

**MARYLAND HEALTH AND HIGHER EDUCATIONAL FACILITIES
AUTHORITY**

A public meeting of the Maryland Health and Higher Educational Facilities Authority was convened at 10:00 a.m., Tuesday, February 5, 2019 on the 26th floor of the World Trade Center, 401 East Pratt Street, Baltimore, Maryland, with Mr. Arnold Williams, Chairman, presiding.

Present: Arnold Williams, Chairman
Catherine Ashley-Cotleur, Member
James P. Daly, Jr., Member
Richard Lerner, Member
Frederick W. Meier, Jr., Member
Bonnie Phipps, Member
W. Daniel White, Member
Bernadette Benik, Chief Deputy Treasurer, Designee
of Treasurer

Annette Anselmi, Executive Director
John Bennett, Chief Financial Officer
Elizabeth A. McKennon, Bond Counsel
William Taylor IV, Bond Counsel
David W. Gregory, Bond Counsel
Errol Brick, Financial Advisor

Absent: Sheila Riggs, Vice Chairman
Nancy K. Kopp, Ex-officio

Special Guests: See attached

APPROVAL OF MINUTES

The minutes of the December 4, 2018 regular meeting of the Authority were approved.

ROLAND PARK PLACE

Mr. White disclosed the fact that he is a former Executive Vice President, Assistant Secretary and Assistant Treasurer and former member of the Board of Directors of The Whiting-Turner Contracting Company, which is the construction manager for all or a portion of the project to be financed with proceeds of the proposed revenue bond issue on behalf of Roland Park Place. Mr. White abstained from all deliberation and action with respect to Roland Park Place.

Ms. Anselmi asked the Authority to consider an application from Roland Park Place, Inc. to finance Phase 2 of its two-phased repositioning strategy. Phase 2 consists of the construction of a new 8-story building and may also include certain renovations to the campus and existing facilities.

Ms. Terry Snyder, President of Roland Park Place, Inc., provided an overview of the services provided by Roland Park Place and discussed highlights of the proposed "Phase 2" project.

Mr. Keith Spillane, Vice President of Finance of Roland Park Place Inc., provided details of the proposed project. He advised that Roland Park Place is currently contemplating both commercial and investment bank proposals.

Following discussion, the Authority, on motion by Ms. Benik, seconded by Ms. Phipps, adopted the following resolution (Affirmative – Williams, Daly, Lerner, Meier, Phipps, and Benik; Negative – none; Abstain – White):

RESOLUTION RECITALS

Maryland Health and Higher Educational Facilities Authority (the "Authority") has received a request from Roland Park Place, Inc. (the "Institution") for the issuance of revenue bonds by the Authority to finance the construction of a new 8-story building and renovations to the campus and existing facilities (collectively, the "Project").

The Authority has duly considered such application.

NOW, THEREFORE, BE IT RESOLVED, THAT the Authority hereby accepts such application and authorizes any Member and the Executive Director of the Authority to execute the form of acceptance of such application in order to evidence such acceptance, such acceptance being subject to the following:

- (1) the fulfillment of all requirements of the Authority with respect to the quality of obligations which the Authority will issue; and
- (2) the Authority's acceptance of such application shall not be deemed to constitute in any way a determination by the Authority that the Project or the financing and refinancing is feasible or will in fact be consummated and although the Authority will keep the Institution advised from time to time of the Authority's opinion in regard to the possibility of a successful financing and refinancing of the Project by the Authority, the Authority does not guarantee such successful financing and refinancing or in any way represent that funds for such financing and refinancing are or will become available.

STONE RIDGE SCHOOL

Ms. Anselmi asked the Authority to consider an application from Stone Ridge Country Day School of the Sacred Heart to refund the Authority's Revenue Bonds, Stone Ridge School Issue, Series 2005 and finance a new project. The project comprises the design, development, construction and equipping of a 54,000 square foot Student Life Center and other landscape, infrastructure and capital improvements.

Mr. Eric Osberg, Director of Finance and Operations of Stone Ridge School, provided an overview of the school's demographics, location and mission. Then Mr. Osberg provided details of the proposed project and the status of arranging bank financing.

