

**Special Meeting Minutes
BOARD OF MUSEUMS AND HISTORY
May 1, 2017**

Location

**Division of Museums & History
412 E. Musser Street, Suite # 2
Carson City, NV 89701**

BOARD MEMBERS PRESENT

Robert Stoldal, Chairman
Bryan Allison *
Dr. Alicia Barber *
Renee Diamond *
Dr. Doris Dwyer
Dan Markoff *
Anthony Timmons *

BOARD MEMBERS EXCUSED

Dr. Sarah Cowie
Pete Dubé
Robert Ostrovsky
Seth Schorr

via teleconference *

**DEPARTMENT OF TOURISM AND CULTURAL AFFAIRS, DEPARTMENT OF
CONSERVATION AND NATURAL RESOURCES STAFF PRESENT**

Claudia Vecchio, Department of Tourism and Cultural Affairs, Director via teleconference
Carrie Edlefsen, Division of Museums and History, Administrative Services Officer
Lauri Brown, Division of Museums and History, Administrative Assistant
Sarah Bradley, Attorney General's Office, Deputy Attorney General

PUBLIC IN ATTENDANCE

No public in attendance.

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- Stoldal: Well, it is now 2:02P. We should call a meeting of the Board of Museums and History for May 1, 2017, to order. Item No. 1, has this meeting been properly posted?
- Brown: It has.
- Stoldal: Okay. Please call the roll to determine if we have a quorum.
- Brown: Bryan Allison, Alicia Barber.
- Barber: Here.
- Brown: Sara Cowie. Renee Diamond.
- Diamond: Here.

Brown: Pete Dubé. Doris Dwyer.

Dwyer: Here.

Brown: Dan Markoff.

Markoff: Here.

Brown: Robert Ostrovsky. Anthony Timmons.

Timmons: Here.

Brown: Seth Schorr and Robert Stoldal.

Stoldal: Here.

Brown: Okay. We have a quorum.

Barber: Sara? (Unintelligible). It's Claudia, sorry, not Sara.

Edlefsen: Okay.

Stoldal: Did I hear Sara on the line?

Barber: No.

Stoldal: Okay.

Male: Claudia.

Vecchio: I'm at the airport. I'm trying to figure out how to put my phone on mute, so I apologize if I'm really loud.

Stoldal: Okay. Let us move (unintelligible). Are there any announcements or meeting logistics that we have to deal with today?

Diamond: Mr. Chairman, Renee Diamond for the record. I just wanted to let those of you on the Board who knew her as our development director for the Friends Organization, that Beverly Carlino-Banta, age 70 by two weeks, died last Monday of dementia and cancer. So just to let the Board know.

Stoldal: Thank you. (Unintelligible) over the weekend, we lost Bob Farraro.

Diamond: Yes.

Stoldal: Alright Item No. 4. Public Comment. Public comment is welcome by the Board. A period of public comment will be allowed after discussion of each action Item on the Agenda, but before voting on the Item. Because of time consideration, the period for public comment by each speaker may be limited to three minutes at the discretion of the Chair, and speakers are urged to avoid repetition of comments made by previous speakers. Are there any -- is there anybody online or in Carson City that would like to speak?

Edlefsen: There is no public in Carson City.

Stoldal: Did I hear somebody new come online?

Allison: Yes, this is Bryan Allison. I apologize. I had a little issue getting in, but...

Stoldal: We are just starting. We just finished calling the roll. So you are now added to that roll. Welcome. Item No. 5. Private Funds Budget Adjustments (Current Year) (for possible action). We have Item 5 (a) (1): Discussion and action to accept restricted funds in the amount of \$10,000.00 from the Friends of the Nevada State Railroad Museum in Boulder City to be used for the expressed purpose of supporting the site master planning for new visitor facilities at the Nevada State Railroad Museum in Boulder City. Carrie, anything you wanted to add to this?

Edlefsen: I'm sorry, can you say that again?

Stoldal: Is there anything you would like to add to the comments that the Board has on the Agenda?

Edlefsen: I don't know that we need to. I could add that this was originally supposed to be part of the scope of the Master Plan Agreement. There weren't enough funds for that, so we had to carve it out. So the Friends have graciously offered to donate \$10,000.00 towards this part of the Master Plan.

Stoldal: Alright. Comment from the Board?

Diamond: This is Renee Diamond. I move that we accept their donation with gratitude.

Dwyer: This is Doris Dwyer. I second the motion.

Stoldal: Alright, we have a motion and a second to accept the offer with gratitude. Further discussion? Hearing none. All those in favor say aye.

Group: Aye.

