



**ST. CHARLES HEALTH SYSTEM, INC.**

Consolidated Financial Statements  
and Supplementary Schedules

December 31, 2024 and 2023

(With Independent Auditors' Report Thereon)

**ST. CHARLES HEALTH SYSTEM, INC.**

**Table of Contents**

	<b>Page</b>
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
<b>Supplementary Schedules</b>	
I Consolidating Balance Sheet	29
II Consolidating Schedule of Operations	30



KPMG LLP  
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## **Independent Auditors' Report**

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

### *Opinion*

We have audited the consolidated financial statements of St. Charles Health System, Inc. and its subsidiaries (the Corporation), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, 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.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Corporation as of December 31, 2024 and 2023, and the results of its operations and its cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

### *Basis for Opinion*

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of the Corporation and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### *Responsibilities of Management for the Consolidated Financial Statements*

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with U.S. generally accepted accounting principles, and for 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.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Corporation's ability to continue as a going concern for one year after the date that the consolidated financial statements are issued.

### *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements*

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.



In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Corporation's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Corporation's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

*Supplementary Information*

Our audit was 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 GAAS. 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  
April 9, 2025

**ST. CHARLES HEALTH SYSTEM, INC.**

Consolidated Balance Sheets

December 31, 2024 and 2023

<b>Assets</b>	<b>2024</b>	<b>2023</b>
Current assets:		
Cash and cash equivalents	\$ 166,793,000	132,886,000
Investments, current portion	6,359,000	6,318,000
Patient accounts receivable	125,728,000	123,520,000
Other receivables, net	30,221,000	52,780,000
Supplies inventory	13,922,000	12,962,000
Prepaid expenses and other current assets	13,880,000	15,868,000
Total current assets	356,903,000	344,334,000
Investments, net of current portion	755,971,000	713,892,000
Property and equipment, net	395,806,000	381,043,000
Other assets	9,245,000	8,931,000
Total assets	\$ 1,517,925,000	1,448,200,000
<b>Liabilities and Net Assets</b>		
Current liabilities:		
Accounts payable	\$ 47,492,000	49,343,000
Accrued liabilities	115,313,000	101,228,000
Estimated third-party payor settlements payable, net	5,992,000	6,358,000
Deferred revenue	5,567,000	7,643,000
Long-term obligations, current portion	4,817,000	4,351,000
Total current liabilities	179,181,000	168,923,000
Long-term obligations, net of current portion	368,033,000	372,907,000
Other liabilities	28,617,000	22,524,000
Total liabilities	575,831,000	564,354,000
Net assets:		
SCHS:		
Without donor restrictions	929,110,000	872,887,000
With donor restrictions	7,554,000	5,911,000
Noncontrolling interests:		
Without donor restrictions	5,430,000	5,048,000
Total net assets	942,094,000	883,846,000
Total liabilities and net assets	\$ 1,517,925,000	1,448,200,000

See accompanying notes to consolidated financial statements.

**ST. CHARLES HEALTH SYSTEM, INC.**

## Consolidated Statements of Operations

Years ended December 31, 2024 and 2023

	<b>2024</b>	<b>2023</b>
Operating revenue:		
Patient service revenue	\$ 1,049,323,000	981,803,000
Premium revenue	100,498,000	97,603,000
Other revenue	81,263,000	97,279,000
Total operating revenue	<u>1,231,084,000</u>	<u>1,176,685,000</u>
Expenses:		
Salaries and wages	582,133,000	527,221,000
Employee benefits	140,687,000	117,658,000
Professional fees and assessments	69,438,000	72,597,000
Depreciation	41,491,000	40,378,000
Interest	12,157,000	12,235,000
Medical supplies, drugs, and other	378,297,000	327,092,000
Total expenses	<u>1,224,203,000</u>	<u>1,097,181,000</u>
Excess of revenue over expenses from operations	<u>6,881,000</u>	<u>79,504,000</u>
Other income, net:		
Investment, net	59,791,000	72,825,000
Other, net	4,018,000	2,786,000
Total other income, net	<u>63,809,000</u>	<u>75,611,000</u>
Excess of revenue over expenses	70,690,000	155,115,000
Net assets released from donor restriction for capital	111,000	444,000
Other transfers	(660,000)	(307,000)
Distributions to noncontrolling interests	<u>(13,536,000)</u>	<u>(14,070,000)</u>
Increase in net assets without donor restrictions	<u>\$ 56,605,000</u>	<u>141,182,000</u>

See accompanying notes to consolidated financial statements.

**ST. CHARLES HEALTH SYSTEM, INC.**  
Consolidated Statements of Changes in Net Assets  
Years ended December 31, 2024 and 2023

	<b>SCHS – Without donor restrictions</b>	<b>SCHS – With donor restrictions</b>	<b>Noncontrolling interests – Without donor restrictions</b>	<b>Total</b>
Net assets at December 31, 2022	\$ 731,716,000	6,058,000	5,037,000	742,811,000
Excess of revenue over expenses	141,034,000	—	14,081,000	155,115,000
Donor-restricted contributions	—	459,000	—	459,000
Net assets released from donor restrictions	444,000	(1,115,000)	—	(671,000)
Other transfers	(307,000)	307,000	—	—
Distributions	—	—	(14,070,000)	(14,070,000)
Other changes in net assets	—	202,000	—	202,000
Change in net assets	141,171,000	(147,000)	11,000	141,035,000
Net assets at December 31, 2023	872,887,000	5,911,000	5,048,000	883,846,000
Excess of revenue over expenses	56,772,000	—	13,918,000	70,690,000
Donor-restricted contributions	—	1,495,000	—	1,495,000
Net assets released from donor restrictions	111,000	(677,000)	—	(566,000)
Other transfers	(660,000)	660,000	—	—
Distributions	—	—	(13,536,000)	(13,536,000)
Other changes in net assets	—	165,000	—	165,000
Change in net assets	56,223,000	1,643,000	382,000	58,248,000
Net assets at December 31, 2024	\$ 929,110,000	7,554,000	5,430,000	942,094,000

See accompanying notes to consolidated financial statements.

