

CERTIFICATE OF COUNTY CLERK

THE STATE OF TEXAS §
 §
COUNTY OF TARRANT §

I, the undersigned, County Clerk and Ex-officio Clerk of the Commissioners Court of Tarrant County, Texas, DO HEREBY CERTIFY as follows:

1. That on the 25th day of October, 2022, a regular meeting of the Commissioners Court of Tarrant County, Texas (the "*Court*"), was held at the regular meeting place of the Court in the County Courthouse, Fort Worth, Texas; the duly constituted members of the Court being as follows:

B. GLEN WHITLEY	COUNTY JUDGE
ROY C. BROOKS	COMMISSIONER, PRECINCT NO. 1
DEVAN ALLEN	COMMISSIONER, PRECINCT NO. 2
GARY FICKES	COMMISSIONER, PRECINCT NO. 3
J.D. JOHNSON	COMMISSIONER, PRECINCT NO. 4

and all of said persons were present at said meeting, except _____. Among other business considered at said meeting, the attached resolution entitled:

"RESOLUTION OF THE COMMISSIONERS COURT OF TARRANT COUNTY, TEXAS, APPROVING THE BONDS TO BE ISSUED BY TARRANT COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION FOR THE PURPOSE OF FINANCING CERTAIN HEALTH FACILITIES LOCATED WITHIN THE BOUNDARIES OF TARRANT COUNTY, TEXAS FOR THE BENEFIT OF BAYLOR SCOTT & WHITE HOLDINGS, AS REQUIRED BY SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED; AND PROVIDING AN EFFECTIVE DATE"

was introduced and submitted to the Court for passage and adoption. After presentation and due consideration of the resolution, and upon a motion duly made and seconded, the resolution was duly passed and adopted by the Court to be effective immediately by the following vote:

____ voted "For" ____ voted "Against" ____ abstained

all as shown in the official Minutes of the Court for the meeting held on the aforesaid date.

2. That the attached resolution is a true and correct copy of the original on file in the official records of the County; the duly qualified and acting members of the Court of said County on the date of the aforesaid meeting are those persons shown above and, according to the records of my office, advance notice of the time, place and purpose of the meeting was given to each member of the Court; and that said meeting and the deliberation of the aforesaid public business was open to the public and written notice of said meeting, including the subject of the above

entitled resolution, was posted and given in advance thereof in compliance with the provisions of Chapter 551, Texas Government Code, as amended.

IN WITNESS WHEREOF, I have hereunto signed my name officially and affixed the seal of the Commissioners Court, this the 25th day of October, 2022.

County Clerk and Ex-officio Clerk
Commissioners Court, Tarrant County, Texas

(Com. Crt. Seal)

RESOLUTION OF THE COMMISSIONERS COURT OF TARRANT COUNTY, TEXAS, APPROVING THE BONDS TO BE ISSUED BY TARRANT COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION FOR THE PURPOSE OF FINANCING CERTAIN HEALTH FACILITIES LOCATED WITHIN THE BOUNDARIES OF TARRANT COUNTY, TEXAS FOR THE BENEFIT OF BAYLOR SCOTT & WHITE HOLDINGS, AS REQUIRED BY SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED; AND PROVIDING AN EFFECTIVE DATE

WHEREAS, by resolution the Commissioner's Court (the "**Governing Body**") of Tarrant County, Texas (the "**County**"), authorized and approved the creation of the Tarrant County Cultural Education Facilities Finance Corporation (the "**Issuer**") as a nonprofit corporation under the provisions of the Cultural Education Facilities Finance Corporations Act, Chapter 337, Texas Local Government Code, as amended from time to time, authorized to issue revenue bonds on behalf of the Sponsoring Entity to provide funds to finance or refinance all or part of the cost of "health facilities" (as defined in the Health Facilities Development Act, Chapter 221, Texas Health and Safety Code, as amended from time to time);

WHEREAS, Baylor Scott & White Holdings, a Texas nonprofit corporation ("**BSWH**"), directly or through affiliates, owns and operates in the County at or adjacent to 1650 West College Street, Grapevine, Texas, 76051, a charitable health care facility known as Baylor Scott & White Medical Center – Grapevine ("**Baylor-Grapevine**");

WHEREAS, it has been proposed that the Issuer, pursuant to a plan of finance, issue hospital revenue bonds in one or more series (collectively, the "**Bonds**") in an aggregate principal amount not to exceed \$550,000,000 and loan the proceeds thereof to BSWH to (i) finance the construction, expansion, renovation, and replacement of, additions to, and the acquisition of sites, buildings, and capital equipment for healthcare facilities of BSWH and its affiliates, all as described in the published Notice of Public Hearing attached as Exhibit A to the Certificate of Public Hearing, which is attached to this Resolution as Attachment I (the "**Notice**") that includes Baylor-Grapevine; and (ii) pay costs in connection with the issuance of the Bonds;

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "**Code**"), requires that the Bonds and the projects to be financed by the Bonds (the "**Projects**") be approved by an "applicable elected representative" (the "**AER**") after a public hearing following reasonable public notice, as a condition to the exclusion of interest on the Bonds from gross income for federal income tax purposes;

WHEREAS, an AER for the issuance of the Bonds is the Governing Body of the County;

WHEREAS, the duly appointed hearing officer of the Issuer held a public hearing on September 22, 2022 and conducted such hearing in a manner that provided a reasonable opportunity for persons with differing views on the Bonds and the Projects to be heard, following the publication of the Notice, which contains the date, time and place of the public hearing, no less than seven days before said date in *The Dallas Morning News*, the *Austin American-Statesman*, *The Eagle* and the *Fort Worth Star-Telegram*, being newspapers of general circulation within the Sponsoring Entity or within the geographical jurisdictions in which a portion of the facilities comprising the Projects are located;

WHEREAS, the Governing Body desires to: (i) confirm action taken with respect to public hearing requirements for the Projects; and (ii) approve the Bonds and the Projects as required by Section 147(f) of the Code; and

WHEREAS, the Governing Body has considered evidence of the posting of notice of this meeting and officially finds, determines, recites and declares that notice of this meeting was given and this meeting was held in accordance with the requirements of the Open Meetings Act, Chapter 551, Texas Government Code, as amended;

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS COURT OF TARRANT COUNTY, TEXAS, THAT:

Section 1. Findings, Determinations and Statements. The findings, determinations and statements set forth in the preamble hereof are hereby incorporated by reference as if set forth in full.

Section 2. Confirmation of Public Hearing. All actions taken with respect to the holding of the public hearing are hereby confirmed.

Section 3. AER Approval. The Governing Body, acting in its capacity as AER pursuant to the requirements of Section 147(f) of the Code, hereby approves the Bonds and the Projects located within the jurisdiction of the County, all as described in the Notice. The approval granted hereby is not to be construed as (i) a representation or warranty by the County, the Governing Body, any of the officers of the Governing Body, the State of Texas or any other agency, instrumentality or political subdivision of the State of Texas that the Bonds will be paid or that any obligations assumed by any of the parties under the instruments delivered in connection with the Bonds will in fact be performed; (ii) a pledge of faith and credit of or by the State of Texas or any agency, instrumentality or political subdivision of the State of Texas, including the County; or (iii) a representation or warranty concerning the validity of the Bonds.

Section 4. Providing an Effective Date. This resolution shall be in full force and effect from and after its passage, and it is accordingly so resolved.

PASSED AND APPROVED BY THE COMMISSIONERS COURT OF TARRANT COUNTY, TEXAS, THIS OCTOBER 25, 2022.

CERTIFICATE OF COUNTY CLERK

I, the undersigned, County Clerk of Tarrant County, Texas, does hereby certify as follows:

1. This Certificate is given in connection with the sale and delivery by Tarrant County Cultural Education Facilities Finance Corporation (the “*Issuer*”) of its HOSPITAL REVENUE REFUNDING BONDS (BAYLOR SCOTT & WHITE HEALTH PROJECT) SERIES 2022, in one or more series (collectively, the “*Bonds*”).

2. According to the records of the Tarrant County Commissioners Court, the following persons are and have at all times from and including October 4, 2022, been duly incumbent directors of the Issuer:

William E. Alexander, President
Robert M. Lansford, Secretary
Alan Barron
Tobi L. Jackson
Rachelle Blackwell
Steven Purvis
Vacancy

and no other persons have been incumbent directors of the Issuer during such period.

3. The records of said Commissioners Court reflect that the Articles of Incorporation and the Bylaws of the Issuer were approved by said Commissioners Court by resolution adopted March 11, 2003 (the “*2003 Resolution*”), a true and correct copy of such 2003 Resolution is attached hereto as *Exhibit A*.

4. The (i) 2003 Resolution and (ii) resolution approving the issuance of Bonds by the Issuer to finance certain projects for Baylor Scott & White Holdings adopted by said Commissioners Court on October 25, 2022, a true and correct copy of which is attached hereto as *Exhibit B*, was duly introduced and adopted at a hearing of said Commissioners Court duly called and held, and notice of which was duly given, in accordance with the Open Meetings Act, article 6252-17, Texas Revised Civil Statutes, as amended, and chapter 551, Texas Government Code, as amended, respectively, and such action has been recorded in the minutes of such meetings, and have not been amended, supplemented or rescinded as of the date hereof.

