GBMC HEALTHCARE, INC.
AND SUBSIDIARIES

Consolidated Financial Statements
and Consolidating Information

June 30, 2015 and 2014

(With Independent Auditors' Report Thereon)

GBMC HEALTHCARE, INC.
AND SUBSIDIARIES

Table of Contents

	Page(s)
Independent Auditors' Report	1–2
Consolidated Financial Statements:	
Consolidated Balance Sheets	3
Consolidated Statements of Operations	4
Consolidated Statements of Changes in Net Assets	5
Consolidated Statements of Cash Flow	6
Notes to Consolidated Financial Statements	7–36
Consolidating Information:	
Consolidating Balance Sheet	37
Consolidating Statement of Operations	38
Consolidating Statement of Changes in Net Assets	39

KPMG LLP
1 East Pratt Street
Baltimore, MD 21202-1128

Independent Auditors' Report

The Board of Directors
GBMC HealthCare, Inc.:

We have audited the accompanying consolidated financial statements of GBMC HealthCare, Inc. and its subsidiaries (the Company), which comprise the consolidated balance sheets as of June 30, 2015 and 2014, and the related consolidated statements of operations, changes in net assets, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of GBMC HealthCare, Inc. and its subsidiaries as of June 30, 2015 and 2014, and the results of their operations and their cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

KPMG LLP is a Delaware limited liability partnership,
the U.S. member firm of KPMG International Cooperative
("KPMG International"), a Swiss entity.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying supplementary information in Schedules 1-3 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

October 1, 2015

GBMC HEALTHCARE, INC.
AND SUBSIDIARIES

Consolidated Balance Sheets

June 30, 2015 and 2014

(In thousands)

Assets		2015	2014
Current assets:			
Cash and cash equivalents	$	40,188	34,665
Short-term investments and limited or restricted use funds		18,565	11,955
Patient accounts receivable, net of reserves of $11,041 and $9,160		56,195	53,913
Other receivables		14,252	14,391
Other current assets		9,229	8,543
Total current assets		138,429	123,467
Noncurrent assets:			
Investments and limited or restricted use funds		381,092	326,566
Property, plant and equipment, net		260,060	255,676
Other assets		28,818	26,575
Total noncurrent assets		669,970	608,817
Total assets	$	808,399	732,284
Liabilities and Net Assets			
Current liabilities:			
Accounts payable and accrued expenses	$	58,353	56,239
Insurance reserves, current		12,998	9,794
Advances from third-party payors		12,309	13,175
Current portion of long-term debt and capital lease liabilities		12,324	4,896
Other current liabilities		6,128	6,165
Total current liabilities		102,112	90,269
Noncurrent liabilities:			
Long-term debt		141,668	102,605
Capital lease liabilities		27,489	29,182
Insurance reserves		38,883	32,658
Pension liability		37,532	21,339
Other long-term liabilities		7,341	2,489
Total liabilities		355,025	278,542
Net assets:			
Unrestricted controlling interest		383,799	387,614
Unrestricted noncontrolling interest		4,833	5,331
Total unrestricted		388,632	392,945
Temporarily restricted		36,180	36,669
Permanently restricted		28,562	24,128
Total net assets		453,374	453,742
Total liabilities and net assets	$	808,399	732,284

See accompanying notes to consolidated financial statements.

GBMC HEALTHCARE, INC.
AND SUBSIDIARIES

Consolidated Statements of Operations

Years ended June 30, 2015 and 2014

(In thousands)

		2015	2014
Patient service revenue:			
Patient service revenue, net of contractual allowances	$	494,682	477,546
Provision for uncollectible accounts		(13,230)	(13,430)
Net patient service revenue		481,452	464,116
Other operating revenue		20,115	21,089
Net assets released from restrictions		11,438	7,936
Total operating revenue		513,005	493,141
Operating expenses:			
Salaries, wages and employee benefits		305,386	291,436
Expendable supplies		85,621	88,363
Purchased services		75,913	69,296
Depreciation and amortization		31,529	30,771
Interest		6,879	6,622
Total operating expenses		505,328	486,488
Total operating income		7,677	6,653
Other income:			
Contributions		1,248	1,790
Fundraising expense		(3,230)	(2,314)
Investment income, net		5,739	33,101
Inherent contribution		1,357	—
Total other income		5,114	32,577
Excess of revenues over expenses	$	12,791	39,230

See accompanying notes to consolidated financial statements.

GBMC HEALTHCARE, INC.
AND SUBSIDIARIES

Consolidated Statements of Changes in Net Assets

Years ended June 30, 2015 and 2014

(In thousands)

		2015	2014
Excess of revenues over expenses	$	12,791	39,230
Changes in unrestricted net assets:			
Pension related changes other than net periodic pension costs		(16,149)	(3,291)
Net assets released for purchase of fixed assets		736	1,884
Distribution to noncontrolling interest		(1,691)	(1,875)
Other		—	(494)
Reclassification of net assets		—	(4,726)
(Decrease) increase in unrestricted net assets		(4,313)	30,728
Changes in temporarily restricted net assets:			
Contributions		10,870	6,956
Investment income, net		784	6,096
Net assets released for operations		(11,438)	(7,936)
Net assets released for purchase of fixed assets		(736)	(1,884)
Reclassification of net assets		—	4,260
Inherent contribution		31	—
(Decrease) increase in temporarily restricted net assets		(489)	7,492
Changes in permanently restricted net assets:			
Contributions		2,201	2,328
Reclassification of net assets		—	466
Investment loss, net		(89)	—
Inherent contribution		2,322	—
Increase in permanently restricted net assets		4,434	2,794
(Decrease) increase in net assets		(368)	41,014
Net assets, beginning of year		453,742	412,728
Net assets, end of year	$	453,374	453,742

See accompanying notes to consolidated financial statements.

GBMC HEALTHCARE, INC.
AND SUBSIDIARIES

Consolidated Statements of Cash Flows

Years ended June 30, 2015 and 2014

(In thousands)

		2015	2014
Cash flows from operating activities:			
Change in net assets	$	(368)	41,014
Adjustments to reconcile change in net assets to net cash provided by operating activities:			
Depreciation and amortization		31,529	30,771
Provision for uncollectible accounts		13,230	13,430
Realized and unrealized gains on investments		(1,168)	(34,418)
Pension related changes other than net periodic pension costs		16,149	3,291
Restricted investment income		(699)	(902)
Restricted contributions		(13,071)	(9,284)
Realized and unrealized gains on joint ventures		(1,102)	(1,453)
Distribution to noncontrolling interest		1,691	1,875
Inherent contribution		(3,710)	—
Changes in assets and liabilities:			
Increase in patient accounts receivable		(15,111)	(16,024)
Increase in other receivables and other assets		(2,582)	(308)
Increase (decrease) in accounts payable and accrued expenses, advances from third parties, current and noncurrent liabilities		5,167	(9,179)
Increase (decrease) in pension liability		44	(620)
Net cash provided by operating activities		29,999	18,193
Cash flows from investing activities:			
(Increase) decrease in investments and limited or restricted use funds		(55,908)	24,801
Additions to property and equipment		(23,474)	(21,596)
Proceeds from sale of joint venture		—	899
Cash assumed in connection with Joseph Richey Hospice acquisition		245	—
Net cash (used in) provided by investing activities		(79,137)	4,104
Cash flows from financing activities:			
Payment on long-term debt and capital lease liabilities		(6,498)	(4,773)
Payments for financing costs		(325)	—
Proceeds from bond issuance		50,000	—
Proceeds from restricted contributions		13,175	7,645
Distributions to noncontrolling interest		(1,691)	(1,875)
Net cash provided by financing activities		54,661	997
Increase in cash		5,523	23,294
Cash and cash equivalents, beginning of year		34,665	11,371
Cash and cash equivalents, end of year	$	40,188	34,665
Cash paid during the year for interest	$	6,686	6,425
Capital additions accrued but not paid		8,383	5,701
Noncash capital lease addition		—	2,772

See accompanying notes to consolidated financial statements.

(1) Organization and Consolidation

GBMC HealthCare, Inc. (the Company), is a holding company for nonprofit companies which include: Greater Baltimore Medical Center, Inc. (Medical Center), Greater Baltimore Health Alliance, Physicians, LLC, GBMC Foundation, Inc., Gilchrist Hospice Care, Inc., GBMC Land, Inc., and GBMC Investments.

