

Consolidated Financial Statements
Years Ended
June 30, 2014 and 2013

Calvert Health System, Inc.
and Subsidiaries



DIXON HUGHES GOODMAN LLP
Certified Public Accountants and Advisors

Calvert Health System, Inc. and Subsidiaries

Contents

	Page
<i>Independent Auditors' Report</i>	1 - 2
<i>Financial Statements</i>	
<i>Consolidated Statements of Financial Position</i>	3
<i>Consolidated Statements of Operations and Other Changes in Unrestricted Net Assets</i>	4
<i>Consolidated Statements of Changes in Net Assets</i>	5
<i>Consolidated Statements of Cash Flows</i>	6
<i>Notes to Consolidated Financial Statements</i>	7 - 31
<i>Calvert Memorial Hospital of Calvert County and Subsidiary</i>	
<i>Consolidating Statement of Financial Position</i>	32
<i>Consolidating Statement of Operations</i>	33
<i>Consolidating Statement of Cash Flows</i>	34
<i>Calvert Health System and Subsidiaries</i>	
<i>Consolidating Statement of Financial Position</i>	35
<i>Consolidating Statement of Operations</i>	36
<i>Consolidating Statement of Cash Flows</i>	37
<i>Description of Consolidating and Eliminating Entries</i>	38



DIXON HUGHES GOODMAN LLP
Certified Public Accountants and Advisors

Independent Auditors' Report

Audit Committee of the Board of Directors
Calvert Health System, Inc.
Prince Frederick, Maryland

We have audited the accompanying consolidated financial statement of ***Calvert Health System, Inc. and Subsidiaries*** (the System) which comprise the consolidated statement of financial position as of June 30, 2014, and related consolidated statement of operations and other changes in unrestricted net assets, changes in net assets, and cash flows for the year 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 accounting principles generally accepted in the United States of America; 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 audit. We conducted our audit 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 auditor's 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 Calvert Health System, Inc. and Subsidiaries as of June 30, 2014, and the consolidated changes in their net assets and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Prior Period Financial Statements

The consolidated financial statements as of June 30, 2013 were audited by Cohen, Rutherford + Knight P.C., certain of whose shareholders joined Dixon Hughes Goodman LLP as of June 1, 2014, and whose report dated October 16, 2013 expressed an unmodified opinion on those statements.

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the 2014 financial statements as a whole. The 2014 consolidating schedules on pages 32 - 37 are presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position, results of operations, and cash flows of the individual companies, and are not a required part of the 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 financial statements. The 2014 information has been subjected to the auditing procedures applied in the audit of the 2014 financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the 2014 information is fairly stated in all material respects in relation to the 2014 financial statements as a whole.

Dixon Hughes Goodman LLP

Rockville, Maryland
October 28, 2014

Calvert Health System, Inc. and Subsidiaries

Consolidated Statements of Financial Position
(Dollars in Thousands)

June 30,	2014	2013
Assets		
Current assets		
Cash and cash equivalents	\$ 27,935	\$ 22,156
Short-term investments	41	46
Patient accounts receivable, net of allowance for uncollectible accounts of \$4,721 in 2014 and \$3,674 in 2013	14,870	13,886
Inventories	2,307	2,280
Prepaid expenses and other assets	3,086	2,312
Assets to be sold	-	20,105
Assets limited as to use, current	-	1,004
Total current assets	48,239	61,789
Investments and other assets		
Investments	98,906	62,278
Investments in affiliated enterprises	4,400	3,789
Assets limited as to use	4,282	6,942
Property and equipment, net	61,760	63,567
Insurance recoverable	4,187	7,064
Other assets	778	509
Total assets	\$ 222,552	\$ 205,938
Liabilities and Net Assets		
Current liabilities		
Accounts payable and accrued expenses	\$ 16,603	\$ 15,436
Current portion of long-term debt	1,341	7,922
Advances from third party payors	4,194	3,708
Total current liabilities	22,138	27,066
Long-term debt, less current portion	46,862	49,169
Accrued pension cost	9,390	5,727
Professional liability	5,330	8,201
Other long-term liabilities	2,643	2,210
Total liabilities	86,363	92,373
Net assets		
Unrestricted - general	131,207	108,771
Unrestricted - board designated	3,271	3,021
Unrestricted - noncontrolling interest in subsidiary	273	335
Temporarily restricted	398	629
Permanently restricted	1,040	809
Total net assets	136,189	113,565
	\$ 222,552	\$ 205,938

The accompanying notes are an integral part of these consolidated financial statements.

Calvert Health System, Inc. and Subsidiaries

Consolidated Statements of Operations and Other Changes in Unrestricted Net Assets
(Dollars in Thousands)

Years Ended June 30,	2014	2013
Revenue		
Patient service revenue (net of contractual allowances and discounts)	\$ 138,474	\$ 133,201
Provision for bad debts	(2,779)	(1,673)
Net patient service revenue less provision for bad debts	135,695	131,528
Rental revenue	623	2,581
Other operating revenue	6,520	4,336
Total operating revenue	142,838	138,445
Expenses		
Salaries and wages	62,012	59,460
Employee benefits	12,999	12,852
Supplies	23,383	22,866
Purchased services	6,777	6,833
Professional fees	5,471	4,798
Depreciation and amortization	9,430	9,846
Interest	2,068	2,421
Other	16,027	15,401
Total operating expenses	138,167	134,477
Income from operations	4,671	3,968
Nonoperating gains		
Investment income	4,910	3,200
Income from equity investments	628	440
Gain on sale of assets	12,322	-
Loss on extinguishment of debt	(2,198)	(498)
Nonoperating gains, net	15,662	3,142
Excess of revenue over expenses	20,333	7,110
Net assets released from restrictions for capital acquisitions	571	219
Distributions to noncontrolling interest holders	(181)	(98)
Pension-related changes other than net periodic pension cost	(4,090)	4,152
Net unrealized gains on marketable investments	5,991	3,582
Increase in unrestricted net assets	\$ 22,624	\$ 14,965

The accompanying notes are an integral part of these consolidated financial statements.

Calvert Health System, Inc. and Subsidiaries

Consolidated Statements of Changes in Net Assets
(Dollars in Thousands)

Years Ended June 30, 2014 and 2013

	Unrestricted	Noncontrolling Interest	Temporarily Restricted	Permanently Restricted	Total
Balance - June 30, 2012	\$ 96,802	\$ 360	\$ 410	\$ 658	\$ 98,230
Excess of revenue over expenses	7,037	73	-	-	7,110
Transfer of net assets	-	-	42	(42)	-
Contributions	-	-	837	56	893
Net assets released from restrictions for capital acquisitions	219	-	(219)	-	-
Net assets released from restrictions to fund operating programs	-	-	(441)	-	(441)
Distributions to noncontrolling interest in subsidiary	-	(98)	-	-	(98)
Investment income on restricted net assets	-	-	-	16	16
Pension-related changes other than net periodic pension cost	4,152	-	-	-	4,152
Net unrealized gains on marketable investments	3,582	-	-	121	3,703
Balance - June 30, 2013	111,792	335	629	809	113,565
Excess of revenue over expenses	20,214	119	-	-	20,333
Transfer of net assets	-	-	15	(15)	-
Contributions	-	-	780	-	780
Net assets released from restrictions for capital acquisitions	571	-	(571)	-	-
Net assets released from restrictions to fund operating programs	-	-	(455)	-	(455)
Distributions to noncontrolling interest in subsidiary	-	(181)	-	-	(181)
Investment income on restricted net assets	-	-	-	125	125
Pension-related changes other than net periodic pension cost	(4,090)	-	-	-	(4,090)
Net unrealized gains on marketable investments	5,991	-	-	121	6,112
Balance - June 30, 2014	\$ 134,478	\$ 273	\$ 398	\$ 1,040	\$ 136,189

The accompanying notes are an integral part of these consolidated financial statements.

Calvert Health System, Inc. and Subsidiaries

Consolidated Statements of Cash Flows

(Dollars in Thousands)

Years Ended June 30,	2014	2013
Cash flows from operating activities		
Increase (decrease) in net assets	\$ 22,624	\$ 15,335
Adjustments to reconcile to net cash from operating activities:		
Loss on extinguishment of debt	2,198	498
Provision for uncollectible accounts	2,734	1,670
Depreciation and amortization	9,430	9,846
Donations restricted for capital acquisition	(358)	(293)
Equity in earnings of affiliated enterprises	(628)	(440)
Investment income on restricted assets	(125)	(16)
Realized net gains on investments	(4,259)	(3,004)
Unrealized net (gains) losses on investments	(6,112)	(3,703)
Pension-related changes other than net periodic pension cost	4,090	(4,152)
Change in:		
Patient accounts receivable	(3,762)	(2,081)
Inventories	(28)	52
Prepaid expenses and other assets	550	(2,735)
Accounts payable, accrued expenses & other liabilities	(1,611)	1,417
Net cash flows provided by operating activities	24,743	12,394
Cash flows from investing activities		
Purchases of investments	(40,573)	(12,383)
Sales of investments	14,543	8,038
Net decrease in assets limited as to use	3,768	1,271
Purchases of property and equipment	12,533	(7,164)
Net cash used in investing activities	(9,729)	(10,238)
Cash flows from financing activities		
Repayment of long-term debt	(40,337)	(28,656)
Payment of deferred financing costs	(582)	(181)
Proceeds from issuance of long-term debt	31,185	26,199
Donations received restricted for capital acquisitions	358	293
Net distributions from investees	16	1,201
Investment income on restricted assets	125	16
Net cash used in financing activities	(9,235)	(1,128)
Net increase in cash and cash equivalents	5,779	1,028
Cash and cash equivalents - beginning of year	22,156	21,128
Cash and cash equivalents - end of year	\$ 27,935	\$ 22,156

The accompanying notes are an integral part of these consolidated financial statements.

Calvert Health System, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (All Tabular Amounts in Thousands)

June 30, 2014 and 2013

1. Organization and Nature of Business

Organization

Calvert Health System, Inc. and Subsidiaries (the System), a Maryland corporation formed on January 1, 2000, is the sole member of Calvert Memorial Hospital of Calvert County (the Hospital), Calvert Health Ventures, Inc. (CHV), Calvert Physician Associates, LLC (CPA), CMH Holding Company (Holding Co. I), and CMH II Holding Company (Holding Co. II).

