



SAINT MARY'S HOSPITAL, INC.

Consolidated Financial Statements and
Consolidating Information

September 30, 2014 and 2013

(With Independent Auditors' Report Thereon)

SAINT MARY'S HOSPITAL, INC.
Consolidated Financial Statements and
Consolidating Information
September 30, 2014 and 2013

Table of Contents

	Page
Independent Auditors' Report	1
Consolidated Balance Sheets	3
Consolidated Statements of Operations	4
Consolidated Statements of Changes in Net Assets	5
Consolidated Statements of Cash Flows	6
Notes to Consolidated Financial Statements	7
Exhibits	
1 Consolidating Balance Sheet as of September 30, 2014	33
2 Consolidating Statement of Operations for the year ended September 30, 2014	35



KPMG LLP
One Financial Plaza
755 Main Street
Hartford, CT 06103

Independent Auditors' Report

The Board of Directors
Saint Mary's Hospital, Inc.:

We have audited the accompanying consolidated financial statements of Saint Mary's Hospital, Inc. (the Hospital), as of September 30, 2014 and 2013, which comprise the consolidated balance sheets as of September 30, 2014 and 2013, and the related consolidated statements of operations, changes in net assets, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Saint Mary's Hospital, Inc. as of September 30, 2014 and 2013, and the results of its operations and its cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.



Other Matter

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The supplementary information included in Exhibits 1 and 2 is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

KPMG LLP

December 22, 2014

SAINT MARY'S HOSPITAL, INC.

Consolidated Balance Sheets

September 30, 2014 and 2013

(In thousands)

Assets	2014	2013
Current assets:		
Cash and cash equivalents	\$ 25,797	28,902
Short-term investments	17	29
Current portion of assets whose use is limited	5,948	8,039
Accounts receivable, net of estimated uncollectibles of \$8,975 in 2014 and \$9,392 in 2013	30,196	30,730
Other current assets	6,612	4,357
Total current assets	<u>68,570</u>	<u>72,057</u>
Marketable securities	20,803	18,506
Assets whose use is limited:		
By donor and held in trust by others	15,696	15,258
For estimated self-insurance liability	41,038	31,394
By bond indenture	4,321	4,324
Net interest in Foundation	5,182	4,874
Other	6	6
Total assets whose use is limited	<u>66,243</u>	<u>55,856</u>
Less current portion of assets whose use is limited	<u>5,948</u>	<u>8,039</u>
Noncurrent assets whose use is limited	<u>60,295</u>	<u>47,817</u>
Property and equipment, net	62,371	63,874
Other assets:		
Investments in joint venture arrangements	10,024	10,697
Deferred financing costs, net	103	128
Total other assets	<u>10,127</u>	<u>10,825</u>
Total assets	<u>\$ 222,166</u>	<u>213,079</u>
Liabilities and Net Assets		
Current liabilities:		
Current portion of long-term obligations	\$ 2,509	2,490
Accounts payable	17,252	20,899
Salaries, wages, and payroll withholdings	5,643	4,734
Due to third-party payors, net	783	6,035
Accrued expenses and other current liabilities	14,308	16,486
Total current liabilities	<u>40,495</u>	<u>50,644</u>
Long-term liabilities:		
Long-term obligations, net of current portion	17,891	20,374
Estimated self-insurance liability	31,814	21,908
Pension and deferred compensation	72,182	58,823
Other long-term liabilities	9,523	10,172
Total long-term liabilities	<u>131,410</u>	<u>111,277</u>
Net assets:		
Unrestricted Hospital	30,795	32,332
Noncontrolling interest in subsidiaries	370	302
Total unrestricted	<u>31,165</u>	<u>32,634</u>
Temporarily restricted	2,415	2,269
Permanently restricted	16,681	16,255
Total net assets	<u>50,261</u>	<u>51,158</u>
Total liabilities and net assets	<u>\$ 222,166</u>	<u>213,079</u>

See accompanying notes to consolidated financial statements.

SAINT MARY'S HOSPITAL, INC.
Consolidated Statements of Operations
Years ended September 30, 2014 and 2013
(In thousands)

	<u>2014</u>	<u>2013</u>
Revenues:		
Revenue from patient services, net of contractual allowances	\$ 279,161	268,899
Provision for uncollectible accounts, net of recoveries	(11,074)	(12,878)
Net revenue from patient services	<u>268,087</u>	<u>256,021</u>
Other operating revenues	<u>9,776</u>	<u>6,871</u>
Total revenues	<u>277,863</u>	<u>262,892</u>
Expenses:		
Salaries and wages	113,207	108,642
Employee benefits	28,620	31,294
Supplies and other expenses	115,262	103,072
Depreciation and amortization	10,455	9,977
Interest	1,438	1,594
Total expenses	<u>268,982</u>	<u>254,579</u>
Operating income	<u>8,881</u>	<u>8,313</u>
Nonoperating gains (losses):		
Investment income, net	3,824	2,390
Equity in earnings of joint ventures	189	1,170
Change in net assets of Foundation	281	437
Net loss on disposal of assets	(46)	(230)
Other	(283)	(1,572)
Total nonoperating gains, net	<u>3,965</u>	<u>2,195</u>
Excess revenues over expenses	12,846	10,508
Net assets released from restriction for capital expenditures	(48)	545
Capital transactions with affiliates	(363)	(519)
Change in unrealized (losses) gains on marketable securities and other assets whose use is limited	(527)	401
Change in accumulated pension charges to unrestricted net assets	<u>(13,377)</u>	<u>20,819</u>
(Decrease) increase in unrestricted net assets	<u>\$ (1,469)</u>	<u>31,754</u>

See accompanying notes to consolidated financial statements.

SAINT MARY'S HOSPITAL, INC.
Consolidated Statements of Changes in Net Assets
Years ended September 30, 2014 and 2013
(In thousands)

	<u>2014</u>	<u>2013</u>
Unrestricted net assets:		
Excess of revenues over expenses	\$ 12,846	10,508
Net assets released from restriction for capital expenditures	(48)	545
Capital transactions with affiliates	(363)	(519)
Change in unrealized (losses) gains on marketable securities and other assets whose use is limited	(527)	401
Change in accumulated pension charges to unrestricted net assets	(13,377)	20,819
	<u>(1,469)</u>	<u>31,754</u>
(Decrease) increase in unrestricted net assets		
Temporarily restricted net assets:		
Change in net assets of Foundation	146	(100)
Change in net assets of Cancer Center, including releases for capital expenditures	—	(177)
	<u>146</u>	<u>(277)</u>
Increase (decrease) in temporarily restricted net assets		
Permanently restricted net assets:		
Net earnings on assets held in trust by others	1,177	1,653
Appropriation for expenditure	(751)	(704)
	<u>426</u>	<u>949</u>
Increase in permanently restricted net assets		
(Decrease) increase in net assets	(897)	32,426
Net assets – beginning of year	<u>51,158</u>	<u>18,732</u>
Net assets – end of year	<u>\$ 50,261</u>	<u>51,158</u>

See accompanying notes to consolidated financial statements.

SAINT MARY'S HOSPITAL, INC.