**ST. CHARLES HEALTH SYSTEM, INC.**

Consolidated Statements of Cash Flows

Years ended December 31, 2024 and 2023

	<u>2024</u>	<u>2023</u>
Cash flows from operating activities:		
Change in net assets	\$ 58,248,000	141,035,000
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation and amortization	47,073,000	43,485,000
Net gain on investments	(52,809,000)	(68,271,000)
Loss on sale of property and equipment	6,000	47,000
Amortization and accretion of debt obligation	(512,000)	(520,000)
Restricted contributions	(1,495,000)	(459,000)
Distributions to noncontrolling interests	13,536,000	14,070,000
Changes in certain operating assets and liabilities:		
Patient accounts receivable	(2,208,000)	(17,187,000)
Other receivables, net	22,559,000	(26,829,000)
Supplies inventory	(863,000)	4,108,000
Prepaid expenses and other assets	(4,088,000)	(6,990,000)
Accounts payable	(936,000)	(4,336,000)
Accrued liabilities	8,344,000	(2,293,000)
Estimated third-party payor settlements payable, net	(366,000)	1,794,000
Deferred revenue	(2,076,000)	1,314,000
Other liabilities	6,093,000	996,000
Net cash provided by operating activities	<u>90,506,000</u>	<u>79,964,000</u>
Cash flows from investing activities:		
Purchases of investments	(118,927,000)	(398,106,000)
Proceeds from sales and maturities of investments	129,616,000	393,912,000
Distributions received from joint ventures	6,698,000	6,129,000
Acquisition of Central Oregon Surgery Center, LLC	(1,033,000)	—
Purchases of property and equipment	(55,408,000)	(19,673,000)
Proceeds from sale of assets	5,000	43,000
Net cash used in investing activities	<u>(39,049,000)</u>	<u>(17,695,000)</u>
Cash flows from financing activities:		
Payments on long-term obligations	(9,117,000)	(8,736,000)
Repayment of finance lease obligations	(1,613,000)	(1,640,000)
Proceeds from issuance of long-term obligations	5,221,000	1,153,000
Proceeds from restricted contributions	1,495,000	459,000
Distributions paid to noncontrolling interests	(13,536,000)	(14,070,000)
Net cash used in financing activities	<u>(17,550,000)</u>	<u>(22,834,000)</u>
Net increase in cash and cash equivalents	33,907,000	39,435,000
Cash and cash equivalents at beginning of year	<u>132,886,000</u>	<u>93,451,000</u>
Cash and cash equivalents at end of year	\$ <u>166,793,000</u>	<u>132,886,000</u>
Supplemental disclosures:		
Cash paid for interest, net of amounts capitalized	\$ 12,217,000	12,279,000
Noncash change in property and equipment in accounts payable and accrued liabilities	(1,015,000)	8,030,000
Finance and operating lease right-of-use assets acquired	7,454,000	20,994,000

See accompanying notes to consolidated financial statements.

**ST. CHARLES HEALTH SYSTEM, INC.**

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

**(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 hospitals in Central Oregon. The flagship hospital is located in Bend with an affiliated campus in Redmond. In addition, SCHS owns and operates Critical Access Hospitals (CAH) in Madras and Prineville, as well as several other lines of healthcare-related businesses. SCHS provides healthcare and healthcare-related services primarily to residents in Central and Eastern Oregon. 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 CAHs 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 restrictions, in the accompanying consolidated financial statements. Donor restrictions can be for time and/or purpose restrictions. Certain donor restricted assets are intended to be maintained in perpetuity and related balances are included in SCHS' endowed assets.

Cascade Medical Buildings, LLC (CMB), a limited liability company, was established to build, own, and manage a medical office building on the St. Charles Bend campus. The Corporation is the sole member of CMB, and CMB is included in the consolidated financial statements of SCHS but is not a member of the obligated group.

The Corporation acquired Central Oregon Surgery Center, LLC (COSC), in February 2024. COSC, a limited liability company, was established as an ambulatory surgery center. The Corporation is the sole member of COSC, and COSC is included in the consolidated financial statements of SCHS but is not a member of the obligated group.

SCHS 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 scanning, computer-assisted tomography scanning, nuclear medicine, mammography, and picture archiving and communications system services in Central and Eastern Oregon. CMI has been consolidated into the financial statements of SCHS but is not part of the obligated group.

## **ST. CHARLES HEALTH SYSTEM, INC.**

### **Notes to Consolidated Financial Statements**

December 31, 2024 and 2023

#### **(b) Principles of Consolidation**

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

#### **(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 using the equity method of accounting is reported as other revenue within operating revenue. Additional revenue not related to SCHS' core operations is reported as other income, 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, 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 (GAAP) 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 surpluses, 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. Cash equivalents exclude amounts held for donor or trustee restrictions and amounts held within the investment portfolio.

