

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

Date: Wednesday, February 24, 2021

Location: The meeting was an in-person meeting and public hearing held at the Winter Park Public Library Community Room, 460 E New England Avenue, Winter Park, FL 32789, with access also via Zoom and toll free call-in.

Members Present: Physically Present - Leonard Habas, Robert Szafranski, Michael Daniels and Melissa Schott-Gomez; Virtually Present - Darlene Baptiste

Others Present: Physically Present - Counsel to Authority Michael Ryan of Lowndes, Drosdick, Doster, Kantor & Reed, P.A. ("Lowndes") and Carol Murray, Assistant to Michael Ryan; Virtually Present - Christopher Walrath of Chapman and Cutler LLP, bond counsel; Danielle Phillippe of Orange County Fiscal and Business Services; Laura Howe of PFM, financial adviser to the Authority; Bob Folz, counsel for AdventHealth; and Mark Heimendinger of Lowndes

AUTHORITY AGENDA ITEM 1: Call to Order: Chair Leonard Habas called the meeting to order at 11:30 a.m. and introduced new member Melissa Schott-Gomez and Darlene Baptiste. The Chair proceeded to administer the Oath of Office to both members by reading the oath and asking that they repeat it. Chair confirmed that both members had previously signed the Oath of Office.

AUTHORITY AGENDA ITEM 2:

A roll call was taken and confirmed that members constituting a quorum were present.

AUTHORITY AGENDA ITEM 3:

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 4:

Approval of Minutes: The Minutes of the September 17, 2020 meeting of the Orange County Health Facilities Authority were approved by unanimous vote, without change or addendum, upon motion by Robert Szafranski and seconded by Michael Daniels.

AUTHORITY AGENDA ITEM 5:

Request by AdventHealth: Chairman Len Habas acknowledged the request by AdventHealth to hold a public TEFRA hearing with respect to the possible future issuance of Authority Revenue Bonds in an aggregate principal amount not to exceed \$4,995,000,000.00. He then invited Christopher Walrath to comment. Mr. Walrath asked if there were any members of the public on the Zoom virtual meeting or who had called via the toll-free number, to announce themselves.

Chairman and Mr. Walrath stated they heard none. Mike Ryan announced there were no members of the public in attendance at the physical meeting, and confirmed that Danielle Phillipe from Orange County Fiscal and Business Services, and Laura Howe of PFM, and Bob Folz of Advent were present virtually.

Chris Walrath introduced himself as bond counsel for AdventHealth and the Authority. He stated that the Federal Tax Law allows an issuer of tax exempt debt to do a program TEFRA about once every three years describing the projects for which the issuer may issue tax exempt debt over the succeeding three year period. AdventHealth has asked that the Authority hold a TEFRA hearing with respect to potential Advent Health projects. Once the TEFRA hearing is held the results of that hearing are presented to the Board of County Commissioners to grant the approval required by the Federal Income Tax laws. Once the County approves and the first bond issue is done, the Authority is then allowed to issue bonds for AdventHealth projects pursuant to the program for the three year period. The last time this was done was in 2017 and there were bonds issued under the 2017 TEFRA program but that program expired in 2020. So AdventHealth is now requesting the hearing and to be on the Board of County Commissioners agenda in April for approval. This is an amount up to \$4,995,000,000.00 which they do not expect to request the Authority to issue that full amount of bonds but that is the top amount that could be issued over the next three years. Orange County has cross-border authority and there are facilities that are located outside of Orange County which were listed on the TEFRA Notice. Each facility has a sublimit for the amount that could be issued. Mr. Walrath then asked Bob Folz if he had anything to add. Mr. Folz expressed his appreciation to the Authority for holding the hearing and for requesting the Board of County Commissioners approval which is slated for consideration on April 13th. The plan is that AdventHealth will request a bond issue from the Authority pursuant to this program in the summer but was not sure of the amount as it has not been structured at this point. The Chair asked if any member of the Authority had any questions. No questions were heard.

AUTHORITY AGENDA ITEM 6:

TEFRA Hearing: Chair Len Habas commenced the TEFRA hearing at 11:42 a.m. and read the TEFRA script (copy attached) as required by Section 147(f) of the Internal Revenue Code of 1986, as amended. No member of the public appeared to contend for or protest against the issuance of the bonds. No member of the public appeared to file a written statement to contend for or protest against the issuance of the bonds. No member of the public appeared to file a written comment. No member of the public submitted a written statement to the Authority prior to the meeting. The Chairman concluded the TEFRA hearing at 11:45 a.m.