Consolidated Statements of Cash Flows

Years ended September 30, 2014 and 2013

(In thousands)

	2014	2013
Cash flows from operating activities:		
(Decrease) increase in net assets	\$ (897)	32,426
Adjustments to reconcile (decrease) increase in net assets to net cash provided by operating activities:		
Depreciation and amortization	10,480	10,003
Net loss on disposal of assets	46	230
Change in unrealized losses (gains) on investments	527	(401)
Change in net interest in Foundation	(308)	(379)
Change in net assets of Cancer Center	—	177
Change in accumulated pension charges to unrestricted net assets	13,377	(20,819)
Change in permanently restricted net assets	(426)	(949)
Investment income, net	(3,824)	(2,390)
Equity in earnings of joint ventures	(189)	(1,170)
(Increase) decrease in operating assets:		
Accounts receivable, net	534	3,287
Other current assets	(2,255)	125
Increase (decrease) in operating liabilities:		
Due to third-party payors, net	(5,252)	(972)
Accounts payable and other current liabilities	(6,702)	1,522
Estimated self-insurance liability	9,906	2,846
Pension, deferred compensation, and other long-term liabilities	(667)	526
Net cash provided by operating activities	14,350	24,062
Cash flows from investing activities:		
Purchases of property and equipment	(7,212)	(15,479)
Distributions from joint ventures	546	420
Investments in joint venture arrangements	316	272
Change in other assets whose use is limited	(6,258)	106
Change in assets held in trust by others	426	949
Net decrease in investments	(2,812)	(2,052)
Net cash used in investing activities	(14,994)	(15,784)
Cash flows from financing activities:		
Change in assets whose use is limited by bond indenture	3	(224)
Payments on long-term obligations	(2,464)	(1,676)
Net cash used in financing activities	(2,461)	(1,900)
Net (decrease) increase in cash and cash equivalents	(3,105)	6,378
Cash and cash equivalents – beginning of year	28,902	22,524
Cash and cash equivalents – end of year	\$ 25,797	28,902
Supplemental disclosure of cash flow information:		
Cash paid during the year for interest	\$ 1,402	1,558
Supplemental disclosure of noncash item:		
Assets acquired under capital lease	\$ —	600

See accompanying notes to consolidated financial statements.

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

(1) Organization

Saint Mary's Hospital, Inc. (the Hospital) is an acute care hospital located in Waterbury, Connecticut. The Hospital was founded in 1907 and is licensed for 347 beds and 32 newborn bassinets. The Hospital currently staffs 168 beds and 20 newborn bassinets. The Hospital provides a broad range of inpatient and outpatient services including a number of medical and surgical specialties, obstetrics, pediatrics, mental health, alcohol and substance abuse rehabilitation (outpatient) and off-site ambulatory services.

The Hospital's parent holding company is Saint Mary's Health System, Inc. (SMHS). Saint Mary's Hospital Foundation, Inc. (the Foundation) was organized to raise funds to support the Hospital. SMHS is the sole member of the Hospital and the Foundation.

The Hospital has four consolidated subsidiaries: Franklin Medical Group, P.C. (Franklin), a for-profit Connecticut corporation; Saint Mary's Indemnity Company, LLC (the Indemnity Company) a Vermont limited liability company; Diagnostic Imaging of Southbury, LLC (the Diagnostic Center), a for-profit Connecticut corporation and Saint Mary's Physician Partners, LLC (Physician Partners) a Connecticut limited liability company.

The Indemnity Company was formed during June 2009 to provide professional and general liability insurance to the Hospital, Franklin, and community physicians.

The Hospital has a 60% equity interest in the Diagnostic Center, which provides diagnostic imaging services. The remaining interest is accounted for as noncontrolling interest in the accompanying consolidated financial statements.

Physician Partners was formed during July 2014 as a Medicare Shared Savings Plan (MSSP) Accountable Care Organization (ACO). The company had no activity in fiscal year 2014 and; therefore is not included in the consolidating schedules.

The assets, liabilities and operations of the Hospital's Auxiliary have not been reflected in the accompanying consolidated financial statements. Such amounts are not considered significant to the Hospital's consolidated financial position or results of its operations.

(2) Community Benefit (Unaudited)

The Hospital is a community teaching hospital that serves the healthcare needs of the Central Naugatuck Valley area. Like other healthcare providers across the nation, the Hospital is faced with the challenge of serving those in need with fewer resources. Although the Hospital cannot meet community needs alone, it is committed to seek out unmet community needs and to be a catalyst in efforts to ensure an adequate community-wide response from government and public organizations in fulfilling community needs.

(a) *Charity and Uncompensated Care*

As part of fulfilling its mission, the Hospital provides care to all patients in need, regardless of their ability to pay. The Hospital has a formalized charity care policy that identifies which patients are deemed "charity care". During 2014 and 2013, the costs associated with the charges foregone, measured using a ratio of cost to charge, related to charity care were approximately \$328,000 and \$94,000, respectively.

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

Many patients without insurance do not complete the application for charity care. The Hospital, upon performing an asset verification, makes a determination whether the patient would have qualified for the charity care. During 2012, the costs associated with the charges foregone related to these patients were approximately \$1,340,000. During 2013, a system conversion limited the Hospital's ability to undertake an asset verification. As such, these costs are classified in the provision for uncollectible accounts. The Hospital implemented a solution at the end of fiscal year 2014, which will allow the Hospital to perform these types of verifications. The Hospital believes that had it performed the asset verifications throughout the fiscal year, costs associated with these patients for fiscal year 2014 and 2013 would have been fairly consistent with fiscal year 2012.

In addition, the Hospital provides care to patients covered by governmental healthcare programs. During 2014 and 2013, the Hospital estimates that the cost of providing this care exceeded compensation by \$11,082,000 and \$11,336,000, respectively.

(b) *Education, Research and Training*

As a community teaching hospital affiliated with Yale School of Medicine, the Hospital has residency programs for general surgery, internal medicine and dental. These programs educate in excess of 50 residents and medical students per year. In addition to its residency programs, the Hospital furthers its educational mission by offering allied health programs affiliated with area educational facilities.

(c) *Wellness and Health Promotional Activities*

The Hospital provides many activities to promote the concept of healthy lifestyles, including the publishing and free distribution of *Thrive*, which reaches more than 30,000 community households, health risk screenings, health fairs, support groups, a web-based physician search tool, and a health content library available via the Hospital's website (www.stmh.org).

(d) *Leadership, Advocacy and Voluntarism*

The Hospital's employees are responsive to the community in the areas of planning, governance and service by annually providing thousands of hours of volunteer services, participating on boards of directors and advisory councils, testifying before public policy bodies and working with other healthcare organizations to develop healthcare policies for all persons. The Hospital also provides volunteer opportunities for community residents. The Hospital recognizes donated goods and services at their appraised or estimated value if they create or enhance nonfinancial assets or require specialized skills and would typically be purchased if not provided by donation. The volunteer services the Hospital received do not meet this criteria for recognition in the accompanying consolidated financial statements, but the volunteers donate a significant amount of time to the Hospital. In fiscal years 2014 and 2013, approximately 171 and 168 volunteers spent more than 21,100 hours and 20,400 hours, respectively, of service in Hospital departments.

(e) *Dollar, Time and In-kind Donations*

The Hospital also provides services to neighborhood schools and organizations at no cost. Contributions are made to programs, organizations and foundations for efforts on behalf of the poor, the disadvantaged and the general population. The Hospital also provides a variety of in-kind

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

services including education on parenting and child abuse prevention and use of Hospital space for community meetings.

(f) Other Support Services

The Hospital provides outreach and social support services to patients. Programs such as the Sleep Disorders Support Group and the Chronic Lung Disorders/Pulmonary Support Group are integral to the healing of patients, and represent the Hospital's overall commitment to the continuum of care.

(3) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles. All intercompany transactions have been eliminated in consolidation.

(b) Patient Service Revenue

The Hospital has agreements with third-party payors that provide for payments to the Hospital at amounts different from its established rates. Payment arrangements include prospectively determined rates per discharge, reimbursed costs, discounted charges, and per diem payments. Patient service revenue is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered, including estimated retroactive adjustments under reimbursement agreements with third-party payors. Retroactive adjustments are accrued on an estimated basis in the period the related services are rendered and adjusted in future periods as final settlements are determined.

(c) Charity Care and Provision for Uncollectible Accounts

The Hospital provides care to patients who meet certain criteria under its financial assistance policy without charge or at amounts less than its established rates. Because the Hospital does not anticipate collection of amounts determined to qualify as charity care, they are not reported as revenue.