Stoldal: Opposed? Motion carries unanimously with the Chair voting in favor. Item No. 6. Request to Withdraw Invested Funds. The Division requests authority to

withdraw \$13,000.00 from invested funds on deposit with Morgan Stanley in Budget Account 5037b to support the development of a site master plan for the anticipated new and expanded visitor facilities and experiences at the Nevada State Railroad Museum in Boulder City. Carrie, does anybody want to add to this or is it sufficient with the description on the Agenda.

Edlefsen: I believe the description that's on the Agenda is very detailed and pretty much covers all the bases.

Diamond: Mr. Chairman, Renee Diamond with one question.

Stoldal: Yes.

Diamond: Is this contract exempt from the state process of bidding?

Edlefsen: Carrie Edlefsen for the record. Yes it is. Because it goes into the -- it comes out of the dedicated trust fund. We have a statute showing exemption from the purchasing requirements, so we do not have to do the state contract per NRS-333.

Diamond: So my question would be the Friends' check would get deposited in or credited to the Investment Fund and then the \$13,000.00, that would then be drawn to pay for it.

Edlefsen: No. Carrie Edlefsen for the record. The total amount that we need to come up with for this master plan is \$23,000.00. So the \$10,000.00 restricted donation from the Friend's Group is part of that. That will be actually deposited within the Budget Account under a restricted account.

Diamond: Okay.

Edlefsen: So the balance of that is the \$13,000.00, which is what's being requested to pull out of Morgan Stanley just to meet the full amount of what we need to come up with.

Diamond: And for our newer members, just a reminder that the invested accounts, whether under an individual museum or category actually is one sum total, in case one of the individual museums wouldn't have enough to pay for something, it can come out of other categories.

Markoff: **This is Dan Markoff. I move that we approve it.**

Timmons: Actually, Mr. Chairman, I do have one more comment please. This is Anthony Timmons for the record.

Male: I heard you Anthony. Anybody else?

Markoff: No I didn't hear the comment.

Edlefsen: I think he wanted to make it. I don't think he did.

Timmons: Mr. Chairman, this is Anthony Timmons for the record. I'd like to make a comment if I may please?

Edlefsen: Did we lose Bob? Mr. Chair?

Female: Shouldn't we have a second (unintelligible).

Timmons: I think we may have. Should I just go forward anyway?

Edlefsen: Yes go ahead.

Timmons: Okay. Mr. Chairman or lack thereof, this is Anthony Timmons for the record. I would just like to say before we make a formal recommendation to withdraw these funds that we direct Morgan Stanley to take them out of the most liquid account with our preference being cash as opposed to liquidate stock funds to withdraw this \$13,000.00.

Stoldal: Alright. I left you on Item No. 6.

Edlefsen: Yes. Mr. Chair. We're still on that. There was a comment that Mr. Timmons made.

Stoldal: Tony, I apologize, but can you repeat what your question was or your comment.

Timmons: Sure. Mr. Chairman, Anthony Timmons for the record. My recommendation would be before we move this item to direct Morgan Stanley to withdraw the funds out of immediate cash with the best liquidity preference preferable as opposed to withdrawing the funds necessarily from the stock portfolio.

Stoldal: Well, Carrie, that sounds like it makes sense. What are your thoughts?

Edlefsen: The Boulder City Railroad doesn't have much in the way of the money market funds, the liquid funds. Those are sitting there under the other categories of the other museums, so it would have to reduce the amount of money that the other museums have put in there for Boulder City. I realize it's one whole investment fund, but it's built based on each individual museum's payment into it, and their percentage increases or reduces based on what they use or what they put in so. And Renee Diamond did kind of allude to this. The other museums can pay for this, but it does take away from their equity.

Timmons: Mr. Chairman, Anthony Timmons again for the record. I will go ahead and withdraw that statement.

Markoff: This is Dan Markoff. I move for the approval.

Timmons: Anthony Timmons for the record. I'll second that.

Stoldal: Further discussion? Only Carrie, is there a way that we could address this issue that Tony brought up; in the future, is there a way to adjust that?

Edlefsen: When -- yes, Carrie Edlefsen for the record. At the end of the fiscal year, when their remaining revenues over what was budgeted, those are usually sent to the Morgan Stanley Investment Fund. We can direct Morgan Stanley which account to put those into. And if we want to make sure Boulder City has liquid assets, then we most certainly could direct them to put that in the Money Market Fund.

Stoldal: Tony, will you make a note to bring that up at the end-of-the-year meeting?

Timmons: Absolutely Mr. Chairman, this is Anthony Timmons for the record. In fact, I think the Finance Committee, if I remember right, is meeting next week. So we can bring it up then, but again we probably, because the return is so low on liquid funds, we probably wouldn't want to do that unless we know we're going to earmark them for something in the next year.

