



ST. CHARLES HEALTH SYSTEM, INC.

Consolidated Financial Statements
and Supplementary Schedules

December 31, 2018 and 2017

(With Independent Auditors' Report Thereon)

ST. CHARLES HEALTH SYSTEM, INC.

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KPMG LLP
Suite 3800
1300 South West Fifth Avenue
Portland, OR 97201

Independent Auditors' Report

The Board of Directors
St. Charles Health System, Inc.:

We have audited the accompanying consolidated financial statements of St. Charles Health System, Inc. (the Corporation), which comprise the consolidated balance sheets as of December 31, 2018 and 2017, 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 Consolidated 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 auditors consider 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 St. Charles Health System, Inc. as of December 31, 2018 and 2017, and the results of its operations and its cash flows for the years then ended, in accordance with U.S. generally accepted accounting principles.



Emphasis of Matter

As discussed in Note 1 to the consolidated financial statements, in 2018, the Corporation adopted new accounting guidance in Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* and ASU No. 2016-14, *Presentation of Financial Statements of Not-for-Profit Entities (Topic 958)*. Our opinion is not modified with respect to this matter.

Other Matters

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The supplemental information included in schedules I and II 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

Portland, Oregon
March 27, 2019

ST. CHARLES HEALTH SYSTEM, INC.

Consolidated Balance Sheets

December 31, 2018 and 2017

Assets	2018	2017
Current assets:		
Cash and cash equivalents	\$ 60,017,000	59,891,000
Investments, current portion	4,357,000	4,302,000
Patient accounts receivable, net of allowances	88,113,000	87,232,000
Other receivables, net	16,707,000	25,329,000
Supplies inventory	15,930,000	14,709,000
Prepaid expenses and other current assets	8,531,000	8,760,000
Total current assets	193,655,000	200,223,000
Investments, net of current portion	503,063,000	542,179,000
Property and equipment, net	361,250,000	334,195,000
Other assets	3,122,000	3,040,000
Total assets	\$ 1,061,090,000	1,079,637,000
Liabilities and Net Assets		
Current liabilities:		
Accounts payable	\$ 46,363,000	45,213,000
Accrued liabilities	50,730,000	57,444,000
Estimated third-party payor settlements payable, net	2,200,000	3,627,000
Deferred revenue	1,596,000	1,351,000
Long-term obligations, current portion	3,145,000	3,188,000
Total current liabilities	104,034,000	110,823,000
Long-term obligations, net of current portion	289,419,000	295,222,000
Other liabilities	12,856,000	14,658,000
Total liabilities	406,309,000	420,703,000
Net assets:		
SCHS:		
Without donor restrictions	641,591,000	646,867,000
With donor restrictions	8,314,000	7,211,000
Noncontrolling interests:		
Without donor restrictions	4,876,000	4,856,000
Total net assets	654,781,000	658,934,000
Total liabilities and net assets	\$ 1,061,090,000	1,079,637,000

See accompanying notes to consolidated financial statements.

ST. CHARLES HEALTH SYSTEM, INC.

Consolidated Statements of Operations

Years ended December 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Operating revenues:		
Net patient service revenue	\$ 677,824,000	649,247,000
Premium revenue	56,749,000	57,278,000
Other revenue	37,466,000	42,374,000
Total operating revenues	<u>772,039,000</u>	<u>748,899,000</u>
Expenses:		
Salaries and wages	345,601,000	334,169,000
Employee benefits	88,207,000	92,981,000
Professional fees and assessments	45,195,000	44,657,000
Depreciation and amortization	40,175,000	35,242,000
Interest	7,540,000	6,792,000
Medical supplies, drugs, and other	221,044,000	211,133,000
Total expenses	<u>747,762,000</u>	<u>724,974,000</u>
Excess of revenues over expenses from operations	<u>24,277,000</u>	<u>23,925,000</u>
Other (loss) income:		
Investment (loss) income, net	(23,294,000)	56,407,000
Other, net	1,652,000	2,218,000
Total other (loss) income, net	<u>(21,642,000)</u>	<u>58,625,000</u>
Excess of revenue over expenses	2,635,000	82,550,000
Net assets released from donor restriction	999,000	948,000
Other transfers	(440,000)	(5,000)
Distributions to noncontrolling interests	(8,450,000)	(8,499,000)
(Decrease) increase in net assets without donor restriction	<u>\$ (5,256,000)</u>	<u>74,994,000</u>

See accompanying notes to consolidated financial statements.

ST. CHARLES HEALTH SYSTEM, INC.

Consolidated Statements of Changes in Net Assets

Years ended December 31, 2018 and 2017

	SCHS – Without restrictions restrictions	SCHS – With donor restrictions	Noncontrolling interests – without donor restrictions	Total
Net assets at December 31, 2016	\$ 571,777,000	5,620,000	4,952,000	582,349,000
Excess of revenue over expenses	74,147,000	—	8,403,000	82,550,000
Donor-restricted contributions	—	2,933,000	—	2,933,000
Net assets released from donor restriction	948,000	(1,559,000)	—	(611,000)
Other transfers	(5,000)	5,000	—	—
Distributions	—	—	(8,499,000)	(8,499,000)
Other changes in net assets	—	212,000	—	212,000
Change in net assets	<u>75,090,000</u>	<u>1,591,000</u>	<u>(96,000)</u>	<u>76,585,000</u>
Net assets at December 31, 2017	<u>646,867,000</u>	<u>7,211,000</u>	<u>4,856,000</u>	<u>658,934,000</u>
(Deficit) excess of revenue over expenses	(5,835,000)	—	8,470,000	2,635,000
Donor-restricted contributions	—	2,096,000	—	2,096,000
Net assets released from donor restriction	999,000	(1,307,000)	—	(308,000)
Other transfers	(440,000)	440,000	—	—
Distributions	—	—	(8,450,000)	(8,450,000)
Other changes in net assets	—	(126,000)	—	(126,000)
Change in net assets	<u>(5,276,000)</u>	<u>1,103,000</u>	<u>20,000</u>	<u>(4,153,000)</u>
Net assets at December 31, 2018	\$ <u><u>641,591,000</u></u>	<u><u>8,314,000</u></u>	<u><u>4,876,000</u></u>	<u><u>654,781,000</u></u>

See accompanying notes to consolidated financial statements.

ST. CHARLES HEALTH SYSTEM, INC.

Consolidated Statements of Cash Flows

Years ended December 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Cash flows from operating activities:		
Change in net assets	\$ (4,153,000)	76,585,000
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation and amortization	40,175,000	35,242,000
Net loss (gain) on investments	41,771,000	(41,804,000)
Loss on sale of property and equipment	91,000	652,000
Amortization and accretion of debt obligation	(481,000)	(484,000)
Restricted contributions	(2,096,000)	(2,933,000)
Distributions to noncontrolling interests	8,450,000	8,499,000
Changes in certain operating assets and liabilities:		
Patient accounts receivable, net	(881,000)	4,837,000
Other receivables, net	8,622,000	(10,295,000)
Supplies inventory	(1,221,000)	(880,000)
Other assets	(4,246,000)	(2,146,000)
Accounts payable	(4,984,000)	15,220,000
Accrued liabilities	(7,373,000)	3,531,000
Estimated third-party payor settlements payable, net	(1,427,000)	1,245,000
Deferred revenue	245,000	953,000
Other liabilities	(1,802,000)	2,807,000
Net cash provided by operating activities	<u>70,690,000</u>	<u>91,029,000</u>
Cash flows from investing activities:		
Purchases of investments	(31,762,000)	(41,379,000)
Proceeds from sales and maturities of investments	29,052,000	30,377,000
Distributions received from joint ventures	4,391,000	4,357,000
Purchases of property and equipment	(60,527,000)	(71,390,000)
Proceeds from sale of property and equipment	1,000	11,000
Net cash used in investing activities	<u>(58,845,000)</u>	<u>(78,024,000)</u>
Cash flows from financing activities:		
Payments on long-term obligations	(6,509,000)	(6,258,000)
Proceeds from issuance of long-term obligations	1,144,000	1,451,000
Proceeds from restricted contributions	2,096,000	2,933,000
Distributions paid to noncontrolling interests	(8,450,000)	(8,499,000)
Net cash used in financing activities	<u>(11,719,000)</u>	<u>(10,373,000)</u>
Net increase in cash and cash equivalents	126,000	2,632,000
Cash and cash equivalents at beginning of year	<u>59,891,000</u>	<u>57,259,000</u>
Cash and cash equivalents at end of year	\$ <u>60,017,000</u>	<u>59,891,000</u>
Supplemental disclosures:		
Cash paid for interest, net of amounts capitalized	\$ 7,546,000	5,520,000
Noncash change in property and equipment in accounts payable and accrued liabilities	6,794,000	(3,633,000)

See accompanying notes to consolidated financial statements.

