

## **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, 2024, with Mr. Arnold Williams, Chairman, presiding. This open meeting was held at 401 East Pratt Street (World Trade Center) in a conference room on the 26<sup>th</sup> Floor. This meeting was open to the public and available to the public remotely via an open conference and video line.

**Present:** Arnold Williams, Chairman  
Jonathan Martin, Chief Deputy Treasurer, Designee of Treasurer  
Dr. Bisma Beg, Member  
Frederick W. Meier, Jr., Member  
Arthur S. Varnado, Member  
W. Daniel White, Member  
Bart Savidge, Executive Director  
Lynn Gorman-Lepson, Chief Financial Officer  
David Gregory, Bond Counsel  
William Taylor, Bond Counsel  
Brian Carter, Financial Advisor  
Lorraine McClaren, Financial Advisor

**Absent:** Mamie Johns Perkins, Member  
John Phelps, Member

**Special Guests:** See attached.

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

### **APPROVAL OF MINUTES**

The minutes of the September 10, 2024 regular meeting of the Authority were unanimously approved.

### **LIFEBRIDGE HEALTH SYSTEM**

Mr. White disclosed the fact that he is a retired Executive and Board Member of The Whiting-Turner Contracting Company and abstained from all deliberations and action regarding the proposed LifeBridge Health System authorization.

Mr. Steve Witman, Vice President, Finance/Payor Contracting, Business Development and Cost Containment for LifeBridge, provided a brief update on LifeBridge. Mr. Whitman reported that LifeBridge's credit ratings were recently affirmed by S&P and Moody's at "A+" and "A1", respectively, each with a Stable outlook. He also stated that the LifeBridge Board is expected to approve its audit on October 16, 2024 and price the bonds before the elections.

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 \$125,000,000 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. Varnado, seconded by Mr. Meier, adopted the following resolution (Affirmative – Williams, Beg, Martin, Meier and Varnado; Negative – none; Abstain – White):

**LIFEBRIDGE HEALTH  
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 \$125,000,000 IN ORDER TO LEND THE PROCEEDS THEREOF TO ONE OR MORE OF LIFEBRIDGE HEALTH, INC. AND ITS AFFILIATES FOR THE PURPOSE OF FINANCING AND REFINANCING CERTAIN CAPITAL PROJECTS FOR SINAI HOSPITAL OF BALTIMORE, INC., NORTHWEST HOSPITAL CENTER, INC. AND CARROLL HOSPITAL CENTER, INC.; 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**

Maryland Health and Higher Educational Facilities Authority (the "Authority") accepted at its meeting on September 10, 2024 an application from LifeBridge Health, Inc., a nonprofit corporation formed under the laws of the State of Maryland ("LifeBridge Health"), for the financing and refinancing by the Authority of the cost of the Project (as defined herein), 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: (i) the financing and refinancing of (a) the construction of a new approximately 125,000 square foot, three-story outpatient cancer center at Sinai Hospital of Baltimore, Inc. ("Sinai") to be located on the campus of Sinai at 2401 West Belvedere, Baltimore, Maryland 21215; (b) a new rapid offload area for ambulances and the renovation of approximately 32,000 square feet and expansion by approximately 34,900 square feet of the emergency department located on the Sinai campus; and (c) other capital expenditures, land or interests in land, buildings, structures, machinery, equipment, furnishings or other real or personal property located on the Sinai campus; (ii) the financing and refinancing of (a) the renovation of approximately 25,000 square feet and expansion by approximately 2,600 square feet of the

emergency department at Northwest Hospital Center, Inc. (“Northwest”) located on the campus of Northwest at 5401 Old Court Road, Randallstown, Maryland 21133; and (b) other capital expenditures, land or interests in land, buildings, structures, machinery, equipment, furnishings or other real or personal property located on the Northwest campus; and (iii) the financing and refinancing of (a) the renovation of approximately 22,000 square feet and expansion by approximately 6,200 square feet of the emergency department at Carroll Hospital Center, Inc. (“Carroll”) located on the campus of Carroll at 200 Memorial Avenue, Westminster, MD 21157 and (b) other capital expenditures, land or interests in land, buildings, structures, machinery, equipment, furnishings or other real or personal property located on the Carroll campus and (iv) the payment of certain costs of issuance of the Bonds (collectively, the “Project”).

At the request of LifeBridge Health, the Authority has determined to issue 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 “Series 2024 Bonds”) in an aggregate principal amount not to exceed \$125,000,000. The Series 2024 Bonds shall be issued pursuant to one or more bond resolutions or other agreements (each, a “Resolution”) entered into by an Authorized Member (hereinafter defined) on behalf of the Authority, which shall contain such terms, provisions and conditions as shall be approved by the Authorized Member. The Series 2024 Bonds may be issued in one or more series. In determining the principal amount of Series 2024 Bonds issued pursuant to this resolution, each Series 2024 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 Series 2024 Bond. Accordingly, it is expressly contemplated that the face amount of the Series 2024 Bonds may exceed the maximum aggregate principal amount of Series 2024 Bonds authorized hereby.

