

**EXECUTIVE COMMITTEE OF THE BOARD OF VISITORS  
GEORGE MASON UNIVERSITY**

**Special Meeting of  
November 19, 2021  
MINUTES**

**PRESENT:** Rector James Hazel, Vice Rector Horace Blackman, Secretary Simmi Bhuller, Visitor Ignacia Moreno and Visitor Carolyn Moss.

**ABSENT:** None

**ALSO, PRESENT:** Erin Rogers, Staff Representative; Gregory Washington, President; Ken Walsh, Vice President for Strategic Initiatives and Chief of Staff; Mark Ginsberg, Provost and Executive Vice President; Carol Kissal, Senior Vice President for Administration and Finance; Cathy Pinskey, Capital Program Director; Brian Walther, University Counsel; Anne Gentry, Associate University Counsel; and Scott Nichols, Secretary pro tem.

**I. Call to Order**

Rector Hazel called the meeting to order at 9:30 a.m.

**II. Capital Matters**

- A.** Vacation of Easements with Arlington County
- B.** Granting of Easements to Arlington County
- C.** Agreement and Covenant to Maintain Stormwater Facilities with Arlington County
- D.** Schematic Design for Arlington Expansion Building

Rector Hazel recognized Carol Kissal to present the capital matters to the board. Ms. Kissal noted that the capital matters were related to the Arlington campus expansion, or “Mason Square”. She further noted that the board would be considering approval of the interim agreement with Mason Innovation Partners, and that the related schematic design and easement items would also be considered. Ms. Kissal recognized Cathy Pinskey to present the proposed easement agreements with Arlington County.

Ms. Pinskey stated that a number of agreements were being made with Arlington County in order to prepare the Mason Square site for construction. She proceeded to outline the proposed vacation of two easements with Arlington County. The first vacation involved the replacement of an existing storm water culvert, and the second involved a sanitary sewer easement containing only abandoned infrastructure. Ms. Pinskey then outlined the proposed granting of an easement with Arlington County. The proposed easement allows for a future capital project by Arlington County which would re-route the existing stormwater line. She then outlined a proposed culvert agreement with Arlington County, in which Mason would improve the existing culvert and provide: annual maintenance and inspections, 5-year building monitoring, and 5-year inspections.

Carol Kissal then presented the proposed schematic design for the Arlington expansion building, noting that the design had been prepared with a focus on four main tenants: community, experience, wellness, and agility. Referring to the presentation provided in the meeting materials, she provided an overview of the building’s proposed design, highlighting:

- Layout of spaces for developers, collaboration, retail, and academic use.
- Sustainability and wellness certifications
- The building’s expansive green roof
- Possible funding for a solar panel array

## Executive Committee

November 19, 2021

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Vice Rector Blackman **MOVED** that the committee approve the following action items, en bloc, as they have been outlined in the meeting materials:

- Vacation of Easements with Arlington County
- Granting of Easements to Arlington County
- Agreement and Covenant to Maintain Stormwater Facilities with Arlington County
- Schematic Design for Arlington Expansion Building.

The motion was **SECONDED** by Secretary Bhuller. **MOTION CARRIED UNANIMOUSLY BY VOICE VOTE.**

### III. Closed Session

- A. Public Contract (Code of VA: §2.2-3711.A.29)
- B. Consultation with Legal Counsel regarding specific legal matters requiring the provision of legal advice (Code of VA: §2.2-3711.A.8)

Vice Rector Blackman **MOVED** that the committee go into Closed Session under the provisions of Section 2.2-3711.A.29, to discuss a Public Contract related to the Arlington initiative; and Section 2.2-3711.A.8 for Consultation with Legal Counsel regarding specific legal matters requiring the provision of legal advice concerning the aforementioned item. The motion was **SECONDED** by Secretary Bhuller. **MOTION CARRIED UNANIMOUSLY BY VOICE VOTE.**

Following closed session, Vice Rector Blackman **MOVED** that the Executive Committee go back into public session and further moved that by roll call vote the Board certify that only public business matters lawfully exempted from open meeting requirements and only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed or considered in the meeting by the Board. Any member of the Board who believes that there was a departure from the requirements as stated above, shall so state prior to the vote, indicating the substance of the departure that, in his or her judgment, has taken place.