Stoldal: Got you. Alright, we have a motion, we have a second. Is there any further discussion? Hearing none. All those in favor say aye.

Group: Aye.

Stoldal: Motion carries unanimously with the Chair voting in favor. We're now on Item No. 7. Contract Approval (for possible action). Item (7) (a) Request for the Board Approval to enter into a BOE-exempt design/build contract pursuant to NRS-381.0035 with Pacific Studio, for the design, fabrication, and installation of new interpretive exhibits of Battle Born Hall, Nevada State Capitol Building in Carson City. Carrie, do you have any additional information that you want to put forth on 7 (a)?

Edlefsen: Carrie Edlefsen for the record. This contract is in direct relation to the \$700,000.00 restricted donation that was accepted in the last meeting, so just wanted to put that out there, so you know where the funding is coming from.

Diamond: This is Renee Diamond with a question. I noticed that there was a timeline and that there was something about video comes later, I wish I could find it in the attachment. But is Peter comfortable with the chronology of this BOE-exempt design/build contract?

Edlefsen: Carrie Edlefsen for the record. He is comfortable with this, which is why it's part of this emergency meeting. If we had to wait until the June meeting, he believes there would be issues in meeting the deadline that has been requested by...

Female: The Nevada 150 Foundation.

Edlefsen: ...thank you. Yes, the Nevada 150 Foundation.

Diamond: Thank you.

Stoldal: Further questions or comments?

Bradley: Sara Bradley for the record. I did review the contract as well. I mean obviously I rely on staff for the scope, but I mean I reviewed and approved the contract already from a legal perspective.

Stoldal: Thank you. Look for a motion.

Diamond: Renee Diamond. I move that we accept the contract.

Dwyer: Doris Dwyer seconds the motion.

Stoldal: We have a motion, we have a second. Further discussion? Hearing none. All those in favor say aye.

Group: Aye.

Stoldal: Those opposed. Motion carries unanimously with the Chair voting in favor. Item (7) (b). Request for the Board approval to enter into a BOE-exempt contract pursuant to NRS-381.0035 with LGA, Inc. for professional services to complete a site master plan for new and expanded visitor facilities and visitor experiences at the Nevada State Railroad Museum in Boulder City. Any additional comment?

Edlefsen: No just -- Carrie Edlefsen for the record. This is in direct relation to the restricted donation you just accepted and to the withdrawal of the funds from Morgan Stanley.

Markoff: This is Dan Markoff. I move for approval of...

Allison: This is Bryan Allison. I had one question actually. On page 22 of the supporting document, No. 9. Ownership of Document. Everybody take a look. It basically just -- and this might be very common. I am not pretending to be an expert on these things.

Female: Which?

Allison: So I'm just asking the question that I was surprised to see that all of the copyrights remain the property of the architect, and they can reuse this material with other clients, and the only rights that we are given are specifically for this one project and any reuse or modifications require their authorization. Again, if this has been reviewed by people who know more about this, then I certainly would not pretend -- I don't know a lot about this, but I was just surprised that they retain copyright.

Bradley: Yes. This is Sara Bradley for the record. I have not reviewed the contract yet for LGA, LG Architects. So this is the first time I'm seeing the documents here, and I was actually planning to ask Carrie about it after the meeting, only because I think normally we'd put it on the state contract form; so, I -- my reading of it at least right now has been Peter put it out to bid or solicitation; they responded. He's included in your packet their response, and it looks that document is their response. One thing that Ms. Dwyer just pointed out is the date is actually incorrect as well on the first page of that. It says March 29, 2007. So I mean I'm looking at it right now, and I can tell you, there's a couple things in here that we can't agree to no matter what already. The indemnification clause; we have to be careful about that, so I would need to read that pretty carefully, and the limitation of liability. So I was doing to ask about it. Because normally we'd put it on our form, and normally our form has what we would like with regard to copyrights and things like that. So it's a great question.

Stoldal: And (unintelligible) it also concerns me with that, all the times when they maintain the copyrights so to speak, you also have to ask their permission to change it, to change anything that they have -- that has been a sticking point that needs to be negotiated out if that's sort of implied or inferred within here. What -- Sara, what was your advice to me with -- this is an important thing to move forward with, but we've got some serious questions about it, what do you suggest we do?

