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Reflections of Roger C. Marsh—
Building Westfields

By Sharon K. Moreno, ed.



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Reflections of Roger C. Marsh—Building Westfields

Sharon K. Moreno, *ed.*

Editor's Note: In the early 1990s, when the National Reconnaissance Office (NRO) began to consider collocating all its program elements in the Washington, D.C. area, NRO Deputy Director Jimmie Hill tapped Roger Marsh to direct the project. Then serving as special assistant to the director of the Office of Development and Engineering (the NRO's "Program B"), Marsh had risen from a clerk-typist position with the Central Intelligence Agency (CIA) to hold a series of positions of increasing responsibility. Always eager to learn, he had gained experience in a variety of areas, including real estate, general logistics and contracts, and satellite collection requirements.

Drawing on his logistical know-how, his experience with leasing buildings, and his skill for managing people, Marsh directed the NRO collocation project from its beginning as a survey of facilities for rent and land for sale in the late 1980s to its culmination with the opening of the Westfields headquarters building in Chantilly on 11 January 1996. In undertaking construction of this large facility, Roger Marsh found himself dealing with the thorny issues of competition and lack of cooperation between the NRO's three programs, the need to protect the NRO's then-secret status, and the scrutiny and criticism of both Congress and the public.

The declassification of the NRO headquarters project in 1994, which resulted from an audit by the Senate Select Committee on Intelligence (SSCI), created a firestorm of publicity, most of it condemnation about wasteful spending and excessive secrecy. Although members of the SSCI were among the NRO's harshest critics, Marsh and his team did receive some support in Congress, particularly from the House Permanent Select Committee on Intelligence (HPSCI). During a hearing before the HPSCI in August 1994, Representative Norman Dicks summed up his view of the Westfields project: "The thing that people forget is that there are professional people like Roger Marsh and his staff who have been working for years on a project like this, and who I think when you go into this thing in considerable detail have done a very good job for the taxpayers."

Despite the many delays, obstacles, and allegations, however, Marsh succeeded in building the NRO's new headquarters and also in creating the Management Services and Operations Office, which became responsible for providing support services, replacing the NRO's former absolute reliance on its parent organizations (CIA, Air Force, and Navy). For his contribution to the consolidation and collocation of the NRO at Westfields, the NRO awarded Mr. Marsh the National Reconnaissance Office Gold Medal for Distinguished Service. In 2005 the NRO again recognized him, this time as a Pioneer of National Reconnaissance for utilizing "open-source means to pioneer a methodology by which it was possible to consolidate, operate, and manage an organization shrouded in secrecy" and for successfully applying "his considerable analytical, management, and organizational skills to the challenge of constructing a secure facility and collocating a widely dispersed operation into the present NRO headquarters in Chantilly, Virginia."

As for his own importance in the NRO's collocation project, Mr. Marsh conveyed his view, in a 2005 interview, that in directing the construction of a headquarters building he only played a part in a larger, more significant undertaking. "Westfields is just a bunch of bricks and mortar and metal and roads," he said. It was "part of a bigger vision, a restructured NRO" that would put the organization in a better position to be "where we are today—the eyes and ears of the nation."

The following first-person narrative, assembled from three different interviews, describes Mr. Marsh's involvement with the collocation of the NRO and the construction of its headquarters building, known as Westfields. Roger Marsh, a larger-than-life personality who was much beloved and respected at the NRO, relates, in his own unique style, how he and his team—to whom he ascribes much credit—researched building sites, leased facilities, and, despite Congressional and public hostility, moved a sizeable, geographically scattered NRO population into a new headquarters in Chantilly, Virginia.¹

Reflections of Roger C. Marsh: Building Westfields

Studying Consolidation and Collocation

Somewhere around the mid-1980s—I'm going to say '84 to '85 or so—a lot of studies began about what the NRO ought to be doing. And that was preceded by the 1970s' or early 1980s' attacks on the NRO by guys in Congress, like the HPSCI² guy—I can't remember his name. The Department of Defense (DoD) wanted to transfer it all down to the DoD, etc. So, lots of studies were going on about what the NRO should be. And credit should go to Pete Aldridge,³ who—I think it was in 1986—started really getting serious about that because he chartered three different studies. And the answer always came out plus or minus the same: Program A would say, "Fill the sky with satellites"; Program B would say, "Fix the ground, because we can't cope with all the data we've got"; and Program C would say, "What problem? There's no problem, just leave us alone."

One of the things that came out of the studies was the concept of whether it would make any sense to bring A, B, and C closer together in terms of just physical presence. Being three thousand miles away from each other, it was very easy to throw rocks and accuse people of all kinds of dastardly things when you never saw them. Whereas if you were across the table from them on a day-to-day basis, it would be a lot harder to throw those rocks. So one of the things that came out of the studies was to take a look at collocation.

In the 1987 study then, one of the considerations became moving everybody to a consolidated NRO. That was kind of the first serious talk about consolidation. I think

1 Mr. Marsh was well known for his use of colorful language and frank, down-home style of communication, often punctuating his speech with indecorous adjectives and frequently employing incorrect grammar in order to make a point. Accordingly, we have—within reason—attempted to preserve Mr. Marsh's words in this oral history in order to accurately portray his character. Indeed, those who worked with Roger Marsh would recognize immediately any editorial efforts to tidy up or "sanitize" his interviews, which would then render this article a misrepresentation of the man they knew.

