

March 5, 2013

BY EMAIL

Re: Approval of Issuance of Harris County
Cultural Education Facilities Finance Corporation
Hospital Revenue Refunding Bonds (Memorial Hermann Health System)
Series 2013A, 2013B, 2013C and 2013D

The Honorable County Judge
and County Commissioners
of Fort Bend County
301 Jackson Street
Richmond, Texas 77469

Attention: Office of the Commissioners
Agenda Coordinator

Gentlemen:

On behalf of the Harris County Cultural Education Facilities Finance Corporation and Memorial Hermann Health System, we respectfully request that the Commissioners Court adopt the enclosed resolution to permit the issuance of the referenced tax-exempt limited obligation revenue refunding bonds to refinance certain facilities described in the enclosed notice of public hearing, including facilities located in Fort Bend County, Texas.

The Corporation held a public hearing on the proposed bonds and the facilities to be refinanced. Enclosed is (i) a notice of the public hearing, which was published in the *Houston Chronicle* on February 18, 2013, and describes the facilities to be refinanced by the bonds, and (ii) a certificate reporting that no one appeared at the public hearing to oppose the facilities.

As bond counsel for this matter, we respectfully request that the Commissioners Court consider adoption of the enclosed resolution at its regular meeting scheduled for Tuesday, March 12, 2013. 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 THE HARRIS
COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION TO**

The Honorable County Judge and County
Commissioners of Fort Bend County
March 5, 2013
Page 2


REFINANCE CERTAIN FACILITIES FOR MEMORIAL HERMANN HEALTH
SYSTEM

Section 147(f) of the Internal Revenue Code of 1986, as amended, provides that the bonds and the facilities to be refinanced must be approved by the Commissioners Court or the County Judge, 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 by the Corporation on March 5, 2013.

Also enclosed with this letter is a form of a certificate regarding the enclosed resolution. We respectfully request that six (6) fully executed certificates and an executed copy of the resolution be returned after adoption of the enclosed resolution.

Please do not hesitate to contact the undersigned if you should need any additional information or have any questions which you would like answered before acting on this request.

Yours very truly,



Michael Swartz

Enclosures

cc: Mr. Christopher M. Halaska – Memorial Hermann Health System (w/o enclosures)

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 Tuesday, March 5, 2013, at 3:00 p.m., at the offices of Nathan Sommers Jacobs, a Professional Corporation, 2800 Post Oak Boulevard, 61st Floor, Houston, Texas 77056, with respect to the proposed issuance of the Issuer's limited obligation revenue refunding bonds in the approximate maximum aggregate principal amount of \$600,000,000 (the "Bonds") to refund outstanding Hospital Revenue Bonds (Memorial Hermann Healthcare System) Series 2004A and Hospital Revenue Refunding Bonds (Memorial Hermann Healthcare System) Series 2008B of the Harris County Health Facilities Development Corporation and Hospital Revenue Refunding Bonds (Memorial Hermann Healthcare System) Series 2008C and 2008D of the Issuer, the proceeds of which were used to finance or refinance renovations and replacements of, additions to, and the acquisition of sites and capital equipment for the following healthcare facilities located at the following locations in the State of Texas:

<u>Facilities</u>	<u>Location</u>
1. Memorial Hermann Hospital (including Memorial Hermann Children's Hospital), a 1,082-bed acute care hospital	6411 Fannin, Houston, Harris County
2. Memorial Hermann Southwest Hospital, a 594-bed acute care hospital	7600 Beechnut, Houston, Harris County
3. Memorial Hermann Southeast Hospital, a 274-bed acute care hospital	11800 Astoria Boulevard, Houston, Harris County
4. Memorial Hermann Northwest Hospital, a 260-bed acute care hospital	1635 North Loop West, Houston, Harris County
5. Memorial Hermann Memorial City Hospital, a 426-bed acute care hospital	921 Gessner, Houston, Harris County
6. Memorial Hermann The Woodlands Hospital, a 258-bed acute care hospital	9520 Pinecroft Drive, The Woodlands, Montgomery County
7. Memorial Hermann Katy Hospital, a 142-bed acute care hospital	23900 Katy Freeway, Katy, Harris County, Texas
8. Memorial Hermann Sugar Land Hospital, an 81-bed acute care hospital	17500 West Grand Parkway, Sugar Land, Fort Bend County
9. Memorial Hermann Prevention and Recovery Center, a 92-bed rehabilitation hospital	3043 Gessner, Harris County
10. Memorial Hermann Hospital System inpatient and/or outpatient health care facilities	Highway 290 at F.M. 1960, Houston, Harris County
11. Memorial Hermann Hospital System, inpatient and/or outpatient health care facility	I-10 at Eldridge Road, Houston, Harris County

12. Memorial Hermann Prevention and
Recovery Center, a 54-bed chemical
dependency treatment center

3033 Gessner, Houston, Harris County

The facilities are owned, operated, or managed by Memorial Hermann Health System, a Texas non-profit corporation, or one or more of its affiliates, except for facilities sold for cash reinvested in other listed facilities or used to redeem bonds.

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 and will be given an opportunity to address the question of whether the Harris, Fort Bend, and Montgomery County Commissioners Courts and/or the County Judges should approve the refinancing of the facilities described above and the issuance of the Bonds. Following the public hearing a report concerning such hearing will be submitted to the approving governmental bodies or officials, with a request to approve the projects and issuance of the Bonds.

Questions, requests for additional information, or written comments may be directed in writing to the Issuer in care of Nathan Sommers Jacobs, a Professional Corporation, 2800 Post Oak Boulevard, 61st Floor, Houston, Texas 77056, Attention: Ann C. Jacobs.

HARRIS COUNTY CULTURAL
EDUCATION FACILITIES
FINANCE CORPORATION

CERTIFICATE OF PUBLIC HEARING

I, the undersigned, hereby certify in connection with the proposed issuance by the Harris County Cultural Education Facilities Finance Corporation (the "*Issuer*") of its limited obligation revenue refunding bonds in the approximate aggregate principal amount not to exceed \$600,000,000 (the "*Bonds*") for the benefit of Memorial Hermann Health System, a Texas non-profit corporation (the "*Borrower*"), as follows:

1. I am counsel for the Issuer and have been duly authorized to conduct a public hearing on the issuance of the Bonds to refinance the facilities described in the notice of such hearing published in the *Houston Chronicle* on February 18, 2013, all of which are or are to be owned, operated, or managed by the Borrower and located in or near Harris County, Texas, as described in the notice.

2. I conducted such hearing commencing at 3:00 p.m. on Tuesday, March 5, 2013, at the offices of Nathan Sommers Jacobs, a Professional Corporation, 2800 Post Oak Boulevard, 61st Floor, Houston, Texas 77056, which offices were open to the public for purposes of the hearing.

3. At the time for the commencement of the hearing, I publicly requested comments, either orally or in writing, on the facilities to be refinanced with proceeds of the Bonds and on the reissuance of the Bonds.

4. At the hearing, no persons presented comments orally or in writing.

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

IN WITNESS WHEREOF, I have hereunto set my hand this March 5, 2013.



Ann C. Jacobs