

Virginia Museum of Fine Arts
Transcription of the Building Committee Meeting
Tuesday, 12, 2021, 10:30am
Video Conference

Meeting called to order at 10:30am.

Full attendance listed in the meeting minutes.

Tom Papa: By my clock it is 7:30 Pacific Standard Time (PST), so I will call this meeting to order. Thank you everybody for coming. Just before 7:30 (PST) Caprice informed me that there has been nobody from the general public that has asked to join. We would know about it. We always welcome people from the general public. This is an open forum for this Building Committee. Since we do not have anybody and since we have called the meeting to order, the first order of business always is to have the minutes approved. Would somebody be kind enough to make that motion?

David Goode: So move.

Tom Papa: Okay.

Marland Buckner: I can second.

Tom Papa: And who is that?

Michael Taylor: Marland.

Tom Papa: Okay, Marland. All in favor please say aye.

Committee Members: Aye.

Tom Papa: Anybody opposed? The motion carries. The September 16, 2020 minutes are approved. Having said that, I will turn the floor over to Cindy Norwood. Good morning, Cindy.

Cynthia Norwood: Morning everyone. I am so happy to be here with you all today. I miss everyone. I cannot wait for us to be in person again. I just want to talk a few minutes about the Freedom of Information Act (FOIA). It is so important that you know as a Trustee that you cannot actually talk with any other Trustee about VMFA business in any manner, whether it is on the phone, whether it is in an email, whether it is on Facebook or Twitter, any type of situation like that. That is why we beg you all not to reply to all when staff sends something out, because if you reply to all, that is VMFA business and becomes an open meeting that has to comply with FOIA. Anytime you do anything, let's say you are at a cocktail party, it is okay for a bunch of Trustees to be at a cocktail party. What you do not want is to be talking to more than one other Trustee about VMFA business. If somebody else walks up that is a Trustee, then please immediately change the topic. Start talking about the Dallas Cowboys or whatever the case may be. Please do not talk about VMFA business.

If anybody has any questions about that, please let me know. Also, be careful what you give to other people. If we talk about something in closed session, you cannot actually share that with anyone. You may know somebody that you think would be great to look at an RFP, or something like that. You cannot do that. The VMFA has actually hired someone that is absolutely fabulous. We have Curt Manchester, who is just an incredible attorney in construction law. We have what we need. If you share information, especially that has been in closed session, that is a real problem from a legal standpoint. Does anybody have any questions?

Tom Papa: Cindy, right now there are 30 responses to our RFP. What would you tell us all, if we get an inquiry from somebody affiliated with the responders, one of the RFP providers, if they call up with a question or they want to talk about it? Could you tell everybody on the Committee what the rules are, please?

Cynthia Norwood: The rules are that you as Trustees absolutely cannot be talking to any of these people, because then it looks as though they have been given some kind of benefit over everybody else. As a state agency, we cannot do that. Please, I beg you not to do that. There is a point person, and every single question, every single email, any contact has to go through that point person, not the Trustees. You can be very nice and say, "I am so sorry, but I am not by law allowed to even talk about this. Here are the people with whom you can speak." Then just provide that information.

Tom Papa: I am on a committee through the VMFA, the Art and Architectural Review Board. I checked this morning to see if Baskerville sent in something. Of course, they did. It was submitted by Burt Pinnock and I am on the committee with Burt Pinnock. Now, of course, I will not talk about it, but those are the kinds of things I think that you would like us to disclose, just so we have a record of that.

Cynthia Norwood: Right, but again that is fine. You just cannot talk to him at all. That is another thing, if there is somebody that you know personally or if you think that you may be swayed by someone, then in any type of vote you will need to recuse yourself. That is something to consider, as well.

Tom Papa: That would be my concern. My concern would be that I would disqualify him by doing that.

Cynthia Norwood: Right, you would. Again, you need to recuse yourself. You need to not speak with him.