The Hospital grants credit without collateral to patients, most of whom are local residents and are insured under third-party arrangements. Additions to the allowance for uncollectible accounts are made by means of the provision for uncollectible accounts. Accounts written off as uncollectible are deducted from the allowance and subsequent recoveries are added. The amount of the provision for uncollectible accounts is based upon management's assessment of historical and expected net collections, business and economic conditions, trends in federal and state governmental health care coverage and other collection indicators.

(d) Cash and Cash Equivalents

Cash and cash equivalents include certain investments in highly liquid debt instruments with original maturities of three months or less.

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

The Hospital invests its surplus operating funds in overnight repurchase agreement investments. These investments are collateralized with securities issued by the United States Government or its agencies and are not covered by FDIC insurance.

(e) *Assets Whose Use is Limited*

Assets whose use is limited primarily include assets held by others pursuant to donor restrictions, by trustees under indenture agreements, and by a wholly owned captive insurance company for professional and general liability insurance.

(f) *Marketable Securities*

Investments in equity securities, mutual funds and all investments in debt securities are reported at fair value based on readily determinable fair market values or estimated fair value in the accompanying consolidated balance sheets. Investment income or loss (including realized gains and losses on investments, interest and dividends) is included in the excess of revenues over expenses unless the income or loss is restricted by donor or law. Unrealized gains and losses on investments are excluded from the excess of revenues over expenses unless the investments are trading securities or are considered to be other than temporarily impaired.

The Hospital has followed a policy of reviewing all investments that have been below cost by at least 25% for three quarters. Unless specific evidence exists to the contrary, the adjustments of these investments to fair value (i.e. new cost basis) is reflected as an other than temporary impairment. The Hospital recorded \$46,000 and \$43,000 of other than temporary impairments on investments in 2014 and 2013, respectively, which are included in investment income, net in the accompanying consolidated statements of operations.

Investment securities, in general, are exposed to various risks. Recent market conditions have resulted in an unusually high degree of volatility and increased the risks and short term liquidity of certain investments held by the Hospital which could impact the value of investments after the date of these consolidated financial statements.

(g) *Property and Equipment*

Property and equipment acquisitions are recorded at cost. Depreciation is provided over the estimated useful life of each class of depreciable asset and is computed using the straight-line method. Equipment under capital lease obligations is amortized on the straight-line method over the shorter period of the lease term or the estimated useful life of the equipment. Costs for repairs and maintenance are expensed as incurred.

Gifts of long-lived assets are reported as unrestricted support, and are excluded from the excess (deficiency) of revenues over expenses, unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restriction that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, expirations of donor restrictions are reported when the donated or acquired long-lived assets are placed in service.

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

The Hospital reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its fair value and may not be recoverable.

(h) *Investments in Joint Venture Arrangements*

Investments in joint venture arrangements, generally in the form of partnership interests, are accounted for using the equity method of accounting.

(i) *Fair Value of Financial Instruments*

FASB ASC 820 establishes a framework for measuring fair value which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

- *Level 1* – Inputs into the valuation methodology are the unadjusted quoted prices for identical assets or liabilities in active markets that the Hospital has the ability to access.
- *Level 2* – Inputs into the valuation methodology include quoted prices for similar assets or liabilities in active and inactive markets, other than quoted prices that are observable for specific assets or liabilities, and values that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified contractual term, the value must be observable for substantially the full term of the asset or liability.
- *Level 3* – Inputs into the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Assets held in trust by others represents a donor established perpetual trust held and administered by an outside trustee. The Hospital owns an interest in the trust rather than in the securities underlying the trust, and therefore it is generally required to consider such investments as Level 3 for the purposes of applying ASC 820. Such classification is based on the inability to redeem the investment, even though the underlying securities may not be difficult to value or may be readily marketable. Accordingly, the inputs or methodology used for valuing or classifying investments for financial reporting purposes are not necessarily an indication of the risk associated with investing in those investments.

The methods described above may produce a fair value that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Hospital believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

The carrying amount of patient accounts receivable, accounts payable, and accrued expenses approximate fair value because of the short maturity of these accounts.

(j) Net Interest in Foundation

The Hospital recognizes an asset for its interest in the net assets of the Foundation, which is a financially interrelated recipient organization, as defined. The change in the Foundation's net assets during 2014 and 2013 is shown separately in the accompanying consolidated statements of operations and changes in net assets. The Hospital's interest is classified as net interest in Foundation on the accompanying consolidated balance sheets.

(k) Net Asset Categories

To ensure observance of limitations and restrictions placed on the use of resources available to the Hospital, the accounts of the Hospital are maintained in the following net asset categories:

Unrestricted – Unrestricted net assets represent available resources other than donor restricted contributions. Included in unrestricted net assets are assets set aside by the board of directors for future capital improvements or for other purposes, as deemed appropriate.

Temporarily Restricted – Temporarily restricted net assets represent contributions that are restricted by the donor either as to purpose or as to time of expenditure.

Permanently Restricted – Permanently restricted net assets represent contributions received with the donor restriction that the principal be invested in perpetuity and that only the income earned that the trustee does not reinvest be available for operations. The net appreciation of the value of investments held in trust by others remains in permanently restricted net assets until cash is transferred to the Hospital.

(l) Excess of Revenues over Expenses

Excess of revenues over expenses included in the consolidated statements of operations reflects the Hospital's performance measure. Changes in unrestricted net assets which are excluded from excess of revenues over expenses, consistent with industry practice, include unrealized gains and losses on investments, except for losses that are deemed to be other than temporary, and contributions of long-lived assets (including assets acquired using contributions which by donor restriction were to be used for the purposes of acquiring such assets). Nonoperating gains and losses and equity in earnings of joint ventures are considered in the performance measure.

(m) Income Taxes

The Hospital is a tax-exempt organization as described in Section 501(c)(3) of the Internal Revenue Code and is generally exempt from income taxes. The accompanying consolidated financial statements have been prepared on the basis that this tax-exempt status will be maintained.

Franklin is a for-profit organization subject to income taxes. Franklin has net operating loss carryforwards. A valuation allowance has been recorded as management believes realization of such carryforwards is doubtful.

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

The Diagnostic Center is a pass-through entity. The Indemnity Company and Physician Partners are disregarded entities. The tax consequences of their operating results are assessed at the member level.

The Hospital recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount of benefit that is greater than fifty percent likely to be realized upon settlement. Changes in recognition in measurement are reflected in the period in which the change in judgment occurs. The Hospital did not recognize the effect of any income tax positions in either 2014 or 2013.

(n) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingencies at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Financial statement areas where management applies the use of assumptions and estimates consist primarily of the allowance for uncollectible accounts, contractual allowances and related third-party accounts, the pension liability, and the estimated self-insurance liability.

(o) Professional and General Liability

The liability for unpaid losses and loss adjustment expenses includes estimates for reported losses, plus supplemental amounts calculated based upon loss projections utilizing the Indemnity Company's and insureds' historical data. In establishing this reserve, the Indemnity Company utilizes the findings of an independent consulting actuary. Management believes that its aggregate liability for unpaid losses and loss adjustment expenses at year-end represents its best estimate, based upon available data, of the amount necessary to cover the ultimate cost of losses.

The ultimate liability and receivable could be significantly in excess of or less than the amount indicated in the consolidated financial statements. As adjustments to these estimates become necessary, such adjustments will be reflected in current operations.

