

**Department of  
Veterans Affairs**

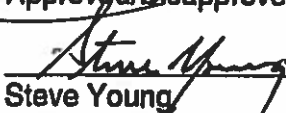
**Memorandum**

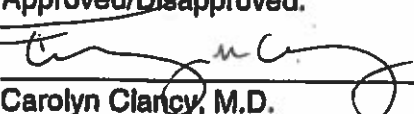
**Date:** December 5, 2017  
**From:** Director, VA Greater Los Angeles Healthcare System (691/00)  
**Subj:** Concurrence Memo – 1887 Fund's Restoration of Five Historic Buildings at the VA West Los Angeles Campus  
**To:** David J. Shulkin, M.D., Secretary (00)

1. The 1887 Fund, is a federally recognized 503(c)(3) non-profit organization who has been working with the United States Department of Veterans Affairs (VA) on the restoration of five (5) historic buildings on VA's West Los Angeles Campus: Wadsworth Chapel, Governor's Mansion, Superintendent's Home, Trolley Station, and Hoover Barracks.
2. The 1887 Fund shall fund the restoration using funds donated by third parties.
3. In January 2017, the Secretary of VA signed a Letter of Intent (LOI) with 1887 Fund, which reflects the mutual objectives of VA and 1887 Fund, to restore these buildings for the benefit of Veterans of Greater Los Angeles. Both parties shall during its duration, cooperate in good faith to pursue the underlying donations to VA with the fullest intent, in accordance with the 38 U.S.C. § 8104(3) and other terms contained herein.
4. For concurrence, we submit an extension to the January 2017 LOI initial term through and including December 31, 2020.

  
Ann Brown, FACHE  
Director  
Date 12/5/17

Concurrence/Non-Concurrence:   
  
Marie Weldon, FACHE  
Network Director  
Date 12/5/17

Approved/Disapproved:   
  
Steve Young  
Deputy Under Secretary for  
Health for Operations and Management  
Date 1/5/18

Approved/Disapproved:   
  
Carolyn Clancy, M.D.  
Executive In Charge  
Date 1/24/18

1887 Fund  
1158 26th Street  
Suite 876  
Santa Monica, California 90403

September 7, 2017

The Office of the Secretary of Veterans Affairs  
810 Vermont Avenue, NW  
Washington, DC 20420

Re: Amendment to the Letter of Intent dated January 5, 2017 Regarding the 1887 Fund's  
Restoration of Five Historic Buildings on the Veterans Affairs West L.A. Campus

Dear Secretary Shulkin,

As you are aware, 1887 Fund, a federally recognized 503(c)(3) non-profit organization ("1887 Fund"), and the United States Department of Veterans Affairs ("VA") have entered into a certain binding letter of intent dated January 5, 2017 (the "Letter of Intent") relating to the restoration of five historic buildings (the "Project") on the campus of the West Los Angeles VA Medical Center. The Letter of Intent contemplated that 1887 Fund and VA would have a period of one year within which to negotiate an Omnibus Development Agreement that would set forth, in detail, the process by which such redevelopment would occur (Letter of Intent, p. 6).

1887 Fund wishes to highlight that the Letter of Intent estimated that the Project would commence by July 1, 2017 (Letter of Intent, p. 2). However, the 1887 Fund now estimates that the Project will commence within approximately six (6) months following the parties' execution of an Omnibus Development Agreement. As such, 1887 Fund proposes, by and through this letter, and VA hereby agrees, that the Letter of Intent is hereby amended, to reflect that new targeted timeframe, for the 1887 Fund to commence the Project.

