenience.

**Finally**

On August 28, 2003, SECNAV faxed us a copy of his formal contract for the donation of MIDWAY to our San Diego Aircraft Carrier Museum. In the eleventh year of our struggle, we officially owned this historic aircraft carrier, subject to recovery by the Navy if we failed to meet the maintenance or operating standards set out in the contract or if the Navy needed the ship in case of war.

After our euphoria had subsided and harsh reality returned, we took stock of our situation. It boiled down to the following:

1. Subject to certain specific operating and maintenance conditions, we owned an historic aircraft carrier.
2. This carrier, displacing some 70,000 tons, was moored at Inactive Ships Facility in Bremerton, Washington, about 1,400 miles from San Diego.
3. The ship had been moored in Bremerton since 1992, when it had been towed there after decommissioning in Coronado, California.
4. Although the interior of the carrier had been...
maintained to a specific preservation standard by temperature, humidity, and light control. The exterior was in very bad shape, suffering from rust, massive bird droppings, and generally detrimental treatment by the merciless weather.

5. Preparatory work needed to assure the ship’s arrival in good condition in San Diego had to be completed before the heavy, rainy weather set in at Bremerton. Thus, time was a very critical factor and was becoming more critical with each passing day.

6. Failure to complete exterior restoration work before November would probably result in our having to leave the ship in Bremerton until the following spring.

This, then, was the situation facing our chief engineer, Commander Pete Clayton. If Pete had balked at this challenge, I honestly don’t know what we would have done. But Pete didn’t hesitate; he brought to us his 25 years of Navy engineering experience, including years of duty as the engineering officer on a sister ship of Midway, the USS Coral Sea. He also was a bachelor, so his great attribute was his five years of engineering work on the USS Hornet, helping to convert that historic vessel wanted him to do for us with Midway.

The principal contractor was Fairway Painting Associates of Redwood City, California. Pete Clayton had met with this company and was convinced that it would do a good job for us at an affordable price. Harry Finkle, Fairway’s CEO, provided a number of references for the quality of his work, even though he had never painted a ship before. His specialty was painting steel structures, tanks, and towers, all of which required the same kind of painting flexibility as the MIDWAY.

With NAVSEA’s permission, Pete went up to Bremerton in mid-July 2003, more than a month before we actually received the donation contract. He took along a very capable assistant, named Terry Erickson, who had worked with Pete in the conversion of the aircraft carrier HORNET in Alameda. They rented an apartment, hired some local general laborers, and met Fairway’s painting crew. The plan for a dual approach was simple: clean off the trash, bird droppings, and general junk, while the painters started their cleaning and painting of the hull’s exterior.

The first of a myriad problems was the capacity of the Bremerton mooring facilities to provide the required support for Fairway’s trucks, forklifts, cranes, and scaffolding. The mooring piers were narrow and unstable, due to their being afloat rather than firmly anchored to the ground. The piers were strong enough to hold the ship’s heavy chain mooring array, but were totally inadequate as a platform for painting equipment. Even so, Fairway crews started their work, hanging tarpaulins in the areas where the old paint was to be removed. This meant that the painters were working up to thirty-two feet above the water, with no safety nets below them.

At the same time, general laborers, including a group of Philippine women workers from the Bremerton shipyard who wanted to work the swing shift, turned to and during two months gathered up enough trash, crud, goop, bird poop, and paint chips to fill 9,000 plastic bags. We were surprised by how much dirt and trash could accumulate on the ship during the eleven years it lay in Bremerton.

Pete and Terry were well aware of the critical deadline for getting the ship painted before the rainy season started. They both worked long shifts, many times seven days a week, and two shifts a day. At one point, Pete worked 38 consecutive days without a break. But it became apparent rather early on that despite these heroic efforts, including the hiring of contract laborers and technicians, they would not be able to finish before the rainy season. Knowing this, I met with Pete and Terry in Bremerton and discussed our options, which were slim to none. Based on the actual situation they faced, I agreed that we needed to move MIDWAY out of Bremerton as soon as possible.