Following discussion, the Authority, on motion by Ms. Benik, seconded by Mr. White, adopted the following resolution (Affirmative – Williams, Daly, Lerner, Meier, Phipps, White and Benik; Negative – none; Abstain – none):

RESOLUTION RECITALS

Maryland Health and Higher Educational Facilities Authority (the "Authority") has received a request from Stone Ridge Country Day School of the Sacred Heart (the "Institution") for the issuance of revenue bonds by the Authority to refund the Authority's Revenue Bonds, Stone Ridge School Issue, Series 2005 (the "2005 Bonds") and finance a new project which comprises the design, development, construction and equipping of a 54,000 square foot Student Life Center and other landscape, infrastructure and capital improvements (collectively, the "Project"); and

The Authority has duly considered such application;

NOW, THEREFORE, BE IT RESOLVED, THAT the Authority hereby accepts such application and authorizes any Member and the Executive Director of the Authority to execute the form of acceptance of such application in order to evidence such acceptance, such acceptance being subject to the following:

- (1) the fulfillment of all requirements of the Authority with respect to the quality of obligations which the Authority will issue; and
- (2) the Authority's acceptance of such application shall not be deemed to constitute in any way a determination by the Authority that the Project or the financing and refinancing of the Project or the refunding of the 2005 Bonds is feasible or will in fact be consummated and although the Authority will keep the Institution advised from time to time of the Authority's opinion in regard to the possibility of a successful financing and refinancing of the Project and refunding of the 2005 Bonds by the Authority, the Authority does not guarantee such successful financing and refinancing or refunding or in any way represent that funds for such financing and refinancing or refunding are or will become available.

UNION HOSPITAL OF CECIL COUNTY – DECEMBER 31, 2018 PERFORMANCE UPDATE

Ms. Anselmi provided an update on the financial performance of Union Hospital of Cecil County for the period ended December 31, 2018 and noted ongoing monitoring procedures. The Members' review and support of the covenant waiver was also noted.

REPORT FROM AUDIT COMMITTEE REGARDING AUDITOR SELECTION

Mr. Meier provided details of the auditor selection and recommendation process and the primary factors supporting the Audit Committee's decision to remain with the incumbent, Cohn Reznick.

Following discussion, the Authority, on motion by Mr. Meier, seconded by Mr. Lerner, accepted the Committee's report.

REPORT FROM COMMITTEE ON COMMUNITY OUTREACH ACTIVITIES

Ms. Ashley-Cotleur provided an update on the Committee's recent site visits and ongoing plans for information gathering.

LEGISLATIVE MATTERS - 2019

Ms. Anselmi provided a summary of the legislative matters that have been filed. She stated that McKennon Shelton & Henn is monitoring legislation of interest to the Authority and reports to MHHEFA on a weekly basis.

FINANCIAL ADVISOR'S REPORT

Mr. Brick provided a report on: highlights of the current economy; current industry issues; and a market overview.

Mr. Evans provided a report on issues relating to the transition away from Libor. He discussed the relationship between SOFR and the current market for bonds in which the interest rate is based on SOFR.

EXECUTIVE DIRECTOR'S REPORT

Ms. Anselmi provided updates on amendments of direct placements with banks as a result of the reduction in the maximum federal corporate income tax rate and reissuances for tax purposes; status of MHHEFA website upgrade; status of the IT/Risk Assessment RFP; outreach activities; and matters relating to borrowers.

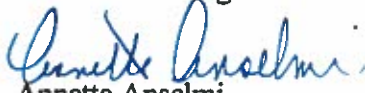
EXECUTIVE SESSION

Upon motion by Ms. Benik, seconded by Mr. Daly, the Authority voted unanimously to close the meeting pursuant to Section 3-305(b)(14) of the General Provisions Article of the Annotated Code of Maryland for the purpose of discussing personnel matters.

Subsequently, Mr. Williams resumed the public meeting of the Authority.

With no further business, on motion by Mr. Daly, seconded by Mr. White, the meeting was adjourned at approximately 12:15 p.m.

The next meeting of the Authority is scheduled for March 5, 2019.


Annette Anselmi
Executive Director

Approved:


Chairman

March 5, 2019

SPECIAL GUESTS

Roland Park Place

Terry Snyder, President

Keith Spillane, Vice President of Finance

Stone Ridge Country Day School of the Sacred Heart

Eric Osberg, Director of Finance and Operations

Wye River Group

Christopher Wienk, Senior Vice President

William H. Bass III, Vice President

PFM Financial Advisors

Alford Evans, Director