

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, March 1, 2022, with Mr. Arnold Williams, Chairman, presiding. The meeting was conducted remotely via an open conference and video line available to the public.

Present: Arnold Williams, Chairman
Reco Collins, Member
Frederick W. Meier, Jr., Member
Marnie Johns Perkins, Member
Bonnie Phipps, Member
W. Daniel White, Member
Jonathan Martin, Chief Deputy Treasurer, Designee of Treasurer
Bart Savidge, Executive Director
Lynn Gorman-Lepson, Chief Financial Officer
David W. Gregory, Bond Counsel
William Taylor IV, Bond Counsel
Errol Brick, Financial Advisor
Alford Evans, Financial Advisor

Absent: Sheila K. Riggs, Vice Chairman
John Phelps, Member

Special Guests: See attached.

Mr. Williams convened the meeting. Mr. Savidge announced the names of the Members, staff, counsel, and advisors in attendance.

APPROVAL OF MINUTES

The minutes of the January 11, 2022 regular meeting of the Authority were unanimously approved.

LIFEBRIDGE INVESTMENTS, INC.

Mr. Arnold Williams disclosed the fact that he was a former board member of MNR Industries, LLC, which owns urgent care centers operating under the names "ExpressCare" and "Children's Urgent Care" and abstained from all deliberations and action regarding the proposed LifeBridge transaction.

Mr. Steve Witman, Vice President, Business Development and Cost Containment, provided an overview of the project. He stated that LifeBridge Investments, Inc., a subsidiary of LifeBridge Health, Inc., is financing the purchase of the remaining 60% ownership interest in MNR Industries, LLC, which owns and operates 27 urgent care centers operating under the names "ExpressCare" and "Children's Urgent Care". The transaction will be a taxable, bank direct placement with Bank of America at a fixed rate of 3.336%.

Mr. David Krajewski, Executive Vice President and CFO, provided a brief history of ExpressCare and the operations of LifeBridge Health. LifeBridge Investments has owned a portion of ExpressCare for over 10 years. These urgent care centers have been an important part of LifeBridge's population health strategy to help reduce unnecessary emergency room visits and provide convenient primary care.

Mr. Krajewski stated that LifeBridge is currently rated "A+" and "A1" with a stable outlook by S&P and Moody's, respectively. Despite the staffing crisis and shortage of nurses in the healthcare industry, LifeBridge has been able to maintain a strong operating margin and days cash on hand. LifeBridge has developed incentives to attract staff, including an increase in minimum wage and the hourly rate for nurses.

A question was raised regarding the demographics for recruiting nurses. Mr. Krajewski responded that LifeBridge is utilizing traveling nurses as well as recruiting from areas such as the Philippines.

Mr. Savidge asked the Members to consider an application for approximately \$75,000,000 and a resolution authorizing the issuance from time to time of the Authority's revenue bonds in a principal amount not exceeding \$75,000,000 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. White, adopted the following resolution (Affirmative – Collins, Meier, Perkins, Phipps, Martin and White; Negative – none; Abstain – Williams):

**LIFEBRIDGE INVESTMENTS, INC.
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 \$75,000,000 IN ORDER TO LEND THE PROCEEDS THEREOF TO LIFEBRIDGE INVESTMENTS INC. (THE "INSTITUTION"), FOR THE PURPOSE OF FINANCING AND REFINANCING CERTAIN CAPITAL PROJECTS 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

The Authority has accepted an application from LifeBridge Health, Inc. ("LBH"), on behalf of LifeBridge Investments, Inc. (the "Institution"), a corporation formed under the laws of the State of Maryland (the "State"), for the financing and refinancing by the Authority of a portion 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, as amended (the "Act").

The Project includes the health care facilities that were acquired by the Institution through its acquisition of all the membership interest in MNR Industries, LLC, a Delaware limited liability company ("MNR") which owns and operates, directly or through its subsidiaries, urgent care centers operating under the names "ExpressCare" and "Children's Urgent Care" throughout the State of Maryland.

The Institution is the sole owner of MNR and the Institution is a wholly-owned subsidiary and an affiliate of LBH. LBH is the sole member of Sinai Hospital of Baltimore Inc., Northwest Hospital Center, Inc., Carroll Hospital Center, Inc. and Levindale Hebrew Geriatric Center and Hospital, Inc. (collectively, the "Hospitals"). By virtue of it being an affiliate of LBH and the Hospitals, the Institution is a "health care institution" within the meaning of the Act. At the request of LBH, on behalf of the Institution, the Authority has determined to authorize the issuance of revenue bonds under the Act for the purpose of financing and refinancing the Project.