ST. CHARLES HEALTH SYSTEM, INC.

Notes to Consolidated Financial Statements

December 31, 2018 and 2017

(1) Business, Organization, and Summary of Significant Accounting Policies

(a) Business and Organization

St. Charles Health System, Inc. (SCHS or the Corporation) is an Oregon nonprofit corporation that operates a healthcare delivery system, which includes four hospitals in Central Oregon: St. Charles Bend, St. Charles Redmond, St. Charles Madras, and St. Charles Prineville, as well as several other lines of healthcare-related businesses. SCHS provides healthcare and healthcare-related services primarily to residents in Central, Southeastern, and Eastern Oregon. The Corporation contributes actuarially determined amounts to a self-insurance trust (the Trust) established to fund estimated ultimate losses related to professional liability claims. SCHS is also the sole member of St. Charles Management Services Organization LLC (SCMSO), a limited liability company that previously provided billing services to physicians and medical clinics, but currently has no active business operations. These healthcare businesses and subsidiaries, along with the Corporation's home office, form the obligated group. The assets of each one are available for the satisfaction of debts of the others within the obligated group (subject to certain contractual limitations).

St. Charles Madras and St. Charles Prineville are "critical access hospitals" (CAH) for Medicare and Medicaid program purposes. As CAHs, St. Charles Madras and St. Charles Prineville cannot operate more than 25 beds, and the average length of stay for acute care patients cannot exceed 96 hours. As CAHs, St. Charles Madras and St. Charles Prineville are reimbursed for Medicare and Medicaid inpatient and outpatient services under a cost-reimbursement methodology.

The St. Charles Foundation, Inc. (SCF), an Oregon nonprofit corporation, was established to engage in and conduct charitable, educational, and scientific activities and to raise funds in support of SCHS. The Corporation is the sole member of SCF, and SCF is included in the consolidated financial statements of SCHS but is not a member of the obligated group. The net assets of SCF are reported as with or without donor restrictions, according to donor or legal restrictions, in the accompanying consolidated financial statements. Donor restrictions can be for time and/or purpose restrictions. Certain donor restrictions are intended to be maintained in perpetuity and are included in SCHS' endowed assets.

SCHS also has a controlling interest in Cascade Medical Imaging, LLC (CMI). CMI is a limited liability corporation whose two members are SCHS (70% ownership interest) and Central Oregon Radiology Associates, P.C. (CORA) (30% ownership interest). CMI provides positron emission tomography (PET) scanning, computer-assisted tomography (CT) scanning, nuclear medicine, mammography, and picture archiving and communications system (PACS) services in Central, Southeastern, and Eastern Oregon. CMI has been consolidated into the financial statements of SCHS but is not part of the obligated group.

(b) Principles of Consolidation

The accompanying consolidated financial statements include the accounts and transactions of SCHS, the Trust, SCMSO, SCF, and CMI. All material intercompany accounts and transactions have been eliminated in consolidation.

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Notes to Consolidated Financial Statements

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(c) Consolidated Statements of Operations

For purposes of presentation, transactions deemed by management to be ongoing, major, or central to the provision of healthcare services are reported as operating revenue and expenses. SCHS' income from investments in healthcare-related joint ventures recorded on the equity method of accounting is reported as other revenue. Peripheral or incidental transactions are reported as other, net.

The performance indicator for the accompanying consolidated statements of operations is excess of revenue over expenses. Changes in net assets without donor restrictions, which are excluded from the excess of revenue over expenses, consistent with industry practice, include the change in net assets released from donor restrictions used for purchases of property and equipment, contributions for property and equipment, distributions to noncontrolling interests, and net asset transfers.

(d) Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue, income, gains, expenses, and losses during the reporting period. Actual results could differ from those estimates. The significant estimates in the Corporation's consolidated financial statements include patient accounts receivable allowances, receivables for capitation risk withhold returns, and liabilities related to self-insurance programs.

(e) Cash and Cash Equivalents

Cash and cash equivalents consist of petty cash, cash in demand bank accounts, and bank deposit money market accounts. Amounts held in demand bank accounts are often in excess of Federal Deposit Insurance Corporation coverage levels.

(f) Investments

Investments primarily consist of assets internally designated for future capital acquisitions and operating purposes (over which SCHS retains control and may, at its discretion, subsequently use for other purposes), assets held by a trustee under bond indenture agreements, assets held in the Trust, assets held in a 457b deferred contribution retirement plan, and funds held to meet donor restrictions held by SCF. Investments in equity securities with readily determinable fair values and all investments in debt securities are measured at fair value based on quoted market prices in the accompanying consolidated financial statements.

The investment in the Oregon Community Foundation (OCF) represents a beneficial interest in a recipient organization. The investments are used solely to support the endowments of SCHS and are recorded as a beneficial interest by SCHS in accordance with the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 958-20, *Not-for-Profit Entities – Financially Interrelated Entities*, regarding financially interrelated not-for-profit entities. The investments, which represent an endowment fund that is legally owned by the OCF, primarily include equity securities and fixed-income investments. SCHS' investment in the OCF is recorded based on its initial contribution to the OCF, adjusted for changes in the value of the investment portfolio using a method that is similar to the equity method of accounting for investments in common stock. All earnings of the

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investments held by the OCF, less investment management fees charged by the OCF are allocated by the OCF and are recorded by SCHS as investment earnings in the consolidated statements of operations within the appropriate category of net assets based on related donor restrictions. Earnings consist of interest, dividends, realized gains and losses, and changes in unrealized gains and losses. Funds held by the OCF may be distributed once per quarter, subject to approval by the OCF board of directors.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values of SCHS's investments. Furthermore, while SCHS believes that 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.

Investment income or loss (including interest, dividends, realized gains and losses, and unrealized gains and losses) is included in the excess of revenue over expenses unless the income or loss is restricted by donor.

Trading securities are debt and equity securities that are bought and held principally for the purpose of selling them in the near term. The Corporation classifies all of its investments in internally designated assets as trading securities, based on the nature of trading activity in its portfolio by the Corporation's investment manager.

As of December 31, 2018, the Corporation had investments in equity and fixed-income mutual funds, corporate obligations, cash surrender value of life insurance, and an interest in the OCF. Management believes that the Corporation's credit risk with respect to these investments is minimal due to the diversity of the individual investments and the financial strength of the entities, which have issued the securities or instruments. However, due to changes in economic conditions, interest rates, and common stock prices, the fair value of the Corporation's investments can be volatile. Consequently, the fair value of the Corporation's investments can significantly change in the near term as a result of such volatility.

(g) *Supplies Inventory*

Supplies inventory is recorded at the lower of cost (first-in, first-out method) or net realizable value.

(h) *Property and Equipment*

Property and equipment acquisitions are recorded at cost. Donated property and equipment items are recorded on the basis of estimated fair value at the date of donation. Improvements and replacements of property and equipment are capitalized. Maintenance and repairs are charged to expense as incurred.

Depreciation is provided over the estimated useful life of each class of depreciable asset and is computed using the straight-line method. Assets under capital lease obligations are amortized using the straight-line method over the shorter period of the lease term or the estimated useful life of the asset. Such amortization is included in depreciation expense in the accompanying consolidated financial statements. Net interest costs incurred on borrowed funds during the period of construction of

ST. CHARLES HEALTH SYSTEM, INC.

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capital assets are capitalized as a component of the cost of acquiring those assets. Estimated useful lives are as follows:

Land improvements	5–25 years
Buildings and fixed equipment	5–40 years
Furniture and movable equipment	3–20 years

Contributions 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, the Corporation reports expirations of donor restrictions as support when the donated or acquired long-lived assets are placed in service. Donor-restricted contributions whose restrictions are met within the same year as received are reported as unrestricted contributions.