(p) Recently Issued Accounting Pronouncements

In July 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-07, *Health Care Entities (Topic 954): Presentation and Disclosure of Patient Service Revenue, Provision for Bad Debts, and the Allowance for Doubtful Accounts for Certain Health Care Entities* (ASU 2011-07), which requires certain health care entities to change the presentation of their statement of operations by reclassifying the provision for bad debts associated with patient service revenue from an operating expense to a deduction from patient service revenue (net of contractual allowances and discounts). Additionally, those health care entities are required to provide enhanced disclosure about their policies for recognizing revenue and assessing bad debts. The amendments also require disclosures of patient service revenue (net of contractual allowances and discounts) as well as qualitative and quantitative information about changes in the allowance for doubtful accounts. ASU 2011-07 was effective for the Hospital's fiscal

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

year beginning October 1, 2012, and the change in presentation did not significantly impact the Hospital's financial position, results of operations or cash flows.

(q) Prior Year Reclassifications

Certain prior year balances have been reclassified in order to be consistent with the current year presentation.

(4) Net Revenue from Patient Services

A substantial portion of net revenue from patient services is derived from funds provided on behalf of patients under federal and state medical assistance programs. Revenue from some of these sources is determined by the application of reimbursement principles and is subject to audit by the applicable agencies. In the opinion of management, such principles have been properly applied in the determination of net patient service revenue. Settlement notices have been received from the Medicare program and the Medicaid program through 2010 and 2000, respectively. Retroactive adjustments are accrued on an estimated basis in the period the related services are rendered and adjusted in future periods as final settlements are determined or as years are no longer subject to audits, reviews and investigations. Adjustments related to prior year estimates increased the Hospital's net revenues by approximately \$5,977,000 and \$3,775,000, respectively.

Net patient service revenues consist of inpatient revenues, principally from routine patient care and ancillary services and outpatient revenues from ancillary services, after considering allowances under agreements with various third-party payors and provisions for uncollectible accounts. A reconciliation of gross revenues to net revenues from patient services for the years ended September 30, 2014 and 2013, is as follows (in thousands):

	<u>2014</u>	<u>2013</u>
Gross revenue from patient services	\$ 733,919	670,163
Contractual and other allowances	(454,430)	(401,170)
Charity care	(328)	(94)
Provision for uncollectible accounts, net of recoveries	<u>(11,074)</u>	<u>(12,878)</u>
Net revenue from patient services	<u>\$ 268,087</u>	<u>256,021</u>

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

The Hospital recognizes patient service revenue associated with services provided to patients who have third-party payor coverage on the basis of contractual rates for the services rendered. For uninsured patients that do not qualify for charity care, the Hospital recognizes revenue on the basis of discounted rates based on the self-pay discount policy. On the basis of historical experience, a significant portion of the Hospital's uninsured patients will be unable or unwilling to pay for the services provided. Thus, the Hospital records a significant provision for bad debts related to uninsured patients in the period the services are provided. Patient service revenue, net of contractual allowances and discounts (but before the provision for bad debts), recognized in the period from these major payor sources, is as follows:

	Governmental and other third-party payors	Self-pay	Total all payors
Revenue from patient services, net of contractual allowances, as of September 30, 2014	\$ 271,936	7,225	279,161
Revenue from patient services, net of contractual allowances, as of September 30, 2013	\$ 257,527	11,372	268,899

The Hospital grants credit without collateral to its patients, most of who are local residents and are insured under third-party payor agreements. The mix of gross receivables from private pay patients and third-party payors at September 30, 2014 and 2013 was as follows:

	2014	2013
Medicare (including Medicare managed care)	31.6%	31.9%
Medicaid	12.3	13.1
Other third-party payors	32.5	33.1
Private pay patients	23.6	21.9
	100.0%	100.0%

The Hospital's exposure to risk of nonpayment from private pay patients is more significant than other payors. However, the Hospital has recorded an estimate for uncollectible accounts, which, in management's opinion, is sufficient to provide for such risk. This estimate is based on a variety of factors including historical experience, the current economic environment and recent payment patterns.

(5) Regulatory and Legislative Matters

(a) State of Connecticut Regulatory Environment

Connecticut's acute care hospital regulatory system is currently administered by the State of Connecticut Office of Health Care Access (OHCA). The Hospital is subject to a regulatory system that includes the administration of a pool resulting in distribution of monies by the State to the Hospital.

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

The Hospital is subject to legislation enacted in 2011 imposing a tax on certain net patient service revenues of hospitals and changes to the disproportionate share hospital payments (DSH) pursuant to 2011 Conn. Pub. Acts 6 (145-149), as amended by 2011 Conn. Pub. Acts 44 (102-103) and Conn. Pub. Acts 61 (79). The tax is paid on a quarterly basis. The Hospital recorded a tax of \$8,789,076 which has been offset with \$7,559,854 of DSH payments and is recorded in supplies and other expenses for the year ended September 30, 2014. The Hospital recorded a tax of \$8,789,076 which has been offset with \$8,748,914 of DSH payments and is recorded in net revenue from patients for the year ended September 30, 2013.

(b) Federal Regulatory Environment

The healthcare industry is subject to numerous laws and regulations of federal, state and local governments. These laws and regulations include, but are not necessarily limited to, matters such as licensure, accreditation, government healthcare program participation requirements, reimbursement for patient services, and Medicare and Medicaid fraud and abuse and security and privacy of health information. Government activity has increased with respect to investigations and allegations concerning possible violations of fraud and abuse statutes and regulations by healthcare providers. Violations of these laws and regulations could result in expulsion from government healthcare programs together with the imposition of significant fines and penalties, as well as significant repayments for patient services previously billed. Management believes that the Hospital is in compliance with fraud and abuse regulations as well as other applicable government laws and regulations. While no material regulatory inquiries have been made, compliance with such laws and regulations can be subject to future government review and interpretation as well as regulatory actions unknown or unasserted at this time.

(6) Marketable Securities and Assets Whose Use is Limited

A comparison of cost and fair values of short-term investments, marketable securities, and assets whose use is limited, including the fair value of investments with unrealized losses that are not deemed other-than-temporarily impaired and the length of time the individual securities have been in a continuous unrealized loss position, at September 30, 2014 and 2013, is as follows (in thousands):

	2014					
	Total		Less than 12 months		12 months or more	
	Fair value	Cost	Fair value	Unrealized losses	Fair value	Unrealized losses
Cash and cash equivalents	\$ 18,630	18,630	—	—	—	—
Corporate bonds	11,820	11,807	1,062	(18)	4,559	(162)
U.S. government and agency obligations	14,023	13,990	2,926	(16)	1,686	(34)
Mutual funds	25,357	21,016	608	(9)	—	—
Equities	1,145	1,173	605	(62)	—	—
	<u>\$ 70,975</u>	<u>66,616</u>	<u>5,201</u>	<u>(105)</u>	<u>6,245</u>	<u>(196)</u>

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

	2013					
	Total		Less than 12 months		12 months or more	
	Fair value	Cost	Fair value	Unrealized losses	Fair value	Unrealized losses
Cash and cash equivalents	\$ 2,671	2,671	—	—	—	—
Corporate bonds	15,083	15,885	4,668	(274)	734	(53)
U.S. government and agency obligations	13,769	12,984	3,731	(42)	304	(5)
Mutual funds	27,155	21,326	706	(16)	—	—
Equities	4,633	4,052	—	—	—	—
	<u>\$ 63,311</u>	<u>56,918</u>	<u>9,105</u>	<u>(332)</u>	<u>1,038</u>	<u>(58)</u>

The above tables include permanently restricted assets held by others whose fair value exceeded cost by \$1,209,000 at September 30, 2014 and \$2,807,000 at September 30, 2013. Excluded from the tables are unrestricted assets, held at the Foundation, whose fair value exceeded cost by \$496,000 at September 30, 2014 and \$587,000 at September 30, 2013.

Assets whose use is limited for estimated self-insurance includes approximately \$10,900,000 and \$6,200,000 of other assets, substantially receivables, as of September 30, 2014 and 2013, respectively.

