

These are the Minutes of the New Jersey Health Care Facilities Financing Authority's regular meeting held on April 23, 2026, on the fourth floor of Building #4, Station Plaza, 22 South Clinton Avenue, Trenton, NJ.

The following *Authority Members* were in attendance:

Via Microsoft Teams: Noah Glyn, Designee for the Commissioner of the Department of Health (Chairing); Greg Lovell, Designee for the Commissioner of the Department of Human Services; Michael Fahncke, Designee for the Commissioner of the Department of Banking and Insurance; Public Members Bridget Devane, Tom Sullivan, and Arthur Kapoor.

The following *Authority staff members* were in attendance:

On-Site: Frank Troy, Ron Marmelstein, Cindy Kline, Jeff Solimando, Edwin Fuentes, Alpa Patel, Taryn Rommell, Jose Lora, and Jessica Waite. *Via telephone:* Tracey Cameron.

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

On-site: Stephanie Gibson, Attorney General's Office; Sam Kovach-Orr, Governor's Authority Unit. *Via Microsoft Teams:* Bernard Davis, Attorney General's Office; John Kelly, Wilentz, Goldman and Spitzer, P.A; William Pelino and Ryan Waddington, Inspira Medical Centers, Inc.; Chase J. Fee, Giordano Halleran & Ciesla PC (Counsel for Inspira); Niles Murphy, David Handler and Chuck Toto, Hawkins Delafield & Wood, LLC; Kevin Connell and Tom Timlin, Echo Financial Products, LLC; and Carrie Camp, Department of Health.

CALL TO ORDER

In compliance with the Open Public Meetings Act (OPMA) and the Authority's by-laws, Noah Glyn, Designee of the Commissioner of Health, called the April 23, 2026, Authority meeting to order at 10:02 a.m.

The Authority's Communications Specialist, Jeff Solimando, called the roll and established a quorum.

1. APPROVAL OF MINUTES

- *March 26, 2026*

The Authority's March 26, 2026, meeting Minutes were distributed to Members for review and approval prior to today's meeting. Mr. Glyn moved to approve the Minutes of the Authority's March 26, 2026, meeting. Mr. Sullivan made the motion, and Mr. Kapoor seconded.

After confirming who made the motion and who seconded it, Mr. Glyn asked whether there were any questions or comments. There were none. Mr. Glyn called for a vote. All Members voted in the affirmative, and the motion was approved.

Before moving forward with the meeting, NJHCFFA's Executive Director Frank Troy announced that he received a statement from Public Member Bridget Devane regarding the proposed Inspira Health Series 2026 and 2027 bond issue transaction, which he then read to those in attendance:

“Because I may be seen to have a conflict of interest, I am recusing myself from the above-referenced matter and request that, to the extent feasible, meeting materials involving the matter not be distributed to me. I understand I can remain present, either in-person or virtually, during public discussion of the matter.”

Mr. Troy noted that Ms. Devane's recusal will remain in effect until rescinded.

2. NEGOTIATED SALE REQUEST & INFORMATIONAL PRESENTATION

- Inspira Medical Centers, Inc.

Mr. Fuentes began by introducing Inspira Senior Vice President and Chief Financial Officer, William Pelino and Vice President of Finance, Ryan Waddington, and stated that they both would be available to answer questions after the presentation.

He advised Members that as of April 1, 2026, Inspira has three series of bonds outstanding with this Authority: the Inspira Health Obligated Group Issue, Series 2016A Refunding Bonds, the Series 2017A Revenue Bonds, and the Series 2024A Revenue and Refunding Bonds, and that the total Authority debt outstanding on behalf of Inspira is approximately \$627.2 million.

Moreover, Inspira has signed a Memorandum of Understanding with the Authority and requests that the Authority consider issuing tax-exempt bonds on its behalf in two separate series: the Series 2026A Revenue and Refunding Bonds and the Series 2027A Refunding Bonds. The bonds will be issued in an aggregate principal amount not to exceed \$390 million.

Additionally, the Series 2027A bonds will be issued as “forward delivery” bonds, meaning the series will have an extended period between the execution of the bond purchase contract and the delivery and closing of the bonds in April of 2027. This approach allows for the transaction to be deemed a “current refunding for federal income tax purposes.” Proceeds of the Series 2027A bonds will be used to refund all or a portion of Inspira Series 2017A Revenue Bonds and cover related costs of issuance.