Tom Papa: Well, I mean just for clarity's sake, the fact that I am on a committee with him, I have no pecuniary benefit from that. I am not friends with him. I am on a committee with him, so I will not be recusing myself, unless you tell me that I need to.

Cynthia Norwood: Well, we can talk about that offline.

Tom Papa: I think it is good for everybody. I think this is sort of a case study, a little bit because being on a committee puts you in a different position than most.

Cynthia Norwood: Right. Well, if you do not think that there is any way that you would be affected by knowing him, then you do not have to recuse yourself from voting on anything involving his company or involving his situation, whatever the case may be. We do have to be very careful because a lot of you all know a lot of people in the industry.

Tom Papa: The perception of impropriety is the problem.

Cynthia Norwood: When you work for the Commonwealth, the perception is almost as bad as the reality.

Michael Taylor: Tom and Cindy, I would say this has been great to clarify and I am happy to be that point person if anyone reaches out to you and says, "You know, we have applied for this expansion. I have got a beautiful bottle of bourbon for you."

Tom Papa: Do we send the bourbon to you?

Michael Taylor: No, do not accept the bourbon.

Cynthia Norwood: Just say, "No thank you."

Michael Taylor: Yes. Seriously though, I am happy if you just send all questions to me. In fact, as you will hear in a minute, throughout this process we have really not been responding to anyone. We have been posting our answers on the eVA website. This was great to clarify anyone who reaches back just let me know and I am happy to be that point person.

Tom Papa: Caprice sent me a message asking me to remind everybody that there is a transcript of this and all of these meetings are open to the public. We are very happy to share them with anybody that makes a request to see them. I am really using my example as a case study because I do want to make sure everybody understands the strictness of what we are under to make this project happen.

Bob Mooney: This is being recorded, so we need to be careful as well, right?

Tom Papa: Yes. This is exactly what we need to be doing, talking about these things thoroughly and openly and making sure they are right from the get go, Bob. I just want to make sure we are all on exactly the same page, so we are not doing ourselves or the applicants a favor by doing anything that might put them in a light that made it seem like we were giving them some advantage. Alex, I think this is when I am supposed to turn the mic over to you. Can you hear me?

Alex Nyerges: I sure can. Thanks, Tom. I have a question for Michael. Michael is the point person but Michael, if it is a 21-year old scotch instead of bourbon, does that change the equation?

Michael Taylor: No, just say no.

Alex Nyerges: I just wanted to see Cindy laugh.

Cynthia Norwood: Just say no.

Alex Nyerges: The good news is if they try to bribe me with bourbon or scotch, I do not drink hard liquor, so I am safe. Good morning everybody, and Happy New Year. I have to tell you, the two boxes of proposals that came in, and we finalized yesterday at 2:00pm, were thrilling for me. In flipping through, I pulled every one of them out. I looked at the 30 proposals and who they were. There are lots of internationally prominent, museum-related firms that have put in proposals. Now, that is not saying that any of the 30 are better than the others. We will find that out as part of this process. But here is the good news: the Governor signed the budget bill right before Christmas. The appropriation is a total of \$125 million. It is currently \$112 million dollars, because the other \$13 million, which is for fixtures, furniture, and equipment, will come after we are under construction and those things enter the queue. There is no ranking with the capital dollars but the money seems to be very secure. Hossein sits on the bond rating agency for the state and everything seems to be going along very well. We actually do have the state's portion of the money. It is a 2:1 match of two state dollars to one private dollar. The other piece of this, and you will hear this at the board meeting tomorrow so I will steal a little bit of Tom's thunder, we have already raised, with the addition of the \$125 million, \$180 million. We have in the queue asks that total well over another \$100 million. Now, obviously, asks are a far cry from actual pledges and gifts, but we are doing extremely well. If you had told me that 10 months ago we were going to enter the Pandemic, be closed, and then continue to have the Campaign do well, I would have thought you were smoking something. In this case, what we have seen is that charitable contributions have continued to go up. Part of it is obviously the market has been very kind to many people in 2020. It continues to be kind in 2021, and there is nothing like an appreciated asset to help fund a Capital Campaign. For those of you who are thinking about what to do, be thinking about those things that may have gone up 20% or 30% or have gone up 400% because you can avoid capital gains, and at the same time, maximize your own contribution. We are watching everything that is going on downtown. Obviously, everything is virtual, but we are in great shape. Congratulations to everybody who worked hard to be able to do that. Caprice and Katie who really work to make sure that we can line this money up. It is exactly what we need, because the incentivized part of this is to get people to give on the match. It is what will make us successful on the building project. Thanks, Tom.

