

**MEMORANDUM OF UNDERSTANDING BETWEEN JOHNS HOPKINS
UNIVERSITY AND MONTGOMERY COUNTY, MARYLAND FOR THE
ADVANCEMENT OF THE BIOSCIENCES INDUSTRY, HIGHER EDUCATION
AND WORKFORCE DEVELOPMENT**

THIS NON-BINDING MEMORANDUM OF UNDERSTANDING is entered into this 24th day of February, 2010 between Johns Hopkins University ("JHU") and Montgomery County, Maryland ("County") (collectively, the "Parties") for the purposes of reflecting the Parties' shared objectives and vision of advancing the biosciences industry, higher education and workforce development within the County and for forging long-lasting collaborative relationships among private industry, public and private higher educational institutions and government interests involved with the biosciences industry.

BACKGROUND

WHEREAS, the County is home to many assets including a diverse, multi-national population of approximately one million people; a highly educated workforce; a nationally acclaimed public school system; and a thriving biosciences community including private companies, non-profits, federal installations, Montgomery College; JHU and the Universities at Shady Grove.

WHEREAS, JHU is an internationally-respected private research university with educational programs and partnerships that bridge all levels of the biosciences community and which, for more than a century, has had as its over-riding mission "the encouragement of research ... and the advancement of individual scholars, who by their excellence will advance the sciences they pursue, and the society where they dwell."

WHEREAS, the County has a longstanding commitment to the advancement of biosciences and higher education within the County with its creation of the Shady Grove Life Sciences Center, creation and support of research company incubators, and donation of land to JHU for its Montgomery County Campus ("MCC") and to the University System of Maryland for its Universities at Shady Grove.

WHEREAS, the Parties recognize that biosciences research and development provides great opportunities for world health and welfare and contributes significantly to the economy with the creation of higher paying jobs.

WHEREAS, the Parties recognize that Belward, MCC, and the Gaithersburg West Master Plan area as a whole have great potential to be a center of excellence for research and development.

WHEREAS, the Parties recognize that federal assets create opportunities for federal collaboration with higher education and private interests within the County including Gaithersburg West area, East County and Germantown, as well as other areas and desire to promote and create opportunities for greater collaboration.

WHEREAS, the Parties recognize that healthy biosciences development within Montgomery County contributes significantly to healthy biosciences development within the State and that JHU can facilitate collaboration between activities in Montgomery County, Baltimore City and other areas.

WHEREAS, the Parties recognize that in addition to their own growth potential for

partnerships, programs and activities there are untapped opportunities through collaboration and growth of the assets and resources within the County that the Parties desire to facilitate, foster and create.

WHEREAS, the Parties desire to create links and synergies among assets within the County including academic institutions, private research companies, private development, venture capital firms, federal laboratories and administrative offices, medical services delivery, and non-profit research organizations with the objective of becoming a leading example in the world for development and delivery of services and products for global health and welfare.

WHEREAS, the National Institutes of Health, with the support of Congress, emphasize translating laboratory discoveries into treatments for patients. The Parties recognize that these discoveries should be extended beyond treatments for individual patients toward improved health for whole populations. This involves a two step process of "bench to bedside to population". This second stage is achieved by mobilizing basic, clinical, and population scientists to discover and teach how to: prevent disease through healthy living; diagnose and treat disease early; use novel biologic and medical information to improve the quality and reduce the costs of maintaining health and treating disease; and organize globally competitive health systems. Working together, scientists and entrepreneurs can achieve the goal of commercializing these discoveries.

WHEREAS, JHU seeks to expand its translational science programs, research, development, partnerships and relationships, building upon strengths in basic biological and clinical research. Collaborations with other academic institutions, federal labs, and private research companies in MC and around the region will advance JHU towards this goal.

WHEREAS, the parties' shared vision is to create an international center of discovery and education in biomedical translational science with the ultimate goal of advancing local, national and global population health.

WHEREAS, Montgomery County as home to the NIH, FDA, NIST, strong biotechnology and information science companies, a strong network of local hospitals for expanding clinical research including Suburban, Adventist, Holy Cross, and Montgomery General Hospitals, a leading county Department of Health and Human Services, and a highly educated, diverse and outward looking population, is in a unique position to create an environment in which the essential ingredients to producing healthy populations can be discovered and commercialized.

WHEREAS, Parties' intent is that certain locations including Belward and MCC develop into a scientific and commercial engine with a balanced mix of: education; academic, private and federal research and development.

WHEREAS, the parties recognize that the most fertile environments for life sciences education, research, and business development are in communities in which researchers, employees, students and residents can live, work, learn, shop and enjoy recreation opportunities and that mass transit is an important element of creating such a community.

WHEREAS, Montgomery County is currently considering the Gaithersburg West

Master Plan with a proposed density of between 18 -- 20 Million sf of commercial development which has as its core objective the advancement of life sciences activities within Montgomery County and the linkage of academic, private and federal research and development. The draft Master Plan includes up to 9000 dwelling units, and proposes an alignment for the Corridor Cities Transitway that optimizes ridership and serves proposed centers of life sciences and supporting development with the objective of creating an innovation community (collectively, the "Plan").

NOW THEREFORE, the Parties desire to collaborate to create within Montgomery County such a community and therefore are entering into this Memorandum of Understanding to reflect their mutual understandings.

1. Mutual Goals and Commitments

JHU shares with the County the vision for development of Belward and MCC to create a balanced mix of education with research and development.

JHU will, at a minimum, annually identify target areas of academic research in biomedical translational science with the ultimate goal of advancing local, national, and global health. These targeted areas of research will provide a framework for the types of organizations that JHU will seek to attract to locate at Belward and MCC.

c. The County will include in its economic development strategy efforts to identify and attract companies and organizations that will complement areas of academic vision that JHU will pursue.

The County will develop an economic development strategy to attract complementary activities to JHU's areas of academic research and partnerships located at Belward and MCC with the intent that the parties will collaboratively create a nucleus of world-renowned life sciences activity.

2. Collaboration and Communication

The parties intend that the MOU be the beginning of greater collaboration and communication and therefore agree to the following:

The Parties will hold semi-annual meetings at Belward or MCC among the JHU President, JHU Provost, JHU CFO and the County Executive, Council President and Director of the Department of Economic Development.

The parties believe that their respective interests will benefit from cross representation and therefore agree as follows:

the County will appoint a senior JHU management official (to be designated by the JHU President) to be on the life sciences implementation body that the County is creating;

JHU will appoint the County Executive (or designee) to a strategic Hopkins Committee such as the Oversight Committee for the Institute for Clinical and Translational Research (ICTR) that is . relevant to the vision for Belward and MCC.

The parties will by February 28 of each calendar year provide each other with the following reports for the preceding calendar year -

The County will provide an annual report to JHU on the life sciences companies located in the County

JHU will provide an annual report on programs, partnerships, and courses at Belward and MCC for the previous year and plans for the following year.

3. Miscellaneous

Plan Implementation - The parties believe that the Plan provides the framework for a thriving life sciences community. JHU recognizes and acknowledges the County's commitment and support for life sciences activities and to JHU's presence at MCC. JHU agrees that the Plan provides a suitable framework to achieve the vision for Belward and MCC and agrees that it will use its best efforts to develop MCC and Belward in accordance with the Plan.

CCT - The Parties will cooperate to advance and achieve the federal and state funding and development of the CCT as expeditiously as is feasible.

IN WITNESS WHEREOF, the Parties have entered into this Memorandum of Understanding on this 24th day of February, 2010.

JOHNS HOPKINS UNIVERSITY
MONTGOMERY COUNTY, MARYLAND

By:

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