

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

January 21, 2026

The Ohio Higher Educational Facility Commission (the "Commission") met on Wednesday, January 21, 2026, at 11:00 a.m. at 25 S. Front Street, Columbus, Ohio, due written notice of which had been given to all members of the Commission.

The following members attended: Thomas Needles, Chair; Kelly Weir, Vice Chair; John Martin, Secretary; Michael Gonsiorowski; William Elliott; John Rozic; Richard Simpson and Mary Grace Pattison. Absent: John Adams. Also present were: Alexander G. Burlingame of Squire Patton Boggs (US) LLP, Bond Counsel to the Commission; Kevin Holtsberry of the Department of Higher Education and representatives of the institutions appearing before the Commission.

The meeting was called to order by the Chair. Upon call of the roll, the Secretary declared that a quorum was present. He also stated that the notice of this meeting had been given to all media, organizations or other persons who requested that information in accordance, and in full compliance, with Section 121.22 of the Revised Code.

The Chair noted that the minutes of the Commission meeting of December 17, 2025 were sent to each member prior to this meeting. Upon a motion by Mr. Elliott that was seconded by Mr. Simpson, all Commission members present approved those minutes.

UNIVERSITY HOSPITALS HEALTH SYSTEM

The Chair next called upon Tricia Bires, Vice President, Treasury, to update the Commission in respect of University Hospitals Health System's financing request. The Health System is seeking final approval for the acquisition of a 24-bed in facility in Beachwood, Ohio. The Health System had occupied it and was part of a joint venture there. Lake Health System is owner. In response to questions from Mr. Rozic, Mr. Burlingame noted the maximum rate noted in the documents is to accommodate variable rate debt and bank purchaser requirements.

The project received preliminary approval at the December 17, 2025. Mr. Burlingame stated that the bond documents have been prepared and are presented in substantially final form. The resolution under consideration approves the issuance of the bonds and related documents.

Mr. Gonsiorowski moved and Mr. Rozic seconded the motion that Resolution No. 2026-01 be adopted.

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

Aye: Elliott; Martin; Gonsiorowski; Needles; Pattison; Rozic; Simpson; Weir

Nay: None

The Secretary declared the motion passed and Resolution No. 2026-01 adopted.

Resolution No. 2026-01 is as follows:

TIFFIN UNIVERSITY

The Chair next called on Dr. Lillian Schumacher, President, to speak to the Commission members regarding Tiffin University's final approval. President Schumacher was joined by Joel Wilkins, Vice President for Strategic Financial Administration and Initiatives. The University received preliminary approval at the November 2025 meeting.

Dr. Schumacher and Mr. Wilkins confirmed that the financing is for an approximately 450-bed student residential village. The University currently rents 162 beds from the area community. There are students that live in older homes and the University wants to provide nicer facilities. In response to a question from Ms. Pattison, Mr. Wilkins noted that the University recently met with the rating agency. Based on University metrics they are hopeful for an investment grade rating. In response to a question from Mr. Gonsiorowski, Mr. Wilkins noted that he did not think the University's rating was at risk. He further noted the addition of a mortgage to further secure the Bonds. In response to a question from Mr. Rozic, Dr. Schumacher noted that with the new facility the University will be in a position to sell homes it owns but will not need. In response to questions from Mr. Elliott and Ms. Pattison, Mr. Wilkins confirmed that the Bonds are expected to amortize over 35 years. KeyBanc Capital Markets has been engaged by the University as underwriter and PFM is acting as the University's financial advisor in connection with the Bonds. These are the same firms that participated in the University's 2019 financing.

In response to questions from Mr. Needles and Ms. Weir, Dr. Schumacher noted that enrollment is trending in a positive direction. It's higher than it was last spring and lower than it was last fall. Fall 2026 enrollment is trending to meet or exceed goals. Mr. Wilkins noted that the University is working on cashflows and is transitioning its ERP system. Dr. Schumacher noted that the University works on forecasting. There has been a closure of an online program, but that should not impact revenues. Dr. Schumacher noted that partnerships with overseas providers often are short term and are low risk to the University. Some students did transition from the online program to campus, and there was some revenue increase as a result. Having a Spanish language curriculum has been helpful. Students have come from over 40 countries. The University has programs in Bucharest and Switzerland. Some students enroll in two colleges, one online and one in-person. However, they can only graduate from one. Mr. Wilkins noted that the ability to transfer credits is factored in. The University partners with other Universities to complete certain programs. The University's relationship with Lourdes University is an example of this.

