

KEDFA BOND INFORMATION FORM

Name of Issue: Kentucky Economic Development Finance Authority Revenue Bonds
CommonSpirit Health, Series 2019

**Name of project(s)
covered by Issue:** CommonSpirit Health (the “**Corporation**”)

Purpose of Issue: (i) acquisition finance all or a portion of projects financed and/or refinanced by the Kentucky Economic Development Finance Authority’s (the “**Authority’s**”) Revenue Bonds (Catholic Health Initiatives) Series 2013A (the “**2013A Bonds**”), and/or refinance all or a portion of the Authority’s Revenue Bonds (Catholic Health Initiatives) Series 2004C, 2009A, 2011B-1 and 2011B-2 (collectively with the 2013A Bonds, the “**Existing Bonds**”), (ii) pay costs of issuance, and (iii) fund a debt service reserve fund for the Bonds, if the Corporation determines it is necessary and desirable. The proceeds of the Existing Bonds were used to pay or reimburse certain affiliates of the Corporation (the “**System Affiliates**”) for, or refinance, the costs of acquisition, construction, renovation and installation of certain additions and improvements to and equipment at certain health care and health related facilities (collectively, the “**Health Care Facilities**”) owned and/or operated by certain System Affiliates and located in or near Lexington, Bardstown, Mt. Sterling, London, and Nicholasville (collectively, the “**Projects**”).

Size: Up to \$330,000,000

Proposed date of Sale: August 6, 2019*

Proposed date of issue: August 20, 2019*

Maturity: No more than 40 years from date of issuance

Ratings: CommonSpirit Health Obligated Group ratings are TBD
BBB+/Baa1/BBB+ (legacy Catholic Health Initiatives)
A/A3/A- (legacy Dignity Health)

Security: Revenue pledge from CommonSpirit Health Obligated Group

Date authorization(s): March 28, 2019 (Inducement); May 30, 2019 (Amended Inducement) and June 27, 2019 (Final)

Net Proceeds for Refinancing:	\$282,744,035*
Plus: Issuance Cost	\$6,426,001*
Plus: Debt Service Reserve Fund	\$32,130,004*
GROSS PROCEEDS:	\$321,300,040*

* Preliminary, subject to change

All information is estimated and subject to change

Terms of issue: 2019-2059*
Length of term: Up to 40 years

Net interest rate: TBD

Gross debt service amount: TBD
Average annual debt service: TBD

First call date: TBD depending on
structure and market
conditions

Premium at first call: TBD

Method of sale: Negotiated

Purchasers: Retail and Institutional Investors

Professional Services

Pursuant to the provisions of KRS Chapter 47, the

Agency: CommonSpirit Health
Issue: CommonSpirit Health, Series 2019

is providing information on all costs associated, either directly or indirectly, with the issuance of revenue bonds or notes.

<u>Payee Name/Address*</u>	<u>Participation</u>	<u>Fees, commissions, or any other economic benefits received or anticipated to be received</u>
Kentucky Economic Development Finance Authority Old Capitol Annex 300 West Broadway Frankfort, KY 40601	Issuance Fee	Up to \$10,000
Citigroup 388 Greenwich Street, 8 th Floor New York, NY 10013		
Morgan Stanley 1585 Broadway, 11th Floor New York, NY 10036	Underwriter's Discount	Up to \$4.50/\$1,000 principal amount based on agreed upon fee schedule of \$4.25/\$1,000 takedown and preliminary underwriter expenses estimated at \$0.25/\$1,000
JP Morgan 383 Madison Ave, 3 rd Floor New York, NY 10179		
Polsinelli PC 150 N. Riverside Plaza, Suite 3000 Chicago, IL 60606	Bond Counsel Fee and Expenses	TBD
Dentons US LLP 233 South Wacker Drive, Suite 5900 Chicago, IL 60606	Borrower Counsel Fee and Expenses	TBD
Norton Rose Fulbright 555 California Street, Suite 3300 San Francisco, CA 94104	Underwriters' Counsel Fee and Expenses	TBD
Stoll Keenon Ogden PLLC	Issuer's Counsel Fee and Expenses	Up to \$40,000
Trustee TBD	TBD	TBD

* Payees listed shall include issuers, underwriters, placement agents and advisors, financial advisors, remarketing agents, credit enhancers, trustees, accountants, and the counsel of all such persons, bond counsel, special tax counsel, and any other persons receiving financing benefit from the issuance of revenue bonds or notes.

All costs of issuance paid from Bond proceeds.

Note: Changes or additions in amounts or names of payees or recipients shall be furnished to the Capital Projects and Bond Oversight Committee and the Interim Joint Committee on Appropriations and Revenue, and shall be made available to the public, within three (3) days following such change or addition.

SOURCES AND USES (attach)

Sources: Bond Proceeds
Total Sources

Debt Service: (Attach)

Uses: Capital Improvements and Equipment
Legal, Accounting, Printing, Underwriter's
Discount and Incidental Expenses
Total Uses

FOR REFUNDING ONLY

Bond issue being refinanced: The Authority's Revenue Bonds (Catholic Health Initiatives) Series 2009A (the "2009A Bonds")

The Authority's Revenue Bonds (Catholic Health Initiatives) Series 2013A (the "2013A Bonds")

The Authority's Revenue Bonds (Catholic Health Initiatives) Series 2004C (the "2004C Bonds")

The Authority's Revenue Bonds (Catholic Health Initiatives) Series 2011B-1 and 2011B-2 (the "2011B Bonds")

Amount of principal: \$263,640,000 **Amount to be refunded:** Up to \$263,640,000*

Terms of existing bond issue: 2009A Bonds final maturity: 2029
2013A Bonds final maturity: 2045
2004C Bonds final maturity: 2034
2011B Bonds final maturity: 2046