The System and the Hospital are nonprofit, nonstock membership corporations formed under the laws of the State of Maryland, organized for charitable purposes and exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code (IRC).

The Hospital, located in Prince Frederick, Maryland provides inpatient, outpatient and emergency care services for the residents of Calvert County and the surrounding areas. The Hospital was incorporated in Maryland in 1917. The Hospital has two wholly owned or controlled subsidiaries: Calvert Memorial Hospital Foundation, Inc. (the Foundation) and Calvert Community Health, Inc. (CCH). The Foundation is a non-profit corporation that operates exclusively for the charitable purpose of supporting the Hospital. CCH is the Hospital's for-profit organization to establish managed care contracts. CCH is currently inactive.

CHV is a for-profit corporation that owns and manages investments in certain health care related entities, including Calvert Medical Management, LLC (CMM), an imaging center, and a physical therapy and sports rehabilitation center. CMM is a medical service organization that supports CPA's operations.

CHV holds a 51% indirect interest in Calvert Physical Therapy and Sports Fitness Center (CPTSFC), a joint venture between CHV, Kubb Physical Therapy Partnership (Kubb) and NRH Ambulatory Services, Inc. (NRH). The System's consolidated financial statements include CPTSFC as a consolidated subsidiary and reflect Kubb's and NRH's noncontrolling interests in CPTSFC's net assets and net income.

CPA is a limited liability company that employs physicians who provide health care services for the residents of Calvert County and the surrounding area.

Holding Co. I and Holding Co. II are nonprofit, nonstock membership corporations formed under the laws of the State of Maryland, organized for charitable purposes and exempt from Federal income taxes under Section 501(c)(2) of the IRC. Holding Co. I owns a medical office building in Solomon's Island, Maryland. Holding Co. II owns a 100% interest in Calvert Medical Arts Center, LLC (CMAC). Prior to August 2013, Holding Co. I owned an interest in a medical office building on the Hospital's campus, Holding Co. II owned medical office buildings on the Hospital's campus and in Dunkirk, Maryland and CMAC owned the Calvert Medical Arts building on the Hospital's campus (the buildings). In August 2013, the buildings were sold to an outside investor who now manages the buildings.

Principles of Consolidation

At June 30, 2014 and 2013, the System's consolidated financial statements include the accounts of the Hospital and its wholly owned or controlled subsidiaries, CHV, CPA, Holding Co. I and Holding Co. II. All material intercompany transactions are eliminated.

2. Summary of Significant Accounting Policies

Basis of Presentation

The consolidated financial statements are prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles. The System classifies net assets, revenues, expenses, gains and losses, based on the existence or absence of donor-imposed restrictions; accordingly, net assets of the System and changes therein are classified and reported as follows:

Unrestricted net assets - Net assets that are not subject to donor-imposed stipulations.

Temporarily restricted net assets - Net assets subject to donor-imposed stipulations that may or will be met either by actions of the System or the passage of time.

Permanently restricted net assets - Net assets subject to donor-imposed stipulations that will be maintained permanently by the System. Generally, the donors of these assets permit the System to use all or part of the income earned on related investments for general or specific purposes.

Revenues are reported as increases in unrestricted net assets unless use of the related assets is limited by donor-imposed restrictions. Expenses are reported as decreases in unrestricted net assets. Gains and losses are reported as increases or decreases in unrestricted net assets unless their use is restricted by explicit donor stipulation or by law. Contributions with no donor-imposed restrictions are recognized as revenues in the period received as increases in unrestricted net assets. Contributions with donor-imposed restrictions are reported as increases in temporarily or permanently restricted net assets unless such contributions are expended in the same fiscal year, in which case they are recorded as unrestricted contributions. Expirations of temporary restrictions on net assets (i.e., the donor-stipulated purpose has been fulfilled and/or the stipulated time period has elapsed) are reported as net assets released from restriction and reclassified between the applicable classes of net assets. In accordance with applicable accounting standards, assets that have been released to support the Hospital's operating programs are reported as a component of other operating revenue in the accompanying consolidated statements of operations, whereas assets that are released for the acquisition of property and equipment are reported as a direct increase to unrestricted net assets in the accompanying consolidated statements of changes in net assets.

Income and realized net gains or losses on investments are reported as:

- increases in permanently restricted net assets if the terms of the gift or the System's interpretation of relevant state law require that they be added to the principal of a permanent endowment fund;
- increases in temporarily restricted net assets if the terms of the gift impose restrictions on the use of the income; or
- increases in unrestricted net assets in all other cases.

Use of Estimates

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

Cash and Cash Equivalents

Cash and cash equivalents consist primarily of highly liquid, unrestricted, investments in U.S. Treasury bills, commercial paper, and other interest-bearing deposits with maturities of less than three months from the date of purchase. Primarily all of the System's cash and cash equivalents are maintained in one commercial bank, of which an aggregate maximum of \$250,000 is insured by the Federal Deposit Insurance Corporation (FDIC). The System's cash balance routinely exceeds the maximum amount insured by the FDIC.

Short-term Investments

Short-term investments consist primarily of investments with maturities of less than one year from the date of purchase.

Inventories

Inventories consist primarily of drugs and medical supplies and are carried at the lower of cost or market, as determined principally by the first-in, first-out method.

Investments

Investments in fixed maturity and equity securities are recorded at fair value. Investment income, realized gains and losses and unrealized gains and losses on trading securities are reported in the consolidated statements of operations unless restricted by the donor, in which case they are reported as an addition to, or deduction from, the fund balance of the appropriate donor-restricted fund. In accordance with applicable accounting standards, unrealized gains and losses on securities classified as other than trading are reported as a direct charge to net assets in the accompanying consolidated statements of changes in net assets. The specific identification method is used to compute realized gains or losses on sales of investments.

\$2,685,000 and \$2,124,000 of the investments balance at June 30, 2014 and 2013, respectively, are available to fund an executive severance and deferred compensation plan that has been established to provide benefits to the System's executive management team.

The System periodically evaluates whether any declines in the fair value of investments are other-than-temporary. This evaluation consists of a review of several factors, including but not limited to: length of time and extent that a security has been in an unrealized loss position; the existence of an event that would impair the issuer's future earnings potential; the near term prospects for recovery of the fair value of a security; and the intent and ability of the System to hold the security until the fair value recovers. Declines in fair value below cost that are deemed to be other-than-temporary result in realized losses with the market value becoming the new cost basis for the security.

Investments are exposed to certain risks such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, changes in the value of investment securities could occur in the near term, and these changes could materially differ from the amounts reported in the accompanying consolidated financial statements.

Investments in Affiliated Enterprises

Investments in affiliated, noncontrolled enterprises are accounted for using the equity method of accounting.

Assets Limited as to Use

Assets limited as to use primarily include assets held by trustees under indenture agreements and designated assets set aside by the Board of Trustees for future capital improvements, over which the Board retains control and may, at its discretion, subsequently use for other purposes. Assets limited as to use include investments that are stated at fair value as well as the discounted net present value of pledges receivable reported by the Foundation (see Notes 4 and 14).

Property and Equipment

Property and equipment acquisitions are recorded at cost, except for donated items, which are recorded at fair value at the date of donation. Renovations, alterations, and improvements that increase the useful lives or the functionality of the related assets are capitalized and subsequently depreciated over the remaining useful life of each class of depreciable assets. Depreciation is provided on a straight-line basis over the estimated useful lives of the assets. Useful lives range from 20 - 40 years for buildings, 5 - 10 years for equipment and 10 - 20 years for leasehold improvements. Interest cost incurred on borrowed funds during the construction period for capital assets is capitalized as a component of the cost of acquiring those assets.

During 2013, the System entered into an agreement to sell certain medical office buildings. The carrying amount of these buildings was reported as assets to be sold in the accompanying consolidated statements of financial position. These medical office buildings were sold in August 2013 (see Notes 6 and 13).

Other Assets

Other assets consist of deferred financing costs, long-term prepaid rent, and long term other amounts receivable. Gross deferred financing costs are amortized over the life of the related bonds and amounted to \$732,000 and \$648,000 at June 30, 2014 and 2013, respectively. Accumulated amortization of such costs amounted to \$65,000 and \$171,000 at June 30, 2014 and 2013, respectively.

Third-Party Advances

The Hospital receives advances from third-party payers to provide working capital for services rendered to the beneficiaries of such services. These advances are subject to periodic adjustment, and are principally determined based on the timing difference between the provision of care and the anticipated payment date of the claim for service.

Consolidated Statements of Operations

For purposes of display, transactions deemed by management to be ongoing, major or central to the provision of health care services are reported as revenue and expenses. Peripheral or incidental transactions are reported as non-operating gains and losses.

Excess of Revenue over Expenses

The consolidated statements of operations and other changes in unrestricted net assets report excess of revenue over expenses. Changes in unrestricted net assets which are excluded from this performance indicator, consistent with industry practice, include unrealized gains and losses on investments other than trading securities, permanent transfers of assets to and from affiliates for other than goods and services, contributions of (and assets released from donor restrictions related to) long-lived assets.

Net Patient Service Revenue and Patient Accounts Receivable

Net patient service revenue is reported at the estimated net realizable amounts from patients, third-party payers, and others for services rendered, after contractual adjustments. For uninsured patients that do not qualify for charity care, the Hospital recognizes revenue on the basis of its standard rates for services provided (or on the basis of discounted rates, if negotiated or provided by policy). On the basis of historical experience, a significant portion of the Hospital's uninsured patients will be unable or unwilling to pay for the services provided. Thus, the Hospital records a significant provision for bad debts related to uninsured patients in the period the services are provided. The Hospital has not changed its charity care or uninsured discount policies during 2014 or 2013. Patient accounts receivable include charges for amounts due from Medicare, Maryland Medical Assistance (Medicaid), Blue Cross, commercial insurers, and self-pay patients (see Note 11). Contractual adjustments represent the differences between amounts billed as patient service revenue and amounts allowed by third-party payers, and are accrued on an estimated basis in the period in which the related services are rendered and adjusted in future periods as final settlements are determined. Contractual adjustments and provision for uncollectible self-pay amounts are included in the determination of net patient service revenue as reported in the accompanying consolidated statements of operations. Rates charged are based primarily on rates established by the State of Maryland Health Services Cost Review Commission (HSCRC); accordingly, revenue reflects actual charges to patients based on rates in effect during the period in which the services are rendered (see Notes 10 and 11).

