



December 12<sup>th</sup>, 2025

Mr. Tom Sadowski, Executive Director  
Maryland Economic Development Corporation  
7 Saint Paul Street, Suite 940  
Baltimore, Maryland 21202

**RE: The Washington County Visitor Welcome Center**

Dear Mr. Sadowski,

The Hagerstown/Washington County Convention & Visitors Bureau (“CVB”), a non-profit private organization headquartered in Washington County, Maryland, wishes to engage the services of the Maryland Economic Development Corporation (MEDCO), a body corporate politic and a public instrumentality of the State of Maryland organized pursuant to Sections 10-101 through 10-132, inclusive, of the Economic Development Article of the Annotated Code of Maryland, as amended (the “Act”) to assist CVB with the following real estate related consulting services through this Letter of Intent (the “LOI”).

The Hagerstown/Washington County Convention & Visitors Bureau (“CVB”) is currently headquartered and hosts the Washington County Visitors Center located in leased space at 16 Public Square, Hagerstown in Washington County, Maryland. The Mission of the Bureau is to promote Hagerstown and Washington County by increasing tourism and visitor spending through the marketing and promotion of attractions, events, accommodations and visitor services which will contribute to economic development (the “Mission”).

In furtherance of this Mission, the CVB has previously received approximately One Million Five Hundred Forty Thousand (\$1,540,000.00) in grant funding (\$500,000 in 2024 State Capital Grant Allocation, \$540,000 in 2025 State Capital Grant Allocation, and \$500,000 in Appalachian Regional Commission, the “Grant Funding”) to undertake certain improvements to exhibit spaces and renovation to CVB’s visitor center and headquarters. Ahead of investing the Grant Funding, undertaking final lease negotiations, renovating the visitors center, modernizing and enhancing curated exhibits within the final visitor center location into its headquarters and visitor’s center, CVB is evaluating its options on whether to stay in or relocate from its current leased property (the “Project”).

The Hagerstown-Washington County Convention and Visitor’s Bureau (“CVB”) is hereby requesting MEDCO’s assistance with undertaking and performing directly (or obtaining the services of others) with (a) certain Project feasibility services related to Project lease negotiations, budgeting, schedule projections, early design, (b) support of CVB’s pursuit of additional funding from the State of Maryland and/or other appropriate sources to provide additional funding for the Project, (c) development of the Project based upon the CVB’s approved program of requirements, (d) contracting for any and all necessary professional services required to undertake the design and construction of the Project, (e) managing the construction and renovation of the Project, and (f) arranging for the furniture, fixtures, exhibits and equipment necessary to fit out the Project (the “Services”).



The Hagerstown/Washington County Convention & Visitors Bureau ("CVB") agrees that costs incurred by MEDCO in performing and contracting for Services with respect to the Project at CVB's request (i) will be invoiced back by MEDCO to CVB on a monthly basis for costs incurred in performing the Services; and (ii) CVB will promptly remit payment as called for in such invoices, which shall be inclusive of payment of MEDCO's hourly consulting fee of Four Hundred Dollars (\$400.00) per hour (the "MEDCO Fee"), which shall not exceed \$150,000.00 in total (the "MEDCO Fee Cap").

It is expressly agreed and understood that other than as set forth in this paragraph, (a) MEDCO will not incur any liability, direct or indirect, or any cost, direct or indirect, in connection with the Services for the Project, and (b) the Services are being procured for the benefit of CVB.

Accordingly, CVB shall pay all necessary expenses incurred by or on behalf of MEDCO in connection with the Services and the MEDCO Fee within thirty (30) days of receipt from MEDCO of an invoice therefore.

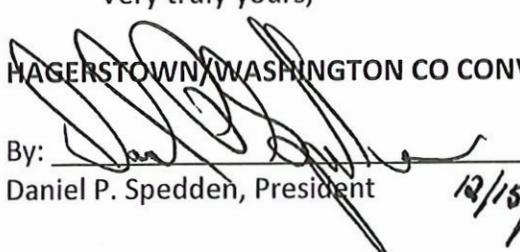
Nothing contained in this LOI shall be deemed to constitute an undertaking by MEDCO to expend any of its own funds to affect any or all of the transactions contemplated by the Letter of Intent or this LOI.

If at any time CVB determines not to proceed with the Project, CVB will promptly advise the Executive Director of MEDCO, in writing, of such determination, stating the reasons therefor and shall pay all necessary expenses incurred by or on behalf of MEDCO in connection with Services and the MEDCO Fee incurred to the date that such determination is made.

This LOI may be further supplemented, modified, or amended from time to time upon written agreement of both parties.

Very truly yours,

HAGERSTOWN/WASHINGTON CO CONVENTION & VISITORS BUREAU ("CVB")

By:   
Daniel P. Spedden, President

12/15/25

Accepted:

MARYLAND ECONOMIC DEVELOPMENT CORPORATION

By:  12/15/25  
J. Thomas Sadowski, Executive Director