The Medical Center is a wholly owned not-for-profit hospital, which provides in-patient, outpatient and emergency care services primarily for residents of the Baltimore metropolitan area. In addition, the Medical Center has ownership of Ruxton Insurance Company, Ltd., an insurance captive domiciled in Bermuda. Ruxton insures the risks for malpractice and general liability claims. The Medical Center was formed by agreement dated September 1, 1965, by the Hospital for Women of Maryland of Baltimore City (Women's Hospital) and Presbyterian Eye, Ear and Throat Charity Hospital (Presbyterian Hospital).

Greater Baltimore Health Alliance Physicians, LLC (GBHA), is a wholly owned not-for-profit accountable care organization which integrates community primary care with hospital and multi-specialty care in the Baltimore area.

GBMC Foundation, Inc. (Foundation) is a wholly owned not-for-profit organization, which coordinates fundraising efforts to benefit the Company and its subsidiaries.

Gilchrist Hospice Care, Inc. (the Hospice) is a wholly owned not-for-profit organization, which provides inpatient and home hospice care in the greater Baltimore area. On October 31, 2014, Hospice entered into an affiliation agreement with Joseph Richey House, Inc. (JRH) and Brownlow Byron Home, Inc. (BBH), collectively referred to as Richey, under which the Hospice became the sole member of JRH and BBH. Richey was consolidated into the operations of the Hospice effective November 1, 2014. The Hospice recognized an inherent contribution equal to the estimated fair value of the identifiable net assets of Richey on the acquisition date of $3,710, of which $1,357 was included with nonoperating income on the consolidated statement of activities and $31 and $2,322 were included in temporarily restricted and permanently restricted inherent contributions, respectively, and reported in the consolidated statement of changes in net assets. Hospice assumed $6,970 in assets and $3,260 in liabilities in this transaction.

GBMC Land, Inc. (Land) is a wholly owned not-for-profit organization, which operates Physicians Pavilion North, a medical building on the campus of the Medical Center.

GBMC Investments, Inc., is a wholly owned not-for-profit organization, which holds investments of the Company and is the parent of the following for-profit subsidiaries:

GBMC Agency, Inc. (Agency) which has ownership interest in various medical services companies as follows:

- GBMC Physicians, LLC, a multi-specialty physician healthcare provider.
- Greater Baltimore Diagnostic Imaging Partners, LLC, a diagnostic imaging company, which is 50% owned and consolidated in the financial statements of the Company.

- GBMC Pavilion West Medical Arts Limited Partnership, a Maryland limited partnership which owns and operates the five upper floors and has interest in certain common areas of Physicians Pavilion West, a medical office building on the campus of the Medical Center.
- GBMC Management, Inc., which owns and operates Physicians Pavilion East, a medical office building on the campus of the Medical Center.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying consolidated financial statements have been prepared on an accrual basis of accounting in accordance with U.S. generally accepted accounting principles.

(b) Consolidation of Subsidiaries

The Company's consolidated financial statements include the subsidiaries in which the Company has 50% or more voting interests or when the Company is deemed to have control. Significant intercompany accounts and transactions have been eliminated in consolidation.

(c) Cash and Cash Equivalents

Cash and cash equivalents, carried at cost which approximates fair value, include short term investments with original maturities of three months or less from the date of purchase invested that are readily convertible to know amounts of cash. Cash balances may exceed amounts insured by federal agencies and therefore bear a risk of loss. The Company has not experienced such losses on these funds.

(d) Limited or Restricted Use Funds Held

Limited or restricted use funds primarily include assets held by trustees under agreement. Such funds include assets set aside for bond repayment, malpractice costs, plant replacement, and amounts restricted by donors. Independent third parties designate the assets held by trustees under agreement. The limited or restricted use funds are classified as current or noncurrent based upon the timing and nature of their intended use.

(e) Inventories

Inventories, consisting of medical supplies and drugs are stated at the lower of cost or market, with cost being determined primarily under the first-in, first-out method.

(f) Investments and Investment Income

Investments include amounts designated by management for specific purposes, insurance reserves, plant replacement, and other purposes. The Company's investment portfolio is considered a trading portfolio and is classified as current or noncurrent assets based on management's intention as to use. Limited or restricted use funds that are required for obligations classified as current liabilities are reported as current assets. Investments in marketable securities are measured at fair market value on

the consolidated balance sheets. The fair value of the investments is based on quoted market prices or dealer quotations. See note 4 for discussion of the measurement of fair value for investments.

Investment income or loss (including realized gains and losses on investments, interest and dividends) on proceeds of borrowings that are held by a trustee, to the extent not capitalized, and investment income on assets deposited in the insurance captive investment is reported as other operating income. Investment income or loss (including unrealized and realized gains and losses on investments, interest and dividends) from all other unrestricted fund investments is included in excess of revenues over expenses unless restricted by donor or law. Investment income on investments of temporarily restricted net assets is recorded as an increase in temporarily restricted net assets to the extent restricted by the donor or law.

Investment income is recorded on the accrual basis. Purchases and sales of investments are reflected on a trade-date basis. Realized gains and losses on sales of investments are based on historical cost.

(g) Property, Plant and Equipment

Property, plant and equipment are recorded at cost or, if donated, at fair market value at date of gift. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, which range from 2 to 40 years. The cost and accumulated depreciation relating to property, plant and equipment sold or retired are removed from the respective accounts at the time of disposition and the resulting gain or loss is reflected in other operating income in the consolidated statements of operations.

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

(h) Other Non Current Assets

Other assets are comprised of the following items:

	2015	2014
Reinsurance receivable	$ 12,634	10,533
Goodwill	7,593	7,593
Pledges receivable	5,175	5,007
Deferred costs	2,609	2,471
Equity investments	274	358
Other	533	613
	$ 28,818	26,575

(Continued)

Goodwill is assessed annually for impairment at the reporting unit. The Company first assesses qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two step goodwill impairment tests as described in Accounting Standards Codification, Topic 350, *Intangibles – Goodwill and Other*. The more likely than not threshold is defined as having a likelihood of more than 50%.

In fiscal year 2012, the Company acquired an additional interest in Magnetic Imaging of Baltimore, LLC (MIB), which resulted in the Company having to consolidate MIB. The Company recorded this acquisition using the purchase accounting method and recorded goodwill of $7,593. At June 30, 2015 and 2014, the Company assessed the goodwill for its reporting unit, GBDIP, for impairment. The Company determined that it was not more likely than not that the fair value of GBDIP was less than its carrying amount. Accordingly, the Company concluded that goodwill was not impaired as of June 30, 2015 and 2014 without having to perform the two-step impairment test.

Deferred costs, include deferred financing costs related to long-term borrowings, are amortized on a straight-line basis, which approximates the effective interest rate method, over the life of the borrowings, which ranges from 2 to 30 years. The Company has incurred deferred financing costs related to the issuance of Maryland Health and Higher Educational Facilities Authority (MHHEFA) Series 2012, Series 2011, Series 1995 Revenue Bonds and PNC Bank 2015 term note payable that have been capitalized.

Deferred costs also include deferred leasing costs and prepaid land lease payments for the Hospice and Agency, which are amortized over the lease terms and expensed on a straight-line basis over the life of the related lease.

Amortization expense for deferred leasing, prepaid land lease, and bond financing costs for the years ended June 30, 2015 and 2014 was $233 and $226, respectively. Accumulated amortization at June 30, 2015 and 2014 amounted to $918 and $729, respectively

The Company accounts for its joint ventures using the equity method or at cost, as appropriate, and any income/loss is included in other operating revenues in the consolidated statements of operations.

(i) Donor-Restricted Gifts

Unconditional promises to give cash and other assets to the Company are reported at their fair value at the date the promise is received. Conditional promises to give and indications of intentions to give are reported at fair value at the date the gift is received. The gifts are reported as either temporarily or permanently restricted if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose of the restriction is accomplished, temporarily restricted net assets are reclassified as unrestricted net assets and reported in the consolidated statements of operations and changes in net assets as net assets released from restrictions. Donor restricted contributions whose restrictions are met within the same year as received are reported as unrestricted contributions in the accompanying consolidated financial statements.

(j) Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets are those whose use by the Company has been limited by donors to a specific time period or purpose. Permanently restricted net assets have been restricted by donors to be maintained by the Company in perpetuity.