Planning the Move

In anticipation of this situation, I had made a survey of possible mooring sites between Bremerton and San Diego. I was disappointed to find so few; only two to be exact. One was at Astoria, Oregon, and the other was at Alameda, across the pier from HORNET. The latter site was very uncertain, relying solely on the word of a Maritime Administration agent in San Francisco. Just to be sure, I had gone to Astoria late in 2002 to assess the facilities there. The Port of Astoria is not large, but the piers were in great shape, the water depth was declared to be 35 feet, slightly deeper than we needed, and the pier was 1,000 feet in length. The quoted daily rental rate was $500 for use of the pier, plus utilities available on the pier. So I got the authority of the Board of Directors to move MIDWAY from Bremerton to Astoria if and when we saw that we wouldn’t be able to finish the work in Bremerton before November, the traditional start of their storm season.

Astoria is located on the south shore of the Columbia River about 90 miles west of Portland. It was the western terminus of the Lewis and Clark Expedition, a fact which is recognized in a reconstructed fort where the Discovery Company spent almost a year in 1804. The town itself was constructed so that more than half of the town area was established on pilings over the river water. When we had reached an agreement on mooring terms with the Port, I had visions of our copying the visit to Astoria several years before, when the battleship MISSOURI stopped there for three weeks to allow the salt-water marine growth on the ship’s hull to be killed by the fresh river water. This elimination of growth would later make a significant difference in the consumption of fuel by the towing tug on its way to Hawaii.
The Port Director, who was very excited about Midway's arrival, kept me apprised of the plans that people were making to visit MIDWAY during its layover. One travel agency was going to run an excursion train from Portland each day. When I learned from Don Hess, CEO of the MISSOURI Museum in Hawaii that the MO had received about $35,000 in donations during its visit, I had visions of picking up at least that amount during our stay of several months.

Several months later, in early January 2003, the Port Director called to inform me that surveyors had found a riverbed mud buildup on the shoreside of the slip where we were going to moor MIDWAY. Then he dropped a bombshell by saying that it would require dredging, that the dredging had to be done before the end of February because dredging after that would intrude on the salmon spawning season, which was a violation of environmental laws. He also said that the dredge operator was in Astoria and could do the necessary deepening, to 35 feet, before the salmon season, but that it would cost $30,000. Given the size of that expense, I polled several members of the Executive Committee and explained my plight. They concurred with my belief that we would have to do the dredging. So I told the Astoria Port Director to go ahead and I would pledge to pay them the $30,000 as soon as I had access to the bank loan. I consoled myself by believing that the dredging would give us solid assurance that we would have a suitable mooring site in Astoria.

**Preparing to Tow**

In mid-August 2003, after the meeting mentioned above with Pete and Terry where we decided to move the ship to Astoria, we had to hire a tow rigger, a marine surveyor, and a tow company. Earlier in the year, there had been serious talk about the Navy arranging the tow free of charge to us. But that proved to be unfounded, leaving us the critical job of preparing MIDWAY for tow. If the Navy had provided the tow, the saving to SDACM would have been nearly $500,000, including insurance, tow charges, and assist tugs at Bremerton and San Francisco. As they say, close but no cigar.

The Navy has towed hundreds, even thousands of vessels and has learned from bitter experience that there are certain steps that must be taken before the tow begins. These steps are fully described in the Tow Manual, with a detailed summary called Appendix H. The rigger we hired, eventually costing us $40,000, was a veteran, expert towing rigger. Under his direct supervision, the foc'sle area had to be arranged in a very specific array so that emergency action could be taken very quickly by a crewman from the tow tug in case the tow line parted. Chains and locks were set up in such a way that one of the ship's sixteen-ton anchors could be dropped by simply hammering on certain parts of the rig.

The most prominent part of the tow rig was the installation of a pull-down emergency tow line. As called for in the Tow Manual, a second tow line, for use only in case the main tow line parted, had to be secured to one of the heavy bitts on the foc'sle, then routed through the port anchor hawse pipe and up to the flight deck. There, the rigger carefully laid the line in parallel loops designed to minimize the chance of fouling, with the balance of the line routed over the forward edge of the flight deck to be strung along the starboard side of the ship all the way to the stern, with at least 300 feet left to drag astern where it was attached to a lighted, highly visible buoy. Light ties, easily breakable, supported the pull-down tow line about every one hundred feet. When properly rigged, this back-up tow line would be available for the tug to latch onto in case the main tow line parted. The tug would simply turn around and proceed to the stern of the towed vessel. There, a crewman on the tug would snag the buoy attached to the emergency tow line. After making fast this backup line, the tug would overtake the towed vessel on the starboard side, breaking off the light supporting ties as the tug moved forward. The tug would then move ahead to the proper tow distance from the vessel, reel in any excess tow line and carry on with the tow.

