

Maryland Economic Development Corporation

Board of Directors

Resolution

Maryland Applied Science, Training, and Research Center Campus – Underwriters Laboratories, Inc. d/b/a UL Research Institutes

WHEREAS, Sections 10-101 through 10-132, inclusive, of the Economic Development Article of the Annotated Code of Maryland, as amended (the “Act”) provides that it is the intention of the General Assembly of the State of Maryland (“State”) that the Maryland Economic Development Corporation (the “Corporation” or “MEDCO”) accomplish at least one of the legislative purposes; the Legislative purposes of the Corporation are to: relieve unemployment in the State, encourage the increase of business activity and commerce and a balanced economy in the State, help retain and attract business activity and commerce in the State, promote economic development and promote the health, safety, right of gainful improvement and welfare of the residents of the State;

WHEREAS, the General Assembly intends that the Corporation operate and exercise its corporate powers in all areas of the State; without limiting its authority to otherwise exercise its corporate powers, the Corporation exercise its corporate powers to assist governmental units and State and local economic development agencies to contribute to the expansion, modernization, and retention of existing enterprises in the State as well as the attraction of new businesses to the State; and the Corporation accomplish at least one of the Legislative purposes and complement existing State marketing and financial assistance programs by owning projects, leasing projects to other persons or lending the proceeds of bonds to finance the cost of acquiring or improving projects that the persons own or will own;

WHEREAS, the Corporation endorses diversity, equity and inclusion as core values of the Corporation and as guiding principles for all activities undertaken by the Corporation.

WHEREAS, Underwriters Laboratories, Inc., d/b/a UL Research Institutes (“ULRI”) is a Delaware charitable nonstock corporation that is exempt from federal taxation under Section 501(c)(3) ;

WHEREAS, MEDCO and ULRI are exploring opportunities to acquire approximately 180 acres of excess federal real property in Silver Spring, Maryland (the “Property”) in pursuit of a joint project, with the goal of ULRI constructing a world-class safety science research campus and learning academy in the State, that will become the new headquarters for two of ULRI’s leading research institutes focused on fire safety and electrochemical safety, and possibly additional ULRI institutes and programs (the “Project”);

WHEREAS, MEDCO has received a letter of request from Montgomery County and letters of support from the Army Research Laboratory (ARL) and Congressman Ivey to pursue acquisition of the Property and negotiate a ground lease where MEDCO and ULRI intend to

pursue appropriate entitlements and permits, and comply with other federal, state and local procedures, that are required to develop the GSA Property and to construct the Project in accordance with ULRI's design and specifications;

WHEREAS, in order to advance the Project ULRI has agreed to provide funds to MEDCO in a subsequent Services Agreement and has agreed, in principle, to provide funds necessary to conduct due diligence for the acquisition of the Property and fund the purchase price for the Property;

WHEREAS, future work shall include, but not be limited to, the necessary and reasonable costs and expenses to provide the advisory, consulting and other services related to the site acquisition and the entitlement and development process;

THEREFORE, BE IT RESOLVED, the Board of Directors of the Corporation hereby authorizes the Corporation to continue working with the General Services (GSA) to acquire the Property and enter into appropriate agreements with ULRI, undertake the engagement set forth herein and authorizes its Executive Director to enter into any and all necessary documents, contracts and agreements attendant to performing the engagement.

BE IT FURTHER RESOLVED, that the Executive Director of the Corporation, acting on behalf and in the name of the Corporation, is hereby authorized and directed to take any and all actions necessary, appropriate, convenient or desirable in connection with the acquisition of the Property and the negotiation and execution of agreements with ULRI to advance the Project, and in the sole and absolute discretion of the Executive Director of the Corporation, may be necessary, appropriate, convenient or desirable in connection with the transactions described in this Resolution.

BE IT FURTHER RESOLVED that all actions of the Corporation and its officers, employees and agents for and on behalf of the Corporation heretofore taken in connection with transaction are hereby ratified, confirmed and adopted.

Adopted: _____, 2026

J. Thomas Sadowski
Executive Director

**MARYLAND ECONOMIC DEVELOPMENT CORPORATION
SENIOR STUDENT HOUSING REVENUE BONDS**

MORGAN STATE UNIVERSITY O'CONNELL PROJECT

BOARD OF DIRECTORS

RESOLUTIONS

WHEREAS, the Maryland Economic Development Corporation (the “**Corporation**”) is authorized pursuant to Sections 10-101 through 10-134, inclusive, of the Economic Development Article of the Annotated Code of Maryland, as amended (the “**Act**”), to borrow money and issue bonds (as defined in the Act) for the purpose of financing or refinancing all or any part of the cost (as defined in the Act) of any one or more projects (as defined in the Act) or for any other corporate purpose of the Corporation and to secure the payment of such borrowing or any part by pledge of or mortgage or deed of trust on all or any part of its properties or revenues.

WHEREAS, the Act provides that it is the intention of the General Assembly of the State of Maryland (the “**State**”) that the Corporation accomplish at least one of the legislative purposes listed in the Act and complement existing State marketing and financial assistance programs by: (i) owning projects; (ii) owning and leasing projects to one or more persons (as defined in the Act); or (iii) lending the proceeds of bonds to one or more persons to finance or refinance the costs of acquiring, constructing, reconstructing, equipping, expanding, extending, improving, rehabilitating, or remodeling projects owned or to be owned by the person or persons or any combination of them.

WHEREAS, Morgan State University (the “**University**”) has requested that the Corporation (a) issue the Corporation’s non-recourse, limited obligation revenue bonds for the purpose of financing all or part of the cost of (i) the demolishing of certain improvements, and the design, construction, furnishing, and equipping of a student housing residence hall to provide residential housing for approximately 662 students, on a parcel or parcels of land located on the University’s campus in Baltimore City, Maryland (the “**Project Site**”), to be ground leased or leased as an air rights parcel to the Corporation by the State of Maryland for the use of the University (the “**Site Lessor**”), and (ii) certain furnishings, machinery and equipment to be located in, and used in connection with, such student residential housing project (together with clause (i), the “**O’Connell Student Housing Project**”), (b) assist the University with the development of the O’Connell Student Housing Project (as further described below); (c) own the O’Connell Student Housing Project; and (d) use and operate the O’Connell Student Housing Project for the purpose of providing residential housing for the University’s students and any other permitted residents.