(i) Long-Lived Assets

Management reviews property and equipment and other long-term assets for possible impairment whenever events or circumstances indicate the carrying amount of such assets may not be recoverable. If there is an indication of impairment, management would prepare an estimate of future cash flows (undiscounted and without interest charges) expected to result from the use of the asset and its eventual disposal. If these cash flows were less than the carrying amount of the asset, an impairment loss would be recognized to write down the asset to its estimated fair value. In addition to consideration of impairment due to the events or changes in circumstances described above, management regularly evaluates the remaining lives of its long-lived assets. If estimates are revised, the carrying value of affected assets is depreciated or amortized over the remaining lives.

(j) Contributions and Grants

Contributions without donor restrictions and grants are recorded as other revenue. Contributions with donor restrictions and grants are recorded as additions to net assets with donor restrictions. When capital expenditures are made consistent with the purpose intended by the donor, a transfer is made from net assets with donor restrictions to net assets without donor restrictions. If donor-restricted amounts are expended for operations, the amounts are recorded as other revenue in the accompanying consolidated statements of operations.

(k) Other Assets

Other assets include SCHS' investments in various related entities, which are not consolidated. SCHS consolidates such investees if it owns a majority of the investee's stock, is the sole member of the investee, or controls a majority voting interest in the investee's board of directors and has an economic interest in such investee. If SCHS owns 50% or less of the voting stock of an investee and can exercise significant influence over the investee's operating and financial policies (generally presumed to be when SCHS owns more than 20% of the voting stock of the investee), SCHS accounts for such investments under the equity method of accounting, whereby SCHS records its proportionate share of the investee's income or loss in the consolidated statements of operations and records distributions received from the investee as a reduction in the related investment balance. If SCHS cannot exercise significant influence over the investee's operating and financial policies (generally presumed to be when SCHS owns less than 20% of the voting stock of the investee), SCHS accounts for such

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investments at cost and records dividends or distributions from the investee as other income when received.

(l) Net Patient Service Revenue

Net patient service revenue is related to and reported at the amount that reflects the consideration to which SCHS expects to be entitled in exchange for providing healthcare services to patients. These amounts are due from patients, third-party payors, and others and include variable consideration for retroactive revenue adjustments due to settlement of audits, reviews, and investigations. Variable consideration is included in the transaction price to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Third-party payors include government programs and commercial and managed care health insurers. Generally, SCHS bills the patients and third-party payors several days after the services are performed and/or the patient is discharged from the facility. Revenue is recognized as performance obligations are satisfied.

Performance obligations are determined based on the nature of the services provided. SCHS's revenues are recognized based on charges incurred in relation to total expected charges. SCHS measures the performance obligation from admission into the hospital to the point when it is no longer required to provide services to that patient, which is generally at the time of discharge. SCHS's performance obligations for outpatient services are generally satisfied over a period of less than one day.

Because all of its performance obligations relate to contracts with a duration of one year or less, SCHS has elected to apply the optional exemption provided in FASB ASC 606-10-50-14(a) and, therefore, is not required to disclose the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied at the end of the reporting period. The unsatisfied or partially unsatisfied performance obligations referred to above are primarily related to inpatient acute care services at the end of the reporting period. The performance obligations for these contracts are generally completed when the patients are discharged, which generally occurs within days or weeks of the end of the reporting period.

SCHS has elected the practical expedient option allowed under FASB ASC 606-10-32-18 and does not adjust the promised amount of consideration from patients and third-party payors for the effects of a significant financing component due to SCHS's expectation that the period between the time the service is provided to a patient and the time that the patient or a third-party payor pays for that service will be one year or less. However, SCHS does, in certain instances, enter into payment agreements with patients that allow payments in excess of one year. For those cases, the financing component is not deemed to be significant to the contract.

SCHS has applied the practical expedient option provided by FASB ASC 340-40-25-4 and all incremental customer contract acquisition costs are expensed as they are incurred as the amortization period of the asset that SCHS otherwise would have recognized is one year or less in duration.

(m) State of Oregon Provider Tax

Effective July 1, 2004, the state of Oregon instituted a provider tax on certain qualifying hospitals. SCHS recorded provider taxes of approximately \$36,853,000 and \$27,490,000 for the years ended

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December 31, 2018 and 2017, respectively, which are included in medical supplies, drugs, and other expense in the accompanying consolidated statements of operations. In addition, SCHS has entered into an agreement with the Oregon Association of Hospitals and Health Systems (OAHHS), which provides that all payments owed to SCHS related to beneficiaries of the Oregon Department of Medical Assistance Program are to be remitted directly to OAHHS. OAHHS aggregates these payments, returning a portion to SCHS. The remaining funds are pooled by OAHHS with like amounts received on behalf of other hospitals subject to the provider tax, and OAHHS redistributes such funds to qualifying hospitals on a quarterly basis. SCHS received \$33,010,000 and \$27,490,000 for the years ended December 31, 2018 and 2017, respectively, from OAHHS, which are reflected as a component of net patient service revenue in the accompanying consolidated statements of operations.

(n) Income Taxes

The Corporation has received a determination letter from the Internal Revenue Service (IRS) stating that it is exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code. It is management's belief that none of its activities have produced material unrelated business income, and that SCHS continues to be operated in a manner that qualifies it for tax-exempt status.

Accounting principles generally accepted in the United States of America require SCHS' management to evaluate tax positions taken by the Corporation and recognize a tax liability (or asset) if the Corporation has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. Management has analyzed tax positions taken by the Corporation and has concluded that as of December 31, 2018, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the consolidated financial statements. The Corporation is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Corporation's management believes it is no longer subject to income tax examinations for years prior to 2015.

(o) Recent Accounting Pronouncements

On May 28, 2014, the FASB issued Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU replaced most existing revenue recognition guidance in U.S. generally accepted accounting principles, including industry specific guidance. Topic 606 requires significantly expanded disclosures about revenue recognition. The new standard also requires additional disclosures regarding the nature, amount, timing, and uncertainty of revenue and cash flows arising from customer contracts. The new standard was adopted retrospectively on January 1, 2018 and as a result, the year ended December 31, 2017 was adjusted to apply the new standard. As part of adopting the standard, the Corporation has identified revenue streams of like contracts to allow for ease of implementation. The Corporation uses primarily a portfolio approach to apply the new model to classes of customers with similar characteristics. The new accounting for the estimate of variable consideration did not result in materially different results compared to prior practice.

In August 2016, the FASB issued ASU No. 2016-14, *Presentation of Financial Statements of Not for Profit Entities*. This ASU simplified the classification of net assets and improved the disclosure of

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information a not-for-profit entity presents about its liquidity, financial performance, and cash flows. This provision was adopted with a modified retrospective application on January 1, 2018.

On February 25, 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*. ASU No. 2016-02 requires that lease arrangements longer than 12 months result in an entity recognizing an asset and liability. The new guidance is effective for SCHS on January 1, 2019. Leases that were previously deemed operating will be presented on the consolidated balance sheets and disclosures will be expanded as a result of the adoption.

(2) Liquidity and Availability

Financial assets available for general expenditure within one year of the consolidated balance sheet date, consist of the following:

	<u>2018</u>	<u>2017</u>
Financial assets at year end:		
Cash and cash equivalents	\$ 60,017,000	59,891,000
Patient accounts receivable, net of allowances	88,113,000	87,232,000
Investments	<u>507,420,000</u>	<u>546,481,000</u>
Total financial assets	<u>655,550,000</u>	<u>693,604,000</u>
Less amounts not available to be used within one year:		
Funds held in defined-contribution retirement plan (457b)	\$ 6,538,000	6,801,000
Funds held by Trustees	30,491,000	57,843,000
Donor-restricted with liquidity horizons greater than one year	5,826,000	3,467,000
Board-restricted endowed funds	2,502,000	2,681,000
Donor-restricted endowed funds	<u>1,491,000</u>	<u>1,642,000</u>
Financial assets not available to be used within one year	\$ <u>46,848,000</u>	<u>72,434,000</u>
Financial assets available to meet general expenditures within one year	\$ <u><u>608,702,000</u></u>	<u><u>621,170,000</u></u>

SCHS has certain board-designated and donor-restricted investments, which are available for general expenditure within one year in the normal course of operations. Accordingly, these assets have been included in the quantitative information above. SCHS has other investments used for donor-restricted purposes, debt service, and for the assets held in the Trust. Additionally, certain other board-designated assets are designated for future capital expenditures and an operating reserve.

