

**IOWA FINANCE AUTHORITY
BOARD MEETING AGENDA**

**1963 Bell Ave. Des Moines, IA 50315
Mississippi Conference Room**

**Wednesday, February 22nd, 2023
10:30 a.m.**

***Public Attendee Web Conference Registration: <https://akaiowa.us/ifaboard>**

- I. Board Chair** *Michel Nelson*
 - A. Roll Call and Introductions

- II. Public Comment Period**
A public comment period for the full meeting will be held at this time to accommodate visitors.
This period is limited to 5 minutes per person.

- III. Private Activity Bonds** *Aaron Smith - Action*
 - A. ED 17-17B-1 and 21-06B-1, Genesis Health Project – Amending Resolution

- IV. Other Business**
Next IFA Board Meeting – Wednesday, March 1, 2023

- V. Adjournment** Action

MEMORANDUM

Subject: Private Activity Bonds for February 2023 IFA Special Board Meeting
From: Aaron Smith, Chief Bond Programs Director
To: Iowa Finance Authority Board of Directors
Date: February 16, 2023

PRIVATE ACTIVITY BOND PROGRAM

ED 17-17 and PAB 21-06 – Genesis Health

Amending Resolution PAB 17-17B-1 and 21-06B-1 amends the prior Bond Indentures and Loan Agreements of the Series 2017 Bonds and Series 2021 Bonds to replace the name of the underlying security obligations from “Genesis” to “Trinity.”

- **Action: Amending Resolution PAB 17-17B-1 and 21-06B-1**

AMENDING RESOLUTION PAB 17-17B-1 and 21-06B-1

Resolution Amending Resolution No. ED 17-17B Regarding not to exceed \$27,500,000 Iowa Finance Authority Healthcare Revenue Bonds, Series 2017 (Genesis Health System) and PAB 21-06B Regarding not to exceed \$132,000,000 Iowa Finance Authority Healthcare Revenue Bonds, Series 2021 (Genesis Health System) to Authorize the Execution and Delivery of certain amendments to the Indenture and Loan Agreement related to each of the Bonds.

WHEREAS, the Iowa Finance Authority, a public instrumentality and agency of the State of Iowa, duly organized and existing under and by virtue of the Constitution and the laws of the State of Iowa, (the “Authority”) is authorized and empowered by Chapter 16 of the Code of Iowa (the “Act”) to issue revenue bonds to be used to pay the cost of defraying the cost of acquiring, constructing, improving and equipping certain projects described in the Act, including any project for which tax exempt financing is authorized by the Internal Revenue Code of 1986, as amended (the “Code”); and

WHEREAS, the Authority has previously issued its \$27,500,000 Healthcare Revenue Bonds, Series 2017 (Genesis Health System) (the “Series 2017 Bonds”) pursuant to a Bond Trust Indenture dated as of December 1, 2017 relating to the Series 2017 Bonds (the “Series 2017 Bond Indenture”) between the Authority and Wells Fargo Bank, National Association, as bond trustee (the “Bond Trustee”), and loaned the proceeds of the Series 2017 Bonds to Genesis Health System (the “Borrower”) pursuant to a Loan Agreement dated as of December 1, 2017 (the “Series 2017 Loan Agreement”) between the Authority and the Borrower for the purposes of refunding a portion of the Authority’s Healthcare Revenue Bonds, Series 2010 (Genesis Health System), financing certain capital expenditures of the Borrower and paying costs related to the issuance of the Series 2017 Bonds; and

WHEREAS, the Series 2017 Bonds were sold to BMO Harris Bank N.A. (the “Series 2017 Purchaser”); and

WHEREAS, to secure the payment of the Series 2017 Bonds, the Borrower issued its Genesis Health System Direct Note Obligation, Series 2017 (Iowa Finance Authority) (the “Series 2017 Authority Obligation”) issued to the Authority and assigned to the Bond Trustee, and its Genesis Health System Direct Note Obligation, Series 2017 (BMO Harris Bank N.A.) (the “Series 2017 Purchaser Obligation” and, together with the Series 2017 Authority Obligation, the “Series 2017 Obligations”) pursuant to the Amended and Restated Master Trust Indenture dated as of June 1, 2010, as supplemented and amended (the “Genesis Master Indenture”) among the Borrower, Genesis Health System (an Illinois not for profit corporation), Genesis Medical Center, Aledo (an Illinois not for profit corporation), Genesis Senior Living, Aledo (an Illinois not for profit corporation) and Wells Fargo Bank, National Association, as master trustee (in such capacity, the “Master Trustee”); and