5. The records of said Commissioners Court reflect that a Notice of Intention to Issue Bonds relating to the Bonds, a true and correct copy of which is attached hereto, as *Exhibit C*, was received by the Commissioners Court on or before October 10, 2022.

6. I have examined the records of said Commissioners Court and have found no evidence of any action taken pursuant to the Cultural Education Facilities Finance Corporation Act, section 4A, or the Health Facilities Development Act, section 221.035, or otherwise to limit the effectiveness of the foregoing resolutions or affect the bond transaction.

The Attorney General of the State of Texas is hereby authorized to date this certificate on and as of the date of his approval of the Bonds of the respective series, and this certificate and the

matters herein certified shall be deemed for all purposes to be true, accurate, and correct on and as of such dates, and on and as of the dates of delivery of the Bonds of the respective series, unless the Commissioners Court through an authorized officer shall notify the Attorney General in writing to the contrary prior to any of such dates.

[Remainder of page intentionally left blank.]

SIGNED AND SEALED this _____.

By: _____
Mary Louise Nicholson, County Clerk,
Tarrant County, Texas

(SEAL)

**COUNTY OF TARRANT
STATE OF TEXAS**

By: _____
B. GLEN WHITLEY
County Judge

Date: _____

EXHIBIT A

2003 RESOLUTION APPROVING ARTICLES AND BYLAWS

RESOLUTION APPROVING ARTICLES OF INCORPORATION AND BYLAWS OF
TARRANT COUNTY CULTURAL EDUCATION FACILITIES FINANCE
CORPORATION

WHEREAS, Tarrant County (the "Sponsoring Entity") is a duly created County and Political Subdivision of the State of Texas created and established under the Constitution and Laws of the State of Texas.

BE IT RESOLVED BY THE COMMISSIONER'S COURT OF TARRANT COUNTY, TEXAS (the "Court"):

Section 1. That, this Court finds and determines that it is in the public interest and to the benefit of its residents and the citizens of this State that a Cultural Education Facilities Finance Corporation be created to promote their health, education and general welfare, with such Cultural Education Facilities Finance Corporation to be known as the "Tarrant County Cultural Education Facilities Finance Corporation (the "Corporation")."

Section 2. That, this Court hereby approves the Articles of Incorporation and the Bylaws as proposed to be used in governing the Corporation, which are attached to this Resolution and made a part hereof for all purposes, and the Directors named in said Articles of Incorporation are the same persons as the Directors of the Tarrant County Health Facilities Development Corporation and shall be deemed to have been appointed, and are hereby appointed, as Directors by the governing body of the Sponsoring Entity and they are appointed for the same staggered terms as they have as Directors of the Tarrant County Health Facilities Development Corporation. The Incorporators named in the Articles of Incorporation of the Corporation are authorized to file the Articles of Incorporation with the Secretary of State of the State of Texas.

Section 3. That this Court specifically authorizes the Corporation to act on its behalf to further the public purposes set forth in the Articles of Incorporation of the Corporation.

SIGNED AND SEALED THE 11th day of March, 2003.

Wanda Boggs
County Clerk Deputy

Tom Van Dergoff
County Judge

EXHIBIT

EXHIBIT B

RESOLUTION APPROVING THE ISSUANCE OF BONDS

CERTIFICATE OF RESOLUTION

THE STATE OF TEXAS §
 §
COUNTY OF TARRANT §

I, the undersigned officer of the Board of Directors (the "*Governing Body*") of Tarrant County Cultural Education Facilities Finance Corporation, do hereby make and execute this certificate for the benefit of all persons interested in the validity of all actions and proceedings of the Governing Body. I do hereby certify as follows:

1. I am the duly chosen, qualified and acting officer for the office shown beneath my signature, and in such capacity I am familiar with the matters contained in this certificate.

2. The Governing Body convened in a meeting on October 4, 2022, at its regular meeting place, and the roll was called for the duly constituted officers and members of said Governing Body, and all of the officers and members of the Governing Body were present except BLACKWELL, thus constituting a quorum. Whereupon, among other business, the written resolution (the "*Resolution*") bearing the caption:

RESOLUTION ACCEPTING APPLICATION RELATING TO THE ISSUANCE OF REVENUE BONDS; APPROVING THE APPOINTMENT OF A FINANCING TEAM; DIRECTING TRANSMITTAL OF NOTICE OF INTENT TO ISSUE REVENUE BONDS; AUTHORIZING ISSUANCE OF SERIES 2022 BONDS IN ONE OR MORE SERIES FOR BAYLOR SCOTT & WHITE HOLDINGS AND APPROVING DOCUMENTS IN CONNECTION THEREWITH; AUTHORIZING PREPARATION AND USE OF ONE OR MORE PRELIMINARY OFFICIAL STATEMENTS AND OFFICIAL STATEMENTS; RESOLVING OTHER MATTERS PERTAINING TO THE ISSUANCE AND SALE OF SUCH SERIES 2022 BONDS; AND PROVIDING AN EFFECTIVE DATE

was duly introduced for the consideration of said Governing Body. It was then duly moved and seconded that said Resolution be adopted and after due discussion, said motion, carrying with it the adoption of said Resolution, prevailed and carried by a vote of 5 Ayes and 0 Nays and 0 Abstentions.

3. A full copy of the Resolution is attached to this certificate; the original of the Resolution is on file in the official records of the Governing Body; and the Resolution has not been amended and is in full force and effect.

4. The persons attending the meeting and acting as officers and members of the Governing Body are the duly chosen, qualified, and acting officers and members of said Governing Body as indicated therein; each of the officers and members of said Governing Body was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid meeting, and that said Resolution would be introduced and considered for adoption at said meeting.

WITNESS MY HAND AND THE OFFICIAL SEAL OF THE ISSUER, this October 4,
2022.

Wm C Alfrando

Authorized Signatory, Tarrant County Cultural
Education Facilities Finance Corporation

(SEAL)



RESOLUTION ACCEPTING APPLICATION RELATING TO THE ISSUANCE OF REVENUE BONDS; APPROVING THE APPOINTMENT OF A FINANCING TEAM; DIRECTING TRANSMITTAL OF NOTICE OF INTENT TO ISSUE REVENUE BONDS; AUTHORIZING ISSUANCE OF SERIES 2022 BONDS IN ONE OR MORE SERIES FOR BAYLOR SCOTT & WHITE HOLDINGS AND APPROVING DOCUMENTS IN CONNECTION THEREWITH; AUTHORIZING PREPARATION AND USE OF ONE OR MORE PRELIMINARY OFFICIAL STATEMENTS AND OFFICIAL STATEMENTS; RESOLVING OTHER MATTERS PERTAINING TO THE ISSUANCE AND SALE OF SUCH SERIES 2022 BONDS; AND PROVIDING AN EFFECTIVE DATE

WHEREAS, by resolution the Commissioners Court (the "*Governing Body*") of Tarrant County, Texas (the "*Sponsoring Entity*"), authorized and approved the creation of the Tarrant County Cultural Education Facilities Finance Corporation (the "*Issuer*") as a nonprofit Cultural Education Facilities Finance Corporation under the provisions of Chapter 337, Texas Local Government Code, as amended (the "*Act*"); and

WHEREAS, the Act authorizes and empowers the Issuer to issue revenue bonds on behalf of the Sponsoring Entity to finance and refinance the cost of "health facilities" (as defined in Chapter 221, Texas Health and Safety Code, as amended (the "*Health Act*")); and

WHEREAS, Baylor Scott & White Holdings, a Texas nonprofit corporation ("*BSW Holdings*"), has submitted an application to the Issuer (the "*Application*"), requesting the Issuer to approve the issuance of one or more series of tax-exempt revenue bonds on its behalf, with series designations commencing with "Series 2022D," collectively herein referred to as the "*Series 2022 Bonds*," the proceeds of which will be loaned to BSW Holdings to provide funds to (i) finance the construction, expansion, renovation, and replacement of, additions to, and the acquisition of sites, buildings, and capital equipment for healthcare facilities (collectively, the "*Projects*"), and (ii) pay the costs of issuing the Series 2022 Bonds; and

WHEREAS, this Board of Directors (the "*Board*") of the Issuer has determined, based upon representations of BSW Holdings, that the issuance of the Series 2022 Bonds for such purposes will be in furtherance of the public purposes of the Act and the Health Act and will assist in providing, expanding and improving health facilities which will improve the adequacy, cost and accessibility of health care, research and education within the State of Texas; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "*Code*"), requires that the Series 2022 Bonds and the Projects be approved by the "applicable elected representative" (the "*AER*") after a public hearing following reasonable public notice in order for the interest on the Series 2022 Bonds to be excluded from gross income for federal income tax purposes; and