Tom Papa: Thank you. That is great news and I applaud Katie and Caprice also. Great job. Michael Taylor, I would like to hand the mic to you. If you could introduce us to Curt Manchester, that would be awesome.

Michael Taylor: Yes, it is my pleasure, Tom. Good morning everyone, and Happy New Year. When we were working on the RFP and dealing with Cindy, we knew that there would be a lot of questions around SWaM and many details and logistics to figure out. She called me recently and said, "Boy, have I got someone great for this project." It was Curt Manchester. She mentioned him earlier. He is a wonderful construction attorney who has a really significant background in building projects and tremendous expertise. He is a Senior Assistant Attorney General in the Office of the Attorney General and he is part of this dream team. I mean, we now have Steve Pancham and Jim Yatzeck. We have this wonderful Building Committee. We have the VMFA senior leadership and to add Curt to the roster has

just been terrific. He has been a pleasure to work with and has answered so many questions. I think we have lost count so far. Curt, you are on the call. Do you want to say a few words to the Building Committee?

Curt Manchester: Well, sure. Thank you, Michael, and good morning everybody. I am delighted to be asked to assist this team for the project for this agency. I have been with the Attorney General's Office for about three years now in the construction group. I provide counseling and troubleshooting for many of our major agencies that are building across Virginia. I have had the pleasure of working with Cindy for several other agencies. I have had the pleasure of working with MBP, so I think this is going to work very well. I am in Richmond. My window overlooks the construction of the General Assembly Building, one of my other items of work. If you hear horns and cranes, please excuse that. I look forward to working with everyone and being a resource as needed. As this process goes through there will be times when issues will come up, but I'm dedicated to try and work through those issues with the group or whomever as efficiently and fairly as possible. So thank you, Michael. Thank you, Cindy, for allowing me to help assist everyone.

Michael Taylor: Terrific. Thank you, Curt. Are there any questions for Curt from the committee?

Tom Papa: Michael, it would be great if we had the whole team's contact information with emails and phone numbers and things like that. That is great. We really look forward to working with Curt. We will rely upon him heavily, I am sure. You are right, part of the Dream Team, man.

Michael Taylor: That is right. I am happy to provide contact details after the meeting. Turning on to the next agenda item, when we last met we were finalizing the RFP. We were waiting for state funding. As Alex mentioned, that came through, and we then released the RFP on November 23. We then had a pre-proposal meeting. It was a virtual meeting that we held, myself and Steve. We had 250 architects and engineers attend, many from the same firms. It was a great two hour meeting. Then there was a period where anyone interested in the project could ask questions through an RFI. We have, according to state law, seven days to reply. The system that we set up, which worked very effectively, is essentially myself, Steve, Jim, Curt, we would meet and go over each set of questions. Then we would post the answers to the eVA website where we had the expansion posted. We had over 170 questions. A lot of them we anticipated would be around the SWaM issues. That is where Curt was just so great because people wanted to clarify precisely what the state meant by this. We were really able to do so and come up with language. Then other firms could look on the eVA website and find the answers too. It was a great process. It was fully in accordance with the state rules. What it meant is that we did not take phone calls or have long email exchanges with architects. We really used the website as the primary means of communication and that was communicated to them through the RFP.