Richey is one of six named beneficiaries of a charitable trust and receives annual distributions for 50 years, which began in 2005. The distributions are to be used for the unrestricted general charitable purpose of the Richey. After the 50 years the trust corpus will be distributed to the charities as long as they continue to qualify as a charitable organization under Sections 171(c) and 2055(a) of the Internal Revenue Code. The corpus must be used to create an endowment fund which is permanently restricted and the income should be used for the organization's unrestricted general charitable purpose. The fair value of the trust is included in permanently restricted net assets.

In 2014, the Medical Center determined that $4,726 of unrestricted net assets should be recorded as temporarily restricted net assets ($4,260) and permanently restricted net assets ($466).

(k) Insurance Reserves

The provision for estimated insurance reserves include estimates of the ultimate costs for reported malpractice, health and workers' compensation claims and claims incurred but not reported.

(l) Net Patient Service Revenue

Net patient service revenue is reported at the estimated net realizable amounts from patients and third-party payors for services rendered. Rates for the Medical Center's facility-based patient service charges are established in accordance with the regulations and rate methodologies of Maryland's rate-setting authority, the Health Services Cost Review Commission (HSCRC), an independent agency of the Maryland State government. With the exception of relatively small contractual allowances, the HSCRC allows a discount of 6.0% to Medicare and Medicaid as well as a 2.25% prompt pay discount for other participating payors, HSCRC regulations stipulate that all payors must reimburse the Medical Center on the basis of the charges approved by the HSCRC and billed by the Medical Center.

During the years ended June 30, 2015 and 2014, the Medical Center participated in the HSCRC Global Budget Revenue (GBR) methodology, which provides a revenue target and maximum amount of facility-based revenue for the Medical Center during a fiscal year, and is not intended to fluctuate during the fiscal year with respect to changes in volume. The GBR model is consistent with the Medical Center's mission of controlling utilization of acute-care services by managing a patient's total spectrum of medical care. The GBR agreement allows the Medical Center to adjust unit rates, within certain limits, to achieve the overall revenue base for the Medical Center at year end. Any overcharge or undercharge versus the GBR cap is prospectively added to the subsequent year's GBR cap. While the GBR cap does not adjust for changes in volume or service mix, the GBR cap is adjusted annually for inflation, and for changes in payor mix, market share and uncompensated care.

Physician charges are not regulated by the HSCRC, and are primarily reimbursed by third party payors at rates that are contractually agreed upon.

Hospice's net revenue is reported at the estimated net realizable amounts from third-party payors who pay on a per-diem basis.

Adjustments to patient service revenue for HSCRC related assessments, contractual allowances, discounts, and financial assistance were $132,359 and $131,690 for the years ended June 30, 2015 and 2014, respectively.

(m) Allowance for Bad Debts

Patient accounts receivable are reduced by allowances for bad debts. In evaluating the collectability of accounts receivable, the Company analyzes historical collections and write-offs and identifies trends for each of its major payor sources of revenue to estimate the appropriate allowance for bad debts and provision for uncollectible accounts. Management regularly reviews its estimate and evaluates the sufficiency of the allowance for bad debts. The Company analyzes contractual amounts due from patients who have third-party coverage and provides an allowance for doubtful accounts and a provision for bad debts. For patient accounts receivable associated with self-pay patients, which includes those patients without existing insurance coverage for a portion of the bill, the Company records a significant provision for bad debts for patients that are unable or unwilling to pay for the portion of the bill representing their financial responsibility. Account balances are charged off against the allowance for doubtful accounts after all means of collection have been exhausted.

The Company's allowance for doubtful accounts increased from 12% to 14% of gross accounts receivable from June 30, 2014 to June 30, 2015.

The activity in the allowance for bad debts is summarized as follows for the years ended June 30:

		2015	2014
Beginning balance	$	9,160	9,035
Provision for uncollectible accounts		13,230	13,430
Less: write offs		(11,349)	(13,305)
Ending balance	$	11,041	9,160

(n) Meaningful Use of Electronic Health Records

Under certain provisions of the American Recovery and Reinvestment Act of 2009 (ARRA), federal incentive payments are available to hospitals, physicians and certain other professionals (Providers) when they adopt, implement or upgrade (AIU) certified electronic health record (EHR) technology or become "meaningful users," as defined under ARRA, of EHR technology in ways that demonstrate improved quality, safety and effectiveness of care. Providers can become eligible for annual Medicare incentive payments by demonstrating meaningful use of EHR technology in each period over four periods. Medicaid providers can receive their initial incentive payment by satisfying AIU criteria, but must demonstrate meaningful use of EHR technology in subsequent years in order to qualify for additional payments. Hospitals may be eligible for both Medicare and Medicaid EHR incentive payments; however, physicians and other professionals may be eligible for either Medicare or

Medicaid incentive payments, but not both. The Company recognizes Medicare EHR incentive payments when it is reasonably assured that the Company will successfully demonstrate compliance with the specified meaningful use criteria. The Medical Center and certain physicians satisfied the Centers for Medicare & Medicaid Services (CMS) AIU and/or meaningful use criteria. As a result, the Company recognized approximately $1,410 and $1,776 of Medicare and Medicaid EHR incentive payments in other operating revenues in the consolidated statements of operations for the years ended June 30, 2015 and 2014, respectively.

(o) Excess of Revenue over Expenses

The consolidated statements of operations include a performance indicator, excess of revenues over expenses. Changes in unrestricted net assets that are excluded from excess of revenues over expenses, consistent with industry practice include pension changes other than net periodic pension costs, contributions and distributions with noncontrolling investors, and contributions of long-lived assets (including assets acquired using contributions which by donor restriction were to be used for the purpose of acquiring such assets).

(p) Financial Assistance and Community Benefits

As part of the Company's mission, it provides medical care without discrimination, including the ability of a patient to pay for services. Under the Company's Financial Assistance Policy, patients who meet certain financial based criteria can qualify for free care on all or a portion of the total patient bill. The Company recorded $1,786 and $4,525 of financial assistance during the years ended June 30, 2015 and 2014, respectively. The total direct and indirect cost of providing financial assistance was approximately $1,349 and $3,448 during the fiscal years ended June 30, 2015 and 2014, respectively.

In addition to its Financial Assistance Policy, the Company has a long-standing commitment of supporting the community through the provision of outreach services designed to address identified health and social issues. Specifically, the Company provides a variety of screening and early detection tests, wellness activities, social support services and educational seminars. A majority of these services are provided at either nominal or no cost to community members.

(q) Rental Income

Base rental income is recognized as revenue on a straight-line basis over the life of the lease. The difference between the rent recognized and the rental income as stipulated in the lease agreement has been recognized as a receivable in the accompanying statements of financial position from inception of the lease. Rental income is included in other operating income in the accompanying consolidated statements of operations.

(r) Income Taxes

Income taxes are provided for earnings (loss) of those subsidiaries which are subject to federal and state income tax based on the Company's share of the subsidiaries' taxable income, whether or not distributed. The Company's share of these subsidiaries' net losses is deductible to the extent of the Company's tax basis in the subsidiaries.

The Financial Accounting Standards Board's (FASB) guidance on accounting for uncertainty in income taxes clarifies the accounting for uncertainty of income tax positions. This guidance defines the threshold for recognizing tax return positions in the consolidated financial statements as "more likely than not" that the position is sustainable, based on its technical merits. This standard also provides guidance on the measurement, classification and disclosure of tax return positions in the consolidated financial statements. The Company has adopted this guidance, and there were no amounts recorded in the consolidated financial statements as of and during the years ended June 30, 2015 and 2014 for uncertain tax positions.

The subsidiaries of GBMC Investments, Inc. are taxable entities. An operating loss carry forward of approximately $92,500 is available to offset future taxable income through the year 2035. As of June 30, 2015 and 2014, deferred tax assets of $39,422 and $32,607, respectively, consisting primarily of net operating loss carry forwards, were offset by a related valuation allowance.

(s) Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(t) New Accounting Pronouncements

The Financial Accounting Standards Board (FASB) issued Accounting Standards update (ASU) 2014-09, *Revenue from Contracts with Customers (Topic 606)*. This ASU establishes principles for reporting useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from the entity's contracts with customers. Particularly, that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 is effective for fiscal year 2019. The Company expects to record a decrease in net patient service revenue related to self-pay patients and a corresponding decrease in bad debt expense upon the adoption of the standard.

