

## **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, October 1, 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  
Sheila K. Riggs, Vice Chairman  
James P. Daly, Jr., Member  
Frederick W. Meier, Jr., Member  
Bernadette Benik, Chief Deputy Treasurer, Designee  
of Treasurer

Bart Savidge, Executive Director  
Annette Anselmi, Director of Special Projects  
John Bennett, Chief Financial Officer  
Elizabeth A. McKennon, Bond Counsel  
David W. Gregory, Bond Counsel  
William Taylor IV, Bond Counsel  
Alford Evans, Financial Advisor

**Absent:** Catherine Ashley-Cotleur, Member  
Nancy K. Kopp, Ex-officio  
Richard Lerner, Member  
Bonnie Phipps, Member  
W. Daniel White, Member

**Special Guests:** See attached.

### **APPROVAL OF MINUTES**

The minutes of the September 10, 2019 regular meeting of the Authority were approved.

### **The SEED School of Maryland**

Mr. Kevin Ridgely, Managing Director and Chief Financial Officer of the SEED School of Maryland, reviewed the School's history, mission and services and also provided an update on the plan of finance.

Mr. Savidge asked the Members to consider a resolution authorizing the issuance from time to time of the Authority's revenue bonds in a principal amount not exceeding \$20,500,000 and delegating to any one Member of the Authority the power to approve the principal amount of

the bonds, the interest rate and other terms of the bonds and other matters in connection with the issuance, sale and delivery of such bonds.

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

**THE SEED SCHOOL OF MARYLAND  
BOND AUTHORIZING RESOLUTION**

A RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY BY MARYLAND HEALTH AND HIGHER EDUCATIONAL FACILITIES AUTHORITY (THE "AUTHORITY") OF ITS REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT (DETERMINED AS PROVIDED HEREIN) NOT EXCEEDING \$20,500,000 IN ORDER TO LEND THE PROCEEDS THEREOF TO THE SEED SCHOOL OF MARYLAND, INC. (THE "INSTITUTION") FOR THE PURPOSE OF REFUNDING A REVENUE BOND PREVIOUSLY ISSUED BY THE AUTHORITY ON BEHALF OF THE INSTITUTION AND FINANCING AND REFINANCING CERTAIN CAPITAL IMPROVEMENTS FOR THE INSTITUTION; AUTHORIZING ANY MEMBER OF THE AUTHORITY TO SPECIFY, PRESCRIBE, DETERMINE, PROVIDE FOR AND APPROVE CERTAIN MATTERS, DETAILS, FORMS, DOCUMENTS AND PROCEDURES PERTAINING TO THE AUTHORIZATION, SALE, ISSUANCE, DELIVERY AND PAYMENT OF AND FOR SUCH REVENUE BONDS; AND PROVIDING FOR AND DETERMINING VARIOUS MATTERS IN CONNECTION WITH THE FOREGOING.

**RECITALS**

At its meeting on July 9, 2019, Maryland Health and Higher Educational Facilities Authority (the "Authority") accepted an application from The SEED School of Maryland, Inc., a nonprofit corporation formed under the laws of the State of Maryland (the "Institution"), for the financing and refinancing by the Authority of the cost of a project (the "Project") pursuant to the Maryland Health and Higher Educational Facilities Authority Act, Sections 10-301 through 10-356, inclusive, of the Economic Development Article of the Annotated Code of Maryland (the "Act").

The Project consists of (a) the facilities financed with proceeds of the Authority's Revenue Bond, The SEED School of Maryland Issue (2010) and (b) other renovations and improvements to existing facilities of the Institution.