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 "2022 Bonds") in an aggregate principal amount not to exceed \$75,000,000. The 2022 Bonds shall be issued pursuant to an Indenture of Trust (the "Indenture") by and between the Authority and The Bank of New York Mellon, as trustee, which Indenture contains such terms, provisions and conditions as shall be approved by the Authorized Member (hereinafter defined). The 2022 Bonds may be issued in one or more series. In determining the principal amount of 2022 Bonds issued pursuant to this resolution, each 2022 Bond issued at a discount from the stated amount thereof due at maturity shall be deemed to be issued in a principal amount equal to the gross proceeds realized from the sale of such 2022 Bond. Accordingly, it is expressly contemplated that the face amount of the 2022 Bonds may exceed the maximum aggregate principal amount of 2022 Bonds authorized hereby.

The proceeds of the 2022 Bonds shall be loaned to the Institution pursuant to a Loan Agreement by and between the Authority and the Institution, for the public purposes 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, the increase of their commerce, welfare and prosperity and the improvement of their health and living conditions. The Institution is affiliated with the Hospitals and, as such, is a "health care institution" under the Act and the financing and refinancing of the Project for the Institution will serve the public purposes of the Institution and the Hospitals.

SECTION 2. As permitted by the Act, one or more series of the 2022 Bonds shall be sold in a private (negotiated) sale to Bank of America, N.A. or one of its affiliates (the “Purchaser”), at 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 2022 Bonds, including (without limitation):

(a) the principal amount of 2022 Bonds issued at any one time or from time to time;

(b) the purchase price or prices to be paid to the Authority for the 2022 Bonds issued at any one time or from time to time;

(c) the rate or rates of interest payable on the 2022 Bonds, or the method of determining the same;

(d) the date or dates of maturity of the 2022 Bonds issued at any one time or from time to time, the payment provisions therefor, the optional and mandatory redemption provisions thereof, including (without limitation) the mandatory sinking fund installments (if any) for such 2022 Bonds, the designation or designations of the 2022 Bonds and the date of issuance thereof;

(e) the form, tenor, terms and conditions of the 2022 Bonds, and provisions for the registration and transfer of the 2022 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 2022 Bonds issued at any one time or from time to time, the loan of the proceeds of such 2022 Bonds to the Institution, and the financing and refinancing of the Project, including (without limitation) the Indenture, the Loan Agreement, any guaranty agreements or any escrow agreements, security agreements, remarketing agreements, letters of credit, bond insurance policies or other credit or liquidity facilities supporting the 2022 Bonds, loan agreements, security agreements, deeds of trust, assignments of leases and rents, indemnification agreements, financing agreements and other similar agreements;

(g) provision for the administration of the 2022 Bonds, including (without limitation) the appointment of a trustee under the Indenture 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 2022 Bonds;

(i) the creation of security for the 2022 Bonds, which may include (without limitation) provisions for securing the 2022 Bonds or any indebtedness or other obligations incurred in connection with the issuance of the 2022 Bonds, including (without limitation) any interest rate swap agreement, on parity with 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 2022 Bonds and the security for the 2022 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 2022 Bonds to take any action required or permitted to be taken by or on behalf of the Authority under the Act, the Indenture, the Loan Agreement, any guaranty agreement or any 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.

LIFEBRIDGE HEALTH, INC.

Mr. Arnold Williams disclosed the fact that he was a former board member of MNR Industries, LLC, which owns urgent care centers operating under the names “ExpressCare” and “Children’s Urgent Care” and abstained from all deliberations and action regarding the proposed LifeBridge transaction.

Mr. Steve Witman, Vice President, Business Development and Cost Containment, provided an overview of the transaction. He stated that in March 2020, a taxable note was issued to BB&T Community Holdings Co. to advance refund the callable portion of the Authority's Revenue Bonds, Series 2012A. This transaction was structured as a taxable note/tax-exempt bond ("Cinderella Structure") to lock in the refunding debt service savings. This current transaction will refund the taxable note, on or after July 1, 2022, with a tax-exempt bond with a fixed rate of 1.83%. Mr. Witman advised that this transaction will generate \$6.4 million of net present value savings and \$521,000 of annual savings for LifeBridge.

Mr. Savidge provided the Members with a brief background on "Cinderella" bond transactions. He stated that since tax-exempt advance refundings are currently not permitted, this "Cinderella Structure" allows borrowers to lock in interest rate savings and advance refund bonds and then, after the call date of these bonds, convert this debt to tax-exempt. This has proven to be very beneficial for borrowers.