The FASB issued ASU 2015-03, *Interest – Imputation of Interest*. This ASU requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this ASU. ASU 2015-03 is effective for fiscal year 2017. The Company does not anticipate that the adoption of this ASU will have a material impact on its financial position or its results of operations.

The FASB issued ASU 2015-07, *Fair Value Measurement (Topic 820) Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share*. This ASU removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The amendments also remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset

value per share practical expedient. Rather, those disclosures are limited to investments for which the entity has elected to measure the fair value using that practical expedient. The Company does not anticipate that the adoption of this ASU will have a material impact on its financial position or its results of operations.

(3) Concentration of Credit Risk

The Company grants credit without collateral to its patients, most of whom are local residents and are insured under third party payor agreements. The mix of receivables and patient service revenue from patients and third parties as of June 30, 2015 and 2014 were as follows:

	Accounts receivables		Revenue	
	2015	2014	2015	2014
Medicare	33%	32%	40%	41%
Medicaid	5	6	3	2
Blue cross	14	15	17	17
HMO	22	20	21	20
Other third party payors	20	20	18	18
Self Pay	6	7	1	2
Total	100%	100%	100%	100%

The Company provides general acute healthcare services in the State of Maryland. The Company and other healthcare providers are subject to certain inherent risks, including the following:

- Dependence on revenues derived from reimbursement by the federal Medicare and state Medicaid programs
- Regulation of hospital rates by the State of Maryland Health Services Cost Review Commission
- Government regulation, government budgetary constraints and proposed legislative and regulatory changes, and
- Lawsuits alleging malpractice or other claims

Such inherent risks require the use of certain management estimates in the preparation of the Company's consolidated financial statements and it is reasonably possible that a change in such estimates may occur.

The Medicare and state Medicaid reimbursement programs represent a substantial portion of the Company's revenues and the Company's operations are subject to a variety of other federal, state and local regulatory requirements. Failure to maintain required regulatory approvals and licenses and/or changes in such regulatory requirements could have a significant adverse effect on the Company.

Changes in federal and state reimbursement funding mechanisms and related government budgetary constraints could have a significant adverse effect on the Company.

The federal government and many states have aggressively increased enforcement under Medicare and Medicaid anti-fraud and abuse laws and physician self referral laws (STARK law and regulation). Federal healthcare reform initiatives continue to prompt a national review of federally funded healthcare programs. In addition, the federal government and many states continue to fund programs to audit and recover potential overpayments to providers from the Medicare and Medicaid programs. In September 2009, the Medical Center was notified that the Recovery Audit Contractors (RAC) would begin auditing company operations in 2011 and the Medical Center received its first request for records in the first quarter of fiscal year 2011. The Medical Center has devoted resources to track and defend RAC audit results and implemented a response program and compliance program to monitor conformance with applicable laws and regulations, but the possibility of future government review and enforcement action exists.

As a result of recently enacted and pending federal healthcare reform legislation, substantial changes are anticipated in the United States healthcare system. Such legislation includes numerous provisions affecting the delivery of healthcare services, the financing of healthcare costs, reimbursement to healthcare providers and the legal obligations of health insurers, providers and employers. These provisions are currently slated to take effect at specified times over the next decade. This federal healthcare reform legislation did not affect the 2015 or 2014 consolidated financial statements.

(4) Investments and Limited or Restricted Use Funds

Guidance for fair value measurements establishes a hierarchy of valuation inputs based on the extent to which the inputs are observable in the marketplace. Observable inputs reflect market data obtained from sources independent of the reporting entity and unobservable inputs reflect the entities own assumptions about how market participants would value an asset or liability based on the best information available. Valuation techniques used to measure fair value under current guidance must maximize the use of observable inputs and minimize the use of unobservable inputs. The guidance describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last one is considered unobservable, that may be used to measure fair value.

The following describes the hierarchy of inputs used to measure fair value and the primary valuation methodologies used by the Company for financial instruments measured at fair value on a recurring basis. The three levels of inputs are as follows:

- Level 1 – Quoted prices in active markets for identical assets or liabilities.
- Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the same term of the assets or liabilities.
- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

A financial instrument’s categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The tables below presents the balances of asset measured at fair value by level as of June 30:

Assets	June 30, 2015			
	Level 1	Level 2	Level 3	Total
Managed cash funds	$ 36,261	—	—	36,261
Corporate debt securities	—	64,132	—	64,132
Bonds – treasury	10,042	—	—	10,042
Bonds – federal agency backed	—	5,787	—	5,787
Bonds – mortgage-backed	—	1,583	—	1,583
Bonds – fixed income	—	464	—	464
Mutual funds – fixed income	—	88,495	—	88,495
Municipal bonds	—	1,144	—	1,144
Total fixed income	10,042	161,605	—	171,647
Common stock	128,373	2,332	1,070	131,775
Foreign stock	11,759	—	2,356	14,115
Mutual funds	45,236	—	—	45,236
Mutual funds international	623	—	—	623
Total equity	185,991	2,332	3,426	191,749
Total investment and limited or restricted use funds	232,294	163,937	3,426	399,657
Current portion	18,565	—	—	18,565
Total noncurrent investment and limited or restricted use funds	$ 213,729	163,937	3,426	381,092

		June 30, 2014			
Assets		**Level 1**	**Level 2**	**Level 3**	**Total**
Managed cash funds	$	24,375	—	—	24,375
Corporate debt securities		—	92,019	—	92,019
Bonds – treasury		6,054	—	—	6,054
Bonds – federal agency backed		—	5,739	—	5,739
Bonds – mortgage-backed		—	3,592	—	3,592
Mutual funds – fixed income		—	15,648	—	15,648
Municipal bonds		—	1,454	—	1,454
Total fixed income		6,054	118,452	—	124,506
Common stock		131,121	553	796	132,470
Foreign stock		13,598	—	2,455	16,053
Mutual funds		40,802	—	—	40,802
Mutual funds international		315	—	—	315
Total equity		185,836	553	3,251	189,640
Total investment and limited or restricted use funds		216,265	119,005	3,251	338,521
Current portion		11,955	—	—	11,955
Total noncurrent investment and limited or restricted use funds	$	204,310	119,005	3,251	326,566

Changes to Level 1 and Level 2 inputs between June 30, 2015 and 2014 were the result of strategic investments and reinvestments, interest income earning and changes in fair value of investments.

As of June 30, 2015 and 2014, the Level 3 investments consist of holdings of $2,356 and $2,455, respectively, in a managed foreign investment fund and donated stock in a closely held company of $1,070 and $796, respectively. The foreign investment fund value is provided by the investment manager and is based upon the sales price at close of the exchange on which each security is principally traded. The value of the donated stock is based on independent appraisals obtained by the closely held company. There were no significant transfers between levels during the years ended June 30, 2015 and 2014.

Investments and limited or restricted use funds are comprised of the following uses and purposes at June 30:

		2015	2014
Funds for debt service	$	5,638	5,129
Insurance settlements		51,881	42,452
Donor restricted		54,653	50,603
Unrestricted		287,485	240,337
	$	399,657	338,521

Investment income and gains for cash and cash equivalents and investments and limited use funds are comprised of the following for the years ended June 30:

		2015	2014
Unrestricted income:			
Dividends and interest, net	$	4,567	3,877
Realized gains on sales of investments		14,641	20,104
Unrealized (loss) gains on investments		(13,469)	9,120
Total unrestricted income		5,739	33,101
Temporarily restricted income:			
Dividends and interest, net		699	902
Realized gains on sales of investments		1,247	3,877
Unrealized (loss) gains on investments		(1,162)	1,317
Total temporarily restricted income		784	6,096
Permanently restricted income:			
Unrealized loss on investments		(89)	—
Total permanently restricted income		(89)	—
Total investment income, net	$	6,434	39,197

(Continued)

(5) Property, Plant and Equipment

The following is a summary of the cost of property, plant and equipment as of June 30:

		2015	2014
Land and land improvements	$	23,365	22,965
Buildings and building service equipment		372,966	350,899
Movable equipment		215,152	206,180
Capital leases		41,153	39,322
Construction in progress		14,974	12,941
		667,610	632,307
Less accumulated depreciation and amortization		(407,550)	(376,631)
Total property, plant and equipment, net	$	260,060	255,676
Depreciation expense	$	31,203	30,451
Amortization expense		326	320
Total depreciation and amortization expense	$	31,529	30,771

Included in property, plant and equipment for the year ended June 30, 2015 there is approximately $4 million that is assumed in connection with the affiliation agreement with Joseph Richey House, Inc.