WHEREAS, the Authority has also previously issued its \$130,470,000 Healthcare Revenue Bonds, Series 2021 (Genesis Health System) (the “Series 2021 Bonds” and, together

with the Series 2017 Bonds, the “Bonds”) pursuant to a Bond Trust Indenture dated as of July 1, 2021 relating to the Series 2021 Bonds (the “Series 2021 Bond Indenture” and, together with the Series 2017 Bond Indenture, the “Bond Indentures” and each, a “Bond Indenture”) between the Authority and the Bond Trustee, and loaned the proceeds of the Series 2021 Bonds to the Borrower pursuant to a Loan Agreement dated as of July 1, 2021 (the “Series 2021 Loan Agreement” and, together with the Series 2017 Loan Agreement, the “Loan Agreements” and each, a “Loan Agreement”) between the Authority and the Borrower for the purposes of refunding the Authority’s Healthcare Revenue Bonds, Series 2013 (Genesis Health System) and paying costs related to the issuance of the Series 2021 Bonds; and

WHEREAS, the Series 2021 Bonds were sold to DNT Asset Trust (the “Series 2021 Purchaser”); and

WHEREAS, to secure the payment of the Series 2021 Bonds, the Borrower issued its Genesis Health System Direct Note Obligation, Series 2021 (Iowa Finance Authority) (the “Series 2021 Authority Obligation”) to the Authority and assigned to the Bond Trustee, and its Genesis Health System Direct Note Obligation, Series 2021 (DNT Asset Trust) (the “Series 2021 Purchaser Obligation” and, together with the Series 2021 Authority Obligation, the “Series 2021 Obligations” and, together with the Series 2017 Obligations, the “Genesis Obligations”) pursuant to the Genesis Master Indenture; and

WHEREAS, the Borrower has provided for the discharge of the Genesis Master Indenture, and the Borrower and the other Members of the Obligated Group (as defined in the Genesis Master Indenture) will become designated affiliates of the credit group established under the Master Trust Indenture dated as of October 3, 2013 (as supplemented and amended, the “Trinity Master Indenture”) among Trinity Health Corporation (“Trinity”), as obligated group agent thereunder, the other members of the obligated group established thereunder, and The Bank of New York Mellon Trust Company, N.A., as master trustee (the “Trinity Master Trustee”); and

WHEREAS, Trinity will issue obligations (the “Trinity Obligations”) under the Trinity Master Indenture in exchange and substitution for the Genesis Obligations; and

WHEREAS, the Borrower has requested that the Authority approve and enter into certain amendments to the Bond Indentures and the Loan Agreements (collectively, the “Amendments”) in order to reflect that the applicable Trinity Obligations now secure the Series 2017 Bonds and the Series 2021 Bonds in place of the applicable Genesis Obligations;

NOW THEREFORE, Be It Resolved by the Board of the Authority, as follows:

1. The Amendments are hereby authorized and approved in substantially the forms submitted to the Board, with such variations therein as may be made at the time of execution thereof as approved by the Executive Director, the Chief Financial Officer, the Chief Operating Officer or the Chief Bond Programs Director (each, an “Authorized Officer”) and counsel to the Authority, and any Authorized Officer is hereby authorized and directed to execute and deliver the Amendments in the name and on behalf of the Authority in substantially the forms as have been submitted to and considered by the Board with such changes therein as determined to be

necessary or desirable by bond counsel and counsel to the Authority. The Chairperson and Secretary are authorized to execute, seal and deliver any amended and restated Series 2017 Bond and Series 2021 Bond as determined to be necessary or desirable by bond counsel and counsel to the Authority.

2. Any Authorized Officer is hereby authorized to execute and deliver any and all agreements, instruments and documents related to the Amendments as deemed required by bond counsel and acceptable to counsel to the Authority and to take such further actions as may be necessary to effectuate the intent and purpose of this Resolution.

3. The Bonds shall remain special, limited obligations of the Authority, payable solely from the proceeds of the Bonds, the revenues pledged to the payment thereof pursuant to the respective Loan Agreement, and the funds and accounts held under and pursuant to the respective Bond Indenture and pledged therefor. The Bonds, the interest thereon and any other payments or costs incident thereto do not constitute an indebtedness or a loan of the credit of the Authority, the State of Iowa or any political subdivision thereof within the meaning of any constitutional or statutory provisions. The Authority does not pledge its faith or credit nor the faith or credit of the State of Iowa nor any political subdivision of the State of Iowa to the payment of the principal of, the interest on or any other payments or costs incident to the Bonds. The Bonds and the execution of any documents in relation thereto do not directly, indirectly or contingently obligate the State of Iowa or any political subdivision of the State of Iowa to apply money from or levy or pledge any form of taxation whatever to the payment of the principal of or interest on the Bonds or any other payments or costs incident thereto. The Authority has no taxing power.

4. The provisions of this Resolution are hereby declared to be separable and if any section, phrase or provisions shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions.

5. All resolutions, parts of resolutions or prior actions of the Authority in conflict herewith are hereby repealed to the extent of such conflict and this Resolution shall become effective immediately upon adoption.

Passed and approved this 22nd day of February, 2023.

Michel Nelson, Chairperson

ATTEST:

(SEAL)

Deborah Durham, Secretary