The following table sets forth by level, within the fair value hierarchy, the Hospital's financial instruments at fair value as of September 30, 2014 (in thousands):

	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 17,838	—	—	17,838
Domestic corporate bonds	—	9,838	—	9,838
U.S. government and agency obligations	—	12,347	—	12,347
Equity mutual funds	14,925	—	—	14,925
Equity funds	331	—	—	331
Total	<u>33,094</u>	<u>22,185</u>	<u>—</u>	<u>55,279</u>
Assets held in trust by others:				
Perpetual trust	—	—	15,696	15,696
Total	<u>\$ 33,094</u>	<u>22,185</u>	<u>15,696</u>	<u>70,975</u>

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

The following table sets forth by level, within the fair value hierarchy, the Hospital's financial instruments at fair value as of September 30, 2013 (in thousands):

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Cash and cash equivalents	\$ 2,307		—	2,307
Domestic corporate bonds	—	12,723	—	12,723
U.S. government and agency obligations	—	11,518	—	11,518
Equity mutual funds	17,017	—	—	17,017
Equity funds	4,488	—	—	4,488
Total	23,812	24,241	—	48,053
Assets held in trust by others:				
Perpetual trust	—	—	15,258	15,258
Total	\$ 23,812	24,241	15,258	63,311

Mutual funds and equities are traded actively on exchanges and price quotes for these shares are readily available.

For domestic and foreign bonds and U.S. government obligations multiple prices and price types are obtained from pricing vendors whenever possible, which enables cross-provider validations. A primary price source is identified based on asset type, class or issue for each security. The fair values of fixed-income securities are based on evaluated prices that reflect observable market information, such as actual trade information of similar securities, adjusted for observable differences.

The redemption period for the Hospital's financial instruments ranges from daily to monthly and require notification of one to five days, except for assets held in perpetual trust by others.

The following table presents additional information about investments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the year ended September 30 (in thousands):

	<u>2014</u>	<u>2013</u>
Perpetual trust:		
Fair value at beginning of the year	\$ 15,258	14,299
Net realized and change in unrealized gains	1,177	1,653
Appropriation of endowment assets for expenditure	(739)	(694)
Fair value at end of the year	\$ 15,696	15,258

Assets held in trust by others represents a donor established perpetual trust held and administered by an outside trustee. The Hospital receives a specific portion of the return on the underlying assets of the perpetual trust. The investment income is recorded as unrestricted investment income in nonoperating gains (losses).

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

(7) Property and Equipment

A summary of property and equipment at September 30, 2014 and 2013 is as follows (in thousands):

	2014	2013
Land and land improvements (5–25 yrs)	\$ 7,911	7,328
Buildings and building improvements (10–40 yrs)	67,094	67,017
Equipment (3–25 yrs)	122,662	114,099
Projects in process	395	1,217
	198,062	189,661
Less accumulated depreciation and amortization	(135,691)	(125,787)
Property and equipment, net	\$ 62,371	63,874

Property under capital leases had a net book value of \$955,000 and \$1,476,000 at September 30, 2014 and 2013, respectively.

(8) Long-Term Obligations

In May 1997 the Hospital issued \$36,150,000 of State of Connecticut Health and Educational Facilities Authority (CHEFA) Bonds, Series E, dated May 1, 1997, 5.00% – 6.00% Serial and Term Bonds (Bonds) payable annually in amounts ranging from \$985,000 to \$3,000,000 through July 1, 2022.

The Hospital is required to maintain a Debt Service Reserve fund of the lesser of 10% of the principal amount of the Bonds, the amount required to fund the current portion of the principal and interest payable in any year, or 125% of the average annual debt service on the Bonds. The Hospital is also required to comply with certain financial covenants for the Bonds, including a Debt Service Coverage Ratio requirement of at least 1.25, a Debt Ratio requirement of no greater than 0.75 and a Current Ratio requirement of at least 1.40. The Bond agreements indicate that if the Current Ratio is below 1.40 but above 1.0 and the Debt Service Coverage Ratio is below 1.25 but above 1.0, a consultant is required.

Other long-term obligations consist of capital equipment financing notes and capital leases: Wells Fargo Equipment Finance, with interest of 5.75%, beginning August 2010 and maturing July 2015.

SAINT MARY'S HOSPITAL, INC.
Notes to Consolidated Financial Statements
September 30, 2014 and 2013

Long-term obligations at September 30, 2014 and 2013 are as follows (in thousands):

	2014	2013
CHEFA Series E Bonds, principal payable annually and interest payable in semi-annual installments	\$ 19,625	21,475
Capital leases	891	1,531
	20,516	23,006
Less unamortized portion of bond discount	(116)	(142)
Less current portion	(2,509)	(2,490)
	\$ 17,891	20,374

Principal payments on the Hospital's long-term obligations and capital lease payments are as follows (in thousands):

	Long-term obligations	Capital leases
Year ending September 30:		
2015	\$ 1,960	549
2016	2,090	248
2017	2,215	94
2018	2,360	—
2019	2,510	—
Thereafter	8,490	—
	\$ 19,625	891
Interest payments		153
		\$ 1,044

The CHEFA Series E bonds and capital equipment financing notes are collateralized by substantially all of the Hospital's land, buildings and equipment.

Long-term debt is carried at cost. Fair values are estimated based on quoted market prices for the same or similar issues. The estimated fair value of the CHEFA Series E bonds approximates \$19,635,000 as of September 30, 2014 and is classified as Level 2 for fair value disclosure purposes.

(9) Line of Credit

The Hospital maintains a financing agreement with Webster Bank for a \$5,000,000 line of credit which has an August 13, 2015 maturity date. Interest on the line of credit is at the Hospital's choice of either the lending institution's prime rate or at the LIBOR rate plus 110 basis points. At September 30, 2014 and 2013, there was no outstanding balance under this line of credit agreement. Additionally, \$450,000 of the unused line of credit secures a stand-by letter of credit.

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

(10) Unrestricted, Temporarily, and Permanently Restricted Net Assets

The changes in consolidated unrestricted net assets attributable to the Hospital and noncontrolling interest for the year ended September 30, 2014 were as follows (in thousands):

	<u>Total</u>	<u>Controlling interest</u>	<u>Noncontrolling interest</u>
Unrestricted net assets, beginning of year	\$ 32,634	32,332	302
Excess (deficiency) of revenues over expenses	12,846	12,414	432
Net assets released from restriction for capital expenditures	(48)	(48)	—
Transfers to affiliates	(363)	1	(364)
Change in unrealized (losses) gains on marketable securities and other assets whose use is limited	(527)	(527)	—
Change in accumulated pension charges to unrestricted net assets	<u>(13,377)</u>	<u>(13,377)</u>	<u>—</u>
Unrestricted net assets, end of year	<u>\$ 31,165</u>	<u>30,795</u>	<u>370</u>

The changes in consolidated unrestricted net assets attributable to the Hospital and noncontrolling interest for the year ended September 30, 2013 were as follows (in thousands):

	<u>Total</u>	<u>Controlling interest</u>	<u>Noncontrolling interest</u>
Unrestricted net assets, beginning of year	\$ 880	528	352
Excess (deficiency) of revenues over expenses	10,508	10,153	355
Net assets released from restriction for capital expenditures	545	545	—
Transfers to affiliates	(519)	(114)	(405)
Change in unrealized gains on marketable securities and other assets whose use is limited	401	401	—
Change in accumulated pension charges to unrestricted net assets	<u>20,819</u>	<u>20,819</u>	<u>—</u>
Unrestricted net assets, end of year	<u>\$ 32,634</u>	<u>32,332</u>	<u>302</u>

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

Temporarily restricted net assets are available for the following purposes at September 30, 2014 and 2013 (in thousands):

	2014	2013
Cancer	\$ 212	196
Building and equipment	421	428
Community services	511	518
Education	186	153
Other	1,085	974
	\$ 2,415	2,269

Permanently restricted net assets at September 30, 2014 and 2013 are restricted to (in thousands):

	2014	2013
Investments held by trustee in perpetuity, the income from which is expendable to support Hospital operations	\$ 15,713	15,287
Investments held by Hospital Foundation in perpetuity, the income from which is expendable to support:		
Hospital operations	818	818
Medical education	150	150
	\$ 16,681	16,255

(11) Endowment

The Uniform Prudent Management of Institutional Funds Act (UPMIFA) adopted by the State of Connecticut (Act) provides standards to guide investing in a prudent manner and eliminated the restriction that endowment funds could not be spent below historical dollar value.