2 House Permanent Select Committee on Intelligence.

3 Edward C. ("Pete") Aldridge, Jr. served as the NRO's director from 3 August 1981 to 16 December 1988.

Program B favored that. But Program C said, “No, we’re on the right side of the river,” and Program A said, “Sunshine and beach versus the beltway—no way we’re going anywhere!” Plus or minus a year, one day, at that point, I was in Program B as special assistant to the director. The Program B director, I think, was Julian Caballero,⁴ and Edmund Nowinski⁵ was his deputy.

My first foray into real estate had been a period of time where I was the COTR [contracting officer’s technical representative] for the A&E [architect and engineer] for the imaging ground station. Beginning all the way back in that 5G corridor⁶ when everybody left, I just became the facility guy for the imaging kids. Now I didn’t know from squat. I didn’t know what a cinder block looked like. But, being the PES⁷ guy, I got stuck with the moving and collection requirements—what are the needs, how big, who’s going to get what. So one day, sometime in 1988, Jimmie Hill⁸ called me and said, “What if we got serious about this collocation thing? Would you have any interest in taking a look in the market to see what we could do?” I said, “I don’t know; what do you want to do?” He said, “We don’t know.” I said, “How many people?” He said, “We don’t know. Let’s start small and end up with all of it down the road somewhere.” I said, “I’ll get back to you.”

I found that the guidance was: we don’t know how many people we can get together; we don’t know when we can do it; so find a place that’s kind of “go slow” away from the Pentagon, made up of the NRO deputy and his staff, which would be probably about 60 to 70 people total, and some of the A, B, C headquarters elements. That was the first step. In the long term, with no definition of what the end of that period would be, there would be a total co-hitch of all the A, B, and C elements brought together in one place.

As Program B, we happened to have a number of people that we could go talk to in real estate since we’d had some covert relationships with developers just a couple of years prior. So I went to those guys and said, “What if I wanted to build some buildings and move some people—what can you do for me?” They did what you would call a “market survey,” going around and looking at what they had, what inventory was available for rent, buy, or build; and we put together a package. Some of the criteria that I remember Jimmie [DDNRO Hill] wanting were to be not too far away from D.C. and to be relatively close to an airport for people coming in to visit contractors and other government agencies so they could fly off without having to drive a hundred miles. So, we drew a 25-mile circle around the Pentagon and said it’s got to be within that. Then we made the rest of the rules, which

4 Julian Caballero, Jr. served as Program B Director from August 1989 through December 1992. From January 1993 to 3 October 1993 he served as director of the NRO’s Imagery Intelligence Systems Acquisition and Operations Directorate (Imint).

5 Edmund H. Nowinski served as Program B Deputy Director from August 1985 until December 1992. He subsequently held positions as the NRO’s chief systems engineer, director of the Office of Development and Engineering in the CIA’s Directorate of Science and Technology, and the director of the NRO’s Imint Directorate (November 1993–July 1995).

6 One of the first offices Mr. Marsh worked in at the CIA was located in the 5G corridor of its headquarters building.

7 PES = a CIA term meaning Product Evaluation Staff.

8 Jimmie D. Hill became NRO Deputy Director on 11 April 1982 and remained in this position until his retirement in 1996. Hill also served as the NRO’s Acting Director during two transition periods between NRO Directors: from December 1988 through September 1989 (between DNROs Aldridge and Faga), and from March 1993 through May 1994 (between DNROs Faga and Harris).

were—since we were going to be bringing a lot of people into town who didn’t live here—we’ve got to think about housing, transportation, and schools for the kids, and make that as reasonably affordable and convenient as possible. Those were the basic criteria.

My guys in the market came back and said yes, there were many opportunities to meet those criteria, in both Virginia and Maryland. Just give them a go-ahead and they could find a place for us. We put together a package and took it to Jimmie; it was basically let’s start small, we’ll call it the temporary thing, and, whenever you want to go bigger, we’ll do a permanent thing. We said, “We’ll size it to whatever you want—we can build it, we can rent it, we can lease it,” and we laid out some schedules and some rough idea of cost.

We went to talk to Pete Aldridge, who I’m pretty sure was NRO director at that time, and laid out a program plan that was conceptual in nature. Maybe we’d start with a small facility that we might call the technical division, and, if we wanted to get the go-ahead, we would take the next step and do something called an interim division. And then, ultimately, we would have a permanent solution defined by how many people he wanted to bring together. Pete bought off on that and said, “Looks pretty good to me, let’s do it.” And that was the genesis of the Westfields building.

Buying Land and Leasing Buildings for the Collocated NRO

At this point, it was just me, the only guy working this—didn’t have nobody, didn’t have nothing. Then Jimmie said, “Okay, we’ll give you some money that comes out of mission support.” There never was a line item anywhere for facilities or anything. And then I figured out I had to go get some people. The first guy I went and saw was a guy by the name of Vern, who stayed with me through the whole thing up until 1996 or 1997 when he retired. He went and got two or three other guys and a secretary.

Identifying Sites for the Temporary, Interim, and Permanent Phases of Collocation

We threw out the study that had been done because that had narrowed down to a piece of land that the developer owned. Then we kind of started all over again. And that’s when we found and laid out a plan for one building to be the temporary thing, another building to be the interim thing, and this plot of land that the NRO is sitting on now to be the permanent thing. And all of that was done through a site selection review process, including us in the government with Vern leading the act, and Coldwell Banker as the real estate agent beating the bushes, and, most importantly, what is now Boeing—who at that point was CISCO,⁹ the facilities contractor—to help us, because it was really all in their name and they were fronting for the government with this cover story we came up with.

