CERTIFICATE OF PUBLIC HEARING

I, the undersigned, hereby certify in connection with the issuance by the Tarrant County Cultural Education Facilities Finance Corporation (the "***Issuer***") of its limited obligation revenue obligations pursuant to a plan of financing, in multiple series and in multiple years, in the principal amount not to exceed $980,000,000 in the aggregate (collectively, the "***Bonds***"), for the benefit of Baylor Health Care System, a Texas non-profit corporation, and one or more of its tax-exempt nonprofit affiliates (collectively, the "***System***"), as follows:

1. I am an attorney with Brown, Pruitt, Peterson & Wambsganss, P.C., counsel for the Issuer in respect of the financing described herein, and have been duly authorized to conduct a public hearing on the issuance of the Bonds to finance or refinance the projects described in the notice of such hearing published in the *The Dallas Morning News* on March 24, 2011 and in the *Fort Worth Star-Telegram* on March 24, 2011, copies of which notices as published with Affidavits of Publication attached hereto as Exhibit A, all of which projects are or are to be owned, operated, or managed by the System and located in Collin, Dallas, Ellis or Tarrant County, Texas, as described in the notice.

2. I conducted such hearing commencing at 10:00 a.m. on Friday, April 8, 2011, at the offices of Brown, Pruitt, Peterson &Wambsganss, P.C., 201 Main St., Suite 801, Fort Worth, Texas, 76102, which offices were open to the public for purposes of the hearing.

3. At the time for the commencement of the hearing, I publicly requested comments, either orally or in writing, on the facilities to be financed or refinanced with proceeds of the Bonds and on the issuance of the Bonds.

4. At the hearing, no persons presented comments, orally or in writing.

5. I imposed no time limitations on any public comments.

6. A copy of the minutes of the public hearing is attached hereto as Exhibit B.

IN WITNESS WHEREOF, I have hereunto set my hand this April 8, 2011.

C. Harold Brown, Hearing Officer
Tarrant County Cultural Education Facilities
Finance Corporation

55703591.4/10026192

EXHIBIT A
Affidavit of Publication – *The Dallas Morning News*
Affidavit of Publication – *Fort Worth Star-Telegram*

AFFIDAVIT OF PUBLICATION

STATE OF TEXAS

COUNTY OF DALLAS

Before me, a Notary Public in and for Dallas County, this day personally appeared Sheanikie Sewell, Advertising Representative for the DALLAS MORNING NEWS, being duly sworn by oath, states the attached advertisement of:

Fulbright & Jaworski LLP

as published in The Dallas Morning News on:

March 24, 2011

(Sheanikie Sewell)

Sworn to and subscribed before me this March 24, 2011

(Notary Public)

LYNDA F. BLACK
Notary Public, State of Texas
My Commission Expires
May 27, 2013

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN of a public hearing to be held by the Tarrant County Cultural Education Facilities Finance Corporation (the "Issuer") on behalf of Tarrant County, Dallas County, Ellis County and Collin County on April 8, 2011, at 10:00 a.m., at Brown, Pruitt, Peterson &Wambsganss, P.C., 201 Main St., Suite 801, Fort Worth, Texas, 76102, with respect to a plan of finance that will consist of the issuance, in multiple series and in multiple years, of hospital revenue bonds (the "Bonds") to be issued by the Issuer in an aggregate principal amount not to exceed $980,000,000. The public hearing is a "combined hearing" within the meaning of Treasury Regulation Section 5f.103-2(d), and the location of the public hearing is within 100 miles of the seat of government of each participating governmental unit beyond whose geographic jurisdiction the hearing is conducted. Proceeds of the Bonds will be loaned to Baylor Health Care System (the "System") to provide funds to (1) finance and/or refinance the construction, reconstruction, renovation, furnishing, remodeling, rehabilitation and/or equipping of health facilities, including but not limited to, hospital facilities (the "New Money Projects"); (2) refund all or a portion of the following prior bond issues and/or lease obligations: the North Central Texas Health Facilities Development Corporation Hospital Revenue Bonds (Baylor Health Care System Project) Series 2006B and Series 2006C, the Tarrant County Cultural Education Facilities Finance Corporation Hospital Revenue Refunding Bonds (Baylor Health Care System Project) Series 2009, the North Central Texas Health Facilities Development Corporation Hospital Revenue Bonds (Baylor Health Care System Project) Series 2001A, the Tarrant County Health Facilities Development Corporation Hospital Revenue Bonds (Baylor Health Care System Project) Series 2002A, and various lease obligations (collectively, the "Refunded Bonds"), which financed and/or refinanced the construction, reconstruction, renovation, furnishing, remodeling, rehabilitation and/or equipping of health facilities, including but not limited to, hospital facilities (the "Refunded Bond Projects"); (3) pay capitalized interest on the Bonds to the extent authorized; and (4) pay the costs of issuing the Bonds.