The proceeds of the Series 2024 Bonds shall be loaned to LifeBridge Health and its affiliates (collectively, the “Obligated Group Members”) pursuant to the Amended and Restated Master Loan Agreement dated as of January 1, 2008 between the Authority and the Obligated Group Members named therein, as amended and supplemented (as so amended and supplemented, the “Master Loan Agreement”), which shall contain such terms, provisions and conditions as shall be approved by the Authorized Member, for the public purpose of financing and refinancing the Project in order to enable 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 of Maryland, 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 financing and refinancing of the Project for the Obligated Group Members serves the public purposes of Sinai, Northwest, and Carroll.

SECTION 2. As permitted by the Act, one or more series of the Series 2024 Bonds shall be sold at private (negotiated) sale to BofA Securities, Inc. and Truist Securities, Inc. (collectively, the “Underwriters”), 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 Series 2024 Bonds, including (without limitation):

(a) the principal amount of Series 2024 Bonds issued at any one time or from time to time;

(b) the purchase price or prices to be paid to the Authority for Series 2024 Bonds issued at any one time or from time to time;

(c) the rate or rates of interest payable on the Series 2024 Bonds, or the method of determining the same;

(d) with respect to Series 2024 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 Series 2024 Bonds are offered initially to the public;

(e) the date or dates of maturity of the Series 2024 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 Series 2024 Bonds, the designation or designations of the Series 2024 Bonds and the date of issuance thereof;

(f) the form, tenor, terms and conditions of the Series 2024 Bonds, and provisions for the registration and transfer of the Series 2024 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 Series 2024 Bonds issued at any one time or from time to time, the loan of the proceeds of such Series 2024 Bonds to the Obligated Group Members, and the financing and 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 such Series 2024 Bonds, financing agreements and other similar agreements;

(h) provision for the administration of the Series 2024 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 Obligated Group Members and the Underwriters, of a preliminary official

statement and a final official statement in connection with the sale of the Series 2024 Bonds;

(j) the form and contents of, and provisions for the execution and delivery of, a contract or contracts for the purchase and sale of the Series 2024 Bonds;

(k) the creation of security for the Series 2024 Bonds, which may include (without limitation) provisions for securing any indebtedness or other obligations incurred in connection with the issuance of the Series 2024 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

(l) such other matters in connection with the authorization, issuance, execution, sale, delivery and payment of the Series 2024 Bonds and the security for the Series 2024 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 Series 2024 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.

#### **CHESAPEAKE LIGHTHOUSE FOUNDATION**

Chesapeake Lighthouse Foundation submitted an application in August 2023 to advance refund its three series of tax-exempt bonds issued by Prince George's County utilizing a taxable note/tax-exempt bond structure ("Cinderella Bond"). The taxable notes were issued by EagleBank

under a master loan agreement to lock in the refunding debt service savings. This current transaction will refund one of the taxable notes, on or after December 1, 2024, with a tax-exempt, fixed rate bond and will generate additional annual debt service savings for Chesapeake Lighthouse Foundation.

Mr. Alex Mueller, Vice President of First Tryon Advisors and Vedat Dogan, Chief Financial Officer of Chesapeake Lighthouse Foundation provided a brief update on operations and the transaction.

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 \$19,660,000 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 – Williams, Beg, Martin, Meier, Varnado and White; Negative – none; Abstain – none):

### **CHESAPEAKE LIGHTHOUSE BOND AUTHORIZING RESOLUTION**

A RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY BY MARYLAND HEALTH AND HIGHER EDUCATIONAL FACILITIES AUTHORITY (THE "AUTHORITY") OF ITS REVENUE BOND IN AN AGGREGATE PRINCIPAL AMOUNT (DETERMINED AS PROVIDED HEREIN) NOT EXCEEDING \$19,660,000 IN ORDER TO LEND THE PROCEEDS THEREOF TO CHESAPEAKE LIGHTHOUSE FOUNDATION, INC. AND CERTAIN OF ITS AFFILIATES (COLLECTIVELY, THE "OBLIGATED GROUP MEMBERS") FOR THE PURPOSE OF FINANCING AND REFINANCING CERTAIN CAPITAL PROJECTS OF THE OBLIGATED GROUP MEMBERS; 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 Chesapeake Lighthouse Foundation, Inc., a nonprofit Maryland corporation (the "Institution"), for the refinancing of a taxable promissory note (the "Taxable Note") heretofore issued by the Institution, Chesapeake Education Services, LLC and Chesapeake Science Point Charter School, LLC (collectively, the "Obligated Group Members"), the proceeds of which were applied to refund the Prince George's County, Maryland Charter School Revenue Bonds (Chesapeake Lighthouse Charter School Project) Series 2016A (the "2016A 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 authorize the issuance of a revenue bond under the Act for the purpose of refinancing 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 bond (the "2024 Bond") in a principal amount not to exceed \$19,660,000. The 2024 Bond shall be issued and the proceeds thereof loaned to the Obligated Group Members pursuant to a financing agreement (the "Financing Agreement") among the Authority, the Obligated Group Members, Landroval Municipal Finance, Inc. (the "Purchaser") and the trustee thereunder, for the public purpose of refinancing the Taxable Note in order to enable the Institution to provide, and to finance and refinance at the least cost to the users thereof, the facilities financed with the proceeds of the 2016A Bonds (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 2024 Bond 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 2024 Bond, including (without limitation):