After we got permission to go ahead, we had a small handful of program people to start the core of the program office, who, in turn, found the contractor who was ultimately our “face to the world” and implemented the plans. Since the NRO didn’t “come out”

9 CISCO (Collins International Service Corporation) was a subsidiary of defense contractor Rockwell International. In 1996 the Boeing Company acquired Rockwell’s aerospace and defense businesses, which became known as Boeing North American, Inc. (Boeing News Release, 1996 at <http://www.boeing.com/news/releases/1996/news.release.960801.html>).

until 1992, we had to do this whole project not as a government organization because we didn't exist. We had to have a contractor and a cover story, which was not uncommon. So that handful of facility engineers, logistics folks, and operational types got a competition going between CISCO, GE [General Electric], and Lockheed to be the contractor. And the result was that CISCO won.

In looking around for a temporary building for the NRO, we found a place which we dubbed "The Barracks." It was really a building that TRW had leased for some program they were bidding on, which they subsequently lost. So TRW was sitting there with an empty building on their hands, and we came in—we being CISCO—and took it, fitted it up, put in a security system, and by sometime in 1989 we had a temporary building.

At the temporary building, we had eight available offices for the DNRO, a part-time guy who was there whenever he could be. And Jimmie moved out there; he probably spent the best part of his time there. The NRO staff were kind of in both places—there and the Pentagon. And then, in typical fashion, we put Program B in one corner of the building, Program A in another corner, Program C in another corner of the building, and they got a small staff. And we all smiled and said, "Oh, life is good," because from an organization standpoint, we were still A, B, and C, and life went on as we had known it for the past ten-plus years.

Nobody in the A, B, and C world really cared a lot about the temporary building because the dynamic that existed in 1971 when I came in as lowest on the totem pole was still there—that A, B, and C dynamic that they would never talk and never work together. The competition was built between those three parties. And when we laid out the floor plan of that very first building, A was in one corner, B in another, and C in another. There was never any consideration of integrating at that level and only a handful of reps—about ten people—from A, B, or C, but nobody was at the temporary building full time. It was just kind of a place where, if you lived in Fairfax County, you'd spend more time there because you didn't have to go to the Pentagon. The dynamics are just fascinating when you look back at what triggered people—it was just like sending two or three guys to NSA [National Security Agency] to be on some rotation.

We continued to do the studies leading to the interim Boeing facilities, a kind of parallel activity. If memory serves me right, it was somewhere between six months and a year that we looked at probably 125 potential sites, with solutions between Maryland and Virginia. In fact, I think there might have been one or two in D.C., too. We were looking for interim buildings, which were going to be large, one hundred thousand square feet or so; we didn't have a clue that we were going to work out with a couple thousand people.

CISCO was out representing our need for the space. And we had hired a real estate firm, Coldwell Banker, who was looking for all these various properties and setting up the meetings, posing the questions, collecting all the documents just like you would go looking for a house. We actually had three real estate agents devoted to that project, who were real characters and as time went on, I think, really never believed it was CISCO. They knew something was going on, but they didn't know what. Finally when the cover broke in

1994—when I had to go down and tell them—it confirmed their suspicions, and they said, “Ah, we knew you guys were no good!” But they were three fun guys to deal with.

In the late spring or summer of 1990, with our source selection activities done, we said, “Westfields is the preferred location for the permanent solution.” That kind of source selection was typical for competitions that we did here, whether the NRO was buying a satellite or land. I grew up in the program world—the imaging world—so when we were doing facility-related things, it was very simple and natural for me to think of it as nothing but another program element, and to do everything according to just what others taught for 20 years in the program world. So we had source selection panels, source selection boards, and source selection inquiry.

There were actually two sites that we were interested in—this one [the Westfields site] and then one directly across Route 28, which was a little bigger, about 110 acres. But there were issues there because it was owned by Arabs, and we were trying to get somebody else to buy it from the Arabs, and then we would buy it from that person. But that didn’t work out. Then we selected a building as the interim facility.

One of the reasons we picked that building, just as an example, for the interim, was that it had been built by the developer as a spec building, and he didn’t have a tenant. It had been sitting empty for a year and a half so he was highly motivated to cut us a good deal. In parallel, we were talking to the people here at Westfields—Henry Long of Long and Foster Realty, who had gotten out of the residential market and was into big development activities. He was the owner of Westfields, a big 1,100-acre commercial development where he was subdividing portions of various farms and other individual lands to get a package to us. So we did both things in parallel.

It came to a point where we had agreed on terms that the owner of our new interim building had signed, with CISCO’s help, in officially leasing the building, and then we turned it over to the lawyers and let them go through the drafting process of the lease to capture all of the agreed-to principles. We really tried to cover ourselves factually about what we were doing, and one of the things you can find is a letter from those three real estate agents verifying that the lease we got on that interim building was the best from a renter standpoint—in terms of rate paid and concessions from the developer—of any lease that had been done in Fairfax County in something like two years. Or was it five years? We were pretty proud of that.

So we took the interim building, proceeded to hire an A&E [architect and engineer] to do the design and somebody to do the fit-up, and had that building ready to occupy in July of 1991. That was pretty fast to do all that. Again, I attribute it to teamwork between the government and CISCO, such that you couldn’t tell who was who in this deal. We were of one mind; I can’t say enough about that. Lots of times the government gets accused of getting co-opted by the contractor, but I would suggest that in this case it was the reverse—that the contractor acted more like government people than contractor people

because you couldn't tell who was who. I give Graeme Calow¹⁰ a lot of credit for making that happen.