The New Money Projects and the Refunded Bond Projects (collectively, the "Projects") are at the following locations:

(1) Baylor All Saints Medical Center located at or adjacent to 1400 Eighth Avenue, Fort Worth, Texas, 76104, and 7100 Oakmont, Fort Worth, Texas, 76132;

(2) Baylor Medical Center at Grapevine located at or adjacent to 1650 West College Street, Grapevine, Texas, 76051;

(3) the facilities comprising the entire main campus of Baylor Health Care System and Baylor University Medical Center located in the City of Dallas, at or adjacent to 3500 Gaston and 3600 Gaston, Dallas, Texas, including but not limited to, facilities at or adjacent to 3505 Gaston, 3301 Swiss Avenue, 3404 Swiss Avenue, 3535 Worth Street, 75246;

(4) System facilities located at 2001 Bryan Street, Dallas, Texas, 75201;

(5) Baylor Regional Medical Center at Plano located at or adjacent to 4700 Alliance Boulevard, Plano, Texas, 75093;

(6) Baylor Medical Center at Garland located at or adjacent to 2300 Madam Curie Boulevard, Garland, Texas, 75042 and 501-621 Clara Barton Boulevard, Garland, Texas, 75042;

(7) Baylor Medical Center at McKinney located at or adjacent to 5252 W. University Drive, McKinney, Texas, 75071;

(8) Baylor Medical Center at Irving located at or adjacent to 1901 N. MacArthur Boulevard, Irving, Texas 75061 and 400 West I-635(LBJ Freeway), Irving, Texas 75063; and

(9) Baylor Medical Center at Waxahachie located at or adjacent to 1405 W. Jefferson Street, Waxahachie, Texas 75165, NW Quadrant I-35/Highway 287, Waxahachie, Texas, and 2400 N. Interstate Highway 35, Waxahachie, Texas 75167.

The initial owner, operator or manager of each of the Projects will be the System or a tax-exempt nonprofit affiliate of the System. All interested persons are invited to attend such public hearing to express their views with respect to the issuance of the Bonds to finance and refinance the Projects. Questions or requests for additional information may be directed to President, Tarrant Cultural Education Facilities Finance Corporation in care of Harold Brown at Brown, Pruitt, Peterson & Wambsganss, P.C., 201 Main St., Suite 801, Fort Worth, Texas 76102.

Persons who intend to appear at the hearing and express their views are invited to contact Mr. Brown either in writing or by telephone in advance of the hearing. Any interested persons unable to attend the hearing may submit their views in writing to Mr. Brown prior to the date scheduled for the hearing. The issuer will reschedule the location and time of the hearing or schedule an additional hearing if requested to do so in written requests submitted to Mr. Brown prior to the aforementioned date of the hearing by a significant number of interested persons.

This notice is published and the above-described hearing is to be held in satisfaction of the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, regarding the public approval prerequisite to the exemption from federal income taxation of the interest on the Bonds.

TARRANT COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION

STATE OF TEXAS
COUNTY OF TARRANT

Before me, a Notary Public in and for said County and State, this day personally appeared Christine Lopez, Advertising Representative for the Star-Telegram, published by the Star-Telegram, Inc. at Fort Worth, in Tarrant County, Texas and distributed in other surrounding Counties; and who, after being duly sworn, did dispose and say that the following clipping of an advertisement was published in the above named paper on the following dates:

Thur March 24, 2011

Signed Clopez

Subscribed and sworn to before me, this the 24 day of March 2011

Notary Public, Debra W Morris
Tarrant County, Texas

DEBRA W. MORRIS
NOTARY PUBLIC
STATE OF TEXAS
EXPIRES
03-02-2012

Legal Notices

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN of a public hearing to be held by the Tarrant County Cultural Education Facilities Finance Corporation (the "Issuer") on behalf of Tarrant County, Dallas County, Ellis County and Collin County on April 8, 2011, at 10:00 a.m., at Brown, Pruitt, Peterson &Wambsganss, P.C., 201 Main St., Suite 801, Fort Worth, Texas 76102, with respect to a plan of finance that will consist of the issuance, in multiple series and in multiple years, of hospital revenue bonds (the "Bonds") to be issued by the Issuer in an aggregate principal amount not to exceed $980,000,000. The public hearing is a "combined hearing" within the meaning of Treasury Regulation Section 5f.103-2(d), and the location of the public hearing is within 100 miles of the seat of government of each participating governmental unit beyond whose geographic jurisdiction the hearing is conducted. Proceeds of the Bonds will be loaned to Baylor Health Care System (the "System") to provide funds to (1) finance and/or refinance the construction, reconstruction, renovation, furnishing, remodeling, rehabilitation and/or equipping of health facilities, including but not limited to, hospital facilities (the "New Money Projects"); (2) refund all or a portion of the following prior bond issues and/or lease obligations: the North Central Texas Health Facilities Development Corporation Hospital Revenue Bonds (Baylor Health Care System Project) Series 2006B and Series 2006C, the Tarrant County Cultural Education Facilities Finance Corporation Hospital Revenue Refunding Bonds (Baylor Health Care System Project) Series 2009, the North Central Texas Health Facilities Development Corporation Hospital Revenue Bonds (Baylor Health Care System Project) Series 2001A, the Tarrant County Health Facilities Development Corporation Hospital Revenue Bonds (Baylor Health Care System Project) Series 2002A, and various lease obligations (collectively, the "Refunded Bonds"), which financed and/or refinanced the construction, reconstruction, renovation, furnishing, remodeling, rehabilitation and/or equipping of health facilities, including but not limited to, hospital facilities (the "Refunded Bond Projects"); (3) pay capitalized interest on the Bonds to the extent authorized; and (4) pay the costs of issuing the Bonds.

The New Money Projects and the Refunded Bond Projects (collectively, the "Projects") are at the following locations:

(1) Baylor All Saints Medical Center located at or adjacent to 1400 Eighth Avenue, Fort Worth, Texas, 76104, and 7100 Oakmont, Fort Worth, Texas, 76132;

(2) Baylor Medical Center at Grapevine located at or adjacent to 1650 West College Street, Grapevine, Texas, 76051;

(3) the facilities comprising the entire main campus of Baylor Health Care System and Baylor University Medical Center located in the City of Dallas, at or adjacent to 3500 Gaston and 3600 Gaston, Dallas, Texas, including but not limited to, facilities at or adjacent to 3505 Gaston, 3301 Swiss Avenue, 3404 Swiss Avenue, 3535 Worth Street, 75246;

(4) System facilities located at 2001 Bryan Street, Dallas, Texas, 75201;

(5) Baylor Regional Medical Center at Plano located at or adjacent to 4700 Alliance Boulevard, Plano, Texas, 75093;

(6) Baylor Medical Center at Garland located at or adjacent to 2300 Madam Curie Boulevard, Garland, Texas, 75042 and 501-621 Clara Barton Boulevard, Garland, Texas, 75042;

(7) Baylor Medical Center at McKinney located at or adjacent to 5252 W. University Drive, McKinney, Texas, 75071;

(8) Baylor Medical Center at Irving located at or adjacent to 1901 N. MacArthur Boulevard, Irving, Texas 75061 and 400 West I-635(LBJ Freeway), Irving, Texas 75063; and

(9) Baylor Medical Center at Waxahachie located at or adjacent to 1405 W. Jefferson Street, Waxahachie, Texas 75165, NW Quadrant I-35/Highway 287, Waxahachie, Texas, and 2400 N. Interstate Highway 35, Waxahachie, Texas 75167.

The initial owner, operator or manager of each of the Projects will be the System or a tax-exempt nonprofit affiliate of the System. All interested persons are invited to attend such public hearing to express their views with respect to the issuance of the Bonds to finance and refinance the Projects. Questions or requests for additional information may be directed to President, Tarrant Cultural Education Facilities Finance Corporation in care of Harold Brown at Brown, Pruitt, Peterson & Wambsganss, P.C., 201 Main St., Suite 801, Fort Worth, Texas 76102.

Persons who intend to appear at the hearing and express their views are invited to contact Mr. Brown either in writing or by telephone in advance of the hearing. Any interested persons unable to attend the hearing may submit their views in writing to Mr. Brown prior to the date scheduled for the hearing. The issuer will reschedule the location and time of the hearing or schedule an additional hearing if requested to do so in written requests submitted to Mr. Brown prior to the aforementioned date of the hearing by a significant number of interested persons.

This notice is published and the above-described hearing is to be held in satisfaction of the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, regarding the public approval prerequisite to the exemption from federal income taxation of the interest on the Bonds.