Finally, as outlined in the January 5, 2017 Letter of Intent, the 1887 Fund and VA continue to collaborate on the Project, and now wish to mutually extend the original one-year term, which was set per that Letter of Intent, to end on January 5, 2018. VA and 1887 Fund hereby agree that that initial term is hereby extended through and including December 31, 2020. However, if during that amended term, VA determines that due to a significant lack of progress to effectuate the goals, objectives, and donative intent of the January 5, 2017 Letter of Intent (in conjunction with this amendment letter), and the underlying issues cannot be resolved despite discussions between the parties, including between the VA Secretary and counterpart of the 1887 Fund (if necessary), VA shall be permitted to terminate the letter of intent if (i) VA provides 1887 Fund with written notice of such lack of progress; (ii) which written notice provides 1887 Fund with a proposed resolution for such lack of progress; and (iii) 1887 Fund is provided with not less than thirty (30) days to cure the lack of progress identified. If 1887 Fund fails to timely cure such lack of progress, VA may terminate the January 5, 2017 Letter of Intent (as amended), at no resource or liability at law or equity.

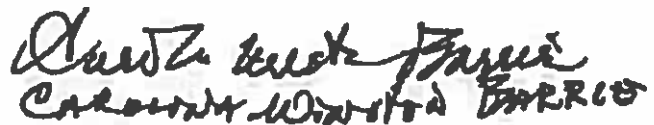
**Any proposed amendments to the Letter of Intent are limited to those referenced in this letter, and it is the intent of 1887 Fund that the balance of the terms of the Letter of Intent shall be binding on 1887 Fund and VA to, through and including December 31, 2020. In the event of any inconsistency between the Letter of Intent and this letter, this letter shall control.**

We invite you to confirm VA's agreement by signing and returning a copy of this letter, thereby agreeing that the foregoing reflects our mutual understanding.

We look forward to continuing our work together for the benefit of the Veteran community.

Very truly yours,

1887 FUND



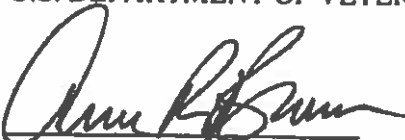
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By: Carolina Barrie  
Title: CEO; 1887 Fund  
Date: 10/06/17

**1887 Board of Directors**  
Carolina Barrie, Founder, Joan Abrahamson,  
Christine Barrie, Franklin Otis Booth III (Spike),  
Perry Diller, Admiral Mike Mullen, Deborah  
Mullen, Dr. Jon Sherin

AGREED AND ACCEPTED

U.S. DEPARTMENT OF VETERANS AFFAIRS



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Ann Brown, FACHE  
Director  
Greater Los Angeles VA Healthcare System



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David J. Shulkin  
Secretary of Veterans Affairs

Enclosures: January 5, 2017 Letter of Intent

1887 Fund  
1158 26th Street  
Suite 876  
Santa Monica, California 90403

January 5, 2017

The Office of the Secretary of Veterans  
Affairs 810 Vermont Avenue, NW  
Washington, DC 20420

Re: Letter of Intent Regarding the 1887 Fund's Restoration of Five Historic Buildings on  
the Veterans Affairs West Los Angeles Campus

Dear Secretary McDonald,

1887 Fund, a federally recognized 503(c)(3) non-profit organization ("**1887 Fund**"), looks forward to working with the United States Department of Veterans Affairs ("**VA**") on the restoration of the following five historic buildings (the "**Project**") on the West Los Angeles Veteran's Administration Campus (the "**Campus**"): Wadsworth Chapel (Building #20), Governor's Mansion (Building #23), Superintendent's Home (Building #33), Trolley Station (Building #66), and Hoover Barracks (Building #199) (collectively, the "**Subject Structures**"). By restoring the Subject Structures we will help return the property to its roots as a dignified, safe, comfortable, soothing and proud resource—a place for the support of veterans who have earned and deserve nothing but the best our great nation can provide.

Below, we briefly summarize the overall plan of restoration of the Subject Structures, our mutual understanding with respect thereto, and look to proceed with the preparation of an Omnibus Development Agreement that would set forth, in detail, the process by which such redevelopment of the Subject Structures would occur. This letter is intended to supplement those certain letters from Secretary McDonald to Mrs. George Barrie IV dated as of March 19, 2015, and June 22, 2015. Both of those letters are contained in Enclosure "A" and were issued pursuant to VA's authority under 38 U.S.C. § 8104(e), to accept gifts and donations relating to medical facilities.