As part of the Corporation's liquidity management plan, cash in excess of daily requirements is invested in short-term investments and money market funds.

Additionally, the Corporation maintains a \$60,000,000 line-of-credit, as discussed in more detail in note 8. No amounts were borrowed in 2018 and as of December 31, 2018, \$60,000,000 remained available on the Corporation's line-of-credit.

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(3) Investments

The composition of investments as of December 31, 2018 and 2017 is set forth in the following table. The following breakout indicates management's methodology for managing its various investment portfolios, which do not necessarily directly follow net asset classification. Investments are carried at fair value.

	<u>2018</u>	<u>2017</u>
Internally designated for capital expenditures:		
Equity mutual funds	\$ 281,896,000	303,260,000
Fixed-income mutual funds	<u>178,455,000</u>	<u>168,020,000</u>
Total internally designated for capital expenditures	<u>460,351,000</u>	<u>471,280,000</u>
Internally designated for operating purposes:		
Cash and cash equivalents	752,000	747,000
Equity mutual funds	4,860,000	6,619,000
Fixed-income mutual funds	755,000	1,839,000
Cash surrender value of life insurance	<u>392,000</u>	<u>363,000</u>
Total internally designated for operating purposes	<u>6,759,000</u>	<u>9,568,000</u>
Total internally designated	<u>467,110,000</u>	<u>480,848,000</u>
Held by trustee:		
Cash and cash equivalents	24,304,000	51,327,000
Equity mutual funds	3,153,000	3,376,000
Fixed-income mutual funds	3,034,000	—
Corporate obligations	<u>—</u>	<u>3,140,000</u>
Total held by trustee	<u>30,491,000</u>	<u>57,843,000</u>

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	<u>2018</u>	<u>2017</u>
Board-restricted endowed funds:		
Investment in Oregon Community Foundation	\$ 2,502,000	2,681,000
Donor-restricted:		
Equity mutual funds	3,123,000	2,162,000
Fixed-income mutual funds	2,703,000	1,305,000
Donor-restricted endowed funds:		
Investment in Oregon Community Foundation	820,000	879,000
Cash and cash equivalents	22,000	9,000
Equity mutual funds	326,000	431,000
Fixed-income mutual funds	<u>323,000</u>	<u>323,000</u>
Total investments	507,420,000	546,481,000
Less current portion	<u>(4,357,000)</u>	<u>(4,302,000)</u>
Total investments, net of current portion	\$ <u>503,063,000</u>	\$ <u>542,179,000</u>

Investment (loss) income, net consisted of the following for the years ended December 31, 2018 and 2017:

	<u>2018</u>	<u>2017</u>
Interest and dividend income	\$ 18,477,000	14,603,000
Realized gains on sales of securities, net	535,000	242,000
Unrealized (losses) gains on trading securities, net	<u>(42,306,000)</u>	<u>41,562,000</u>
Investment (loss) income, net	\$ <u>(23,294,000)</u>	\$ <u>56,407,000</u>

(4) Net Patient Service Revenue

SCHS determines transaction prices based on standard charges for goods and services provided to patients, reduced by contractual adjustments provided to third-party payors, discounts provided to uninsured patients in accordance with SCHS's policy, and/or implicit price concessions provided to the patient. SCHS determines its estimates of price concessions based on contractual agreements, its discount policies, and historical experience. SCHS determines its estimate of implicit price concessions based on its historical collection experience with patients.

Agreements with third-party payors typically provide for payments at amounts less than established charges. A significant portion of SCHS' services are provided to Medicare, Medicaid, and Oregon Health Plan (OHP) patients under contractual arrangements. Inpatient acute care services rendered by SCHS to Medicare, Medicaid, and OHP program beneficiaries are generally reimbursed at prospectively determined rates per discharge, except for those paid based on capitated per member per month payment arrangements. These rates vary according to a patient classification system that is based on clinical, diagnostic, and other factors (i.e., Medicare severity diagnosis-related groups or MS-DRGs). Such payments include a capital cost component and may be greater or less than the actual charges for services. Most outpatient services related to Medicare beneficiaries are reimbursed prospectively under the

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ambulatory payment classifications methodology. Home health services related to Medicare beneficiaries are reimbursed under a prospective payment system methodology. OHP outpatient services are reimbursed based on a percentage of charges, except for those paid based on capitated per member per month payment arrangements. SCHS is reimbursed for cost reimbursable items at a tentative rate with final settlement determined after audits of SCHS' annual cost reports by the Medicare fiscal intermediary and Medicaid.

SCHS has also entered into payment agreements with certain commercial insurance carriers, health maintenance organizations, and preferred provider organizations to provide medical services to subscribing participants. The basis for payment to SCHS under these agreements includes prospectively determined rates per discharge, discounts from established charges, prospectively determined fee schedules, and certain capitated per member per month payment arrangements.

The laws and regulations governing the Medicare and Medicaid programs are complex and subject to interpretation. There can be no assurance that regulatory authorities will not challenge SCHS's compliance with these laws and regulations, and it is not possible to determine the impact (if any) such claims or penalties would have upon SCHS. As a result, there is at least a reasonable possibility that estimated third-party payor settlements payable, net will change by a material amount in the near term. In addition, the contracts SCHS has with commercial payors also provide for retroactive audit and review of claims.

Settlements with third-party payors for retroactive adjustments due to audits, reviews, or investigations are considered variable consideration and are included in the determination of the estimated transaction price for providing patient care. These settlements are estimated based on the terms of the payment agreement with the payor, correspondence from the payor, and SCHS's historical settlement activity, including an assessment to ensure that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the retroactive adjustment is subsequently resolved. Estimated settlements are adjusted in future periods as adjustments become known (i.e., new information becomes available), or as years are settled or are no longer subject to such audits, reviews, and investigations. Net patient service revenue increased by approximately \$659,000 and \$1,262,000 for the years ended December 31, 2018 and 2017, respectively, as a result of final settlements of prior years' cost reports and revisions of estimates for prior years' cost report settlements.

Generally, patients who are covered by third-party payors are responsible for related deductibles and coinsurance, which vary in amount. SCHS also provides services to uninsured patients and offers those uninsured patients a discount. SCHS estimates the transaction price for patients with deductibles, co-pays and coinsurance, and from those who are uninsured based on historical experience and current market conditions. The initial estimate of the transaction price is determined by reducing the standard charge by any contractual adjustments, discounts, and implicit price concessions. Subsequent changes to the estimate of the transaction price are generally recorded as adjustments to net patient service revenue in the period of the change. For the years ended December 31, 2018 and 2017, additional revenue of \$3,003,000 and \$6,547,000, respectively, was recognized due to changes in its estimates for performance obligations satisfied in prior years.

Subsequent changes that are determined to be the result of an adverse change in the payor's and/or patient's ability to pay are recorded as bad debt expense within operating expenses. Bad debt expense for the years ended December 31, 2018 and 2017 was not significant.

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SCHS provides services without charge, or at amounts less than its established rates, to patients who meet the criteria of its charity care policy. SCHS' criteria for the determination of charity care include the patient's or other responsible party's annual household income, the number of people in the home and claimed for income tax purposes, assets, existing medical debt obligations, and other indicators of the patient's ability to pay. Generally, those individuals with an annual household income at or less than 300% of the Federal Poverty Guidelines (the Guidelines) qualify for charity care under SCHS' policy. In addition, SCHS provides discounts on a sliding scale to those individuals with an annual household income of between 301% and 400% of the Guidelines. When assistance available under SCHS's policy does not cover 100% of the gross charges for the services, the amounts charged to patients will not be more than amounts generally billed to patients having insurance with Medicare. The cost of the services and supplies furnished under the charity care policy for the years ended December 31, 2018 and 2017, net of subsidies was approximately \$20,447,000 and \$12,034,000, respectively. The Corporation uses a ratio of cost to charges based on the direct and indirect costs and gross charges of SCHS to estimate the cost of providing this charity care. The cost to charge ratio is developed separately for each facility by using certain analysis tools. The weighted average cost to charge ratio used in this determination was 47.6% and 47.8% for the years ended December 31, 2018 and 2017, respectively. The amount of subsidies received by SCHS for providing charity care for the years ended December 31, 2018 and 2017 was approximately \$523,000 each year.