Furthermore, Inspira asked that the Authority permit the use of a negotiated sale based on the sale of a complex financing structure, including more than one series, a complex credit, a large issue size, and volatile market conditions. These reasons are considered, under the Authority's policy regarding Executive Order #26 (WHITMAN 1994), to be justification for the use of a

negotiated sale. Therefore, the staff recommends consideration of the Resolution, included in your meeting materials, approving the use of a negotiated sale.

Taryn Rommell, the Authority’s Director of Research, Investor Relations, and Compliance, then provided a review of the Borrower’s financial projections prepared by management. She advised Members that the staff’s analysis suggests that Inspira would have sufficient profitability to meet its debt service requirements during the forecast period.

Mr. Glyn asked for a motion to adopt the Resolution approving a negotiated sale in the form of a private placement on behalf of Inspira Medical Centers, Inc. Mr. Kapoor made the motion. Mr. Lovell seconded. After confirming who made the motion and who seconded. Mr. Glyn asked if there were any questions or comments on the motion. There were no questions or comments. Mr. Glyn then called for a vote. All Members voted in the affirmative, and the motion was approved.

AB RESOLUTION NO. 2026-4-A

NOW, THEREFORE, BE IT RESOLVED, that the Authority hereby approves the Resolution entitled, “**A RESOLUTION OF INTENT TO ISSUE REVENUE BONDS BY NEGOTIATED TRANSACTION PURSUANT TO EXECUTIVE ORDER NO. 26 (WHITMAN)**”

(Attached)

3. CONTINGENT BOND SALE REQUEST AND TEFRA HEARING

- Inspira Medical Centers, Inc.

Mr. Glyn announced that the following portion of today’s meeting would include a public hearing, also known as a TEFRA hearing, regarding the proposed issuance of bonds on behalf of Inspira Medical Centers, Inc.

He then stated that this hearing is taking place in accordance with the public notice and approval requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder, as modified by the Internal Revenue Service Revenue Procedure 2022-20, and that all present were encouraged to participate in any discussions.

Mr. Fuentes began by saying that, as part of the public hearing required by the Tax Equity and Fiscal Responsibility Act (TEFRA), members of the public could submit comments to the Authority via e-mail. As of yesterday’s 9 a.m. deadline, the Authority had not received any written comments.

He then introduced John Kelly of Wilentz, Goldman & Spitzer. P.A., who would serve as Bond Counsel and would be available to answer any questions on the Resolution.

He also informed Members that Inspira selected JP Morgan Securities as the senior underwriter for the financing and that the Authority is now in a position to request the approval of the Bond Resolution authorizing the contingent sale of two series of tax-exempt bonds.

Members' attention was directed to the additional language in the Bond Resolution, which explains why the selection of co-managing underwriters could not be finalized at this time as the final par amount has not been determined.

It was explained to Members that, following consultation with Bond Counsel and the Attorney General's office, the added language provides an Authorized Officer of the Authority with the authority to select co-managing underwriters, which will take place at a later date.

Mr. Kelly then presented the Bond Resolution authorizing the contingent sale.

Mr. Glyn asked both Members and the public if there were any questions or comments on the material presented. Hearing none Mr. Glyn then asked for a motion to approve a negotiated sale in the form of a public offering on behalf of Inspira Medical Centers, Inc. Mr. Kapoor offered the motion. Mr. Lovell seconded.

After confirming who made the motion and who seconded it, Mr. Glyn called for a vote. All Members voted in the affirmative, and the motion was approved. Mr. Glyn congratulated the representatives of Inspira Medical Centers, Inc., and asked whether they had anything to add.

Inspira Senior Vice President and Chief Financial Officer, William Pelino, expressed his appreciation to the Authority by thanking the staff team for its hard work and for helping Inspira achieve a significant reduction in non-clinical expenditures.

Mr. Glyn then closed the public hearing in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder, as modified by the Internal Revenue Service Revenue Procedure 2022-20.