#### **(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 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 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

## ST. CHARLES HEALTH SYSTEM, INC.

### Notes to Consolidated Financial Statements

December 31, 2024 and 2023

Standards Board (FASB) Accounting Standards Codification (ASC) Subtopic 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 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 as described in note 14, may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values of SCHS' 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 including those held in commingled funds. 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, 2024 and 2023, the Corporation had investments in commingled funds, equity and fixed-income mutual funds, 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 that 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 (average cost) 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.

**ST. CHARLES HEALTH SYSTEM, INC.**

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

Depreciation is provided over the estimated useful life of each class of depreciable asset and is computed using the straight-line method. Net interest costs incurred on borrowed funds during the period of construction of 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 contributions. Absent explicit donor stipulations about how long those long-lived assets must be maintained, the Corporation reports expirations of donor restrictions as contributions when the donated or acquired long-lived assets are placed in service.

**(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 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. Donor-restricted contributions whose restrictions are met within the same year as received are reported as contributions without donor restriction. Conditional contributions and grants are not recognized until such conditions are met.

Donated services that meet the criteria for recognition in accordance with US GAAP are reported as other revenue and salaries and wages expenses in amounts equal to their estimated fair value on the date of receipt. Approximately \$0 and \$1,135,000 of gift-in-kind services of healthcare professionals were provided to the Corporation in 2024 and 2023, respectively.

**(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

## **ST. CHARLES HEALTH SYSTEM, INC.**

### **Notes to Consolidated Financial Statements**

**December 31, 2024 and 2023**

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

#### **(I) Patient Service Revenue**

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 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' 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 Paragraph 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 and bedded outpatient services at the end of the reporting period. The performance obligations for these contracts are 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 Paragraph 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' 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.

**ST. CHARLES HEALTH SYSTEM, INC.**

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

SCHS has applied the practical expedient option provided by FASB ASC Paragraph 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 \$59,357,000 and \$57,435,000 for the years ended December 31, 2024 and 2023, respectively, which are included in medical supplies, drugs, and other expenses 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 \$58,810,000 and \$56,014,000 for the years ended December 31, 2024 and 2023, respectively, from OAHHS, which are reflected as a component of 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.

US GAAP 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, 2024, 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 2021.

**ST. CHARLES HEALTH SYSTEM, INC.**

## Notes to Consolidated Financial Statements

December 31, 2024 and 2023

**(2) Liquidity and Availability**

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

	<b>December 31</b>	
	<b>2024</b>	<b>2023</b>
Financial assets at year-end:		
Cash and cash equivalents	\$ 166,793,000	132,886,000
Patient accounts receivable	125,728,000	123,520,000
Investments	762,330,000	720,210,000
Other receivables, net	30,221,000	52,780,000
Total financial assets	<u>1,085,072,000</u>	<u>1,029,396,000</u>
Less amounts not available to be used within one year:		
Funds held in deferred compensation retirement plan (457b)	16,819,000	13,976,000
Funds held by trustees	52,209,000	57,665,000
Funds held for professional liability obligations	10,479,000	9,729,000
Donor-restricted with liquidity horizons greater than one year	5,269,000	4,508,000
Board-designated endowed funds	4,344,000	4,071,000
Donor-restricted endowed funds	<u>2,095,000</u>	<u>1,933,000</u>
Financial assets not available to be used within one year	<u>91,215,000</u>	<u>91,882,000</u>
Financial assets available to meet general expenditures within one year	<u>\$ 993,857,000</u>	<u>937,514,000</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, assets held by a trustee under bond indenture agreements, and assets held to cover professional liability obligations. 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.

In September 2024, the Corporation entered into a line of credit agreement with US Bank for \$100,000,000 as discussed in more detail in note 9. No amounts were borrowed in 2024, and as of December 31, 2024, \$100,000,000 remained available on the Corporation's line of credit.

**ST. CHARLES HEALTH SYSTEM, INC.**  
Notes to Consolidated Financial Statements  
December 31, 2024 and 2023

**(3) Investments**

Investment income, net consisted of the following for the years ended December 31:

	<b>2024</b>	<b>2023</b>
Interest and dividend income	\$ 6,982,000	4,554,000
Realized gains on sales of trading securities, net	10,872,000	4,005,000
Unrealized gains on trading securities, net	41,937,000	64,266,000
Investment income, net	<u>\$ 59,791,000</u>	<u>72,825,000</u>

**(4) 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 or underinsured patients in accordance with SCHS' 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.

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 ambulatory payment classifications 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' 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.

**ST. CHARLES HEALTH SYSTEM, INC.**

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

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' historical settlement activity, including an assessment of whether 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. Patient service revenue increased by approximately \$784,865 and decreased by approximately \$2,064,000 for the years ended December 31, 2024 and 2023, respectively, as a result of final settlements of prior years' cost reports and revisions of estimates for prior years' cost report settlements.

SCHS is a health system that serves a large number of Medicaid and uninsured individuals. As a result, Medicaid programs make disproportionate share hospital payments to qualifying hospitals who serve low-income patients. Patient service revenue increased by approximately \$1,869,000 and \$2,646,000 for the years ended December 31, 2024 and 2023, respectively, as a result of final settlements of prior years' incurred uncompensated care costs.

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, 2024 and 2023 was not significant.

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' 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. The cost of the services and supplies furnished under the charity care policy for the years ended December 31, 2024 and 2023, net of subsidies, was approximately \$16,711,000 and \$10,638,000, 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 41.0% and 43.4% for the years ended December 31, 2024 and 2023, respectively. The amount of subsidies received by SCHS for providing charity care for the years ended December 31, 2024 and 2023 was approximately \$264,000 and \$297,000, respectively.