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 \$49,000,000 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 Ms. Phipps, adopted the following resolution (Affirmative – Collins, Meier, Perkins, Phipps, Martin and White; Negative – none; Abstain – Williams):

**LIFEBRIDGE HEALTH, INC.
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 \$49,000,000 IN ORDER TO LEND THE PROCEEDS THEREOF TO ONE OR MORE OF LIFEBRIDGE HEALTH, INC. (THE "INSTITUTION") AND AFFILIATES FOR THE PURPOSE OF FINANCING AND REFINANCING CERTAIN CAPITAL PROJECTS 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

The Authority has accepted an application from the LifeBridge Health, Inc. (the "Institution"), a nonprofit corporation formed under the laws of the State of Maryland (the "State"), as the "Obligated Group Representative" on behalf of itself and Sinai Hospital of

Baltimore Inc., Northwest Hospital Center, Inc., Levindale Hebrew Geriatric Center and Hospital, Inc., the Baltimore Jewish Health Foundation, Inc., Children's Hospital at Sinai Foundation, Inc., Carroll County Health Services Corporation, Carroll Hospice, Inc., Carroll County Med-Services, Inc. (together, the "Obligated Group Members"), 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, as amended (the "Act").

The Project consists of the facilities financed and refinanced with the proceeds of the Authority's Revenue Bonds, Carroll Hospital Issue, Series 2012A (the 2012 Bonds"), which 2012 Bonds were refunded by a taxable note issued by the Obligated Group Members in favor of BB&T Community Holdings Co. (the "Taxable Note"). At the request of the Institution, the Authority has determined to authorize the issuance of revenue bonds under the Act for the purpose of refunding the Taxable Note.

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 "2022 Bonds") in an aggregate principal amount not to exceed \$49,000,000. The 2022 Bonds shall be issued and the proceeds thereof loaned to the Institution and the Obligated Group Members pursuant to a certain financing agreement (the "Financing Agreement") among the Authority, the Obligated Group Members, the Purchaser and the trustee thereunder, which Financing Agreement contains terms, provisions and conditions that are hereby approved and ratified by the Authorized Member (defined herein) for the public purpose financing and refinancing the facilities financed and refinanced with proceeds of the Taxable Note (the "Project") in order to enable the Institution and the Obligated Group Members 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, the increase of their commerce, welfare and prosperity and the improvement of their health and living conditions. It is hereby found and determined that the refunding of the Taxable Note for the Institution serves the public purposes of the Institution.

SECTION 2. As permitted by the Act, one or more series of the 2022 Bonds shall be sold at private (negotiated) sale to BB&T Community Holdings Co. (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 2022 Bonds, including (without limitation):

- (a) the principal amount of 2022 Bonds issued at any one time or from time to time;
- (b) the purchase price or prices to be paid to the Authority for 2022 Bonds issued at any one time or from time to time;

(c) the rate or rates of interest payable on the 2022 Bonds, or the method of determining the same;

(d) with respect to 2022 Bonds issued at any one time or from time to time that are offered to the public at a premium or discount from their stated principal amount due at maturity, the price or prices at which such 2022 Bonds are offered initially to the public;

(e) the date or dates of maturity of the 2022 Bonds issued at any one time or from time to time, the payment provisions therefor, the optional and mandatory redemption provisions thereof, including (without limitation) the mandatory sinking fund installments (if any) for such 2022 Bonds, the designation or designations of the 2022 Bonds and the date of issuance thereof;

(f) the form, tenor, terms and conditions of the 2022 Bonds, and provisions for the registration and transfer of the 2022 Bonds;

(g) 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 2022 Bonds issued at any one time or from time to time, the loan of the proceeds of such 2022 Bonds issued at any one time or from time to time, the loan of proceeds of such Series 2022 Bonds to the Obligated Group Members, and the financing refinancing of the Project, including (without limitation) the Resolution, the Loan Agreement, and any security agreements, letters of credit, bond insurance policies or other credit or liquidity facilities supporting the 2022 Bonds, financing agreements and other similar agreements;

(h) provision for the administration of the 2022 Bonds, including (without limitation) the appointment of a trustee under the Resolution 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;

(i) the preparation and distribution, in conjunction with representatives of the Institution, the Obligated Group Members and the Underwriters, of a preliminary official statement and a final official statement in connection with the sale of the 2022 Bonds;

(j) the purchasers of 2022 Bonds issued at any one time or from time to time and } the form and contents of, and provisions for the execution and delivery of, a contract or contracts for the purchase and sale of the 2022 Bonds;

(k) the creation of security for the 2022 Bonds, which may include (without limitation) provisions for securing the 2022 Bonds or any indebtedness or other obligations incurred in connection with the issuance of the 2022 Bonds, including (without limitation) any interest rate swap agreement, on parity with

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

(1) such other matters in connection with the authorization, issuance, execution, sale, delivery and payment of the 2022 Bonds and the security for the 2022 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 2022 Bonds to take any action required or permitted to be taken by or on behalf of the Authority under the Act, the Resolution, the Loan 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.

