

These are the minutes of the New Jersey Health Care Facilities Financing Authority’s Special Meeting held on March 6, 2024, on the fourth floor of Building #4, Station Plaza, 22 South Clinton Avenue, Trenton, New Jersey.

The following *Authority Members* were in attendance:

Via Microsoft Teams: David Brown, Public Member (Chairing); Robin Ford, Designee of the Commissioner of Health; Greg Lovell, Designee of the Commissioner of Human Services; Manny Paulino, Designee of the Commissioner of Banking and Insurance; Tom Sullivan, Bridget Devane and Sam Maddali, Public Members.

The following *Authority staff members* were in attendance:

On-site: Frank Troy, Cindy Kline, Jeff Solimando, Bill McLaughlin and Edwin Fuentes. Via telephone: Ron Marmelstein and Tracey Cameron. Via Teams: Taryn Rommell and Michael Solidium.

The following *representatives from the State and/or the public* were in attendance:

On-site: Stephanie Gibson, Attorney General's Office and Samuel Kovach-Orr, Governor's Authorities Unit; and via Microsoft Teams: Carrie Camp, NJDOH; Ryan Kennedy, Vice President of Finance and Santo Gencarelli, CPA, Holy Name Medical Center; Rob Bahara, Managing Director and Douglas Adams, Vice President, Echo Financial Products; and John Kelly of Wilentz, Goldman & Spitzer, P.A.

## **CALL TO ORDER:**

Mr. Brown called the meeting to order at 10:01 a.m. He announced that this was a special meeting of the Authority. Complying with the Open Public Meetings Act and the Authority's By-Laws, notice of this meeting was mailed to The Star-Ledger, the Courier Post, and other media outlets serving New Jersey early enough to publish an announcement at least 48 hours in advance of this meeting.

### **1. REQUEST TO ADOPT A RESOLUTION TO APPROVE A CONTINGENT BOND SALE ON BEHALF OF HOLY NAME MEDICAL CENTER**

Mr. Brown asked Edwin Fuentes to update us regarding the details of the contingent bond sale on behalf of Holy Name Medical Center.

Mr. Fuentes thanked Mr. Brown and began by introducing Ryan Kennedy, Holy Name Medical Center’s Vice President of Finance.

Mr. Fuentes reminded members that at the Authority’s February 22<sup>nd</sup> meeting, a TEFRA hearing was held and Members approved the use of a negotiated sale in the form of a private placement on behalf of Holy Name Medical Center (“Holy Name”) and that today we are requesting approval of a contingent sale of bonds on behalf of Holy Name.

According to Mr. Fuentes, Holy Name is a not-for-profit medical center in Teaneck, New Jersey. It provides a full range of comprehensive services primarily to residents of northeastern New Jersey. Holy Name has 361 licensed beds and employs approximately 3,500 people between its medical center, subsidiaries, and physician network.

Mr. Fuentes stated that the outstanding Authority-issued obligations of Holy Name include: the Series 2020 Refunding Bonds, and the Series 2021 Refunding Bonds. As of December 31, 2023, the total outstanding Authority debt issued on behalf of Holy Name was approximately \$46,907,000. Although Holy Name currently has no outstanding public debt, it's most recent long-term debt credit ratings were BBB and Baa2 by S&P Global Ratings and Moody's Investor Service, respectively.

According to Mr. Fuentes, the Holy Name Medical Center Obligated Group Issue, Series 2024A Bonds (the "Bonds") are expected to be issued in an aggregate principal amount not to exceed \$55 million. The proceeds of the Bonds will be used to: reimburse the Borrower for the costs of planning, development, acquisition, construction, equipping, expansion, furnishing and renovation of various capital projects at locations including the Villa Marie Clare facility in Saddle River and the main campus in Teaneck; finance the costs associated with Phase 1 of the main campus expansion, including, among other projects, a new outpatient parking facility and new day care facility; fund capitalized interest on the Bonds; and pay the related costs of issuance.