**ST. CHARLES HEALTH SYSTEM, INC.**

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

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

	<u>2024</u>		<u>2023</u>	
Medicare and Medicare managed care contracts	\$ 506,134,000	48 %	474,773,000	49
Medicaid and OHP, excluding premium revenue	95,500,000	10	91,820,000	9
Commercial and managed care insurance	445,490,000	42	411,154,000	42
Self-pay	<u>2,199,000</u>	<u>—</u>	<u>4,056,000</u>	<u>—</u>
Total	\$ <u>1,049,323,000</u>	<u>100 %</u>	<u>981,803,000</u>	<u>100</u>

The composition of patient service revenue based on the line of business for the years ended December 31 was as follows:

	<u>2024</u>	<u>2023</u>
St. Charles Hospitals	\$ 841,866,000	798,461,000
St. Charles Madras CAH	48,736,000	41,391,000
St. Charles Prineville CAH	46,578,000	41,050,000
Clinics	99,584,000	88,678,000
Home Health and Hospice	<u>12,559,000</u>	<u>12,223,000</u>
Total	\$ <u>1,049,323,000</u>	<u>981,803,000</u>

**(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, 2024 and 2023, \$2,692,000 and \$306,000, respectively, were realized as adjustments to premium revenue for amounts withheld in 2023 and 2022, 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 2024 and 2023, SCHS received \$3,123,000 and \$7,711,000, respectively, for risk share payments resulting from quality metric

**ST. CHARLES HEALTH SYSTEM, INC.**

## Notes to Consolidated Financial Statements

December 31, 2024 and 2023

and global healthcare budget performance under the OHP contract for the premium years ended December 31, 2023 and 2022, 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:

	<u>2024</u>	<u>2023</u>
Land and land improvements	\$ 41,796,000	41,796,000
Buildings and fixed equipment	552,323,000	538,076,000
Furniture and movable equipment	<u>324,681,000</u>	<u>325,621,000</u>
	918,800,000	905,493,000
Less accumulated depreciation and amortization	<u>(544,501,000)</u>	<u>(530,940,000)</u>
	374,299,000	374,553,000
Construction in progress	<u>21,507,000</u>	<u>6,490,000</u>
Property and equipment, net	<u>\$ 395,806,000</u>	<u>381,043,000</u>

As of December 31, 2024, management estimates that the remaining cost to complete the construction in progress is approximately \$91,467,000.

Interest costs incurred on borrowed funds during the period of construction of capital assets are capitalized as a component of acquiring those assets. In 2024 and 2023, SCHS capitalized \$1,742,000 and \$1,763,000, 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 2024 and 2023, net assets were released from donor restrictions by SCHS incurring operating expenses satisfying the restricted purpose of approximately \$566,000 and \$671,000, respectively, and are included in other revenue. Further, approximately \$111,000 and \$444,000 were released from restriction to SCHS for capital expenditures made during 2024 and 2023, respectively.

**ST. CHARLES HEALTH SYSTEM, INC.**  
Notes to Consolidated Financial Statements  
December 31, 2024 and 2023

Net assets with donor restrictions are available for the following purposes at December 31:

	<u>2024</u>	<u>2023</u>
Subject to expenditure for specified purpose:		
Education and research	\$ 873,000	548,000
Indigent care	177,000	173,000
Patient care activities	3,479,000	2,564,000
Purchase of property and equipment	78,000	110,000
Other	852,000	583,000
	<u>5,459,000</u>	<u>3,978,000</u>
Donor-restricted endowed funds:		
Education and research	987,000	874,000
Indigent care	706,000	682,000
Other	402,000	377,000
	<u>2,095,000</u>	<u>1,933,000</u>
Total net assets with donor restrictions	<u>\$ 7,554,000</u>	<u>5,911,000</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.

SCF's spending practices are intended to comply with donors' 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 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) Leases**

SCHS leases medical and administrative office buildings and equipment to support operations. A portion of the leased office space has been subleased to unrelated third parties. SCHS has finance and short-term leases with related entities. The operating leases included in property and equipment, net, and accrued liabilities were \$24,733,000 and \$24,950,000 for the year ended December 31, 2024 and \$22,239,000 and \$22,407,000 for the year ended December 31, 2023, respectively. The finance leases included in property

**ST. CHARLES HEALTH SYSTEM, INC.**

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

and equipment, net and accrued liabilities were \$9,712,000 and \$10,862,000 for the year ended December 31, 2024 and \$10,415,000 and \$11,564,000 for the year ended December 31, 2023, respectively.

SCHS' weighted average terms and discount rates for the years ended December 31 are as follows:

	<u>2024</u>	<u>2023</u>
Weighted Average Remaining Lease Term		
Operating Leases	7	7
Finance Leases	10	11
	<u>2024</u>	<u>2023</u>
Weighted Average Discount Rate		
Operating Leases	3.5%	3.4%
Finance Leases	3.5%	3.5%

SCHS incurred lease expenses for the years ended December 31 as follows:

	<u>2024</u>	<u>2023</u>
Finance lease expense included in depreciation and amortization:		
Amortization of right-of-use (ROU) assets	\$ 1,375,000	1,716,000
Finance lease expense included in interest:		
Interest on lease liabilities	<u>402,000</u>	<u>430,000</u>
Total finance lease expense	1,777,000	2,146,000
Operating lease expense included in medical supplies, drugs, and other	5,562,000	2,707,000
Short-term lease expense included in medical supplies, drugs, and other	2,382,000	3,438,000
Less sublease rental income	<u>(153,000)</u>	<u>(161,000)</u>
Total lease expense	\$ <u>9,568,000</u>	<u>8,130,000</u>