The Hospital grants credit without collateral to its patients, most of whom are local residents insured under third-party payer agreements (see Note 11). Accounts receivable are reported at their net realizable value from third-party payers, patients, residents and others for services rendered. Allowances are provided for third-party payers based on estimated reimbursement rates. Allowances are also provided for bad debts on an estimate of uncollectible accounts. Allowance for bad debts is based upon management's assessment of historical and expected net collections. Periodically throughout the year, management assesses the adequacy of the allowance for uncollectible accounts based upon historical write-off experience by payor category. The results of this review are then used to make modifications to the allowances for bad debts and to establish an allowance for uncollectible receivables. Write-off of uncollectible accounts is determined on a case-by-case basis after a review of the circumstances surrounding individual patient accounts.

Charity Care and Other Community Services

The Hospital provides care to patients regardless of their ability to pay. In identifying charity care, the Hospital assesses the patient's ability to pay, utilizing generally recognized poverty income levels for the community, and identifies certain cases where incurred charges are considered to be beyond the patient's ability to pay. Because the Hospital does not pursue collection of amounts determined to qualify as charity care, such amounts are not reported as a component of net patient service revenue or patient accounts receivable (see Note 11). The Hospital maintains records to identify and monitor the level of charity care it provides. These records represent the amount of charges forgone under its charity care policy. The charity policy of the Hospital provides free care to patients up to 200% of the federal poverty level and provides free care on a sliding scale between 200% and 300% of the federal poverty level.

The cost of charity care provided by the Hospital amounted to approximately \$7,011,000 in 2014 and \$7,447,000 in 2013. Rates charged by the Hospital for regulated services are determined based on an assessment of direct and indirect costs calculated pursuant to the methodology established by the HSCRC (see Note 10) and, therefore, the cost of charity services noted above for the Hospital is equivalent to its established rates for those services. For any charity services rendered by the System other than the regulated services of the Hospital, the cost of charity care is calculated by applying the estimated total cost-to-charge ratio for the non-Hospital services to the total amount of charges for services provided to patients benefitting from the charity care policies of the System's non-Hospital affiliates.

The Hospital receives monthly payments from the HSCRC or submits monthly payments with respect to an Uncompensated Care Fund (UCC) established for rate-regulated hospitals in Maryland. The UCC is intended to provide Maryland hospitals with funds to support the provision of uncompensated care at those hospitals as determined by the HSCRC. The Hospital contributed \$293,000 for 2014 and \$725,000 for 2013 to the UCC as required by the HSCRC.

The System provides various health education programs, community screenings, classes, partnerships and neighborhood health centers, such as the following:

- Clinic eligibility workers that assist indigent patients to obtain healthcare and dental services,
- Health promotion programs and services, such as smoking cessation, blood pressure screenings and wellness programs, and
- Social services to assist patients in arranging for nonhospital healthcare services.

The HSCRC requires all Maryland hospitals to complete and submit a Community Benefit Report annually on December 15th for the preceding fiscal year. The Hospital's Community Benefit Report for the year ended June 30, 2013 reported \$18,620,000 in community benefit services.

Other Operating Revenue

Other operating revenue of the System includes meaningful use incentive, cafeteria income, grant income, and revenue from instructional classes and other operating programs. Under the provisions of the American Recovery and Reinvestment Act of 2009, incentive payments are available to certain healthcare providers that can demonstrate "meaningful use" of certified electronic health records technology. The System recognized these incentive payments when it is reasonably assured that they will successfully demonstrate compliance with meaningful use criteria. During 2014, the System recognized approximately \$1,652,000 of these incentive payments.

Tax-Exempt Status

The System is exempt from federal income tax under section 501(c)(3) of the IRC as a public charity. The System is entitled to rely on this determination as long as there are no substantial changes in its character, purposes, or methods of operation. Management has concluded that there have been no such changes and, therefore, the System's status as a public charity exempt from federal income taxation remains in effect.

The state in which the System operates also provides general exemption from state income taxation for organizations that are exempt from federal income taxation. However, the System is subject to both federal and state income taxation at corporate tax rates on its unrelated business income. Exemption from other state taxes, such as real and personal property taxes, is separately determined.

The System had no unrecognized tax benefits or such amounts were immaterial during the periods presented. For tax periods with respect to which no unrelated business income was recognized, no tax return was required. Tax periods for which no return is filed remain open for examination indefinitely. Although information returns were filed, no tax returns were filed during 2014 and 2013.

Management has also considered the impact of unrelated business activities and has concluded that the Hospital is not subject to unrelated business tax or any other taxes that could be imposed by the IRC or state taxing authorities. As such, no provision is made for income taxes and no asset or liability has been recognized for deferred taxes.

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year's presentation.

Subsequent Events

In preparing these financial statements, the System has evaluated events and transactions for potential recognition or disclosure through October 28, 2014, the date the financial statements were available to be issued.

3. Investments in Affiliated Enterprises

A summary of investments in affiliated enterprises at June 30 follows:

	2014		2013	
	Investment	Income	Investment	Income
Calvert Medical Imaging Center	\$ 1,474	\$ 130	\$ 894	\$ 64
NRH/CPT Regional Rehab, LLC	62	50	64	58
Chesapeake-Potomac Healthcare Alliance, LLC	2,820	175	2,645	315
Freestate Healthcare Insurance Company LTD	20	-	20	-
Maryland eCare, LLC	(23)	(2)	(21)	(6)
Calvert Medical Office Building Limited Partnership	47	275	187	9
	<u>\$ 4,400</u>	<u>\$ 628</u>	<u>\$ 3,789</u>	<u>\$ 440</u>

An overview of these organizations is presented in this note. Because CHV's investment in Calvert Medical Imaging Center (CMIC) represents approximately 33% and 24% of the reported investment balance in affiliates as of June 30, 2014 and 2013, respectively, and the Hospital's investment in Chesapeake-Potomac Healthcare Alliance (the Alliance) represents approximately 64% and 70% of the reported investment balance in affiliates as of June 30, 2014 and 2013, respectively, summarized financial information for CMIC and the Alliance is also presented in this note.

Calvert Medical Imaging Center

Calvert Medical Imaging Center (CMIC) is a joint venture between CHV and American Radiology Services, Inc. that operates diagnostic imaging facilities. CHV maintains a 50% interest in CMIC.

Summarized unaudited financial information of CMIC as of and for the years ended June 30 is presented below:

	2014		2013	
Total assets	\$ 3,957	\$ 4,250		
Total liabilities	\$ 1,009	\$ 2,463		
Partners' capital	2,948	1,787		
Total liabilities and partners' capital	\$ 3,957	\$ 4,250		
Total revenue	\$ 6,890	\$ 5,529		
Net income	261	229		

NRH/CPT Regional Rehab, LLC

CHV invested in NRH/CPT Regional Rehab, LLC (NRH/CPT) for the purpose of providing comprehensive and coordinated physical therapy and rehabilitation services in St. Mary's and Charles counties. CHV maintains a 15% interest in NRH/CPT.

Chesapeake-Potomac Healthcare Alliance, LLC

Chesapeake-Potomac Healthcare Alliance, LLC (the Alliance) is a joint venture in which the Hospital and two other hospitals have invested equally. It was created to provide certain healthcare services to the population of southern Maryland. The Alliance is a 60% owner of Chesapeake Potomac Regional Cancer Center, LLC (CPRCC), a limited liability company which owns and operates two outpatient radiation oncology centers. The other 40% of CPRCC is owned by Holy Cross Hospital of Silver Spring and Adventist Healthcare, Inc. The Alliance is also one of two members in Chesapeake-Potomac Home Health Agency, Inc., a Maryland nonstock corporation that was formed in 1995 for the purpose of providing home health care and other health care services to individuals in need of such services in Calvert, Charles and St. Mary's counties.

Summarized unaudited financial information of the Alliance as of and for the years ended June 30 is presented below:

	2014	2013
Total assets	\$ 13,800	\$ 13,659
Total liabilities	\$ 2,190	\$ 2,964
Members' equity and noncontrolling interest	11,610	10,695
Total liabilities and members' equity and noncontrolling interest	\$ 13,800	\$ 13,659
Total revenue	\$ 12,863	\$ 13,617
Net income (loss)	524	(417)

Freestate Healthcare Insurance Company, LTD

Freestate Healthcare Insurance Company, LTD is a captive insurance company formed in the Cayman Islands. It is owned by five Maryland hospitals. Freestate provides insurance coverage to its shareholders for professional liability and comprehensive general liability (see Note 9).

Maryland eCare, LLC

Maryland eCare, LLC is a joint venture formed by six Maryland hospitals to provide remote monitoring technology with clinical decision support and physician/nursing services for their use in intensive care units and other clinical areas within their respective hospitals. The Hospital maintains an 8.33% and a 7.8% interest in this joint venture at June 30, 2014 and 2013, respectively.

Calvert Medical Office Building Limited Partnership

Holding Co. I has a 10.37% limited partnership interest in Calvert Medical Office Building Limited Partnership.

4. Investments

Unrestricted investments, stated at market value, which approximates fair value, at June 30 include:

	<u>2014</u>	<u>2013</u>
Equity mutual funds	\$ 51,849	\$ 40,250
Fixed income mutual funds	21,208	16,263
Guaranteed investment account	967	610
Corporate and municipal bonds	6,840	-
U.S. Government issues	12,565	-
Alternative investments	5,518	5,201
	<u>98,947</u>	<u>62,324</u>
Less – short-term investments	41	46
	<u>98,906</u>	<u>62,278</u>

Assets limited as to use, stated at fair value, at June 30 include:

	<u>2014</u>	<u>2013</u>
Internally designated for capital acquisition and scholarships:		
Cash and cash equivalents	\$ 1,012	\$ 864
Equity mutual funds	3,270	2,830
	<u>4,282</u>	<u>3,694</u>
Held by trustee under indenture agreement:		
Cash and cash equivalents	-	1,024
U.S. government issues	-	3,228
	<u>4,282</u>	<u>7,946</u>

Assets held by a trustee under the indenture agreement consist of the following funds at June 30:

	<u>2014</u>	<u>2013</u>
Debt service fund	\$ -	\$ 1,004
Debt service reserve fund	-	3,248
	<u>4,282</u>	<u>4,252</u>

The debt service fund was comprised of principal and interest funds held by a trustee in accordance with the Hospital's bond indentures.