Mr. Fuentes noted Holy Name has represented to Authority staff that it has completed a competitive bid process and has selected TD Public Finance LLC as the direct purchaser of the Bonds. The Attorney General's Office has assigned John Kelly of Wilentz, Goldman & Spitzer, P.A. to serve as Bond Counsel on this transaction.

Mr. Fuentes then called upon Mr. Kelly to present the Bond Resolution pertaining to this transaction. Mr. Fuentes advised members that following this portion of the presentation, he, Mr. Kennedy or Mr. Kelly, will address any questions or concerns the Members may have regarding this transaction.

Mr. Kelly thanked everyone and wished all a good morning.

Mr. Kelly began by advising Members that the Bond Resolution authorizes the issuance of the tax-exempt Series 2024A Bonds in an aggregate principal amount, not in excess of \$55,000,000 and provides that the Series 2024A Bonds shall have a final maturity date of no later than July 1, 2053. The Series 2024A Bonds will bear interest at the rate or rates per annum set forth in the Trust Agreement, provided that (i) from their date of issuance to, but not including, the Initial Mandatory Purchase Date (December 31, 2033), the Series 2024A Bonds shall bear interest at the Direct Purchase Rate set forth in the Trust Agreement, which Direct Purchase Rate shall not initially exceed 8% per annum (excluding any adjustments to such Direct Purchase Rate required by the terms of the Trust Agreement), and (ii) from and after the Initial Mandatory Purchase Date or if the Series 2024A Bonds have been converted to another Interest Rate Mode under the Trust Agreement, the Series 2024A Bonds shall bear interest at such other rate as shall be determined in accordance with the Trust Agreement, provided that in no event shall the interest rate on the Series 2024A Bonds exceed the maximum rate permitted by law. The Series 2024A Bonds will be subject to redemption prior to maturity as set forth therein and in the Trust Agreement, provided, that the

redemption price cannot be greater than 105%, except in the case of any optional “make-whole” redemption of the Series 2024A Bonds or as a result of the required payment of a breakage fee or similar prepayment or redemption charge.

Mr. Kelly advised Members that the Series 2024A Bonds will be secured by payments made by Holy Name Medical Center, Inc. under a Loan Agreement with the Authority. The obligations of Holy Name under the Loan Agreement with the Authority will be evidenced and secured by a Promissory Note issued by Holy Name under and pursuant to the provisions of its Amended and Restated Master Trust Indenture and by amounts on deposit in certain funds held by the Bond Trustee pursuant to the Trust Agreement.

According to Mr. Kelly, the Bond Resolution also approves the form of and authorizes the execution of a Direct Bond Purchase Agreement with TD Public Finance LLC for the purchase of the Series 2024A Bonds. The Bond Resolution provides that the Direct Bond Purchase Agreement must be executed prior to the close of business on May 22, 2024. No disclosure document is being prepared in connection with the issuance of the Series 2024A Bonds and, as a result, the Bond Resolution also requires TD Public Finance LLC to provide the Authority with a travelling investor letter on or prior to the date of closing.

Mr. Kelly added that the Bond Resolution approves the form of and authorizes the execution and delivery of (i) the Series 2024A Bonds, (ii) the Trust Agreement for the Series 2024A Bonds, and, (iii) the Loan Agreement with Holy Name for the Series 2024A Bonds. Further, the Bond Resolution appoints The Bank of New York Mellon as Bond Trustee, Bond Registrar, Paying Agent, and Tender Agent for the Series 2024A Bonds and also authorizes the Authorized Officers of the Authority to execute and deliver such other documents and to take such other action as may be necessary or appropriate to effectuate the execution and delivery of the Trust Agreement, the Loan Agreement, the Direct Bond Purchase Agreement, the financing of the costs of the projects and the issuance and sale of the Series 2024A Bonds.

Mr. Kelly concluded by saying he would be happy to address any Member questions on the bond resolution.

Mr. Brown thanked Mr. Fuentes and Mr. Kelly for their presentations and asked if there were any comments or questions from the Authority Members. There were no comments or questions.