As you know, 1887 Fund is currently in the process of raising funds, through charitable contributions from third parties, to finance the restoration of the Subject Structures. The restoration will be at no cost to VA or to taxpayers. 1887 Fund believes that having a letter of intent by and between 1887 Fund and VA is a prerequisite to further fundraising, so prospective donors be assured that VA supports the work of the 1887 Fund.

**TERMS OF THE OMNIBUS DEVELOPMENT AGREEMENT**

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| <p><b>Schedule; Timing</b></p>     | <p>The Project shall commence and be completed on a rolling basis; the timing of which will be directly tied to 1887 Fund's fundraising efforts. 1887 Fund estimates that such restoration will commence by July 1, 2017, and take approximately 24 months to complete. The final form of Omnibus Development Agreement will contemplate the restoration of the Wadsworth Chapel to commence first with other Subject Structures being incorporated into the Omnibus Development Agreement following five (5) working days' prior written request to and subsequent approval from VA. Any such request from 1887 Fund shall include reasonable evidence that 1887 Fund has the funds necessary to complete the restoration of the Subject Structure(s) that 1887 Fund seeks VA approval to add to the Omnibus Development Agreement. 1887 Fund will coordinate with and receive a written approval to proceed with providing the donation before commencing work on any of the other Subject Structures. VA's review of such requests shall be limited to ensuring that commencement of work on any of the Subject Structures will not adversely impact VA's ongoing mission and operations, including ongoing master planning work. Accordingly, such requests from 1887 Fund to VA shall not be unreasonably conditioned, delayed, or denied.</p> |
| <p><b>Scope of Restoration</b></p> | <p>1887 Fund shall restore the Subject Structures to a condition which is as close as possible to the original state of each building and for such building's original use, in compliance with applicable Federal law, notably the National Historic Preservation Act and consistent with the Secretary of the Interior's Standards for Historic Preservation. Following their restoration via the 1887 Fund, VA would, subject to applicable law as well as authorization and appropriation requirements, ensure that each of the Subject Structures are retrofitted and updated such that (i) internal infrastructure such as electrical systems; heating, ventilation, and cooling (HVAC); fire suppression; etc. would comply with code requirements, (ii) lead paint and asbestos would be removed, and (iii) the current requirements of the Americans with Disabilities Act would be met.</p>  |
| <p><b>Architect</b></p>            | <p>1887 Fund has selected Johnson Fain to serve as architectural advisor for the Project. 1887 Fund believes that Johnson Fain's broad base of experience and local focus makes them uniquely poised to help facilitate the success of the Project. Johnson Fain will advise 1887 Fund in the selection of a qualified multidisciplinary design team including an Historic Preservation Architect and other required technical and engineering disciplines (the "<b>Design Team</b>"), to provide schematic design and design development services, selecting appropriate building materials, and creating construction documents</p>   |

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|                                | <p>for the four Subject Structures (excepting the Wadsworth Chapel, for which architectural services are provided by others). 1887 Fund, Johnson Fain, and VA shall together review and collaborate to finalize the plans and specifications or other drawings created by the Design Team relating to the Project, and 1887 Fund shall coordinate with VA regarding any proposed change orders that might cause a material deviation from such final plans.</p> <p>Johnson Fain shall also coordinate with the Design Team, 1887 Fund, and VA in the preparation of bid documents for contracts (i.e., a request for bids, bidding instructions, the bid form, bid documents, and a form of client-contractor agreement). To the extent required, any such bidding process shall comply with applicable law and regulations. Johnson Fain shall assist the Design Team, and 1887 Fund, in reviewing bids received and selecting a general contractor, and consult with VA as necessary as the underlying fee title holder of the Campus.</p> <p>Johnson Fain shall support the Design Team and 1887 Fund in the restoration of the Subject Structures by the general contractor and all subcontractors. Representatives of the Design Team shall make periodic visits to the construction site, to ascertain that the restoration work is performed in accordance with the applicable construction documents, and that the proper and correct building materials are being used. At all times, the Design Team shall comply with Federal, State, and local laws, regulations, and VA policy applicable to the Project and the Campus.</p> |
| <b>General Contractor</b>      | <p>The general contractor shall be selected through a bidding process to be conducted by 1887 Fund, with the advice of the Design Team and Johnson Fain as discussed above. The general contractor shall have extensive experience restoring and refurbishing historic buildings such as the Subject Structures, in compliance with the requirements of the National Historic Preservation Act. At all times, the general contractor shall comply with Federal, State, and local laws, regulations, and VA policy applicable to the Project and the Campus.</p>   |
| <b>Construction Management</b> | <p>1887 Fund with the advice of Johnson Fain, shall be responsible for managing the general progress of the Project, which shall include the coordination of construction activities, such that the restoration of each of the Subject Structures is done in an expedient manner, while minimizing the impact to the remainder of the Campus. 1887 Fund, and Johnson Fain shall keep VA and its facilities staff reasonably informed at all times.</p>  |

