

CERTIFICATE OF PUBLIC HEARING

I, the undersigned, hereby certify in connection with the issuance by Harris County Cultural Education Facilities Finance Corporation (the "**Issuer**") of its limited obligation revenue bonds pursuant to a plan of financing, in one or more series and in one or more years, in the principal amount not to exceed \$1,110,000,000 (the "**Bonds**"), for the benefit of Memorial Hermann Health System, a Texas nonprofit corporation ("**MHHS**"), and one or more of its tax-exempt nonprofit affiliates (collectively, the "**System**"), as follows:

1. I am General Counsel to the Issuer, and have been duly authorized to conduct a public hearing on the issuance of the Bonds to finance and refinance the projects described in the notice of such hearing published in the *Houston Chronicle* on April 12, 2024, a copy of which notice as published with Affidavit of Publication is attached hereto as Exhibit A, all of which projects are to be owned, operated or managed by the System and located in Harris, Montgomery, Fort Bend or Brazoria County, Texas as described in the notice.

2. I conducted such hearing commencing at 12:30 p.m. (Central Daylight Time) on Friday, April 19, 2024 by telephone in the manner described in the notice referred to in paragraph 1 hereof, which was open to the public for purposes of the hearing.

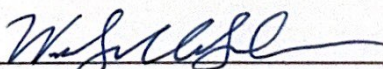
3. At the time for the commencement of the hearing, I publicly requested comments on the projects to be financed and refinanced with proceeds of the Bonds and on the issuance of the Bonds.

4. At the hearing, no persons presented comments.

5. I imposed no time limitations on any public comments.

6. A copy of the minutes of the public hearing is attached hereto as Exhibit B.

IN WITNESS WHEREOF, I have hereunto set my hand this April 19, 2024.



Wendy Montoya Cloonan, Hearing Officer
Harris County Cultural Education Facilities Finance
Corporation

EXHIBIT A
Affidavit of Publication – *Houston Chronicle*

[*See attached.*]



AFFIDAVIT OF PUBLICATION

STATE OF TEXAS:

Before me, the undersigned authority, a Notary Public in and for the State of Texas, on this day personally appeared, the Newspaper Representative at the HOUSTON CHRONICLE, a daily newspaper published in Harris County, Texas, and generally circulated in the Counties of: HARRIS, TRINITY, WALKER, GRIMES, POLK, SAN JACINTO, WASHINGTON, MONTGOMERY, LIBERTY, AUSTIN, WALLER, CHAMBERS, COLORADO, BRAZORIA, FORT BEND, GALVESTON, WHARTON, JACKSON, and MATAGORDA and that the publication, of which the annexed herein, or attached to, is a true and correct copy, was published to-wit:

NORTON ROSE FULBRIGHT US LLP
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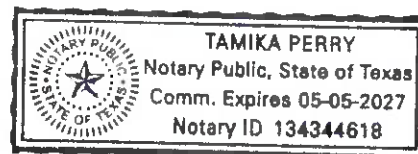
A handwritten signature in blue ink that reads "Victoria Bond".

NEWSPAPER REPRESENTATIVE

Sworn and subscribed to before me, this 12th Day of April A.D. 2024

A handwritten signature in blue ink, likely belonging to the Notary Public, Tamika Perry.

Notary Public in and for the State of Texas



NOTICE OF PUBLIC HEARING

TAKE NOTICE THAT, for purposes of Section 147 of the Internal Revenue Code of 1986, as amended, the Harris County Cultural Education Facilities Finance Corporation (the "Issuer") will hold a public hearing on April 19, 2024, at 12:30 p.m., accessible to the public by telephone, with respect to a plan of financing that will consist of the Issuance, in one or more series and in one or more years, of the Issuer's limited obligation revenue bonds (the "Bonds"). The Bonds are proposed to be issued as qualified 501(c)(3) bonds in the approximate maximum aggregate principal amount of \$1,110,000,000 to (i) refund Issuer obligations that were incurred to finance or refinance the construction, expansion, renovation, and replacement of, additions to, and the acquisition of sites, buildings, and capital equipment for healthcare facilities; (ii) finance or refinance the construction, expansion, renovation, and replacement of, additions to, and the acquisition of sites, buildings, and capital equipment for healthcare facilities; (iii) finance capital expenditures relating to acquisition, installation, equipping and implementation of an electronic health record system; and (iv) pay costs in connection with the issuance of the Bonds. The projects to be financed and refinanced with the Bonds, and the location in Texas and maximum stated principal amount of Bonds to be issued to finance and refinance each project, are as follows:

<u>Project</u>	<u>Maximum Amount</u>
The following acute care hospitals and ancillary health facilities:	
(a) Memorial Hermann-Texas Medical Center (including Children's Memorial Hermann Hospital), 6411 Fannin, Houston, Harris County	\$680,000,000
(b) Memorial Hermann Southwest Hospital, 7600 Beechnut, Houston, Harris County	\$50,000,000
(c) Memorial Hermann Southeast Hospital, 11800 Astoria Boulevard, Houston, Harris County	\$110,000,000
(d) Memorial Hermann Greater Heights Hospital (1/k/a Memorial Hermann Northwest Hospital), 1635 North Loop West, Houston, Harris County	\$130,000,000
(e) Memorial Hermann Memorial City Medical Center, 921 Gessner, Houston, Harris County	\$50,000,000
(f) Memorial Hermann The Woodlands Medical Center, 9250 Pinemcove Drive, The Woodlands, Montgomery County	\$180,000,000
(g) Memorial Hermann Katy Hospital, 23900 Katy Freeway, Katy, Harris County	\$100,000,000
(h) Memorial Hermann Sugar Land Hospital, 17500 West Grand Parkway, Sugar Land, Fort Bend County	\$370,000,000
(i) Memorial Hermann Pearland Hospital, 16100 South Freeway, Pearland, Brazoria County	\$90,000,000
(j) Memorial Hermann Northeast Hospital, 18951 N. Memorial Drive, Humble, Harris County,	\$130,000,000
(k) Memorial Hermann Cypress Hospital, 27800 Northwest Freeway, Cypress, Harris County	\$170,000,000
(l) Memorial Hermann Prevention and Recovery Center, a chemical dependency treatment center, 3033-3043 Gessner Road, Houston, Harris County	\$30,000,000

Acquisition, installation, equipping and implementation of an electronic health record system for the above-listed facilities: \$100,000,000

The projects to be financed and refinanced with the Bonds are owned or principally used by Memorial Hermann Health System, a Texas nonprofit corporation, or one or more of its affiliates.

The Bonds will be limited non-recourse obligations of the Issuer payable solely from the repayment of a loan of proceeds of the Bonds to Memorial Hermann Health System and will not constitute a debt or obligation of Harris County or any other public body or be in any way payable from taxes or other public funds.

All interested persons are invited to attend the public hearing by telephone and will be given an opportunity to address the question of whether the Commissioners Court and/or County Judges of Harris, Fort Bend, Brazoria and/or Montgomery Counties should approve the plan of finance for the projects and the issuance of the Bonds. Following the public hearing, a report concerning the hearing will be submitted to the approving governmental bodies or officials, with a request to approve the plan of finance and projects and issuance of the Bonds. Individuals may attend the public hearing by telephone toll-free by dialing (877) 853-5257. The conference code is 6308532545.

Questions, requests for additional information, or written comments may be directed in writing to the Issuer in care of Cantu Harden Montoya LLP, 12 Greenway Plaza, Suite 1100, Houston, Texas 77046, Attention: Wendy Montoya Cloonan.

HARRIS COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION

EXHIBIT B

Minutes of a Public Hearing Conducted by Harris County Cultural Education Facilities Finance Corporation on April 19, 2024

A public hearing by Harris County Cultural Education Facilities Finance Corporation was held telephonically pursuant to notice given. The hearing was called to order at 12:30 p.m. (Central Daylight Time) by the undersigned, as Hearing Officer.

The Hearing Officer then stated:

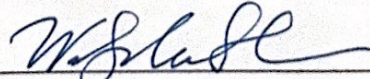
"Now is the time and place set for the public hearing to be conducted pursuant to Section 147 of the Internal Revenue Code of 1986, as amended, with respect to the issuance by Harris County Cultural Education Facilities Finance Corporation (the "**Issuer**"), of qualified 501(c)(3) bonds pursuant to a plan of financing, in one or more series and in one or more years (collectively, the "**Bonds**"), in an aggregate principal amount not to exceed \$1,110,000,000. The proceeds of the Bonds will provide funds to (i) refund Issuer obligations that were incurred to finance or refinance the construction, expansion, renovation, and replacement of, additions to, and the acquisition of sites, buildings, and capital equipment for healthcare facilities; (ii) finance or refinance the construction, expansion, renovation, and replacement of, additions to, and the acquisition of sites, buildings, and capital equipment for healthcare facilities; (iii) finance capital expenditures relating to acquisition, installation, equipping and implementation of an electronic health record system; and (iv) pay costs in connection with the issuance of the Bonds."

"The projects to be financed and refinanced with the Bonds are located at the addresses and in the maximum principal amounts listed in the notice of public hearing published in the *Houston Chronicle* on April 12, 2024."