At the same time the emergency tow line was being rigged, Pete's crew descended into the bottom spaces of the ship to close all storage tanks and install flooding and fire alarms in the 52 spaces which were below the waterline. Then there were some 700 such storage tanks which had to be closed. The fire and flooding alarm system was powered by a large array of marine storage batteries located on the hangar deck near where the fire and flooding alarm panels were mounted. All of the above rigging had to be reviewed and approved by the marine surveyor, whose approval for tow was mandatory before the tug company would engage in the tow. It was also required by Lloyds of London whose $5million insurance policy required by the Navy cost us $112,000. In this whole process, Pete Clayton's encyclopedic knowledge of all aspects of MIDWAY's structure and engineering systems made him absolutely indispensable to our efforts.

Pete's work on MIDWAY had started in mid-July 2003, but I could not draw down any funds from the bank loan until we had the approved donation contract in hand. This didn't happen until August 28, 2003. I immediately set up a system for making periodic draws from the $3.5million loan we had obtained to pay for the ship's tow, painting and restoration work prior to opening. The crucial step was the collection of the "due now" invoices copies of which I had to submit to the First National Bank to support the amount I wanted to draw. I lost a lot of sleep wondering if we were going to run out of money before we ran out of work required to bring MIDWAY to San Diego.

My philosophy regarding payment was based on Pete's common sense and extensive engineering experience. He was on the site and could see what he needed. I was 1,400 miles away with the check book. When he'd call, he would tell me what he needed and how much of it he needed. I had several very reliable supply houses in the Seattle area, so I would call them, tell them what we needed and then I'd ask for a discounted price because we were a non-profit operation. Sometimes it worked;
sometimes it didn't. As a backup, in case he was in a real bind, Pete used his own credit card to pay for something needed urgently. At one point with his several credit cards, he was personally financing the project to the tune of $75,000.

Our tow from Bremerton depended on the tow tug availability and the availability of the tow rigger and the marine surveyor. After a few missed connections, a tentative tow date was set for September 26th. All concerned parties said that they could make that date. As a prudent move and one highly recommended by the Navy, I arranged a telephone conference call for one week prior to the 26th. Participants included the marine surveyor, the tow rigger, an agent for the tow company, two pilots from the Columbia River Bar Pilots Association, a Navy tow consultant, a Bremerton representative from Inactive Ships, and the Astoria Port director, making a total of nine participants. As I welcomed everyone and started to lay out our tentative time line, one of the Bar Pilots broke in and said:

“David, I don’t want to ruin your day, but you should know that because of the recent drought east of the Cascade Mountains, the Columbia River level has dropped nine feet, making the Astoria mooring site about four feet too shallow for MIDWAY. We pilots could not allow you to moor in Astoria until the river rises.”

I was so stunned that I could hardly speak. All I could say was, “Oh, no... you’re breaking my heart.” I just couldn’t believe that the slip depth of 35 feet in January would drop to 26 feet in September, only nine months later. But the pilot was correct, as confirmed by the Astoria Port Director. Who could I blame? Only Mother Nature. I was really crushed and very much alarmed. Where in the hell could we take MIDWAY?

Let the Tow Begin

A recharged Pete Clayton oversaw the final tow preparations, including a last minute dust-up between the rigger and the marine surveyor. The tow company, Crowley Marine Services, agreed to coordinate with departure with Inactive Ships personnel, and with all other concerned participants agreeing to the date and time, MIDWAY was pulled out of her home for the past eleven years and began her tow to the Port of Oakland, on the east side of San Francisco Bay. I then went before the Board of Directors and apologized for the wasted $30,000 dredging fee, which did no one any good, not even the salmon.

MIDWAY left Bremerton under tow on September 25 for the 950-mile ride to Oakland. Unknown to us, there had been some rather heavy seas enroute, which knocked over several cabinets in the ship's island. Otherwise, the tow was uneventful, and MIDWAY arrived at the Port of Oakland on October 4, 2003.