With that, I am going to turn it over to Steve to talk about the timeline for the project and the evaluation of the 30 applications. We were absolutely thrilled. As Tom and Alex have mentioned, the deadline was yesterday at 2:00pm. We timed that to coincide with this Building Committee meeting. We did not know how many applications we would receive, and 30 is a great number. As I said, I was really pleased, and I know Alex and Steve were

too, with the diversity of the pool and the quality of the pool. This really has been an amazing response to the RFP, and I think what is terrific is a lot of international firms are partnering with Virginia firms. I am happy to take any questions on that. Otherwise, I will turn it over to Steve.

Steve Pancham: Good morning everybody and Happy New Year. It is great to get the response that we did yesterday. I think we started when I got there, at 17, we were kind of high fiving ourselves. Then at the end of the day when it was 30, we kind of had this look of “Oh, wow.” A lot of stuff came in and we have got a big task ahead of us. The next steps. I do not know if the timeline was attached to the agenda? I will kind of go over it a little bit here. The evaluation team is going to start reviewing. It was sent out last night as electronic versions. Tom, I do not know if you have got it or not. Were you able to get the electronic version?

Tom Papa: I did. Thank you. I scanned it very quickly and may want to talk to you a little bit about labeling just so we can all be singing from the same choir sheet. Thank you very much. You got a lot of information.

Steve Pancham: Okay, so the evaluation will start with the 30 firms. Basically, we are going to take about two weeks to go through all 30 of the proposal responses. We will meet on the 28th of this month. The goal is to select five to six firms to interview or shortlist for interviews. We have scheduled interviews from the beginning of March, and if we stick with the five or six firms that we will interview, we will basically complete the interviews by the end of the first week in March. Then we will make our recommendations on who is the selected firm. Moving forward from that, once the Building Committee has selected the firm, then we will look to go into negotiations around mid-March. Hopefully by the end of March or early April we will start negotiating the contract. One of the things that has to happen, and depending on, I believe Curt Manchester is the OAG’s representative, is that we have to send the negotiated contract back to the OAG’s office for review. They need a minimum of 30 business days for them to perform their review, so we are looking between the first part of April and May for the OAG to do that. Now on the previous OAG review, it did not take 30 business days. I believe it only took a week, so there is an opportunity there to shave some time off of the plan schedule. Excuse me, once the OAG has completed their review, then we are looking at basically the beginning of mid-May to finalize the contract and having the design phase start with the selected AE firm by the end of May. That is kind of the timeline that we have established on that. Any questions from the Building Committee?

Michael Taylor: Steve, I did notice everyone got in in the email, the Board Relations email, the timeline was attached. I am realizing, we are on Zoom and not what you and I usually use, a kind of Google team. I do not think we can actually share that document, but that was very helpful. I am sure Curt was listening when you are asking for some time saving.

Tom Papa: You can share documents on Zoom, but I think we all have it. I think everybody saw it. Does anybody have any questions on that critical path?

Michael Taylor: Should we pull it up then?

Stephanie Cooperstein: Happy to. Just a moment.

Michael Taylor: Thank you, Stephanie.

Curt Manchester: While folks are waiting to see that, the General Assembly passed a law over the last two years, requiring our office's review of any construction contracts of a certain value prior to award, so this is just to protect the public purse. Depending on when that contract comes in and what else is going on, we will make our best efforts to turn it around. Obviously, being familiar with the project will help our process, but it is something that is required by law now.

Michael Taylor: Absolutely. Thank you, Curt. We will leave it in your capable hands. I see the timeline. Now Steve, if you want to talk us through? It is very small writing, but we have all got our glasses on.