Net interest rate: To be determined based upon structure and market conditions **Length of term:** Up to 40 years

First call date: TBD depending on structure and market conditions **Call at par** TBD

Average annual debt service TBD

REFUNDING ACTIVITY

Funds to apply to refunding: \$282,744,035*

* Preliminary, subject to change

All information is estimated and subject to change

Proceeds from New Bonds	\$282,744,035*
Released Debt Service Reserve	\$0
Total Available to Pay Old Bond Issue	\$282,744,035*

SAVINGS RESULTING FROM REFINANCING

Average annual debt service savings:	TBD
Number of years savings will accrue:	TBD
Total present value savings:	TBD

Sources and Uses of Funds
CommonSpirit Health
Series 2019
*****Preliminary and Subject to Change*****

Sources:	Series 2019 (TX FXD)	Series 2019A-1 (CO) (TE FXD)	Series 2019A-2 (CO) (TE FXD)	Series 2019B-1 (CO) (6-Year Put Bonds)	Series 2019B-2 (CO) (7-Year Put Bonds)	Series 2019A-1 (WA) (TE FXD)	Series 2019A-2 (WA) (TE FXD)	Series 2019B-1 (WA) (5-Year Put Bonds)
Bond Proceeds:								
Par Amount	2,677,800,000.00	579,255,000.00	1,055,455,000.00	131,815,000.00	216,255,000.00	91,570,000.00	217,910,000.00	89,565,000.00
Premium		100,091,784.85	182,376,878.60	19,508,620.00	35,909,142.75	15,822,900.60	37,653,663.35	11,331,763.80
	2,677,800,000.00	679,346,784.85	1,237,831,878.60	151,323,620.00	252,164,142.75	107,392,900.60	255,563,663.35	100,896,763.80
Uses:								
Project Fund Deposits:								
CHI CP Refinancing			273,900,000.00					
New Money			6,700,000.00	150,000,000.00	250,000,000.00		78,400,000.00	100,000,000.00
			280,600,000.00	150,000,000.00	250,000,000.00		78,400,000.00	100,000,000.00
Refunding Escrow Deposits:								
Cash Deposit	2,024,948,931.16	999.49	912,207,372.45			336.25	174,980,000.00	
Open Market Purchases	626,072,333.09	673,550,480.68	34,469,179.75			106,476,562.26		
	2,651,021,264.25	673,551,480.17	946,676,552.20			106,476,898.51	174,980,000.00	
Delivery Date Expenses:								
Cost of Issuance	26,778,000.00	5,792,550.00	10,554,550.00	1,318,150.00	2,162,550.00	915,700.00	2,179,100.00	895,650.00
Other Uses of Funds:								
Additional Proceeds	735.75	2,754.68	776.40	5,470.00	1,592.75	302.09	4,563.35	1,113.80
	2,677,800,000.00	679,346,784.85	1,237,831,878.60	151,323,620.00	252,164,142.75	107,392,900.60	255,563,663.35	100,896,763.80

Notes:

Rates as of 5/28/19. For illustration purposes only. Preliminary and subject to change based on future market conditions.

Assumes COI of 1% of par. Assumes 3% rate for all floating rate debt and put bonds after put tender date.

Assumes OMS funded escrow.

Tax-exempt fixed rate assumes 10-year optional par call. Taxable fixed rate assumes make-whole call.

Sources and Uses of Funds
CommonSpirit Health
Series 2019
*****Preliminary and Subject to Change*****

Sources:	Series 2019B-2 (WA) (6-Year Put Bonds)	Series 2019B-3 (WA) (7-Year Put Bonds)	Series 2019A-1 (KY) (TE FXD)	Series 2019A-2 (KY) (TE FXD)	Series 2019A-1 (TN) (TE FXD)	Series 2019A-2 (TN) (TE FXD)	Total
Bond Proceeds:							
Par Amount	87,875,000.00	139,535,000.00	74,050,000.00	105,930,000.00	197,580,000.00	81,700,000.00	5,746,295,000.00
Premium	13,005,500.00	23,169,786.75	12,795,394.55	18,304,416.55	34,140,812.20	14,117,529.45	518,228,193.45
	100,880,500.00	162,704,786.75	86,845,394.55	124,234,416.55	231,720,812.20	95,817,529.45	6,264,523,193.45
Uses:	Series 2019B-2 (WA) (6-Year Put Bonds)	Series 2019B-3 (WA) (7-Year Put Bonds)	Series 2019A-1 (KY) (TE FXD)	Series 2019A-2 (KY) (TE FXD)	Series 2019A-1 (TN) (TE FXD)	Series 2019A-2 (TN) (TE FXD)	Total
Project Fund Deposits:							
CHI CP Refinancing						40,300,000.00	314,200,000.00
New Money	100,000,000.00					33,900,000.00	719,000,000.00
	100,000,000.00					74,200,000.00	1,033,200,000.00
Refunding Escrow Deposits:							
Cash Deposit		161,305,000.00	229.93	123,170,000.00	696.86	20,800,000.00	3,417,413,566.14
Open Market Purchases			86,104,191.41		229,740,941.17		1,756,413,688.36
		161,305,000.00	86,104,421.34	123,170,000.00	229,741,638.03	20,800,000.00	5,173,827,254.50
Delivery Date Expenses:							
Cost of Issuance	878,750.00	1,395,350.00	740,500.00	1,059,300.00	1,975,800.00	817,000.00	57,462,950.00
Other Uses of Funds:							
Additional Proceeds	1,750.00	4,436.75	473.21	5,116.55	3,374.17	529.45	32,988.95
	100,880,500.00	162,704,786.75	86,845,394.55	124,234,416.55	231,720,812.20	95,817,529.45	6,264,523,193.45

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