With a staff of temporary workers and Fairways’ painting crew, Pete, Terry, and Vic Zambrano from HORNET turned to and began the challenge of cleaning up the rest of the ship and painting all hull exterior surfaces. The painting was much easier than the effort at Bremerton. With the hull directly against the large rubber fenders suspended from the pier, access to painting surfaces by forklift and cherry pickers was a cinch. Pete, Terry, and Vic set out their plans and installed their work crews on a fixed schedule.

The ship was connected to the pier’s power grid, a dumpster service was retained, and a brow and ramp were rented to provide access on and off the ship. The pier had several lockable gates, but it was virtually impossible to keep sightseers from entering the area and even walking aboard, as if they owned the ship. As it was polite but very firm: MARAD is not willing to double up ships just provide a site for another aircraft carrier. It seems HORNET was occupying pier space that about five years before had been coveted by MARAD. So Alameda was out.

Then the sun finally came out and shined brightly on MIDWAY. One of Pete Clayton’s many contacts in the Alameda-Oakland area from his days on HORNET heard about our plight and, on her own, contacted the chief wharfinger of the Port of Oakland, a very big guy with a booming voice and the name of David Adams. He told the contact lady that he might be interested in hosting MIDWAY, but he would have to meet with us first. I gathered together some of the mooring arrays Pete had prepared and the list of work we still had to do and flew up to Oakland. Pete had flown down from Bremerton and together we made our case to David Adams. He seemed very interested, especially after he asked us what we were prepared to pay as daily rent for the mooring. When I cautiously quoted a figure of $500 per day (same as Astoria rent), he immediately accepted and asked his assistant to draw up the papers and prepare the pier for the arrival of MIDWAY. We had our mooring site.

From the site search almost a year before, I recalled several possibilities in the San Francisco Bay Area. One was Pier 3032 located about 1/4 mile south of the Bay Bridge on San Francisco’s waterfront. But the negatives were overpowering. There was no power on the pier, there were no fences around the pier, and the San Francisco Port Director told me that, because of the liberal political atmosphere in that area, we would probably have a mob of hippy protesters on the pier every day. So San Francisco was out.

The next possibility was the Alameda site, just across the pier from HORNET. But that mooring site was already occupied by a Maritime Administration surplus ship. Relaying on what I had heard a year before, I called the Maritime Administration office in San Francisco and spoke to an agent who was familiar with the site. I asked him if he would be willing to double up that surplus ship with another ship at another pier. He
turned out, some of these visitors were actually former crew members of MIDWAY and they believed they had the right to come aboard and show their families where they worked and lived. But some sort of security control had to be imposed and no one was allowed to enter the ship without an invitation.

An early indication of the vast improvement in working conditions was the rate at which portions of the hull were being painted. Even so, we estimated the area to be painted to contain 175,000 square feet. Fairways CEO, Harry Finkle, was the picture of optimism and was constantly reassuring us that he would finish before Christmas. I kept my fingers crossed.

While Harry and Pete focused on getting the ship painted, Terry worked on electrical and plumbing problems and Vic zeroed in on cleaning and resurfacing deck areas, other than the flight deck. Pete had his own plan for cleaning off the flight deck. This area had been heavily littered by bird droppings and other airborne debris. In addition, with so much dirt on and around the flight deck and with the heavy rains from eleven years in Bremerton, it was no surprise to find extensive foliage growing all over the place, including a small tree growing on the approach ramp. And where there was no foliage, there was an extensive layer of moss growing in the tiny nooks and crannies of the non-skid material covering the flight deck. It was literally impossible to sweep it away. But combine a very determined engineer with a 3,000 psi water jet sweeper and the dark of night and you’ll have a very clean, clear flight deck.

The general labor force working under Vic Zambrano consisted almost entirely of Hispanic immigrants. At the time of hiring, each of them produced the green card required by law and a Social Security card. This information was accepted by Vic and was used to produce the payroll data for PayChex, the company preparing the payroll. Invariably, some of the numbers were returned to Vic as invalid. But, by then, the worker had moved on leaving a note authorizing one of his associates to collect his check. A sad note was struck each time we received a notice from PayChex that the departed employee was delinquent in his child support payments. Sadly, such notices were not infrequent events.