NOW, THEREFORE, BE IT RESOLVED BY MARYLAND HEALTH AND HIGHER EDUCATIONAL FACILITIES AUTHORITY THAT:

**SECTION 1.** The Authority is hereby authorized to issue, sell and deliver its revenue bonds (the "2019 Bonds") in an aggregate principal amount not to exceed \$20,500,000. The 2019 Bonds shall be issued and the proceeds thereof loaned to the Institution pursuant to a financing agreement (the "Financing Agreement") among the Authority, the Institution, Sandy Spring Bank (the "Purchaser") and a trustee, which shall contain such terms, provisions and conditions as shall be

approved by the Authorized Member (defined herein) for the public purpose of financing and refinancing the Project in order to enable the Institution to provide, and to finance and refinance at the least cost to the users thereof, the Project, for the benefit of the people of the State of Maryland, the increase of their commerce, welfare and prosperity and the improvement of their health and living conditions.

SECTION 2. As permitted by the Act, one or more series of the 2019 Bonds shall be sold at private (negotiated) sale to the Purchaser, at a price or prices at, above or below par and upon such terms as the Authorized Member deems to be in the best interest of the Authority.

SECTION 3. Any Member of the Authority (the "Authorized Member") is hereby authorized to specify, prescribe, determine, provide for or approve, all within the limitations of this resolution and the Act, all matters, details, forms, documents and procedures pertaining to the sale, security, issuance, delivery and payment of or for the 2019 Bonds, including (without limitation):

- (a) the principal amount of 2019 Bonds;
- (b) the purchase price to be paid to the Authority for the 2019 Bonds;
- (c) the rate or rates of interest payable on the 2019 Bonds, or the method of determining the same;
- (d) the date or dates of maturity of the 2019 Bonds, the payment provisions therefor, the optional and mandatory redemption provisions thereof, including (without limitation) the mandatory sinking fund installments (if any) for the 2019 Bonds, the designation or designations of the 2019 Bonds and the date of issuance thereof;
- (e) the form, tenor, terms and conditions of the 2019 Bonds, and provisions for the registration and transfer of the 2019 Bonds;
- (f) the form and contents of, and provisions for the execution and delivery of, such documents as the Authorized Member shall deem necessary or desirable to evidence, secure or effectuate the issuance, sale and delivery of the 2019 Bonds issued at any one time or from time to time, the loan of the proceeds of such 2019 Bonds to the Institution, and the financing and refinancing of the Project, including (without limitation) the Financing Agreement and any security agreements, letters of credit, bond insurance policies or other credit or liquidity facilities supporting the 2019 Bonds, financing agreements and other similar agreements;
- (g) provision for the administration of the 2019 Bonds, including (without limitation) the appointment of a trustee under the Financing Agreement and any remarketing agents, paying agents, registrars, escrow agents or other agents as the Authorized Member shall deem necessary or desirable to effectuate the transactions authorized hereby;

(h) the form and contents of, and provisions for the execution and delivery of, a contract or contracts for the purchase and sale of the 2019 Bonds;

(i) the creation of security for the 2019 Bonds, which may include (without limitation) provisions for securing any indebtedness or other obligations incurred in connection with the issuance of the 2019 Bonds, including (without limitation) any interest rate swap agreement, on parity with any outstanding revenue bonds previously issued by the Authority pursuant to any resolution or trust agreement executed and delivered by the Authority, the execution and delivery by an Authorized Member of any supplemental resolution or trust agreement providing therefor to constitute conclusive evidence of the determination by the Authority that all of the conditions to the issuance of parity debt under such resolution or trust agreement have been met to the satisfaction of the Authority; and

(j) such other matters in connection with the authorization, issuance, execution, sale, delivery and payment of the 2019 Bonds and the security for the 2019 Bonds and the consummation of the transactions contemplated by this resolution as may be deemed appropriate and approved by the Authorized Member, including (without limitation) the establishment of procedures for the execution, acknowledgment, sealing and delivery of such other and further agreements, documents and instruments as are or may be necessary or appropriate to consummate the transactions contemplated by this resolution in accordance with the Act and this resolution.