The System's investments include investments in limited partnerships and other alternative investments, which are made in accordance with the System's investment policies. The limited partnerships acquire, hold, invest, manage, dispose of, and otherwise deal in and with securities of all kinds and descriptions. Publicly traded securities are generally valued by reference to closing market prices on one or more national securities exchange or generally accepted pricing services selected by the fund managers of the limited partnership. Securities not valued by such pricing services will be valued upon bid quotations obtained from independent dealers in the securities. In the absence of any independent quotations, securities will be valued by the fund managers on the basis of data obtained from the best available sources. The equity in earnings or losses from these investments is recorded as a component of investment income in the consolidated statement of operations.

Although the various fund managers use their best judgment at estimating the fair value of the alternative investments, there are inherent limitations in any valuation technique. Therefore, the value is not necessarily indicative of the amount that could be realized in a current transaction. Future events will also affect the estimates of fair value, and the effect of such events on the estimates of the fair value could be material.

Investment income and gains or losses for assets limited as to use, cash equivalents and other investments are comprised of the following for the years ended June 30:

	<u>2014</u>	<u>2013</u>
Income:		
Interest and dividend income	\$ 1,211	\$ 1,012
Realized gains	3,824	2,204
Total investment income	<u>5,035</u>	<u>3,216</u>
Unrealized gains on investments	<u>\$ 6,112</u>	<u>\$ 3,703</u>

Current accounting standards define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establish a framework for measuring fair value, and establish a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date, as follows:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Observable input other than Level 1 prices 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 full 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. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

The following discussion describes the valuation methodologies used for financial assets measured at fair value. The techniques utilized in estimating the fair values are affected by the assumptions used, including discount rates, and estimates of the amount and timing of future cash flows. Care should be exercised in deriving conclusions about System's business, its value, or financial position based on the fair value information of financial assets presented below.

Fair value estimates are made at a specific point in time, based on available market information and judgments about the financial asset, including estimates of the timing, amount of expected future cash flows, and the credit standing of the issuer. In some cases, the fair value estimates cannot be substantiated by comparison to independent markets. In addition, the disclosed fair value may not be realized in the immediate settlement of the financial asset. Furthermore, the disclosed fair values do not reflect any premium or discount that could result from offering for sale at one time an entire holding of a particular financial asset. Potential taxes and other expenses that would be incurred in an actual sale or settlement are not reflected in the amounts disclosed.

Fair values for the System's fixed maturity securities are based on prices provided by its investment managers, who use a variety of pricing sources to determine market valuations. Each designate specific pricing services or indexes for each sector of the market based upon the provider's experience. The System's fixed maturity securities portfolio is highly liquid, which allows for a high percentage of the portfolio to be priced through pricing services.

Fair values of equity securities have been determined by the System from observable market quotations, when available. Private placement securities and other equity securities where a public quotation is not available are valued by using broker quotes.

The guaranteed investment account is valued at contract value, (which includes contributions made, adjusted for interest earned, withdrawals, and administrative expenses) which approximates fair value.

The System's investments include investments in limited partnerships and other alternative investments, which are made in accordance with the System's investment policies. The limited partnerships acquire, hold, invest, manage, dispose of, and otherwise deal in and with securities of all kinds and descriptions. Publicly traded securities are generally valued by reference to closing market prices on one or more national securities exchange or generally accepted pricing services selected by the fund managers of the limited partnership. Securities not valued by such pricing services will be valued upon bid quotations obtained from independent dealers in the securities. Redemption of alternative investments can generally occur on a monthly or quarterly basis with notice.

There were no significant transfers between levels during 2014 and 2013.

The following table presents the System's fair value hierarchy for assets measured at fair value on a recurring basis as of June 30, 2014:

	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 1,011	\$ -	\$ -	\$ 1,011
Equity mutual funds				
Diversified emerging markets	3,641	-	-	3,641
Foreign large blend	409	-	-	409
Foreign large value	9,931	-	-	9,931
Foreign small/mid value	1,733	-	-	1,733
Healthcare	69	-	-	69
Industrials	204	-	-	204
Information tech	825	-	-	825
Consumer staples	46	-	-	46
Large growth	8,501	-	-	8,501
Large value	10,664	-	-	10,664
Large blend	856	-	-	856
Mid cap growth	4,468	-	-	4,468
Mid cap value	4,927	-	-	4,927
Mid cap blend	30	-	-	30
Small value	2,636	-	-	2,636
Small blend	2,722	-	-	2,722
World allocation	2,498	-	-	2,498
Moderate allocation	783	-	-	783
Other	176	-	-	176
Fixed income mutual funds				
Intermediate term bond	16,990	-	-	16,990
Short-term	4,218	-	-	4,218
Corporate bonds	6,305	-	-	6,305
Municipal bonds	536	-	-	536
Alternative investments	-	2,393	3,125	5,518
U.S. government issues (Maturity 1 – 10 years)	12,565	-	-	12,565
Guaranteed investment account	967	-	-	967
	<u>\$ 97,712</u>	<u>\$ 2,393</u>	<u>\$ 3,125</u>	<u>\$ 103,229</u>

The following table presents the System's fair value hierarchy for assets measured at fair value on a recurring basis as of June 30, 2013:

	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 1,888	\$ -	\$ -	\$ 1,888
Equity mutual funds				
Diversified emerging markets	2,664	-	-	2,664
Foreign large blend	292	-	-	292
Foreign large value	6,102	-	-	6,102
Foreign small/mid value	1,310	-	-	1,310
Healthcare	590	-	-	590
Industrials	358	-	-	358
Information tech	1,402	-	-	1,402
Consumer staples	117	-	-	117
Large growth	6,797	-	-	6,797
Large value	8,871	-	-	8,871
Large blend	636	-	-	636
Mid cap growth	7,750	-	-	7,750
Mid cap value	45	-	-	45
Mid cap blend	10	-	-	10
Small growth	7	-	-	7
Small value	1,531	-	-	1,531
Small blend	1,552	-	-	1,552
World allocation	2,185	-	-	2,185
Moderate allocation	647	-	-	647
Other	214	-	-	214
Fixed income mutual funds				
Intermediate term bond	10,531	-	-	10,531
Short-term	5,732	-	-	5,732
Alternative investments	-	2,232	2,969	5,202
U.S. government issues (Maturity 1 – 10 years)	3,228	-	-	3,228
Guaranteed investment account	609	-	-	609
	<u>\$ 65,068</u>	<u>\$ 2,232</u>	<u>\$ 2,969</u>	<u>\$ 70,269</u>

The following table presents the activity during 2014 and 2013 for the Level 3 funds:

	2014	2013
Fair value – beginning of year	\$ 2,969	\$ 2,794
Net realized losses	-	(3)
Disbursements	(86)	(139)
Unrealized gains	242	317
Fair value – end of year	<u>\$ 3,125</u>	<u>\$ 2,969</u>

5. Temporarily and Permanently Restricted Net Assets

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

	<u>2014</u>	<u>2013</u>
Purchase of equipment	\$ 151	\$ 287
Health education	112	156
Specific health care services	135	186
	<u>\$ 398</u>	<u>\$ 629</u>

Permanently restricted net assets at June 30 are restricted to:

	<u>2014</u>	<u>2013</u>
Investments to be held in perpetuity, the income from which is expendable to support health education	\$ 1,040	\$ 809

6. Property and Equipment

A summary of property and equipment at June 30 follows:

	<u>2014</u>	<u>2013</u>
Land improvements	\$ 2,569	\$ 2,532
Buildings	38,612	38,612
Building improvements	37,537	36,835
Fixed equipment	4,955	4,952
Moveable equipment	69,347	63,156
	<u>153,020</u>	<u>146,087</u>
Less – accumulated depreciation and amortization	97,450	88,228
	<u>55,570</u>	<u>57,859</u>
Land	5,658	5,658
Construction in progress	532	50
	<u>\$ 61,760</u>	<u>\$ 63,567</u>

Interest cost incurred on borrowed funds during the period of construction of capital assets is capitalized as a component of the cost of acquiring those assets. No interest was capitalized for the years ended June 30, 2014 and 2013.

Depreciation expense for the years ended June 30, 2014 and 2013 amounted to \$9,380,000 and \$9,808,000 respectively.

7. Long-Term Debt

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

	<u>2014</u>	<u>2013</u>
Maryland Health and Higher Educational Facilities Authority Revenue Bonds (2004 Revenue Bonds); maturing in varying amounts from July 1, 2008 to July 1, 2039; interest due semi-annually at rates ranging from 3.5% to 5.5%; (4.50% at June 30, 2013); paid in full as of June 30, 2014	\$ -	\$ 32,430
Maryland Health and Higher Educational Facilities Authority Revenue Bonds (2012 Revenue Bonds); maturing in varying amounts from September 1, 2012 to June 1, 2027; interest due monthly at a fixed rate of 2.6% per annum until July 24, 2022 at which time the interest rate shall be adjusted.	17,221	18,318
Maryland Health and Higher Educational Facilities Authority Revenue Bonds (2013 Revenue Bonds); maturing in varying amounts from August 7, 2013 to June 1, 2038; interest due semi-annually at rates ranging from 3.0% to 5.18% (3.0% as of June 30, 2014).	31,095	-
SunTrust Bank term loan payable, commencing on July 1, 2012 and amortized over twenty-five years; principal due monthly at a fixed amount and interest due monthly based on the LIBOR Rate plus 0.85% (1.04% at June 30, 2013); paid in full as of June 30, 2014.	-	6,720
	<u>48,316</u>	<u>57,468</u>
Less – current portion	1,341	7,922
	<u>46,975</u>	<u>49,546</u>
Less – amortized original issue discount	113	377
	<u>\$ 46,862</u>	<u>\$ 49,169</u>

Series 2004 Revenue Bonds

The 2004 Revenue Bonds were issued by the Maryland Health and Higher Education Facilities Authority (the Authority) on July 8, 2004 for the purpose of financing the costs of acquisition, construction, renovation and equipping of certain Hospital facilities. The Obligated Group for the 2004 Revenue Bonds was composed of the Hospital and the System. As security for the performance of its obligations under the related Loan Agreement, the Obligated Group members have granted a security interest in its receipts, revenues, rental income and other amounts received by or on behalf of any Obligated Group member to the Authority. The Obligated Group was required to maintain certain deposits in the form of a debt service reserve fund with a trustee. Such deposits were included in assets limited as to use. On July 1, 2013, the Series 2004 Revenue Bonds were paid off with the issuance of the Series 2013 Revenue Bonds and the debt service reserve fund was released.