**ALL COMMITTEE MEMBERS PRESENT RESPONDED IN THE AFFIRMATIVE BY ROLL CALL.**

Vice Rector Blackman then **MOVED** that the committee adopt the following resolution:

*WHEREAS, the Public-Private Education Facilities and Infrastructure Act ("PPEA"), Va. Code §56-575.1 et seq., permits the University, as a state agency, to enter into an interim agreement ("Interim Agreement") for a qualifying project; and*

*WHEREAS, the proposed Institute for Digital InnovAtion Headquarters ("IDIA-HQ") project (the "Project") is a qualifying project under the PPEA; and*

*WHEREAS, in February 2021 the University, with the approval of the Board, entered into negotiations of the Interim Agreement; and*

*WHEREAS, the University wishes to enter into an Interim Agreement with Mason Innovation Partners LLC;*

**NOW, THEREFORE BE IT RESOLVED:**

- 1. The Board hereby authorizes the University to enter into an Interim Agreement for the Project, consistent with the terms presented to the Board and applicable law, and specifically authorizes the President or the Senior Vice President to execute such Interim Agreement; and*
- 2. That this resolution is effective immediately.*

**Executive Committee**

**November 19, 2021**

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The motion was **SECONDED** by Secretary Bhuller. **MOTION CARRIED UNANIMOUSLY BY VOICE VOTE (Attachment 1).**

**IV. Adjournment**

Rector Hazel called for any additional business to come before the Executive Committee. Hearing none, he adjourned the meeting at 10:12 a.m.

Prepared by:

Scott Nichols  
Secretary pro tem

Attachment 1: Resolution – Interim Agreement with Mason Innovation Partners

<b>ITEM:</b>	<b>Approval of Arlington Campus, Institute for Digital InnovAtion Headquarters (“IDIA-HQ”) PPEA Interim Agreement (ACTION)</b>
<b>PURPOSE OF ITEM:</b>	This item seeks approval by the Board of Visitors to enter into an Interim Agreement for the IDIA-HQ PPEA project at the Arlington Campus.
<b>BRIEF NARRATIVE:</b>	<p>The University is pursuing a PPEA project at the Arlington Campus to design, construct and operate facilities in support of university requirements. The IDIA-HQ is being designed and planned as an integrated research, laboratory, academic, and office building with amenities in support of the computing sciences, digital futures, and cybersecurity programs.</p> <p>BOV policies call for Board approval at four milestone points for PPEA projects: project advertisement, partner selection, entering into an Interim Agreement, and entering into the Comprehensive Agreement. The Interim Agreement serves as the contract document which sets scope, schedule, and budget for a PPEA project prior to a Comprehensive Agreement.</p> <p>At its February 2021 meeting, the BOV approved selection of Mason Innovation Partners (MIP) as the University’s partner for the IDIA-HQ project and authorized staff to conduct negotiations with MIP on terms and conditions, financing, leases, and other management agreements.</p> <p>The Interim Agreement is summarized on the following pages.</p>
<b>STAFF RECOMMENDATION:</b>	Authorize the University to enter into an Interim Agreement with MIP for the IDIA-HQ PPEA project at the Arlington Campus consistent with the terms presented.

**Institute for Digital InnovAtion  
George Mason University  
Arlington Campus Expansion**

**Executive Summary - Final  
November 17, 2021**

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**Project Overview**

- Overall Program: Nine (9) story building with 360,500 SF, apportioned to Mason and MIP:
  - 209,050 SF for Mason Academic Space
  - 137,933 SF of Commercial Spaces (to be owned and operated by MIP) ground floor retail and office space on upper floors
  - 237-space underground parking garage
- Interim Agreement Total Budget: Approximately \$24M
- Interim Agreement Schedule: Completion anticipated in September 2022
- Small, Women, and Minority-owned (SWAM) business participation goal is 25%; Notwithstanding the foregoing SWAM Goal, MIP shall use good faith efforts to achieve a goal of at least fifty percent (50%) of the total Project Budget allocated to SWAM Businesses

**Mason Outreach**

- Mason and project team have met extensively with other key stakeholders:
  - Department of General Services (DGS) and DEB).
  - Department of Planning & Budget (DPB).
  - Treasury Board staff.
- Mason has led community outreach activity:
  - Public hearing on project was held October 29, 2021.
  - Arlington County staff were included in discussions about the design, construction, and maintenance of the box culvert. Dialogue with county staff is ongoing.