WHEREAS, the Corporation or the University may make expenditures of the Corporation’s funds or the University’s funds with respect to the O’Connell Student Housing Project prior to the issuance of such non-recourse, limited obligation revenue bonds, which expenditures the Corporation expects would be reimbursed to the Corporation or the University

from the proceeds of such non-recourse, limited obligation revenue bonds (or with respect to expenditures by the Corporation, by the University if no such non-recourse, limited obligation revenue bonds are issued), and the Corporation has, pursuant to a resolution adopted August 20, 2025, declared the intent of the Corporation to reimburse the Corporation and/or the University, from the proceeds of such bonds, for any such costs of the O'Connell Student Housing Project paid by or on behalf of the Corporation prior to the issuance and sale of such non-recourse, limited obligation revenue bonds.

WHEREAS, pursuant to a letter of intent dated December 8, 2023 as supplemented on November 12, 2024 and as further supplemented on November 11, 2025, the Corporation agreed to assist with undertaking and performing directly (or obtaining the services of others) to assist with certain feasibility, early design, development approach, predevelopment, and analytical assessment of the Corporation's potential bond financing, design, development, construction, ownership, and management of additional student housing projects as identified in the University's campus-wide student housing strategic plan. In addition to assisting with the development of the O'Connell Student Housing Project, the University has requested the Corporation to also develop a bridge connecting the campus to the Project Site, and to develop a dining hall and associated grab n' go food service program within the O'Connell Student Housing Project (the "**O'Connell Dining Facility**").

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION, that the Board of Directors of the Corporation has found and determined that, based upon information furnished to the Corporation by the University and other sources and made available to and reviewed by the Corporation:

(i) the O'Connell Student Housing Project consists of property, the acquisition, demolition, construction, equipping, furnishing, expansion, extension, improvement, rehabilitation, or remodeling of which accomplishes at least one of the legislative purposes listed in the Act;

(ii) a representative of the University, a political subdivision (within the meaning of the Act), will request, in writing prior to the issuance of such non-recourse, limited obligation revenue bonds that the Corporation own and operate the O'Connell Student Housing Project; and

(iii) the issuance of the Corporation's non-recourse, limited obligation revenue bonds and the use of the proceeds thereof to pay all or a portion of the costs of the O'Connell Student Housing Project and to reimburse certain capital costs of the O'Connell Student Housing Project, will accomplish the corporate purposes of the Corporation and the legislative purposes listed in the Act and complement existing State marketing and financial assistance programs by (a) relieving conditions of unemployment in the State, (b) encouraging the increase of business activity and commerce and a balanced economy in the State, (c) assisting in the retention of existing business activity and commerce and in the attraction of new business activity in the State, (d) promoting economic development, and/or (e) generally promoting the present and prospective health, safety, right of gainful employment and general welfare of the residents of the State.

BE IT FURTHER RESOLVED, that the Corporation is authorized to (i) lease the Project Site from the Site Lessor, (ii) issue and sell its non-recourse, limited obligation tax-exempt and/or

taxable revenue bonds in one or more series at any time and from time to time in an aggregate principal amount not to exceed \$160,000,000 (the “**Bonds**”), as “Additional Bonds” as defined in and permitted under that certain Amended, Restated, and Conformed Trust Indenture to be entered into between the Corporation and Manufacturers and Traders Trust Company, as trustee (as previously and further supplemented and amended, the “**Indenture**”), on parity with the Corporation’s outstanding (a) Maryland Economic Development Corporation Senior Student Housing Revenue Bonds (Morgan State University Project), Series 2020 issued in the original aggregate principal amount of \$80,825,000, (b) Maryland Economic Development Corporation Senior Student Housing Refunding Revenue Bonds (Morgan State University Project), Series 2022 issued in the original aggregate principal amount of \$21,145,000, (c) Maryland Economic Development Corporation Senior Student Housing Revenue Bonds (Morgan State University Project), Series 2022A issued in the original aggregate principal amount of \$113,520,000, and (d) Maryland Economic Development Corporation Senior Student Housing Revenue Bonds (Morgan State University Harper-Tubman Project), Series 2025A issued in the original aggregate principal amount of \$52,945,000, (iii) use the proceeds of the Bonds and any other moneys available to the Corporation for such purpose (A) to pay or reimburse all or a portion of the costs of the O’Connell Student Housing Project, and (B) to pay (1) other costs associated with the demolition, acquisition, development, construction and equipping of the O’Connell Student Housing Project, including the reimbursement to the Corporation and/or the University for any of such costs paid by the Corporation and/or the University prior to the issuance and sale of the Bonds, (2) the costs of issuance of the Bonds, and (3) other related costs associated with the financing of the O’Connell Student Housing Project, including the funding of capitalized interest, if necessary, and any required reserve funds, (iv) own the O’Connell Student Housing Project, (v) use and operate the O’Connell Student Housing Project for the purpose of providing residential housing for the University’s students or other permitted residents, and (vi) enter into one or more management agreements (or amendments) with one or more third-party managers providing for the management of the O’Connell Student Housing Project by such third-party manager or managers.

BE IT FURTHER RESOLVED, that the Corporation is hereby authorized to enter into an intergovernmental development services agreement with the University related to the development and construction of the O’Connell Student Housing Project, which shall include the development responsibility for the O’Connell Dining Facility and the bridge connecting the Project Site to the campus of the University.

BE IT FURTHER RESOLVED, that the Bonds shall be limited, non-recourse obligations of the Corporation, the principal of and premium, if any, and interest on which shall be payable solely from (i) the revenues generated in connection with the O’Connell Student Housing Project and otherwise under the Indenture, (ii) the investment earnings of moneys held in trust in connection with the Bonds, (iii) the proceeds of the liquidation of any collateral security pledged, assigned or granted by the Corporation as security for the Bonds, if any, and (iv) the proceeds of any credit enhancement or bond insurance securing the Bonds, if any, and neither the Bonds, nor the interest or any premium thereon, shall ever constitute an indebtedness or a charge against the general credit or taxing powers of the State, any political subdivision thereof, the Corporation or any other public body within the meaning of any constitutional or charter provision or statutory limitation and none of the above shall ever constitute or give rise to any pecuniary liability of the State.