The Westfields Purchase: Security Concerns and Controversy Over Acreage

Now, in parallel with that completion of the lease for the interim building, we were negotiating with Henry Long and his executive VP, Bill Keech, here at Westfields to buy this site. We concluded those negotiations, I think, in November 1990. We ended up with something in the ballpark of 65 or 66 acres.

The point with the acreage is that it became an issue later on when the cover blew up because there were two parcels here, and we had pushed parcels all the way down to Lee Road. We bought that extra land—five acres maybe—because we didn't want to have a neighbor close to us for security reasons.

Clearly, back at that point in 1990, we could not have had the worries about security and terrorist opportunities—bombs and all that stuff—that somebody has today for facility planning. We were concerned about security, but our worry was about having close neighbors who could look through our windows and read what's written on the blackboard. Those were the concerns at the time from a security standpoint.

I can still remember being yelled at by one of the Congressional staffers—I don't know whether it was a HPSCI or SSCI person—who also had the NSA [National Security Agency] account, about whether we had listened to NSA sufficiently about the probability of an attack against our buildings to pick up conversations. Had we done enough to protect against that? What were we going to do about it? Well, that's one of the reasons I wanted to buy the extra land, which became an issue later on when we were beat up in Congress: "Why did you buy the extra land? You didn't need it—yada, yada."¹¹ It was the same people who beat us up on that issue.

So we pushed it and bought all the land. I think we paid \$8.25 a foot. We secured that deal in November of 1990 under CISCO's, or Rockwell's, name. Fairfax County was happy; they saw this big, new corporation coming to town. Henry Long was happy; he had \$25 million in his pocket. Part of that money went to pay for the roads because when we bought this piece of land, none or very few of the buildings that you see here now were here—Scitor, TASC, Lockheed, none of those guys. There were one or two built—the Marriott center, the hotel place, and one other small building where Henry's offices were. But that was it.

¹⁰ Graeme Calow was Roger Marsh's contractor counterpart on the Westfields construction project; he represented CISCO as director of the project while Marsh represented the government (NRO).

¹¹ The Congressional Record for the legislative day of Thursday, 11 August 1994, records Senator DeConcini's criticism of the NRO's purchase of several extra acres. The original 68-acre purchase in 1991 had been expanded by four acres, according to what Marsh and other NRO representatives told Senators Warner and DeConcini during a tour of the Westfields construction site. "They did not want a neighbor...a motel sitting on the corner," DeConcini told his fellow Committee members, proceeding to complain that the NRO had paid "roughly over \$300,000 per acre for land they are not going to use." (140 Cong. Rec S 11393, p. 42)

We paid a lot of money, and part of that money went to put the infrastructure in because there were no roads here at that point. There were no sewers and systems. So part of the money went to infrastructure. When Long built the roads, he had to submit bills to us and show that the roads had been completed, the sewers installed, etc., in order to get paid. And then CISCO would release that purchase price money to him.

So now we had an interim building under design, we had a piece of dirt that we just bought, everybody was “fat and happy,” and we were going down the road and this was the fall of 1990. We then hired Dewbury and Davis of Fairfax as the architect and engineer design guide for the Westfields complex. Going back to the master plan—with the temporary, the interim, and the permanent buildings—one of the issues with the permanent [facility] that really never got nailed down until what you would call too late—and it was like a year before we moved—was: Who’s coming here? This looked to be a problem. [In 1988] lots of us worked on this transition plan for months and months, and the last day of Pete Aldridge’s tenure as DNRO, he produced a document to the board of directors of A, B, and C and said, “Sign this!” Their response was, “Pete, thanks, you’re a good DNRO; have a nice day! Now get out of here.” So nobody signed.

Constructing a Building in an Atmosphere of Uncertainty

I remember arranging a luncheon at the Westfields Conference Center and bringing them all over here to show them the site—Jimmie Hill, the directors of A, B, and C, and whatever other groups of people they wanted. I had a big luncheon for them and laid out the plan of what we were going to do with the schedule. And I put them on tour buses and drove them around the site.

Program B was excited. With A there was a little tension. And C looked out at where we bought the land and said, “What building? I don’t see nothing here. I’m going back across the river.” Program C clearly did not want to be part of a merged organization. I think the people in A had probably resigned themselves, but whether they thought it would really ever happen or not, who knows.

It was like dealing with Boeing or CISCO; Graeme [Calow] will tell you even today that he had two kinds of forces, with him being in the middle. He had me and Vern pushing him, saying, “Come on, come on, we need to get this thing done!” And he had the chairman and president of Boeing saying, “What the hell are you doing? This ain’t never going to happen; we ain’t never going to build a building!” Program A was kind of like that, too, I think.

In 1991 we were designing the overall project here, and one of the big issues with Westfields was how big should it be. And the people were coming, but where were they coming from? What was the requirement for a computer center, the communication paths, the whole sizing requirement? We were just not going to get that information. So it was basically costing the government—and CISCO in the contracting world. It forced us to make some judgments, based on our collective experience, of how big things should be, using only the little input we could get from the As, Bs, and Cs that would later become

Imint, Sigint, Comm, and then going from there. We could not wait to get it locked down like you would want it to be, or we'd still be sitting here looking at a big hole in the ground.

The way you attempt to deal with that kind of uncertainty is to build what you can build, and then wait to get what you have to wait for. Well, what does that mean? We first wrote a contract in 1991, called the "Site Contract," and that was to Hazel, the famous company that was the dirt mover. Hazel did all the site work here. They came down—this used to be all woods where we're standing—cut down the trees, got it smoothed out, and got it ready for the next phase of construction.