In August 2013, Series 2013 Revenue Bonds were issued for \$31,185,000 to refund the 2004 Revenue Bonds. Annual payments (ranging from \$2,110,000 in 2030 to \$3,000,000 in 2037) to a sinking fund relating to the Series 2013 Revenue Bonds will commence in 2030 with a final balance of \$3,150,000 on July 1, 2038.

Series 2012 Revenue Bonds

The 2012 Revenue Bonds were issued by the Authority on July 1, 2012 for the purpose of refunding the 1998 Revenue Bonds. The master loan agreement for the 1998 Revenue Bonds remained substantially unchanged. The remaining financing costs and original issue discount from the 1998 Revenue Bonds were written off in July 2012 and resulted in a loss on extinguishment of debt. The related debt service reserve fund was liquidated.

The Obligated Group for the 2012 Revenue Bonds is composed of the Hospital and the System. The financing was completed through SunTrust Bank and is a tax exempt issuance. Terms of the financing agreement include a fixed rate of 2.6% per annum until July 24, 2022, at which time the interest rate shall be adjusted and the 2012 Revenue Bonds are subject to mandatory purchase unless SunTrust Bank agrees to extend such period, the Obligated Group obtains another purchaser, or the Authority, at the request of the Obligated Group, converts the interest mode applicable to the 2012 Revenue Bonds to another interest mode for which a purchaser can be found. The 2012 Revenue Bonds mature on June 1, 2027. The required days' cash on hand is 90 days and the required debt service coverage ratio is 1.25.

Series 2013 Revenue Bonds

The 2013 Revenue Bonds were issued by the Authority on August 7, 2013 for the purpose of refunding the 2004 Revenue Bonds. The remaining financing costs and original issue discount from the 2004 Revenue Bonds were written off in August 2013 and resulted in a loss on extinguishment of debt. The related debt service reserve fund was liquidated.

The Obligated Group for the 2013 Revenue Bonds is composed of the Hospital and the System. As security for the performance of its obligations under the related Loan Agreement, the Obligated Group members have granted a security interest in its receipts, revenues, rental income and other amounts received by or on behalf of any Obligated Group member to the Authority. The Obligated Group is not required to maintain a debt service reserve fund. The Series 2013 Revenue Bonds also place limits on the incurrence of additional borrowings. The required debt service coverage ratio is 1.10. Series 2013 bonds maturing on or after July 1, 2024 are subject to redemption prior to maturity beginning on July 1, 2023 at the option of the Authority upon the direction of the Hospital.

Commercial Loan

In November 2008, the System obtained a loan from a commercial bank for the purpose of financing a portion of the construction of the Calvert Medical Arts Center. In July 2012, the loan was refinanced with another commercial bank for \$7 million. In August 2013, the remaining principal amount of \$6,673,000 was paid in full. The source of funds for the payoff came from a portion of the proceeds received from the sale of the System's three medical office buildings (see Note 13).

Principal payments due under all debt instruments as of June 30, 2014 are as follows:

2015	\$	1,341
2016		1,375
2017		1,417
2018		1,458
2019		1,501
Thereafter		<u>41,224</u>
	<u>\$</u>	<u>48,316</u>

Interest paid on indebtedness by the System was \$2,937,000 and \$2,850,000 in 2014 and 2013, respectively.

8. Employee Pension Plans

The Hospital has a defined contribution plan whereby contributions are made on an annual basis by participating employees and the Hospital. Substantially all employees are eligible to participate, subject to meeting the criteria specified by the plan. Participating employees are permitted to contribute up to 20% of their annual compensation, not to exceed a maximum threshold as set forth by the Internal Revenue Service on an annual basis. The Hospital provides a matching contribution not to exceed 2% of each employee's base annual compensation. Employees hired January 1, 2008 and later are only eligible to participate in the defined contribution plan, and cannot participate in the defined benefit plan sponsored by the Hospital described below. They receive an employer contribution of 2.5% of their annual W-2 wages, and they may receive an additional employer matching contribution of up to 2% based upon the participant's contribution.

Additionally, the Hospital has a qualified non-contributory defined benefit pension plan covering substantially all employees who were employed by the Hospital prior to January 1, 2008, as well as certain employees of the Hospital who meet certain age and service requirements. Effective January 1, 2008, the Hospital instituted a "soft freeze" of the defined benefit plan. Employees hired or rehired after January 1, 2008 are not eligible to join the plan. Benefits will continue to accrue in the plan for current participants, and no change to the formula used to calculate benefits will be made. The plan was amended effective January 1, 1993 from a defined benefit plan, the benefits of which were calculated primarily upon age and employee compensation near retirement, to a cash balance defined benefit plan, which calculates benefits based upon age and years of service. The Hospital makes annual contributions to the plan based on the advice of consulting actuaries. Contributions are intended to provide not only for benefits attributed to service to date but also for those expected to be earned in the future. The Hospital used a June 30 measurement date for its plan in 2014 and 2013.

The following table sets forth the changes in the projected benefit obligation at June 30:

	<u>2014</u>	<u>2013</u>
Benefit obligation at beginning of year	\$ 36,845	\$ 36,558
Service cost	1,127	1,184
Interest cost	1,928	1,770
Actuarial (gain) loss	7,251	(1,747)
Benefits paid	(791)	(920)
	<u>\$ 46,360</u>	<u>\$ 36,845</u>
Benefit obligation at end of year		

The following table sets forth the changes in the plan assets at June 30:

	2014	2013
Fair value of plan assets at beginning of year	\$ 31,118	\$ 26,227
Actual return on plan assets	4,783	3,258
Employer contributions	1,860	2,553
Actual benefits paid	(791)	(920)
Fair value of plan assets at end of year	<u>\$ 36,970</u>	<u>\$ 31,118</u>

In accordance with current standards, the Hospital recognized the full extent of the underfunded (a liability) status of the plan, which is measured as the difference between the fair value of the plan assets and the projected benefit obligation. As of June 30, 2014 and 2013, the plan's projected benefit obligation exceeded the fair value of the plan's assets by \$9,390,000 and \$5,727,000, respectively. The plan's accumulated benefit obligation was \$44,215,000 and \$34,808,000 as of June 30, 2014 and 2013, respectively.

Net periodic pension cost for the years ended June 30 include the following components:

	2014	2013
Service cost	\$ 1,127	\$ 1,184
Interest cost	1,928	1,770
Expected return on plan assets	(2,451)	(2,163)
Amortization of prior service cost	(30)	(30)
Recognized net actuarial loss	857	1,340
Net periodic benefit cost	<u>\$ 1,431</u>	<u>\$ 2,101</u>

The following table sets forth the weighted average assumptions used to determine benefit obligations as of June 30:

	2014	2013
Discount rate	4.75%	5.30%
Rate of compensation increase	3.00%	3.00%

The following table sets forth the weighted average assumptions used to determine net periodic benefit costs for the years ended June 30:

	2014	2013
Discount rate	4.75%	5.30%
Expected return on plan assets	7.75%	7.75%
Rate of compensation increase	3.00%	3.00%

Cumulative amounts recognized in unrestricted net assets as of June 30 consist of:

	2014	2013
Net loss	\$ 14,775	\$ 10,714
Prior service cost	(33)	(62)
	<u>\$ 14,742</u>	<u>\$ 10,652</u>

The investment of pension assets is guided by the pension investment policy. Pension assets are invested to ensure that the pension plan has the ability to pay all benefit and expense obligations when due, to maximize return within prudent levels of risk for pension assets and to maintain a funding cushion for unexpected developments. The target weighted-average asset allocation of pension investments is 60% equities and 40% debt securities and cash. Equity securities primarily include investments in large-cap and mid-cap companies. Fixed maturity securities primarily include corporate bonds. Mutual funds (fixed maturity and equity) are valued by observable market quotations.

The guaranteed deposit account is valued at contract value, (which includes contributions made, adjusted for interest earned, participant withdrawals, and administrative expenses) which approximates fair value. There were no significant transfer between the indicated levels during 2014 and 2013.

The fair values of the Hospital's pension plan assets at June 30, 2014, by asset category are as follows:

	Level 1	Level 2	Total
Short-term investments	\$ 5,467	\$ -	\$ 5,467
Equity mutual funds			
Mid-cap growth	1,715	-	1,715
Foreign large blend	2,714	-	2,714
Mid-cap value	1,789	-	1,789
Large growth	4,162	-	4,162
Large value	4,172	-	4,172
Large blend	4,197	-	4,197
Fixed income mutual funds			
Intermediate-term bond	3,127	-	3,127
High yield bond	1,290	-	1,290
Inflation-protected bond	2,105	-	2,105
Short-term bond	3,114	-	3,114
Guaranteed deposit account	-	3,075	3,075
	<u>\$ 33,852</u>	<u>\$ 3,075</u>	<u>\$ 36,927</u>

The fair values of the Hospital's pension plan assets at June 30, 2013, by asset category are as follows:

	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Equity mutual funds			
Mid-cap growth	\$ 1,954	\$ -	\$ 1,954
Foreign large blend	2,708	-	2,708
Mid-cap value	1,979	-	1,979
Large growth	3,996	-	3,996
Large value	4,152	-	4,152
Large blend	4,095	-	4,095
Fixed income mutual funds			
Intermediate-term bond	2,874	-	2,874
High yield bond	1,092	-	1,092
Inflation-protected bond	2,110	-	2,110
Short-term bond	2,957	-	2,957
Guaranteed deposit account	-	3,155	3,155
	<u>\$ 27,917</u>	<u>\$ 3,155</u>	<u>\$ 31,072</u>

The Hospital expects to contribute \$2,201,000 to its pension plan for fiscal year ending June 30, 2015. The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

2015	\$ 1,089
2016	1,214
2017	1,366
2018	1,523
2019	1,658
2020 to 2024	<u>10,473</u>
	<u>\$ 17,323</u>

9. Malpractice Insurance

Prior to March 1, 2005, the Hospital maintained a professional liability insurance policy on a claims-made basis. Under this insurance policy, the Hospital was insured for individual claims up to \$1,000,000 with a total annual aggregate of \$3,000,000 with no deductible for claims made. The Hospital also had excess coverage of up to \$10,000,000 for individual claims and in the aggregate.