"Members of the public are invited to comment with respect to the proposed financing plan and the nature of the projects to be financed or refinanced. Is there anyone present who wishes to comment?"

"The minutes of this hearing will reflect that no one has appeared at this hearing to comment and no written inquiries were submitted to Harris County Cultural Education Facilities Finance Corporation in care of Wendy Montoya Cloonan as of April 19, 2024."

"The public hearing is now concluded."



Wendy Montoya Cloonan, Hearing Officer
Harris County Cultural Education Facilities Finance
Corporation

CERTIFICATE

We, the undersigned officers of Brazoria County, Texas (the “County”), hereby certify as follows:

The Commissioners Court (the “Court”) of the County convened in regular session, open to the public, on May 14, 2024 (the “Meeting”), at Brazoria County Courthouse Campus – Administration Building, 237 East Locust Street, 2nd Floor Room #205, Angleton, Texas, and the roll was called of the members of the Court, to-wit:

Matt Sebesta, Jr., County Judge
Donald Payne, Commissioner, Precinct 1
Ryan Cade, Commissioner, Precinct 2
Stacy L. Adams, Commissioner, Precinct 3
David Linder, Commissioner, Precinct 4

All members of the Court were present, except the following: _____, thus constituting a quorum. Whereupon, among other business, the following was transacted at such meeting: A written

RESOLUTION APPROVING PLAN OF FINANCE FOR THE
HARRIS COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION
TO FINANCE AND REFINANCE PROJECTS FOR
MEMORIAL HERMANN HEALTH SYSTEM

(the “Resolution”) was duly moved and seconded and, after due discussion, said motion, carrying with it the adoption of such Resolution, prevailed and carried by the following votes:

AYES: _____ NOES: _____

A true, full, and correct copy of the Resolution is attached to and follows this Certificate; the Resolution has been duly recorded in the Court’s minutes of the Meeting; the above and foregoing paragraph is a true, full, and correct excerpt from the Court’s minutes of the Meeting pertaining to the adoption of the Resolution; the persons named in the above and foregoing paragraph are the duly chosen, qualified, and acting members of the Court; each of the members of the Court was duly and sufficiently notified officially and personally, in advance, of the time, place, and purpose of the Meeting, and that the Resolution would be introduced and considered for adoption at the Meeting; each of such members consented, in advance, to holding of the Meeting for such purpose; and the Meeting was open to the public, and public notice of the time, place, and purpose of the Meeting was given, all as required by Chapter 551, Texas Government Code, as amended.

SIGNED AND SEALED this _____.

Joyce Hudman, County Clerk
Brazoria County, Texas

Matt Sebesta, Jr., County Judge
Brazoria County, Texas

(SEAL)

**RESOLUTION APPROVING PLAN OF FINANCE FOR THE
HARRIS COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION
TO FINANCE AND REFINANCE PROJECTS FOR
MEMORIAL HERMANN HEALTH SYSTEM**

WHEREAS, the Harris County Cultural Education Facilities Finance Corporation, pursuant to section 147(f) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the “*Code*”), after reasonable public notice (hereinafter referred to as the “*Notice*”), a copy of which is attached hereto as *Exhibit A*, has conducted a public hearing on a plan of finance including the proposed issuance of its limited obligation revenue bonds in one or more series and in one or more years in an aggregate approximate maximum principal amount of \$1,110,000,000 (hereinafter referred to as the “*Bonds*”), to finance or refinance projects described in the Notice (herein referred to as the “*Projects*”), including projects located in Brazoria County, Texas (the “*County*”), for all of which Memorial Hermann Health System, a Texas non-profit corporation, or an affiliate is the legal owner or principal user; and

WHEREAS, approval by this Court or the County Judge of the County of the plan of finance for the Projects that are located in the County and to be financed or refinanced by the Bonds is a condition to the exclusion of interest on the Bonds from the gross income of the owners thereof for federal income tax purposes and, consequently, is necessary to finance or refinance such Projects at the favorable interest rates which are borne by tax-exempt obligations;

BE IT, THEREFORE, RESOLVED BY THE COMMISSIONERS COURT OF BRAZORIA COUNTY, TEXAS, THAT:

Section 1. The plan of finance for the Projects located in the County, including issuance of the Bonds in one or more series and in one or more years in an aggregate approximate maximum principal amount of \$1,110,000,000, with an approximate maximum aggregate principal amount for such Projects specified in the Notice, is hereby approved pursuant to section 147(f) of the Code.