One of the cool things about Hazel was that it was a company that wanted to be sensitive to the environment—to be a good neighbor and be looked upon as somebody who would not chop down the cherry tree. So, one of the things we did was to transplant something on the order of about 1,500 to 2,000 trees. Where the NRO building sits right now used to be all woods; if you look around the perimeter of the site today, most of those are transplanted trees. It was being environmentally conscious, but also it was a security buffer—a boundary, because you didn't want people to be able to look inside. And so, somehow, we got a big environmental award from the county for doing that, which was in our own best interests to start with.

The second phase of that contracting process—this was all CISCO/Rockwell contracting, with us approving—was for the parking garages and for the basement foundation of Towers 1 and 2. At this point—late 1991, I think—Towers 1 and 2 were the only things we were authorized to do.

We had no commitment for Program A to come, no commitment from Program C to come. The only thing we were going to bring for certain was Program B, and the only reason that was going to happen was because of the relationship between me and Julian [Program B Director Julian Caballero] and Ed [Program B Deputy Director Ed Nowinski] and because we wanted to get out of where we were.

Then Faga¹² came in after Aldridge, and we kind of started all over again with the organization of whether there was a P&A [plans and analysis group]—or whatever it was called—or whether there was an ops support group, or whether we were going to have Imint, Sigint, and Comm, or whether we were going to have X, Y, Z, versus A, B, C. Because when you think about it, it was really scary for everybody. We were going to take one satellite system away from Program A and give it to Nowinski, and we were going to take this other program away from Nowinski and give it to Nate Lindsay, or whoever was the A director. For all those people underneath those two guys, the reaction was, "I don't want to work for that civilian," or "I don't want to work for that military person." Because each felt the other didn't know their culture. That was the dynamic in '92 or '93.

At that point we were only going to build Towers 1 and 2 because all I had signed up was Program B and 75 people from the Pentagon. So all I needed was half of one building to

12 Martin C. Faga succeeded Pete Aldridge as DNRO on 28 September 1989.

do this. I was going to build two buildings. And then, right after Aldridge left, Faga came in and created the next panel.¹³

My recollection is that the panel was Evan Hineman, Jake Jacobson from A, Tom Betterton from C, the guy from the White House, Barry Kelly representing NSC/CIA, and there's one more I'm forgetting. Now that study group stood there for two to three months until recommendations came out to go to full integration and the Imint, Sigint, and Comm that we know today and that pretty much survived since 1992. Go to a full collocation of people into a single place. And don't do it by 1996; do it by the end of this year.

This was 1993. And I said, "Can't happen—we cannot physically do that. Cement doesn't dry that quick."

There were two "biggies," from my perspective, as a result of this study: Number one was the organization structure—going from A, B, and C to Imint, Sigint, and Comm. But number two was that it accelerated this whole location thing because they said let's do it next year. And we replied we can't do it that fast. But, we said, "What we will do is, we'll go get you more rental buildings; we'll move your people here, and, in parallel, we'll continue to build Westfields." They said okay, that's fine. So, in that process, we got more challenges.

In building Westfields they asked us, "Give us a core for Towers 1 and 2, and give us an option for building 3 while you're at it." Everything we've ever done was by bid, so when the bids came back we awarded buildings 1 and 2 and Tower 3 to a company called Hyman. And then Hyman offered us an extremely attractive price on Tower 4, so we said okay, we'll take that, too. This was just core and shell, which means they put it up as you see it, but with nothing inside—no walls, no power, just concrete slabs inside. This was going on in parallel with designing what goes inside the building, and that was another competitive bid, which we awarded to Turner Construction.

In 1992 we were on a schedule of 19 December 1996 to have everything done. We had about 12 real estate agents' guys out looking for more buildings for us. We found out that there were two buildings available. We ended up leasing both of those buildings, and there was a 12-story building there that was available and we leased that, too.

Also, in roughly this same time frame of 1990 to 1992, it became apparent that we were not going to have a place that we could call a warehouse. This was during the time of the savings and loan crises, so we looked down the road and got a couple of buildings that were being taken back by the bank. We got one of those, which was going to be our warehouse. But then when we found we needed more office space, we said we'll take that warehouse we just bought and turn it into more office space.

¹³ Marsh probably refers here to the "Fuhrman Panel," a task force commissioned by DCI Gates to study the NRO in 1992. However, he appears to confuse the details of that panel with the "Geiger-Kelly" study (formally titled Report to the Director NRO: NRO Restructure Study), undertaken under the guidance of then-Acting Director Jimmie D. Hill, and published in July 1989. While both panels studied and recommended restructuring of the NRO, it was the Geiger-Kelly Study that first recommended collocation of the NRO's components but the Fuhrman Panel (undertaken during DNRO Faga's tenure) that further recommended realignment of the organization into functional directorates (Imint, Sigint, and Comm).

Then we went next door and bought the building that was right beside the warehouse space. And we created some controversy in that process when we told all the tenants you've got to go, because the lady who owned a dance studio in the building told the newspapers about this big Rockwell company beating up on the little kids in their tutus!

So that's how we got one building, three buildings on the other side, and the buildings that became our warehouse facilities. And that's when we added Tower 3 and Tower 4, all in the period of about six months. This was probably March or May when that happened.

Paying the Construction Bills in an Undercover Arrangement

Since the NRO didn't come out into the open until 1992,¹⁴ we did this whole construction project with a contractor—CISCO—and a cover story.¹⁵ Westfields was all procured through a pass-through contract under Rockwell. A perfect example of a pass-through contract is how we hired the Vance guard service.

