



Agenda Report

2725 Judge Fran Jamieson
Way
Viera, FL 32940

Consent

F.7.

12/17/2024

Subject:

Resolution approving the issuance by the Orange County Health Facilities Authority of Hospital Revenue Bonds (Orlando Health Obligated Group), in one or more series in an aggregate principal amount not exceeding \$325,000,000

Fiscal Impact:

None.

Dept/Office:

County Attorney's Office

Requested Action:

The Orange County Health Facilities Authority (the "Authority") requests that the Board approve a Resolution to allow the issuance by the Authority of tax-exempt revenue bonds (Orlando Health Obligated Group), in one or more series to refinance the acquisition of hospital facilities in Brevard County.

Summary Explanation and Background:

The Orange County Health Facilities Authority (the "Authority") was created pursuant to the Health Facilities Authorities Law, Part III of Chapter 154, Florida Statutes (the "Act") upon a determination of a need for the Authority by the Board of County Commissioners of Orange County, Florida under Section 154.207(1) of the Act. The primary function of the Authority is to issue its revenue bonds to finance and to refinance health facilities for not-for-profit organizations, which bonds are payable solely from the revenues of such health facilities.

Orlando Health, Inc. (herein "Orlando Health"), a Florida not-for-profit corporation, has requested the Authority issue its tax-exempt health facilities revenue bonds in an amount not to exceed \$325,000,000 (the "Bonds"), to assist Orlando Health to (1) refund all or a portion of the outstanding Orange County Health Facilities Authority Taxable Hospital Revenue Bonds (Orlando Health Obligated Group), Series 2024B, the proceeds of which were used to finance the costs of acquiring a 119-bed acute care hospital and related medical clinics, offices, parking, and ancillary facilities located at 246-250 N. Wickham Road, Melbourne, Florida, and a 298-bed acute care hospital and related medical clinics, offices, warehouse and ancillary facilities located 110 Longwood Avenue, Rockledge, Florida, (2) provide a debt service reserve fund, (3) pay a portion of the interest to accrue the Bonds, (4) pay certain working capital expenditures, and (5) pay costs of issuance of the Bonds.

The bonds will be payable solely from revenues of the Orlando Health and certain of its affiliates, will bear one or more fixed rates of interest, subject to adjustment from time to time in accordance with the documents pursuant to which they are issued, and will be rated by one or more national rating agencies in the "A"

category. The bonds will not pledge the revenues or ad valorem taxes of the County.

The designated hearing officer held a public hearing on November 21, 2024, following proper publication of notice, for the purpose of receiving public input on the proposed issue, a report on which is attached to the proposed Resolution. The proposed Resolution acknowledges the public hearing and authorizes the issuance by the Authority of the bonds. In order to issue tax-exempt bonds, the Authority must receive the limited approval of the Board of County Commissioners. The Board's approval of the issuance of the Bonds by the Authority for the above-described purposes is required by applicable federal tax law.

Cost Benefit Analysis provided by Brevard County Health Facilities Authority:

This issue will reduce interest expenses and provide funds to refinance the costs of acquiring the above-described health facilities which will be available to citizens of Brevard County. There is no fiscal impact to the County or the Board of County Commissioners. The County is authorizing the Authority to issue its bonds solely to satisfy federal income tax law requirements and the County shall be indemnified by Orlando Health Obligated Group with respect to the issuance of the bonds.

The County's outside bond counsel has reviewed the project and provided the following statement: "The resolution proposed to be adopted by the BOCC satisfies the pertinent federal and state law requirements and provides that neither the County nor any of the elected officials or staff of the County will have any obligation or liability, financial or otherwise, with respect to the Project or the Bonds." (See attachment.)

Contact Person: Angela A. Abbott, 264-0334, angelaabbott@cfl.rr.com

Clerk to the Board Instructions:

Return a signed Resolution to the County Attorney's Office



Kimberly Powell, Clerk to the Board, 400 South Street • P.O. Box 999, Titusville, Florida 32781-0999

Telephone: (321) 637-2001
Fax: (321) 264-6972
Kimberly.Powell@brevardclerk.us

December 18, 2024

M E M O R A N D U M

TO: Morris Richardson, County Attorney

RE: Item F.7., Resolution Approving the Issuance by the Orange County Health Facilities Authority of Hospital Revenue Bonds (Orlando Health Obligated Group), in One or More Series in an Aggregate Principal Amount not Exceeding \$325,000,000

The Board of County Commissioners, in regular session on December 17, 2024, executed and adopted Resolution No. 24-138, allowing the issuance by the Authority of tax-exempt revenue bonds (Orlando Health Obligated Group), in one or more series to refinance the acquisition of hospital facilities in Brevard County. Enclosed is the fully executed Resolution.

