

April 4, 2014

BY EMAIL

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

Attention: Ms. Donna Ospina
Office of the Commissioners
Agenda Coordinator

Re: Approval of Plan of Finance including Issuance of Harris County
Cultural Education Facilities Finance Corporation
Hospital Revenue Bonds (Memorial Hermann Health System)

Gentlemen:

On behalf of the Harris County Cultural Education Facilities Finance Corporation (the "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 bonds to finance 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 a plan of finance for the facilities to be financed by the bonds. Enclosed are (i) a notice of the public hearing, which was published in the *Houston Chronicle* on March 18, 2014, and describes the facilities to be financed by the bonds, and (ii) a certificate reporting that no one appeared at the public hearing to oppose the facilities or the financing.

As bond counsel to the Corporation for this matter, we respectfully request that the Commissioners Court consider adoption of the enclosed resolution at its regular meeting scheduled for Tuesday, April 22, 2014. We would suggest that this matter appear separately on the agenda for the Commissioners Court meeting as follows:

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

Section 147(f) of the Internal Revenue Code of 1986, as amended, provides that the plan of finance and the facilities to be financed 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 April 2, 2014.

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.

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Representatives from Memorial Hermann Health System and our office will be attending the Commissioners Court meeting in order to answer any questions the Commissioners may have relating to the financing or the resolution, however, we are not planning on making a presentation to the Commissioners unless requested to do so by the county. 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)
Ms. Malisha Patel – Memorial Hermann Health System