BE IT FURTHER RESOLVED, that the Corporation reserves the right, in its sole and absolute discretion to, among other things, (a) never issue the Bonds, (b) issue only a portion of the aggregate principal amount of the Bonds requested by the University, (c) restrict the use of the proceeds of the Bonds, (d) delay indefinitely the issuance of the Bonds, or (e) take any other actions deemed necessary by the Corporation, in its sole and absolute discretion, in order to insure that the Corporation (i) complies with present federal and State laws and any pending or future federal or State legislation, whether proposed or enacted, which may affect or restrict the issuance of the Bonds, and (ii) issues its bonds within the limits imposed by any such present laws or any such pending or future legislation, to finance those facilities which the Corporation determines, in its sole discretion, will provide the greatest benefit to the State.

BE IT FURTHER RESOLVED, that the Chairman or Vice Chairman of the Board or the Executive Director/Chief Executive Officer of the Corporation, the Vice President of Project Financing of the Corporation, or any other person, acting on behalf and in the name of the Corporation, is hereby authorized and directed to (i) take any and all actions necessary, appropriate, convenient or desirable in connection with the issuance of the Bonds, financing the O'Connell Student Housing Project and entering into the lease from the Site Lessor, and (ii) execute and deliver, and under seal where appropriate, the Bonds, the Indenture, and any and all documents, instruments, certificates and other papers that, in the sole and absolute discretion of the Executive Director of the Corporation, may be necessary, appropriate, convenient, or desirable in connection with the transactions described in these Resolutions.

BE IT FURTHER RESOLVED, that all actions of the Corporation and its officers, employees and agents for and on behalf of the Corporation heretofore taken in connection with the issuance of the Bonds and the financing of the cost of the O'Connell Student Housing Project and related costs are hereby ratified, confirmed and adopted.

Adopted: February 23, 2026

J. Thomas Sadowski, Jr.
Executive Director and Secretary of the Board of
Directors



**Morgan State University
O’Connell Hall Student Housing Project
Maryland Economic Development Corporation
Tax-Exempt Revenue Bonds, Series 2026A**



I. Executive Summary

Maryland Economic Development Corporation (the “Issuer” or “MEDCO”) has been requested to issue Student Housing Revenue Bonds (Morgan State University O’Connell Project), Series 2026A (the “2026A Bonds”) to finance the demolition of an existing 205-bed student housing facility originally built in 1964 and renovated in 2000 on the campus of Morgan State University and (“MSU” or the “University”) and replace it through the the design, construction, furnishing, and equipping of the approximately 662-bed O’Connell Hall (the “2026A Project”)

2026A Project	The proceeds of the 2026A Bonds will be used to finance the replacement of the existing O’Connell Hall with a new approximately 662 bed residential facility, ready for occupation in Fall 2028.
Financing Structure	The 2026A Project will be financed under a privatized financing model where the State of Maryland, on behalf of MSU, enters into an amendment to the existing air rights and ground lease (the "Ground Lease") with MEDCO adding the property boundary of O’Connell Hall for a term extending beyond the term of the financing, pursuant to which MEDCO will replace O’Connell Hall. MEDCO will issue tax-exempt and, to the extent necessary, taxable student housing revenue bonds to fund the costs of the 2026A Project, capitalized interest, a debt service reserve fund and issuance costs. The 2026A Bonds will be issued under the Additional Bonds provisions of the existing indenture for MEDCO’s Senior Student Housing Revenue Bonds. Upon full repayment of the 2026A Bonds and the other parity bonds, the ground lease will terminate and ownership of the 2026A Project will revert to the University.
University Support	The Ground Lease will contain provisions outlining the University’s support for the Projects, including among other things, agreeing not to (i) assign new residence contracts of students to off-campus leased facilities, until the residence contracts for Thurgood Marshall Hall, Morgan View, Legacy Hall, the Harper-Tubman Project, and the 2026A exceed a 95% occupancy rate for the upcoming semester, and (ii) enter leases at any off-campus facilities, unless the University determined that demand for student housing exceeds the available beds on-campus. The University will not operate or otherwise support any additional student housing unless certain tests are met. In addition to the marketing support already provided to Harper-Tubman Hall, Thurgood Marshall Hall, Legacy Hall and Morgan View Apartments, the University will be actively involved in the leasing, billing, collections, and residential life programming for the 2026A Project.
Bond Structure	Fully amortizing, long-term, tax-exempt and, to the extent necessary, taxable fixed rate bonds.
Par Amount	Not to exceed \$160,000,000
Security	Leasehold Mortgage, Security Interest in Revenues & Assets of the Projects, Fully Funded Debt Service Reserve Fund, Capitalized Interest During Construction & Stabilization, Operating Reserve Fund, and Repair & Replacement Fund
Coverage Ratio	Cash flow demonstrates a projected minimum 1.25x debt service coverage
Timing	Anticipated bond closing in April 2026

II. Proposal

Morgan State University (the “University”) has requested that the Corporation (a) issue the Corporation’s non-recourse, limited obligation revenue bonds for the purpose of financing all or part of the cost of (i) the demolishing of certain improvements, and the design, construction, furnishing, and equipping of a student housing residence hall to provide residential housing for approximately 662 students, on a parcel or parcels of land located on the University’s campus in Baltimore City, Maryland (the “Project Site”), to be ground leased or leased as an air rights parcel to the Corporation by the State of Maryland for the use of the University (the “Site Lessor”), and (ii) certain furnishings, machinery and equipment to be located in, and used in connection with, such student residential housing project (together with clause (i), the “O’Connell Student Housing Project”), (b) assist the University with the development of the O’Connell Student Housing Project (as further described below); (c) own the O’Connell Student Housing Project; and (d) use and operate the O’Connell Student Housing Project for the purpose of providing residential housing for the University’s students and any other permitted residents.