Your continued cooperation is always appreciated.

Sincerely,

BOARD OF COUNTY COMMISSIONERS
RACHEL M. SADOFF, CLERK

Kimberly Powell
Kimberly Powell, Clerk to the Board

/sm

Encl. (1)

RESOLUTION NO. 24-138

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF BREVARD COUNTY, FLORIDA APPROVING THE ISSUANCE BY THE ORANGE COUNTY HEALTH FACILITIES AUTHORITY OF ITS HOSPITAL REVENUE BONDS (ORLANDO HEALTH OBLIGATED GROUP), IN ONE OR MORE SERIES OVER THE LONGEST PERIOD PERMITTED BY LAW AND IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$325,000,000 FOR THE BENEFIT OF ORLANDO HEALTH, INC., WITH RESPECT TO HEALTHCARE FACILITIES IN BREVARD COUNTY, FLORIDA; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Orange County Health Facilities Authority (the “Orange County Authority”) has been created pursuant to the Health Facilities Authorities Law, Part III of Chapter 154 of the Florida Statutes, as amended; and

WHEREAS, Orlando Health, Inc., a Florida not-for-profit corporation (“Orlando Health”) has informed Brevard County, Florida (the “County”), that it has requested the Orange County Authority to issue its Hospital Revenue Bonds (Orlando Health Obligated Group) under a plan of finance in an aggregate principal amount not to exceed \$325,000,000, with respect to its healthcare facilities in Brevard County, Florida, in one or more series over the longest period permitted by law; and

WHEREAS, Orlando Health has represented to the County that the proceeds of the bonds issued under such plan (the “Bonds”) will be loaned to Orlando Health, and used to (a) currently refund all or a portion of the outstanding Orange County Health Facilities Authority Taxable Hospital Revenue Bonds (Orlando Health Obligated Group), Series 2024B, issued in the original principal amount of \$439,000,000, the proceeds of which were used to finance, refinance, or reimburse the costs of acquiring certain hospital and health care facilities at the locations listed below (the “Healthcare Facilities”), (b) provide one or more debt service reserve funds for the benefit of all or a portion of the Bonds, if deemed necessary or desirable, (c) pay a portion of the interest to accrue on the Bonds, if deemed necessary or desirable, (d) pay certain working capital expenditures, if deemed necessary or desirable, and (e) pay certain costs of issuance of the Bonds, including the costs of any credit or liquidity enhancement thereof, if deemed necessary or desirable; and

WHEREAS, The Bonds will be qualified 501(c)(3) bonds (as defined in Section 145 of the Internal Revenue Code of 1986, as amended (the “Code”)), and the proceeds of the Bonds will be used to refinance the costs of acquiring the hospital and healthcare facilities listed below, including related land improvement costs, working capital expenditures and equipment (including, but not limited to, medical equipment, computer equipment, office equipment and general building

equipment and fixtures) used at the hospital and healthcare facilities listed below. The initial principal users and owners and the maximum aggregate principal amount of Bonds to be issued under the plan of finance described above for each such facility is listed below.

1. Orlando Health Melbourne Hospital, a 119-bed acute care hospital and related medical clinics, offices, parking and ancillary facilities located at 246-250 N. Wickham Road, Melbourne, Florida, the initial owner of which is OHMH, LLC, and initial principal user of which is Orlando Health-----\$220,000,000; and

2. Orlando Health Rockledge Hospital, a 298-bed acute care hospital and related medical clinics, offices, parking, warehouse and ancillary facilities located on the Orlando Health Rockledge Hospital Campus having a main address of at 110 Longwood Avenue, Rockledge, Florida. The Orlando Health Rockledge Hospital Campus is bordered generally by Orange Avenue on the north, Seminole Drive on the east, Barton Boulevard on the South and Rockledge Boulevard (U.S. Hwy 1) on the West, and includes the following additional addresses in Rockledge, Florida: 101, 109, 113 and 115 Longwood Avenue, 1001 and 1004 Beverly Drive, 111, 112 and 114 Barton Avenue, 1041 Seminole Drive and 1108 Geiger Street. The initial owner of the facilities described above is OHRH, LLC, and initial principal user of such facilities is Orlando Health -----\$105,000,000.