Section 2. The approval herein granted is solely for purposes of section 147(f) of the Code and shall not be construed as a representation, warranty, or other undertaking of any kind by the County in respect of the Bonds or the Projects. The Bonds shall not constitute obligations of the State of Texas, the County, or any other political subdivision or agency thereof or a pledge of the faith and credit of any of them. Neither the State of Texas nor any political subdivision or agency thereof, including the County, shall be obligated to pay the Bonds or the interest thereon. Neither the faith and credit nor the taxing power of the State of Texas, the County, or any other political subdivision or agency thereof shall be pledged to the payment of principal of, redemption premium, if any, or interest on the Bonds.

Section 3. The County Judge, the County Commissioners, and the County Clerk and other officers of the County, or any of them, are hereby authorized to execute and deliver such endorsements, certificates, instruments, documents, or other papers and to do all other things necessary or advisable to give effect to the intent and purpose hereof.

PASSED AND APPROVED this May 14, 2024.

ATTEST:

Joyce Hudman, County Clerk

Matt Sebesta, Jr., County Judge

Donald Payne
Commissioner Pct. 1

Ryan Cade
Commissioner Pct. 2

Stacy L. Adams
Commissioner Pct. 3

David Linder
Commissioner Pct. 4

Attachment

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All interested persons are invited to attend the public hearing by telephone and will be given an opportunity to address the question of whether the Commissioners Court and/or County Judges of Harris, Fort Bend, Brazoria and/or Montgomery Counties should approve the plan of finance for the projects and the issuance of the Bonds. Following the public hearing, a report concerning the hearing will be submitted to the approving governmental bodies or officials, with a request to approve the plan of finance and projects and issuance of the Bonds. Individuals may attend the public hearing by telephone toll-free by dialing (877) 853-5257. The conference code is 6308532545.

Questions, requests for additional information, or written comments may be directed in writing to the Issuer in care of Cantu Harden Montoya LLP, 12 Greenway Plaza, Suite 1100, Houston, Texas 77046, Attention: Wendy Montoya Cloonan.

HARRIS COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION

April 19, 2024

BY EMAIL

Norton Rose Fulbright US LLP
2200 Ross Avenue, Suite 3600
Dallas, Texas 75201-7932
United States

Direct line +1 214 855 8059
matt.mccabe@nortonrosefulbright.com

Tel +1 214 855 8000
Fax +1 214 855 8200
nortonrosefulbright.com

The Honorable County Judge
and County Commissioners
of Brazoria County
237 East Locust Street, 2nd Floor
Angleton, Texas 77515

Attention: Ms. Mary Shine
Brazoria County District Attorney's Office
Assistant District Attorney

Re: **Request for Approval of Harris County Cultural Education Facilities Finance Corporation Hospital Revenue Bonds (Memorial Hermann Health System)**

Ladies and Gentlemen:

On behalf of the Harris County Cultural Education Facilities Finance Corporation (the "Corporation"), we enclose (a) a copy of a proposed Commissioners Court resolution to approve a plan of finance for the Corporation to finance or refinance specific projects, including projects located in Brazoria County, including a notice of public hearing on the plan and the projects, which was published in the *Houston Chronicle* on April 12, 2024, and (b) a certificate reporting that no one appeared at the public hearing to oppose the plan or the projects.

We respectfully request that the Commissioners Court consider adoption of the enclosed resolution at its regular meeting scheduled for Tuesday, May 14, 2024. We would suggest that this matter appear separately on the agenda for the Commissioners Court meeting as follows:

RESOLUTION APPROVING THE ISSUANCE OF BONDS BY
HARRIS COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION
TO FINANCE AND REFINANCE CERTAIN PROJECTS
FOR MEMORIAL HERMANN HEALTH SYSTEM

As we have previously reported, section 147(f) of the Internal Revenue Code of 1986, as amended, provides that bonds to finance the projects in Brazoria County must be approved by the Commissioners Court, the County Judge, or another governmental unit or official with jurisdiction, after a public hearing held on public notice, in order for interest on the bonds to be exempt from federal income taxes. As noted by the enclosed certificate, a public hearing for this purpose was held on April 19, 2024, without opposition. We therefore request that the Commissioners Court adopt the enclosed resolution to enable an efficient financing and refinancing of the projects and refinancing of existing indebtedness for Memorial Hermann Health System and its affiliates, as described in the notice of public hearing.

Also enclosed with the copy of this letter to Ms. Mary Shine is a copy of a cover certificate of County Clerk relating to the resolution. We request that Ms. Shine return (i) two (2) fully executed

April 19, 2024
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 NORTON ROSE FULBRIGHT

Certificates and (ii) two (2) fully executed resolutions to the undersigned after adoption of the enclosed resolution.

Please do not hesitate to contact me at (214) 855-8059 if you should need any additional information or have any questions which you would like answered before acting on this request.

Very truly yours,



Matt McCabe

MJM

cc: Ms. Mary Shine (w/encls.)