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| <b>Cost</b>                   | 1887 Fund understands that VA is in receipt of funds previously donated that are residing in its General Post Fund, including monies received from the J. Paul Getty Trust (the " <u>Getty Funds</u> "). Under applicable law, such funds can be used towards the cost of schematic design documents, design development documents, construction documents and to repair and restore infrastructure or and landscaping for the Wadsworth Chapel. VA and 1887 Fund agree that VA's issuance and release of any such donated funds towards renovation work for the Subject Structures shall be subject to applicable law, and terms and conditions that the VA Secretary deems appropriate; such as for example, ensuring in advance that the underlying project-related costs are fair and reasonable, and remitting the funds to cover such costs on a progress payment basis. The balance of the Project shall be funded 100% by 1887 Fund using funds donated by third parties. |
| <b>Congressional Approval</b> | VA and 1887 Fund acknowledge and agree that any contemplated work on each Subject Structure project that would exceed the monetary threshold contained in 38 U.S.C. § 8104(a)(3) - which currently is \$10,000,000 - will require VA to obtain prior Congressional authorization. If and when any such occurrences arise, VA shall work with appropriate Federal entities (including the Office of Management and Budget; the Congressional Budget Office; and Congress), to resolve, address, or obtain any such prior notification requirements. In that regard, the 1887 Fund acknowledges that VA is unable to provide any assurance of if, when, or under what conditions any such result will occur. Notwithstanding the foregoing, as set forth below, 1887 Fund and VA shall endeavor to divide the Project into severable self-contained phases with each such phase to have a cost of less than \$10,000,000.   |
| <b>VA Approval</b>            | VA shall designate a main point of contact who shall act as VA's liaison with 1887 Fund relating to the Project; as of the date hereof, VA has indicated that Special Assistant Heidi Marston will serve in such role (subject to final confirmation in connection with the final Omnibus Development Agreement). To the extent VA's approval or other documentation is reasonably required in connection with the Project, 1887 Fund shall direct such request for approval or other documentation to Special Assistant Marston who will endeavor to provide such approval(s) on behalf of VA within forty (40) days of such request (or within any other timeframe that VA and 1887 Fund may agree to in writing).  |



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| <b>Local Approval</b>           | To the extent required, the general contractor shall be responsible for securing all building permits or other city or county approvals related to the Project, and shall coordinate as necessary with the 1887 Fund and VA. To the extent VA's approval or other documentation is required in connection with the securing of any such local approvals, the general contractor or 1887 Fund shall direct such request for approval or other documentation to Special Assistant Marston who will endeavor to provide such approval(s) on behalf of VA within forty (40) days of such request (or within any other timeframe that VA and 1887 Fund may agree to in writing). |
| <b>Campus Standards</b>         | 1887 Fund agrees to comply with and cause the architect and general contractor to, coordinate with the VA engineering team at West LA and comply with any construction standards applicable to the Campus. More information on VA's construction standards are contained in <u>Enclosure "B"</u> below, and at the following address of VA's Office of Construction & Facilities Management; <a href="http://www.cfm.va.gov/TIL/cPro.asp">http://www.cfm.va.gov/TIL/cPro.asp</a> .  |
| <b>Insurance</b>                | The architect and general contractor shall at all times carry policies of insurance of the type and in the amounts required of contractors providing similar services to federal agencies or on federal property; provided, that at all times, (i) such insurance amounts shall be subject to prior VA approval, (ii) the policies and coverages shall be commercially reasonable, and (iii) VA shall be named as an additional insured.  |
| <b>No Completion Guaranties</b> | 1887 Fund shall, with the input of Johnson Fain and in coordination with VA, be permitted to divide the restoration of a Subject Structure into severable self-contained phases whereby, at the end of each phase, the Subject Structure would not appear to be partially-developed or otherwise in a stopped state of construction. Construction on a selected phase shall only commence after 1887 Fund provides VA with reasonable evidence (including, as required by Miller Act (40 U.S.C. § 3131-3134), payment and performance bonds) that 1887 Fund has the funds to complete such phase.   |
| <b>Post-Completion Use</b>      | 1887 Fund shall be permitted to provide suggestions for VA to consider regarding the post-completion use for each of the Subject Structures to maximizes its utility to the Veteran community.  |

