

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 \$975,000,000 (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 March 27, 2022, 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 10:00 a.m. (Central Daylight Time) on Monday, April 4, 2022 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 4, 2022.



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

EXHIBIT A

Affidavit of Publication



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

0034191275

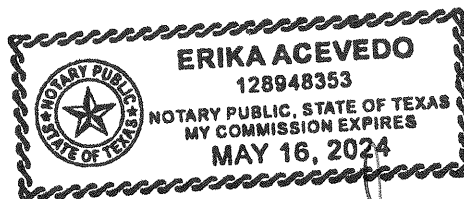
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Victoria Bond A/R Clerk
NEWSPAPER REPRESENTATIVE

Sworn and subscribed to before me, this 27th Day of March A.D. 2022



[Signature]
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 4, 2022, at 10:00 a.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 \$975,000,000 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; and (iii) 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	\$330,000,000
(b) Memorial Hermann Southwest Hospital, 7600 Beechnut, Houston, Harris County	\$30,000,000
(c) Memorial Hermann Southeast Hospital, 11800 Astoria Boulevard, Houston, Harris County	\$40,000,000
(d) Memorial Hermann Greater Heights Hospital (f/k/a Memorial Hermann Northwest Hospital), 1635 North Loop West, Houston, Harris County	\$30,000,000
(e) Memorial Hermann Memorial City Medical Center, 921 Gessner, Houston, Harris County	\$40,000,000
(f) Memorial Hermann The Woodlands Medical Center, 9250 Pinecroft Drive, The Woodlands, Montgomery County	\$180,000,000
(g) Memorial Hermann Katy Hospital, 23900 Katy Freeway, Katy, Harris County	\$240,000,000
(h) Memorial Hermann Sugar Land Hospital, 17500 West Grand Parkway, Sugar Land, Fort Bend County	\$350,000,000
(i) Memorial Hermann Pearland Hospital, 16100 South Freeway, Pearland, Brazoria County	\$80,000,000
(j) Memorial Hermann Northeast Hospital, 18951 N. Memorial Drive, Humble, Harris County,	\$50,000,000
(k) Memorial Hermann Cypress Hospital, 27800 Northwest Freeway, Cypress, Harris County	\$70,000,000
The following other facility:	
(l) Memorial Hermann Prevention and Recovery Center, a chemical dependency treatment center, 3033-3043 Gessner Road, Houston, Harris County	\$10,000,000

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 (866) 203-7023. The conference code is 2148558059. Questions, requests for additional information, or written comments may be directed in writing to the Issuer in care of The Law Office of Wendy Montoya Cloonan, PLLC, 2617 Bissonnet, Suite 473, Houston, Texas 77005, 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 4, 2022

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 10:00 a.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 \$975,000,000. 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; and (iii) 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 March 27, 2022."

"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 one written inquiry requesting information on the anticipated denominations and marketing of the Bonds was submitted to Harris County Cultural Education Facilities Finance Corporation in care of Wendy Montoya Cloonan as of April 4, 2022."

"The public hearing is now concluded."



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