WHEREAS, Orlando Health submitted the Indemnification Certificate attached hereto as *Exhibit A*; and

WHEREAS, Section 147 of the Code, requires public approval of the Bonds by an appropriately elected official or body in the location of the facilities to be financed or refinanced (in this case, the Board of County Commissioners of the County (the "Board")), following a properly noticed public hearing; and

WHEREAS, a public hearing was held by a designated hearing officer on November 21, 2024 (the "Hearing"), and according to the hereinafter described Minutes, at such hearing, reasonable opportunity was provided for all interested individuals to express their views, both orally and in writing, concerning the issuance of the Bonds, and the Minutes of Public Hearing (including the form of the Public Notice) are attached hereto as Exhibit B (the "*Minutes*"); and

WHEREAS, the Board desires to approve the issuance of the Bonds solely for the purpose of complying with Section 147(f) of the Code.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF BREVARD COUNTY, FLORIDA, that:

Section 1. This Resolution is adopted pursuant to Florida law to comply with the provisions of Section 147(f) of the Code only.

Section 2. This Resolution is adopted following reasonable public notice of a public hearing which was held by a designated hearing officer of the County on November 21, 2024 with respect to the issuance of the Bonds. After consideration of the Minutes and representations made

to the County by representatives of Orlando Health and comments made to this Board, the Board hereby approves, solely for purposes of Section 147(f) of the Code, the issuance by the Orange County Authority of the Bonds in one or more series over the longest period permitted by law and in an aggregate principal amount not exceeding \$325,000,000 for the purposes expressed above with respect to the Healthcare Facilities located in Brevard County, Florida.

Section 3. The Bonds do not and shall not constitute a debt, liability or obligation of the Brevard County, Florida or of the State of Florida or of any political subdivision thereof, or as a pledge of the faith and credit or any taxing power of Brevard County, Florida or of the State of Florida or of any political subdivision thereof, but shall be limited obligations of the Orange County Authority payable solely from and secured by a pledge of payments to be made only by Orlando Health and certain of its affiliates. The approval given by the County in this Resolution is solely for the purpose of satisfying the requirements of the Code. Further, the approval by the Board of the issuance of the Bonds by the Orange County Authority shall not be construed to obligate the County or its officials and employees to incur any liability, pecuniary or otherwise, in connection with the issuance, marketing or repayment of the Bonds.

Section 4. The approval given herein shall not be construed as: (i) an endorsement of the creditworthiness of Orlando Health or the financial viability of the Healthcare Facilities to be financed or refinanced with the proceeds of the Bonds, (ii) a recommendation to any prospective purchaser to purchase the Bonds, (iii) an evaluation of the likelihood of the repayment of the debt service on the Bonds, or (iv) approval of any necessary rezoning applications or approval or acquiescence to the alteration of existing zoning or land use nor approval for any other regulatory permits relating to the Healthcare Facilities, and the Board shall not be construed by reason of its adoption of this Resolution to make any endorsement, finding or recommendation or to have waived any right of the Board or to have estopped the Board from asserting any rights or responsibilities it may have in such regard.

Section 5 The Board hereby ratifies the publication of the notice of public hearing with respect to the Bonds and the appointment of Angela Abbott, Esq., as the designated hearing officer of the County. The Board further appoints Angela Abbott, Esq. as a designated hearing officer for all public hearings required under the Code with respect to future bonds of the Orange County Authority, proceeds of which are to be applied to finance or refinance projects located within the County.

Section 6. This resolution shall take effect immediately upon adoption.

This Resolution passed and adopted this 17th day of December, 2024.


BOARD OF COUNTY COMMISSIONERS OF
BREVARD COUNTY, FLORIDA

(SEAL)

By: 
Rob Feltner, Chairman

Attest:

As approved by the Board on December 17, 2024

By: 
Rachel M. Sadoff, Clerk of the Circuit Court
and Ex-Officio Clerk to the Board of
County Commissioners of Brevard
County, Florida

Reviewed for Legal Form & Content:

By: _____
Morris Richardson, County Attorney

[Resolution Signature Page]

EXHIBIT A

INDEMNIFICATION CERTIFICATE

The undersigned, Orlando Health, Inc., a Florida not-for-profit corporation ("Orlando Health") hereby certifies that it is authorized to execute and deliver this Indemnification Certificate and further represents the following:

(1) At the request of Orlando Health, the Orange County Health Facilities Authority (the "Orange County Authority") proposes to issue its tax-exempt hospital revenue bonds in an aggregate principal amount not to exceed \$325,000,000, in one or more series over the longest period permitted by law (collectively, the "Bonds"), the proceeds of which are to be used to (a) currently refund all or a portion of the outstanding Orange County Health Facilities Authority Taxable Hospital Revenue Bonds (Orlando Health Obligated Group), Series 2024B, issued in the original principal amount of \$439,000,000, the proceeds of which were used to finance, refinance, or reimburse the costs of acquiring, constructing, renovating and equipping a 119-bed acute care hospital and related medical clinics, offices, parking and ancillary facilities located at 246-250 N. Wickham Road, Melbourne, Florida and a 298-bed acute care hospital and related medical clinics, offices, parking, warehouse and ancillary facilities located on the Orlando Health Rockledge Hospital Campus having a main address of at 110 Longwood Avenue, Rockledge, Florida, (the "Healthcare Facilities"), which Healthcare Facilities are in Brevard County, Florida (the "County"), (b) provide one or more debt service reserve funds for the benefit of all or a portion of the Bonds, if deemed necessary or desirable, (c) pay a portion of the interest to accrue on the Bonds, if deemed necessary or desirable, (d) pay certain working capital expenditures, if deemed necessary or desirable, and (e) pay certain costs of issuance of the Bonds, including the costs of any credit or liquidity enhancement thereof, if deemed necessary or desirable. Clauses (a) through (e) above are collectively referred to herein as the "Financing Purposes."

(2) In order to complete the Financing Purposes from the proceeds of the Bonds on a tax-exempt basis, it is necessary to hold a public hearing and approve the issuance of the Bonds for the purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code");

(3) A designated hearing officer of the County held a public hearing with respect to the issuance of the Bonds on November 21, 2024;

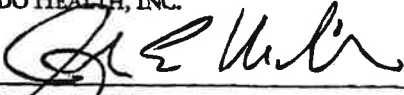
(4) Orlando Health has requested the Board of County Commissioners (the "Board") of the County to approve the issuance of the Bonds for purposes of Section 147(f) of the Code; and

(5) The County desires indemnification from Orlando Health as a material inducement to the Board granting the foregoing approval.

NOW THEREFORE, THE UNDERSIGNED, ON BEHALF OF ORLANDO HEALTH, DOES HEREBY: Agree to defend the County and its officials, employees, attorneys and agents and the members of the Board, and hold the County and its officials, employees, attorneys and agents and the members of the Board, harmless against any and all claims, losses, liabilities or damages to property or any injury or death of any person or persons occurring in connection with the issuance of the Bonds to finance or refinance the acquisition, development, construction, rehabilitation, ownership or operation of the Healthcare Facilities by or on behalf of Orlando Health, including in the case of any and all negligence of such indemnitee, or in any way arising out of or resulting from the financing or refinancing of the Healthcare Facilities or from the issuance, sale or delivery of the Bonds, including, but not limited to, liabilities or costs arising under the Internal Revenue Code of 1986, as amended, the Securities Act of 1933, the Securities Exchange Act of 1934 or any applicable securities law of the State of Florida, including, without limitation, all costs and expenses of the County, including reasonable attorneys' fees, incurred in connection therewith.

IN WITNESS WHEREOF, Orlando Health has executed this Indemnification Certificate this 22nd day of November, 2024.

ORLANDO HEALTH, INC.

By: 

Name: John E. Miller

Title: Senior Vice President of Finance

EXHIBIT B

Minutes of Public Hearing

MINUTES OF A PUBLIC HEARING of the BOARD OF COUNTY COMMISSIONERS OF BREVARD COUNTY, FLORIDA, held by a designated hearing officer in Classroom of the Brevard County Agricultural Center located at 3695 Lake Drive, Cocoa, Florida, at 4:30 p.m. on Thursday, November 21, 2024.

A designated hearing officer (the "Hearing Officer") of the Board of County Commissioners of Brevard County, Florida (the "Board") held a public hearing.

At 4:30 p.m., the Hearing Officer called the public hearing to order. The Hearing Officer stated that a public hearing was being conducted pursuant to published notice as required by law (Section 147(f) of the Internal Revenue Code of 1986, as amended), in connection with a plan by the Orange County Health Facilities Authority to issue its Hospital Revenue Bonds (Orlando Health Obligated Group) in an aggregate principal amount not to exceed \$325,000,000 with respect to the facilities in Brevard County, Florida described in the hereinafter referred to public notice, in one or more series over the longest period permitted by law. The bonds to be issued under such plan are collectively referred to herein as the "Bonds."

The Hearing Officer stated that the notice of the public hearing was posted on November 13, 2024, on Brevard County's public website. The Hearing Officer stated that a form of the notice of public hearing is attached to these minutes as Exhibit A along with screenshots showing the posting of the notice of public hearing on Brevard County's public website.

The Hearing Officer stated that the proceeds of the Bonds will be loaned to Orlando Health, Inc., a Florida not-for-profit corporation, and that the proceeds of the Bonds will be used for the purposes described in the Notice.