LANDON SCHOOL

Mr. James Neill, Head of School, provided a brief background of the School and overview of the project. The Landon School was founded in 1929 and is a private, college preparatory school for boys in grades 3-12. The School is located in Bethesda and its staff of 180 serves a diverse population of 695 students. The mission of the School revolves around ethical, intellectual and personal development of its students while providing a challenging academic environment.

Mr. Neil reported that this transaction will refund the Authority's Series 2011 Bonds and fund several capital projects including the construction of a new upper school, renovations/additions to existing facilities and infrastructure improvements. The goal of this project is to improve and expand the facilities for the students and staff. The School has a \$30 million capital campaign that will also be used to help fund this project. To date, \$22 million has been raised and the School is expected to exceed its goal of \$30 million.

Mr. Christopher Harper, CFO, provided an overview of the plan of finance. Mr. Harper reported that after an extensive RFP process, the School has selected Sandy Spring Bank for its bank direct placement. Mr. Harper stated that Sandy Spring was able to provide attractive financing at a low rate. The plan of finance includes a Series 2022A, tax-exempt, fixed rate, bank direct placement and a Series 2022B, tax-exempt, temporary/bridge fixed rate, bank direct placement. The Series 2022A and 2022B bonds will both be structured as draw-down bonds.

Mr. Savidge asked the Members to consider an application for approximately \$70,000,000 and a resolution authorizing the issuance from time to time of the Authority's revenue bonds in a principal amount not exceeding \$70,000,000 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 Ms. Phipps, seconded by Mr. Collins, adopted the following resolution (Affirmative – Williams, Collins, Meier, Perkins, Phipps, and White; Negative – none; Abstain – none):

LANDON 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 \$70,000,000 IN ORDER TO LEND THE PROCEEDS THEREOF TO LANDON SCHOOL CORPORATION (THE "INSTITUTION") FOR THE PURPOSE OF FINANCING AND REFINANCING CERTAIN CAPITAL PROJECTS OF THE INSTITUTION AND REFUNDING A REVENUE BOND PREVIOUSLY ISSUED BY THE AUTHORITY ON BEHALF OF THE INSTITUTION, THE PROCEEDS OF WHICH FINANCED AND REFINANCED CAPITAL PROJECTS 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 BOND; AND PROVIDING FOR AND DETERMINING VARIOUS MATTERS IN CONNECTION WITH THE FOREGOING.

RECITALS

Maryland Health and Higher Educational Facilities Authority (the "Authority") has received an application from Landon School Corporation, a nonprofit corporation formed under the laws of the State of Maryland (the "Institution"), for the (a) refunding of the Authority's Revenue Bonds, Landon School Issue (2011) (the "Refunded Bonds") and (b) financing and refinancing of the costs of: (i) the construction and equipping of an approximately 41,338 square foot, two-story Upper School building, and an approximately 9,619 square foot three-story addition to the new Middle School Building, (ii) the renovation and equipping of the Institution's existing Upper School and Middle School buildings to serve as the new Middle School and Lower

School buildings, respectively, (iii) the renovation and re-purposing of the existing Lower School building for art and studio space, offices and other flexible space, (iv) the construction of campus-wide infrastructure upgrades, including (without limitation) safety and security enhancements and the relocation of campus roads and related construction to facilitate the construction of the new Upper School and (v) the construction, renovation and equipping of scheduled and deferred capital improvements to existing facilities of the Institution (collectively, the "2022 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").

At the request of the Institution, the Authority has determined to authorize the issuance of its revenue bonds under the Act for such purposes.