Steve Pancham: Yeah. As you can see, here the pre-proposal conference is highlighted blue. We had that on December 3 and then received the RFP. The next activity was January 11. We were looking at 15 days for the Building Committee to start their evaluation. That is set for the 12th through the 26th and completing our evaluation on the 27th of January. The evaluation team meets on the 28th, which is a Thursday, and then will go over our scores as you have been given spreadsheets. Just enter in your scoring on that, and I will go over the scoring on the next call. By the end of January we will make our selection of the five to six firms. Also we have got to go through the process of notifying those proposers that did not get selected for an interview. Then, basically, the whole month of February is giving those selected firms the opportunity to prepare for the interview. Starting in the first week of March, we are talking three days basically, trying to interview. If it is six firms, we will knock out two firms a day. Hopefully by the end of that interview process, at the end of the week, the team will meet and select the firm out of the six. Then, as you can see, going down the first week of March, we are anticipating the selected AE to go ahead and start submitting their fees and evaluating that. Between the end of March and the first week of April is to negotiate the contract with the selected AE firm. Then you see in red here that activity, the first week of April to mid-May is when the OAG's reviewing period is. Continuing on, as you can see, if they do take that 30 business days to review, then we are looking at the end of May to have the architect on board and start the design phase.

Tom Papa: Steve, you saying May or March? I am looking at the graph.

Steve Pancham: May. Of course that 30 days is there for the OAG review but basically we just built in some time, being conservative. So, if the OAG review on the contract takes shorter then it can be mid-May or even early May. Any questions? Okay.

Birch Douglass: I have a kind of a comment. This is Birch Douglass. I was on the Building Committee for the last expansion and we were working through these RFPs. We ended up selecting an international architect to partner up with a local architect who is licensed in Virginia and we did not do a very good job. As a matter of fact, I do not think we did anything to really explore that relationship and the qualifications of the, I will call it the domestic architectural firm. Just be cognizant that if we are leaning towards an international firm that there could be a number of issues we need to explore.

Alex Nyerges: Birch, it is a good warning. I lived through four years of hell because of it, and Steve understands that well because we brought Steve and the firm into the process to help remedy that. We are going to be very, very careful. If there is an international firm that is selected and it has to partner with a Virginia firm, we are going to make sure. The biggest problem we had was actually two-fold. One, the local firm was not staffed up enough. They did not have the resources. The other is that their engineering choice was not up to the effort of a very sophisticated art museum building. For those of you that have not done a project like this, an art museum or the main expansion itself as opposed to the annex, the annex is much more cut and dry as the renovation, but the expansion, the closest thing in the construction world is two-fold: one, an emergency wing of a hospital, an operation center, or a high tech server farm where the environment and all kinds of parameters are very different from normal construction, whether you are talking offices, warehouses, residential, and the rest are very specialized. The firms have to understand that from an engineering standpoint. We ended up with a great product because Rick Mather was a genius and understood how to do it. The process also cost us about a year and a half and easily \$20 million more than it should have, so thanks for the warning.

Tom Papa: Birch, I may want to speak to you offline at some point and really pick your brain and look at the autopsy from the problems that you had, if you do not mind.

Birch Douglass: Just let me know.

Tom Papa: Okay, thanks. Thank you.

David Goode: Am I unmuted here?

Tom Papa: Yes, David. We can hear you.

David Goode: I wonder if you would run over just briefly the involvement of the committee in the series of meetings in March? I am a little unclear as to what the Committee itself is going to be doing during that period.

Tom Papa: Let me say this. I think that what we have got is a sub-committee, a smaller group than the whole committee that will be looking at the 30 responses. Once we have it narrowed, it is the plan that we then start to talk to the full Board but because there are so many applicants there is just so much information. There is a scoring system that I think that having everybody involved would be a lot of work. We would be waiting for a lot of people to get back to us quickly. Steve, do you have anything more that you want to add to that or Alex or Michael? I think the intent was to streamline it until we got to what we thought were the serious contenders.

Michael Taylor: That is exactly right from my perspective, Tom. I think what we can do, once we have whittled down the 30 to the finalists, is really talk about the committee's involvement. I think it is really important that you know they are involved in that March phase. I can talk offline with you and Alex and Steve about that.