The Hearing Officer then announced that all interested persons wishing to contend for or protest against the issuance of the Bonds would be heard and that all oral or written statements would be considered.

All interested persons wishing to speak were then given the full opportunity to be heard; the persons so speaking were as follows: NONE

NAME

ADDRESS

A summary of the views so expressed, if any, is attached hereto.

All interested persons wishing to file written statements were given the full opportunity to do so; the persons filing written statements were as follows: NONE

NAME

ADDRESS

Copies of all such written statements, if any, are attached hereto.

Prior to the public hearing, the Board solicited written statements from interested persons pursuant to an invitation set forth in the public notice referred to above; the persons filing written statements with the Board pursuant to such invitation were as follows: NONE

NAME

ADDRESS

Copies of all such written statements, if any, are attached hereto.

Thereupon, after all persons desiring to speak or submit written statements had been permitted to do so, the Hearing Officer stated that the public hearing on the proposed issuance of the Bonds was concluded.

DATED this 21st day of November, 2024.

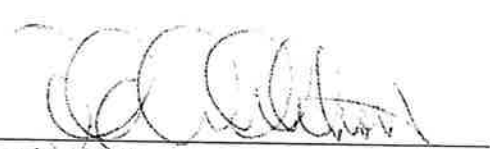
By: 
Angela Abbott, Esq. Designated Hearing
Officer for Brevard County, Florida

EXHIBIT A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing will be held by a designated hearing officer of the Board of County Commissioners of Brevard County, Florida (the "Board") on Thursday, November 21, 2024 at 4:30 p.m. in the Classroom of the Brevard County Agricultural Center located at 3695 Lake Drive, Cocoa, Florida, regarding a plan by the Orange County Health Facilities Authority to issue its Hospital Revenue Bonds (Orlando Health Obligated Group) in an aggregate principal amount not to exceed \$325,000,000 with respect to the facilities in Brevard County, Florida described in this notice, in one or more series over the longest period permitted by law. The proceeds of the bonds issued under such plan (the "Bonds") will be loaned to Orlando Health, Inc., Inc., a Florida not-for-profit corporation ("Orlando Health"), and used to (a) currently refund all or a portion of the outstanding Orange County Health Facilities Authority Taxable Hospital Revenue Bonds (Orlando Health Obligated Group), Series 2024B, issued in the original principal amount of \$439,000,000, the proceeds of which were used to finance, refinance, or reimburse the costs of acquiring certain hospital and health care facilities at the locations listed below, (b) provide one or more debt service reserve funds for the benefit of all or a portion of the Bonds, if deemed necessary or desirable, (c) pay a portion of the interest to accrue on the Bonds, if deemed necessary or desirable, (d) pay certain working capital expenditures, if deemed necessary or desirable, and (e) pay certain costs of issuance of the Bonds, including the costs of any credit or liquidity enhancement thereof, if deemed necessary or desirable.

The Bonds will be qualified 501(c)(3) bonds (as defined in Section 145 of the Internal Revenue Code of 1986, as amended), and the proceeds of the Bonds will be used to refinance the costs of acquiring, the hospital and healthcare facilities listed below, including related land improvement costs, working capital expenditures and equipment (including, but not limited to, medical equipment, computer equipment, office equipment and general building equipment and fixtures) used at the hospital and healthcare facilities listed below. The initial principal users and owners and the maximum aggregate principal amount of Bonds to be issued under the plan of finance described above for each such facility is listed below.

1. Orlando Health Melbourne Hospital, a 119-bed acute care hospital and related medical clinics, offices, parking and ancillary facilities located at 246-250 N. Wickham Road, Melbourne, Florida, the initial owner of which is OHMH, LLC, and initial principal user of which is Orlando Health----\$220,000,000; and

2. Orlando Health Rockledge Hospital, a 298-bed acute care hospital and related medical clinics, offices, parking, warehouse and ancillary facilities located on the Orlando Health Rockledge Hospital Campus having a main address of at 110 Longwood Avenue, Rockledge, Florida. The Orlando Health Rockledge Hospital Campus is bordered generally by Orange Avenue on the north, Seminole Drive on the east, Barton Boulevard on the South and Rockledge Boulevard (U.S. Hwy 1) on the West, and includes the following additional addresses in Rockledge, Florida: 101, 109, 113 and 115 Longwood Avenue, 1001 and 1004 Beverly Drive, 111, 112 and 114 Barton Avenue, 1041 Seminole Drive and 1108 Geiger Street. The initial owner of the facilities described above is OHRH, LLC, and initial principal user of such facilities is Orlando Health ----\$105,000,000.