Effective March 1, 2005, the Hospital became a shareholder of the newly formed Freestate Healthcare Insurance Company, Ltd. (Freestate), a captive insurance company formed in the Cayman Islands. As of June 30, 2014, the Hospital maintains a 20% shareholder interest in Freestate. The Hospital decided to become a shareholder of Freestate when the Hospital's insurance company decided not to continue to write insurance policies for hospitals within the State of Maryland effective March 1, 2005. The Hospital believes that becoming a shareholder of a captive insurance company provides the best long-term solution to providing insurance coverage that is cost effective and predictable. Freestate provides insurance coverage on a claims-made basis to its owners and their affiliates for professional liability claims and comprehensive general liability of \$1,000,000 for each and every claim. Freestate has entered into reinsurance and excess policy agreements with independent insurance companies to limit its losses for professional liability and comprehensive general liability claims. The Hospital has \$10,000,000 of additional insurance in the aggregate through such reinsurance arrangements. Retrospective premium assessments and credits are calculated based on the aggregate experience of all named insureds under the policy. Each named insured's assessment or credit is based on the percentage of their actual exposure to the actual exposure of all named insureds. In management's opinion, the assets of Freestate are sufficient to meet its obligations as of June 30, 2014. If the financial condition of Freestate were to materially deteriorate in the future, and Freestate was unable to pay its claim obligations, the responsibility to pay those claims would return to the member hospitals.

CPTSFC maintains a professional liability insurance policy on a claims-made basis. CPTSFC is insured for individual claims up to \$1,000,000 with a total annual aggregate of \$3,000,000 with no deductible.

The Hospital is involved in litigation arising in the ordinary course of business. Claims alleging malpractice have been asserted against the Hospital and are currently in various stages of litigation. Additional claims may be asserted against the Hospital arising from services provided through June 30, 2014.

As of June 30, 2014 and 2013, the System recorded insurance recoverables and related professional claims liability of \$4,187,000 and \$7,064,000, respectively, in long-term assets and liabilities, respectively, in the accompanying consolidated statement of financial position. An estimated liability for incurred but not reported professional liability claims has also been recorded in the amount of approximately \$1,143,000 and \$1,137,000 in long-term liabilities as of June 30, 2014 and 2013, respectively. Management believes this estimate is adequate to provide for all professional liability claims that have been incurred through June 30, 2014 but not reported to its insurance carriers.

10. Maryland Health Services Cost Review Commission

Patient service revenue is recorded at rates established by the HSCRC. Effective July 1, 2010, the Hospital entered into a Total Patient Revenue (TPR) rate agreement with the HSCRC. This agreement was effective for three years. The Hospital anticipates executing another three-year TPR agreement during FY 2015. Under the TPR system, the Hospital is provided a fixed revenue amount (CAP) under which it must operate each year. The CAP is adjusted annually for inflation, change in the Hospital's payer mix and uncompensated care, and change in population. Approximately 95% of the total operating revenue of the Hospital falls under the TPR system.

11. Concentration of Credit and Business Risk

The System provides health care services to residents located primarily in Calvert, St. Mary's, southern Anne Arundel and Charles counties. The System generally does not require collateral or other security in extending credit; however, it routinely obtains assignment of (or is otherwise entitled to receive) patients' benefits receivable under their health insurance programs, plans or policies (e.g., Medicare, Medicaid, health maintenance organizations and commercial insurance policies).

At June 30, the System had patient accounts receivable from third-party payers and others as follows:

	2014		2013	
Medicare	\$	5,699 25.7%	\$	5,178 25.0%
Medicaid (including managed care)		3,609 16.3%		2,142 10.3%
Blue Cross		2,934 13.2%		2,968 14.3%
Commercial and other		1,945 8.8%		1,682 8.1%
HMO		3,656 16.5%		3,365 16.3%
Self-pay		4,328 19.5%		5,382 26.0%
		<u>22,171 100.0%</u>		<u>20,717 100.0%</u>
Less – contractual adjustments		<u>(2,580)</u>		<u>(3,157)</u>
	\$	<u>19,591</u>	\$	<u>17,560</u>

Patient service revenue, by payer class, consisted of the following for years ended June 30:

	2014		2013	
Medicare	\$	63,618 35.2%	\$	60,287 35.4%
Medicaid (including managed care)		25,424 14.1%		20,133 11.8%
Blue Cross		35,216 19.4%		32,348 19.0%
Commercial and other		9,081 5.0%		8,560 5.0%
HMO		40,659 22.5%		40,134 23.5%
Self-pay		6,840 3.8%		9,111 5.3%
		<u>180,838 100.0%</u>		<u>170,573 100.0%</u>
Less – contractual adjustments		<u>(35,075)</u>		<u>(29,924)</u>
Less – charity care		<u>(7,289)</u>		<u>(7,448)</u>
Less – provision for bad debts		<u>(2,779)</u>		<u>(1,673)</u>
	\$	<u>135,695</u>	\$	<u>131,528</u>

12. Functional Expenses

The System provides general health care services to residents within its geographic location. Expenses related to providing these services are as follows for the years ended June 30:

	2014		2013	
Health care services	\$	114,869	\$	110,507
General and administrative		23,298		23,970
	\$	<u>138,167</u>	\$	<u>134,477</u>

13. Lease Obligations

The System is obligated under various operating leases for several office facilities and equipment. Total office rent and equipment lease expense was \$2,742,000 and \$1,743,000 for the years ended June 30, 2014 and 2013, respectively, and is reported as a component of other expenses in the accompanying consolidated statements of operations and other changes in unrestricted net assets. The future minimum lease payments expected to be made to non-affiliated parties under noncancelable operating leases are as follows for the years ended June 30:

2015	\$	2,919
2016		2,661
2017		2,310
2018		2,259
2019		2,055
		<hr/>
	\$	12,204

The System was the owner of four medical office buildings as of June 30, 2013. Three of the four medical office buildings owned by the System were sold on August 29, 2013. As part of the sales transaction, the System will continue to lease space in the buildings from the new owners. Rents to be received in the future from affiliated enterprises and other tenants are as follows for the years ended June 30:

2015	\$	582
2016		412
2017		368
2018		192
2019		142
		<hr/>
	\$	1,696

Rental income totaling \$623,000 and \$2,581,000 has been recognized in the accompanying consolidated statements of operations and other changes in unrestricted net assets for the years ended June 30, 2014 and 2013, respectively.

14. Certain Risks and Uncertainties

The Hospital's ability to maintain or increase future revenues could be adversely affected by: (1) proposed or future changes in the laws, rules, regulations, and policies relating to the definition, activities, or taxation of not-for-profit tax-exempt entities; (2) the enactment into law of all or any part of the current budget resolutions under consideration by Congress related to Medicare and Medicaid reimbursement methodology or further reductions in payments to hospitals and other health care providers; (3) limited supply of physicians nationally which may limit the Hospital's ability to meet the healthcare demands of the population within its primary and secondary service areas (4) the ultimate impact of the federal Patient Protection and Affordable Care Act and the Health Care Education Affordability Reconciliation Act of 2010.

The Joint Commission a non-governmental privately owned entity, provides accreditation status to hospitals and other health care organizations in the United States. Such accreditation is based upon a number of requirements such as undergoing periodic surveys conducted by Joint Commission personnel. Certain managed care payers require hospitals to have appropriate Joint Commission accreditation in order to participate in those programs. In addition, the Center for Medicare and Medicaid Services (CMS), the agency with oversight of the Medicare and Medicaid programs, provides “deemed status” for facilities having Joint Commission accreditation. By being Joint Commission accredited, facilities are “deemed” to be in compliance with the Medicare and Medicaid conditions of participation. Termination as a Medicare provider or exclusion from any or all of these programs or payers would have a materially negative impact on the future financial position, operating results and cash flows of the Hospital. In November 2011, the Hospital was surveyed by the Joint Commission and received a full three-year Joint Commission accreditation through February 2015.

The HSCRC has jurisdiction over hospital reimbursement in Maryland by an agreement with the Centers for Medicare and Medicaid Services (CMS) based on a 36-year-old waiver from the Medicare prospective payment system under Section 1814(b) of the Social Security Act. In January 2014, CMS approved a new waiver to modernize Maryland’s unique all-payer rate-setting system for hospital services. The new waiver consists of a five year performance period. Maryland Hospitals will commit to achieving significant quality improvements including reductions in 30-day readmissions and hospital acquired conditions. Maryland will also limit annual Medicare per capita hospital cost growth to a rate lower than the national annual per capita growth rate per year for 2015 to 2018. Under this model, Medicare is estimated to save at least \$330 million over the next five years. Under the waiver, Maryland will shift virtually all of its hospital revenue over the five year performance period into global payment models.

The Medicare and state Medicaid reimbursement programs represent a substantial portion of the System’s revenues and the System’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 System.

Changes in Federal and state reimbursement funding mechanisms and related government budgetary constraints could have a significant adverse effect on the System. The healthcare industry is subject to numerous laws and regulation from federal, state and local governments, and the government has increased enforcement of Medicare and Medicaid anti-fraud and abuse laws, as well as physician self-referral laws (STARK law and regulation). The System’s compliance with these laws and regulations is subject to periodic governmental review, which could result in enforcement actions unknown or unasserted at this time.

As a result of recently enacted and pending federal healthcare reform legislation, substantial changes are anticipated in the 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 does not affect the consolidated financial statements for the year ended June 30, 2014.

