

OHIO HIGHER EDUCATIONAL FACILITY COMMISSION
MINUTES OF THE MEETING OF THE COMMISSION

July 15, 2020

The Ohio Higher Educational Facility Commission (the "Commission") met by teleconference on Wednesday, July 15, 2020, at 11:00 a.m. at +1-415-655-0001, Meeting number (access code): 161 643 1966 #, written notice of which had duly been given to all members of the Commission. The following members attended: Thomas Needles, Chair; Frederick Church, Vice Chair; John Martin, Secretary; Wanda Carter; James Shindler; James Wilson; and Mike Gonsiorowski. Absent was: Susan Tate. Also present were: Ben Christensen and Stacey Batesole of the Ohio Department of Higher Education; Alexander G. Burlingame of Squire Patton Boggs (US) LLP, Bond Counsel to the Commission; and representatives of the institutions appearing before the Commission.

The Chair welcomed Mike Gonsiorowski. Mr. Gonsiorowski was appointed to the Commission by the Governor for a term beginning June 25. The meeting was called to order by the Chair. Upon call of the roll, the Secretary declared that a quorum was present. He also stated that the notice of this meeting had been given to all media, organizations or other persons who requested that information in accordance, and in full compliance, with Section 121.22 of the Revised Code. The record should also show that this meeting is was held and conducted by means of teleconference as permitted by Ohio House Bill 197, signed into law on March 27, 2020. All appropriate notifications and access information have been given to the public and media as required by said House Bill.

The Chair noted that the minutes of the Commission meeting of June 17, 2020 were sent to each member prior to this meeting. Upon a motion by Mr. Shindler that was seconded by Mr. Wilson, all Commission members present approved the minutes of that meeting by the affirmative individual vote of each member present.

JOHN CARROLL UNIVERSITY

The Chair next called upon Lauri Strimkovski, Vice President for Finance and Administration, to speak to the Commission members regarding the financing request of John Carroll University. John Clifford, University Controller, and Scott Talcott of Blue Rose Capital Advisors, financial advisor to the University, also dialed-into the meeting. Ms. Strimkovski thanked the Commission members, noting that she had been before the Commission in 2019 when she was at Ohio Wesleyan University. John Carroll University is seeking to finance University projects. The primary project is the renovation of Dolan Hall student residence building. The building is approximately 60 years old. There will be improvements to building systems, as well as improvements for ADA accessibility and lounge areas. Approximately 1,300 students live on campus. Other projects include library improvements and University infrastructure and deferred maintenance improvements.

In response to questions from Mr. Needles, Ms. Strimkovski noted that the University Board approved the projects in May and final approval of the financing is expected in August. Currently, fall enrollment is looking better than expected for new and returning students, but the University won't know for sure until the school year starts. One issue the University may have to deal with is COVID related travel restrictions on students coming from outside Ohio.

Mr. Burlingame stated that the resolution approves the Preliminary Agreement with the University. That agreement and related resolution preliminarily approve the projects and the financing transaction.

Mrs. Carter moved and Mr. Martin seconded the motion that Resolution No. 2020-09 be adopted.

There being no further discussion, the Chair called for the roll and, pursuant to the roll call, the following votes were cast:

Aye: Carter; Church; Gonsiorowski; Martin; Needles; Shindler; Wilson

Nay: None

The Secretary declared the motion passed and Resolution No. 2020-09 adopted.

Resolution No. 2020-09 is as follows:

PREMIER HEALTH

The Chair next called upon Scott A. Shelton, Chief Financial Officer, and J. Michael (Mike) Sims, System Vice President – Treasurer and Corporate Controller, to speak to the Commission in connection with Premier Health's financing request.

Mr. Sims expressed the health system's appreciation to the Commission. Premier Health is a large healthcare provider in Southwest Ohio. It has approximately 13 thousand employees, including 2,300 doctors. There are five in-patient facilities and seven emergency facilities. Miami Valley Hospital has a Level I Trauma Center and there are Level III trauma centers at Atrium Medical Center and Miami Valley South. Premier Health was formed in 1995. It's a teaching site for Wright State University. The health system is the second largest employer in the area, behind Wright Patterson Air Force Base. Premier Health is seeking to refinance 2011 Bonds issued through Montgomery County that financed a 12-story 500 bed tower in Dayton. The issue size will be approximately \$100 million. Kaufman Hall is the health system's financial advisor, and the health system has engaged Barclays and PNC as underwriters. Board approval was obtained before this meeting of the Commission. The health system is fully accredited, serving all irrespective of ability to pay.

In response to a question from Mr. Needles, Mr. Sims noted that COVID impacted the health system when there was a suspension of elective surgeries. There remains some patient resistance to coming back for those. Surgical volumes at Miami Valley Hospital are near 100%. The health system has adopted clean protocols. Visitors are screened and surgical patients are isolated between screening and surgery. Medicare has been providing advance payments. Lines

of credit have been expanded, but that expansion has not been needed to date. The health system has maintained access to supplies. Battelle has assisted in the cleaning and resupply of masks. Earlier this year, the State helped provide liquidity support for the health system's variable rate debt. The proposed bonds are expected to be fixed rate.

Mr. Burlingame stated that the resolution approves the Preliminary Agreement with Premier Health. That agreement and related resolution preliminarily approve the financing transaction.

Mr. Shindler moved and Mr. Wilson seconded the motion that Resolution No. 2020-10 be adopted.

There being no further discussion, the Chair called for the roll and, pursuant to the roll call, the following votes were cast:

Aye: Carter; Church; Gonsiorowski; Martin; Needles; Shindler; Wilson

Nay: None

The Secretary declared the motion passed and Resolution No. 2020-10 adopted.

Resolution No. 2020-10 is as follows:

OTHER BUSINESS AND CALL OF NEXT MEETING AND ADJOURNMENT

Mr. Christensen continues to work with the State on the Commission's regularly scheduled audit. A final update on audit status could be ready at the next meeting.

It is now expected that the Commission will next meet on August 19, 2020 by teleconference, if necessary, or upon the call of the Chair. On a motion duly made and seconded, the meeting was adjourned.



Secretary