**ST. CHARLES HEALTH SYSTEM, INC.**

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

SCHS' finance and operating lease liabilities will mature as follows:

	<b>Finance leases</b>	<b>Operating leases</b>	<b>Total leases</b>
2025	\$ 1,629,000	5,851,000	7,480,000
2026	1,518,000	5,247,000	6,765,000
2027	1,342,000	3,011,000	4,353,000
2028	1,157,000	2,744,000	3,901,000
2029	1,169,000	2,526,000	3,695,000
Thereafter	<u>6,108,000</u>	<u>8,814,000</u>	<u>14,922,000</u>
Total undiscounted lease payments	12,923,000	28,193,000	41,116,000
Less imputed interest	<u>(2,061,000)</u>	<u>(3,243,000)</u>	<u>(5,304,000)</u>
Total lease liabilities	\$ <u>10,862,000</u>	<u>24,950,000</u>	<u>35,812,000</u>

Rental income related to operating leases was \$3,190,000 and \$3,444,000 for the years ended December 31, 2024 and 2023, respectively. Total minimum sublease rental payments under noncancelable lease agreements were \$341,000 and \$414,000 for the years ended December 31, 2024 and 2023, respectively.

SCHS anticipates operating lease receipts to mature as follows:

	<b>Operating leases</b>
2025	\$ 3,254,000
2026	3,319,000
2027	3,386,000
2028	3,453,000
2029	3,522,000
Thereafter	<u>24,000</u>
	\$ <u>16,958,000</u>

**ST. CHARLES HEALTH SYSTEM, INC.**  
Notes to Consolidated Financial Statements  
December 31, 2024 and 2023

**(9) Debt Agreements**

Long-term obligations consisted of the following at December 31:

	<u>2024</u>	<u>2023</u>
Hospital Facility Authority of Deschutes County, Oregon (The Authority):		
The Authority Hospital Revenue Bonds Series 2022A (the 2022A Bonds)	\$ 37,630,000	37,630,000
The Authority Hospital Revenue Bonds Series 2022B (the 2022B Bonds)	37,630,000	37,630,000
The Authority Hospital Revenue Bonds Series 2020A (the 2020A Bonds)	48,125,000	48,605,000
The Authority Hospital Revenue Bonds Series 2020B (the 2020B Bonds)	50,000,000	50,000,000
The Authority Hospital Revenue Bonds Series 2016A (the 2016A Bonds)	91,115,000	93,020,000
2015 Senior Notes	75,820,000	80,350,000
First Interstate secured promissory note with CMB	16,026,000	16,814,000
First Interstate secured loans with CMI	2,779,000	3,691,000
Other, CMI	5,974,000	1,256,000
Unamortized cost of issuance	(1,712,000)	(1,845,000)
Unamortized premium on bonds, net	<u>9,463,000</u>	<u>10,107,000</u>
Total long-term obligations	372,850,000	377,258,000
Less current portion	<u>(4,817,000)</u>	<u>(4,351,000)</u>
Long-term obligations, net of current portion	<u>\$ 368,033,000</u>	<u>372,907,000</u>

In May 2022, the Authority issued the 2022A and 2022B Bonds in the amount of \$37,630,000 and \$37,630,000, respectively. The proceeds of the 2022 Series bonds were used to advance refund the \$75,000,000 2014 Series bonds, which were originally issued to finance certain capital additions and improvements at the Bend and Madras hospitals and build a new hospital in Prineville. Additional proceeds were used to cover the cost of issuance. The 2022 Bonds bear interest at 2.81% payable semiannually each January 1 and July 1 and require annual principal payments each January 1, 2034 through 2035 and January 1, 2039 through 2044 ranging from \$1,425,000 to \$7,050,000.

In October 2020, The Authority issued the 2020A Bonds in the amount of \$48,605,000. The proceeds of the 2020A Bonds are being used to finance capital construction, remodeling, and equipping of facilities used to provide healthcare and administrative space at or near St. Charles Bend and St. Charles Redmond. The 2020A 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 2051 ranging from \$480,000 to \$20,820,000.

**ST. CHARLES HEALTH SYSTEM, INC.**

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

In October 2020, The Authority issued the 2020B Bonds in the amount of \$50,000,000. The proceeds of the 2020B Bonds are being used to finance capital construction, remodeling, and equipping of facilities used to provide healthcare and administrative space at or near St. Charles Bend and St. Charles Redmond. The 2020B Bonds bear interest at 3.985% payable semiannually each January 1 and July 1 and require annual principal payments each January 1, 2041 through 2050 ranging from \$1,615,000 to \$18,700,000.

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, with a final payment in 2048 (including mandatory redemptions). The principal payments range from \$85,000 to \$15,510,000.

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.

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.

CMB holds a secured promissory note with First Interstate Bank, which matures on December 23, 2026 and bears interest at a fixed rate of 3.340%.

CMI holds various secured loans, which mature between 2027 and 2034 and contract payable notes with Sectra North America, Inc. and Huntington Technology Finance which mature between 2025 and 2026.

Unamortized bond premium, cost of issuance 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.

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

	<b>Long-term obligations</b>
2025	\$ 4,817,000
2026	23,949,000
2027	8,546,000
2028	8,598,000
2029	8,731,000
Thereafter	310,458,000
	<b>\$ 365,099,000</b>

**ST. CHARLES HEALTH SYSTEM, INC.**

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

As of December 31, 2024 and 2023, SCHS had a \$100,000,000 line of credit agreement with US Bank National Association and JPM, respectively. The line of credit expires on September 11, 2027. There were no amounts outstanding under this line of credit agreement at December 31, 2024 or 2023. Borrowings outstanding under the current line of credit agreement bear interest at the Term SOFR rate.