15. Fair Value of Financial Instruments

The carrying amounts reported in the consolidated statements of financial position for cash and cash equivalents, investments, patient accounts receivable, assets limited as of use, accounts payable and accrued expenses, and third-party advances approximate the related fair values. The composition and related fair values of assets limited as to use and investments are disclosed in Note 4. The fair value of the System's outstanding long-term obligations as of June 30, 2014 and 2013 was approximately \$50,939,000 and \$58,702,000, respectively.

16. Endowment

Current accounting standards provide guidance on the net asset classification of donor-restricted endowment funds for a not-for-profit organization that is subject to an enacted version of the Uniform Prudent Management of Institutional Funds Act of 2006 (UPMIFA) and additional disclosures about an organization's endowment funds. The State of Maryland has adopted UPMIFA.

The System's endowment consists of two donor-restricted funds. Net assets associated with the endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

The Board of Directors of the System has interpreted the Maryland State Prudent Management of Institutional Funds Act (SPMIFA) as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Hospital classifies as permanently restricted net assets, (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund.

In accordance with SPMIFA, the System considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

1. The duration and preservation of the fund
2. The purposes of the System and the donor-restricted endowment fund
3. General economic conditions
4. The possible effect of inflation and deflation
5. The expected total return from income and the appreciation of investments
6. Other resources of the System
7. The investment policies of the System

From time to time, the fair value of assets associated with the endowment fund may decline below the level that the donor or SPMIFA required the System to retain as a fund of perpetual duration. There were no such deficiencies as of June 30, 2014 or 2013.

The System has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding while seeking to maintain the purchasing power of the endowment assets. Endowment assets include those assets of donor-restricted funds that the organization must hold in perpetuity. Under this policy, as approved by the Board of Directors, the endowment assets are invested in a manner that is intended to produce results that exceed the price and yield results of the Lehman Intermediate Government/Corporate Bond index while assuming a moderate level of investment risk. The System expects its endowment funds, over time, to provide an average rate of return of approximately 8% percent annually. Actual returns in any given year may vary from this amount.

To satisfy its long-term rate-of-return objectives, the System relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The System targets a diversified asset allocation that places a greater emphasis on highly liquid investments such as money market accounts to achieve its long-term return objectives within prudent risk constraints.

The endowment's net asset composition as of June 30, 2014 and 2013 and the changes therein, all of which are reported as permanently restricted net assets, were as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>
Donor-restricted endowment, June 30, 2014	\$ -	\$ -	\$ 1,040
Changes in endowment net assets for June 30, 2014:			
Endowment net assets – beginning of year	-	-	809
Investment return:			
Net appreciation (realized and unrealized)	-	-	246
Other changes:			
Contributions	-	-	-
Released from restriction	-	15	(15)
Endowment net assets – end of year	\$ -	\$ 15	\$ 1,040
Donor-restricted endowment, June 30, 2013	\$ -	\$ -	\$ 809
Changes in endowment net assets for June 30, 2013:			
Endowment net assets – beginning of year	\$ -	\$ -	\$ 658
Investment return:			
Net appreciation (realized and unrealized)	-	-	137
Other changes:			
Contributions	-	-	56
Releases from restriction	-	42	(42)
Endowment net assets – end of year	\$ -	\$ 42	\$ 809

* * * * *

Calvert Memorial Hospital of Calvert County and Subsidiary

Consolidating Statement of Financial Position (Dollars in Thousands)

June 30, 2014

	Calvert Memorial Hospital	Calvert Memorial Hospital Foundation	Consolidating and Eliminating Entries	Consolidated Calvert Memorial Hospital
Assets				
Current assets				
Cash and cash equivalents	\$ 20,245	\$ 204	\$ -	\$ 20,449
Short-term investments	41	-	-	41
Patient accounts receivable, net	12,917	-	-	12,917
Inventories	2,199	-	-	2,199
Prepaid expenses and other assets	2,704	-	-	2,704
Total current assets	38,106	204	-	38,310
Investments	2,643	-	-	2,643
Investments in wholly owned subsidiaries	3,753	-	(3,753) ⁽²⁾	-
Investments in affiliated enterprises	2,817	-	-	2,817
Assets limited as of use	151	4,131	-	4,282
Property and equipment, net	57,400	-	-	57,400
Insurance recoverable	4,187	-	-	4,187
Other assets	682	-	-	682
Total assets	\$ 109,739	\$ 4,335	\$ (3,753)	\$ 110,321
Liabilities and Net Assets				
Current liabilities				
Accounts payable and accrued expenses	\$ 15,116	\$ 6	\$ -	\$ 15,122
Intercompany accounts	(1,657)	576	-	(1,081)
Current portion of long-term debt	1,341	-	-	1,341
Advances from third-party payors	4,194	-	-	4,194
Total current liabilities	18,994	582	-	19,576
Long-term debt, less current portion	46,862	-	-	46,862
Accrued pension cost	9,390	-	-	9,390
Professional liability	5,330	-	-	5,330
Other long-term liabilities	2,643	-	-	2,643
Total liabilities	83,219	582	-	83,801
Net assets				
General	21,811	195	(195) ⁽²⁾	21,811
Board designated	3,271	2,271	(2,271) ⁽²⁾	3,271
Temporarily restricted	398	247	(247) ⁽²⁾	398
Permanently restricted	1,040	1,040	(1,040) ⁽²⁾	1,040
Total net assets	26,520	3,753	(3,753)	26,520
Total	\$ 109,739	\$ 4,335	\$ (3,753)	\$ 110,321

Calvert Memorial Hospital of Calvert County and Subsidiary
Consolidating Statement of Operations (Dollars in Thousands)

Year Ended June 30, 2014

	Calvert Memorial Hospital	Calvert Memorial Hospital Foundation	Consolidating and Eliminating Entries	Consolidated Calvert Memorial Hospital
Revenue				
Patient service revenue (net of contractual allowances and discounts)	\$ 124,831	\$ -	\$ -	\$ 124,831
Provision for bad debts	(2,677)	-	-	(2,677)
Net patient service revenue less provision for bad debts	122,154			122,154
Rental revenue	23	-	-	23
Other operating revenue	5,770	880	(571) ⁽⁶⁾⁽⁷⁾	6,079
Total operating revenue	127,947	880	(571)	128,256
Expense				
Salaries & wages	51,062	-	-	51,062
Employee benefits	11,522	-	-	11,522
Supplies	20,431	-	-	20,431
Purchased services	5,727	-	-	5,727
Professional fees	5,382	-	-	5,382
Depreciation and amortization	8,521	-	-	8,521
Interest	2,051	-	-	2,051
Other	14,787	887	(571) ⁽⁶⁾⁽⁷⁾	15,103
Total operating expenses	119,483	887	(571)	119,799
Income from operations	8,464	(7)	-	8,457
Nonoperating gains (losses)				
Investment income	29	313	-	342
Income from equity investments	166	-	7 ⁽⁴⁾	173
Loss on extinguishment of debt	(2,170)	-	-	(2,170)
Nonoperating gains, net	(1,975)	313	7	(1,655)
Excess of revenue over expenses (expenses over revenue)	6,489	306	7	6,802
Net assets released from restrictions for capital acquisitions	571	-	-	571
Equity contributions	(4,200)	-	-	(4,200)
Pension-related changes other than net periodic pension cost	(4,090)	-	-	(4,090)
Net unrealized gains (losses) on investments	2	(63)	-	(61)
Increase (decrease) in unrestricted net assets	\$ (1,228)	\$ 243	\$ 7	\$ (978)

Calvert Memorial Hospital of Calvert County and Subsidiary

Consolidating Statement of Cash Flows (Dollars in Thousands)

Year ended June 30, 2014

	Calvert Memorial Hospital	Calvert Memorial Hospital Foundation	Consolidating and Eliminating Entries	Consolidated Calvert Memorial Hospital
Cash flows from operating activities				
Increase (decrease) in net assets	\$ (978)	\$ 243	\$ (243) ⁽²⁾	\$ (978)
Adjustments to reconcile to net cash from operating activities:				
Loss on extinguishment of debt	2,170	-	-	2,170
Provision for uncollectible accounts	2,677	(45)	-	2,632
Depreciation and amortization	8,521	-	-	8,521
Donations restricted for capital acquisition	-	(358)	-	(358)
Equity in earnings of wholly owned subsidiaries	7	-	(7) ⁽⁴⁾	-
Equity in earnings of affiliated enterprises	(173)	-	-	(173)
Investment income on restricted assets	-	(125)	-	(125)
Unrealized net losses (gains) on investments	(2)	(58)	-	(60)
Pension-related changes other than net periodic pension cost	4,090	-	-	4,090
Change in:				
Patient accounts receivable	(3,060)	-	-	(3,060)
Inventories	38	-	-	38
Prepaid expenses and other assets	584	-	-	584
Accounts payable, accrued expenses & other liabilities	(2,739)	337	-	(2,402)
Net cash from operating activities	11,135	(6)	(250)	10,879
Cash flows from investing activities				
Purchases of investments	(289)	-	-	(289)
Sales of investments	11	-	-	11
Net decrease (increase) in assets limited as to use	4,253	(485)	-	3,768
Purchases of property and equipment	(6,831)	-	-	(6,831)
Net cash from investing activities	(2,856)	(485)	-	(3,341)
Cash flows from financing activities				
Repayment of long-term debt	(33,617)	-	-	(33,617)
Payment on deferred financing costs	(582)	-	-	(582)
Proceeds from issuance of long-term debt	31,185	-	-	31,185
Donations received restricted for capital acquisitions	-	358	-	358
Net distributions from investees	(250)	-	250 ⁽⁵⁾	-
Investment income on restricted assets	-	125	-	125
Net cash from financing activities	(3,264)	483	250	(2,531)
Net change in cash (and cash equivalents)	5,015	(8)	-	5,007
Cash (and cash equivalents) - beginning of year	15,230	212	-	15,442
Cash (and cash equivalents) - end of year	\$ 20,245	\$ 204	-	\$ 20,449

Calvert Health System, Inc. and Subsidiaries

Consolidating Statement of Financial Position (Dollars in Thousands)