(6) Long-Term Debt

Long-term debt as of June 30 consisted of the following:

	2015	2014
MHHEFA project and refunding revenue bonds:		
2015 PNC Bank term note – 2.3%	$ 48,346	—
Series 2012 bonds:		
3.25% – 5.00% term bonds	35,680	35,680
Series 2011 bonds:		
2.50%-5.75% term bonds	61,095	63,470
Series 1995 bonds:		
Variable rate serial bonds	5,335	5,710
M&T mortgage note – 5.5%	830	—
Note payable 3.5%-4.5%	63	157
M&T line of credit 4.0%	436	—
Unamortized bond premium/(discount)	411	432
	152,196	105,449
Less current portion of long-term debt	(10,528)	(2,844)
	$ 141,668	102,605

On March 1, 2015, the Company obtained a $50,000 taxable term note from PNC Bank, National Association to finance components of the system-wide integrated health record conversion and other capital projects. The 2015 note is due in monthly installments of $647, expiring on March 1, 2022.

On April 11, 2012, MHHEFA issued $35,680 of tax exempt Revenue Bonds, Series 2012, on behalf of the Company. The bond proceeds and limited use funds were used to refund Series 2001 Revenue Bonds ($40,265). The Series 2012 Bonds are due on July 1 in annual installments ranging from $1,710 in 2022 to $3,700 in 2034.

On April 20, 2011, MHHEFA issued $67,945 of tax exempt Revenue Bonds, Series 2011, on behalf of the Company. The bond proceeds and limited use funds were used to finance construction and renovation to the hospital and to refund, a) the Series 2009 Revenue Bonds ($45,000); b) a portion of Series 2001 Revenue Bonds ($12,565); and c) the Series 1993 Revenue Bonds ($11,975). The Series 2011 bonds are due on July 1 in annual installments ranging from $2,905 in 2015 to $3,905 in 2034.

On October 4, 1995, MHHEFA issued $10,000 of tax exempt Revenue Bonds, Series 1995, on behalf of the Company. The Series 1995 bonds are due on July 1 in annual installments ranging from $390 in 2015 to $590 in 2025. The bonds bear interest at a variable rate, which is determined on a weekly basis by the remarketing agent of the issue. The rate was 0.28% and 0.30% as of June 30, 2015 and 2014, respectively. The Series 1995 Bonds are supported by a Standby Bond Purchase Agreement issued by M&T Bank, covering the remaining portion of the obligation, effective through October 1, 2016.

The PNC 2015 note, Series 2012, 2011, and 1995 Revenue Bonds are collateralized equally and ratably by a lien on all gross receipts of the Company. The term note and bond proceeds were loaned to the Company pursuant to the Master Trust Indenture.

The aggregate future maturities of long-term debt as of June 30, 2015 are as follows:

		Long-term debt
2016	$	10,528
2017		10,396
2018		10,688
2019		11,027
2020		11,373
Thereafter		97,773
		151,785
Unamortized bond premium		411
	$	152,196

The fair value of the Company's long-term debt, which is estimated, based on quotes from underwriters, was approximately $159,341 and $113,074 as of June 30, 2015 and 2014.

Under the Master Trust Indenture, the Company is required to maintain, among other covenants, a maximum annual debt service coverage ratio of not less than 1.1 to 1.0.

In 2014, the Company renewed a $10,000 line of credit, which expires on November 30, 2015 bearing interest at the LIBOR Daily Floating Rate. No amounts were drawn on this line during the years ended June 30, 2015 or 2014.

(7) Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets are available for the following purposes as of June 30:

		2015	2014
Departmental needs	$	19,878	18,996
Purchase of equipment/construction		1,129	1,289
Education		6,150	6,406
Uncompensated care		4,421	4,964
Research		3,060	3,135
Time restriction		1,542	1,879
Total temporarily restricted net assets	$	36,180	36,669

(Continued)

Permanently restricted net assets at June 30 are restricted to investment in perpetuity, the income from which is expendable to support:

		2015	2014
Departmental needs	$	12,272	7,862
Research		2,725	2,725
Education		2,873	2,849
General support		510	510
Uncompensated Care		10,182	10,182
Total permanently retricted net assets	$	28,562	24,128

Net assets were released from donor restrictions by incurring expenses satisfying the restricted purposes as follows:

		2015	2014
Departmental needs	$	6,863	6,046
Education		650	156
Research		562	819
Time Restriction		2,134	—
Uncompensated Care		1,229	915
Net assets released for operations	$	11,438	7,936
Purchase of equipment/construction		736	1,884

The Company's endowment fund consists of a $14 million endowment for Hospice as well as other donations from individual donors. The Company has no internal board designated endowment funds recorded in unrestricted net assets. The net assets associated with the endowment are classified and reported based on the existence or absence of donor imposed restrictions.

The Company has interpreted the "Uniform Prudent Management of Institutional Funds Act" (UPMIFA) as requiring the preservation of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Company classifies as permanently restricted net assets the original value of the gifts donated to the permanent endowment. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Company in a manner consistent with the standard of prudence prescribed by UPMIFA. In accordance, with UPMIFA, the Company considers the following factors in making a determination to appropriate or accumulate endowment funds:

- The duration and preservation of the fund
- The purposes of the Company and the donor restricted endowment fund

- General economic conditions
- The possible effect of inflation and deflation
- The expected total return from income and the appreciation of investments
- Other resources of the organization
- The investment policies of the organization

The Company had the following activities among its endowment fund during the years ended June 30 delineated by net asset class:

		Unrestricted	Temporarily restricted	Permanently restricted	Total
Endowment net assets, June 30, 2013	$	1,907	15,243	21,334	38,484
Investment return:					
Investment income, net		—	661	—	661
Net appreciation (realized and unrealized)		—	3,976	—	3,976
Total investment return		—	4,637	—	4,637
Contributions		—	—	2,328	2,328
Net asset reclass		—	—	466	466
Appropriation of endowment assets for expenditure		—	(2,260)	—	(2,260)
Endowment net assets, June 30, 2014		1,907	17,620	24,128	43,655
Investment return:					
Investment income, net		45	789	—	834
Net appreciation (realized and unrealized)		19	375	(89)	305
Total investment return		64	1,164	(89)	1,139
Joseph Richey acquisition		—	—	2,322	2,322
Contributions		—	—	2,201	2,201
Appropriation of endowment assets for expenditure		(178)	(2,444)	—	(2,622)
Endowment net assets, June 30, 2015	$	1,793	16,340	28,562	46,695

(a) Endowment Funds with Deficits

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the value of the initial and subsequent donor gift amounts (deficit). When donor

endowment deficits exist, they are classified as a reduction of unrestricted net assets. There were no such deficits as of June 30, 2015 and 2014, respectively.

(b) Return Objectives and Risk Parameters

The Company has adopted endowment investment and spending policies that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of endowment assets. Under this policy, the return objective for the endowment assets, measured over a full market cycle, shall be to maximize the return against a blended index, based on the endowment's target allocation applied to the appropriate individual benchmarks. The Company expects its endowment funds over time, to provide an average rate of return of approximately 7.5% annually. Actual returns in any given year may vary from this amount.

(c) Strategies Employed for Achieving Investment Objectives

To achieve its long-term rate of return objectives, the Company relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized gains) and current yields (interest and dividends). The Company targets a diversified asset allocation that places greater emphasis on equity-based investments to achieve its long-term objectives within prudent risk constraints.

(d) Endowment Spending Allocation and Relationship of Spending Policy to Investment Objectives

The Board of Directors of the Company approves the method to be used to appropriate endowment funds for expenditure. The Company amended its endowment spending allocation policy to conform to UPMIFA which was passed by Maryland on April 14, 2009 and limits annual endowment spending to 7% of the annual market value per year.

(8) Functional Expenses

The Company provides general healthcare services to residents within its geographic location. Expenses related to providing these services for the year ended June 30 were as follows:

		2015	2014
Health care services	$	439,197	419,742
General and administrative		66,131	66,746
Total operating expenses	$	505,328	486,488

(9) Leases

(a) Capital Leases

The Company is obligated under a long term lease expiring in 2030 for the use of a medical office building. Payments increase at varying rates from $2,253 to $3,004 per year over the remaining life. Interest rates approximated 5.76% as of June 30, 2015 and 2014, respectively.