**SECTION 4.** The Authorized Member and the Executive Director of the Authority are hereby authorized from time to time after the issuance of the 2019 Bonds to take any action required or permitted to be taken by or on behalf of the Authority under the Act, the Financing Agreement or other document or instrument executed and delivered in connection therewith, including (without limitation) providing any consent, approval or direction required or permitted thereunder, entering into any amendment of or supplement to any of the foregoing and entering into any agreement providing for the replacement of, substitution for or addition of (as the case may be) any credit or liquidity facility, remarketing agent, trustee or other agent, subject to the requirements of the Act and any other agreement by which the Authority is bound.

**SECTION 5.** This resolution shall take effect immediately.

### **PATTERSON PARK PUBLIC CHARTER SCHOOL**

Ms. Jane Lindenfelser, Executive Director of the Patterson Park Public Charter School, reviewed the School's history, mission and services and also provided an update on the plan of finance.

Mr. Savidge asked the Members to consider a resolution authorizing the issuance from time to time of the Authority's revenue bonds in a principal amount not exceeding \$13,250,000 and delegating to any one Member of the Authority the power to approve the principal amount of

the bonds, the interest rate and other terms of the bonds and other matters in connection with the issuance, sale and delivery of such bonds.

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

**PATTERSON PARK PUBLIC CHARTER SCHOOL  
BOND AUTHORIZING RESOLUTION**

A RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY BY MARYLAND HEALTH AND HIGHER EDUCATIONAL FACILITIES AUTHORITY (THE "AUTHORITY") OF ITS REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT (DETERMINED AS PROVIDED HEREIN) NOT EXCEEDING \$13,250,000 IN ORDER TO LEND THE PROCEEDS THEREOF TO PATTERSON PARK PUBLIC CHARTER SCHOOL, INC. (THE "INSTITUTION"), FOR THE PURPOSE OF REFUNDING THE AUTHORITY'S REVENUE BONDS, PATTERSON PARK PUBLIC CHARTER SCHOOL ISSUE, SERIES 2010A (PREVIOUSLY ISSUED BY THE AUTHORITY ON BEHALF OF THE INSTITUTION); AUTHORIZING ANY MEMBER OF THE AUTHORITY TO SPECIFY, PRESCRIBE, DETERMINE, PROVIDE FOR AND APPROVE CERTAIN MATTERS, DETAILS, FORMS, DOCUMENTS AND PROCEDURES PERTAINING TO THE AUTHORIZATION, SALE, ISSUANCE, DELIVERY AND PAYMENT OF AND FOR SUCH REVENUE BONDS; AND PROVIDING FOR AND DETERMINING VARIOUS MATTERS IN CONNECTION WITH THE FOREGOING.

**RECITALS**

At its meeting on July 9, 2019, Maryland Health and Higher Educational Facilities Authority (the "Authority") accepted an application from Patterson Park Public Charter School, Inc., a nonprofit corporation formed under the laws of the State of Maryland (the "Institution"), for the refunding of all or a portion of the Authority's Revenue Bonds, Patterson Park Public Charter School Issue, Series 2010A (the "Refunded Bonds") pursuant to the Maryland Health and Higher Educational Facilities Authority Act, Sections 10-301 through 10-356, inclusive, of the Economic Development Article of the Annotated Code of Maryland (the "Act").

At the request of the Institution, the Authority has determined to issue its revenue bonds under the Act for the purpose of refunding the Refunded Bonds.

NOW, THEREFORE, BE IT RESOLVED BY MARYLAND HEALTH AND HIGHER EDUCATIONAL FACILITIES AUTHORITY THAT:

**SECTION 1.** The Authority is hereby authorized to issue, sell and deliver its revenue bonds (the "2019 Bonds") in an aggregate principal amount not to exceed \$13,250,000. The 2019 Bonds shall be issued and the proceeds thereof loaned to the Institution pursuant to a financing agreement (the "Financing Agreement") among the Authority, the Institution, BBVA Mortgage Corporation (the "Purchaser") and a trustee, which shall contain such terms, provisions and conditions as shall be approved by the Authorized Member (defined herein) for the public purpose of financing and

refinancing the facilities financed and refinanced with proceeds of the Refunded Bonds (the "Project") in order to enable the Institution to provide, and to finance and refinance at the least cost to the users thereof, the Project, for the benefit of the people of the State of Maryland, the increase of their commerce, welfare and prosperity and the improvement of their health and living conditions.