The Hospital's endowment consists of funds established for a variety of purposes including donor-restricted endowment funds. Net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions. At September 30, 2014 and 2013, the Hospital has no funds designated by the Board of Directors as endowment.

The Hospital has interpreted UPMIFA as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. The Hospital classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Hospital in a manner consistent with the standard of prudence prescribed by the Act.

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

The Hospital considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds; the duration and preservation of the fund, the purposes of the Hospital and the donor-restricted endowment funds, general economic conditions, the possible effect of inflation and deflation, the expected total return from income and the appreciation of investments, other resources of the Hospital, and the investment policies of the Hospital.

Endowment funds consist of the following at September 30, 2014 and 2013 (in thousands):

	<u>Temporarily restricted</u>	<u>Permanently restricted</u>	<u>Total</u>
Donor-restricted endowment funds at September 30, 2014	\$ 457	16,681	17,138
Donor-restricted endowment funds at September 30, 2013	\$ 375	16,255	16,630

Changes in endowment funds for the year ended September 30, 2014 are as follows (in thousands):

	<u>Temporarily restricted</u>	<u>Permanently restricted</u>	<u>Total</u>
Endowment net assets, September 30, 2013	\$ 375	16,255	16,630
Investment return:			
Investment income	110	913	1,023
Net (depreciation) appreciation	(23)	264	241
Total investment return	87	1,177	1,264
Appropriation of endowment assets for expenditure	(5)	(751)	(756)
Endowment net assets, September 30, 2014	<u>\$ 457</u>	<u>16,681</u>	<u>17,138</u>

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

Changes in endowment funds for the year ended September 30, 2013 are as follows (in thousands):

	Temporarily restricted	Permanently restricted	Total
Endowment net assets, September 30, 2012	\$ 261	15,306	15,567
Investment return:			
Investment income	96	789	885
Net appreciation	19	864	883
Total investment return	115	1,653	1,768
Appropriation of endowment assets for expenditure	(1)	(704)	(705)
Endowment net assets, September 30, 2013	\$ 375	16,255	16,630

The Hospital has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. Endowment assets include those assets of donor-restricted funds that the Hospital must hold in perpetuity or for a donor-specified period. Funds held in trust by others represents a donor established perpetual trust held and administered by an outside trustee and are not within the Hospital's control as to spending and investment policies.

To satisfy its long term rate-of-return objectives, the Hospital relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Hospital targets a diversified asset allocation that places emphasis on investments in equities and fixed income investments to achieve its long-term return objectives with prudent risk constraints.

The Hospital follows a policy of spending an amount that approximates the investment income earned, in addition to specific purchases of capital equipment. Accordingly, the Hospital expects its spending policy will allow its endowment funds to be maintained in perpetuity by growing at a rate at least equal to the planned payouts. Additional real endowment growth will be provided through new gifts and any excess investment return.

(12) Professional and General Liability

Prior to July 1, 2009, the Hospital purchased limits of professional and general liability from Partners Interinsurance Exchange (PIE) to cover risks up to specified limits. Within PIE the Hospital maintained retentions net to its own account by type of coverage. A claims made reinsurance contract was purchased each fiscal year that provided coverage above these retentions. Beginning January 1, 2002, the professional liability coverage provided for total limits, with respect to professional liability, of \$18 million per claim and \$27 million in the aggregate, with a retention inside that limit of \$3,000,000 per incident applying as net to the Hospital's account within PIE. The general liability coverage provided limits of \$16 million per claim and \$19 million in the aggregate with a retention of \$1,000,000 per incident and \$4,000,000 in the annual aggregate retained as net to the Hospital's account within PIE. The Hospital paid an actuarially

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

determined premium to PIE for the purpose of setting aside assets to cover the reasonable value of ultimate expected loss retained as net within PIE.

During June 2009, the Hospital established the Indemnity Company as a successor to the Hospital's financial interest in PIE. On July 1, 2009 the Hospital's account in PIE was transferred to the Indemnity Company. The Hospital and certain affiliates continue to purchase limits of professional and general liability from the Indemnity Company at levels previously purchased from PIE.

Professional liability have been asserted against the Hospital by various claimants. The claims are in various stages of assessment and resolution. There are also known and unknown incidents that have occurred through September 30, 2014 that may result in the assertion of additional claims. Actuarially determined premiums are paid in order to set aside assets to cover the reasonable value of ultimate expected losses. The resolution of these claims, including those unasserted, involves extended evaluation of the facts, including the involvement of independent specialists. As a result, the estimates made are reassessed periodically and are subject to change. Hospital management, along with its consulting actuaries, accrued its best estimate of professional and general liabilities. Hospital management believes that the ultimate settlement of these claims will not have a material impact on the Hospital's consolidated financial position or results of their operations, as adequate self-insurance reserves, Indemnity Company assets and reinsurance are in place.

The Indemnity Company entered into a loss portfolio transfer (LPT) on July 1, 2009 with PIE. The losses associated with this transaction did not transfer insurance risk to the Indemnity Company. As such, this LPT is accounted for using deposit accounting, which requires offsetting assets and liabilities.

Activity in the reserves for premiums held on deposit included in self-insurance liability is summarized as follows (in thousands):

	<u>2014</u>	<u>2013</u>
Reserves for premiums held on deposit at beginning of year	\$ 10,544	6,657
Current period payments from loss escrow	4,600	2,450
Change in reserve for premiums held on deposit for loss portfolio transfer	374	6,673
Current period payments from reserves for premiums held on deposit	403	5,236
Reserves for premiums held on deposit at end of year	<u>\$ 15,115</u>	<u>10,544</u>

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

Activity in the self-insurance liability for unpaid losses and loss adjustment expenses for prospective losses is summarized as follows (in thousands):

	2014	2013
Balance at beginning of period	\$ 14,993	14,750
Less reinsurance recoverable	(2,650)	(2,300)
Net balance at beginning of period	12,343	12,450
Incurred related to:		
Current year	4,547	4,493
Prior years	(993)	(4,034)
Total incurred	3,554	459
Paid related to:		
Current year	73	3
Prior years	350	563
Total paid	423	566
Net balance at end of period	15,474	12,343
Add reinsurance recoverable	2,750	2,650
Balance at end of period	\$ 18,224	14,993

The provision for incurred losses related to prior years (relating to loss incurred subsequent to the loss portfolio transfer from Partner Interinsurance Exchange at July 1, 2009) totaled (\$993,000) and (\$4,034,000) for 2014 and 2013, respectively, the result of development on outstanding claims.

(13) Retirement Plans

(a) Defined Benefit Plan

The Hospital has a noncontributory, defined benefit pension plan (the Plan) for most employees, which is funded with available cash flow. The Plan is qualified as a "Church Plan" and is therefore exempt from a majority of ERISA regulations. Plan benefits are not guaranteed by the Pension Benefit Guaranty Corporation. The Plan was frozen to new entrants in 1997. In 2004, the Plan's benefits were curtailed to eliminate participants' earnings of additional benefits for future services.