Significant concentrations of net patient service revenue, excluding premium revenue, for the years ended December 31, 2018 and 2017 were approximately as follows:

	<u>2018</u>		<u>2017</u>	
Medicare and Medicare managed care contracts	\$ 300,391,000	44 %	\$ 273,317,000	42 %
Medicaid and OHP, excluding premium revenue	67,669,000	10	59,857,000	9
Commercial and managed care insurance	301,457,000	45	309,667,000	48
Self-pay	<u>8,307,000</u>	<u>1</u>	<u>6,406,000</u>	<u>1</u>
	<u>\$ 677,824,000</u>	<u>100 %</u>	<u>\$ 649,247,000</u>	<u>100 %</u>

The composition of net patient service revenue based on the line of business for the year ended December 31, 2018 and 2017 was as follows:

	<u>2018</u>	<u>2017</u>
St. Charles Bend	\$ 483,812,000	471,267,000
St. Charles Redmond	68,939,000	63,766,000
St. Charles Madras	27,593,000	22,865,000
St. Charles Prineville	27,604,000	25,908,000
Clinics	55,968,000	51,543,000
Home Health and Hospice	<u>13,908,000</u>	<u>13,898,000</u>
Total	<u>\$ 677,824,000</u>	<u>649,247,000</u>

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(5) Premium Revenue

Premium revenue includes amounts received from third-party payors. The service promised is access to integrated healthcare services for a typical term of one month. Premiums are generally based on a prepaid fee, which is paid monthly at a fixed rate, on a per member per month basis. These capitated agreements may include variable consideration in the form of a risk withhold that is earned by meeting definitive process and outcome metrics. Certain aspects of these metrics require a claim run-out period and others can be determined before the claim run-out period. SCHS records risk withhold returns in the period the unique metrics are realized. During the years ended December 31, 2018 and 2017, \$850,000 and \$4,915,000, respectively, was realized as adjustments to premium revenue for amounts withheld in 2017 and 2016, respectively. These capitated agreements are limited to services provided at SCHS facilities, and therefore, no unpaid claims liability is necessary. Amounts received under capitated agreements are shown in the consolidated statements of operations as premium revenue.

The capitated agreements may also include performance obligations that are earned when the health plan meets certain quality and performance metrics, including budget surpluses. These performance obligations include variable consideration in the form of health plan surplus sharing. During 2018 and 2017, SCHS received \$5,141,000 and \$6,047,000, respectively, for risk share payments resulting from quality metric and global healthcare budget performance under the OHP contract for the premium years ended December 31, 2017 and 2016, respectively. These amounts are included in other revenue on the consolidated statements of operations.

(6) Property and Equipment

Property and equipment consisted of the following at December 31, 2018 and 2017:

	<u>2018</u>	<u>2017</u>
Land improvements	\$ 31,867,000	31,148,000
Buildings and fixed equipment	389,530,000	372,619,000
Furniture and movable equipment	<u>248,402,000</u>	<u>205,697,000</u>
	669,799,000	609,464,000
Less accumulated depreciation and amortization	<u>(349,509,000)</u>	<u>(312,032,000)</u>
	320,290,000	297,432,000
Construction in progress	<u>40,960,000</u>	<u>36,763,000</u>
Property and equipment, net	<u>\$ 361,250,000</u>	<u>334,195,000</u>

Construction in progress includes costs incurred in connection with various construction projects and costs incurred related to the acquisition and implementation of various software applications. As of December 31, 2018, management estimates that the remaining cost to complete the construction projects is approximately \$33,325,000 and the remaining cost to complete the software acquisitions and implementations is approximately \$1,584,000.

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Interest cost incurred on borrowed funds during the period of construction of capital assets is capitalized as a component of acquiring those assets. In 2018 and 2017, SCHS capitalized \$3,029,000 and \$4,349,000, respectively, of interest costs.

(7) Net Assets with Donor Restrictions

Net assets with donor restrictions are held by SCF and are those whose use has been limited by donor-imposed restrictions to a specific time period and/or purpose. SCF also holds funds that are not donor restricted for a specific purpose and are distributed to SCHS in amounts and in periods determined by SCF's board of directors, which are included in net assets without donor restrictions. SCF's net assets subject to expenditure for specified purposes are distributed to SCHS or other recipients for the purposes specified by the donors. SCF's net assets restricted for endowment consist of the principal amount of contributions accepted by SCF with the stipulation from donors that the principal be maintained in perpetuity and only the income from investments thereof be expended to support SCF's general activities or restricted purposes, as stipulated by the respective donors.

During 2018 and 2017, net assets were released from donor restrictions by SCHS incurring operating expenses satisfying the restricted purpose of approximately \$308,000 and \$611,000, respectively, and are included in other revenue. Further, approximately \$999,000 and \$948,000 were released from restriction to SCHS for capital expenditures made during 2018 and 2017, respectively.

Net assets with donor restrictions are available for the following purposes at December 31, 2018 and 2017:

	<u>2018</u>	<u>2017</u>
Subject to expenditure for specified purpose:		
Education and research	\$ 431,000	465,000
Indigent care	238,000	277,000
Patient care activities	2,527,000	2,541,000
Purchase of property and equipment	1,836,000	554,000
Regional healthcare services	<u>1,835,000</u>	<u>1,835,000</u>
	<u>6,867,000</u>	<u>5,672,000</u>
Donor-restricted endowed funds:		
Education and research	497,000	497,000
Indigent care	925,000	1,017,000
Patient care activities	<u>25,000</u>	<u>25,000</u>
	<u>1,447,000</u>	<u>1,539,000</u>
Total donor restricted net assets	<u>\$ 8,314,000</u>	<u>7,211,000</u>

SCF has adopted investment and spending policies for endowment assets to provide a predictable stream of funding to programs supported by its endowment and to maintain the value of the endowment assets. Asset allocation is reviewed annually with respect to i) SCF's tolerance for risk based on its financial condition and need for cash from investments to support operations; ii) expected asset class return, risk, and correlation characteristics; and iii) changes in accounting guidance, tax law, or other restrictions.

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SCF's spending practices are intended to comply with donor's wishes and meet all applicable laws and regulations. Spending must be for a purpose that is consistent with the documented intent of the donor and may not exceed the amounts annually determined by the SCF's board of directors. Factors that are considered in addressing the annual spending allocation are i) market value of the fund relative to the principal of the gift and ii) the level of spending in prior years.

SCHS follows the guidance in The Uniform Prudent Management of Institutional Funds Act (UPMIFA) in determining the allowability of expenditures of all donor-restricted endowment funds. In accordance with board policy, assets designated as permanent endowments in accordance with donor intent are only utilized for current period expenditures to the extent that earnings on the endowment exceed the original fair value of the donation. Endowment funds, including unrealized gain (loss), are classified as net assets with donor restrictions.

(8) Debt Agreements

Long-term obligations consisted of the following at December 31, 2018 and 2017:

	<u>2018</u>	<u>2017</u>
Hospital Facility Authority of Deschutes County, Oregon (The Authority) Hospital Revenue Bonds Series 2016A (the 2016A Bonds)	\$ 98,830,000	99,915,000
The Authority Hospital Revenue Bonds Series 2016B (the 2016B Bonds)	5,135,000	6,080,000
2015 Senior Notes	99,920,000	103,240,000
The Authority Hospital Revenue Bonds Series 2014A (the 2014A Bonds)	37,500,000	37,500,000
The Authority Hospital Revenue Bonds Series 2014B (the 2014B Bonds)	37,500,000	37,500,000
First Interstate Secured Loans	3,928,000	3,632,000
Wells Fargo Bank and Wells Equipment Finance Notes Payable	32,000	317,000
Other	104,000	131,000
Unamortized cost of issuance	(1,505,000)	(1,630,000)
Unamortized premium on bonds, net	<u>11,120,000</u>	<u>11,725,000</u>
Total long-term obligations	292,564,000	298,410,000
Less current portion	<u>(3,145,000)</u>	<u>(3,188,000)</u>
Long-term obligations, net of current portion	\$ <u><u>289,419,000</u></u>	<u><u>295,222,000</u></u>

In October 2016, The Authority issued the 2016A Bonds in the amount of \$101,265,000. The proceeds of the 2016A Bonds were primarily used to advance refund the 2005B Bonds and finance capital construction, remodeling, and equipping of facilities used to provide healthcare at or near St. Charles Bend. The 2016A Bonds bear interest at rates ranging from 3.000% to 5.000% payable semiannually each January 1 and July 1 and require annual principal payments each January 1, 2024 through 2048 (including mandatory redemptions) ranging from \$225,000 to \$15,510,000.