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| <b>Applicable Law</b> | <p>The parties acknowledge and agree that this letter of intent and contemplated Omnibus Development Agreement shall at all times be subject to applicable Federal, State, and local law and regulations, as amended, including 38 U.S.C. § 8104(e); the National Environmental Policy Act (42 U.S.C. § 4321, et seq.); the Comprehensive Environmental Response, Compensation and Liability Act (42 U.S.C. §§ 9601-9675); the National Historic Preservation Act (16 USC § 470, et seq.); the Davis-Bacon Act (40 U.S.C. § 3141, et seq.); and the Miller Act (40 U.S.C. § 3131-3134).</p> |
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This letter of intent reflects the mutual objectives of VA and 1887 Fund, to restore the Subject Structures for the benefit of Veterans of Greater Los Angeles. Both parties shall during its duration, cooperate in good faith to pursue the underlying donations to VA with the fullest intent, in accordance with the 38 U.S.C. § 8104(3) and other terms contained herein. In order to preserve the donative intent behind this letter of intent, it is not and shall not be considered an arm's length contract.

Additionally, for the avoidance of doubt, this letter of intent shall not be confidential and either 1887 Fund or VA may make it available to third parties; provided, however, that any type of press release disclosing its contents shall be subject to the prior review and approval of both organizations. Furthermore, any failure of the parties to execute or to complete all of the renovations of the Subject Structures through the contemplated Omnibus Development Agreement shall not convey or result in any liability as between VA or 1887 Fund; and, if such failure occurs, the parties shall coordinate in good faith regarding any communications to notify the public.

Lastly, VA and 1887 intend for this letter of intent to be binding for a period of one (1) year. If, however, during such one (1) year period, VA determines that due to a significant lack of progress to effectuate the goals, objectives, and donative intent of this letter of intent, and that the underlying issues cannot be resolved despite discussions between the parties, including between the VA Secretary and counterpart of 1887 Fund if necessary, VA shall be permitted to terminate the letter of intent if (i) VA provides 1887 Fund with written notice of such lack of progress, (ii) which written notice provides 1887 Fund with a proposed resolution for such lack of progress, and (iii) 1887 Fund is provided with not less than thirty (30) days to cure the lack of progress identified. If 1887 Fund fails to timely cure such lack of progress, VA may terminate this letter of intent at no recourse or liability at law or equity.

We invite you to confirm VA's agreement by signing and returning a copy of this letter, thereby agreeing that the foregoing reflects our mutual understanding, and sets forth the basis for proceeding to negotiate the Omnibus Development Agreement.

We look forward to continuing our work together for the benefit of the veteran community.

Very truly yours,

1887 FUND

*Caroline Winston Harris*  
Caroline Winston Harris

By (Print Name):

Title: CEO

Date: 01/05/2017

AGREED AND ACCEPTED

U.S. DEPARTMENT OF VETERANS AFFAIRS

*Robert A. McDonald*

Robert A. McDonald  
Secretary of Veterans Affairs

## Enclosure "B"

### TOPIC 1 - CODES, STANDARDS AND EXECUTIVE ORDERS

**PURPOSE:** The Public Buildings Amendment Act of 1988, Public Law (Pub. L.) 100678 requires Federal agencies to follow national recognized "model" building codes. The Federal Participation in the Development and Use of Voluntary Standards, Office of Management and Budget (OMB) Circular A-119, requires all executive agencies to rely on voluntary standards, both domestic and international, whenever feasible, and to participate in voluntary standard bodies.