WHEREAS, a public hearing with respect to the Projects and the Series 2022 Bonds was held by a representative of the Issuer on September 22, 2022, and notice of such hearing was published no less than seven days before said date in newspapers of general circulation available to residents within each governmental unit where any portion of the Projects is located; and

WHEREAS, the public hearing was held on the date and at the time and place set out in such published notice, and was conducted in a manner that provided a reasonable opportunity for

persons with differing views on the issuance of the Series 2022 Bonds and on the location and nature of the Projects to be heard; and

WHEREAS, the Governing Body of the Sponsoring Entity, acting in its capacity as AER under the Code, is required to give its approval with respect to the Series 2022 Bonds and the Projects, as required by the Code; and

WHEREAS, for purposes of providing funds required to finance the Projects, the Issuer now desires to: (i) accept the Application; (ii) authorize and direct the officers of the Issuer to transmit a Notice of Intent (the "*Notice of Intent*") to the Governing Body of the Sponsoring Entity; (iii) approve the appointment of certain professionals (the "*Financing Team*") to accomplish the issuance and sale of the Series 2022 Bonds; (iv) authorize the issuance of the Series 2022 Bonds, in a maximum aggregate principal amount not to exceed \$550,000,000, pursuant to the terms and provisions of one or more indentures of trust and security agreements; (v) provide for the sale of the Series 2022 Bonds to the underwriters thereof, pursuant to the terms of one or more contracts of purchase and letters of representation and indemnification and to approve the execution and delivery of such contracts of purchase and letters of representation and indemnification; (vi) authorize the use and distribution of one or more preliminary and final official statements; (vii) provide for the payment of the principal of, premium, if any, and interest on the Series 2022 Bonds with revenues derived from the loan of proceeds of the sale of the Series 2022 Bonds, pursuant to the terms and provisions of one or more loan agreements; and (viii) take and authorize certain other actions in connection with the foregoing; and

WHEREAS, this Board has been presented with proposed forms of an indenture of trust and security agreement, loan agreement, contract of purchase, and letter of representation and indemnification, and this Board finds that the forms and substance of such documents are satisfactory and the recitals and findings contained therein are true, correct and complete, and hereby adopts and incorporates by reference such recitals and findings as if set forth in full in this Resolution, and finds that it is in the best interest of the public and the Issuer and assists in carrying out the public purpose of the Issuer and of the Act and the Health Act to authorize the execution and delivery of such documents; and

WHEREAS, this Board understands that the underwriters named in the contracts of purchase mentioned above intend to distribute preliminary and final official statements in connection with the offering and sale of the Series 2022 Bonds; and

WHEREAS, in connection with the preparation of such preliminary and final official statements, the Issuer has furnished the information to the underwriters to be set forth in the preliminary and final official statements concerning the Issuer under the captions "THE ISSUER" and "LITIGATION AND PROCEEDINGS – The Issuer," and this Board now desires to authorize the use of such information in such preliminary and final official statements;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE TARRANT COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION THAT:

1. Findings and Determinations. All of the above recitals are found and determined to be true and correct and are incorporated into the body of this Resolution as if repeated in their entirety.

2. Acceptance of Application. The Issuer hereby accepts the Application.
3. Approval of Financing Team. This Board hereby approves the appointment of the following firms and entities as the financing team to accomplish the issuance, sale and marketing of the Series 2022 Bonds: (i) Citigroup Global Markets Inc., as managing underwriter and representing such other firms as may be approved for inclusion in the underwriting syndicate from time to time (collectively, the "*Underwriter*"); and (ii) Norton Rose Fulbright US LLP, as bond counsel ("*Bond Counsel*").
4. Transmittal of Notice of Intent to Issue Series 2022 Bonds to Sponsoring Entity. The President, the Vice President and the Secretary of the Board of Directors are hereby severally authorized and directed to transmit to the Governing Body of the Sponsoring Entity a Notice of Intent to Issue Bonds relating to the Series 2022 Bonds, as required by Section 221.062 of the Health Act. Such notice shall be delivered to the Governing Body of the Sponsoring Entity as soon as practicable but in no event later than the 15th day before the date of issuance of the Series 2022 Bonds.
5. Authorization of Issuance of Bonds: Approval of Indentures of Trust and Security Agreements. The Issuer hereby authorizes the issuance of the Series 2022 Bonds in the maximum aggregate principal amount of not to exceed \$550,000,000, in accordance with one or more indentures of trust and security agreements (collectively, the "*Indentures*"), to be dated as of the first day of the month in which the Series 2022 Bonds are issued, between the Issuer and The Bank of New York Mellon Trust Company, National Association, as bond trustee, the form of which was presented to this Board and its counsel; the form, terms and provisions of such Indentures and the Series 2022 Bonds are hereby authorized and approved, and each of the President and the Vice President of the Issuer is hereby severally authorized and directed to execute and deliver the final Indentures in such forms and the Series 2022 Bonds in the name and on behalf of the Issuer, with such changes therein as the officer executing the same may approve, such approval to be conclusively evidenced by such officer's execution thereof, and the Secretary and any Assistant Secretary of the Issuer is hereby severally authorized to attest and affix the Issuer's seal to the Series 2022 Bonds, but such attestation and seal shall not be required for due execution and delivery thereof.
6. Approval of Loan Agreements. The proceeds of the sale of the Series 2022 Bonds are hereby authorized to be loaned by the Issuer to BSW Holdings, in order to provide funds to finance the Projects, pursuant to the terms and provisions of one or more loan agreements (collectively, the "*Loan Agreements*"), to be dated as of the first day of the month in which the Series 2022 Bonds are issued, between the Issuer and BSW Holdings, the form of which was presented to this Board and its counsel; the form, terms and provisions of such Loan Agreements are hereby authorized and approved, and each of the President and the Vice President of the Issuer is hereby severally authorized and directed to execute and deliver the final Loan Agreements in such forms on behalf of the Issuer, with such changes therein as the officer executing the same may approve, such approval to be conclusively evidenced by such officer's execution thereof.
7. Approval of Sale of Bonds: Approval of Contracts of Purchase. The Series 2022 Bonds are hereby authorized to be sold by the Issuer to the Underwriter, at the prices and on any other terms and conditions to be set forth in one or more contracts of purchase (collectively, the "*Contracts of Purchase*"), to be dated as of the date of their execution and delivery, by and between the Issuer and the Underwriter, the forms of which was presented to this Board and its counsel; the form, terms and provisions of such Contracts of Purchase are hereby authorized and

approved, and each of the President and the Vice President of the Issuer is hereby severally authorized and directed to execute and deliver the final Contracts of Purchase in such forms on behalf of the Issuer, with such changes therein as the officer executing the same may approve, such approval to be conclusively evidenced by such officer's execution thereof; execution and delivery of the Contracts of Purchase by the Issuer and the Underwriter is hereof conditioned on the execution and delivery by BSW Holdings of its letters of representation and indemnification substantially in the form and to the effect of the Letters of Representation and Indemnification (collectively, the "*Letters of Representation*") attached to the applicable forms of the Contracts of Purchase as exhibits; the form, terms and provisions of such Letters of Representation are hereby authorized and approved, and each of the President and the Vice President of the Issuer is hereby severally authorized and directed to execute and deliver such Letters of Representation on behalf of the Issuer, with such changes therein as the officer executing such Letters of Representation may approve, such approval to be evidenced by such officer's execution thereof.

8. Committee. Any two directors of the Issuer are hereby authorized to act as a committee of this Board (the "*Pricing Committee*") pursuant to the provisions of Section 221.028(a) of the Health Act and Section 2.13 of the Bylaws of the Issuer for the purposes of approving the initial interest rate periods and/or interest rate modes selected by BSW Holdings from those interest rate periods and/or interest rate modes set forth in the Indentures, and approving the purchase prices, interest rates, interest periods, if applicable, maturities, redemption provisions, and principal amounts of the Series 2022 Bonds, and the final terms of all documents authorized hereby and the approval of the Pricing Committee of such items shall be conclusively evidenced by the execution of each respective Contract of Purchase or a certification to that effect by the officers of the Issuer.

9. Preliminary Official Statements and Final Official Statements. This Board hereby authorizes the use and distribution of the information described in the last recital of this Resolution in one or more preliminary official statements and final official statements (the "*Official Statements*") relating to the Series 2022 Bonds; *provided* that, in adopting this Resolution, this Board hereby disclaims any responsibility for the Official Statements except for the information described as having been provided by it in the last recital of this Resolution and expressly disclaims any responsibility for any other information included as part of the Official Statements.

10. Authorization to Perform Necessary Acts. The officers, employees and agents of the Issuer, and each of them, shall be and each is expressly and severally authorized, empowered and directed from time to time to do and perform all acts and things and to execute, acknowledge and deliver in the name and under the corporate seal, if applicable, and on behalf of the Issuer all documents, certificates, notices, financing statements, termination statements, instruments and other papers, whether or not herein mentioned, and from time to time any amendments or supplements thereto, as they may determine to be necessary or desirable in order to carry out the terms and provisions of this Resolution, as well as the terms and provisions of the Series 2022 Bonds and other agreements hereby authorized and approved, such determination to be conclusively evidenced by the performance of such acts and things and the execution of any such document, certificate, notice, financing statement, termination statement, instrument or other paper.

