

**MINUTES OF THE  
ORANGE COUNTY HEALTH FACILITIES AUTHORITY'S MEETING**

Date: Thursday, January 3, 2019  
Location: Conference Room 105, Orange County Administration Center, 201 S. Rosalind Avenue, Orlando, FL  
Members Present: Leonard Habas, Robert Szafranski, Michael Travis Daniels, and Bakari Burns.  
Others Present: Counsel to Authority Michael Ryan of Lowndes, Drosdick, Doster, Kantor & Reed, P.A. ("LDDKR"); Debbie Cecchetti, Assistant to Michael Ryan; John Miller, CEO Orlando Health, Alayna Curry, Media Relations Orlando Health, Chris Walrath of Chapman and Cutler, LLP (Bond Counsel), Jim Bogner and Joseph Percopo of Mateer Harbert (Counsel to Orlando Health), Danielle Phillippe of Orange County Fiscal, Eric Gassman, Orange County Comptroller, David Moore and Laura Howe of PFM (Financial Advisor to Authority)

**AUTHORITY AGENDA ITEM 1:** Call to Order: Chair Leonard Habas called the meeting to order at 7:30 a.m.

**AUTHORITY AGENDA ITEM 2:**

Public Comment: Members of the public in attendance were invited to comment on any matters relating to Authority business. There was no public comment.

**AUTHORITY AGENDA ITEM 3:**

Approval of Minutes: The Minutes of the October 19, 2018 meeting of the Orange County Health Facilities Authority were unanimously approved by voice vote, without change or addendum, upon motion by Robert Szafranski and seconded by Bakari Burns.

**AUTHORITY AGENDA ITEM 4:**

Engagement of Chapman & Cutler as Bond Counsel & Approval of Engagement Letter: Leonard Habas disclosed that Lowndes, Drosdick, Doster, Kantor & Reed, P.A. has a large footprint in the Central Florida area, and therefore has represented Orlando Health in other matters than the one before the Authority today. Orlando Health has separate representation for the bond request being considered at this meeting. Mike Ryan advised that Chapman and Cutler, LLP is serving as bond counsel in this transaction. Chris Walrath, on behalf of Chapman and Cutler, requested that the Authority execute an engagement letter which sets forth the function of the bond counsel and delineates what bond counsel will do and will not do in connection with this bond issuance. It also sets forth that the Authority will not be responsible for payment of bond counsel's fees and/or costs. It is similar to the engagement letter executed by the Authority in connection with

the 2016 Orlando Health bond issue for which Chapman and Cutler, LLP served as bond counsel.

Action: Motion that the Authority engage Chapman and Cutler, LLP as bond counsel, and that Leonard Habas, as Chair, be authorized to execute the engagement letter, was made by Robert Szafranski and seconded by Michael Daniels, and unanimously approved by voice vote.

#### **AUTHORITY AGENDA ITEM 5:**

Request by Orlando Health, Inc.: John Miller, CEO for Orlando Health, provided a summary of Orlando Health's request for up to \$360,000,000.00 bonds. Approximately, \$150,000,000 of the bonds will be used for the construction of Horizon West Hospital, a 103-bed acute care hospital and related medical clinics, medical offices and ancillary facilities, located in Winter Garden, and approximately \$100,000,000.00 will be used to refinance the Authority's 2009 bonds resulting in a \$9,000,000.00 to \$11,000,000.00 present value savings in interest. The balance of the bonds will be taxable bonds, not issued by the Authority, for numerous construction projects in the community.

#### **AUTHORITY AGENDA ITEM 6:**

TEFRA Public Hearing: At approximately 7:45 a.m., Len Habas commenced the TEFRA Public Hearing regarding the bond request by Orlando Health. No one from the public was present to speak in favor of or against the bond request. No one from the public was present to present a written statement in favor of or against the bond request and no one submitted a written statement in favor of or against the bond request prior to the Authority meeting. Minutes of the TEFRA hearing are attached to these minutes as Exhibit B.