Tom Papa: We are happy if somebody wants to be involved. This committee is open to anybody who has an interest in being involved and helpful. We just thought that it was good

to pick out, there will be some very obvious ones that just will not be a good fit. There is a scoring system. Maybe Steve, if you could take a minute and talk about that? I have such a bad memory. I want to take this moment and just remind everybody that for this committee specifically, Cindy and I were talking about having everybody have a different email address so that if we ever are asked to produce documents none of the people on this committee will be caught unaware. If you keep all of your correspondence within that new email address, then that is what you will turn over. Mine is tpapavmfa@gmail.com. It is not an official VMFA website. It is our own and it is just for this committee. Before I ask for additional business, Cindy, I may ask you to pipe in and talk that through a little bit. Steve and Michael, do you have anything else that you want to add?

Steve Pancham: Tom, I will go ahead. The sub-committee that is going to be doing the scoring, basically for the whole Building Committee to understand, there is a 100 point scoring system and the majority of it is based on standard state forms. There is a state form AE1 through AE6 that all of the architectural firms have to fill out by basically checking boxes. There are also 11 kinds of criteria that we set in the RFP that are related to those state forms. We kind of assigned percentages out of the scoring points on that equal to 100 points. All we will do is go through and evaluate each firm based on those criteria that we set in the RFP. One thing is the SWaM participation. Out of those 100 points, 15% is devoted to their SWaM participation goals. We have kind of set up a scoring system, which basically if you are a small business in Virginia that is certified by the small business and supplier diversity, you automatically get the 15 points if you are the architect of record. Then there is a minimum criteria for if you are not a small business or the architect of record to meet 25% of small business participation. The more participation you show beyond that 25% there is a lineal point ranking up to a maximum of 14 points for those businesses that are not small designated and are not the architect of the record. Curt has been good at keeping me on track about that. Curt, if I made a mistake on any of that, let me know.

Curt Manchester: You are doing just fine.

Steve Pancham: Out of the 100 points, once we have those that are on the scoring sub-committee I will say we will meet and we will go over our scores. MBP will also do a kind of a score ourselves. Me, Jim, and another team member here at MBP, and then we will compare that to the scores of the Building Sub-Committee. That is where we will go through and then make the determination of the five to six shortlisted firms to present to the whole Board. That is my understanding of the process that is going to happen.

Tom Papa: Very good. Anybody have any questions of Steve, Michael, Alex, Curt or anybody? Hearing none, I am going to ask if there is any other business? One of the things that before we get off, Cindy I am going to ask you to talk about the email address. If you want to take that up now, maybe it is a good moment.

Cynthia Norwood: Sure, just so everyone understands, anytime you put anything in writing regarding VMFA business, then it becomes FOIA-ble unless you are sending something to Curt or to me. When you are conversing with Curt or me that is attorney client privilege, but if you are conversing with each other, whether it is by email, by personal text or by any other means, then that is FOIA-ble or usually, there are some exceptions, but typically that is the case. If, for example, we get a FOIA request for all documents pertaining to X involved with

the Building Committee, then you are going to have to go through everything. You are going to have to figure out where it all is. You are going to have to produce that for the VMFA in order for them to be able to comply with FOIA, and I might say that you have five days. We can get an extension of seven business days, but you have five business days, so we are able to respond. Having a separate email certainly will make it easier for all of you. Now, do you have to do that? No, but considering the fact that I will be stunned if we do not get some FOIA requests, you may want to consider that. Please remember even your own personal Gmail or your own personal texts or your personal phone, if you say anything on that personal phone, that is VMFA business that is FOIA-ble.

Tom Papa: I just want to add, anybody that knows me will know that I am not a technology wizard by any stretch. I was able to set up my separate email address within a few minutes. I would highly encourage everybody on this committee to do that. It will make your lives much easier later. Thank you, Cindy. Anybody else have any other business that they want to bring up at this moment? Hearing none, I want to thank everybody and look forward to our next meeting. Hopefully, we will have some great things to report at that point. At this moment, I would like to adjourn the meeting. Have a great rest of the day.

Meeting adjourned at 11:12am.

Transcribed by:

Stephanie Cooperstein
Executive Administrator the the Chief Strategy Officer and
Deputy Director for Strategic Planning, Government and Board
Relations