11. Authorization to File Form 8038. This Board authorizes and directs that an officer of the Issuer submit to the Secretary of the Treasury, not later than the 15th day of the second calendar month after the close of the calendar quarter in which the Series 2022 Bonds are issued (or on such other date as shall be required in the opinion of Bond Counsel so that interest on the

Series 2022 Bonds shall not be includable in gross income for federal income tax purposes), a statement or statements containing the information required by Section 149(e) of the Code.

12. Providing an Effective Date. This Resolution shall be in full force and effect from and after its passage, and it is accordingly so resolved.

PASSED AND APPROVED BY THE BOARD OF DIRECTORS OF TARRANT
COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION ON
OCTOBER 4, 2022.

EXHIBIT C
NOTICE OF INTENTION TO ISSUE BONDS

FILED
TARRANT COUNTY CLERK
2022 OCT 10 AM 11:08

TARRANT COUNTY CULTURAL EDUCATION FACILITIES
FINANCE CORPORATION

201 MAIN STREET, SUITE 700
FORT WORTH, TEXAS 76102

MARY LOUISE NICHOLSON
COUNTY CLERK

BY MQ

RANDAL L. DEAN
SECRETARY OF THE BOARD

DIRECTORS
WILLIAM E. ALEXANDER, PRESIDENT
ROBERT M. LANSFORD, SECRETARY
ALAN BARRON
TOBI L. JACKSON
RACHELLE BLACKWELL
STEVEN PURVIS

October 7, 2022

NOTICE OF INTENTION TO ISSUE BONDS

NOTICE IS HEREBY GIVEN TO THE COMMISSIONERS COURT OF TARRANT COUNTY, TEXAS PURSUANT TO SECTION 221.062 OF THE TEXAS HEALTH AND SAFETY CODE THAT ON NOVEMBER 15, 2022, or as soon thereafter as possible, the Tarrant County Cultural Education Facilities Finance Corporation (the "*Issuer*") intends to issue its

TARRANT COUNTY CULTURAL EDUCATION
FACILITIES FINANCE CORPORATION
HOSPITAL REVENUE BONDS
(BAYLOR SCOTT & WHITE HEALTH PROJECT)
SERIES 2022

(the "*Bonds*") in one or more series in an aggregate principal amount not to exceed \$550,000,000 with a maximum stated maturity not later than November 15, 2062, in accordance with one or more Indentures of Trust and Security Agreements between the Issuer and The Bank of New York Mellon Trust Company, National Association, as trustee, relating to and securing the Bonds.

I. THE HEALTH FACILITIES

The proceeds of the Bonds will be loaned to Baylor Scott & White Holdings, a Texas nonprofit corporation (the "*BSW Holdings*"), primarily to finance the costs of the construction, expansion, renovation, and replacement of, additions to, and the acquisition of sites, buildings, and capital equipment for certain health facilities of BSW Holdings and its tax-exempt affiliates, described as the "*2022 Project*" in *Exhibit A* attached hereto and costs of issuance of the Bonds.

II. PROJECT COSTS

The total projected cost of the 2022 Project to be financed by the Bonds, as described above and on *Exhibit A*, is not expected to exceed \$550,000,000. Costs of issuance of the Bonds and other costs of the 2022 Project that are not paid from Bond proceeds will be paid by BSW Holdings with other funds.

III. NECESSITY

The financing described above is necessary in order to minimize the cost of health facilities necessary to promote the present and prospective health, safety, and general welfare of the people of the Counties of Brazos, Collin, Ellis, Tarrant, Travis, and Williamson, Texas, in particular, and the State of Texas generally; and to improve the cost and accessibility of health care to the general public.

IV. USER

The user of the facilities described herein will be BSW Holdings or one or more tax-exempt affiliates of BSW Holdings.

SIGNED THIS 7 day of OCTOBER, 2022.

TARRANT COUNTY CULTURAL
EDUCATION FACILITIES FINANCE
CORPORATION

By: [Signature]

Secretary

FILED
TARRANT COUNTY CLERK

2022 OCT 10 AM 11:08

MARY LOUISE NICHOLSON
COUNTY CLERK

BY HQ

EXHIBIT A

The cost of the 2022 Project includes financing the following projects:

1. It is estimated that an amount not to exceed:

- A) \$10,000,000 will be used at the health facilities, which will be operated by Scott & White Hospital – College Station, a Texas nonprofit corporation, located in the City of College Station, Texas, at or adjacent to 700 Scott and White Drive, including, but not limited to, expanding and renovating the emergency department;
- B) \$280,000,000 will be used at the health facilities, which will be operated by a nonprofit affiliate of Baylor Scott & White Holdings, a Texas nonprofit corporation, located in the City of Frisco, Texas, at or adjacent to 5601 Warren Parkway, including, but not limited to, construction and equipping of a new North Frisco hospital;
- C) \$25,000,000 will be used at the health facilities, which will be operated by Baylor Regional Medical Center at Plano, a Texas nonprofit corporation, located in the City of Plano, Texas, at or adjacent to 4700 Alliance Boulevard, including, but not limited to, refurbishment of operating rooms;
- D) \$180,000,000 will be used at the health facilities, which will be operated by Baylor Medical Center at Waxahachie, a Texas nonprofit corporation, located in the City of Waxahachie, Texas, at or adjacent to 2400 North Interstate Highway 35E, including, but not limited to, construction of a new bed tower and parking garage and equipping thereof;
- E) \$55,000,000 will be used at the health facilities, which will be operated by Baylor Regional Medical Center at Grapevine, a Texas nonprofit corporation, located in the City of Grapevine, Texas, at or adjacent to 1650 West College Street, including, but not limited to, the expansion and refurbishment of the intensive care unit, the women's services department and operating rooms;
- F) \$55,000,000 will be used at the health facilities, which will be operated by Baylor Scott & White Medical Centers – Capitol Area, a Texas nonprofit corporation, located in the City of Pflugerville, Texas, at or adjacent to 2600 East Pflugerville Parkway, including, but not limited to, the expansion of an acute care hospital and a medical office building; and
- G) \$200,000,000 will be used at the health facilities, which will be operated by Scott & White Hospital – Round Rock, a Texas

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COUNTY CLERK

BY

HQ

nonprofit corporation, located in the City of Round Rock, Texas, at or adjacent to 300 University Boulevard, including, but not limited to, the expansion of an acute care hospital.

2. In addition to the foregoing, a portion of the proceeds of the Bonds may be used to pay costs of issuance of the Bonds.

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CERTIFICATE OF RESOLUTION

THE STATE OF TEXAS §
 §
COUNTY OF TARRANT §

I, the undersigned officer of the Board of Directors (the "*Governing Body*") of Tarrant County Cultural Education Facilities Finance Corporation, do hereby make and execute this certificate for the benefit of all persons interested in the validity of all actions and proceedings of the Governing Body. I do hereby certify as follows:

1. I am the duly chosen, qualified and acting officer for the office shown beneath my signature, and in such capacity I am familiar with the matters contained in this certificate.

2. The Governing Body convened in a meeting on October 4, 2022, at its regular meeting place, and the roll was called for the duly constituted officers and members of said Governing Body, and all of the officers and members of the Governing Body were present except BLACKWELL, thus constituting a quorum. Whereupon, among other business, the written resolution (the "*Resolution*") bearing the caption:

RESOLUTION ACCEPTING APPLICATION RELATING TO THE ISSUANCE OF REVENUE BONDS; APPROVING THE APPOINTMENT OF A FINANCING TEAM; DIRECTING TRANSMITTAL OF NOTICE OF INTENT TO ISSUE REVENUE BONDS; AUTHORIZING ISSUANCE OF SERIES 2022 BONDS IN ONE OR MORE SERIES FOR BAYLOR SCOTT & WHITE HOLDINGS AND APPROVING DOCUMENTS IN CONNECTION THEREWITH; AUTHORIZING PREPARATION AND USE OF ONE OR MORE PRELIMINARY OFFICIAL STATEMENTS AND OFFICIAL STATEMENTS; RESOLVING OTHER MATTERS PERTAINING TO THE ISSUANCE AND SALE OF SUCH SERIES 2022 BONDS; AND PROVIDING AN EFFECTIVE DATE

was duly introduced for the consideration of said Governing Body. It was then duly moved and seconded that said Resolution be adopted and after due discussion, said motion, carrying with it the adoption of said Resolution, prevailed and carried by a vote of 5 Ayes and 0 Nays and 0 Abstentions.

3. A full copy of the Resolution is attached to this certificate; the original of the Resolution is on file in the official records of the Governing Body; and the Resolution has not been amended and is in full force and effect.