About three weeks into the visit to Oakland, the Port delivered a billing to us for the electric power we had drawn. So we expected the bill, but we were stunned by the size of the charge: $800 per day, which averaged $800 per day, which was nearly double what we had budgeted. To stop this excessive charge, Terry called a company which rented portable generators. After it was delivered and on line providing our electrical power, the per day cost dropped to less than $500.

At our initial meeting with Port officials, they had warned us about putting any polluting material into the water. To determine if we might be doing so, they hired a testing company which pulled up a dozen samples of bay bottom mud for analysis. These would then be compared with samples taken after MIDWAY departed. In their testing process, however, they took the samples along a 1,000-foot line right down the center of the space to be occupied by MIDWAY. Any contaminants we dropped into the water would have fallen slightly outside an outline of the ship’s hull, up to sixty feet from the test line. So we felt safe, but still paid $13,000 for insurance to cover us. It was a moot point, however, because Pete and Harry made great efforts to avoid any kind of spill. Since MIDWAY’s hull had been painted numerous times in the past, Pete realized the fact that some of that old, lead-based paint might be blown off by the water jet. To prevent that toxic material from dropping into the water. Pete rigged up a system which called for taping a large (20’ x 30’) tarp against the hull just high enough to provide a downhill slide for the water/paint mix to flow onto the pier. Then, on the pier, Pete had glued 4-inch-thick plastic strips in a large square which acted as a dam within which the slurry was contained. Then Pete rigged a suction pump connected to a long garden hose which carried toxic mix to one of the many compartments near the bottom of the forward part of the hull. There it served as part of Pete’s ballast plan and kept the toxics safely away from human contact.

After the old paint had been removed, the painters hung large tarps around that area to enable them to spray paint without the paint particles being blown away, perhaps to land on nearby cars or boats. The paint they used was a special polyurethane mixture made especially for MIDWAY by the Rustoleum Paint Company. It was expensive, but the manufacturer claimed it would last from five to ten years and always reflect a semi-gloss surface. It was this shiny surface that later produced the memorable photo of MIDWAY as she rounded the tip of Point Loma in late afternoon and caught the last rays of the sun on her hull in a stunning golden glow.

Concurrent with the work in Oakland, Marathon Engineers worked on installing the two large mooring platforms MIDWAY required to tie up on the south side of Navy Pier. These platforms consisted of 20 and 22, respectively, 90-foot, pre-stressed, 24” concrete pilings, for the forward and rear platforms, both capped by thick, steel-reinforced concrete tables containing the heavy bollards and pulley mounts needed to hold MIDWAY safely even in winds up to 65 knots.

As December approached, my budget management convinced me that actual costs were running about $500,000 ahead of projections. The bulk of this overage could be attributed to pre-tow rigging, ship cleaning, towing insurance, and assist tug service into Oakland. Another factor was the cost of additional painting on hard-to-reach surfaces (underside of elevators) which we realized had to be painted before arrival in San Diego. These overages plus what I could foresee (e.g., assist tug service out of Oakland) convinced me that I needed to raise the bank loan amount by $500,000.

To find the additional guarantors for the higher loan, I presented my case to the Executive Committee. This group saw the justification for my request and authorized me to find the additional guarantors. With strong support from Alan Uke, we were able to enroll enough guarantors to cover the additional loan. At that point, I
knew I would have only that loan and no other funds available to restore the ship before opening. This meant that Pete and I had to make up a priority list of projects to be completed before opening. In effect, we would open MIDWAY with only the restoration work which we could afford, with other projects deferred to a later date.

Our tow company, Crowley Maritime Services, notified me in early December that their oceanic tug boat needed for MIDWAY was on its way back from a just-finished tow to the East Coast and would arrive in Oakland around Christmas. This gave Pete and the painters a deadline to meet. Fortunately, the weather during that period was very favorable for our work. One of the last areas to paint was the boot line, usually called the waterline. It was a black stripe which encircled the hull up to a point about four feet above the water. Because Pete had changed the trim of the ship with the water ballast, the line had to be redone. This job relied on a minimum of wave action against the paint barge. When I notice today how accurate and neat the waterline is on MIDWAY, I have to admire the skill of those painters.