When we hired CISCO, we were going to have two contracts—one contract that we called a pass-through contract, and a second contract that would be for the services you provide and you'll get a fee on that. The pass-through contract meant that whatever we do under the contract, Mr. Bidder, you're not going to get any fee on that; you are going to do it for free. In the Vance subcontract, CISCO got no deal, but what they did get was a guy who was a retired Fairfax police officer who was kind of a COTR to manage things. They got this guy as a body to hire, which we reimbursed on a cost basis, and they got a fee on him. So they got a fee on one guy, as opposed to 120 guys—sounds like a good deal to me!

All the money floated through the pass-through contract, which is something I created here based on a model from a highly classified program. That model was reviewed, audited, and blessed, so we picked it up and used it here. But, for a whole bunch of reasons that have not ever been intuitively obvious to me, lots of people—whether it was security, internal NRO Inspector General, the lawyers, or the contract guys—wanted to criticize or question that model. It's back to bureaucracy—if it's not something that people normally see, they are very uncomfortable with it. They're looking for the crook. And I guess that's a balance that you always try to structure, but if you've got good people a crook will stand out like a sore thumb.

For the pass-through, we had to get Rockwell/CISCO to change their disclosure agreement to the government auditors that this was how we were going to do business. Here's what goes in overhead, here's what goes in G&A, here's what we charge direct, here's what we charge indirect, etc. Well, that changed to say that we would have this master contract where we'll do certain stuff for free. With that, we got the government contract done to agree to an advance payment agreement with CISCO.

¹⁴ On 18 September 1992, the NRO officially announced its existence in a statement released by the Office of the Secretary of Defense: "Declassification of the Fact of Existence of the National Reconnaissance Office."

¹⁵ Mr. Marsh alternately refers to defense contractor Rockwell International or its subsidiary Collins International Service Corporation (CISCO) throughout his interview. CISCO/Rockwell acted as the NRO's "front," even placing a sign with the name Rockwell at the Westfields construction site.

Then on this other agreement, we were going to hire all these people—anything from the project managers to the janitors. Westfields was all procured through the pass-through contract under Rockwell, but they got no money for it. The way that would work is that CISCO would give up an invoice looking forward, I think, two months. They would look and say, “We’re going to need to incur these expenses over the following 60 days.” They would give us this invoice; then, we, the government, would cut a check and send it to CISCO. It would go into their account within 24 hours and end up in a local bank over here in a Chantilly, Fairfax branch. And then I had a hundred million dollars sitting in the bank that we, the government, got to control—to spend tomorrow if we needed to.

For any of the construction contracts on this building, there was a contract between Rockwell/CISCO and Hyman, the construction company. The blue trailer down at the end of the site here was the construction office for the building of Westfields. That trailer was full of Rockwell people in charge of overseeing their construction company. Well, the fact of the matter was that the trailer was full of a combination of Rockwell people and government people like John, and Dan, and Curly, Larry, or Moe—all those guys whose names I’ve forgotten that I shouldn’t have.

So they were going to build something and they would submit their drawings of what they were going to build. They would go to the trailer where the CISCO guys would look at it and the government guys would look at it, and say: “Yup, that’s what we want built,” or “No, it’s supposed to be blue, not pink.” When it was done, they would inspect it and then finally submit an invoice for work done to date. That invoice would be looked at by that same bunch of people in the trailer. Government guys would look at it and CISCO guys would look at it and say: “Yes, we actually poured 800 yards of concrete,” or “No, we only poured 400; you’re only getting paid half.”

They would sign off on these invoices just like a COTR for a satellite. And then the invoices would go over to CISCO contracts. Well, they would get the invoice, and say yes, that’s consistent with the contract, and then pass it over to CISCO finance, which was the last guy on the chain.

CISCO finance would say okay, the technical guys have signed, the contract people have signed—everybody has signed. They would cut the check. And, depending on the size of the check, one or two people would have to sign that check, and then that would go through to Hyman, the builder.

Dealing with the IRS and Local and State Government

When we first started—back in 1990 or earlier—there was the belief that sooner or later we may blow the cover. So one of the things we did was to go down to the IRS, write them a letter, have them agree to it about the scope of what we were going to be doing—especially the pass-through contract where there was to be no fee earned, and there were going to be several hundred million dollars of what would look like income floating through

Rockwell's books that they would never pay any tax on. We went there and got that letter; they approved it and put it in the file, which turned out later to be very helpful. We could not do that with the state, and I wish we had.

So then we came to the county, and Rockwell was showing up on the leases for all these buildings. There were some taxes due. Well, the county was getting a lot of money that they had not gotten before, but probably not enough money that they would recognize it; it had not gotten to the county exec or the local supervisor of the district we were in.

In 1994, as I recollect it, when DeConcini went on TV that night and showed pictures of this wonderful facility pictures that I had made for him—talk about loading your own gun to get executed by!—well, things kind of hit the fan for the next several months (or probably two-plus years), before we all got it tamped back into place. Some of them were fairly funny; some of them were fairly serious, bad, or sad, the first of which was right after that.

Right after it hit the press, it turned out that the IRS was in Pittsburgh in Rockwell's headquarters doing an audit of their books. The only people at Rockwell who knew what was going on were the chairman of the board, the CEO, and maybe one or two other members of the board—that was it. The Rockwell chairman and these few others were cleared, and they knew what was going on. But we had all these elaborate stories.

So when 1994 came and it all hit the fan, Rockwell's executive VP in Pittsburgh came to work the next day and found the IRS guy sitting there waiting for him. The Rockwell guy walked in and said, "I don't have a frickin' idea what's going on, okay? Don't even start with me; I don't know anything," because he never saw this money on the books anywhere. So, shortly thereafter, we—Graeme and I—got on a plane, went to Pittsburgh, met with the IRS, and got them all tamped into place.