The Company leases medical equipment with annual payments ranging from $131 to $913 and the last lease expires in fiscal year 2020.

Scheduled principal and interest payments on capital lease and financing obligations are as follows:

	Payment	Principal
2016	$ 3,397	1,796
2017	3,097	1,585
2018	3,094	1,663
2019	2,935	1,586
2020	2,676	1,411
Thereafter	27,997	21,244
	43,196	29,285
Less amount representing interest	(13,911)	—
	$ 29,285	29,285

(b) Operating Leases

The Company leases land, office space, and equipment under leases ranging from two to thirteen years. Options to renew these leases range from one to ten years.

Minimum future rental expense for the years subsequent to June 30 is as follows:

	Equipment	Facility	Total
2016	$ 409	1,878	2,287
2017	447	1,698	2,145
2018	447	1,580	2,027
2019	335	1,019	1,354
2020	—	615	615
Thereafter	—	326	326
	$ 1,638	7,116	8,754

Most of the Company's leases contain renewal options and provisions for pass-through of operating expenses and real estate taxes. These provisions are not included in the minimum future rental expense unless exercised. Rental expense, including pass-through, associated with the facility leases amounted to approximately $2,042 and $2,158 for the year ended June 30, 2015 and 2014, respectively.

(10) Retirement Plans

(a) Defined Benefit Plan

The Company has two noncontributory defined benefit pension plans, Greater Baltimore Medical Center Retirement Plan (DB Non Union) and the Pension Plan for Members of the Bargaining Unit of Greater Baltimore Medical Center (DB Union), covering all full-time employees with at least one year of service. Benefits under the plans are determined based on increasing percentages (depending on years of service) of final average compensation. Annual contributions are made to these plans in accordance with the Employment Retirement Income Security Act (ERISA) regulations.

Effective June 30, 2007, the DB Non Union plan was frozen. As a result, no future benefits may be earned; however, employees are eligible to vest under the terms of the plan.

The following tables set forth the plans' funded status and amounts recognized in the Company's consolidated financial statements as of June 30, 2015 and 2014. The change in benefit obligation, plan assets, and funded status of the pension plans is as follows:

		2015	2014
Change in benefit obligation:			
Benefit obligation at beginning of year	$	191,721	173,254
Service cost		921	802
Interest cost		8,336	8,629
Actuarial loss		12,428	15,177
Benefits paid		(6,617)	(6,141)
Benefit obligation at end of year	$	206,789	191,721
Change in plan assets:			
Fair value of plan assets at beginning of year	$	170,382	154,586
Actual return on plan assets		5,492	20,247
Employer contribution		—	1,690
Benefits paid		(6,617)	(6,141)
Fair value of plan assets at end of year	$	169,257	170,382
Funded status at end of year	$	(37,532)	(21,339)
Amounts recognized in unrestricted net assets as of June 30, 2015 and 2014 are as follows:			
Net prior service cost	$	(1,479)	(1,851)
Net actuarial loss		64,384	48,607
	$	62,905	46,756
Components of net periodic benefit cost for the years ended June 30, 2015 and 2014 are as follows:			
Service cost	$	921	802
Interest cost		8,336	8,629
Expected return on plan assets		(12,452)	(11,383)
Amortization of prior service cost		(372)	(372)
Amortization of loss deferral		3,612	3,393
Net periodic pension benefit cost	$	45	1,069

(Continued)

Amounts in unrestricted net assets expected to be recognized as a component of net periodic pension benefit cost in fiscal year 2016:

Prior service cost	$	(372)
Loss		5,507
	$	5,135

i) Assumptions

The weighted averages used in developing the projected pension benefit obligations for the plans as of June 30, were as follows:

	Union		Non Union	
	2015	2014	2015	2014
Discount rate	4.61%	4.45%	4.61%	4.45%
Expected return on plan assets	7.50%	7.50%	7.50%	7.50%
Rate of compensation increase	4.00%	4.00%	—	—

The accumulated benefit obligation for the pension plans, which differs from the estimated actuarial present value of the projected benefit obligation because it is based on current rather than future compensation levels, was $204,532 and $189,516 as of June 30, 2015 and 2014, respectively. As of June 30, 2015, GBMC adopted the new RP-2014 Mortality Table with generational improvements using projection scale MP-2014. As a result of the adoption, the projected benefit obligation increased $15,069.

ii) Expected Long-Term Rate of Return

The expected long-term rate of return assumption used was based on a total plan return estimation by looking at the current yields available from fixed-income and reasonable equity return assumption based on long-term market trends and applying this to the Plan's asset mix. In addition, the actual long-term historical returns realized by the pension plans were taken into consideration.

(Continued)

iii) Estimated Future Benefit Payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

	Non Union	Union	Total
2016	$ 7,699	1,257	8,956
2017	8,136	1,341	9,477
2018	8,511	1,365	9,876
2019	8,808	1,464	10,272
2020	9,139	1,470	10,609
2021–2025	50,273	8,016	58,289
Total	$ 92,566	14,913	107,479

The Company's pension plan weighted average asset allocations as of June 30 by asset category were as follows:

	2015	2014
Equity securities	36%	37%
Debt securities	62	61
Cash and cash equivalents	2	2
	100%	100%

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30:

	June 30, 2015			
	Level 1	Level 2	Level 3	Total
Managed cash funds	$ 3,924	—	—	3,924
Mutual funds-fixed income	—	44,207	—	44,207
Common collective trust	—	59,869	—	59,869
Total fixed income	3,924	104,076	—	108,000
Common stock	29,466	—	—	29,466
Foreign stock	2,473	—	—	2,473
Mutual funds	18,135	—	—	18,135
Mutual funds international	11,183	—	—	11,183
Total equity	61,257	—	—	61,257
Total plan assets	$ 65,181	104,076	—	169,257

	June 30, 2014			
	Level 1	Level 2	Level 3	Total
Managed cash funds	$ 3,003	—	—	3,003
Mutual funds-fixed income	—	45,405	—	45,405
Common collective trust	—	58,813	—	58,813
Total fixed income	3,003	104,218	—	107,221
Common stock	29,468	—	—	29,468
Foreign stock	2,835	—	—	2,835
Mutual funds	18,944	—	—	18,944
Mutual funds international	11,914	—	—	11,914
Total equity	63,161	—	—	63,161
Total plan assets	$ 66,164	104,218	—	170,382

Changes to Level 1 and Level 2 inputs between June 30, 2015 and 2014 were the result of strategic investments and reinvestments, interest income earning and changes in fair value of investments.

The following is a description of the valuation methodologies used for assets measured at fair value:

Corporate bonds: Valued at unadjusted quoted market share prices within active markets or based on external price data of comparable securities.

Common and foreign stock: Valued at unadjusted quoted market share prices within active markets.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plans at year-end. Shares traded in an active market.

Common/collective trust funds: Valued at fair value based on the unit value of the fund. Unit values are determined by the bank sponsoring such funds dividing the fund's net assets at fair value by its units outstanding at the valuation date.

iv) Pension Investment Policies

The primary objective of the Medical Center's pension investment program is the long-term growth of capital consistent with the protection of principal during major market declines. The program utilizes several balanced managers and provides for asset allocation guidelines consistent with the Medical Center's risk exposure. The equity portion of the DB Union portfolio may range from 45% to 65% of total portfolio assets with a target of 55% measured at market value. The fixed income and cash equivalents portion of the DB Union portfolio may range from 35% to 55% of total portfolio assets with a target of 45% measured at market value. The investment program related to the DB Non Union portfolio, which was frozen effective June 30,

(Continued)

2007, has the added objective to protect the principal in preparation for future termination of the plan. A major strategy of the investment program for the DB Non Union portfolio is a de-risking strategy that periodically transfers investments from equity to fixed income securities based upon pre-established goals and criteria which are managed by the Company's investment consultants. The distribution of the DB Non Union portfolio as of June 30, 2015 was 32.2% equities, fixed income 65.5%, and cash 2.4%.

The equity segment of the portfolio may include common and preferred stock, convertible securities, warrants, and cash equivalent securities. Equity holdings in any one industry should not exceed 20% of the equity portfolio, holdings in any one economic sector should not exceed 50% of the equity portfolio, and holdings in any one company should not exceed 15% of the equity portfolio. Cash equivalent positions should not exceed 10% of the equity managers' portfolio and no more than 15% of the total portfolio measured at market value shall be invested in small companies, defined as companies of less than $500 million in market capitalization.