In response to a question from Mr. Gonsiorowski, Mr. Wilkins estimated an interest rate of approximately 5.5%. The University hopes that the addition of a mortgage will help. It could be higher. In response to a question from Mr. Rozic, Mr. Wilkins noted that plans are progressing. The University has worked with the City and sewer lines are being re-run. The University is working on what interior spaces will look like. Dr. Schumacher noted that the facility addresses student desire to be on campus and to facilitate the University's move to a four-year residency requirement. In response to a question from Mr. Needles as to whether the four-year requirement would be unpopular, Mr. Wilkins noted that students will be excited about the new facility and it will be good for the student experience. The housing provided in Tiffin's downtown area was among the least popular options for students. The University wants to be a "walking campus." In response to questions from Mr. Elliott, Mr. Wilkins confirmed that parking would be part of the project. The facility is expected to be popular, particularly with sophomores and juniors.

Individual rooms will not have kitchens. Food service facilities are part of the project. Dr. Schumaker confirmed that the project will be in close proximity to academic buildings. Mr. Wilkins noted the success of the University's "Culpable" cold case podcast and its benefit for the University's reputation. In response to further questions, Mr. Wilkins noted that the University will invest in other campus improvements through operations. It will invest \$2.5 million this year and approximately \$15 million over the next several years. In response to questions from Mr. Needles and Ms. Pattison, Mr. Wilkins confirmed that there will be a bond reserve fund to secure the bonds. The University Board has provided a general approval for the project in November and is expecting a final approval later this month. The Commission will be advised when that happens. The food service facilities will be managed by the University's food service provider with some food being offered by retail chain providers.

Mr. Burlingame stated that the bond documents have been prepared and are presented in substantially final form. The resolution under consideration approves the issuance of the bonds and related documents.

Mr. Elliott moved and Mr. Simpson seconded the motion that Resolution No. 2026-02 be adopted.

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

Aye: Gonsiorowski; Elliott; Martin; Needles; Pattison; Rozic; Simpson; Weir

Nay: None

The Secretary declared the motion passed and Resolution No. 2026-02 adopted.

Resolution No. 2026-02 is as follows:

THE CLEVELAND CLINIC FOUNDATION

The Chair next called on Susan Nobileo, Executive Director, Debt Management, to speak to the Commission members regarding Cleveland Clinic Health System's financing request for the financing of new projects. Mr. Elliott was not present for this portion of the meeting. Ms. Nobileo thanked the Commission members. The Clinic is an academic medical center with approximately 5,500 staffed beds. Its Cleveland campus is on approximately 170 acres. In the system there are 21 hospitals, as well as one managed by the Clinic in Ashtabula. There are U.S. facilities in Florida and Las Vegas. There was \$16 billion of operating revenue in 2024 and \$18 billion of operating revenue in 2025. The Clinic's size has increased in the last seven years, with seventy percent growth since 2019. Ohio is core to the Clinic, with continued focus on programs including hunger relief. With approximately 58,000 caregivers, it's the largest employer in Ohio. Proceeds of the proposed bonds will be for facilities and equipment. Financed facilities will include the neurological institute and Fairview Hospital. Estimated bonds for projects are for up to \$600 million to amortize over approximately 30 years. The bonds may bear interest at fixed or variable rates, possibly with self-liquidity, with determinations to be made at a later date depending on market conditions. Some existing variable rate debt may be refinanced. Much of the \$600 million will be to reimburse the Clinic for project costs paid before bonds are issued. The Clinic's AA category of ratings has been affirmed with stable outlook. The Clinic has approximately \$5 billion of debt, \$3.1 of which is bonds issued through the Commission. Through third quarter the Clinic achieved over \$400 million in savings from supply chain improvements, managing staffing levels and facilities improvements. The Clinic maintains approximately 321 days cash on hand and approximately \$2.1 billion of daily liquidity. The Clinic has not experienced any put events on its variable rate debt.

In response to questions from Mr. Simpson and Mr. Needles, Ms. Nobileo noted that Florida facilities attract patients from Central and South America and the London facilities attract patients from the Middle East. Florida Weston facilities are in Broward County. In response to questions, Ms. Nobileo confirmed that the largest amount of its patient work is in Northeast Ohio. There is limited room for growth at its main campus. The Clinic is a competitor of University Hospitals, but they do at times collaborate on important matters. An example of this was responding to the pandemic. There are approximately 55 thousand caregivers in Ohio with approximately 83 thousand globally. Responding to Mr. Needles, Ms. Nobileo confirmed the Clinic status as the largest employer in the state. The Clinic's 2025 audit is expected in March.

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

Mr. Simpson moved and Mr. Gonsiorowski seconded the motion that Resolution No. 2026-03 be adopted.

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

Aye: Gonsiorowski; Martin; Needles; Pattison; Simpson; Rozic; Weir

Nay: None

Abstain: Elliott

The Secretary declared the motion passed and Resolution No. 2026-03 adopted.

Resolution No. 2026-03 is as follows:

OTHER BUSINESS AND CALL OF NEXT MEETING AND ADJOURNMENT

It is now expected that the Commission will next meet on February 18, 2026, if necessary, or upon the call of the Chair. On a motion duly made and seconded, the meeting was adjourned.



Secretary