TARRANT COUNTY CULTURAL EDUCATION FACILITIES FINANCE CORPORATION

EXHIBIT B

Minutes of a Public Hearing
Conducted by the Tarrant County Cultural Education Facilities Finance Corporation on April 8, 2011

A public hearing by the Tarrant County Cultural Education Facilities Finance Corporation was held on April 8, 2011, at 10:00 a.m., Central Daylight Savings Time, at the offices of Brown, Pruitt, Peterson &Wambsganss, P.C., 201 Main St., Suite 801, Fort Worth, Texas, 76102, pursuant to notice given. The hearing was called to order at 10:00 a.m. by the undersigned, as Hearing Officer.

The Hearing Officer then stated:

"Now is the time and place set for the public hearing to be conducted pursuant to Section 147 of the Internal Revenue Code of 1986, as amended, with respect to the issuance by the Tarrant County Cultural Education Facilities Finance Corporation (the "***Issuer***"), of hospital revenue bonds pursuant to a plan of financing, in multiple series and in multiple years (collectively, the "***Bonds***"), in an aggregate principal amount not to exceed $980,000,000, to assist Baylor Health Care System (the "***System***") in financing and refinancing costs of hospital and other health care and related support facilities and equipment. The proceeds of the Bonds will be used to: (1) finance and/or refinance the construction, reconstruction, renovation, furnishing, remodeling, rehabilitation and/or equipping of health facilities, including but not limited to, hospital facilities (the "***New Money Projects***"); (2) refund all or a portion of the following prior bond issues and/or lease obligations: the North Central Texas Health Facilities Development Corporation Hospital Revenue Bonds (Baylor Health Care System Project) Series 2006B and Series 2006C, the Tarrant County Cultural Education Facilities Finance Corporation Hospital Revenue Refunding Bonds (Baylor Health Care System Project) Series 2009, the North Central Texas Health Facilities Development Corporation Hospital Revenue Bonds (Baylor Health Care System Project) Series 2001A, the Tarrant County Health Facilities Development Corporation Hospital Revenue Bonds (Baylor Health Care System Project) Series 2002A, and various lease obligations, which financed and/or refinanced the construction, reconstruction, renovation, furnishing, remodeling, rehabilitation and/or equipping of health facilities, including but not limited to, hospital facilities (the "***Refunded Bond Projects***"); (3) pay capitalized interest on the Bonds to the extent authorized; and (4) pay the costs of issuing the Bonds."

"The New Money Projects and the Refunded Bond Projects (collectively, the "***Projects***") are at the following locations:

(1) Baylor All Saints Medical Center located at or adjacent to 1400 Eighth Avenue, Fort Worth, Texas, 76104, and 7100 Oakmont, Fort Worth, Texas, 76132;

(2) Baylor Medical Center at Grapevine located at or adjacent to 1650 West College Street, Grapevine, Texas, 76051;

(3) the facilities comprising the entire main campus of Baylor Health Care System and Baylor University Medical Center located in the City of Dallas, at or adjacent

to 3500 Gaston and 3600 Gaston, Dallas, Texas, including but not limited to, facilities at or adjacent to 3505 Gaston, 3301 Swiss Avenue, 3404 Swiss Avenue, 3535 Worth Street, 75246;

(4) System facilities located at 2001 Bryan Street, Dallas, Texas, 75201;

(5) Baylor Regional Medical Center at Plano located at or adjacent to 4700 Alliance Boulevard, Plano, Texas, 75093;

(6) Baylor Medical Center at Garland located at or adjacent to 2300 Madam Curie Boulevard, Garland, Texas, 75042 and 501-621 Clara Barton Boulevard, Garland, Texas, 75042;

(7) Baylor Medical Center at McKinney located at or adjacent to 5252 W. University Drive, McKinney, Texas, 75071;

(8) Baylor Medical Center at Irving located at or adjacent to 1901 N. MacArthur Boulevard, Irving, Texas 75061 and 400 West I-635(LBJ Freeway), Irving, Texas 75063; and

(9) Baylor Medical Center at Waxahachie located at or adjacent to 1405 W. Jefferson Street, Waxahachie, Texas 75165, NW Quadrant I-35/Highway 287, Waxahachie, Texas, and 2400 N. Interstate Highway 35, Waxahachie, Texas 75167."

"Members of the public are invited to comment with respect to the proposed financing plan and the nature of the Projects to be financed or refinanced. Is there anyone present who wishes to comment?"

"The minutes of this hearing will reflect that no one has appeared at this hearing to comment and no written comments were submitted to the President of the Tarrant County Cultural Education Facilities Finance Corporation in care of Harold Brown as of April 8, 2011."

"The public hearing is now concluded."

C. Harold Brown, Hearing Officer
Tarrant County Cultural Education Facilities
Finance Corporation