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

The following table sets forth the Plan's funded status at September 30, 2014 and 2013, the Plan measurement date, (in thousands):

	2014	2013
Change in benefit obligation:		
Benefit obligation, beginning of year	\$ 124,196	138,482
Interest cost	6,064	5,613
Actuarial loss (gain)	17,454	(13,726)
Benefits paid	(6,786)	(6,173)
Benefit obligation, end of year	140,928	124,196
Change in plan assets:		
Fair value of plan assets, beginning of year	66,215	59,683
Actual return on plan assets	6,091	7,340
Contributions	4,121	5,365
Benefits paid	(6,786)	(6,173)
Fair value of plan assets, end of year	69,641	66,215
Funded status at year end	\$ (71,287)	(57,981)
Amounts recognized in consolidated balance sheets consist of:		
Noncurrent liabilities	\$ (71,287)	(57,981)
Accumulated charges to unrestricted net assets, consisting of net actuarial losses	56,338	42,961
Net amount recognized	\$ (14,949)	(15,020)

The prior service cost that will be amortized from accumulated charges to unrestricted net assets into net periodic benefit cost over the next fiscal year is \$4,427,000.

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

The accumulated benefit obligation for the pension plan was \$140,928,000 and \$124,196,000 at September 30, 2014 and 2013, respectively. Net periodic benefit cost recognized in 2014 and 2013 was (in thousands):

	2014	2013
Components of net periodic benefit cost:		
Interest cost	\$ 6,064	5,613
Expected return on plan assets	(5,064)	(4,724)
Net amortization and deferral	3,050	4,477
Net periodic benefit cost	4,050	5,366
Other changes in plan assets and benefit obligation recognized as (charges) credits to unrestricted net assets in 2014 and 2013 are as follows (in thousands):		
Net (loss) gain	(10,327)	25,296
Net amortization and deferral	(3,050)	(4,477)
(Decrease) increase recognized in changes to unrestricted net assets	(13,377)	20,819
(Decrease) increase to unrestricted net assets associated with recognized net periodic benefit cost and (charge) credit to accumulated pension charge	\$ (17,427)	15,453

Weighted average assumptions used to determine benefit obligations and net periodic benefit cost as of and for the years end September 30, 2014 and 2013 were as follows:

	2014	2013
Weighted average assumptions at September 30:		
Discount rate for benefit obligations	4.55%	5.02%
Discount rate for net periodic benefit cost	5.02	4.15
Expected return on plan assets	8.00	8.00

The discount rate is based on high-grade bond yield curve under which benefits were projected and discounted at spot rates along the curve. The discount rate was then determined as a single rate yielding the same present values.

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

The following table sets forth by level, within the fair value hierarchy, the pension plan's financial instruments at fair value as of September 30, 2014 (in thousands):

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market funds	\$ 2,241	—	—	2,241
Domestic corporate bonds	—	12,827	—	12,827
U.S. government and agency obligations	—	261	—	261
Equity mutual funds	47,991	—	—	47,991
Fixed income mutual funds	6,321	—	—	6,321
Preferred equity securities	—	—	—	—
Total	<u>\$ 56,553</u>	<u>13,088</u>	<u>—</u>	<u>69,641</u>

The following table sets forth by level, within the fair value hierarchy, the pension plan's financial instruments at fair value as of September 30, 2013 (in thousands):

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market funds	\$ 1,745	—	—	1,745
Domestic corporate bonds	—	14,443	—	14,443
U.S. government and agency obligations	—	291	—	291
Equity mutual funds	44,545	—	—	44,545
Fixed income mutual funds	4,747	—	—	4,747
Preferred equity securities	—	444	—	444
Total	<u>\$ 51,037</u>	<u>15,178</u>	<u>—</u>	<u>66,215</u>

The redemption period for the Plan's financial instruments ranges from daily to monthly and require notification of one to five days.

The expected long-term rate of return for the plan's total assets is based on the expected return of each of the above categories, weighted based on the target allocation of each class. Equity securities are expected to return 9% to 10% over the long-term, while debt securities are expected to return between 4% and 7%. Money market funds are held to pursue market opportunities.

The investment policy, as established by the Investment Committee, is to earn a total return in any five-year period that will have exceeded the interest assumption in the actuarial plan valuation for that five-year period. For performance evaluation purposes, all rates of return will be examined on a net-of-fee basis. The pension assets are to be broadly diversified so as to limit the impact of large losses in individual investments on the total portfolio. The asset allocation is reviewed on a quarterly basis.

In the aggregate, contributions to the pension plan are expected to be \$5,400,000 in 2015.

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

The following benefit payments are expected to be paid (in thousands):

2015	\$	7,408
2016		7,574
2017		7,848
2018		8,196
2019		8,422
2020 through 2024		<u>45,151</u>
	\$	<u><u>84,599</u></u>

(b) Defined Contribution Plan

The Hospital established a defined contribution plan when it reduced the benefits of the Plan via amendment in 1997. The defined contribution plan provides for a Hospital match up to a certain percentage of employee contributions. Expenses related to the defined contribution plan amounted to \$3,885,000 and \$5,005,000 in 2014 and 2013, respectively, and are included in employee benefits in the accompanying consolidated statements of operations.

(c) Supplemental Pension Plan

In addition, the Hospital has an unfunded supplemental pension plan for a small group of long term employees, who are now retired. The Hospital's recorded liability was \$975,000 and \$923,000 at September 30, 2014 and 2013, respectively.

(14) Leases and Rental Expenses

Rental expense aggregated approximately \$6,303,000 and \$6,138,000 for the years ended September 30, 2014 and 2013, respectively. Minimum future rental commitments on all noncancelable operating leases with initial or remaining terms of more than one year are as follows (in thousands):

Fiscal year:		
2015	\$	3,208
2016		2,429
2017		1,654
2018		1,349
2019		1,186
2020 and thereafter		<u>5,253</u>
	\$	<u><u>15,079</u></u>

The Hospital rents space from SMHS in a medical office building for approximately \$13,000 per month.

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

(15) Cancer Center

During 1997, the Hospital entered into an agreement with Waterbury Hospital to develop a joint Cancer Care Center, known as the Harold Leever Regional Cancer Center (HLRCC) that provides treatment services to cancer patients in the greater Waterbury area. The Hospital is entitled to distributions at the discretion of HLRCC's Board of Directors, which is selected by Waterbury Hospital and the Hospital on a 50/50 basis. The Hospital's investment in HLRCC is carried using the equity method, and the carrying value is approximately \$9,562,000 and \$10,151,000 at September 30, 2014 and 2013, respectively. Equity in earnings was approximately (\$424,000) and \$414,000 in 2014 and 2013, respectively.

(16) Heart Center of Greater Waterbury

The Hospital and Waterbury Hospital operate an advanced cardiac care program known as the Heart Center of Greater Waterbury, Inc. (HCGW). Patients at the Hospital and Waterbury Hospital are provided access to services such as angioplasty and open heart surgery. Procedures are performed at both hospitals, each recording related revenues and expenses. The HCGW, a MSO that provides administrative support and management functions to the program, has a Board of Directors selected by Waterbury Hospital and the Hospital on a 50/50 basis. HCGW incurs costs, which are funded by the hospitals, to market the program and derives no net assets from its activities. The Hospital expensed \$118,000 and \$131,000 of funding, in 2014 and 2013, respectively.

(17) Investments in Joint Venture Arrangements

Naugatuck Valley MRI Limited Partnership

The Hospital is a 1% general partner and a 47% limited partner in the Naugatuck Valley MRI Limited Partnership, which provides diagnostic imaging services in Waterbury. The investment is carried on the equity basis, and the carrying value is approximately \$199,000 and \$255,000 at September 30, 2014 and 2013, respectively. Equity in earnings was approximately (\$55,000) and \$402,000 in 2014 and 2013, respectively.

SAINT MARY'S HOSPITAL, INC.