4. The persons attending the meeting and acting as officers and members of the Governing Body are the duly chosen, qualified, and acting officers and members of said Governing Body as indicated therein; each of the officers and members of said Governing Body was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the aforesaid meeting, and that said Resolution would be introduced and considered for adoption at said meeting.

WITNESS MY HAND AND THE OFFICIAL SEAL OF THE ISSUER, this October 4,
2022.

Wm C Alvarado

Authorized Signatory, Tarrant County Cultural
Education Facilities Finance Corporation

(SEAL)



RESOLUTION ACCEPTING APPLICATION RELATING TO THE ISSUANCE OF REVENUE BONDS; APPROVING THE APPOINTMENT OF A FINANCING TEAM; DIRECTING TRANSMITTAL OF NOTICE OF INTENT TO ISSUE REVENUE BONDS; AUTHORIZING ISSUANCE OF SERIES 2022 BONDS IN ONE OR MORE SERIES FOR BAYLOR SCOTT & WHITE HOLDINGS AND APPROVING DOCUMENTS IN CONNECTION THEREWITH; AUTHORIZING PREPARATION AND USE OF ONE OR MORE PRELIMINARY OFFICIAL STATEMENTS AND OFFICIAL STATEMENTS; RESOLVING OTHER MATTERS PERTAINING TO THE ISSUANCE AND SALE OF SUCH SERIES 2022 BONDS; AND PROVIDING AN EFFECTIVE DATE

WHEREAS, by resolution the Commissioners Court (the "*Governing Body*") of Tarrant County, Texas (the "*Sponsoring Entity*"), authorized and approved the creation of the Tarrant County Cultural Education Facilities Finance Corporation (the "*Issuer*") as a nonprofit Cultural Education Facilities Finance Corporation under the provisions of Chapter 337, Texas Local Government Code, as amended (the "*Act*"); and

WHEREAS, the Act authorizes and empowers the Issuer to issue revenue bonds on behalf of the Sponsoring Entity to finance and refinance the cost of "health facilities" (as defined in Chapter 221, Texas Health and Safety Code, as amended (the "*Health Act*")); and

WHEREAS, Baylor Scott & White Holdings, a Texas nonprofit corporation ("*BSW Holdings*"), has submitted an application to the Issuer (the "*Application*"), requesting the Issuer to approve the issuance of one or more series of tax-exempt revenue bonds on its behalf, with series designations commencing with "Series 2022D," collectively herein referred to as the "*Series 2022 Bonds*," the proceeds of which will be loaned to BSW Holdings to provide funds to (i) finance the construction, expansion, renovation, and replacement of, additions to, and the acquisition of sites, buildings, and capital equipment for healthcare facilities (collectively, the "*Projects*"), and (ii) pay the costs of issuing the Series 2022 Bonds; and

WHEREAS, this Board of Directors (the "*Board*") of the Issuer has determined, based upon representations of BSW Holdings, that the issuance of the Series 2022 Bonds for such purposes will be in furtherance of the public purposes of the Act and the Health Act and will assist in providing, expanding and improving health facilities which will improve the adequacy, cost and accessibility of health care, research and education within the State of Texas; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "*Code*"), requires that the Series 2022 Bonds and the Projects be approved by the "applicable elected representative" (the "*AER*") after a public hearing following reasonable public notice in order for the interest on the Series 2022 Bonds to be excluded from gross income for federal income tax purposes; and

WHEREAS, a public hearing with respect to the Projects and the Series 2022 Bonds was held by a representative of the Issuer on September 22, 2022, and notice of such hearing was published no less than seven days before said date in newspapers of general circulation available to residents within each governmental unit where any portion of the Projects is located; and

WHEREAS, the public hearing was held on the date and at the time and place set out in such published notice, and was conducted in a manner that provided a reasonable opportunity for

persons with differing views on the issuance of the Series 2022 Bonds and on the location and nature of the Projects to be heard; and

WHEREAS, the Governing Body of the Sponsoring Entity, acting in its capacity as AER under the Code, is required to give its approval with respect to the Series 2022 Bonds and the Projects, as required by the Code; and

WHEREAS, for purposes of providing funds required to finance the Projects, the Issuer now desires to: (i) accept the Application; (ii) authorize and direct the officers of the Issuer to transmit a Notice of Intent (the "*Notice of Intent*") to the Governing Body of the Sponsoring Entity; (iii) approve the appointment of certain professionals (the "*Financing Team*") to accomplish the issuance and sale of the Series 2022 Bonds; (iv) authorize the issuance of the Series 2022 Bonds, in a maximum aggregate principal amount not to exceed \$550,000,000, pursuant to the terms and provisions of one or more indentures of trust and security agreements; (v) provide for the sale of the Series 2022 Bonds to the underwriters thereof, pursuant to the terms of one or more contracts of purchase and letters of representation and indemnification and to approve the execution and delivery of such contracts of purchase and letters of representation and indemnification; (vi) authorize the use and distribution of one or more preliminary and final official statements; (vii) provide for the payment of the principal of, premium, if any, and interest on the Series 2022 Bonds with revenues derived from the loan of proceeds of the sale of the Series 2022 Bonds, pursuant to the terms and provisions of one or more loan agreements; and (viii) take and authorize certain other actions in connection with the foregoing; and

WHEREAS, this Board has been presented with proposed forms of an indenture of trust and security agreement, loan agreement, contract of purchase, and letter of representation and indemnification, and this Board finds that the forms and substance of such documents are satisfactory and the recitals and findings contained therein are true, correct and complete, and hereby adopts and incorporates by reference such recitals and findings as if set forth in full in this Resolution, and finds that it is in the best interest of the public and the Issuer and assists in carrying out the public purpose of the Issuer and of the Act and the Health Act to authorize the execution and delivery of such documents; and

WHEREAS, this Board understands that the underwriters named in the contracts of purchase mentioned above intend to distribute preliminary and final official statements in connection with the offering and sale of the Series 2022 Bonds; and

WHEREAS, in connection with the preparation of such preliminary and final official statements, the Issuer has furnished the information to the underwriters to be set forth in the preliminary and final official statements concerning the Issuer under the captions "THE ISSUER" and "LITIGATION AND PROCEEDINGS – The Issuer," and this Board now desires to authorize the use of such information in such preliminary and final official statements;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE TARRANT COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION THAT:

1. Findings and Determinations. All of the above recitals are found and determined to be true and correct and are incorporated into the body of this Resolution as if repeated in their entirety.

2. Acceptance of Application. The Issuer hereby accepts the Application.
3. Approval of Financing Team. This Board hereby approves the appointment of the following firms and entities as the financing team to accomplish the issuance, sale and marketing of the Series 2022 Bonds: (i) Citigroup Global Markets Inc., as managing underwriter and representing such other firms as may be approved for inclusion in the underwriting syndicate from time to time (collectively, the “*Underwriter*”); and (ii) Norton Rose Fulbright US LLP, as bond counsel (“*Bond Counsel*”).
4. Transmittal of Notice of Intent to Issue Series 2022 Bonds to Sponsoring Entity. The President, the Vice President and the Secretary of the Board of Directors are hereby severally authorized and directed to transmit to the Governing Body of the Sponsoring Entity a Notice of Intent to Issue Bonds relating to the Series 2022 Bonds, as required by Section 221.062 of the Health Act. Such notice shall be delivered to the Governing Body of the Sponsoring Entity as soon as practicable but in no event later than the 15th day before the date of issuance of the Series 2022 Bonds.
5. Authorization of Issuance of Bonds; Approval of Indentures of Trust and Security Agreements. The Issuer hereby authorizes the issuance of the Series 2022 Bonds in the maximum aggregate principal amount of not to exceed \$550,000,000, in accordance with one or more indentures of trust and security agreements (collectively, the “*Indentures*”), to be dated as of the first day of the month in which the Series 2022 Bonds are issued, between the Issuer and The Bank of New York Mellon Trust Company, National Association, as bond trustee, the form of which was presented to this Board and its counsel; the form, terms and provisions of such Indentures and the Series 2022 Bonds are hereby authorized and approved, and each of the President and the Vice President of the Issuer is hereby severally authorized and directed to execute and deliver the final Indentures in such forms and the Series 2022 Bonds in the name and on behalf of the Issuer, with such changes therein as the officer executing the same may approve, such approval to be conclusively evidenced by such officer’s execution thereof, and the Secretary and any Assistant Secretary of the Issuer is hereby severally authorized to attest and affix the Issuer’s seal to the Series 2022 Bonds, but such attestation and seal shall not be required for due execution and delivery thereof.
6. Approval of Loan Agreements. The proceeds of the sale of the Series 2022 Bonds are hereby authorized to be loaned by the Issuer to BSW Holdings, in order to provide funds to finance the Projects, pursuant to the terms and provisions of one or more loan agreements (collectively, the “*Loan Agreements*”), to be dated as of the first day of the month in which the Series 2022 Bonds are issued, between the Issuer and BSW Holdings, the form of which was presented to this Board and its counsel; the form, terms and provisions of such Loan Agreements are hereby authorized and approved, and each of the President and the Vice President of the Issuer is hereby severally authorized and directed to execute and deliver the final Loan Agreements in such forms on behalf of the Issuer, with such changes therein as the officer executing the same may approve, such approval to be conclusively evidenced by such officer’s execution thereof.
7. Approval of Sale of Bonds; Approval of Contracts of Purchase. The Series 2022 Bonds are hereby authorized to be sold by the Issuer to the Underwriter, at the prices and on any other terms and conditions to be set forth in one or more contracts of purchase (collectively, the “*Contracts of Purchase*”), to be dated as of the date of their execution and delivery, by and between the Issuer and the Underwriter, the forms of which was presented to this Board and its counsel; the form, terms and provisions of such Contracts of Purchase are hereby authorized and