**(10) Commitments and Contingencies**

**(a) Medical Malpractice Insurance**

SCHS maintains a self-insurance program for malpractice and other general liability claims. SCHS purchases excess insurance for claims exceeding a self-insured retention of \$1,000,000 each claim, with a \$500,000 annual aggregate buffer layer, with a \$7,000,000 annual 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 \$12,850,000 and \$10,013,000 as of December 31, 2024 and 2023, respectively, and are included in accrued and other liabilities in the accompanying consolidated balance sheets. These amounts are inclusive of insurance recoveries of \$2,780,000 and \$1,710,000 for December 31, 2024 and 2023, respectively. SCHS recorded insurance recoveries as both a receivable and a liability in the balance sheet for both years presented. 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.

**(b) Self-Insurance**

SCHS is self-insured for medical, dental, and vision benefits provided to its employees for claims up to \$450,000 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, 2024 and 2023 of \$10,301,000 and \$9,570,000, respectively, are adequate to cover any related potential losses.

**(c) 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; cyberattacks; 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, 2024 or 2023.

**ST. CHARLES HEALTH SYSTEM, INC.**

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

**(d) Guaranty**

As of December 31, 2024, SCHS is a guarantor of the following loan of a certain related entity:

Entity	Loan balance outstanding at December 31, 2024	SCHS guaranty	Loan expiration date
Heart Center of the Cascades, LLC	\$ 5,612,240	2,806,120	April 30, 2025

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

**(e) 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.

**(f) Collective Bargaining Agreements**

Approximately 31% of SCHS employees were covered under collective bargaining agreements at December 31, 2024, which will expire beyond 2025.

**(11) Retirement Plan**

Nearly 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 their 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, 2024 and

**ST. CHARLES HEALTH SYSTEM, INC.**

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

2023 was \$23,582,000 and \$21,504,000, respectively, and is included in employee benefits in the accompanying consolidated statements of operations.

**(12) Other Related-Party Transactions**

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

Entity	Basis of accounting	Ownership as of December 31,	Investment balances included in the accompanying consolidated balance sheets for the years ended December 31		SCHS' share of income included in the accompanying consolidated statements of operations for the years ended December 31	
		2024	2024	2023	2024	2023
HCC	Equity method	50 %	\$ (1,409,000)	(1,591,000)	542,000	479,000
CS	Equity method	50	3,015,000	3,221,000	4,544,000	3,972,000
COMRI	Equity method	33	593,000	684,000	1,494,000	1,670,000
SOLS	Equity method	32	1,534,000	1,492,000	45,000	129,000

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

**(a) Heart Center of the Cascades, LLC**

Heart Center of the Cascades, LLC (HCC) is a limited liability company whose members are SCHS (50% ownership interest) and four physicians with equal direct ownership interests (collectively, a 50% ownership interest). Two 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, 2024 and 2023, SCHS received member distributions of \$360,000 and \$300,000 from HCC, respectively. During the years ended December 31, 2024 and 2023, SCHS earned income from HCC of \$532,000 and \$545,000, respectively, under the land lease and from the provision of certain facility services. During the years ended December 31, 2024 and 2023, SCHS incurred rent expense related to a lease with HCC of \$1,988,000 and \$1,878,000, respectively.

**(b) Cascade Surgicenter, LLC**

Cascade Surgicenter, LLC (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 \$4,750,000 and \$4,300,000 from CS during the years ended December 31, 2024 and 2023, respectively. During the years ended December 31, 2024 and 2023, CS incurred rent expense for facilities owned by CMB of \$1,417,000 and \$1,299,000, respectively.

**(c) Central Oregon Magnetic Resonance Imaging, LLC**

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, 2024 and 2023, SCHS received member distributions of \$1,585,000 and \$1,529,000, respectively, from COMRI. During the years ended December 31, 2024 and 2023, SCHS charged COMRI \$619,000 and \$584,000, respectively, for certain staffing services, rent, and supplies. In addition, during the years ended December 31, 2024 and 2023, SCHS incurred professional fees expense of \$8,522,000 and \$8,118,000, respectively, for services rendered by COMRI. Included in

**ST. CHARLES HEALTH SYSTEM, INC.**

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

accounts payable in the accompanying consolidated balance sheets are amounts due to COMRI for these services of \$800,000 and \$705,000 as of December 31, 2024 and 2023, respectively.

**(d) Southern Oregon Linen Service**

Southern Oregon Linen Service (SOLS) is an Oregon cooperative corporation that provides laundry, linen, and uniform services to members of the cooperative. SCHS owns 32% 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. During the year ended December 31, 2024, SCHS received member distributions of \$3,000. SCHS incurred laundry and linen expense with SOLS of \$2,255,000 and \$2,265,000 for the years ended December 31, 2024 and 2023, respectively. Included in accounts payable in the accompanying consolidated balance sheets are amounts due to SOLS for these services of \$188,000 and \$183,000 as of December 31, 2024 and 2023, respectively.