June 30, 2014

Assets	Consolidated						Consolidating and Eliminating Entries	Consolidated Calvert Health System, Inc.
	Calvert Memorial Hospital	Calvert Physician Associates	Calvert Health Ventures	CMH Holding Company	CMH II Holding Company	Calvert Health System, Inc.		
Current assets								
Cash and cash equivalents	\$ 20,449	\$ 597	\$ 1,076	\$ 31	\$ 130	\$ 5,652	\$ -	\$ 27,935
Short-term investments	41	-	-	-	-	-	-	41
Patient accounts receivable, net	12,917	1,739	214	-	-	-	-	14,870
Inventories	2,199	96	12	-	-	-	-	2,307
Prepaid expenses and other assets	2,704	315	328	32	32	69	(394) (1)	3,086
Total current assets	38,310	2,747	1,630	63	162	5,721	\$ (394)	48,239
Investments	2,643	-	-	-	-	96,263	0	98,906
Investments in wholly owned subsidiaries	-	-	-	-	-	4,531	(4,531) (2)(5)	-
Investments in affiliated enterprises	2,817	-	1,536	47	-	-	-	4,400
Assets limited as of use	4,282	-	-	-	-	-	-	4,282
Property and equipment, net	57,400	1,502	169	2,164	525	-	-	61,760
Insurance recoverable	4,187	-	-	-	-	-	-	4,187
Other assets	682	96	-	-	-	-	-	778
Total assets	\$ 110,321	\$ 4,345	\$ 3,335	\$ 2,274	\$ 687	\$ 106,515	\$ (4,925)	\$ 222,552
Liabilities and Net Assets								
Current liabilities								
Accounts payable and accrued expenses	\$ 15,122	\$ 1,087	\$ 707	\$ -	\$ 58	\$ 23	\$ (394) (1)	\$ 16,603
Intercompany accounts	(1,081)	1,420	(339)	-	-	-	-	-
Current portion of long-term debt	1,341	-	-	-	-	-	-	1,341
Advances from third-party payors	4,194	-	-	-	-	-	-	4,194
Total current liabilities	19,576	2,507	368	-	58	23	(394)	22,138
Long-term debt, less current portion	46,862	-	-	-	-	-	-	46,862
Accrued pension cost	9,390	-	-	-	-	-	-	9,390
Professional liability	5,330	-	-	-	-	-	-	5,330
Other long-term liabilities	2,643	-	-	-	-	-	-	2,643
Total liabilities	83,801	2,507	368	-	58	23	(394)	86,363
Net assets								
General	21,811	1,838	2,694	2,274	629	106,492	(4,531) (2)(5)	131,207
Board designated	3,271	-	-	-	-	-	-	3,271
Noncontrolling interest in subsidiary	-	-	273	-	-	-	-	273
Temporarily restricted	398	-	-	-	-	-	-	398
Permanently restricted	1,040	-	-	-	-	-	-	1,040
Total net assets	26,520	1,838	2,967	2,274	629	106,492	(4,531)	136,189
	\$ 110,321	\$ 4,345	\$ 3,335	\$ 2,274	\$ 687	\$ 106,515	\$ (4,925)	\$ 222,552

Calvert Health System, Inc. and Subsidiaries

Consolidating Statement of Operations (Dollars in Thousands)

Year Ended June 30, 2014

	Consolidated Calvert Memorial Hospital	Calvert Physician Associates	Calvert Health Ventures	CMH Holding Company	CMH II Holding Company	Calvert Health System, Inc.	Consolidating and Eliminating Entries	Consolidated Calvert Health System, Inc.
Revenue								
Patient service revenue (net of contractual allowances and discounts)	\$ 124,831	\$ 10,031	\$ 3,612	\$ -	\$ -	\$ -	\$ -	\$ 138,474
Provision for bad debts	(2,677)	(51)	(51)	-	-	-	-	(2,779)
Net patient service revenue less provision for bad debts	122,154	9,980	3,561	-	-	-	-	135,695
Rental revenue	23	-	-	587	581	-	(568) (3)	623
Other operating revenue	6,079	566	766	-	6	-	(897) (3)	6,520
Total operating revenue	128,256	10,546	4,327	587	587	-	(1,465)	142,838
Expenses								
Salaries & wages	51,062	8,335	2,389	-	-	-	226 (3)	62,012
Employee benefits	11,522	1,091	386	-	-	-	-	12,999
Supplies	20,431	2,910	42	-	-	-	-	23,383
Purchased services	5,727	969	374	183	169	114	(759) (3)	6,777
Professional fees	5,382	85	4	-	-	-	-	5,471
Depreciation and amortization	8,521	469	54	221	165	-	-	9,430
Interest	2,051	-	-	-	17	-	-	2,068
Other	15,103	608	863	245	140	-	(932) (3)	16,027
Total operating expenses	119,799	14,467	4,112	649	491	114	(1,465)	138,167
Income from operations	8,457	(3,921)	215	(62)	96	(114)	-	4,671
Nonoperating gains								
Investment income	342	-	-	-	-	4,568	-	4,910
Income (loss) from equity investments	173	-	180	275	-	(3,647)	3,647 (4)	628
Gain on sale of assets	-	-	-	-	12,322	-	-	12,322
Loss on extinguishment of debt	(2,170)	-	-	-	(28)	-	-	(2,198)
Nonoperating gains (losses), net	(1,655)	-	180	275	12,294	921	3,647	15,662
Excess of revenue over expenses (expenses over revenue)	6,802	(3,921)	395	213	12,390	807	3,647	20,333
Net assets released from restrictions for capital acquisitions	571	-	-	-	-	-	-	571
Equity contributions	(4,200)	4,200	-	(650)	(19,167)	24,017	(4,200) (5)	-
Distributions to noncontrolling interest holders	-	-	(181)	-	-	-	-	(181)
Pension-related changes other than net periodic pension cost	(4,090)	-	-	-	-	-	-	(4,090)
Net unrealized gains on investments	(61)	-	-	-	-	6,052	-	5,991
Increase (decrease) in unrestricted net assets	\$ (978)	\$ 279	\$ 214	\$ (437)	\$ (6,777)	\$ 30,876	\$ (553)	\$ 22,624

Calvert Health System, Inc. and Subsidiaries

Consolidating Statement of Cash Flows (Dollars in Thousands)

Year Ended June 30, 2014

	Consolidated Calvert Memorial Hospital	Calvert Physician Associates	Calvert Health Ventures	CMH Holding Company	CMH II Holding Company	Calvert Health System, Inc.	Consolidating and Eliminating Entries	Consolidated Calvert Health System, Inc.
Cash flows from operating activities								
Increase (decrease) in net assets	\$ (978)	\$ 279	\$ 214	\$ (437)	\$ (6,777)	\$ 30,876	(553) (2)	\$ 22,624
Adjustments to reconcile to net cash from operating activities:								
Loss on extinguishment of debt	2,170	-	-	-	28	-	-	2,198
Provision for uncollectible accounts	2,632	51	51	-	-	-	-	2,734
Depreciation and amortization	8,521	469	54	221	165	-	-	9,430
Donations restricted for capital acquisition	(358)	-	-	-	-	-	-	(358)
Equity in earnings of wholly owned subsidiaries	-	-	-	-	-	3,647	(3,647) (4)	-
Equity in earnings of affiliated enterprises	(173)	-	(180)	(275)	-	-	-	(628)
Investment income on restricted assets	(125)	-	-	-	-	-	-	(125)
Realized net gains on investments	-	-	-	-	-	(4,259)	-	(4,259)
Unrealized net gains on investments	(60)	-	-	-	-	(6,052)	-	(6,112)
Pension-related changes other than net periodic pension cost	4,090	-	-	-	-	-	-	4,090
Change in:								
Patient accounts receivable	(3,060)	(640)	(62)	-	-	-	-	(3,762)
Inventories	38	(65)	(1)	-	-	-	-	(28)
Prepaid expenses and other assets	584	(160)	1,352	(15)	116	(68)	(1,259) (1)	550
Accounts payable, accrued expenses & other liabilities	(2,402)	918	(1,207)	(6)	(7,820)	7,647	1,259 (1)	(1,611)
Net cash from operating activities	10,879	852	221	(512)	(14,288)	31,791	(4,200)	24,743
Cash flows from investing activities								
Purchases of investments	(289)	-	-	-	-	(40,284)	-	(40,573)
Proceeds from sales of investments	11	-	-	-	-	14,532	-	14,543
Net decrease in assets limited as to use	3,768	-	-	-	-	-	-	3,768
Purchases of property and equipment	(6,831)	(516)	(37)	(24)	19,941	-	-	12,533
Net cash from investing activities	(3,341)	(516)	(37)	(24)	19,941	(25,752)	-	(9,729)
Cash flows from financing activities								
Repayment of long-term debt	(33,617)	-	-	-	(6,720)	-	-	(40,337)
Payment on deferred financing costs	(582)	-	-	-	-	-	-	(582)
Proceeds from issuance of long-term debt	31,185	-	-	-	-	-	-	31,185
Donations received restricted for capital acquisitions	358	-	-	-	-	-	-	358
Net distributions from (to) investees	-	-	(399)	415	-	(4,200)	4,200 (5)	16
Investment income on restricted assets	125	-	-	-	-	-	-	125
Net cash from financing activities	(2,531)	-	(399)	415	(6,720)	(4,200)	4,200	(9,235)
Net change in cash (and cash equivalents)	5,007	336	(215)	(121)	(1,067)	1,839	-	5,779
Cash (and cash equivalents) - beginning of year	15,442	261	1,291	152	1,197	3,813	-	22,156
Cash (and cash equivalents) - end of year	\$ 20,449	\$ 597	\$ 1,076	\$ 31	\$ 130	\$ 5,652	\$ -	\$ 27,935

Calvert Health System, Inc. and Subsidiaries

Description of Consolidating and Eliminating Entries

Year Ended June 30, 2014

1. To eliminate intercompany payables/receivables.
2. To eliminate investment in subsidiaries and related net asset accounts.
3. To eliminate intercompany income/expense generated from support and building service fees, staffing contracts and operating leases.
4. To eliminate income of wholly owned subsidiaries.
5. To eliminate intercompany transfer of equity and assets.
6. To eliminate revenue/expense for Calvert Memorial Hospital Foundation, Inc. for contributions transferred to the Hospital for the acquisition of property, plant and equipment.
7. To eliminate revenue/expense for Calvert Memorial Hospital Foundation, Inc. for contributions transferred to the Hospital to fund operating programs.