Dealing with Publicity Surrounding Westfields' "Blown" Cover

Between 1994 and 1996—from the time we came out,¹⁶ with our cover blown by our friend DeConcini, to when we moved in—was probably, for me at least, the most challenging two-year period because now we had work to do: getting all the people, the furniture, and all that stuff in the buildings. And we had all this other silliness to deal with.

It just fascinates me to no end that those people on the Hill are 99 percent pure idiots and have no sense—or, if they do, they don't want to display it—of what it's like to try to get something done. And the questions they asked!

They asked, "What does Westfields cost?" Well, what do you want to include? Do you want the land in or out? Do you want operations in or out? Do you want security in or

¹⁶ On 8 August 1994, Senators Dennis DeConcini, John Warner, Howard Metzenbaum, and Bob Kerry of the Senate Select Committee on Intelligence (SSCI) held a press conference to announce the declassification of the NRO headquarters construction project. Although the fact of the NRO's existence had been declassified in September 1992, the Westfields construction project remained secret until President Bill Clinton's decision—at the urging of these senators—to declassify it in August of 1994.

out? Do you want, for example, the garages in or out? They said, “How much of this stuff is custom designed?” Nothing—it was all standard, commercial practices.

So, we took DeConcini and Warner out to the site on a little tour. And they were just lovey-dovey. When we were done, we were walking out of the compound, the senators with their arms around us, saying, “Oh, this is a wonderful place, a wonderful place!”¹⁷ Then that night they go on TV and say, “The criminals attacked us! They’ve lied, they’ve cheated, they’ve robbed us for millions and billions of dollars!” Boggles the mind—absolutely boggles the mind.

So then, for the next two years, doing work was nothing. We answered Dianne Feinstein¹⁸ for eight months—we must have handled a thousand questions. And we got sued by the lawyer for Hyman for racketeering, mail fraud, interstate commerce law violations because we ordered concrete from New York and moved it here—that’s interstate commerce violation—and banking fraud because Rockwell paid them electronically.¹⁹

We got dragged into court in Alabama, where Hyman’s lawyer walks into the courtroom, swaggering like Zorro, and looks at us and says, “Hmm, why didn’t you bring Janet Reno with you? She would have helped you a lot better than this lawyer you brought from the Justice Department.”²⁰ And he says to the judge, “Hi Alice, how was the picnic yesterday?” I thought, “Oh sh**”, we’re in deep trouble here!” It was just a pure two years of hell; it would just not go away.

How did we get work done? You just do what you’ve got to do—there’s no other way around it. But again, the answer is a little bit simpler than that because I was blessed by having good people. Vern and Graeme did the work, and Mary and Susan and I dealt with the Feinsteins and the folks like the local guy who commented in the newspaper—when the story came out that it was the NRO, not Rockwell—that, “Well, I wonder what they were smoking out there, because if they think they’re getting their tax money back, they’re nuts!”²¹ Over the course of time, we turned that guy around, and he became a big supporter. He wasn’t in the limelight like the DeConcinis and Feinsteins were. We couldn’t help those people, but the local guy will be a good neighbor. We were helping

17 The Congressional Record for legislative day Thursday, 11 August 1994, records Senator DeConcini’s recollection of this tour of the Westfields site: “When we finally got out there to review this facility, they did answer our questions. But they knew we were on to something and they started to be defensive.” (140 Cong Rec S 11393, p. 42).

18 Elected in 1992 as U.S. Senator from California, Dianne Feinstein served on several Senate committees, including Rules, Judiciary, and Appropriations, as well as the Intelligence Committee.

19 In the spring of 1995 the George Hyman Construction Company, represented by Alabama attorney E. Mabry Rogers, filed suit against the NRO, the CIA, the Department of Defense, the Air Force, Rockwell International Corp., and Collins International Service Co. (CISCO).

20 Mr. Marsh refers to Zorro, the fictional swordsman of story, film, and television, who dressed flamboyantly in black mask and cloak. Janet Reno was the U.S. Attorney General in 1995, serving in that post from 1993 until 2001.

21 In an article entitled “U.S. Seeks Refund of Taxes Paid on Secret Spy Facility,” published 10 December 1994 in *The Washington Post*, Fairfax County Supervisor Michael R. Frey was quoted in response to the suggestion that the federal government might try to recoup all of the tax money the NRO had paid through Rockwell. “Someone is smoking something if they think that will happen,” Frey said. “They [the NRO] are the ones who came up with this crazy scheme.”

him when we did Cub Run and the trash pickup [Adopt-a-Highway].²² All those guys in the Senate could do was get on TV and make idiots of themselves and us in the process.

Responding to Congressional Investigation

One of the bad raps that this project got when it came out and we had the hearings was: “Oh my God, we [Congress] didn’t know anything!” That’s just not correct. They had more than a handful of information to know what we were doing. What they didn’t have was the details of the financing of the project because the NRO ate it out of their own pocket. We never asked for money.

There was a line in the NRO budget called Mission Support, and our budget was part of that. Now, Mission Support did not get broken down in any further detail, but there were probably 18 things going on in the Mission Support line. In the CBJB²³ it was described what we were doing—the temporary and interim buildings and Westfields—and that we were going to move on this schedule. But they never had any details. It was just everything rolled up. That was the agreed-to level of budget line, and it was just not true all the things we got accused of.