Mr. Brown asked for a motion to adopt the resolution approving a contingent bond sale on behalf of Holy Name Medical Center. Mr. Sullivan made the motion. Mr. Lovell seconded. Mr. Brown then asked if there were any questions or comments on the motion. There were none.

**AB RESOLUTION NO. 2024-03-AA**

**NOW, THEREFORE, BE IT RESOLVED** that the Authority hereby approves the Bond Resolution entitled, **“A RESOLUTION AUTHORIZING THE ISSUANCE OF NEW JERSEY HEALTH CARE FACILITIES FINANCING AUTHORITY REFUNDING BONDS, HOLY NAME MEDICAL CENTER OBLIGATED GROUP ISSUE, SERIES 2024A.**

*(See attached)*

All Members voted in the affirmative. Mr. Brown announced that the motion passed and congratulated the Holy Name Medical Center representatives, asking if they had anything else they'd like to add.

Ryan Kennedy, Holy Name Medical Center's Vice President of Finance, thanked the Authority for all of its work and for accepting this special meeting request so that the specified time frames could be met.

Mr. Brown responded that it was the Authority's pleasure.

Mr. Maddali, aware that the motion passed, asked a question about the Holy Name project: Are individuals allowed to visit the facility to ensure that the project is continuously moving forward as planned and in a fiscally efficient manner?

Mr. Troy responded to Mr. Madalli's question by saying that Authority staff uses a requisition process and approves all disbursements from bond proceeds.

Mr. McLaughlin added that the Authority has a staff architect who visits construction sites to review plans, permits and progress, and there is no known prohibition in place that would prevent a Board Member from making a site visit.

Mr. Madalli thanked Mr. Troy and Mr. McLaughlin for addressing his question.

DAG Stephanie Gibson interjected that before moving forward to the next order of business, she wanted to let the record reflect - and for the benefit of those who cannot see the screen that Board Member Bridget Devane voted affirmatively to approve the contingent bond sale.

## **2. SPECIAL ANNOUNCEMENTS AND REMINDERS**

Mr. Brown then called upon Executive Director Frank Troy for his remarks, special announcements or reminders.

Mr. Troy began by thanking Mr. Brown and then thanked Holy Name Medical Center for including the Authority in its capital plans. Mr. Troy also thanked the project team for all of their hard work in getting us to this point.

Mr. Troy reminded all Authority Members who are not State employees that the State Ethics Commission will hold a virtual Special State Officer training on March 28, 2024, at 11:30 AM. Mr. Troy added that an invitation to this training will be sent out shortly. If anyone has any questions, please do not hesitate to get in touch with either him or our Ethics Liaison Officer Robin Piotrowski.

Mr. Troy also reminded everyone that the next regularly scheduled Authority meeting will be Thursday, 10:00 AM, March 28, 2024, in the Authority office.

Mr. Brown asked Mr. Troy if the training is mandatory and if it will be virtual?

Mr. Troy responded to Mr. Brown's question by stating that the training is indeed virtual, and that Members who are not State employees do have a mandatory annual training requirement. If the date is inconvenient, please let us know and we'll try our best to accommodate.

Mr. Brown thanked Mr. Troy for his response.

Mr. Troy thanked everyone for their time and participation at today's meeting.

## **3. ADJOURN**

As there was no further business, Mr. Brown asked for a motion to adjourn. Mr. Lovell made the motion. Mr. Maddali seconded. Mr. Brown asked if there were any questions on the motion. There were no questions. He then called for a vote. All Members voted in the affirmative.

The meeting was adjourned at 10:17 a.m.

I HEREBY CERTIFY THAT THE FOREGOING IS A TRUE COPY OF MINUTES OF THE NEW JERSEY HEALTH CARE FACILITIES FINANCING AUTHORITY SPECIAL MEETING HELD ON WEDNESDAY, MARCH 6, 2024.

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Cindy Kline, Assistant Secretary