The public hearing is required by Section 147(f) of the Internal Revenue Code of 1986, as amended. Interested individuals are invited to express their views, both orally and in writing, on the proposed issuance of the Bonds. Comments at the public hearing are invited. Written comments may be submitted to the Board in care of the designated hearing officer, Angela A. Abbott, Esq., 4420 South Washington Avenue, Titusville, Florida 32780, until the conclusion of the public hearing. Additional information can be obtained from the designated hearing officer at the address listed immediately above.

In accordance with the Americans with Disabilities Act and Section 286.26, Florida Statutes, persons needing special accommodations or an interpreter to participate in the proceedings, please notify the Brevard County Manager's Office no later than 48 hours prior to the public hearing at (321) 633-2010.

Dated: November 12, 2024

BOARD OF COUNTY COMMISSIONERS, BREVARD
COUNTY, FLORIDA

[illegible][illegible][illegible]

TAMPA
2502 Rocky Point Drive
Suite 1060
Tampa, Florida 33607
(813) 281-2222 Tel
(813) 281-0129 Fax



TALLAHASSEE
1500 Mahan Drive
Suite 200
Tallahassee, Florida 32308
(850) 224-4070 Tel
(850) 224-4073 Fax

PLANTATION
8201 Peters Road
Suite 1000
Plantation, Florida 33324
(954) 315-0268 Tel

MEMORANDUM

TO: Morris Richardson, Brevard County Attorney
Frank Abbate, Brevard County Manager

FROM: Steven E. Miller, Esq.

DATE: December 10, 2024

RE: Review of Legal Documentation for the Orange County Health Facilities
Authority Hospital Revenue Bonds (Orange Health Obligated Group)

The Orange County Industrial Development Authority (the "Authority") is proposing to issue tax-exempt, private activity bonds (the "Bonds") and loan the proceeds of the Bonds to Orange Health, Inc. (the "Borrower") so that the Borrower can refinance its obligations with respect to the Authority's Taxable Hospital Revenue Bonds (Orlando Health Obligated Group), Series 2024B (the "Refunded Bonds"). The proceeds of the Refunded Bonds were used to finance and reimburse the costs of acquiring certain hospital and health care facilities located in Melbourne and Rockledge (collectively, the "Project"), as more particularly described in the materials provided by the Authority and included in the agenda package for the December 17, 2024 meeting of the Board of County Commissioners (the "BOCC"). The specific locations of the Project are set forth in the resolution provided to the BOCC in connection with the approval of the Bonds. The portion of the Project located in Melbourne is owned by OHMH, LLC and the portion located in Rockledge is owned by OHRH, LLC., both related entities to the Borrower. The Borrower will continue to operate all of the Project and will be responsible for payment of debt service on the Bonds.

In order to comply with certain federal tax law requirements with respect to the issuance of private activity bonds such as the Bonds, a public hearing is required to be held with respect to the Project and the issuance of the Bonds and the BOCC is required to adopt a resolution providing limited approval of the issuance of the Bonds. A designated hearing officer held the required public hearing on November 21, 2024. You have asked Nabors, Giblin & Nickerson, PA, as Bond Counsel to the County, to review the documentation provided to the County by the Authority to ensure that it satisfies the applicable legal requirements and to confirm that the County has no obligation, financial or otherwise, with respect to the Project or the Bonds.

December 10, 2024

We have reviewed the resolution and other materials provided to the County with respect to the Bonds and the refinancing of the Project. The resolution proposed to be adopted by the BOCC satisfies the pertinent federal and state law requirements and provides that neither the County nor any of the elected officials or staff of the County will have any obligation or liability, financial or otherwise, with respect to the Project or the Bonds.

cc: Kathy Wall

**DISCLOSURE OF CONFLICTS OF INTEREST AND OTHER
IMPORTANT MUNICIPAL ADVISORY INFORMATION
PFM Financial Advisors LLC**

I. Introduction

PFM Financial Advisors LLC and PFM Swap Advisors LLC (hereinafter, referred to as “We,” “Us,” or “Our”) are registered municipal advisors with the Securities and Exchange Commission (the “SEC”) and the Municipal Securities Rulemaking Board (the “MSRB”), pursuant to the Securities Exchange Act of 1934 Rule 15Ba1-2. In accordance with MSRB rules, this disclosure statement is provided by Us to each client prior to the execution of its advisory agreement with written disclosures of all material conflicts of interests and legal or disciplinary events that are required to be disclosed with respect to providing financial advisory services pursuant to MSRB Rule G-42(b) and (c) (ii). We employ a number of resources to identify and subsequently manage actual or potential conflicts of interest in addition to disclosing actual and potential conflicts of interest provided herein.