AUTHORITY AGENDA ITEM 7:

Orlando Health, Inc. Resolution. Chair Len Habas brought forth the request by Orlando Health, Inc. for consideration of a resolution authorizing the application of moneys remaining in the project fund initially created in connection the issuance of the OCHFA Hospital Revenue Bonds (Orlando Health Obligated Group, Series 2019A to projects located on the Orlando Health downtown campus in lieu of being spent at Orlando Health Horizon West Campus, as originally

anticipated, and authorizing and approving all documentation necessary to accomplish such application.

Chris Walrath, as bond counsel to Orlando Health and the Authority, explained that the Authority issued in 2019 a series of new money bonds principally to finance the construction and equipping of the Orlando Health Horizon West hospital facility. After the bonds were issued and before the project was complete, and in large part due to the pandemic, the scale of the project shrunk. Orlando Health will likely not spend all the money allocated to the project fund to create the new hospital. They are currently finishing punch list items and anticipate that there will likely be \$5-\$10 million left in the project fund. The final amount remaining will be determined in a few months. The current plan is to spend it on a new parking garage on the downtown campus because parking is very tight at that campus. Pursuant to tax law the remaining moneys can be spent at other facilities that were TEFRA'd (which it was), and under the bond documents any moneys remaining after the project is complete can be spent on other projects as long as a bond counsel opinion is obtained (which they will make sure is done),

Mike Ryan announced that he has reviewed the Resolution and it is in proper form. Chairman Len Habas read the Resolution to the members and those present. He then called for a motion to adopt the Resolution as read; A motion to accept the Resolution as read was made by Michael Daniels, and seconded by Robert Szafranski.

Action: Motion to adopt the Resolution as presented was unanimously approved by all members.

AUTHORITY AGENDA ITEM 8:

Approval of Budget for fiscal year-end September 30, 2021: Mr. Habas stated that the proposed budget was prepared by counsel. He noted that the budget contemplates that there will be no bonds issued in FY 2021, and therefore no additional revenue. There was discussion regarding whether the budget should be revised to anticipate revenues from the possible AdventHealth bond issue mentioned by Mr Walrath. Mr. Habas proposed accepting the budget as originally presented without the addition of those uncertain revenues and asked Mr. Ryan if there was an issue with the proposal. Mr. Ryan concluded that it was at the discretion of the Authority to adopt a reasonable budget.

The Chairman made a motion to adopt the conservative budget without the potential bond revenue. A motion to adopt the conservative budget was made by Michael Daniels, and seconded by Robert Szafranski.

Action: Motion to approve the budget as presented was unanimously approved by all members.

AUTHORITY AGENDA ITEM 9:

Election of Officers for calendar year 2021: The Chair asked if there were any volunteers for the position of Chair or Vice Chair. No responses were given. Mr. Habas nominated Robert Szfranski as Vice Chair, second by Michael Daniels and approved by all members. Mr. Szfranski nominated Len Habas as Chair, second by Michael Daniels and approved by all members.

Action: Leonard Habas is elected to be Chair and Robert Szfranski is elected to be Vice Chair for calendar year 2021.

AUTHORITY AGENDA ITEM 10:

Other Business. Mr. Habas inquired whether there was any additional business to come before the Authority and asked if Authority Counsel had any comments.

Mike Ryan announced that David Moore of PFM was retiring after being in the role for about 10-15 years and Laura Howe will be stepping into the role.

AUTHORITY AGENDA ITEM 11:

Adjournment: No other points of discussion were announced and Mr. Habas asked for a motion to adjourn the meeting. Motion to adjourn made by Melissa Schott-Gomez and seconded by Michael Daniels was unanimously approved.

Meeting adjourned at 11:59 a.m.

ATTEST:


Leonard Habas, Chair

Attachment:

- Exhibit A – Oaths of Office
- Exhibit B - Minutes of the September 17, 2020 meeting
- Exhibit C – Copy of TEFRA Script
- Exhibit D –TEFRA Published Notice
- Exhibit E –Resolution, Re Orlando Health
- Exhibit F – FY 2021 Budget