**SECTION 2.** As permitted by the Act, one or more series of the 2019 Bonds shall be sold at private (negotiated) sale to the Purchaser, at a price or prices at, above or below par and upon such terms as the Authorized Member deems to be in the best interest of the Authority.

**SECTION 3.** Any Member of the Authority (the "Authorized Member") is hereby authorized to specify, prescribe, determine, provide for or approve, all within the limitations of this resolution and the Act, all matters, details, forms, documents and procedures pertaining to the sale, security, issuance, delivery and payment of or for the 2019 Bonds, including (without limitation):

- (a) the principal amount of 2019 Bonds;
- (b) the purchase price to be paid to the Authority for the 2019 Bonds;
- (c) the rate or rates of interest payable on the 2019 Bonds, or the method of determining the same;
- (d) the date or dates of maturity of the 2019 Bonds, the payment provisions therefor, the optional and mandatory redemption provisions thereof, including (without limitation) the mandatory sinking fund installments (if any) for the 2019 Bonds, the designation or designations of the 2019 Bonds and the date of issuance thereof;
- (e) the form, tenor, terms and conditions of the 2019 Bonds, and provisions for the registration and transfer of the 2019 Bonds;
- (f) the form and contents of, and provisions for the execution and delivery of, such documents as the Authorized Member shall deem necessary or desirable to evidence, secure or effectuate the issuance, sale and delivery of the 2019 Bonds issued at any one time or from time to time, the loan of the proceeds of such 2019 Bonds to the Institution, and the financing and refinancing of the Project, including (without limitation) the Financing Agreement and any security agreements, letters of credit, bond insurance policies or other credit or liquidity facilities supporting the 2019 Bonds, financing agreements and other similar agreements;
- (g) provision for the administration of the 2019 Bonds, including (without limitation) the appointment of a trustee under the Financing Agreement and any remarketing agents, paying agents, registrars, escrow agents or other agents as the Authorized Member shall deem necessary or desirable to effectuate the transactions authorized hereby;

(h) the form and contents of, and provisions for the execution and delivery of, a contract or contracts for the purchase and sale of the 2019 Bonds;

(i) the creation of security for the 2019 Bonds, which may include (without limitation) provisions for securing any indebtedness or other obligations incurred in connection with the issuance of the 2019 Bonds, including (without limitation) any interest rate swap agreement, on parity with any outstanding revenue bonds previously issued by the Authority pursuant to any resolution or trust agreement executed and delivered by the Authority, the execution and delivery by an Authorized Member of any supplemental resolution or trust agreement providing therefor to constitute conclusive evidence of the determination by the Authority that all of the conditions to the issuance of parity debt under such resolution or trust agreement have been met to the satisfaction of the Authority; and

(j) such other matters in connection with the authorization, issuance, execution, sale, delivery and payment of the 2019 Bonds and the security for the 2019 Bonds and the consummation of the transactions contemplated by this resolution as may be deemed appropriate and approved by the Authorized Member, including (without limitation) the establishment of procedures for the execution, acknowledgment, sealing and delivery of such other and further agreements, documents and instruments as are or may be necessary or appropriate to consummate the transactions contemplated by this resolution in accordance with the Act and this resolution.

**SECTION 4.** The Authorized Member and the Executive Director of the Authority are hereby authorized from time to time after the issuance of the 2019 Bonds to take any action required or permitted to be taken by or on behalf of the Authority under the Act, the Financing Agreement or other document or instrument executed and delivered in connection therewith, including (without limitation) providing any consent, approval or direction required or permitted thereunder, entering into any amendment of or supplement to any of the foregoing and entering into any agreement providing for the replacement of, substitution for or addition of (as the case may be) any credit or liquidity facility, remarketing agent, trustee or other agent, subject to the requirements of the Act and any other agreement by which the Authority is bound.

