

**The Union Hospital of  
Cecil County, Inc.**

Financial Statements

June 30, 2013 and 2012



# **The Union Hospital of Cecil County, Inc.**

Table of Contents

June 30, 2013 and 2012

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	<u>Page</u>
<b>Independent Auditors' Report</b>	1
<b>Financial Statements</b>	
Balance Sheet	3
Statement of Operations	4
Statement of Changes in Net Assets	5
Statement of Cash Flows	6
Notes to Financial Statements	7

## Independent Auditors' Report

Board of Directors  
The Union Hospital of Cecil County, Inc.

### Report on the Financial Statements

We have audited the accompanying financial statements of The Union Hospital of Cecil County, Inc. (a Maryland not-for-profit corporation) (the "Hospital"), which comprise the balance sheet as of June 30, 2013 and 2012, and the related statements of operations, changes in net assets, and cash flows for the years then ended, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these 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 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 financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the 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 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 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 financial statements referred to above present fairly, in all material respects, the financial position of The Union Hospital of Cecil County as of June 30, 2013 and 2012, and the results of its operations, changes in net assets and cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

**Emphasis of Matter**

As discussed in Note 2 to the financial statements, the Hospital adopted new authoritative guidance for the presentation and disclosure of patient service revenue, provision for bad debts, and the allowance for doubtful accounts in 2013.

*ParenteBeard LLC*

Philadelphia, Pennsylvania  
October 14, 2013

**The Union Hospital of Cecil County, Inc.**

Balance Sheet

June 30, 2013 and 2012

	2013	2012		2013	2012
<b>Assets</b>					
<b>Current Assets</b>					
Cash and cash equivalents	\$ 6,189,083	\$ 9,312,226	Accounts payable and accrued expenses	\$ 9,397,704	\$ 6,034,264
Assets held in trust	835,097	14,094,572	Accrued salaries and benefits	5,710,803	5,380,992
Investments	58,857,244	48,006,909	Third-party advances	2,073,357	2,634,757
Accounts receivable, patients (net of estimated allowances for doubtful accounts of \$13,196,000 in 2013 and \$11,568,000 in 2012)	15,385,613	17,317,770	Current portion of long-term debt and capital lease obligations	2,406,993	11,029,422
Current portion of notes receivable, related party	561,214	597,756	Total current liabilities	19,588,857	25,079,435
Other receivables	208,618	980,790	Due to Affiliates, Net	1,240,359	-
Inventories of supplies	1,759,420	1,805,445	Long-Term Debt and Capital Lease Obligations, Net	72,426,299	71,386,224
Prepaid expenses	2,253,892	1,619,387	Estimated Medical Malpractice Claims Liability	6,289,313	4,384,563
Total current assets	86,030,181	93,734,855	Total liabilities	99,544,828	100,850,222
Assets Held in Trust	3,933,718	931,785	Net Assets		
Property and Equipment, Net	86,393,856	79,944,732	Unrestricted	87,623,004	84,203,884
Due From Affiliates, Net	-	160,934	Temporarily restricted	1,061,473	847,719
Notes Receivable, Related Party	-	561,214	Total net assets	88,684,477	85,051,603
Other Assets, Net	6,988,967	5,731,598	Total liabilities and net asset	\$ 188,229,305	\$ 185,901,825
Interest in Net Assets of Affiliate	4,882,583	4,836,707			
Total assets	\$ 188,229,305	\$ 185,901,825			

**The Union Hospital of Cecil County, Inc.**

Statement of Operations

Years Ended June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
<b>Unrestricted Revenues, Gains, and Other Support</b>		
Net patient service revenues	\$ 151,255,378	\$ 146,197,438
Provision for bad debts	(9,628,002)	(8,987,151)
Net patient service revenue less provision for bad debts	141,627,376	137,210,287
Other operating revenues	4,316,520	2,128,082
Net assets released from restrictions for use in operations	149,165	105,278
Total unrestricted revenues, gains, and other support	<u>146,093,061</u>	<u>139,443,647</u>
<b>Expenses</b>		
Salaries and employee benefits	75,246,162	69,543,149
Supplies and other expenses	28,611,307	28,070,437
Purchased services	25,618,474	24,783,012
Depreciation and amortization	8,970,371	8,666,397
Interest	2,688,829	3,467,752
Total expenses	<u>141,135,143</u>	<u>134,530,747</u>
Operating income	<u>4,957,918</u>	<u>4,912,900</u>
<b>Nonoperating Income (Loss)</b>		
Investment income (loss)	4,518,555	(590,196)
Other, net	(194,961)	(66,319)
Total nonoperating income (loss)	<u>4,323,594</u>	<u>(656,515)</u>
Revenues in excess of expenses	9,281,512	4,256,385
<b>Change in Interest in Net Assets of Affiliate</b>	(167,878)	100,175
<b>Transfers to Affiliates</b>	(5,764,514)	(3,652,832)
<b>Net Assets Released From Restriction for Purchase of Property and Equipment</b>	<u>70,000</u>	<u>282,533</u>
Increase in unrestricted net assets	<u>\$ 3,419,120</u>	<u>\$ 986,261</u>