How We Identify and Manage Conflicts of Interest

Code of Ethics. The Code requires that all employees conduct all aspects of Our business with the highest standards of integrity, honesty and fair dealing. All employees are required to avoid even the appearance of misconduct or impropriety and avoid actual or apparent conflicts of interest between personal and professional relationships that would or could interfere with an employee’s independent exercise of judgment in performing the obligations and responsibilities owed to a municipal advisor and Our clients.

Policies and Procedures. We have adopted policies and procedures that include specific rules and standards for conduct. Some of these policies and procedures provide guidance and reporting requirements about matters that allows Us to monitor behavior that might give rise to a conflict of interest. These include policies concerning the making of gifts and charitable contributions, entertaining clients, and engaging in outside activities, all of which may involve relationships with clients and others that are important to Our analysis of potential conflicts of interest.

Supervisory Structure. We have both a compliance and supervisory structure in place that enables Us to identify and monitor employees’ activities, both on a transaction and Firm-wide basis, to ensure compliance with appropriate standards. Prior to undertaking any engagement with a new client or an additional engagement with an existing client, appropriate municipal advisory personnel will review the possible intersection of the client’s interests, the proposed engagement, Our engagement personnel, experience and existing obligations to other clients and related parties. This review, together with employing the resources described above, allows Us to evaluate any situations that may be an actual or potential conflict of interest.

Disclosures. We will disclose to clients those situations that We believe would create a material conflict of interest, such as: 1) any advice, service or product that any affiliate may provide to a client that is directly related to the municipal advisory work We perform for such client; 2) any payment made to obtain or retain a municipal advisory engagement with a client; 3) any fee-splitting arrangement with any provider of an investment or services to a client; 4) any conflict that may arise from the type of compensation arrangement We may have with a client; and 5) any other actual or potential situation that We are or become aware of that might constitute a material conflict of interest that could reasonably expect to impair Our ability to provide advice to or on behalf of clients consistent with regulatory requirements. If We identify such situations or circumstances, We will prepare meaningful disclosure that will describe the implications of the situation and how We intend to manage the situation. We will also disclose any legal or disciplinary events that are material to a client’s evaluation or the integrity of Our management or advisory personnel. We will provide this disclosure (or a means to access this information) in writing prior to starting Our proposed engagement, and will provide such additional information or clarification as the client may request. We will also advise Our clients in writing of any subsequent material conflict of interest that may arise, as well as the related implications, Our plan to manage that situation, and any additional information such client may require.

II. General Conflict of Interest Disclosures

Disclosure of Conflicts Concerning the Firm’s Affiliates

Our affiliates offer a wide variety of financial services, and Our clients may be interested in pursuing services separately provided by an affiliate. The affiliate’s business with the client could create an incentive for Us to recommend a course of action designed to increase the level of the client’s business activities with the affiliate or to recommend against a course of

action that would reduce the client's business activities with the affiliate. In either instance, We may be perceived as recommending services for a client that are not in the best interests of Our clients, but rather are in Our interests or the interests of Our affiliates. Accordingly, We mitigate any perceived conflict of interest that may arise in this situation by disclosing it to the client, and by requiring that there be a review of the municipal securities transaction or municipal financial product to ensure that it is suitable for the client in light of various factors, after reasonable inquiry, including the client's needs, objectives and financial circumstances. Further, We receive no compensation from Our affiliates with respect to a client introduction or referral. If a client chooses to work with an affiliate, We require that the client consult and enter into a separate agreement for services, so that the client can make an independent, informed, evaluation of the services offered.

Disclosure of Conflicts Related to the Firm's Compensation

From time to time, We may be compensated by a municipal advisory fee that is or will be set forth in an agreement with the client to be, or that has been, negotiated and entered into in connection with a municipal advisory service. Payment of such fee may be contingent on the closing of the transaction and the amount of the fee may be based, in whole or in part, on a percentage of the principal or par amount of municipal securities or municipal financial product. While this form of compensation is customary in the municipal securities market, it may be deemed to present a conflict of interest since We may appear to have an incentive to recommend to the client a transaction that is larger in size than is necessary. Further, We may also receive compensation in the form of a fixed fee arrangement. While this form of compensation is customary, it may also present a potential conflict of interest, if the transaction requires more work than contemplated and We are perceived as recommending a less time consuming alternative contrary to the client's best interest so as not to sustain a loss. Finally, We may contract with clients on an hourly fee basis. If We do not agree on a maximum amount of hours at the outset of the engagement, this arrangement may pose a conflict of interest as We would not have a financial incentive to recommend an alternative that would result in fewer hours. We manage and mitigate all of these types of conflicts by disclosing the fee structure to the client, and by requiring that there be a review of the municipal securities transaction or municipal financial product to ensure that it is suitable for the client in light of various factors, after reasonable inquiry, including the client's needs, objectives and financial circumstances.