The resolution authorizes the Corporation to (i) lease the Project Site from the Site Lessor, (ii) issue and sell its non-recourse, limited obligation tax-exempt and/or taxable revenue bonds in one or more series at any time and from time to time in an aggregate principal amount not to exceed \$160,000,000 (the “Bonds”), as “Additional Bonds” as defined in and permitted under that certain Amended, Restated, and Conformed Trust Indenture to be entered into between the Corporation and Manufacturers and Traders Trust Company, as trustee (as previously and further supplemented and amended, the “Indenture”), on parity with the Corporation’s outstanding (a) Maryland Economic Development Corporation Senior Student Housing Revenue Bonds (Morgan State University Project), Series 2020 issued in the original aggregate principal amount of \$80,825,000, (b) Maryland Economic Development Corporation Senior Student Housing Refunding Revenue Bonds (Morgan State University Project), Series 2022 issued in the original aggregate principal amount of \$21,145,000, (c) Maryland Economic Development Corporation Senior Student Housing Revenue Bonds (Morgan State University Project), Series 2022A issued in the original aggregate principal amount of \$113,520,000, and (d) Maryland Economic Development Corporation Senior Student Housing Revenue Bonds (Morgan State University Harper-Tubman Project), Series 2025A issued in the original aggregate principal amount of \$52,945,000, (iii) use the proceeds of the Bonds and any other moneys available to the Corporation for such purpose (A) to pay or reimburse all or a portion of the costs of the O’Connell Student Housing Project, and (B) to pay (1) other costs associated with the demolition, acquisition, development, construction and equipping of the O’Connell Student Housing Project, including the reimbursement to the Corporation and/or the University for any of such costs paid by the Corporation and/or the University prior to the issuance and sale of the Bonds, (2) the costs of issuance of the Bonds, and (3) other related costs associated with the financing of the O’Connell Student Housing Project, including the funding of capitalized interest, if necessary, and any required reserve funds, (iv) own the O’Connell Student Housing Project, (v) use and operate the O’Connell Student Housing Project for the purpose of providing residential housing for the University’s students or other permitted residents, and (vi) enter into one or more management agreements (or amendments) with one or more third-party managers providing for the management of the O’Connell Student Housing Project by such third-party manager or managers.

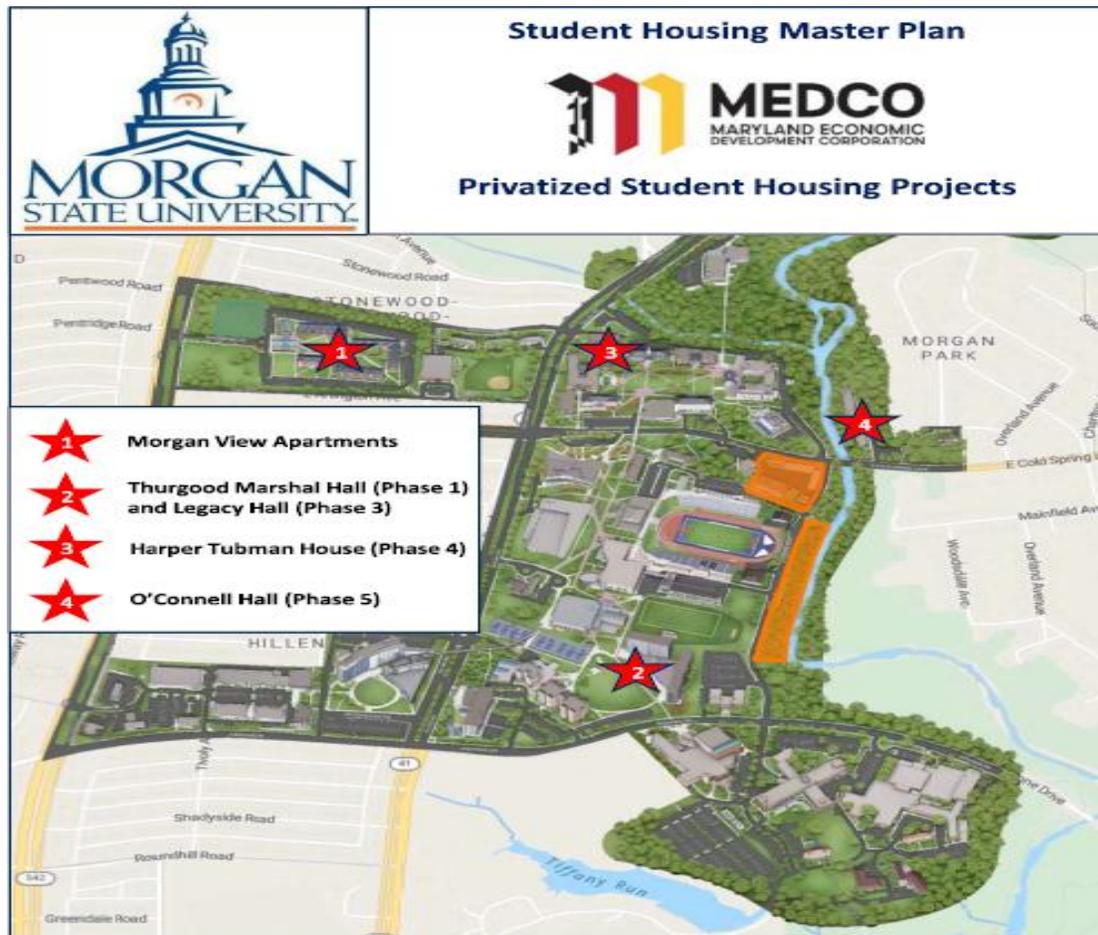
III. MEDCO Partnership / MSU Student Housing Master Plan

MEDCO has a long history of facilitating student housing development and operations at the University. The University’s commitment to providing safe, affordable and modern housing has been a key element in the enrollment growth trend. Below is a list of existing MEDCO’s parity debt

obligations, that have been the source of funding for the construction of the MEDCO owned student housing for the University.

- Maryland Economic Development Corporation Senior Student Housing Revenue Bonds (Morgan State University Project), Series 2020 issued in the original aggregate principal amount of \$80,825,000
- Maryland Economic Development Corporation Senior Student Housing Refunding Revenue Bonds (Morgan State University Project), Series 2022 issued in the original aggregate principal amount of \$21,145,000
- Maryland Economic Development Corporation Senior Student Housing Revenue Bonds (Morgan State University Project), Series 2022A in the original aggregate principal amount of \$113,520,000
- Maryland Economic Development Corporation Senior Student Housing Revenue Bonds (Morgan State University Project), Series 2025A in the original aggregate principal amount of \$52,945,000

In 2017, Morgan State University developed a Student Housing Master Plan, creating a long-term strategy to improve the amount and quality of its on-campus student housing inventory. As recommended by this master plan, MSU replaced its old Thurgood Marshall Apartments with the new Thurgood Marshall Hall (Phase 1, which opened in 2022) and Legacy Hall (Phase 3 which opened in 2024). Phases 4 & 5 of the Master Plan call for the complete renovation of Harper-Tubman House and the demolition and replacement of O’Connell Hall.

