

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

**Special Meeting of  
March 24, 2022  
Merten Hall, Hazel Conference Room (1201)**

**MINUTES**

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

**ABSENT:** Vice Rector Horace Blackman

**ALSO, PRESENT:** Gregory Washington, President; Ken Walsh, Vice President for Strategic Initiatives and Chief of Staff; Carol Kissal, Senior Vice President for Administration and Finance; Anne Gentry, Interim University Counsel; and Sarah Hanbury, Secretary pro tem.

**I. Call to Order**

Rector Hazel called the meeting to order at 1:01 p.m.

**II. 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)

Secretary Bhuller **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 Visitor Moss. **MOTION CARRIED UNANIMOUSLY BY VOICE VOTE.**

Following closed session, Secretary Bhuller **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.**

Secretary Bhuller 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 a comprehensive agreement ("Comprehensive Agreement") for the construction of a qualifying project, and requires the University to enter into a Comprehensive Agreement prior to developing or operating the qualifying project (Va. Code §56-575.9); and*

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

*WHEREAS, in December, 2021 the University, with the approval of the Board, entered into an Interim Agreement for the Project; and*

*WHEREAS, the University desires to enter into a Comprehensive Agreement with Mason Innovation Partners, LLC for the Project; and*

*WHEREAS, pursuant to the Comprehensive Agreement, University wishes to enter into a ground lease and Mason space lease with Mason Innovation Partners, LLC in order to facilitate the Project;*

*NOW, THEREFORE BE IT RESOLVED:*

- 1. The Board hereby authorizes the University to enter in a Comprehensive Agreement for the Project with Mason Innovation Partners, LLC, consistent with the terms presented to the Board, and specifically authorizes the President or the Senior Vice President for Administration and Finance to execute such Comprehensive Agreement;*
- 2. The Board hereby authorizes the University to enter into a ground lease and a Mason space lease with Mason Innovation Partners, LLC consistent with the terms presented to the Board, and specifically authorizes the President or the Senior Vice President for Administration and Finance to execute such leases;*
- 3. The Board hereby specifically authorizes the President or the Senior Vice President for Administration and Finance to execute any other documents, instruments or certificates as may be deemed necessary or desirable to further carry out the purposes and intent of this resolution; and*
- 4. That this resolution is effective immediately*

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

### **III. Adjournment**

Rector Hazel called for any additional business to come before the Executive Committee. Hearing none, he adjourned the meeting at 1:37 p.m.

Prepared by:

Sarah Hanbury  
Secretary pro tem

Attachment 1: Resolution – Lease Agreement with Mason Innovation Partners

**RESOLUTION OF THE EXECUTIVE COMMITTEE OF  
THE BOARD OF VISITORS OF  
GEORGE MASON UNIVERSITY  
TO APPROVE GROUND LEASE AND LEASE FOR  
INSTITUTE FOR DIGITAL INNOVATION 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 a comprehensive agreement (“Comprehensive Agreement”) for the construction of a qualifying project, and requires the University to enter into a Comprehensive Agreement prior to developing or operating the qualifying project (Va. Code §56-575.9); and

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

WHEREAS, in December, 2021 the University, with the approval of the Board, entered into an Interim Agreement for the Project; and

WHEREAS, the University desires to enter into a Comprehensive Agreement with Mason Innovation Partners, LLC for the Project; and

WHEREAS, pursuant to the Comprehensive Agreement, University wishes to enter into a ground lease and Mason space lease with Mason Innovation Partners, LLC in order to facilitate the Project;

NOW, THEREFORE BE IT RESOLVED:

1. The Board hereby authorizes the University to enter in a Comprehensive Agreement for the Project with Mason Innovation Partners, LLC, consistent with the terms presented to the Board, and specifically authorizes the President or the Senior Vice President for Administration and Finance to execute such Comprehensive Agreement;
2. The Board hereby authorizes the University to enter into a ground lease and a Mason space lease with Mason Innovation Partners, LLC consistent with the terms presented to the Board, and specifically authorizes the President or the Senior Vice President for Administration and Finance to execute such leases;
3. The Board hereby specifically authorizes the President or the Senior Vice President for Administration and Finance to execute any other documents, instruments or certificates as may be deemed necessary or desirable to further carry out the purposes and intent of this resolution; and
4. That this resolution is effective immediately.

Adopted: March 24, 2022



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Secretary  
Board of Visitors of George Mason University