**SECTION 5.** This resolution shall take effect immediately.

#### **LOYLA UNIVERSITY MARYLAND**

Mr. Savidge asked the Members to consider an application from Loyola University Maryland to refinance outstanding debt and finance additional capital expenditures. He stated that

Loyola University Maryland is exploring its options for a public issue or private direct placement of the bonds.

Mr. Randall D. Gentzler, Vice President and Treasurer of Loyola University Maryland, first reviewed the University's history, mission and services; then discussed the University's financial strengths and lastly presented an overview of the Project.

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

**RESOLUTION  
RECITALS**

Maryland Health and Higher Educational Facilities Authority (the "Authority") has received a request from Loyola University Maryland for the issuance of revenue bonds by the Authority to refund the Authority's Revenue Bonds, Loyola University Issue, Series 2012A and Loyola University Issue (2012B) and to finance renovations and infrastructure upgrades to an existing building (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 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.

**BISHOP MCNAMARA HIGH SCHOOL**



Mr. Savidge asked the Members to consider an application from Bishop McNamara High School to finance the costs associated with the construction of a new science and innovation center as well as transaction costs associated with the proposed financing.

Dr. Marco Clark, President and CEO of Bishop McNamara High School, reviewed the School's history, mission and services; described the Project; and reviewed the status of the development of the plan of finance.

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

**RESOLUTION  
RECITALS**

Maryland Health and Higher Educational Facilities Authority (the "Authority") has received a request from Bishop McNamara High School for the issuance of revenue bonds by the Authority to finance the costs associated with the construction of a new science and innovation center as well as transaction costs associated with the proposed financing (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 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.

## **ACCEPTANCE OF THE AUTHORITY'S FY 2019 ANNUAL REPORT**

Mr. Meier summarized the Audit Committee's report as presented at the Authority's September 10, 2019 meeting and requested the Authority's acceptance of the FY 2019 Annual Report.

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

## **UNION HOSPITAL OF CECIL COUNTY – AUGUST 31, 2019 PERFORMANCE UPDATE**

Mr. Savidge provided an update on the financial performance of Union Hospital of Cecil County for the period ended August 31, 2019 and the adopted FY 2020 Budget. The interim financial performance exceeded the FY 2020 budget and the Hospital's debt service coverage covenant requirement.

## **COMMUNITY OUTREACH UPDATE**

Ms. Anselmi provided an update on recent community outreach activities.

## **FINANCIAL ADVISOR'S REPORT**

Mr. Evans provided reports on: Markets and Economy and Interest Rates.

## **EXECUTIVE DIRECTOR'S REPORT**

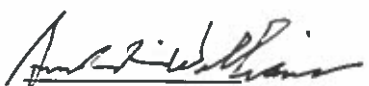
Mr. Savidge provided updates on transactions in process/closed; amendments of bank direct placements; reissuances for tax purposes; operations; and outreach activities.

With no further business, on motion by Ms. Riggs, seconded by Mr. Daly, the meeting was adjourned at approximately 11:10 a.m. (Affirmative – Williams, Riggs, Daly, Meier, and Benik; Negative – none; Abstain – none).

The next meeting of the Authority is scheduled for December 3, 2019.

  
Barlow T. Savidge  
Executive Director

Approved:

  
Arnold Williams  
Chairman

December 3, 2019

**October 1, 2019 Authority Meeting- Guests**

**Seed School**

Tiffany Evans -Co Head of School  
Kevin Ridgely, Managing Director/CFO

**Patterson Park Charter School**

Jane Lindenfesler, Executive Director  
Deborah Mattera, Business Manager

**Loyola University Maryland**

Randall Gentzler, Vice President for Finance/Admin, Treasurer

**Bishop McNamara High School**

Dr. Marco J. Clark, President/CEO  
Kathy Domino, CFO

**Wye River Capital, Inc.**

Christopher Wienk, Principal  
Robert Ryan, Associate

**McGuire Woods**

Alan T. Sun, Esquire