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In October 2016, The Authority issued the 2016B Bonds in the amount of \$7,035,000. The proceeds of the 2016B Bonds were primarily used to finance capital costs of refurbishing a medical office building and equipping the facility to provide healthcare services near St. Charles Bend. The 2016B Bonds bear interest at rates ranging from 1.375% to 2.740% payable semiannually each January 1 and July 1 and require annual principal payments each January 1 ranging from \$945,000 to \$1,070,000 through 2023.

In June 2015, the Corporation issued the 2015 Senior Notes (2015 Notes) in the amount of \$111,750,000. The proceeds of the 2015 Notes were used to advance refund the 2008 Bonds, which were legally defeased in 2015. The 2015 Notes bear interest at a fixed rate of 4.420% payable semiannually each January 1 and July 1 and require annual principal payments each January 1 (including mandatory redemptions), with a final payment in 2038. The principal payments range from \$1,730,000 to \$10,755,000.

In April 2014, The Authority issued the 2014 Bonds in the amount of \$75,000,000. The proceeds from the 2014 Bonds were used to finance certain capital additions and improvements at St. Charles Bend and St. Charles Madras and to build a replacement hospital facility in Prineville, Oregon. In September 2016, the terms of the 2014 Bonds were amended and restated, resulting in the 2014A Bonds in the amount of \$37,500,000 and the 2014B Bonds in the amount of \$37,500,000. The 2014A Bonds bear interest at a fixed rate of 1.930% payable monthly until September 21, 2023, at which time the 2014A Bonds will be remarketed into another interest rate period. Principal payments will be subject to mandatory redemption on January 1, 2034 and 2035 and each January 1 beginning in 2039, with a final payment in 2044. The principal payments range from \$265,000 to \$6,595,000. The 2014B Bonds bear interest at a fixed rate of 2.030% payable monthly until September 21, 2026, at which time the 2014B Bonds will be remarketed into another interest rate period. Principal payments will be subject to mandatory redemption on January 1, 2034 and 2035 and each January 1 beginning in 2039, with a final payment in 2044. The principal payments range from \$265,000 to \$6,595,000. Effective January 1, 2018, the interest rates increased to 2.346% and 2.467% for the 2014A Bonds and 2014B Bonds, respectively, as a result of the change in the maximum federal corporate tax rate, under the recently adopted "Tax Cuts and Jobs Act."

The above-described debt instruments are secured by gross receivables of SCHS and carry various financial covenants that the Corporation is required to measure on an annual basis.

CMI holds various secured loans with First Interstate Bank, which mature between 2020 and 2024, and a leases payable note with Wells Equipment Finance, which matures in February 2019.

Unamortized bond premium and discount, a component of long-term obligations, is amortized to interest expense over the term of the related bonds using the effective-interest method.

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Scheduled principal repayments on long-term obligations are as follows:

	Long-term obligations
2019	\$ 3,154,000
2020	6,580,000
2021	6,785,000
2022	7,014,000
2023	6,613,000
Thereafter	252,803,000
	\$ 282,949,000

As of December 31, 2018, SCHS did not have any capital lease obligations.

As of December 31, 2018 and 2017, SCHS had a \$60,000,000 and \$30,000,000 line-of-credit agreement with PNC Bank and U.S. Bank, respectively. There were no amounts outstanding under these line-of-credit agreements at December 31, 2018 or 2017. Borrowings outstanding under the current line-of-credit agreement bear interest at LIBOR plus 0.350%.

(9) Commitments and Contingencies

(a) Operating Leases

SCHS leases office space and equipment under operating lease agreements, which expire at various dates through 2035. Certain of these lease agreements contain renewal options. A portion of the leased office space has been subleased to unrelated third parties. As of December 31, 2018, future minimum rental commitments for the five years subsequent to and thereafter, under noncancelable operating lease agreements, that have initial or remaining lease terms in excess of a year were as follows:

2019	\$ 5,444,000
2020	4,762,000
2021	3,932,000
2022	2,991,000
2023	1,609,000
Thereafter	10,185,000
Total minimum lease payments	28,923,000
Less total minimum sublease rentals	(172,000)
	\$ 28,751,000

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Certain of the leases above are with related entities. As of December 31, 2018, the total future minimum rental commitments expected to be paid on these related entity leases aggregate approximately \$8,433,000.

Rent expense totaled \$7,877,000 and \$8,845,000 for the years ended December 31, 2018 and 2017, respectively, and is included in medical supplies, drugs, and other expense in the accompanying consolidated statements of operations.

(b) Medical Malpractice Insurance

SCHS maintains a self-insurance program for malpractice and other general liability claims under which the Corporation contributes actuarially determined amounts to the Trust to fund estimated ultimate losses. SCHS purchases excess insurance for claims exceeding \$500,000 per occurrence, with a \$500,000 annual buffer and \$3,000,000 annual in aggregate.

Based on an actuarial valuation, the Corporation has recorded estimated liabilities for incurred but not reported (IBNR) medical malpractice claims that, along with liabilities on reported claims, aggregated \$6,268,000 and \$7,801,000 as of December 31, 2018 and 2017, respectively, and are included in other liabilities in the accompanying consolidated balance sheets. These amounts are prior to expected insurance recoveries of \$1,120,000 and \$2,610,000, for December 31, 2018 and 2017, respectively. Management believes that these estimated liabilities are adequate to cover actual ultimate expenses; however, the establishment of estimated liabilities for medical malpractice claims is an inherently uncertain process, and there can be no assurance that currently established liabilities will prove adequate. Subsequent actual experience could result in liabilities being too high or too low, which could positively or negatively impact the Corporation's consolidated results of operations in future periods.

(c) Self-Insurance

SCHS is self-insured for medical, dental, and vision benefits provided to its employees for claims up to \$400,000 per employee. SCHS is also self-insured for state unemployment claims. SCHS recognizes self-insurance costs based on claims filed with its third-party administrators and estimates for IBNR claims. Management believes that the amounts accrued in the accompanying consolidated financial statements for the years ended December 31, 2018 and 2017 of \$9,171,000 and \$9,739,000, respectively, are adequate to cover any related potential losses.

(d) Risk Management

In the ordinary course of business, the Corporation is exposed to various risks of loss from theft of, damage to, and destruction of assets; business interruption; errors and omissions; employee injuries and illnesses; and natural disasters. However, management believes that adequate commercial insurance coverage has been purchased for claims arising from such matters. Settled claims have not exceeded this commercial coverage for the years ended December 31, 2018 and 2017.

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(e) Guaranties

As of December 31, 2018, SCHS is a guarantor of the following loans of certain related entities:

<u>Entity</u>	<u>Loan balances outstanding at December 31, 2018</u>	<u>SCHS' guaranties</u>	<u>Loan expiration dates</u>
Cascade Medical Buildings, LLC	\$ 20,357,000	10,179,000	March 2025
Heart Center of the Cascades, LLC	7,949,000	3,975,000	April 2025

In the opinion of management, the likelihood that SCHS will be required to make any payments under the guaranties is remote, and the estimated fair value of such guaranties is not significant to the accompanying consolidated financial statements; accordingly, no liability related to these guaranties has been recorded in the accompanying consolidated balance sheets.

(f) Regulations and Litigation

The healthcare industry is subject to various laws and regulations from 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. Government activity has remained high with respect to investigations and allegations concerning possible violations by healthcare providers of regulations, which could result in the expulsion from government healthcare programs, together with the imposition of significant fines and penalties, as well as significant repayments of patient services previously billed and collected. Management believes that the Corporation is in compliance with the fraud and abuse regulations as well as other applicable government laws and regulations; however, 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.

In addition, the Corporation becomes involved in litigation and other regulatory investigations arising in the ordinary course of business. After consultation with legal counsel, management believes that these matters will be resolved without causing a material adverse effect on the Corporation's future consolidated financial position or results of operations.

(g) Collective Bargaining Agreements

Approximately 21% of SCHS employees were covered under collective bargaining agreements at December 31, 2018 that expired in 2018 and were ratified in 2019. Approximately 4% of SCHS employees were covered under collective bargaining agreements at December 31, 2018 that will expire in 2019. An additional 1% are covered under contracts expiring beyond 2019.