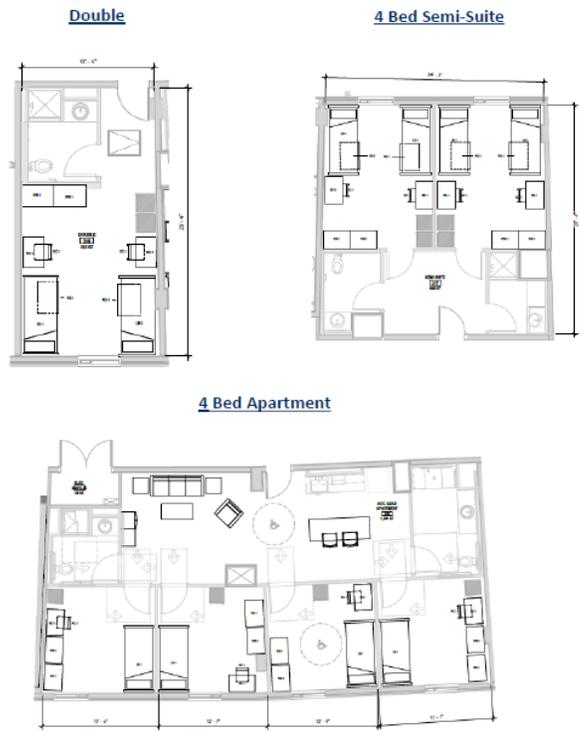


- Phase I - Thurgood Marshall Hall: 670 beds of semi-suite and full-suite style housing and dining facility
- Phase 2: Greenfield improvements to land adjacent to Thurgood Marshall Hall
- Phase 3 Legacy Hall: 604 beds of semi-suite, full-suite and apartment style housing
- Phase 4 Harper-Tubman House: A newly renovated 236-bed, semi-suite style facility, scheduled to be available in mid-November 2026.
- Phase 5 O’Connell Hall: Replacement of the existing building with a new 660 bed residential facility, ready for occupation in Fall 2028.

IV. Project Overview

Phase 5 of the Student Housing Master Plan is the complete replacement of the existing O’Connell Hall. Built in 1964 and renovated in 2000, O’Connell Hall was originally designed to provide 205 beds and is located on the eastern end of MSU’s campus. The Phase 5 construction will completely replace the existing units with primarily semi-suites. Early site development, foundation and enabling work began in 2025

Unit Type	Units	Beds
Double	14	28
4 Bedroom Semi-Suite	149	596
4 Bedroom Apartment	6	24
RA Apartment	14	14
	183	662



Development Team

Gilbane Building Company (Construction Manager)

- With 155+ years of continuous operation, Gilbane provides a stable partner and the benefit of serving as developer, construction manager, and facilities manager. Gilbane has structured and developed more than \$11.8 billion in projects.
- With more than 40 P3 projects completed or underway totaling over \$4.8 billion, its P3 experience spans multiple social infrastructure market sectors, including higher education, K-12 schools, healthcare, and government facilities.
- Partner to 985 higher education communities, on 320+ campuses across 45 states
- Nearly 200 student housing facilities consisting of more than 60,000 beds, completed or underway
- 27,191 beds across 60 campuses renovated to date
- Top 10 Developer of Student Housing (Student Housing Business, 2025)
- Top 5 Student Housing Construction Firm (Building Design + Construction, 2024)
- #1 Education Facilities (Engineering News-Record, 2025)
- The firm's student living construction projects include Thurgood Marshall Hall, Legacy Hall, the Worcester Polytechnic Institute Residence Hall, the Fairfield University Phase I Housing Master Plan Implementation, the Rice University McMurtry College and Duncan College Village Apartments, the University of Rhode Island Dormitory Renovations and New Residence Halls, the Villanova University Sullivan and Sheehan Halls, and the Wagner College Residence Hall.

Hord Coplan Macht (Architect)

- Hord Coplan Macht ("HCM") is an integrated firm offering planning, architecture, landscape architecture, interior design and environmental graphic design with offices in Baltimore, Maryland; Charlotte, North Carolina; Denver, Colorado; and the Washington, DC Metro area.
- The company combines the goals of creating functional yet inspiring spaces with the principles of innovation, thoughtful design, technical strength, collaboration and financial responsibility to uphold its clients' best interests and deliver high performing environments for the future.
- HCM is an award-winning design firm priding itself on leading a collaborative programming and design process that results in beautiful, environmentally responsible, user-friendly spaces.
- HCM has completed projects for higher education institutions including Morgan State University, University of Maryland College Park, Loyola University Maryland, and Colorado State University, among others.