approved, and each of the President and the Vice President of the Issuer is hereby severally authorized and directed to execute and deliver the final Contracts of Purchase in such forms on behalf of the Issuer, with such changes therein as the officer executing the same may approve, such approval to be conclusively evidenced by such officer's execution thereof; execution and delivery of the Contracts of Purchase by the Issuer and the Underwriter is hereof conditioned on the execution and delivery by BSW Holdings of its letters of representation and indemnification substantially in the form and to the effect of the Letters of Representation and Indemnification (collectively, the "*Letters of Representation*") attached to the applicable forms of the Contracts of Purchase as exhibits; the form, terms and provisions of such Letters of Representation are hereby authorized and approved, and each of the President and the Vice President of the Issuer is hereby severally authorized and directed to execute and deliver such Letters of Representation on behalf of the Issuer, with such changes therein as the officer executing such Letters of Representation may approve, such approval to be evidenced by such officer's execution thereof.

8. Committee. Any two directors of the Issuer are hereby authorized to act as a committee of this Board (the "*Pricing Committee*") pursuant to the provisions of Section 221.028(a) of the Health Act and Section 2.13 of the Bylaws of the Issuer for the purposes of approving the initial interest rate periods and/or interest rate modes selected by BSW Holdings from those interest rate periods and/or interest rate modes set forth in the Indentures, and approving the purchase prices, interest rates, interest periods, if applicable, maturities, redemption provisions, and principal amounts of the Series 2022 Bonds, and the final terms of all documents authorized hereby and the approval of the Pricing Committee of such items shall be conclusively evidenced by the execution of each respective Contract of Purchase or a certification to that effect by the officers of the Issuer.

9. Preliminary Official Statements and Final Official Statements. This Board hereby authorizes the use and distribution of the information described in the last recital of this Resolution in one or more preliminary official statements and final official statements (the "*Official Statements*") relating to the Series 2022 Bonds; *provided* that, in adopting this Resolution, this Board hereby disclaims any responsibility for the Official Statements except for the information described as having been provided by it in the last recital of this Resolution and expressly disclaims any responsibility for any other information included as part of the Official Statements.

10. Authorization to Perform Necessary Acts. The officers, employees and agents of the Issuer, and each of them, shall be and each is expressly and severally authorized, empowered and directed from time to time to do and perform all acts and things and to execute, acknowledge and deliver in the name and under the corporate seal, if applicable, and on behalf of the Issuer all documents, certificates, notices, financing statements, termination statements, instruments and other papers, whether or not herein mentioned, and from time to time any amendments or supplements thereto, as they may determine to be necessary or desirable in order to carry out the terms and provisions of this Resolution, as well as the terms and provisions of the Series 2022 Bonds and other agreements hereby authorized and approved, such determination to be conclusively evidenced by the performance of such acts and things and the execution of any such document, certificate, notice, financing statement, termination statement, instrument or other paper.

11. Authorization to File Form 8038. This Board authorizes and directs that an officer of the Issuer submit to the Secretary of the Treasury, not later than the 15th day of the second calendar month after the close of the calendar quarter in which the Series 2022 Bonds are issued (or on such other date as shall be required in the opinion of Bond Counsel so that interest on the

Series 2022 Bonds shall not be includable in gross income for federal income tax purposes), a statement or statements containing the information required by Section 149(e) of the Code.

12. Providing an Effective Date. This Resolution shall be in full force and effect from and after its passage, and it is accordingly so resolved.

PASSED AND APPROVED BY THE BOARD OF DIRECTORS OF TARRANT
COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION ON
OCTOBER 4, 2022.

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2022 OCT 10 AM 11:08

TARRANT COUNTY CULTURAL EDUCATION FACILITIES
FINANCE CORPORATION

201 MAIN STREET, SUITE 700
FORT WORTH, TEXAS 76102

MARY LOUISE NICHOLSON
COUNTY CLERK

BY MQ

RANDAL L. DEAN
SECRETARY OF THE BOARD

DIRECTORS
WILLIAM E. ALEXANDER, PRESIDENT
ROBERT M. LANSFORD, SECRETARY
ALAN BARRON
TOBI L. JACKSON
RACHELLE BLACKWELL
STEVEN PURVIS

October 7, 2022

NOTICE OF INTENTION TO ISSUE BONDS

NOTICE IS HEREBY GIVEN TO THE COMMISSIONERS COURT OF TARRANT COUNTY, TEXAS PURSUANT TO SECTION 221.062 OF THE TEXAS HEALTH AND SAFETY CODE THAT ON NOVEMBER 15, 2022, or as soon thereafter as possible, the Tarrant County Cultural Education Facilities Finance Corporation (the "*Issuer*") intends to issue its

TARRANT COUNTY CULTURAL EDUCATION
FACILITIES FINANCE CORPORATION
HOSPITAL REVENUE BONDS
(BAYLOR SCOTT & WHITE HEALTH PROJECT)
SERIES 2022

(the "*Bonds*") in one or more series in an aggregate principal amount not to exceed \$550,000,000 with a maximum stated maturity not later than November 15, 2062, in accordance with one or more Indentures of Trust and Security Agreements between the Issuer and The Bank of New York Mellon Trust Company, National Association, as trustee, relating to and securing the Bonds.

I. THE HEALTH FACILITIES

The proceeds of the Bonds will be loaned to Baylor Scott & White Holdings, a Texas nonprofit corporation (the "*BSW Holdings*"), primarily to finance the costs of the construction, expansion, renovation, and replacement of, additions to, and the acquisition of sites, buildings, and capital equipment for certain health facilities of BSW Holdings and its tax-exempt affiliates, described as the "*2022 Project*" in *Exhibit A* attached hereto and costs of issuance of the Bonds.

II. PROJECT COSTS

The total projected cost of the 2022 Project to be financed by the Bonds, as described above and on *Exhibit A*, is not expected to exceed \$550,000,000. Costs of issuance of the Bonds and other costs of the 2022 Project that are not paid from Bond proceeds will be paid by BSW Holdings with other funds.

III. NECESSITY

The financing described above is necessary in order to minimize the cost of health facilities necessary to promote the present and prospective health, safety, and general welfare of the people of the Counties of Brazos, Collin, Ellis, Tarrant, Travis, and Williamson, Texas, in particular, and the State of Texas generally; and to improve the cost and accessibility of health care to the general public.

IV. USER

The user of the facilities described herein will be BSW Holdings or one or more tax-exempt affiliates of BSW Holdings.

SIGNED THIS 7 day of OCTOBER, 2022.

TARRANT COUNTY CULTURAL
EDUCATION FACILITIES FINANCE
CORPORATION

By: [Signature]
Secretary

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COUNTY CLERK

BY HQ

EXHIBIT A

The cost of the 2022 Project includes financing the following projects:

1. It is estimated that an amount not to exceed:
 - A) \$10,000,000 will be used at the health facilities, which will be operated by Scott & White Hospital – College Station, a Texas nonprofit corporation, located in the City of College Station, Texas, at or adjacent to 700 Scott and White Drive, including, but not limited to, expanding and renovating the emergency department;
 - B) \$280,000,000 will be used at the health facilities, which will be operated by a nonprofit affiliate of Baylor Scott & White Holdings, a Texas nonprofit corporation, located in the City of Frisco, Texas, at or adjacent to 5601 Warren Parkway, including, but not limited to, construction and equipping of a new North Frisco hospital;
 - C) \$25,000,000 will be used at the health facilities, which will be operated by Baylor Regional Medical Center at Plano, a Texas nonprofit corporation, located in the City of Plano, Texas, at or adjacent to 4700 Alliance Boulevard, including, but not limited to, refurbishment of operating rooms;
 - D) \$180,000,000 will be used at the health facilities, which will be operated by Baylor Medical Center at Waxahachie, a Texas nonprofit corporation, located in the City of Waxahachie, Texas, at or adjacent to 2400 North Interstate Highway 35E, including, but not limited to, construction of a new bed tower and parking garage and equipping thereof;
 - E) \$55,000,000 will be used at the health facilities, which will be operated by Baylor Regional Medical Center at Grapevine, a Texas nonprofit corporation, located in the City of Grapevine, Texas, at or adjacent to 1650 West College Street, including, but not limited to, the expansion and refurbishment of the intensive care unit, the women's services department and operating rooms;
 - F) \$55,000,000 will be used at the health facilities, which will be operated by Baylor Scott & White Medical Centers – Capitol Area, a Texas nonprofit corporation, located in the City of Pflugerville, Texas, at or adjacent to 2600 East Pflugerville Parkway, including, but not limited to, the expansion of an acute care hospital and a medical office building; and
 - G) \$200,000,000 will be used at the health facilities, which will be operated by Scott & White Hospital – Round Rock, a Texas

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COUNTY CLERK

BY MQ

nonprofit corporation, located in the City of Round Rock, Texas, at or adjacent to 300 University Boulevard, including, but not limited to, the expansion of an acute care hospital.