The fixed income segment of the portfolio may include marketable bonds, preferred stocks, up to 20% in Securities and Exchange Commission (SEC) registered 144A and securities and cash equivalent securities. With the exception of securities issued by or guaranteed by the U.S. Treasury or U.S. government agencies and instrumentalities, the maximum position in a single issuer's securities should not exceed 5% of the portfolio at market value. The manager is expected to maintain a weighted average bond portfolio quality rating of at least "A." Exposure to below investment grade securities, that is less than "BBB," is limited to a maximum of 20% of the portfolio at market value.

v) Contributions

The Company expects to contribute $0 to its DB Union pension plan and $0 to its DB Non Union pension plan in the fiscal year ending June 30, 2016.

(b) Defined Contribution Plan

Effective July 1, 2007, the Company established the GBMC, Inc. 401(a) Defined Contribution Plan (DC Non Union) covering all employees except those covered by the collective bargaining agreement, or employees in a zero hour or registry position. The Company contributes up to 6% of all eligible employee wages (basic contribution) to the plan and the Company matches up to 3% of employee wages of those who contribute to the Greater Baltimore Medical Center, Inc. Voluntary 403(b) Plan. At the discretion of the Board of Directors, the Company may contribute additional funds to the plan.

Expenses for the defined contribution plan for June 30 were as follows:

		2015	2014
Basic contribution	$	4,179	3,797
Match contribution		3,492	3,297
Total contribution	$	7,671	7,094

Effective July 1, 2009, the Company established the GBMC, Inc. 401(a) Defined Contribution Plan for Members of the Bargaining Union of Greater Baltimore Medical Center (DC Union) for the members covered by a collective bargaining agreement. The Company matches up to 3% of eligible employee wages of those who contribute to the Greater Baltimore Medical Center, Inc. Voluntary 403(b) Plan. The Company contributed $78 and $74 for the years ended June 30, 2015 and 2014, respectively.

(c) Nonqualified Plan

The Company has a noncontributory, nonqualified deferred compensation plan for certain key employees. Benefits under the Plan are determined based on increasing percentages (depending on years of service) of base pay. The Company recorded expense related to this plan of $750 and $709 for the years ended June 30, 2015 and 2014, respectively.

(11) Asserted and Unasserted Insurance Claims and Contingencies

The Company maintains an offshore captive insurance company in Bermuda to provide coverage for medical malpractice claims. Reserve balances have been discounted at the rate of 3% for the years ended June 30, 2015 and 2014. The receivable for the expected reinsurance recoverable is recorded within other assets on the balance sheet. Retention on limits in which Ruxton assumes risk of loss is based on an annual occurrence basis of $3 million per occurrence and $18 million in aggregate. Amounts in excess of these limits are insured by highly rated commercial insurance companies.

As of June 30, 2015 and 2014, the Company was partially self-insured for workers' compensation and health insurance claims on a claims-made basis. The aggregate reserves for workers' compensation claims were determined and discounted at the rate of 2.6% and 1.9% for 2015 and 2014, respectively. The receivable for the expected reinsurance recoverable is recorded within other current assets on the balance sheet. The Company's excess workers' compensation policy is based on a per claim basis in excess of $350 plus a corridor deductible of $750.

The Company is subject to legal proceedings and claims, which arise from the ordinary course of business. In the opinion of management, the amount of ultimate liability with respect to the actions will not materially affect the consolidated financial position of the Company.

(Continued)

The Company recorded reserve activity for claims and claims expense as follows:

	2015			
	Malpractice	**Workers' Compensation**	**Health**	**Total**
Insurance reserves for self insured claims	$ 29,751	5,338	1,903	36,992
Reserves that are recoverable from reinsurance carrier	12,634	2,255	—	14,889
Total insurance accrual	42,385	7,593	1,903	51,881
Less current portion of insurance accrual	6,346	4,749	1,903	12,998
Total noncurrent insurance accrual	$ 36,039	2,844	—	38,883

	2014			
	Malpractice	**Workers' Compensation**	**Health**	**Total**
Insurance reserves for self insured claims	$ 25,594	4,115	1,717	31,426
Reserves that are recoverable from reinsurance carrier	10,533	493	—	11,026
Total insurance accrual	36,127	4,608	1,717	42,452
Less current portion of insurance accrual	6,312	1,765	1,717	9,794
Total noncurrent insurance accrual	$ 29,815	2,843	—	32,658

(12) Promises to Contribute

The Company has received unconditional and conditional promises to give. The pledge receivables are recorded on a discounted basis using a rate in effect at the time of the pledge. Such rates approximate 4%. The Company is the beneficiary of four charitable remainder trusts whose present value as of June 30, 2015 and 2014 was $1,258 and $1,464, respectively. The value of pledge receivables was $10,088 and $10,192, respectively.

(13) Controlling and Noncontrolling Interest

The following tables present a reconciliation of the changes in consolidated unrestricted net assets attributable to the Company's controlling interest and noncontrolling interest:

		Unrestricted net assets-controlling interest	Unrestricted net assets-noncontrolling interest	Total unrestricted net assets
Balance as of June 30, 2013	$	355,704	6,513	362,217
Excess of revenues over expenses		38,043	1,187	39,230
Pension related changes other than net periodic pension costs		(3,291)	—	(3,291)
Distributions to noncontrolling interest owners		—	(1,875)	(1,875)
Net assets released for purchase of fixed assets		1,884	—	1,884
Other		—	(494)	(494)
Reclassification of net assets		(4,726)	—	(4,726)
Increase (decrease) in net assets		31,910	(1,182)	30,728
Balance as of June 30, 2014		387,614	5,331	392,945
Excess of revenues over expenses		11,598	1,193	12,791
Pension related changes other than net periodic pension costs		(16,149)	—	(16,149)
Distributions to noncontrolling interest owners		—	(1,691)	(1,691)
Net assets released for purchase of fixed assets		736	—	736
Decrease in net assets		(3,815)	(498)	(4,313)
Balance as of June 30, 2015	$	383,799	4,833	388,632

The noncontrolling interest comprises:

- 50% interest in Greater Baltimore Diagnostic Imaging Partnership, that provides medical imaging services on the campus of the Company
- 50% interest in PPS GBMC Joint Venture, LLC, doing business as Neighborcare that provided pharmaceutical services on the campus of the Company. In 2014, the joint venture was dissolved.
- 50% interest in GBMC/HOPKINS Pediatric Surgery, LLC that provides professional medical services. In 2014, the joint venture was dissolved.
- 1% interest in GBMC Pavilion West Medical Arts Limited Partnership that is a medical office building on the Company campus. Interest was bought out by GBMC Agency in February 2015.

(14) Subsequent Events

The Company has evaluated all events and transactions from the consolidated balance sheet date through October 1, 2015, the date the consolidated financial statements were issued, and determined there are no other items to be recognized or disclosed this period.

CONSOLIDATING INFORMATION

Schedule 1

GBMC HEALTHCARE, INC.
AND SUBSIDIARIES

Consolidating Balance Sheet Information

June 30, 2015

(In thousands)