**Development / Operations Team**

- Developer – Mason Innovation Partners, LLC - sole member currently is Edgemoor Infrastructure & Real Estate LLC.
- Construction Contractor – Clark Construction Group.
- Architect/Engineer – EYP.
- Civil Engineer – Dewberry.
- Leasing & Advisory – Newmark Group, Inc.

## **Interim Agreement Scope of Work**

The scope of Interim Work for the Interim Agreement includes:

1. Provide Preconstruction Services for costs budgeting, scheduled development, and project planning.
2. Provide design services to complete the preliminary drawing design documents (including Mason and DEB reviews and comment reconciliations) and complete the working drawing design documents (including Mason reviews and comment reconciliations) in accordance with the General Conditions.
3. Coordinate with utility providers to install temporary utilities for the construction of the Project.
4. Coordinate bidding and contract early release packages and solicit interested SWAM firms for project participation.
5. Plan and develop marketing materials for marketing and leasing campaign.
6. Oversee leasing activities, create space plans, and negotiate all agreements necessary to advance the project.
7. Source financing for the commercial aspects of the project for the period after the execution of the Comprehensive Agreement.
8. Provide required bonding and insurance coverage.
9. Manage and utilize contingency as necessary to address unforeseen costs in the pursuit of work to Financial Close.
10. Construction in accordance with the Interim Construction Plans.
11. Conduct soil, structural, engineering, environmental, and such other inspections, tests, studies, surveys, and evaluations of the Property as Developer deems to be required in connection with the development and construction of the Project (collectively, the “Feasibility Studies” or the “Testing and Inspections”).
12. Advance the process to register the Project with the U.S. Green Building Council.

## **Interim Construction Project Schedule**

- September 2021 – Division of Engineering & Buildings (DEB) Schematic Design Approval Full Building
- October 2021 - Art & Architectural Review Board (AARB) Preliminary Design Approval Full Building
- November 2021 – DEB and DEQ Approval of Culvert Document Package
- January 2022 – Start of Interim Work
- February 2022 – Projected DEB Preliminary Design Approval Full Building
- April 2022 – Projected Execution of Comprehensive Agreement and Financial Close
- July 2022 – Projected Start of Building Core and Shell Construction
- September 2022 – Interim Construction Work anticipated to finish

## Interim Agreement Budget

The following table provides the Interim Agreement Development Budget:

<b>Budget Item</b>	<b>Total</b>
Design	\$11,256,883
Soft Costs	\$3,021,777
Hard Costs	\$8,331,029
Contingencies	\$1,480,000
<b>Total Interim Agreement Budget</b>	<b>\$24,089,688</b>

1. In the event MIP meets all the criteria of the terms, and Mason and MIP execute the Comprehensive Agreement (“CA”), Master Lease (“ML”), Ground Lease (“GL”) and Operating Agreement (“OA”) and completes financial close in April 2022:

- Total contract expenditures through April 2022 = approximately \$18M
  - Mason share is approximately \$13M through April 2022
  - MIP share is approximately \$5M through April 2022
- CA subsumes terms of IA and allocations are finalized and project moves forward to completion

2. Interim Agreement Expires without Execution of Comprehensive Agreement:

Alternatively, in the event of no CA, the following table outlines the expiration scenarios, Mason’s financial obligations, and resolution of the Interim Work:

<b>Expiration Scenarios</b>	<b>Description</b>	<b>Mason Financial Obligation</b>	<b>Interim Work Resolution</b>
Scenario A	MIP fails to meet criteria of terms and Mason does not sign CA and other contract documents	Mason pays \$24M, but none of the developer’s fees and overhead	Mason owns drawings and MIP finishes Interim Work (construction and design) by Sept 2022
Scenario B	MIP meets all criteria of CA terms and Mason decides not to sign CA and other contract documents	Mason pays \$24M plus developer fees and overhead	Mason owns drawings and MIP finishes Interim Work (construction and design) by September 2022