AB RESOLUTION NO. 2026-4-B

NOW, THEREFORE, BE IT RESOLVED, that the Authority hereby approves the Resolution entitled, **“A RESOLUTION AUTHORIZING THE ISSUANCE OF NEW JERSEY HEALTH CARE FACILITIES FINANCING AUTHORITY REVENUE AND REFUNDING BONDS, INSPIRA HEALTH OBLIGATED GROUP ISSUE, SERIES 2026A AND REFUNDING BONDS, INSPIRA HEALTH OBLIGATED GROUP ISSUE, SERIES 2027A”**

(Attached)

4. AUTHORITY EXPENDITURES

Mr. Glyn referenced a summary of Authority expenses and invoices provided to the Members and asked if there were any questions or comments on the material distributed. There were none. Mr. Glyn requested a motion to approve the bills and authorize payment. Mr. Sullivan made the motion to approve the expenses, and Mr. Kapoor seconded.

After confirming who made the motion and who seconded, Mr. Glyn asked if there were any questions or comments on the motion. There were no questions or comments. Mr. Glyn then called for a vote. All Members voted in the affirmative, and the motion to accept all submitted expenses and authorize payment was approved.

AB RESOLUTION NO. 2026-4-C

WHEREAS, the Members of the Authority have reviewed the memoranda dated April 15, 2026, summarizing expenses incurred by the Authority in connection with Trustee/Escrow Agent/Paying Agent fees and the memorandum dated April 15, 2026, summarizing general operating expenses, in the amounts of \$8,500.00 and \$37,904.12, respectively, and have found such expenses to be appropriate;

NOW THEREFORE, BE IT RESOLVED that the Members of the Authority hereby approve all expenses as submitted, and authorize the execution of checks representing the payment thereof.

6. STAFF REPORTS

Mr. Glyn asked Executive Director Frank Troy to present his April Executive Director's report.

Mr. Troy reported the following:

1. I would like to thank the Authority staff, the Attorney General's Office and Bond Counsel for all of their hard work on the RWJBarnabas Health and Inspira Health bond issues. Both had compressed timelines and a lot of document turns and they got it done.
2. New Jersey Hospital News
 - a) Hackensack Meridian Health and Atlantic Health System were two of 17 health care organizations that made the *Fortune Magazine* 2026 "Best 100 Companies to Work For" list, at #39 and #75, respectively.

- b) The former CarePoint hospitals continue to make the news. The Jersey City Council unanimously passed a Resolution directing the City’s planning board to examine the closed Heights University Hospital (“Heights”) site and provide recommendations which may include seizing the property by eminent domain for the creation of a public hospital. The operator of Heights, Hudson Regional Health (“Hudson”), notified the Department of Health (the “Department”) that the certificate of need application for closure was being withdrawn on April 14th, a day before a public hearing on the matter. The Department responded that it was too late as the hospital was already closed and that the public hearing would proceed as planned.

Hudson then obtained an injunction to halt the hearing. Local elected officials and citizens then held their own public meeting without Department staff present. The Department is evaluating next steps.

- c) Jim Seaman has been named Chief Financial Officer of Samaritan Health and Hospice (“Samaritan”). Mr. Seaman was previously a consultant with Furtek & Associates, a health care advisory firm. The Authority issued approximately \$8 million of bonds on behalf of Samaritan in 2015.
- d) RWJBarnabas Health is seeking planning board approval for a 7-story expansion of its Community Medical Center in Toms River. The project is part of the hospital’s master plan which began in 2019.
- e) According to *Public Citizen*, 446 “safety net” hospitals, including 12 in New Jersey, are at risk of closing due to the Medicaid cuts in the One Big Beautiful Bill Act. As seven of the twelve are part of investment grade-rated systems, I am a bit skeptical. That said, service cuts are possible even in hospitals that are not considered “at risk”.
- f) A recent opinion piece appearing in the *Morning Call*, St. Luke’s University Health Network CEO Richard Anderson deflected blame for the health care affordability crisis from large health systems to technology enhancements, pharmaceuticals, wage increases, staffing shortages, smothering redundant regulatory guidelines and overutilization, among other issues. Mr. Anderson also cited government programs which reimburse hospitals at less than cost.

3. Ratings Agency Actions and Publications

- a) S&P Global Ratings assigned its AA- rating to the upcoming RWJBarnabas Health (“Barnabas”) Series 2026A bonds and affirmed its AA- rating on various outstanding bonds issued on behalf of Barnabas. The Outlook is Stable.
- b) Moody’s Ratings (“Moody’s”) assigned its A1 rating, equivalent to A+, to the upcoming Barnabas Series 2026A bonds and affirmed its A1 rating on other Barnabas bonds. Moody’s revised the Outlook to Positive from Stable, indicating an upgrade is possible in the next 12 to 18 months.