- (a) the principal amount of 2024 Bond;
- (b) the purchase price or prices to be paid to the Authority for the 2024 Bond;
- (c) the rate or rates of interest payable on the 2024 Bond, or the method of determining the same;
- (d) the date or dates of maturity of the 2024 Bond, the payment provisions therefor, the optional and mandatory redemption provisions thereof, including (without limitation) the mandatory sinking fund installments (if any) for the 2024 Bond, the designation or designations of the 2024 Bond and the date of issuance thereof;
- (e) the form, tenor, terms and conditions of the 2024 Bond, and provisions for the registration and transfer of the 2024 Bond;

(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 2024 Bond issued at any one time or from time to time, the loan of the proceeds of such 2024 Bond to the Obligated Group Members, and the financing and refinancing of the Taxable Note, including (without limitation) the Financing Agreement and any security agreements, letters of credit, bond insurance policies or other credit or liquidity facilities supporting the 2024 Bond, financing agreements and other similar agreements;

(g) provision for the administration of the 2024 Bond, including (without limitation) the appointment of 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 2024 Bond;

(i) the creation of security for the 2024 Bond, which may include (without limitation) provisions for securing any indebtedness or other obligations incurred in connection with the issuance of the 2024 Bond, 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 2024 Bond and the security for the 2024 Bond 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 2024 Bond 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.

### LOYOLA UNIVERSITY MARYLAND

Mr. Savidge asked the Members to consider an application from Loyola University Maryland to finance new money projects related to its Science Center Project and to potentially refund its Authority Revenue Bonds Loyola University Maryland Issue, Series 2014.

Mr. Terrance Sawyer, President of Loyola University Maryland, provided an update on operations and the Science Center Project. Mr. Sawyer highlighted the fact that Loyola is partnering with Mercy Hospital to offer a Bachelor of Science in Nursing (BSN) degree program in the Fall of 2025.

Several questions were raised relating to the new BSN program. Mr. Sawyer responded that this new program is fully approved by the State of Maryland, creates little competition for other nursing programs and meets an important need.

Following discussion, the Authority, on motion by Mr. Meier, seconded by Mr. Varnado, adopted the following resolution (Affirmative – Williams, Beg, Martin, Meier, Varnado and White; Negative – none; Abstain – none):

NOW, THEREFORE, BE IT RESOLVED, THAT the Authority hereby accepts the application submitted by Loyola University Maryland 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 and to execute a bond resolution, master loan agreement, security documents and such other documents deemed requisite or appropriate in connection therewith, 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 Loyola University Maryland 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.

**FINANCIAL ADVISOR'S REPORT**


Ms. Lorraine McClaren reported on the current overall economic condition in the United States, highlighting that it is likely that the Federal Reserve will reduce interest rates again in November and in December. She provided details on the overall impact these conditions have on interest rates and the municipal bond market. Ms. McClaren provided additional details on many other factors that could impact Fixed Income Markets including political, governmental and geopolitical tensions.

**EXECUTIVE DIRECTOR'S REPORT**


Mr. Savidge provided an update on recent closings. Mr. Savidge also reported on recent outreach activities, highlighting meetings with the Diener School, Friends Community School and Meritus.

With no further business, on motion by Mr. Meier, seconded by Mr. Varnado, the meeting was adjourned at approximately 10:50 a.m. (Affirmative – Williams, Beg, Martin, Meier, Varnado and White; Negative – none; Abstain – none).

The next meeting of the Authority is scheduled for December 3, 2024.

  
Barlow T. Savidge  
Executive Director

Approved:

  
Arnold Williams  
Chairman

December 3, 2024

**Authority Meeting  
October 1, 2024  
Guest List**

**LifeBridge Health System**

David Krajewski, Executive Vice President & CFO  
Steve Witman, Vice President, Finance/Payor Contracting, Business Development and  
Cost Containment

**Chesapeake Lighthouse Foundation**

Yilmaz Zayn Ak, Ed.S., Chief Executive Officer  
Vedat Dogan, Chief Financial Officer

**First Tryon Advisors - Financial Advisor to Chesapeake Lighthouse Foundation**

Alex Mueller, Vice President

**Loyola University Maryland**

Terrance (Terry) Sawyer, President  
Sean Francis, Interim Vice President for Finance  
Jill Hecklinger, Associate Vice President Financial Services/Controller

**CallowHill Capital Advisors - Financial Advisor to Loyola University Maryland**

Sandra Kurtz Baxter, President