2. In addition to the foregoing, a portion of the proceeds of the Bonds may be used to pay costs of issuance of the Bonds.

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2022 OCT 10 AM 11:08

MARY LOUISE NICHOLSON
COUNTY CLERK

BY MQ

**MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF
TARRANT COUNTY CULTURAL EDUCATION FACILITIES
FINANCE CORPORATION**

October 4, 2022

A Special Meeting of the Board of Directors of the Tarrant County Cultural Education Facilities Finance Corporation was held on Tuesday, October 4, 2022, at 12:00 p.m., pursuant to proper notice to all Board members, regarding the Baylor Scott & White 2022 bond applications.

Board members in attendance were:

William Alexander
Steve Purvis
Robert Lansford
Alan Barron
Tobi Jackson

Also, in attendance was Matt McCabe, Bond Counsel for Baylor Scott & White and Randal L. Dean, Issuer Counsel.

Mr. Dean provided the proposed Resolutions and supporting documents regarding the Baylor Scott & White 2022 bond applications in advance of the meeting for review by the board members.

Bond Counsel and Mr. Dean explained the proposed Baylor Scott & White 2022 Resolution and answered questions about the issuance and use of the funds from board members. After discussion, on motion of Alan Barron and seconded by Steve Purvis, the Resolution for Baylor Scott & White was unanimously APPROVED.

There being no further business, the meeting adjourned at 1:30 p.m.


Randal L. Dean, Board Secretary

APPLICATION FOR ISSUANCE OF BONDS
BY
TARRANT COUNTY CULTURAL EDUCATION FACILITIES
FINANCE CORPORATION

WHEREAS, the Tarrant County Cultural Education Facilities Finance Corporation (a Texas non-profit corporation) (the "Issuer") was created by Tarrant County, Texas (the "County") pursuant to the Cultural Education Facilities Finance Corporation Act, Article 1528m, V.A.T.C.S. (the "Act"); and

WHEREAS, the Issuer is authorized by the Act to issue, sell, and deliver its bonds (the "Bonds") for the purposes described in the Act; and

WHEREAS, Tarrant County, Texas requires all Applicants to pay a \$10,000.00 application fee, WHICH IS REFUNDABLE by Tarrant County, Texas at the request of the Applicant at any time prior to Commissioners Court approving the issuance of the Bonds.

Baylor Scott and White Holdings
Name of Applicant

301 N. Washington Avenue, Dallas, TX 75246
Address

Christopher Kubin 214-820-3926
Name of Contact and Telephone Number

550,000,000
Proposed Amount of Bonds

Applicant agrees to indemnify and hold harmless the Issuer and its Officers and Directors against all losses, costs, damages, expenses, and liabilities of whatsoever nature (including, but not limited to, attorney's fees, litigation, and court costs, amounts paid in settlement and amounts paid to discharge judgments) incurred by or asserted against any such indemnified party directly or indirectly resulting from, arising out of, or relating to the issuance, offering, sale, or delivery of the Bonds, or the design, construction, installation, operation, use, occupancy, maintenance or ownership of Applicant's project, whether or not any such indemnified party is alleged or found to have been negligent in connection therewith.

DATED this __28th__ day of __September__, 2022.

The \$10,000.00 check should be made payable to Tarrant County, Texas.

Mail the check and Application to:

Randal L. Dean, Issuer Counsel
Tarrant County Cultural Education Finance Facilities Corporation
201 Main Street, Suite 801
Fort Worth, TX 76102

CERTIFICATE OF PUBLIC HEARING

I, the undersigned, hereby certify in connection with the issuance by the Tarrant County Cultural Education Facilities Finance Corporation (the "**Issuer**") of its hospital revenue bonds in the principal amount not to exceed \$550,000,000 in the aggregate (the "**Bonds**"), for the benefit of Baylor Scott & White Holdings, a Texas non-profit corporation, and one or more of its tax-exempt nonprofit affiliates (collectively, the "**System**"), as follows:

1. I am an attorney with Brown Pruitt Wambsganss Dean Forman & Moore P.C., counsel for the Issuer in respect of the financing described herein, and have been duly authorized to conduct a public hearing on the issuance of the Bonds to finance the projects described in the notice of such hearing published in *The Dallas Morning News*, the *Fort Worth Star-Telegram*, the *Austin American-Statesman*, and *The Eagle* on September 14, 2022, copies of which notices as published with Affidavits of Publication are attached hereto as Exhibit A, all of which projects are owned, operated, or managed by the System and located in Brazos, Collin, Ellis, Tarrant, Travis or Williamson County, Texas, as described in the notice.

2. I conducted such hearing commencing at 10:00 a.m. (Central Daylight Time) on Thursday, September 22, 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.

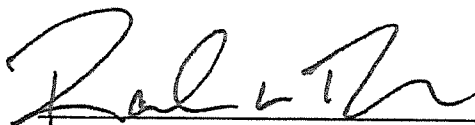
3. At the time for the commencement of the hearing, I publicly requested comments, either orally or in writing, on the facilities to be financed with proceeds of the Bonds and on the issuance of the Bonds.

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

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

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 September 22, 2022.



Randal L. Dean, Hearing Officer
Tarrant County Cultural Education Facilities
Finance Corporation

EXHIBIT A

Affidavit of Publication – *The Dallas Morning News*
Affidavit of Publication – *Fort Worth Star-Telegram*
Affidavit of Publication – *Austin American-Statesman*
Affidavit of Publication – *The Eagle*

[See attached.]

AFFIDAVIT OF PUBLICATION

STATE OF TEXAS

COUNTY OF DALLAS

Before me, a Notary Public in and for Dallas County, this day personally appeared Mert Tezkol, advertising Representative for The Dallas Morning News, being duly sworn by oath, states the attached advertisement of

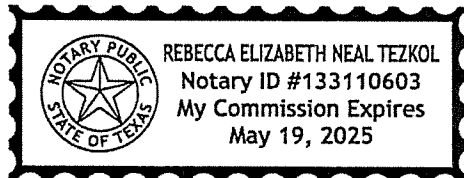
Tarrant County Cultural Education Facilities Finance Corporation

AD# 1833472

was published in The Dallas Morning News

DATE PUBLISHED

September 14, 2022



A handwritten signature in black ink, appearing to read "Mert Tezkol".

Mert Tezkol

September 14, 2022

A handwritten signature in black ink, appearing to read "Rebecca E. Tezkol".

(Notary Public)

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 General Cleaning
 General Cleaning

HOUSE PAINTING
 Interior and Exterior Painting
 Interior and Exterior Painting
 Interior and Exterior Painting
 Interior and Exterior Painting

Carpeting
 Carpet Installation
 Carpet Installation
 Carpet Installation
 Carpet Installation

General Work - Lawn Care
 Lawn Maintenance
 Lawn Maintenance
 Lawn Maintenance
 Lawn Maintenance

Furniture
 Furniture Repair
 Furniture Repair
 Furniture Repair
 Furniture Repair

Handyman
 Handyman Services
 Handyman Services
 Handyman Services
 Handyman Services

Brick, Stone Services
 Brick and Stone Work
 Brick and Stone Work
 Brick and Stone Work
 Brick and Stone Work

Roofing
 Roofing Services
 Roofing Services
 Roofing Services
 Roofing Services

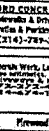
Home Repairs
 Home Repairs
 Home Repairs
 Home Repairs
 Home Repairs

Painting
 Painting Services
 Painting Services
 Painting Services
 Painting Services


Plumbing/HVAC
 Plumbing and HVAC
 Plumbing and HVAC
 Plumbing and HVAC
 Plumbing and HVAC

Pool/Hot Tub
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 Pool and Hot Tub Services
 Pool and Hot Tub Services
 Pool and Hot Tub Services

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NOTICE OF PUBLIC HEARING

TAKE NOTICE THAT, for purposes of Section 147 of the Internal Revenue Code of 1986, as amended, the Tarrant County Cultural Education Facilities Finance Corporation (the "Issuer") will hold a public hearing on September 22, 2022, at 10:00 a.m., accessible to the public by telephone, with respect to the issuance, in one or more series, 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 \$550,000,000 to (i) finance the construction, expansion, renovation, and replacement of, additions to, and the acquisition of sites, buildings, and capital equipment for healthcare facilities; and (ii) pay costs in connection with the issuance of the Bonds. The projects to be financed with the Bonds, and the location in Texas and maximum stated principal amount of Bonds to be issued to finance each project, are as follows:

Project	Maximum Amount
The following acute care hospitals and healthcare facilities:	
(a) Baylor Scott & White Medical Center - College Station, 700 Scott and White Drive, College Station, Brazos County, 77845	\$10,000,000
(b) Baylor Scott & White Medical Center - Frisco, 5601 Warren Parkway, Frisco, Collin County, 75034	\$280,000,000
(c) Baylor Scott & White Medical Center - Plano, 4700 Alliance Boulevard, Plano, Collin County, 75093	\$25,000,000
(d) Baylor Scott & White Medical Center - Waxahachie, 2400 North Interstate Highway 35E, Waxahachie, Ellis County, 75165	\$180,000,000
(e) Baylor Scott & White Medical Center - Grapevine, 1650 West College Street, Grapevine, Tarrant County, 76051	\$55,000,000
(f) Baylor Scott & White Medical Center - Pflugerville, 2600 East Pflugerville Parkway, Pflugerville, Travis County, 78660	\$55,000,000
(g) Baylor Scott & White Medical Center - Round Rock, 300 University Boulevard, Round Rock, Williamson County, 78665	\$200,000,000

The projects to be financed with the Bonds are owned or principally used by Baylor Scott & White Holdings, a Texas nonprofit corporation, or one or more of its tax-exempt affiliates.

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IPL0089716
Sep 14 2022

THE STATE OF TEXAS COUNTY OF TARRANT

Before me, a Notary Public in and for said County and State, this day personally appeared Amanda Grisham, Bid and Legal Coordinator for the Star-Telegram, published by the Star-Telegram, Inc. at Fort Worth, in Tarrant County, Texas; and who, after being duly sworn, did depose and say that the attached clipping of an advertisement was published in the above named paper on the listed dates:

No. of Insertions: 1

Beginning Issue of: 09/14/2022

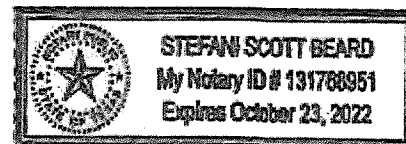
Ending Issue of: 09/14/2022

Amanda Grisham

Sworn to and subscribed before me this 14th day of September in the year of 2022

Stefani Beard

Notary Public in and for the state of Texas, residing in Dallas County



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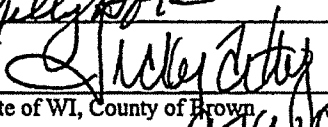
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facts herein state and that the notice hereto annexed was
Published in said newspapers in the issues dated on:

09/14/2022

and that the fees charged are legal.
Sworn to and subscribed before on 09/14/2022



Legal Clerk



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Publication Cost: \$1897.50

Order No: 7779883

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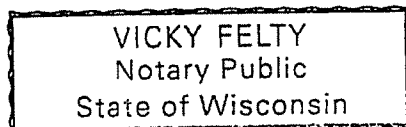
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Project

The following acute care hospitals and healthcare facilities:

Maximum Amount

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(b) Baylor Scott & White Medical Center – Frisco, 5601 Warren Parkway, Frisco, Collin County, 75034	\$280,000,000
(c) Baylor Scott & White Medical Center – Plano, 4700 Alliance Boulevard, Plano, Collin County, 75093	\$25,000,000
(d) Baylor Scott & White Medical Center – Waxahachie, 2400 North Interstate Highway 35E, Waxahachie, Ellis County, 75165	\$180,000,000
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TARRANT COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION

September 14, 2022 7779883

The Eagle

Bryan, Brazos County, Texas

Affidavit of Publication

NORTON ROSE FULBRIGHT US LLP
2200 ROSS AVE., STE 3600
DALLAS, TX 75201-7932

Account Number

1106433

Date

September 15, 2022

Date	Category	Description	Ad Size	Total Cost
09/20/2022	Legal Notices	Issuer's Limited Obligation Revenue Bonds	3 x 7.19 IN	547.63

Proof of Publication

On said day, personally, appeared before me, the undersigned a Notary Public in and for said county and state, Brenda Garcia, of The Eagle, a newspaper published in Bryan, Brazos County, Texas, and generally circulated in Brazos, Burleson, Grimes, Lee, Leon, Madison, Milam and Robertson Counties, and that the notice, a copy of which is hereto attached, was published in said newspaper on the following named dates:

09/14/2022

The First insertion being given ... 09/14/2022

Newspaper reference: 0000775697

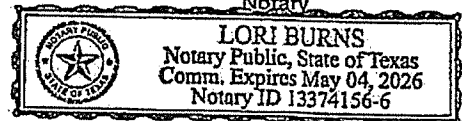
Sworn to and subscribed before me this Thursday, September 15, 2022

B.G. Garcia

Brenda Garcia
Clerk

Lori Burns

Lori Burns
Notary



State of Texas

Brazos County

My Commission expires

May 4, 2026

THIS IS NOT A BILL. PLEASE PAY FROM INVOICE. THANK YOU

LEGAL NOTICES

NOTICE OF PUBLIC HEARING

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Questions, requests for additional information, or written comments may be directed in writing to the Issuer in care of Randal Dean of Brown Pruitt Wahlgren Dean Ferman & Moore P.C., 201 Main Street, Suite 700, Fort Worth, Texas 76102.

TARRANT COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION
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EXHIBIT B

Minutes of a Public Hearing Conducted by the Tarrant County Cultural Education Facilities Finance Corporation on September 22, 2022

A public hearing by the Tarrant County Cultural Education Facilities Finance Corporation was held telephonically on September 22, 2022, at 10:00 a.m., Central Daylight Time, pursuant to notice given. The hearing was called to order at 10:00 a.m. 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 the Tarrant County Cultural Education Facilities Finance Corporation (the "*Issuer*"), of hospital revenue bonds (the "*Bonds*") in an aggregate principal amount not to exceed \$550,000,000, to assist Baylor Scott & White Holdings ("*BSW Holdings*") in financing costs of acute care hospitals and other health care facilities. The proceeds of the Bonds will be used to (i) finance the construction, expansion, renovation, and replacement of, additions to, and the acquisition of sites, buildings, and capital equipment for healthcare facilities; and (ii) pay costs in connection with the issuance of the Bonds."

"The projects to be financed with the Bonds, the locations in Texas and maximum stated principal amount of Bonds to be issued to finance each such project, are as follows:

- (1) Baylor Scott & White Medical Center – College Station, 700 Scott and White Drive, College Station, Brazos County, 77845, in a maximum principal amount of \$10,000,000;
- (2) Baylor Scott & White Medical Center – Frisco, 5601 Warren Parkway, Frisco, Collin County, 75034, in a maximum principal amount of \$280,000,000;
- (3) Baylor Scott & White Medical Center – Plano, 4700 Alliance Boulevard, Plano, Collin County, 75093, in a maximum principal amount of \$25,000,000;
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- (5) Baylor Scott & White Medical Center – Grapevine, 1650 West College Street, Grapevine, Tarrant County, 76051, in a maximum principal amount of \$55,000,000;
- (6) Baylor Scott & White Medical Center – Pflugerville, 2600 East Pflugerville Parkway, Pflugerville, Travis County, 78660, in a maximum principal amount of \$55,000,000; and
- (7) Baylor Scott & White Medical Center – Round Rock, 300 University Boulevard, Round Rock, Williamson County, 78665, in a maximum principal amount of \$200,000,000."

"Members of the public are invited to comment with respect to the proposed financing plan and the nature of the projects to be financed. 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 no written comments were submitted to the Tarrant County Cultural Education Facilities Finance Corporation in care of Randal L. Dean as of September 22, 2022."

"The public hearing is now concluded."

A handwritten signature in black ink, appearing to read "Randal L. Dean", written over a horizontal line.

Randal L. Dean, Hearing Officer
Tarrant County Cultural Education Facilities
Finance Corporation



Jennifer Mitzner
EVP & Chief Financial Officer
301 North Washington Avenue
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September 30, 2022

Commissioners Court
Tarrant County, Texas
100 East Weatherford Street
Fort Worth, TX 76196

To the Honorable Court:

Baylor Scott & White Holdings, a Texas nonprofit corporation ("BSWH"), is requesting that the Commissioners Court of Tarrant County, Texas approve the issuance by the Tarrant County Cultural Education Facilities Finance Corporation an amount not to exceed \$510,000,000 tax-exempt Hospital Revenue Bonds to fund capital investments.

We have received a copy of the Historically Utilized Business (HUB) Policy of Tarrant County, Texas. Although Baylor Scott & White Holdings is not a participant in the Tarrant County procurement process, we have an active focus on Minority/Women Owned Business Enterprise programs and have been recognized for efforts in this area. We are committed to the spirit of the guidelines.

Sincerely,

A handwritten signature in black ink, appearing to read "Jennifer Mitzner", written over a horizontal line.

Jennifer Mitzner
Executive Vice President and Chief Financial Officer