See notes to financial statements

**The Union Hospital of Cecil County, Inc.**Statement of Changes in Net Assets  
Years Ended June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
<b>Unrestricted Net Assets</b>		
Revenues in excess of expenses	\$ 9,281,512	\$ 4,256,385
Changes in interest in net assets of affiliate	(167,878)	100,175
Transfer to affiliates	(5,764,514)	(3,652,832)
Net assets released from restriction for purchase of property and equipment	<u>70,000</u>	<u>282,533</u>
Increase in unrestricted net assets	<u>3,419,120</u>	<u>986,261</u>
<b>Temporarily Restricted Net Assets</b>		
Contributions, net of event expenses of \$421,000 and \$398,000 in 2013 and 2012, respectively	480,133	417,678
Change in provision for uncollectible pledges	(47,214)	(34,947)
Net assets released from restriction	<u>(219,165)</u>	<u>(387,811)</u>
Increase (decrease) in temporarily restricted net assets	<u>213,754</u>	<u>(5,080)</u>
Increase in net assets	3,632,874	981,181
<b>Net Assets, Beginning</b>	<u>85,051,603</u>	<u>84,070,422</u>
<b>Net Assets, Ending</b>	<u>\$ 88,684,477</u>	<u>\$ 85,051,603</u>

See notes to financial statements

**The Union Hospital of Cecil County, Inc.**

Statement of Cash Flows

Years Ended June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
<b>Cash Flows from Operating Activities</b>		
Increase in net assets	\$ 3,632,874	\$ 981,181
Adjustments to reconcile increase in net assets to net cash provided by operating activities:		
Depreciation and amortization	8,970,371	8,666,397
Loss on refinancing of long-term debt	322,110	166,522
Provision for bad debts	9,628,002	8,987,151
Amortization of bond premium and deferred financing costs	66,284	23,266
Transfers to affiliates	5,764,514	3,652,832
Net realized and unrealized gains and losses on investments	(3,107,198)	1,841,226
Changes in assets and liabilities:		
Accounts receivable, patient	(7,675,845)	(10,673,578)
Other receivables, inventories, and prepaid expenses	183,692	(8,996)
Due to/from affiliates	1,401,293	2,290,336
Other assets, net	(1,481,862)	(3,722,308)
Accounts payable and accrued expenses	3,363,440	(662,412)
Accrued salaries and benefits	329,811	425,035
Third-party advances	(561,400)	174,389
Estimated medical malpractice claims liability	1,904,750	3,864,749
Net cash provided by operating activities	<u>22,740,836</u>	<u>16,005,790</u>
<b>Cash Flows from Investing Activities</b>		
Purchases of property and equipment	(15,023,041)	(8,588,844)
Increase in investments, net	(7,743,137)	(1,714,047)
Decrease (increase) in assets held in trust	10,257,542	(9,057,638)
Change in beneficial interest in net assets of The Union Hospital of Cecil County Foundation, Inc. and Subsidiary	(45,876)	(124,840)
Decrease in note receivable, affiliate	597,756	583,013
Net cash flows used in investing activities	<u>(11,956,756)</u>	<u>(18,902,356)</u>
<b>Cash Flows from Financing Activities</b>		
Transfers to affiliates	(5,764,514)	(3,652,832)
Proceeds from debt issuance	13,931,000	29,827,890
Payment of debt issuance costs	(163,901)	(444,573)
Payment of long-term debt and capital lease obligations	(21,909,808)	(20,233,018)
Net cash (used in) provided by financing activities	<u>(13,907,223)</u>	<u>5,497,467</u>
Net (decrease) increase in cash and cash equivalents	(3,123,143)	2,600,901
<b>Cash and Cash Equivalents, Beginning</b>	<u>9,312,226</u>	<u>6,711,325</u>
<b>Cash and Cash Equivalents, Ending</b>	<u>\$ 6,189,083</u>	<u>\$ 9,312,226</u>
<b>Supplemental Disclosure of Cash Flow Information</b>		
Cash paid for interest	<u>\$ 3,182,021</u>	<u>\$ 3,516,812</u>
<b>Supplemental Disclosure of Noncash Investing and Financing Activities</b>		
Capital lease obligation incurred for equipment	<u>\$ 396,454</u>	<u>\$ -</u>

See notes to financial statements

# **The Union Hospital of Cecil County, Inc.**

Notes to Financial Statements

June 30, 2013 and 2012

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## **1. Organizational Structure and Nature of Operations**

The Union Hospital of Cecil County, Inc. (the "Hospital") is a Maryland not-for-profit corporation and is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. The Hospital operates a general community hospital in Elkton, Maryland, which serves residents from Cecil County and the surrounding area.