**(13) Functional Classification of Expenses**

SCHS provides healthcare services to residents within its geographic locations. Functional expenses are based on the department they are associated with. Administrative expenses are assigned to the system support category; foundation and auxiliary departments are assigned to the fundraising category; and departments associated with the exempt purposes are assigned to the hospitals, clinics, or home health and hospice portions of the program service category, depending on nature, along with depreciation, amortization and interest. Employee benefits are allocated based on wages. Expenses on a functional basis for the years ended December 31, 2024 and 2023 were as follows:

	Program services			Support services		2024 Total
	Hospitals	Clinics	Home health and hospice	System support	Fundraising	
Salaries and wages	\$ 366,557,000	110,151,000	10,170,000	94,486,000	769,000	582,133,000
Employee benefits	86,024,000	20,597,000	2,546,000	31,326,000	194,000	140,687,000
Professional fees and assessments	40,458,000	2,239,000	1,239,000	25,164,000	338,000	69,438,000
Depreciation	26,148,000	3,941,000	—	11,402,000	—	41,491,000
Interest	117,000	696,000	—	11,344,000	—	12,157,000
Medical supplies, drugs, and other	291,106,000	36,507,000	1,037,000	48,444,000	1,203,000	378,297,000
Total	<u>\$ 810,410,000</u>	<u>174,131,000</u>	<u>14,992,000</u>	<u>222,166,000</u>	<u>2,504,000</u>	<u>1,224,203,000</u>

	Program services			Support services		2023 Total
	Hospitals	Clinics	Home health and hospice	System support	Fundraising	
Salaries and wages	\$ 336,705,000	88,297,000	8,795,000	92,531,000	893,000	527,221,000
Employee benefits	69,698,000	17,340,000	2,145,000	28,244,000	231,000	117,658,000
Professional fees and assessments	42,221,000	2,504,000	1,781,000	25,999,000	92,000	72,597,000
Depreciation	25,579,000	4,054,000	—	10,740,000	5,000	40,378,000
Interest	79,000	475,000	—	11,681,000	—	12,235,000
Medical supplies, drugs, and other	254,427,000	28,774,000	978,000	41,866,000	1,047,000	327,092,000
Total	<u>\$ 728,709,000</u>	<u>141,444,000</u>	<u>13,699,000</u>	<u>211,061,000</u>	<u>2,268,000</u>	<u>1,097,181,000</u>

**ST. CHARLES HEALTH SYSTEM, INC.**

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

**(14) Fair Value Measurements**

The Corporation applies the provisions of FASB ASC Topic 820, *Fair Value Measurement*, 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 Topic 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.

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.

ASC *Subtopic 820-10* allows for the use of a practical expedient for the estimation of the fair value of investments in investment companies for which the investment does not have a readily determinable fair value. The following table presents assets that are measured at fair value on a recurring basis at December 31, 2024:

	Fair value measurements at reporting date			
	December 31, 2024	Level 1	Level 2	Level 3
Assets:				
Investments:				
Cash equivalents	\$ 52,888,000	52,888,000	—	—
Commingled funds:				
Fixed income	324,728,000	324,728,000	—	—
Diversified	360,434,000	360,434,000	—	—
Mutual and exchange-traded funds:				
Equity:				
Domestic	15,222,000	15,222,000	—	—
International	196,000	196,000	—	—
Real estate investment trust sector	18,000	18,000	—	—
Fixed income	1,548,000	1,548,000	—	—
Cash surrender value of life insurance	554,000	—	554,000	—
	755,588,000	755,034,000	554,000	—
Investments recorded at cost	1,015,000			
Investment in Oregon Community Foundation	5,727,000			
Total investments	\$ 762,330,000			

**ST. CHARLES HEALTH SYSTEM, INC.**  
Notes to Consolidated Financial Statements  
December 31, 2024 and 2023

The following table presents assets that are measured at fair value on a recurring basis at December 31, 2023:

	Fair value measurements at reporting date			
	December 31, 2023	Level 1	Level 2	Level 3
Assets:				
Investments:				
Cash equivalents	\$ 58,356,000	58,356,000	—	—
Commingled funds:				
Fixed income	338,060,000	338,060,000	—	—
Diversified	303,500,000	303,500,000	—	—
Mutual and exchange-traded funds:				
Equity:				
Domestic	12,667,000	12,667,000	—	—
International	184,000	184,000	—	—
Real estate investment trust sector	22,000	22,000	—	—
Fixed income	1,212,000	1,212,000	—	—
Cash surrender value of life insurance	525,000	—	525,000	—
	714,526,000	714,001,000	525,000	—
Investments recorded at cost	363,000			
Investment in Oregon Community Foundation	5,321,000			
Total investments	\$ 720,210,000			

**(15) Subsequent Events**

The Corporation has performed an evaluation of subsequent events through April 9th, 2025, which is the date these consolidated financial statements were issued.