The Voyage South

Christmas arrived, the painters finished, but the tug was nowhere in sight. Our marine surveyor made his required review and confirmed the ship was ready to tow. The tug finally arrived on Saturday, December 27, 2002. After refueling, the tug, along with four assist tugs pulled up to MIDWAY on Sunday. As Pete and his crew watched carefully, the tow line was attached and the other pre-tow activities by the tug company and the harbor pilot were completed. Terry Erickson, Pete's assistant, opted to ride MIDWAY to just outside the Golden Gate, where the pilot would be dropped off, along with Terry. My friends and I took off in their car from Oakland and drove across the Bay to the Embarcadero. We planned to eat breakfast and then drive over the bridge to a viewing point on the Marin side of the bay entrance.

We arrived at the Embarcadero and enjoyed a pleasant breakfast, all the while keeping an eye out for MIDWAY. Then we drove over the bridge to Marin and got all set up to take some pictures as the ship passed by. After an hour of waiting with no MIDWAY in sight, I began to get worried. Then I got a cell phone call from John DeBlanc in San Diego. Pete called him because he couldn't find my number. The news was very depressing. MIDWAY was not leaving that day.

After completing all the tow hookup procedures, the Crowley tug slowly pulled MIDWAY into the center of the Oakland Estuary on the way to San Diego. About ten minutes after leaving the pier, it was noticed that the brake on the tow line reel had broken, leaving the tug no way to "fix" the tow line setting. The return to the Oakland pier was a definite must, even if it did require all the changing of lines, directions, and maneuvers in the narrow channel by the main tug and the four assist tugs. Somehow, they got the ship back to the pier.

But after MIDWAY was first towed away from the pier, all the handling crew left, leaving only Pete Clayton, a photographer with his small child, and three civilians who had come to see the departure. And Terry was still on the ship, along with the pilot. Normally, a crew of at least eight lineman is required to handling the mooring lines. Pete had only four others and a small kid, plus Terry to handle the lines on the ship. Somehow, Pete and his gang pulled it off, and MIDWAY was remoored just as she had been an hour or so before. The main tug crew got busy to repair the brake on the tow cable reel.

Weather then became a serious factor. Repair work would be done overnight, but bad weather was forecast for Monday and Tuesday. By Wednesday, the repairs were finished and the weather had improved. So, for a second time, the tow tug hooked up with help from the assist tugs and the whole flotilla got underway with a five-day estimate for the voyage to San Diego.

Earlier in December, the Executive Committee undertook an executive search, seeking someone who was qualified to step into the role of chief executive officer and actually manage the job of preparing MIDWAY for opening and then manage the subsequent operation. We found just such a man in Rear Admiral John "Mac" McLaughlin, a recently retired naval aviator and the admiral in charge of all Naval Air Reserve operations in the U.S. Mac fit easily into the role we designed and immediately started recruiting his staff. It was a challenge because neither he nor we knew exactly what kind of skills he would need. Fortunately, he was able to draw on both HORNET and LEXINGTON for supporting advice. Subsequent results showed how well he met that challenge.

On Monday, January 5, 2003, at about 4 PM, Mary and I were parked on Point Loma to await the arrival of the other object of my affection for the past ten years. The sky was clear as the tow tug turned up the channel into San Diego Bay. As it did so, MIDWAY's gleaming hull reflected the late-afternoon rays of the sun and was converted into a golden ship, like Jason's Argo, to the delight of all the photographers. By the time it reached the point where it was about to be turned toward the aircraft carrier mooring area at North Island Naval Air Station, the sun had gone down and darkness covered the area. But just before MIDWAY was turned, a photographer took the now-famous shot of the ship as its black silhouette was outlined against the bright lights of downtown San Diego.

MIDWAY Crosses the Bay

MIDWAY was scheduled to spend five days at North Island before being towed across the bay to her permanent mooring at Navy Pier. During the stay at North Island, Pete's crew were engaged in the final cleaning of the public spaces while the caterers were loading tables and chairs for the event called Midway Crosses the Big Bay, slated for Saturday January 10. A major problem for the caterers was locating sufficient outlets for hooking up the electric food warmers, lights, and area heaters. With Pete's and Terry's expertise, these issues were resolved and all was ready for the crossing.
Early on Saturday morning, visitors to MIDWAY began arriving at Broadway Pier on San Diego's waterfront. From there, they were ferried over to North Island for boarding.