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(10) Retirement Plan

Substantially all employees of SCHS are eligible to participate in SCHS' defined-contribution retirement plan (the Plan). Under the Plan, SCHS matches each participant's contributions up to 6% of his or her salary. Employees are eligible to receive SCHS' matching contributions once they achieve at least 21 years of age, work 1,000 hours or more during the year, and have been continuously employed by SCHS for one year or more. SCHS' expense relating to the Plan during the years ended December 31, 2018 and 2017 was \$13,841,000 and \$13,661,000, respectively, and is included in employee benefits in the accompanying consolidated statements of operations.

(11) Other Related-Party Transactions

The following is a summary of SCHS' primary unconsolidated related-party investments at December 31, 2018 and 2017:

Entity	Basis of accounting	Ownership as of December 31, 2018	Investment balance included in the accompanying consolidated balance sheets		SCHS' share of income (loss) included in the accompanying consolidated statements of operations	
			December 31		2018	2017
			2018	2017	2018	2017
CMB	Equity method	50%	\$ (2,709,000)	(2,640,000)	671,000	689,000
HCC	Equity method	50	(1,904,000)	(1,858,000)	174,000	148,000
CS	Equity method	50	1,494,000	1,105,000	2,322,000	2,412,000
SCAS	Equity method	49	—	—	—	—
COMRI	Equity method	33	1,053,000	1,009,000	1,557,000	1,311,000
SOLS	Equity method	28	783,000	862,000	(76,000)	17,000
IOC	Cost method	50	20,000	20,000	—	—
HF	Cost method	14	54,000	54,000	—	—

In addition to SCF, the Trust, SCMSO, and CMI, SCHS has investments in the following related entities:

(a) Cascade Medical Buildings, LLC (CMB)

CMB is a limited liability company whose two members are SCHS (50% ownership interest) and Deschutes Medical Buildings, LLC (50% ownership interest). CMB was formed to build, own, and manage a medical office building on land leased from SCHS. SCHS rents approximately 12,967 square feet in this building. During the years ended December 31, 2018 and 2017, SCHS received member distributions of \$740,000 and \$675,000, respectively, from CMB. During the years ended December 31, 2018 and 2017, SCHS earned rental income from CMB of approximately \$229,000 under the land lease. During the years ended December 31, 2018 and 2017, SCHS incurred rent expense for facilities owned by CMB of \$229,000 and \$291,000, respectively.

(b) Heart Center of the Cascades, LLC (HCC)

HCC is a limited liability company whose two members are SCHS (50% ownership interest) and four physicians with equal direct ownership interests (collectively, a 50% ownership interest). Three of the physicians are also employees of the Corporation. HCC was formed to build, own, and manage a medical building on land leased from SCHS. During the years ended December 31, 2018 and 2017, SCHS received member distributions of \$220,000 and \$210,000 from HCC, respectively. During the

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years ended December 31, 2018 and 2017, SCHS earned income from HCC of \$174,000 and \$148,000, respectively, under the land lease and from the provision of certain facility services. During the years ended December 31, 2018 and 2017, SCHS incurred rent expense related to a lease with HCC of \$1,580,000 and \$1,543,000, respectively.

(c) Cascade Surgicenter, LLC (CS)

CS is a limited liability company whose two members are SCHS (50% ownership interest) and Deschutes Surgicenter, LLC (50% ownership interest). CS was formed to own, operate, and manage an outpatient surgery center located in facilities owned by CMB. SCHS received member distributions of \$1,933,000 and \$2,025,000 from CS during the years ended December 31, 2018 and 2017, respectively. During the years ended December 31, 2018 and 2017, CS incurred rent expense for facilities owned by CMB of \$842,000 and \$824,000, respectively.

(d) St. Charles/AmSurg ASC Partners LLC (SCAS)

SCAS is a limited liability company, created in July 2013, whose two members are SCHS (49% ownership interest) and AmSurg Holdings, Inc. (51% ownership interest). SCAS was formed to acquire, develop, own, and/or operate ambulatory surgery centers or other facilities in Central Oregon. SCAS had no operating activities for the year ended December 31, 2018 or 2017.

(e) Central Oregon Magnetic Resonance Imaging, LLC

COMRI is a limited liability company, which is owned by SCHS, CORA, and certain physicians. SCHS owns a one-third interest in COMRI. During the years ended December 31, 2018 and 2017, SCHS received member distributions of \$1,495,000 and \$1,420,000, respectively, from COMRI. During the years ended December 31, 2018 and 2017, SCHS charged COMRI \$566,000 and \$608,000, respectively, for certain staffing services, rent, and supplies. In addition, during the years ended December 31, 2018 and 2017, SCHS incurred professional fees expense of \$5,249,000 and \$4,762,000, respectively, for services rendered by COMRI. Included in accounts payable in the accompanying consolidated balance sheets are amounts due to COMRI for these services of \$423,000 and \$427,000 as of December 31, 2018 and 2017, respectively.

(f) Southern Oregon Linen Service (SOLS)

SOLS is an Oregon cooperative corporation that provides laundry, linen, and uniform services to members of the cooperative. SCHS owns 28% of the outstanding common stock of SOLS, and St. Charles Bend, St. Charles Redmond, St. Charles Madras, and St. Charles Prineville utilize the laundry and linen services provided by this cooperative. SCHS received member distributions of \$3,000 and \$27,000 from SOLS during the years ended December 31, 2018 and 2017, respectively. SCHS incurred laundry and linen expense with SOLS of \$1,630,000 and \$1,910,000 for the years ended December 31, 2018 and 2017, respectively. Included in accounts payable in the accompanying consolidated balance sheets are amounts due to SOLS for these invoices of \$148,000 and \$87,000 as of December 31, 2018 and 2017, respectively.

(g) Institute of the Cascades (IOC)

IOC is a limited liability company whose two members are SCHS (50% ownership interest) and The Neuromusculoskeletal Center of the Cascades PC (NCC) (50% ownership interest). IOC provides administration and marketing to promote CMB, CS, NCC, and SCHS.

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(h) Health Futures (HF)

HF is a limited liability company whose members participate in centralized administrative services in Oregon. SCHS owns approximately 14% of HF. Primarily, SCHS benefits from group purchasing agreements. SCHS receives distributions from time to time that are treated as a reduction to purchases and not a return of capital as they are the result of group purchasing agreements.

(12) Functional Classification of Expenses

Expenses on a functional basis for the years ended December 31, 2018 were as follows:

	Program services			Support Services		2018 Total
	Hospitals	Clinic	Home Health and Hospice	System Support	Fundraising	
Salaries and wages	\$ 214,890,000	58,982,000	8,222,000	62,456,000	1,051,000	345,601,000
Employee benefits	54,974,000	10,763,000	2,128,000	20,053,000	289,000	88,207,000
Professional fees and assessments	26,285,000	1,349,000	762,000	16,653,000	146,000	45,195,000
Depreciation and amortization	23,831,000	2,836,000	2,000	13,445,000	61,000	40,175,000
Interest	—	—	—	7,540,000	—	7,540,000
Medical supplies, drugs, and other	173,915,000	15,070,000	1,720,000	29,021,000	1,318,000	221,044,000
Total	\$ 493,895,000	89,000,000	12,834,000	149,168,000	2,865,000	747,762,000

Expenses on a functional basis for the year ended December 31, 2017 were as follows:

	Program services			Support Services		2017 Total
	Hospitals	Clinic	Home Health and Hospice	Management	Fundraising	
Salaries and wages	\$ 212,009,000	57,825,000	8,509,000	54,474,000	1,352,000	334,169,000
Employee benefits	57,610,000	11,331,000	2,411,000	21,185,000	444,000	92,981,000
Professional fees and assessments	23,717,000	1,862,000	948,000	18,034,000	96,000	44,657,000
Depreciation and amortization	23,656,000	2,159,000	9,000	9,356,000	62,000	35,242,000
Interest	—	—	—	6,792,000	—	6,792,000
Medical supplies, drugs, and other	164,568,000	14,461,000	1,710,000	29,204,000	1,190,000	211,133,000
Total	\$ 481,560,000	87,638,000	13,587,000	139,045,000	3,144,000	724,974,000

(13) Fair Value Measurements

The Corporation applies the provisions of FASB ASC Topic 820, *Fair Value Measurement* (ASC 820), for fair value measurements of financial assets and financial liabilities and for fair value measurements of nonfinancial items that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. ASC 820 establishes 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 measurements involving significant unobservable inputs (Level 3 measurements). The levels of the fair value hierarchy are as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Corporation has the ability to access at the measurement date.