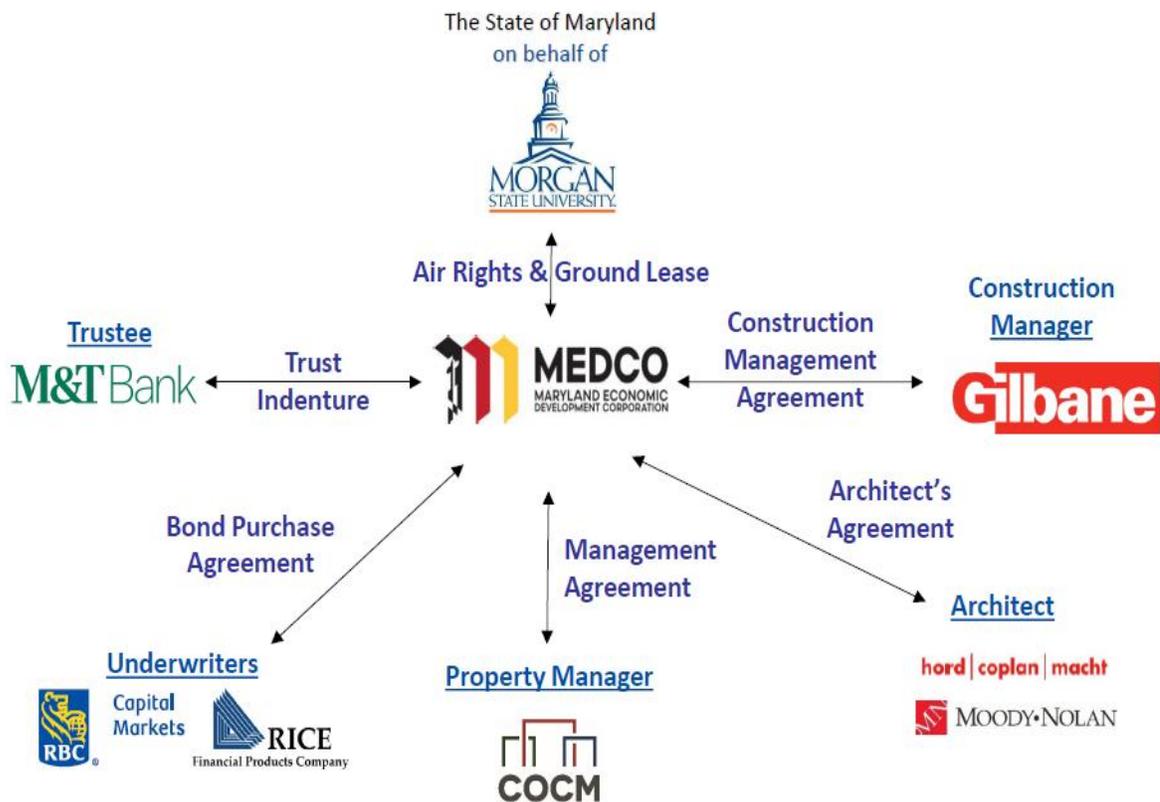
Moody Nolan (Architect)

- Moody Nolan designs more than \$1 billion of building construction each year.
- As the largest African American owned and managed design firm in the country, Moody Nolan maintains a strong commitment to diversity in their staff, as well as their approach to solving client problems.

- Moody Nolan is headquartered in Columbus, Ohio, and maintains offices in Atlanta, Boston, Chicago, Cincinnati, Cleveland, Covington, Dallas, Houston, Nashville, New York City and Washington, DC.
- Since its founding, projects at Moody Nolan have steadily grown in scope and scale. From early projects such as branch libraries and religious facilities, the firm has been able to add projects with public works at universities, housing authorities, and hospitals throughout the country.
- Moody Nolan has completed projects for higher education institutions such as Miami University, The Pennsylvania State University, and University of Illinois at Urbana-Champaign, among others.

V. Financing Overview

The 2026A Project will be financed under a privatized financing model where the State of Maryland, on behalf of the University, will enter into a Second Amended and Restated Air Rights and Ground Lease Agreement with MEDCO incorporating the O’Connell Hall land with the land already leased to MEDCO for its existing student housing facilities. MEDCO will issue tax-exempt and, to the extent necessary, taxable student housing revenue bonds (pursuant to an amended and restated Trust Indenture), the proceeds of which will fund the demolition, construction, furnishing and equipping of O’Connell Hall. MEDCO will enter into an Architect’s Agreement with Hord Coplan Macht for the design of the construction project, a Construction Management Agreement with Gilbane for the construction, and an amended and restated Management Agreement with Capstone On Campus Management for the physical operations of the 2026A Project to be managed together with the other MEDCO existing student housing facilities.



The 2026A Project will be financed with the proceeds of the 2026A Bonds, the proceeds of which will fund the demolition, construction, furnishing and equipping costs, capitalized interest, debt service reserve fund, and costs of issuance. The 2026A Bonds will be issued under the Additional Bonds provisions of the existing indenture for MEDCO's Outstanding Bonds and, as such, the 2026A Project will be cross collateralized with MEDCO's existing student housing projects at MSU.

Par Amount:	\$137,585,000*
Structure:	Fully amortizing, tax-exempt with an approximately 40-year term
Air Rights Lease:	Long-term ground lease with a term extending beyond the final maturity of the bonds
Bond Payment Dates:	Interest - Semi-annually on January and July 1 st Principal - Annually on July 1 st
Optional Redemption:	On or after July 1, 2036*
Security of the Bonds:	Leasehold Mortgage, Security Interest in Revenues & Assets of the Projects, Capitalized Interest During Construction & Stabilization, Debt Service Reserve Fund, Operating Reserve Fund, Repair and Replacement Fund
Coverage Ratio:	Debt Service Coverage Ratio Covenant at 1.20x

The estimate sources and uses of funds for the project are as follows:

Sources and Uses*

Par Amount	\$137,585,000.00
Net Premium / Discount	220,022.55
Investment Earnings	4,340,756.28
Total Sources	\$142,145,778.83
Project Fund	\$121,847,859.00
Capitalized Interest	15,588,922.32
Cost of Issuance	1,981,887.50
Insurance Premium	2,272,856.78
DSRF Surety	450,766.25
Additional Proceeds	3,486.98
Total Uses of Funds	\$142,145,778.83

*Preliminary, subject to change

VI. University Overview

Morgan State University, founded in 1867, is one of the nation's oldest historically African-American institutions and has maintained a record of providing educational opportunities to a student body from a wide variety of backgrounds; offering academic programs that have been used as national models; attracting qualified faculty who have made contributions in teaching, research and service to the profession and the community; increasing the number of minorities in a wide variety of professions; and being a center of learning in the Baltimore-Washington corridor attracting students and faculty from across the nation and around the world.

MSU's 152-acre campus in northeast Baltimore City features state-of-the-art facilities geared toward innovative teaching and learning in the 21st century and is designated as a National Treasure by the National Trust for Historic Preservation. The University, which by law is designated as Maryland's Preeminent Public Urban Research University, has also been recognized for the important contribution it makes in accelerating the diversification of the workforce.

The University offers a comprehensive range of more than 126 academic programs leading to degrees from baccalaureate to doctorate, with a particular emphasis on programs in Business, Education, Engineering and the Sciences. The University is committed to offering graduate programs in fields that reinforce its undergraduate offerings, that provide for the continuing education of the population of the region, and in which minorities are substantially underrepresented.