**GENERAL:** VA has adopted the latest edition of the following codes and standards as a minimum for all projects performed in the modernization, alteration, addition, or improvement of its real property and the construction of new structures. VA design Manuals and Master Specifications specify other codes and standards that VA follows on its projects:

- VA Directives, Design Manuals, Master Specifications, VA National CAD Standard Application Guide, and other Guidance on the Technical Information Library (TIL) (<http://www.cfm.va.gov/til/>).
- International Building Code (IBC) (Only when specifically referenced in VA Design Documents, see notes below)
- NFPA 101 Life Safety Code (see notes below)
- NFPA National Fire Codes with the exception of NFPA 5000 and NFPA 900
- Occupational, Safety and Health Administration (OSHA) Standards.
- VA Seismic Design Requirements, H-18-8
- National Electrical Code (NEC)
- International Plumbing Code (IPC)
- Safety Code for Elevators and Escalators, American Society of Mechanical Engineers (ASME) A 17.1.
- ASME Boiler and Pressure Vessel Code
- ASME Code for Pressure Piping
- Architectural Barriers Act Accessibility Standards (ABAAS) including VA supplement, Barrier Free Design Guide (PG-18-13)
- Building Code Requirements for Reinforced Concrete, American Concrete Institute and Commentary (ACI 318)
- Manual of Steel Construction, Load and Resistance Factor Design Specifications for Structural Steel Buildings, American Institute of Steel Construction (AISC)
- Energy policy Act of 2005 (EPAct)
- DOE Interim Final Rule: Energy Conservation Standards for New Federal, Commercial and Multi-Family High-Rise Residential Buildings and New Low-

- Rise Residential Buildings, 10 CFR Parts 433, 434 and 435,
- Federal Leadership in High Performance and Sustainable Buildings: Memorandum of Understanding (MOU)
  - Executive Order 13423: Strengthening Federal Environmental, Energy, and Transportation Management.
  - The Provisions for Construction and Safety Signs. Stated in the General Requirements Section 01010 of the VA Master Construction Specification.
  - Ventilation for Acceptable Indoor Air Quality - ASHRAE Standard 62.1 - 2004.
  - Safety Standard for Refrigeration Systems - ASHRAE Standard 15 - 2007.

**Local Codes:** As an agency of the federal government, VA is not subject to local imposition of code enforcement procedures (drawing reviews, building permits, inspections, fees, etc.). VA must function as the Authority Having Jurisdiction (AHJ) and thus has the responsibility to guard public health and safety through enforcing its adopted codes. However, local authorities should be notified about planned projects and given opportunity to review drawings provided that VA does not pay for review or inspection fees.

**NOTES:**

1. NFPA 101 primarily addresses life safety and fire protection features while the IBC addresses a wide range of considerations, including, but not limited to, structural strength, seismic stability, sanitation, adequate light and ventilation, and energy conservation. VA buildings must meet the requirements of NFPA 101 and documents referenced by NFPA 101 in order to comply with the accreditation requirements of The Joint Commission. Therefore, designs shall comply with the requirements of the latest edition of NFPA 101 and documents referenced therein. Design features not addressed by NFPA 101 or documents referenced therein shall comply with the requirements of the latest edition of the IBC or as otherwise addressed above in this Program Guide. For design features that are addressed by both the IBC as well as NFPA 101 or a document referenced by NFPA 101, the requirements of NFPA 101 or the document referenced by NFPA 101 shall be used exclusively (this applies even if the IBC requirements are different).

2. Conflicts between Nationally Recognized Codes and Standards and VA Requirements - Should a conflict exist between VA requirements and VA adopted nationally recognized codes and standards, the conflict shall be brought to the attention of VA. The resolution of the conflict shall be made by the authority having jurisdiction for VA to ensure a consistency system wide.