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Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

The level in the fair value hierarchy within which a fair value measurement in its entirety falls is based on the lowest-level input that is significant to the fair value measurement in its entirety.

The following table presents assets that are measured at fair value on a recurring basis at December 31, 2018:

Fair value measurements at reporting date				
December 31,				
	2018	Level 1	Level 2	Level 3
Assets:				
Investments:				
Cash and cash equivalents	\$ 25,078,000	25,078,000	—	—
Mutual funds:				
Equity:				
Domestic	145,537,000	145,537,000	—	—
International	88,041,000	88,041,000	—	—
Real estate investment				
trust sector	36,400,000	36,400,000	—	—
Market neutral	23,380,000	23,380,000	—	—
Fixed-income	185,270,000	185,270,000	—	—
Cash surrender value of life insurance	392,000	—	392,000	—
	<u>504,098,000</u>	<u>\$ 503,706,000</u>	<u>392,000</u>	<u>—</u>
Investment in Oregon				
Community Foundation	<u>3,322,000</u>			
Total investments	<u>\$ 507,420,000</u>			

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The following table presents assets that are measured at fair value on a recurring basis at December 31, 2017:

	Fair value measurements at reporting date			
	December 31, 2017	Level 1	Level 2	Level 3
Assets:				
Investments:				
Cash and cash equivalents	\$ 52,083,000	52,083,000	—	—
Mutual funds:				
Equity:				
Domestic	154,301,000	154,301,000	—	—
International	102,186,000	102,186,000	—	—
Market neutral	22,594,000	22,594,000	—	—
Real estate investment trust sector				
	36,767,000	36,767,000	—	—
Fixed-income	171,487,000	171,487,000	—	—
Corporate obligations	3,140,000	—	3,140,000	—
Cash surrender value of life insurance	363,000	—	363,000	—
	<u>542,921,000</u>	<u>\$ 539,418,000</u>	<u>3,503,000</u>	<u>—</u>
Investment in Oregon Community Foundation				
	<u>3,560,000</u>			
Total investments	<u>\$ 546,481,000</u>			

(14) Subsequent Events

The Corporation has performed an evaluation of subsequent events through March 27, 2019, which is the date these consolidated financial statements were issued.

SUPPLEMENTARY SCHEDULES

ST. CHARLES HEALTH SYSTEM, INC.

Supplementary Schedule – Balance Sheet Information

December 31, 2018 and 2017

Assets	Obligated group	Nonobligated group excluding St. Charles Foundation, Inc.	St. Charles Foundation, Inc.	Eliminating and reclassifying entries	2018	2017
Current assets:						
Cash and cash equivalents	\$ 55,100,000	1,775,000	3,142,000	—	60,017,000	59,891,000
Investments, current portion	4,357,000	—	—	—	4,357,000	4,302,000
Patient accounts receivable, net of allowance	82,559,000	5,554,000	—	—	88,113,000	87,232,000
Other receivables, net	15,653,000	14,000	1,618,000	(578,000)	16,707,000	25,329,000
Supplies inventory	15,930,000	—	—	—	15,930,000	14,709,000
Prepaid expenses and other current assets	8,285,000	246,000	—	—	8,531,000	8,760,000
Total current assets	181,884,000	7,589,000	4,760,000	(578,000)	193,655,000	200,223,000
Investments, net of current portion	493,021,000	737,000	9,305,000	—	503,063,000	542,179,000
Property and equipment, net	355,320,000	5,930,000	—	—	361,250,000	334,195,000
Other assets	28,058,000	9,229,000	—	(34,165,000)	3,122,000	3,040,000
Total assets	<u>\$ 1,058,283,000</u>	<u>23,485,000</u>	<u>14,065,000</u>	<u>(34,743,000)</u>	<u>1,061,090,000</u>	<u>1,079,637,000</u>
Liabilities and Net Assets						
Current liabilities:						
Accounts payable	\$ 45,351,000	1,012,000	—	—	46,363,000	45,213,000
Accrued liabilities	50,717,000	13,000	—	—	50,730,000	57,444,000
Estimated third-party payor settlements, net	2,200,000	—	—	—	2,200,000	3,627,000
Deferred revenue	2,174,000	—	—	(578,000)	1,596,000	1,351,000
Long-term obligations, current portion	2,142,000	1,003,000	—	—	3,145,000	3,188,000
Total current liabilities	102,584,000	2,028,000	—	(578,000)	104,034,000	110,823,000
Long-term obligations, net of current portion	286,461,000	2,958,000	—	—	289,419,000	295,222,000
Other liabilities	12,806,000	—	50,000	—	12,856,000	14,658,000
Total liabilities	401,851,000	4,986,000	50,000	(578,000)	406,309,000	420,703,000
Net assets:						
SCHS:						
Without donor restrictions	648,118,000	28,235,000	3,281,000	(38,043,000)	641,591,000	646,867,000
With donor restrictions	8,314,000	—	10,734,000	(10,734,000)	8,314,000	7,211,000
Noncontrolling interest:						
Without donor restrictions	—	(9,736,000)	—	14,612,000	4,876,000	4,856,000
Total net assets	656,432,000	18,499,000	14,015,000	(34,165,000)	654,781,000	658,934,000
Total liabilities and net assets	<u>\$ 1,058,283,000</u>	<u>23,485,000</u>	<u>14,065,000</u>	<u>(34,743,000)</u>	<u>1,061,090,000</u>	<u>1,079,637,000</u>

See accompanying independent auditors' report.

ST. CHARLES HEALTH SYSTEM, INC.

Supplementary Schedule – Statement of Operations Information

Years ended December 31, 2018 and 2017

	Obligated group	Nonobligated group excluding St. Charles Foundation, Inc.	St. Charles Foundation, Inc.	Eliminating and reclassifying entries	2018	2017
Operating revenues:						
Net patient service revenue	\$ 660,891,000	50,449,000	—	(33,516,000)	677,824,000	649,247,000
Premium revenue	56,749,000	—	—	—	56,749,000	57,278,000
Other revenue	60,288,000	—	1,705,000	(24,527,000)	37,466,000	42,374,000
Total operating revenues	777,928,000	50,449,000	1,705,000	(58,043,000)	772,039,000	748,899,000
Expenses:						
Salaries and wages	336,326,000	9,275,000	415,000	(415,000)	345,601,000	334,169,000
Employee benefits	88,664,000	—	133,000	(590,000)	88,207,000	92,981,000
Professional fees and assessments	78,699,000	—	141,000	(33,645,000)	45,195,000	44,657,000
Depreciation and amortization	38,606,000	1,569,000	—	—	40,175,000	35,242,000
Interest	7,388,000	152,000	—	—	7,540,000	6,792,000
Medical supplies, drugs, and other	212,583,000	11,218,000	870,000	(3,627,000)	221,044,000	211,133,000
Total expenses	762,266,000	22,214,000	1,559,000	(38,277,000)	747,762,000	724,974,000
Excess of revenues over expenses from operations	15,662,000	28,235,000	146,000	(19,766,000)	24,277,000	23,925,000
Other (loss) income:						
Investment (loss) income, net	(23,073,000)	—	(151,000)	(70,000)	(23,294,000)	56,407,000
Other, net	1,652,000	—	—	—	1,652,000	2,218,000
Total other (loss) income, net	(21,421,000)	—	(151,000)	(70,000)	(21,642,000)	58,625,000
(Deficit) excess of revenue over expenses	(5,759,000)	28,235,000	(5,000)	(19,836,000)	2,635,000	82,550,000
Increase (decrease) in interest in net assets of St. Charles Foundation, Inc.	(5,000)	—	—	5,000	—	—
Net assets released from donor restriction for capital	999,000	—	—	—	999,000	948,000
Other transfers	(511,000)	—	(441,000)	512,000	(440,000)	(5,000)
Distributions	—	(28,168,000)	—	19,718,000	(8,450,000)	(8,499,000)
(Decrease) increase in net assets without donor restriction	\$ (5,276,000)	67,000	(446,000)	399,000	(5,256,000)	74,994,000

See accompanying independent auditors' report.