The University recently completed a \$250 million Anniversary Campaign, which has given birth to 30 new research and academic programs, as well as new scholarship opportunities for students. In 2018, the University was proud to be reclassified as an "R2" (high research) institution by the Carnegie Classification of Institutions of Higher Education.

Academics

MSU provides a world-class education to over 11,000 undergraduate and graduate students from all 50 states and approximately 70 countries and has a strong global network of approximately 45,000 active alumni. The University has 10 schools and colleges offering 47 baccalaureate programs, 36 master's programs, 16 doctoral programs and 12 post-baccalaureate certificates. Since 2020, the University has introduced over 30 new high-demand programs that address workforce needs. Popular majors among this year's freshmen include Nursing, Psychology, Management, Business Administration, Biology, and Computer Science.

Morgan State University Schools and Colleges

- 1) James H. Gilliam Jr. College of Liberal Arts
- 2) School of Architecture and Planning
- 3) Earl G. Graves School of Business Management
- 4) School of Community Health and Policy
- 5) School of Computer, Mathematical and Natural Sciences
- 6) School of Education and Urban Studies
- 7) Clarence M. Mitchell Jr. School of Engineering
- 8) School of Global Journalism and Communication
- 9) School of Graduate Studies
- 10) School of Social Work

Enrollment

Total headcount enrollment at MSU in Fall 2025 was a record total of 11,559 students enrolled, consisting of 9,554 undergraduate students and 2,005 graduate students. This spike marks the fifth consecutive year of growth and represents a 7.1% increase from the previous year.

The Fall 2025 class comes from more than 45 states and over 70 countries, underscoring the university's expanding reputation as one of the nation's leading Historically Black Colleges and Universities.

Headcount Enrollment

Fall Semester	2020	2021	2022	2023	2024	2025
Undergraduate	6,270	7,034	7,609	8,300	9,027	9,554
Graduate	1,365	1,435	1,492	1,508	1,712	2,005
Total	7,635	8,469	9,101	9,808	10,739	11,559

FTE

Fall Semester	2020	2021	2022	2023	2024	2025
Undergraduate	5,811	6,517	7,209	7,883	8,593	9,088
Graduate	1,167	1,241	1,283	1,325	1,503	1,764
Total	6,978	7,758	8,492	9,208	10,096	10,852

Admissions

Based on Fall 2025 admissions numbers, there were 25,217 first-time applicants, of which 2,333 enrolled. In addition, the University received 1,267 transfer applicants for Fall2025 with 403 students enrolling and 1,771 graduate applicants of which 660 enrolled.

A summary of the University's admissions data since 2021 is included in the table below.

Applications and Acceptances

Fall Semester	2021	2022	2023	2024	2025
First-Time Students					
Applications	15,564	16,845	22,696	23,861	25,217
Acceptances	13,557	14,382	19,292	19,209	22,396
Matriculations	2,326	2,203	2,288	2,377	2,333
Acceptances/Applications	87%	85%	85%	81%	89%
Matriculations/Acceptances	17%	15%	12%	12%	10%

Transfer Students

Applications	902	1,354	984	1,295	1,267
Acceptances	848	1,206	856	1,186	1,129
Matriculations	325	415	359	365	403
Acceptances/Applications	94%	89%	87%	92%	89%
Matriculations/Acceptances	38%	34%	42%	31%	36%

Graduate Students

Applications	930	849	1,148	1,275	1,771
Acceptances	793	647	913	1,042	1,195
Matriculations	395	392	405	486	660
Acceptances/Applications	85%	76%	80%	82%	67%
Matriculations/Acceptances	50%	61%	44%	47%	55%

VII. Economic Benefit

The approximately \$122 million project budget for constructing and equipping the O’Connell Hall Student Housing Project will have significant direct and indirect impacts on employment and economic activity in Baltimore City and the surrounding areas.

MBE Contracting

The O’Connell Hall Student Housing Project has a 30% MBE contracting goal for the development of the project.

Rice Financial Products Company (<https://ricefinancialproducts.com>) is an MBE company selected to be part of the underwriters for the bonds.

While not a registered MBE company, Moody Nolan is the largest African American owned and managed design firm in the country. Moody Nolan maintains a strong commitment to diversity in their staff, as well as their approach to solving client problems.

VIII. Cash Flow Forecast

See attached.