Notes to Consolidated Financial Statements

September 30, 2014 and 2013

(18) Other Operating Revenues

Components of other operating revenues for the years ended September 30, 2014 and 2013 are as follows (in thousands):

	2014	2013
Investment income related to short-term investments and investments for self-insurance	\$ 280	276
Cafeteria	1,170	1,173
Outside services	545	274
State grants	656	742
Parking fees	232	320
Day care	718	665
Rentals	1,242	1,263
Meaningful use	2,962	1,149
Other	1,971	1,009
Total	\$ 9,776	6,871

(19) Functional Expenses

The Hospital provides general health care services to residents within its geographic location. Expenses related to providing these services for the years ended September 30, 2014 and 2013 are as follows (in thousands):

	2014	2013
Health care services	\$ 225,237	215,207
General and administrative	43,745	39,372
	\$ 268,982	254,579

(20) Activities Between Affiliates

During 2014 and 2013, the Foundation distributed \$80,000 and \$311,000, respectively, to the Hospital to support programs and services.

In addition to the lease activity with affiliates described in note 14, all employees of SMHS and the Foundation are paid through the Hospital's payroll system, and the amounts paid are charged directly to the related affiliate. In addition, time spent by certain Hospital employees on affiliate activities is charged to the related affiliate.

(21) Subsequent Events

The Hospital has evaluated events through December 22, 2014, which represents the date the consolidated financial statements were available to be issued and noted no subsequent events that would have impacted the Hospital's consolidated financial statements except as disclosed below.

SAINT MARY'S HOSPITAL, INC.

Consolidating Balance Sheet

September 30, 2014

(In thousands)

	Saint Mary's Hospital	Franklin Medical Group, P.C.	Saint Mary's Indemnity Company, LLC	Southbury Diagnostic Imaging Center, Inc.	Eliminations	2014 Consolidated
Current assets:						
Cash and cash equivalents	\$ 24,610	823	—	364	—	25,797
Short-term investments	17	—	—	—	—	17
Current portion of assets whose use is limited	1,145	—	4,803	—	—	5,948
Accounts receivable, net	26,816	2,999	(68)	381	68	30,196
Other current assets	6,108	253	5,749	17	(5,515)	6,612
Total current assets	58,696	4,075	10,484	762	(5,447)	68,570
Marketable securities	20,803	—	—	—	—	20,803
Assets whose use is limited:						
By donor and held in trust by others	15,696	—	—	—	—	15,696
For estimated self-insurance liability	—	—	41,038	—	—	41,038
By bond indenture	4,321	—	—	—	—	4,321
Net interest in Foundation	5,182	—	—	—	—	5,182
Other	6	—	—	—	—	6
Total assets whose use is limited	25,205	—	41,038	—	—	66,243
Less current portion of assets whose use is limited	1,145	—	4,803	—	—	5,948
Noncurrent assets whose use is limited	24,060	—	36,235	—	—	60,295
Property and equipment, net	59,768	1,417	—	1,186	—	62,371
Other assets:						
Investments in joint venture arrangements	23,723	—	—	—	(13,699)	10,024
Deferred financing costs, net	103	—	—	—	—	103
Total other assets	23,826	—	—	—	(13,699)	10,127
Total assets	\$ 187,153	5,492	46,719	1,948	(19,146)	222,166

SAINT MARY'S HOSPITAL, INC.

Consolidating Balance Sheet

September 30, 2014

(In thousands)

	Saint Mary's Hospital	Franklin Medical Group, P.C.	Saint Mary's Indemnity Company, LLC	Southbury Diagnostic Imaging Center, Inc.	Eliminations	2014 Consolidated
Current liabilities:						
Current portion of long-term obligations	\$ 2,101	—	—	408	—	2,509
Accounts payable	16,795	432	—	25	—	17,252
Salaries, wages, and payroll withholdings	3,974	1,370	—	299	—	5,643
Due to third-party payors, net	783	—	—	—	—	783
Accrued expenses and other current liabilities	13,994	504	5,038	219	(5,447)	14,308
Total current liabilities	<u>37,647</u>	<u>2,306</u>	<u>5,038</u>	<u>951</u>	<u>(5,447)</u>	<u>40,495</u>
Long-term liabilities:						
Long-term obligations, net of current portion	17,818	—	—	73	—	17,891
Estimated self-insurance liability	3,278	—	28,536	—	—	31,814
Pension and deferred compensation	72,182	—	—	—	—	72,182
Other long-term liabilities	9,464	59	—	—	—	9,523
Total long-term liabilities	<u>102,742</u>	<u>59</u>	<u>28,536</u>	<u>73</u>	<u>—</u>	<u>131,410</u>
Net assets (deficit):						
Unrestricted	27,668	3,127	13,145	924	(14,069)	30,795
Noncontrolling interest in subsidiaries	—	—	—	—	370	370
Total unrestricted	<u>27,668</u>	<u>3,127</u>	<u>13,145</u>	<u>924</u>	<u>(13,699)</u>	<u>31,165</u>
Temporarily restricted	2,415	—	—	—	—	2,415
Permanently restricted	16,681	—	—	—	—	16,681
Total net assets	<u>46,764</u>	<u>3,127</u>	<u>13,145</u>	<u>924</u>	<u>(13,699)</u>	<u>50,261</u>
Total liabilities and net assets	<u>\$ 187,153</u>	<u>5,492</u>	<u>46,719</u>	<u>1,948</u>	<u>(19,146)</u>	<u>222,166</u>

See accompanying independent auditors' report.

SAINT MARY'S HOSPITAL, INC.
 Consolidating Statement of Operations
 Year ended September 30, 2014
 (In thousands)

	Saint Mary's Hospital	Franklin Medical Group, P.C.	Saint Mary's Indemnity Company, LLC	Southbury Diagnostic Diagnostic Imaging Center, Inc.	Eliminations	2014 Consolidated
Revenues:						
Revenue from patient services, net of contractual allowances	\$ 248,807	24,157	—	6,197	—	279,161
Provision for uncollectible accounts	(10,078)	(996)	—	—	—	(11,074)
Net revenue from patient services	238,729	23,161	—	6,197	—	268,087
Other operating revenues	8,706	4,039	5,070	16	(8,055)	9,776
Total revenues	247,435	27,200	5,070	6,213	(8,055)	277,863
Expenses:						
Salaries and wages	85,350	26,689	—	1,168	—	113,207
Employee benefits	24,562	3,778	—	280	—	28,620
Supplies and other expenses	106,022	9,260	4,092	3,370	(7,482)	115,262
Depreciation and amortization	9,888	283	—	284	—	10,455
Interest	1,405	—	—	33	—	1,438
Total expenses	227,227	40,010	4,092	5,135	(7,482)	268,982
Operating income (loss)	20,208	(12,810)	978	1,078	(573)	8,881
Nonoperating gains (losses):						
Investment income, net	2,279	—	1,545	—	—	3,824
Equity in earnings of joint ventures	3,359	—	—	—	(3,170)	189
Change in net assets of Foundation	281	—	—	—	—	281
Net loss on disposal of assets	(46)	—	—	—	—	(46)
Other	(856)	—	—	—	573	(283)
Total nonoperating gains (losses), net	5,017	—	1,545	—	(2,597)	3,965
Excess (deficiency) of revenues over expenses	25,225	(12,810)	2,523	1,078	(3,170)	12,846
Net assets released from restriction	(48)	—	—	—	—	(48)
Capital transactions, net	(14,778)	14,778	—	(910)	547	(363)
Change in unrealized (losses) gains on marketable securities and other assets whose use is limited	(527)	—	(486)	—	486	(527)
Change in accumulated pension charges to unrestricted net assets	(13,377)	—	—	—	—	(13,377)
(Decrease) increase in unrestricted net assets	\$ (3,505)	1,968	2,037	168	(2,137)	(1,469)

See accompanying independent auditors' report.