4. New Jersey Health Care News

- a) Governor Sherrill signed legislation that permanently allows advanced practice nurses to practice independently in primary and behavioral health care settings and to prescribe medications. The requirement to practice under a physician was temporarily waived due to the COVID-19 pandemic.
- b) According to the *Health Cost Institute*, people in New Jersey spend 22% more on health care than the national average, use 8% more care than the average American and the services used cost 19% more than the national average. Professional clinical services are 36% higher than the national average.
- c) The Department of Banking and Insurance announced that nearly 69,000 New Jerseyans dropped health insurance plans on the State marketplace due to the expiration of federal subsidies. A number have also downgraded their coverage.

5. National Health Care News

- a) According to Hospitalogy, U.S. health care spending totaled \$5.3 trillion in 2024, 18.2% of Gross Domestic Product. Hospitals accounted for 31% of that, about \$1.6 trillion. Private health insurance paid for 37% of hospital services, followed by Medicare at 25% and Medicaid at 19%. Hospitals that collect less than 200% of what Medicare pays struggle. Medicare enrollment increased from 52 million in 2013 to 67 million in 2023, with the growth largely in Medicare Advantage (“MA”) plans. MA plans are not as desirable for hospitals as traditional Medicare as they have the same issues commercial plans now have – unpredictable reimbursement, unpredictable collection cycles and high AI-enabled denials.
- b) CMS has proposed a 2.4% increase in Medicare reimbursement for inpatient services for the federal fiscal year beginning October 1. CMS estimates it will be a \$1.4 billion increase in payments.
- c) The U.S. Treasury’s Financial Crimes Enforcement Network (or “FinCEN”) is advising financial institutions to be vigilant about fraud schemes targeting government health care programs. The Treasury also announced it will pay whistleblowers 10 to 30 percent of penalties collected from enforcement actions. Use www.fincen.gov/whistleblower to report frauds.
- d) A *KFF* analysis found that 97% of metropolitan statistical areas (MSAs) were highly concentrated markets for hospital inpatient services. In 83% of the MSAs, one or two health systems controlled over 75% of the market. Reduced competition is often cited as contributing to higher prices.
- e) Related to competition, the U.S. Department of Justice (the “DOJ”) has filed lawsuits against an Ohio health system and a major New York City hospital alleging anti-competitive contracting practices with insurers made possible by their dominant position in the market. This is a departure from the DOJ’s previous focus which was market share.

6. Bond and Tax Legislation and Regulatory News

None

7. Other News

None

8. Authority News

- a) Today is Bring Your Child to Work Day. We have seven guests with us ranging from four to sixteen years old.
- b) Yesterday was Administrative Professionals Day. The Authority is fortunate to have three outstanding assistants, Cindy Kline, Tracey Cameron and Jessica Rinderer.
- c) Authority Members, their designees and certain Authority staff recently received a request from the State Ethics Commission to complete the annual Financial Disclosure Statement pursuant to Executive Order No. 2 (Murphy 2018). The Statement is due by May 15, 2026. If you have any ethics-related questions, please contact Robin Piotrowski, the Authority's Ethics Liaison Officer, or me.
- d) The next Authority meeting will be Thursday, May 28, 2026, at 10:00 AM. It will be our annual meeting with officers elected, committees assigned and the 2026-2027 meeting schedule approved. Please participate if you can.

Thank you.

7. ADJOURN

As there was no further business, questions, or comments, Mr. Glyn asked for a motion to adjourn. Mr. Kapoor made the motion, and Mr. Lovell seconded the motion.

After confirming who made the motion and who seconded, Mr. Glyn asked if there were any questions or comments on the motion. There were none. Mr. Glyn then called for a vote. All Members voted in the affirmative, and the meeting was adjourned at 10:33 a.m.

I HEREBY CERTIFY THAT THE FOREGOING IS A TRUE COPY OF THE MINUTES OF THE NEW JERSEY HEALTH CARE FACILITIES FINANCING AUTHORITY REGULAR MEETING HELD ON APRIL 23, 2026.

Cindy Kline, Assistant Secretary