FINANCING SUMMARY

Cash Flow Forecast

Fiscal Year Ending June 30,	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039
Rental Revenue	\$22,317,461	\$27,415,856	\$28,863,409	\$38,252,756	\$39,400,338	\$40,582,348	\$41,799,819	\$43,053,813	\$44,345,428	\$45,675,791	\$47,046,064	\$48,457,446	\$49,911,170	\$51,408,505
LESS: Vacancies	(49,920)	(1,286,325)	(1,443,170)	(1,912,638)	(1,970,017)	(2,029,117)	(2,089,991)	(2,152,691)	(2,217,271)	(2,283,790)	(2,352,303)	(2,422,872)	(2,495,558)	(2,570,425)
LESS: Deferred Revenue	(17,537)	(2,000)	(2,100)	(2,184)	(2,250)	(2,317)	(2,387)	(2,458)	(2,532)	(2,608)	(2,686)	(2,767)	(2,850)	(2,935)
Net Rental Revenue	22,250,004	26,127,531	27,418,138	36,337,934	37,428,072	38,550,914	39,707,441	40,898,665	42,125,625	43,389,393	44,691,075	46,031,807	47,412,762	48,835,144
Other Income	764,945	504,879	530,044	799,046	823,018	847,708	873,139	899,334	926,314	954,103	982,726	1,012,208	1,042,574	1,073,851
Interest Income	877,094	886,064	899,862	909,444	895,064	843,396	808,127	767,368	758,430	683,874	687,638	692,651	695,831	699,099
Debt Service Reserve Fund Release	-	-	-	-	-	-	-	-	2,214,750	-	-	-	-	-
Total Revenues	\$23,892,043	\$27,518,474	\$28,848,044	\$38,046,424	\$39,146,153	\$40,242,018	\$41,388,708	\$42,565,366	\$46,025,118	\$45,027,371	\$46,361,439	\$47,736,666	\$49,151,167	\$50,608,094
Payroll	\$1,730,985	\$2,350,629	\$2,450,489	\$3,180,786	\$3,276,209	\$3,374,496	\$3,475,731	\$3,580,002	\$3,687,403	\$3,798,025	\$3,911,965	\$4,029,324	\$4,150,204	\$4,274,710
Maintenance	1,365,191	1,960,811	2,044,147	2,697,003	2,777,913	2,861,250	2,947,088	3,035,501	3,126,566	3,220,363	3,316,974	3,416,483	3,518,977	3,624,547
Utilities	926,860	875,453	901,717	928,768	956,631	985,330	1,014,890	1,045,337	1,076,697	1,108,998	1,142,268	1,176,536	1,211,832	1,248,187
Security	680,043	750,000	772,500	795,675	819,545	844,132	869,456	895,539	922,405	950,078	978,580	1,007,937	1,038,175	1,069,321
Marketing	29,338	22,340	23,010	29,747	30,640	31,559	32,505	33,481	34,485	35,520	36,585	37,683	38,813	39,978
General & Administrative	762,105	406,471	418,665	557,385	574,106	591,330	609,070	627,342	646,162	665,547	685,513	706,079	727,261	749,079
Senior Management Fee	460,299	505,405	558,964	742,740	765,022	787,972	811,612	835,960	861,039	886,870	913,476	940,880	969,107	998,180
Insurance	623,080	659,109	678,882	895,560	922,426	950,099	978,602	1,007,960	1,038,199	1,069,345	1,101,425	1,134,468	1,168,502	1,203,557
Issuer's Fee	211,560	211,222	262,660	398,770	0	394,605	391,800	388,530	385,090	379,075	373,935	368,030	361,075	353,555
Other Operating Expenses	37,443	50,545	52,061	66,805	68,809	70,873	72,999	75,189	77,445	79,768	82,161	84,626	87,165	89,780
Annual Bond Insurance Installment	0	0	0	0	0	0	0	0	0	104,450	373,380	367,640	361,480	355,010
Repair & Replacement Fund Deposit	916,893	975,866	1,022,292	0	0	0	0	1,339,933	1,381,396	1,424,166	1,468,286	1,513,799	1,560,750	1,609,187
Total Operating Expenses	\$7,743,796	\$8,767,850	\$9,185,386	\$10,293,238	\$10,191,302	\$10,891,646	\$11,203,752	\$12,864,773	\$13,236,886	\$13,722,203	\$14,384,548	\$14,783,484	\$15,193,342	\$15,615,090
Net Operating Income	\$16,148,246	\$18,750,623	\$19,662,657	\$27,753,186	\$28,954,851	\$29,350,372	\$30,184,956	\$29,700,593	\$32,788,232	\$31,305,168	\$31,976,891	\$32,953,182	\$33,957,825	\$34,993,005
Annual Debt Service - 2020 Bonds (TM)	3,779,300	3,779,300	3,779,300	3,779,300	3,779,300	3,779,300	3,779,300	3,779,300	3,779,300	6,034,300	6,034,100	6,030,300	6,032,900	6,031,500
Annual Debt Service - 2022 Bonds (MV)	2,210,750	2,208,250	2,212,500	2,208,000	2,210,000	2,208,000	2,207,000	2,206,750	4,557,000	-	-	-	-	-
Annual Debt Service - 2022A Bonds (LH)	6,593,875	6,593,875	6,658,875	6,885,463	7,244,975	7,624,800	7,947,838	7,950,925	7,814,813	7,844,725	7,848,725	7,847,888	7,847,213	7,851,431
Annual Debt Service - 2025A Bonds (HT)	0	1,840,483	2,760,725	2,760,725	2,760,725	2,760,725	2,760,725	2,760,725	2,760,725	3,480,725	3,479,725	3,481,975	3,482,225	3,485,475
Annual Debt Service - 2026A Bonds (OH)	0	0	0	6,407,569	6,990,075	6,990,075	6,990,075	7,090,075	7,310,075	7,663,825	8,179,075	8,946,825	9,013,075	9,010,825
Annual Debt Service - Combined	12,583,925	14,421,908	15,411,400	22,041,056	22,985,075	23,362,900	23,684,938	23,787,775	26,221,913	25,023,575	25,541,625	26,306,988	26,375,413	26,379,231
Debt Service Coverage	1.28	1.30	1.28	1.26	1.26	1.26	1.27	1.25	1.25	1.25	1.25	1.25	1.29	1.33
Breakeven Occupancy	83.7%	79.5%	80.3%	80.1%	79.8%	80.2%	79.4%	81.3%	85.2%	81.2%	81.3%	81.3%	79.8%	78.2%
Subordinated Management Fee	230,149	252,702	279,482	371,370	382,511	393,986	405,806	417,980	430,519	443,435	456,738	470,440	484,553	499,090
Subordinated Owner's Fee	230,149	266,324	279,482	371,370	382,511	393,986	405,806	417,980	430,519	443,435	456,738	470,440	484,553	499,090
Subordinated Utility Expense	1,172,622	1,266,776	1,341,678	1,991,225	2,050,961	2,112,490	2,175,865	2,241,141	2,308,375	2,377,626	2,448,955	2,522,424	2,598,097	2,676,039
Operating Reserve Fund Deposit	91,433	223,593	97,190	592,693	75,400	77,582	79,824	82,143	84,592	86,636	89,446	92,007	94,593	97,359
Surplus Fund Deposit	1,839,968	2,319,321	2,253,425	2,385,473	3,078,393	3,009,427	3,432,718	2,753,574	3,312,313	2,930,461	2,983,389	3,090,883	3,920,616	4,842,195
Cash Flow Reserve Release	0	0	0	0	0	0	0	-337,517	-	-	-	-	-	-
Surplus Cash Flow Available for Release	\$1,839,968	\$2,319,321	\$2,253,425	\$2,385,473	\$3,078,393	\$3,009,427	\$3,432,718	\$3,091,091	\$3,312,313	\$2,930,461	\$2,983,389	\$3,090,883	\$3,920,616	\$4,842,195
Cumulative Surplus Cash Flow	\$1,839,968	\$4,159,288	\$6,412,714	\$8,798,186	\$11,876,580	\$14,886,007	\$18,318,725	\$21,409,816	\$24,722,129	\$27,652,590	\$30,635,978	\$33,726,861	\$37,647,478	\$42,489,672