# Commonwealth PPEA Requirements & Milestones

Requirements	Milestones	
BOV approves Issuing RFP for Conceptual Proposals	<input checked="" type="checkbox"/>	February 2020
Receive and Review Proposals	<input checked="" type="checkbox"/>	April 2020 (Received 9 responses)
Post Conceptual Proposals	<input checked="" type="checkbox"/>	October 12, 2021
Provide Copies of proposals to Affected Jurisdiction for Comment	<input checked="" type="checkbox"/>	October 20, 2020
Short List Proposers	<input checked="" type="checkbox"/>	June 2020
Issue Detailed Proposal	<input checked="" type="checkbox"/>	July 2020
Receive and Review Detailed Proposal	<input checked="" type="checkbox"/>	October 2020
Provide copies of Detailed proposals to P3 commission	<input checked="" type="checkbox"/>	March 1, 2021
BOV selects proposer(s) for negotiations	<input checked="" type="checkbox"/>	February 2021
Negotiate Interim Agreement	<input checked="" type="checkbox"/>	September 2021 to November 10, 2021
Provide copy to P3 commission (at least 30 days prior to executing Interim)	<input checked="" type="checkbox"/>	November 11, 2021
Public Hearing (at least 30 days prior to executing Interim)	<input checked="" type="checkbox"/>	October 29, 2021, at 7:00 PM
BOV approves Interim Agreement terms	★	Scheduled - November 19, 2021
Post Notice of Award and Execute Interim Agreement		Projected - Week of December 13, 2021
Negotiate Comprehensive Agreement		In-Progress – February 2021 to March 3, 2022
Provide copy to P3 commission (at least 30 days prior to executing Comprehensive)		Projected – March 10, 2022
BOV approves Comprehensive Agreement terms		Projected - April 5, 2022
Secretary of Education approves Comprehensive Agreement		Projected - April 19, 2022
Post Notice of Award and Execute Comprehensive Agreement		Projected – April 29, 2022



Requirements	Milestones	
DEB Schematic Design Approval Full Building	<input checked="" type="checkbox"/>	September 17, 2021
AARB Preliminary Design Approval Full Building	<input checked="" type="checkbox"/>	October 1, 2021
Bid Early Work - Culvert and Supportive Excavation	<input checked="" type="checkbox"/>	September 2021 - October 18, 2022
BOV SD Approval	★	Projected November 19, 2021
DEB Working Drawing Approval - Culvert and Supportive Excavation	<input checked="" type="checkbox"/>	November 12, 2021
DEQ Approval of Culvert Documents – Permit Issued	<input checked="" type="checkbox"/>	Projected November 30, 2021
AARB Final Design Approval Full Building		Projected December 2021
Construction Start - Early Work		Projected January 2022 - Finish September 2022
DEB Preliminary Design Approval Full Building		Projected February 2022
DEB Working Drawing Approval - Sub and Super Structure		Projected April 2022
DEB Full Building Working Drawing Approval		Projected Summer 2022
Construction Start - Sub and Super Structure		Projected July 2022
Certificate of Substantial Completion - Finish Building Construction		Projected Spring 2025
Interior Furniture, Furnishing and Equipment		Projected Spring 2025
Occupancy Certificate		Projected Late Summer 2025

**RESOLUTION OF THE EXECUTIVE COMMITTEE OF  
THE BOARD OF VISITORS OF  
GEORGE MASON UNIVERSITY  
TO APPROVE INTERIM AGREEMENT FOR THE  
INSTITUTE FOR DIGITAL INNOVATION HEADQUARTERS IN ARLINGTON**

WHEREAS, the Public-Private Education Facilities and Infrastructure Act ("PPEA"), Va. Code §56-575.1 *et seq.*, permits the University, as a state agency, to enter into an interim agreement ("Interim Agreement") for a qualifying project; and

WHEREAS, the proposed Institute for Digital Innovation Headquarters ("IDIA-HQ") project (the "Project") is a qualifying project under the PPEA; and

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2. That this resolution is effective immediately.

Adopted: November 19, 2021

  
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Rector  
Board of Visitors of George Mason University