MIDWAY Caterers had hot coffee, rolls, and other tempting snacks for the visitors. By the nine o'clock boarding deadline, nearly 900 invited visitors and dignitaries had come aboard. Tow lines were made fast, mooring lines were let go, and the historic ship swung slowly away from the pier as Navy tugs worked the giant ship across the bay.

To orient the ship so that the starboard side was next to the pier for access to utilities, MIDWAY had to be turned around in mid-Bay. By eleven o'clock, she was being warped into the south side of Navy Pier, where a large crowd was waiting to greet her. Within an hour, the mooring was completed, boarding brows and ramps were in place, and MIDWAY was officially declared “at home in San Diego.”

**MIDWAY MAGIC**

The initial date for grand opening was set for 1 April 2004, but it quickly became apparent that this would be impossible to meet. Too many tasks had to be completed, too many safety issues had to be resolved, and too many staff members had to be hired, trained, and put to work on the ship. Thus, the opening day was set back to “the first week in June.”

During the five months before opening, a great deal of work remained to be done. Mac proceeded with defining, hiring, and training his staff. Pete pushed hard to complete the basic engineering requirements. The paint job was beautiful and met the promise we had made that “MIDWAY will arrive in San Diego with a paint job that will satisfy everyone and will make the Navy proud.” But we needed at least three more brows and ramps, we lacked official clearance from the San Diego Fire Department, we lacked an OK from the Coast Guard, the museum store had to be built, equipped, stocked, and opened for business, the Fantail Café needed to be constructed and equipped, docents and other volunteers needed to be recruited and trained, portable audio earphones for visitors needed to be completed and organized, many areas still needed painting, departmental organizations needed to be finalized with job instructions and training sessions, restored aircraft needed to be barged across the bay and lifted onto the flight deck, the flight deck needed repainting, and so on. Pier utilities which we had counted on were deemed not suitable and had to be completely replaced. It seemed that it would take a miracle for MIDWAY to be ready for opening in the first week of June, but that is just what happened.

With a minimal amount of advance publicity (because we weren’t sure of the opening date), the museum was opened to the public on Monday the 7th of June 2004, exactly 4,072 days after I first met Alan Uke to discuss the project. Despite our lack of a full-blown advertising campaign, a long line of visitors was present on the pier well before opening hour of 10 AM. At the close of business that first day, more than 3,000 visitors had purchased tickets to enter MIDWAY. By the end of June, more than 80,000 tickets had been sold, and by the end of the first full year, 800,000 tickets had been purchased.

We finally could sit back, relax, and consider what we had accomplished. True, it had certainly taken longer than anyone had imagined, more than eleven years, and it had cost more than we originally projected, close to $5 million instead of $3.5 million, and we didn’t have everything ready to go on opening day that we had originally planned to have, but by any measure, we had succeeded beyond our expectations and certainly beyond those of the Port, the Navy, and the naysayers. The public loved the project and turned out in great numbers, more than any other American historic ship museum, as evidenced by our taking only a little more than thirteen months to welcome our first millionth visitor aboard.

To commemorate the monumental effort put forth by Pete Clayton and his assistants, Terry, Vic, and Zee, in cleaning, restoring, and painting USS MIDWAY, I created a memorial plaque which has been mounted on the bulkhead where visitors first step aboard MIDWAY. It is only a four-pound piece of brass, but it calls attention to what dedicated and determined people can do when they set their minds to it. This achievement certainly makes it hard for any rational person to question the validity of the Museum’s motto.... “MIDWAY MAGIC.”

Personally, I was very proud of our team and the tremendous accomplishment we had achieved. Never, in my wildest dreams, did I ever expect to help convert an aircraft carrier into a museum. In all of my 18 years of schooling, no class that I remember ever dealt with such a subject. But our team members didn’t know what we didn’t know and so we lived through twelve years of on-the-job training. I still can’t get used to the idea that such a dream could ever be realized by a bunch of people who had never done anything like this before in their lives. It was one of the most challenging, stressful, satisfying, frustrating, and rewarding experiences of my life.

But...I'll never do it again.