#### **AUTHORITY AGENDA ITEM 7:**

Consideration of Resolution. Robert Szafranski disclosed that he is an employee of Orlando Health, Inc. and as such was abstaining from participation in the discussion of the bonds and from voting on the same. Mr. Szafranski will execute a Form 8B disclosure and will file the same with the offices of the Authority's counsel.

Len Habas called for a Motion. Mike Daniels moved that the Resolution be approved and the motion was seconded by Bakari Burns. Len Habas opened the motion for discussion. Mike Ryan discussed the Bond Resolution before the Authority for approval which includes findings supported by a letter from Orlando Health attached to the Resolution that affirm that the bond request is in compliance with the Authority Act and that Health Central has obtained all certificates of need for the capital expenditures included within the Project. David Moore of PFM stated that he has undertaken a review of the financial status of Orlando Health and prepared a letter of financial findings that all is in order and that Orlando Health is financially able to perform under the bond request. Mike Ryan further explained that the Resolution authorizes the execution of bonds up to

\$360,000,000.00 in two separate series – Series 2019A for the financing of the construction of the Horizon West Hotel and Series 2019B for the refinancing of the 2009 Bonds. He described the documents attached as Exhibits to the Resolution as follows:

- (i) Bond Purchase Contracts for each of the 2019A and 2019B Series which identifies the underwriters who are acquiring and marketing the bonds;
- (ii) Trust Indenture which provides for the monies to go to the Trustee, U.S. Bank, and for the managements and disbursement of the monies. The Authority does not handle any of the monies;
- (iii) Supplemental Trust Indenture and Note which will be signed by Orlando Health and obligates Orlando Health to repay the bonds;
- (iv) Preliminary Official Statement which provides information about Orlando Health and is used by the underwriters to market the bonds;
- (v) Tax Agreement which sets forth the representations and obligations of the Authority to maintain the tax exempt nature of the bonds; and
- (vi) Loan Agreement which sets forth the fixed rate interest and other terms and obligations of Orlando Health under the bonds.

Chris Walrath explained that there are two sets of documents – one for each Series. He further explained that the Series 2019A documents for the Horizon West Hospital will be signed and the bonds funded in February, 2019. The Series 2019B bonds will be forward delivery bonds in that the 2009 Bonds which are being refinanced cannot be refunded before October 1, 2019. Therefore the Series 2019B Bonds will be executed in February, 2019 and will fix the interest rate with the investors, and the documents will be held in escrow by Chapman and Cutler, LLP until July 1, 2019 when they bonds will be actually funded. The Series 2019B Bonds will include a Forward Purchase Agreement with requirements that must be met before the bonds can be released from escrow and funded in July. The Series 2019B Bonds will have an interest premium applied to the same.

Action: Motion to adopt the Resolution as presented and authorize the execution and delivery on behalf of the Authority of the Resolution and other documents as described therein was made by Michael Daniels, and seconded by Bakari Burns, and unanimously approved by voice vote.

#### **AUTHORITY AGENDA ITEM 8:**

Election of Authority: Len Habas made the suggestion that he continue as Chair and Robert Szafranski continue as Vice Chair until the next meeting so that Yvonne Holmes could be present to discuss and to vote on the officers. The other Authority members concurred.

Action: Motion for Len Habas and Robert Szafranski to be elected as Chair and Vice Chair, respectively, was made by Michael Daniels, and seconded by Bakari Burns, and unanimously approved by voice vote.

**AUTHORITY ADDITIONAL BUSINESS:**

Mr. Habas inquired whether there was any additional business to come before the Authority.

There being no further business to come before the Authority, the meeting was adjourned at 8:05 a.m.

**ATTEST:**

  
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Leonard Habas, Chair

Attachments:

Exhibit A - Chapman and Cutler LLP engagement letter

Exhibit B - Minutes of TEFRA Hearing

Exhibit C - Resolution – Orlando Health

Exhibit D - Form 8B Disclosure-Szafranski

**EXHIBIT A**  
**Chapman and Cutler LLP Engagement Letter**

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**EXHIBIT B**  
**Minutes of TEFRA Hearing**

**EXHIBIT C**  
**Resolution – Orlando Health**

**EXHIBIT D**  
**Form 8B Disclosure-Robert Szafranski**