Assets	Greater Baltimore Medical Center, Inc.	Ruxton Insurance	GBMC Investments Inc. and Subsidiaries	Gilchrist Hospice Care Inc.	GBMC Foundation Inc.	GBHA Inc.	GBMC Land Inc.	GBMC Healthcare Inc. (Parent)	Eliminating entries	Total
Current assets:										
Cash and cash equivalents	$ 30,050	103	2,553	7,364	—	13	90	15	—	40,188
Short-term investments and limited or restricted use funds	5,638	11,156	—	1,771	—	—	—	—	—	18,565
Patient accounts receivable, net	47,722	—	763	7,710	—	—	—	—	—	56,195
Other receivables	9,666	1,925	1,052	1,213	—	1	644	52	(301)	14,252
Advances to affiliates	12,996	—	(57)	—	—	—	—	—	(12,939)	—
Other current assets	8,656	276	53	242	—	—	2	—	—	9,229
Total current assets	114,728	13,460	4,364	18,300	—	14	736	67	(13,240)	138,429
Investments and limited or restricted use funds	234,714	49,825	16,239	80,314	—	—	—	—	—	381,092
Interest in net assets of affiliate	—	—	—	—	—	—	—	453,373	(453,373)	—
Long-term receivables from affiliates	40,549	—	—	—	—	—	—	—	(40,549)	—
Property and equipment, net	226,169	—	20,249	12,203	—	358	1,081	—	—	260,060
Other assets	6,637	12,635	8,558	1,383	—	—	155	—	(550)	28,818
Total assets	$ 622,797	75,920	49,410	112,200	—	372	1,972	453,440	(507,712)	808,399
Liabilities and Net Assets										
Current liabilities:										
Accounts payable and accrued expenses	$ 53,920	326	200	4,091	—	—	52	65	(301)	58,353
Insurance reserves, current	12,770	6,346	—	228	—	—	—	—	(6,346)	12,998
Payable to affiliates	—	2,568	3,093	932	—	—	—	—	(6,593)	—
Advances from third-party payors	12,309	—	—	—	—	—	—	—	—	12,309
Current portion of long-term debt and capital lease liabilities	11,375	—	460	489	—	—	—	—	—	12,324
Other current liabilities	5,757	—	15	356	—	—	—	—	—	6,128
Total current liabilities	96,131	9,240	3,768	6,096	—	—	52	65	(13,240)	102,112
Long-term debt	140,891	—	—	777	—	—	—	—	—	141,668
Capital lease liabilities	27,035	—	454	—	—	—	—	—	—	27,489
Insurance reserves	38,636	36,040	—	247	—	—	—	—	(36,040)	38,883
Long-term payable to affiliate	—	—	625	—	—	3,885	—	—	(4,510)	—
Pension liability	37,532	—	—	—	—	—	—	—	—	37,532
Other long-term liabilities	5,023	—	1,703	615	—	—	—	—	—	7,341
Total liabilities	345,248	45,280	6,550	7,735	—	3,885	52	65	(53,790)	355,025
Net assets:										
Unrestricted controlling interest	234,063	30,640	38,027	83,209	—	(3,513)	1,920	384,091	(384,638)	383,799
Unrestricted noncontrolling interest	—	—	4,833	—	—	—	—	4,544	(4,544)	4,833
Total unrestricted	234,063	30,640	42,860	83,209	—	(3,513)	1,920	388,635	(389,182)	388,632
Temporarily restricted	29,104	—	—	7,074	—	—	—	36,178	(36,176)	36,180
Permanently restricted	14,382	—	—	14,182	—	—	—	28,562	(28,564)	28,562
	277,549	30,640	42,860	104,465	—	(3,513)	1,920	453,375	(453,922)	453,374
Total liabilities and net assets	$ 622,797	75,920	49,410	112,200	—	372	1,972	453,440	(507,712)	808,399

See accompanying independent auditors' report.

Schedule 2

GBMC HEALTHCARE, INC.
AND SUBSIDIARIES

Consolidating Statement of Operations Information

June 30, 2015

(In thousands)

	Greater Baltimore Medical Center, Inc.	Ruxton Insurance	GBMC Investments Inc. and Subsidiaries	Gilchrist Hospice Care Inc.	GBMC Foundation Inc.	GBHA Inc.	GBMC Land Inc.	GBMC Healthcare Inc. (Parent)	Eliminating entries	Total
Operating revenues:										
Patient service revenue, net of contractual allowances	$ 401,543	—	51,748	41,391	—	—	—	—	—	494,682
Provision for uncollectible accounts	(9,839)	—	(1,640)	(1,751)	—	—	—	—	—	(13,230)
Net patient service revenue	391,704	—	50,108	39,640	—	—	—	—	—	481,452
Other operating revenue	12,522	13,983	9,687	90	—	—	3,059	156	(19,382)	20,115
Net assets released from restrictions	7,919	—	—	3,519	—	—	—	—	—	11,438
Total operating revenue	412,145	13,983	59,795	43,249	—	—	3,059	156	(19,382)	513,005
Operating expenses:										
Salaries, wages and employee benefits	228,363	—	47,117	30,451	—	805	324	147	(1,821)	305,386
Expendable supplies	79,265	—	3,337	2,971	—	9	39	—	—	85,621
Purchased services	54,681	11,051	17,166	7,147	—	372	2,966	39	(17,509)	75,913
Depreciation and amortization	26,890	—	2,869	1,268	—	258	244	—	—	31,529
Interest	6,793	—	91	40	—	—	—	—	(45)	6,879
Overhead	(3,535)	250	2,325	400	—	—	50	260	250	—
Total operating expenses	392,457	11,301	72,905	42,277	—	1,444	3,623	446	(19,125)	505,328
Operating income (loss)	19,688	2,682	(13,110)	972	—	(1,444)	(564)	(290)	(257)	7,677
Other income:										
Contributions	540	—	—	708	—	—	—	50	(50)	1,248
Fundraising expense	(2,477)	—	—	(1,003)	—	—	—	—	250	(3,230)
Investment income, net	4,560	(2,227)	543	2,908	—	—	—	—	(45)	5,739
Interests in net assets of affiliate	—	—	—	—	—	—	—	(4,293)	4,293	—
Inherent contribution	—	—	—	1,357	—	—	—	—	—	1,357
Excess (deficit) of revenues over expenses	$ 22,311	455	(12,567)	4,942	—	(1,444)	(564)	(4,533)	4,191	12,791

See accompanying independent auditors' report.

Schedule 3

GBMC HEALTHCARE, INC.
AND SUBSIDIARIES

Consolidating Statement of Changes in Net Assets Information

June 30, 2015

(In thousands)

	Greater Baltimore Medical Center, Inc.	Ruxton Insurance	GBMC Investments Inc. and Subsidiaries	Gilchrist Hospice Care Inc.	GBMC Foundation Inc.	GBHA Inc.	GBMC Land Inc.	GBMC Healthcare Inc. (Parent)	Eliminating entries	Total
Excess (deficit) of revenues over expenses	$ 22,311	455	(12,567)	4,942	—	(1,444)	(564)	(4,533)	4,191	12,791
Changes in unrestricted net assets:										
Pension related changes other than net periodic pension costs	(16,149)	—	—	—	—	—	—	—	—	(16,149)
Net assets released for purchase of fixed assets	736	—	—	—	—	—	—	—	—	736
Distribution to noncontrolling interest	—	—	(1,691)	—	—	—	—	—	—	(1,691)
Transfers	3,098	—	(3,837)	—	—	—	517	222	—	—
Increase (decrease) in unrestricted net assets	9,996	455	(18,095)	4,942	—	(1,444)	(47)	(4,311)	4,191	(4,313)
Changes in temporarily restricted net assets:										
Contributions	7,923	—	—	2,947	—	—	—	—	—	10,870
Investment income, net	760	—	—	24	—	—	—	—	—	784
Interest in net assets of affiliate	—	—	—	—	—	—	—	(488)	488	—
Transfer of temporarily restricted assets	—	—	—	—	(6,223)	—	—	—	6,223	—
Net assets released for operations	(7,919)	—	—	(3,519)	—	—	—	—	—	(11,438)
Net assets released for purchase of fixed assets	(736)	—	—	—	—	—	—	—	—	(736)
Inherent contribution	—	—	—	31	—	—	—	—	—	31
Increase (decrease) in temporarily restricted net assets	28	—	—	(517)	(6,223)	—	—	(488)	6,711	(489)
Changes in permanently restricted net assets:										
Contributions	1,915	—	—	286	—	—	—	—	—	2,201
Investment loss, net	—	—	—	(89)	—	—	—	—	—	(89)
Interest in net assets of affiliate	—	—	—	—	—	—	—	4,434	(4,434)	—
Transfer of permanently restricted assets	—	—	—	—	(2,338)	—	—	—	2,338	—
Inherent contribution	—	—	—	2,322	—	—	—	—	—	2,322
Increase (decrease) in permanently restricted net assets	1,915	—	—	2,519	(2,338)	—	—	4,434	(2,096)	4,434
Increase (decrease) in net assets	11,939	455	(18,095)	6,944	(8,561)	(1,444)	(47)	(365)	8,806	(368)
Net assets, beginning of year	265,610	30,185	60,955	97,521	8,561	(2,069)	1,967	453,740	(462,728)	453,742
Net assets, end of year	$ 277,549	30,640	42,860	104,465	—	(3,513)	1,920	453,375	(453,922)	453,374

See accompanying independent auditors' report.