The day after the Senate, the HPSCI said, “We don’t know what they’re talking about. We knew everything.” The Congressman from Washington State was a supporter of not only the NRO but all the DoD, and the chairman of the HPSCI called me down there and said, “Pretty simple, I like this type of people. Don’t B.S. me, tell me the truth.”²⁴ And it was very simple; and he stood up and said, “We knew everything we needed to know.”

Certain things just get your goat, like he just mentioned the interest of these bank accounts we had. We could have put that money in a non-interest bearing account, but how would that benefit the government if we took their money and put it in the bank? Shouldn’t we earn some interest? Did we not give the Congress a letter telling them we were going to do that? Yes. Did they make a big stink about it? “Oh! What are you guys doing, taking that money?”

It was all B.S. Just like with the Hyman guy who, when it came out that it was not Rockwell but the NRO, one or two days later filed that prelude thing followed by the lawsuit. Yet, the newspaper account was all about his filings, but ignoring his schedule slips and his actions like pouring the elevator shafts so full of concrete that you couldn’t get the elevator car in it. And then Graeme’s saying, “Duh! You’ve got to chip it out at your expense, not ours!”

22 Mr. Marsh refers here to the community services program he organized at the NRO and that continues today in 2015. This program consists of projects that benefit the Westfields and local Fairfax County area for which NRO employees volunteer their time and effort, including: Cub Run Elementary School, Adopt a Highway, and the Northern Virginia Training Center.

23 Congressional Budget Justification Book.

24 Mr. Marsh refers to Representative Norman Dicks from Washington State, who sat on the House intelligence committee, and, in fact, was reported to suspect a “personal vendetta” on the part of Senator DeConcini against DCI James Woolsey. (See, for example, “CIA’s Woolsey Locked in Battle with DeConcini” in *The Washington Times*, 23 August 1994.) The chairman of the House Permanent Select Committee on Intelligence (HPSCI) was Rep. Dan Glickman from Kansas.

Extracting Lessons from the Westfields Collocation Project: Achieving Efficiency and Savings

If I go back to the comparison of the A, B, and C days to now, one of the giant strengths of the old A, B, and C structure and mindset was that program managers were king. The philosophy and strategy of the NRO was to pick a guy or girl, give them the authority, give them money, give them the power to go do the program, and then you pretty much leave them alone. You bring them in on some frequency, give a status report; and you tell them, “Come see me when you’re getting in deep doo-doo and you need help.”

Valuing the Decisions of Program Managers

Program managers at the first order would not be second-guessed. We were not constrained. We were allowed to make decisions as decisions were needed. And I was treated with that same respect on this whole collocation project—not only by Aldridge but by Faga, the DNRO right after Aldridge; by Jeff Harris, who replaced Faga; and by Keith Hall, who replaced Harris.

Choosing the Best Buy: Source Selection and Quality Consideration

In hiring contracting companies we had source selection boards and source selection inquiry, like the organization we’ve got here now, because it was typical for competitions that we do, whether the NRO was buying a satellite or a piece of ground. It was natural for me to think of Westfields as nothing but another program element.

And one of the credits I want to give all the government people who worked on this project—and the contractors, at least from CISCO—is that they treated it like their own money. People might not believe that, in terms of government and contractors, but we saw it as our money; therefore, we were kind of cheap. When we looked for things, we looked for how can we do it at the lowest price for the best quality.

One of the toughest things to get a handle on was requirements. So, rather than ask a user what his requirements were, to a large extent we said, “These are your requirements.” And most of them got pushed through: we’re going to have this much space as a function of what your grade is, or we’re going to have this quality of furniture, etc.

A desk here, for example, is one that we bought in 1982 maybe—it’s a 13- or 14-year-old desk. We could go into Tower 3 and see the stuff—if any of it is left—that we bought through the prisons. When we were at temporary facility the prisons made furniture for us, and the point is that this desk cost a little bit more than a prison desk—but this one is still here and the prison desk isn’t.

So quality costs, but quality lasts. That’s one of the things the NRO gets beat up about. Look around. Some things here, like the desk, may appear to be pretty posh. But this will be here 25 years. The other thing is that if we had stuck with GSA [General Services

Administration], we would have replaced things like the desk three times during the life span of what this furniture is.

Making it Simple and Respecting Individual Roles

I think a lot of people try to make things more complicated than they need to be. In my approach, it has always been to keep things simple, straight, unambiguous. My version of the relationship between Graeme Calow and me, for example, was very simple: I was the “what” guy and he was the “how” guy. I really knew that Graeme knew more than I did; there’s no question about that, in the “how” part. But I knew what I wanted, and my job was to play what I want, and his job was to say how to get it done. I think that made it all very clear and simple.

Looking Back

I have only a couple of regrets about Westfields. I didn’t get Tower 5. That would have been cool, and it looks like the NRO could have used it. And I probably didn’t make the Comm Center big enough, even as big as it is.

Is there anything I would have done differently on the Westfields building project? No, nothing—except make it bigger.

I can still remember Jimmie Hill talking about no matter how big you make it, you’re 30 percent short the day you move in. And we tried to make the Westfields building big enough so that would not happen. But, we were short when we moved in, we’re short now, and there’s always this churning.

So if there was one thing that I would have done—if I’d had enough guts—it would have been to make it bigger than we did make it. And we made it pretty daggone big to start with!

But there were lots more important things than the building and the overall structure. Westfields is just a bunch of bricks and mortar and metal and roads. It was part of a bigger vision—a restructured NRO—that would put us in a better position to be where we are today: the eyes and ears of the nation.



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