Disclosure of Conflicts Related to the Firm's Compensation Structure for Our Registered Advisors. Pursuant to various employee compensation structures, from time to time We offer certain of Our registered municipal advisors ("Registered Advisors") financial benefits based on his or her business plan, client base, performance, and/or transactions closed. This provides an incentive for such Registered Advisors to seek to retain additional clients and/or transactions or services from clients. While this form of compensation may be customary in some segments of the municipal advisory market, provision of such financial benefits may be deemed to present a conflict of interest. We manage and mitigate these types of conflicts by Registered Advisor's adherence to Our Code of Ethics and Policies and Procedures, and by requiring that there be a review of the municipal securities transaction or municipal financial product to ensure that it is suitable for the client in light of various factors, after reasonable inquiry, including the client's needs, objectives and financial circumstances.

Disclosure Concerning Provision of Services to State and Local Government, and Non-Profit Clients

We regularly provide financial advisory services to state and local governments, their agencies, and instrumentalities, and non-profit clients. While Our clients have expressed that this experience in providing services to a wide variety of clients generally provides great benefit for all of Our clients, there may be or may have been clients with interests that are different from (and adverse to) other clients. If for some reason any client sees Our engagement with any other particular client as a conflict, We will mitigate this conflict by engaging in a broad range of conduct, if and as applicable. Such conduct may include one or any combination of the following: 1) disclosing the conflict to the client; 2) requiring that there be a review of the municipal securities transaction or municipal financial product to ensure that it is suitable for the client in light of various factors, including the client's needs, objectives and financial circumstances; 3) implementing procedures that establishes an "Informational Bubble" that creates physical, technological and procedural barriers and/or separations to ensure that non-public information is isolated to particular area such that certain governmental transaction team members and supporting functions operate separately during the course of work performed; and 4) in the rare event that a conflict cannot be resolved, We will withdraw from the engagement.

Disclosure Related to Legal and Disciplinary Events

As registered municipal advisors with the Securities and Exchange Commission (the "SEC") and the Municipal Securities Rulemaking Board (the "MSRB"), pursuant to the Securities Exchange Act of 1934 Rule 15Ba1-2, Our legal, disciplinary and judicial events are required to be disclosed on Our forms MA and MA-I filed with the SEC, in 'Item 9 Disclosure Information' of form MA, 'Item 6 Disclosure Information' of form MA-I, and if applicable, the corresponding disclosure reporting page(s) ("DRP"). To review the foregoing disclosure items and material change(s) or amendment(s), if any, clients may electronically

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access PFM Financial Advisors LLC filed forms MA and MA-I on the SEC's Electronic Data Gathering, Analysis, and Retrieval system, listed by date of filing starting with the most recently filed, at:

PFM Financial Advisors LLC –

<http://www.sec.gov/cgi-bin/browse-edgar?company=PFM+Financial&owner=exclude&action=getcompany>

III. Specific Conflicts of Interest Disclosures – Review of Financing Structure for the issuance of ORANGE COUNTY HEALTH FACILITIES REVENUE BONDS (Orlando Health Obligated Group) at the request of Brevard County

To Our knowledge, following reasonable inquiry, we are not aware of any other actual or potential conflict of interest that could reasonably be anticipated to impair Our ability to provide advice to or on behalf of the client in accordance with applicable standards of conduct of MSRB Rule G-42.

IV. Municipal Advisory Complaint and Client Education Disclosure

The MSRB protects state and local governments and other municipal entities and the public interest by promoting fair and efficient municipal securities markets. To that end, MSRB rules are designed to govern the professional conduct of brokers, dealers, municipal securities dealers and municipal advisors. Accordingly, if you as municipal advisory customer have a complaint about any of these financial professionals, please contact the MSRB's website at www.msrb.org, and consult the MSRB's Municipal Advisory Client brochure. The MSRB's Municipal Advisory Client brochure describes the protections available to municipal advisory clients under MSRB rules, and describes the process for filing a complaint with the appropriate regulatory authority.

PFM's Financial Advisory services are provided by PFM Financial Advisors LLC. PFM's Swap Advisory services are provided by PFM Swap Advisors LLC. Both entities are registered municipal advisors with the MSRB and SEC under the Dodd Frank Act of 2010.