Bradley: Well, what I would like to do is I would like to review these documents, and I have a couple of colleagues that help me with contracts when they're more complicated, so I would probably run it by them as well, but my expectation would be -- and I don't know what the vendor thinks -- is that it would be on the state form. I mean I realize that you have some authority maybe to do things a little differently, but we believe at least as the AG's Office that the state forms protect the state the best. And so I guess I feel like if it was on the state form, some of this would be eliminated, because we don't actually have a section like that in ours.

Stoldal: Well I mean I realize we do have so many dependents on the other hand, to me it would make more sense if we, logically, follow what the state did.

Bradley: Yes.

Stoldal: But Renee's had some experience with this. What's your thoughts?

Diamond: I think we absolutely need to have him rewrite it on -- in the format that the state likes, because their disclaimers, as well as what was just pointed out, that you can't possibly keep -- by reading through it, a lay person can't figure it out, so I do think that the state form is critical, but more importantly, if this is time-sensitive for the two donations, for the donation and the removal of funds, I don't know whether it's okay to give a conditional Board approval pending that the contractor resubmit on state forms.

Edlefsen: This is Carrie Edlefsen for the record. The contractor would not resubmit this. This is their -- basically, this is their proposal, and what we would do is use their response to our scope and attach it to the state contract. The state contract supersedes anything that they write in any agreement that they provide.

Diamond: Okay.

Stoldal: Let me ask this question directly to Sara.

Bradley: Yes.

Stoldal: So legally, we are not approving this contract?

Bradley: No -- I mean I would say no. I mean I know normally Peter includes the contract in your materials for you to review, and so I mean I think really you're approving the vendor, the dollar amount, and what we're going to have them do, because I can tell you just looking at these documents, I would not advise that these documents be the final ones, but like Carrie says, I think this is their response to our solicitation. I don't think we have a final, final agreement yet. And I think we should be able to get that, I hope, relatively quickly, and then if they need to negotiate with us regarding some terms, we can maybe have a discussion. Although I know...

Barber: That makes sense, so yes.

Bradley: ...yes. I know my office is...

Barber: I was just thinking...

Bradley: ...trying to be stricter about contracts, because we've had lots of issues with various agencies and changes to the standard form. So we're really pushing that the standard forms be what we use.

Markoff: This is Dan Markoff (unintelligible).

Barber: Yes would it be comparable -- this is Alicia -- as if we're approving entering into the contract. It would be sort of like, you know when we approve to hire somebody, and then there's negotiations after that for what that specific contract is. So if we're just approving entering into the contract, then the contract negotiation, that happens after this, right?

Markoff: Dan Markoff. If you read the (7) (b), it just says request for Board approval to enter into a BOE-exempt contract pursuant to NRS so and so with them. It doesn't say this contract. So you know I would say (unintelligible) approval of the AG that they go and sign off on it. But we're just authorizing a general proposition and approval for the money should that contract be signed.

Stoldal: I think that's a general intent to the Board. Sara, is that -- in other words, what we're basically saying is we're authorizing staff to begin the process of -- are we giving them authority to finalize an agreement?

Bradley: Yes, I think that would be fine -- I mean it's under \$25,000.00, and usually that's one of the threshold for approvals, like at the Board of Examiners, so it's under \$25,000.00, you know the vendor, you know the purpose, and the way it works normally is I review it after the parties have negotiated and finalized it, so you'll have a legal review, and if you're comfortable with that, I think then yes, you can approve it at this point, and we'll make sure the rest of that happens.

Stoldal: Sara, would the final contract then come back to us?

Bradley: It can if you want, you know just to look at it as a future meeting. It's up to you. I mean I'm thinking we would enter into it before the next meeting.

Edlefsen: Yes. You could give Peter the authority to sign as the authorized representative for the division, since it is over the \$5000.00 threshold for him, or we could prepare it and send it to you, Bob, for final signature just like we do other documents.

Stoldal: Dan, I think we're all in agreement that as the one attorney of the Board, do you want to propose a motion?

Markoff: Yes. I move that we approve they should be able to enter into a contract, subject to the approval of the Attorney General. How's that?

Bradley: That sounds good.

Allison: This is Bryan Allison, I second.

Stoldal: We have a motion, and we have a second on Item (7) (b). Further discussion? Hearing none. All those in favor say aye.

Group: Aye.

Stoldal: Those opposed? Motion carries unanimously with the Chair voting in favor, and Bryan, thanks for starting the conversation on this. Item No. 8. Public Comment and Discussion. Public comment is welcomed by the Board. Because of time considerations, the period for public comment by each speaker may be limited to three minutes at the discretion of the Chair and you are urged to avoid repetition of comments made by previous speakers.

Edlefsen: Did we lose him?

Stoldal: Is there any comment? Hearing none. That's the last Item I have on the Agenda. We are adjourned at 2:30P.