## **SUPPLEMENTARY SCHEDULES**

## ST. CHARLES HEALTH SYSTEM, INC.

## Supplementary Schedule – Consolidating Balance Sheet

December 31, 2024 and 2023

Assets	Obligated group	Nonobligated group			Eliminating and reclassifying entries	2024	2023
		Cascade Medical Imaging, LLC	Single Member LLCs	St. Charles Foundation, Inc.			
Current assets:							
Cash and cash equivalents	\$ 156,520,000	815,000	1,072,000	8,386,000	—	166,793,000	132,886,000
Investments, current portion	6,359,000	—	—	—	—	6,359,000	6,318,000
Patient accounts receivable	123,304,000	7,237,000	195,000	—	(5,008,000)	125,728,000	123,520,000
Other receivables, net	29,717,000	—	(13,000)	832,000	(315,000)	30,221,000	52,780,000
Supplies inventory	13,922,000	—	—	—	—	13,922,000	12,962,000
Prepaid expenses and other current assets	13,350,000	514,000	16,000	—	—	13,880,000	15,868,000
Total current assets	343,172,000	8,566,000	1,270,000	9,218,000	(5,323,000)	356,903,000	344,334,000
Investments, net of current portion	748,847,000	—	—	7,124,000	—	755,971,000	713,892,000
Property and equipment, net	333,076,000	18,922,000	43,808,000	—	—	395,806,000	381,043,000
Other assets	65,720,000	9,230,000	937,000	—	(66,642,000)	9,245,000	8,931,000
Total assets	<u>\$ 1,490,815,000</u>	<u>36,718,000</u>	<u>46,015,000</u>	<u>16,342,000</u>	<u>(71,965,000)</u>	<u>1,517,925,000</u>	<u>1,448,200,000</u>
<b>Liabilities and Net Assets</b>							
Current liabilities:							
Accounts payable	\$ 50,448,000	1,809,000	460,000	98,000	(5,323,000)	47,492,000	49,343,000
Accrued liabilities	109,455,000	5,810,000	48,000	—	—	115,313,000	101,228,000
Estimated third-party payor settlements, net	5,992,000	—	—	—	—	5,992,000	6,358,000
Deferred revenue	5,567,000	—	—	—	—	5,567,000	7,643,000
Long-term obligations, current portion	2,485,000	1,513,000	819,000	—	—	4,817,000	4,351,000
Total current liabilities	173,947,000	9,132,000	1,327,000	98,000	(5,323,000)	179,181,000	168,923,000
Long-term obligations, net of current portion	345,586,000	7,240,000	15,207,000	—	—	368,033,000	372,907,000
Other liabilities	28,092,000	—	479,000	46,000	—	28,617,000	22,524,000
Total liabilities	547,625,000	16,372,000	17,013,000	144,000	(5,323,000)	575,831,000	564,354,000
Net assets:							
SCHS:							
Without donor restrictions	935,636,000	46,394,000	29,002,000	3,762,000	(85,684,000)	929,110,000	872,887,000
With donor restrictions	7,554,000	—	—	12,436,000	(12,436,000)	7,554,000	5,911,000
Noncontrolling interest:							
Without donor restrictions	—	(26,048,000)	—	—	31,478,000	5,430,000	5,048,000
Total net assets	943,190,000	20,346,000	29,002,000	16,198,000	(66,642,000)	942,094,000	883,846,000
Total liabilities and net assets	<u>\$ 1,490,815,000</u>	<u>36,718,000</u>	<u>46,015,000</u>	<u>16,342,000</u>	<u>(71,965,000)</u>	<u>1,517,925,000</u>	<u>1,448,200,000</u>

See accompanying independent auditors' report.

## ST. CHARLES HEALTH SYSTEM, INC.

Supplementary Schedule – Consolidating Schedule of Operations  
Years ended December 31, 2024 and 2023

		Nonobligated group				2024	2023
		Obligated group	Cascade Medical Imaging, LLC	Single Member LLCs	St. Charles Foundation, Inc.	Eliminating and reclassifying entries	
Operating revenue:							
Patient service revenue	\$ 1,024,455,000	83,073,000	1,383,000	—	(59,588,000)	1,049,323,000	981,803,000
Premium revenue	100,498,000	—	—	—	—	100,498,000	97,603,000
Other revenue	118,135,000	—	—	2,549,000	(39,421,000)	81,263,000	97,279,000
Total operating revenue	1,243,088,000	83,073,000	1,383,000	2,549,000	(99,009,000)	1,231,084,000	1,176,685,000
Expenses:							
Salaries and wages	571,724,000	13,679,000	993,000	769,000	(5,032,000)	582,133,000	527,221,000
Employee benefits	140,687,000	—	—	194,000	(194,000)	140,687,000	117,658,000
Professional fees and assessments	128,493,000	—	—	338,000	(59,393,000)	69,438,000	72,597,000
Depreciation	39,448,000	2,029,000	14,000	—	—	41,491,000	40,378,000
Interest	11,715,000	442,000	—	—	—	12,157,000	12,235,000
Medical supplies, drugs, and other	357,261,000	20,529,000	1,098,000	1,203,000	(1,794,000)	378,297,000	327,092,000
Total expenses	1,249,328,000	36,679,000	2,105,000	2,504,000	(66,413,000)	1,224,203,000	1,097,181,000
Excess (deficit) of revenue over expenses from operations	(6,240,000)	46,394,000	(722,000)	45,000	(32,596,000)	6,881,000	79,504,000
Other income, net:							
Investment income, net	58,868,000	—	—	484,000	439,000	59,791,000	72,825,000
Other, net	2,248,000	—	1,770,000	—	—	4,018,000	2,786,000
Total other income, net	61,116,000	—	1,770,000	484,000	439,000	63,809,000	75,611,000
Excess of revenue over expenses	54,876,000	46,394,000	1,048,000	529,000	(32,157,000)	70,690,000	155,115,000
Acquisition of Central Oregon Surgery Center, LLC	—	—	1,033,000	—	(1,033,000)	—	—
Increase in interest in wholly owned entities	1,577,000	—	—	—	(1,577,000)	—	—
Net assets released from donor restriction	111,000	—	—	—	—	111,000	444,000
Other transfers	(341,000)	—	(920,000)	(660,000)	1,261,000	(660,000)	(307,000)
Distributions to noncontrolling interests	—	(45,121,000)	—	—	31,585,000	(13,536,000)	(14,070,000)
Increase (decrease) in net assets without donor restriction	\$ 56,223,000	1,273,000	1,161,000	(131,000)	(1,921,000)	56,605,000	141,182,000

See accompanying independent auditors' report.