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 "2022 Bonds") in a principal amount not to exceed \$70,000,000. The 2022 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). The proceeds of the 2022 Bonds shall be loaned to the Institution pursuant the Financing Agreement for the public purpose of refunding the Refunded Bonds and financing and refinancing the 2022 Project in order to enable the Institution to provide, and to finance and refinance at the least cost to the users thereof, the facilities financed and refinanced with the proceeds of the Refunded Bond and the 2022 Project (collectively, 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 2022 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 2022 Bonds, including (without limitation):

- (a) the maximum principal amount of 2022 Bonds;
- (b) the purchase price or prices to be paid to the Authority for the 2022 Bonds;
- (c) the rate or rates of interest payable on the 2022 Bonds, or the method of determining the same;

(d) the date or dates of maturity of the 2022 Bonds, the payment provisions therefor, the optional and mandatory redemption provisions thereof, including (without limitation) the mandatory sinking fund installments (if any) for the 2022 Bonds, the designation or designations of the 2022 Bonds and the date of issuance thereof;

(e) the form, tenor, terms and conditions of the 2022 Bonds, and provisions for the registration and transfer of the 2022 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 2022 Bonds issued at any one time or from time to time, the loan of the proceeds of such 2022 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 2022 Bonds, financing agreements and other similar agreements;

(g) provision for the administration of the 2022 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 2022 Bonds;

(i) procedures for the approval of change orders and substitutions for the construction, renovation, equipping and other improvements included within the 2022 Project by an authorized officer on behalf of the Authority;

(j) the creation of security for the 2022 Bonds, which may include (without limitation) provisions for securing any indebtedness or other obligations incurred in connection with the issuance of the 2022 Bonds, including (without limitation) any interest rate swap agreement, on parity with 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

(k) such other matters in connection with the authorization, issuance, execution, sale, delivery and payment of the 2022 Bonds and the security for the 2022 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 2022 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.

FINANCIAL ADVISOR'S REPORT

Mr. Alford Evans reported on the current overall economic condition in the United States, highlighting the trends in consumer and producer prices, the recent equity market volatility, and the continuing high trends in consumer inflation. He provided details on the overall impact these conditions have on interest rates and the bond market. Mr. Evans highlighted the negative trends in the 10-year Treasury stating that these indicate times of economic stress.

Mr. Evans also shared an article published by Health Affairs in February 2022 highlighting Maryland's unique healthcare payment model and potential applicability to other states. Mr. Evans stated that this article discussed the possibility of expanding Maryland's model to other states.

EXECUTIVE DIRECTOR'S REPORT

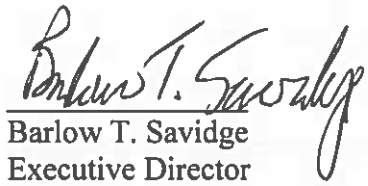
Mr. Savidge introduced Mr. Reco Collins to the Board and commented on broad financial experience. Mr. Savidge also introduced Jonathan Martin, the Deputy Treasurer and Designee of Treasurer Davis.

Mr. Savidge provided updates on transactions that have closed, waivers and amendments to financing agreement provisions and the various activities that MHHEFA is pursuing. He highlighted the Luminis Health transaction which advance refunded certain bonds with a "Cinderella Structure". The Luminis plan of finance achieved its goals by obtaining a longer bank commitment period and debt service savings and eliminated letter of credit remarketing risk. Mr. Savidge also highlighted the waiver that was executed for Trinity School relating to its FY 2021 Minimum Operating Income Covenant and shared the variance of actual performance to the covenant. Mr. Savidge noted that the School has advised that it is on-budget for FY 2022.

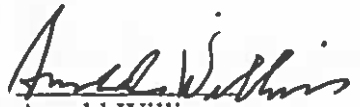
Mr. Savidge stated that MHHEFA and McKennon Shelton & Henn are tracking legislation that could impact the Authority. One proposed bill relates to Open Meetings Act enhancements and the other proposed bill relates to additional governance oversight for quasi-governmental agencies. Mr. Savidge stated that he will continue to track this legislation and follow up with the Board accordingly.

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

The next meeting of the Authority is scheduled for May 3, 2022.


Barlow T. Savidge
Executive Director

Approved:


Arnold Williams
Chairman
May 3, 2022

March 1, 2022 Authority Meeting
Guests participating remotely via conference line

LifeBridge Health, Inc.

David Krajewski, Executive Vice President & CFO

Steve Witman, Vice President, Finance/Payor Contracting, Business Development
and Cost Containment

Louis Dunaway, Vice President, Budget and Capital Planning

Landon School

James Neill, Head of School

Christopher Harper, Chief Financial Officer

CallowHill Capital Advisors – Landon School Financial Advisor

Sandy Kurtz Baxter, President

Community Outreach Consultant

Annette Anselmi