Affinity Health Alliance, Inc. (the "Health System") is a nonstock, not-for-profit corporation and the sole corporate member of the Hospital. The Health System is also the sole corporate member or sole stockholder of other related healthcare organizations, one of which is a for-profit corporation.

### **Subsequent Events**

The Hospital evaluated subsequent events for recognition or disclosure through October 14, 2013, the date the financial statements were issued.

## **2. Summary of Significant Accounting Policies**

### **Use of Estimates**

The preparation of 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 disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### **Cash and Cash Equivalents**

Cash and cash equivalents include certain investments in highly liquid debt instruments with original maturities of three months or less at date of purchase, excluding investments and assets held in trust.

# **The Union Hospital of Cecil County, Inc.**

Notes to Financial Statements

June 30, 2013 and 2012

## **Patient Accounts Receivable**

Patient accounts receivable are reported at net realizable value. Accounts are written off when they are determined to be uncollectible based upon management's assessment of individual accounts. In evaluating the collectability of patient accounts receivable, the Hospital analyzes its past history and identifies trends for each of its major payor sources of revenue to estimate the appropriate allowance for doubtful accounts and provision for bad debts. For receivables associated with services provided to patients who have third-party coverage (which includes patients with deductible and copayment balances due for which third-party coverage exists for part of the bill), the Hospital analyzes contractually due amounts and provides an allowance for doubtful accounts and a provision for bad debts, if necessary. For receivables associated with self-pay patients, the Hospital records a significant provision for bad debts in the period of service on the basis of its past experience, which indicates that many patients are unable to pay the portion of their bill for which they are financially responsible. The difference between the billed rates and the amounts actually collected after all reasonable collection efforts have been exhausted is charged off against the allowance for doubtful accounts.

The Hospital's self-pay account writeoffs (net of recoveries) increased from approximately \$6,949,000 in 2012 to approximately \$8,000,000 in 2013. The increases were the result of both increased services provided to self-pay patients and negative trends experienced in the collection of amounts from self-pay patients in 2013. The Hospital had not changed their financial assistance policy in 2013.

## **Other Receivables**

Other receivables are reported at net realizable value. Accounts are written off when they are determined to be uncollectible based upon management's assessment of individual accounts. No allowance for doubtful accounts was recorded because management believes realization losses on other receivables will be immaterial.

## **Inventories of Supplies**

Inventories, which consist primarily of medical supplies and drugs, are recorded at the lower of cost (using the weighted average method) or market.

## **Investments and Investment Risk**

Investments in equity securities with readily determinable fair values and all investments in debt securities are measured at fair value. Mutual funds are valued at quoted market prices, which represent the net asset value of shares held. Cash and cash equivalents are carried at cost which approximates fair value. Managed hedge funds represent ownership in limited partnerships that invest in hedge funds and private equity capital funds. Investments in these funds representing less than 3% ownership are recorded at cost. Investments representing greater than 3% ownership are accounted for under the equity method. Investment income or loss (including realized gains and losses on investments, interest and dividends and unrealized gains and losses on investments) is included in the determination of revenues in excess of expenses unless the income or loss is restricted by donor or law.

## **The Union Hospital of Cecil County, Inc.**

### **Notes to Financial Statements**

June 30, 2013 and 2012

The Hospital's investments are comprised of a variety of financial instruments and are managed by investment advisors. The fair values reported in the balance sheet are subject to various risks including changes in the equity markets, the interest rate environment, and general economic conditions. Due to the level of risk associated with certain investment securities and the level of uncertainties related to changes in the fair value of investment securities, it is reasonably possible that the amounts reported in the accompanying financial statements could change materially in the near term.

#### **Assets Held in Trust**

Assets held in trust are comprised of assets held by a bond trustee under trust indentures in conjunction with the issuance of the Maryland Health and Higher Educational Facilities Authority ("MHHEFA") Series 2005 Revenue Bonds (the "2005 Revenue Bonds"), which are to be held by a trustee. They include the debt service reserve fund and the interest fund.

#### **Property and Equipment**

Property and equipment acquisitions are recorded at cost. Donated property and equipment are recorded at fair market value at the date of receipt. Depreciation is computed using the straight-line method based on estimated useful lives.

Equipment under capital lease obligations is amortized on the straight-line method over the shorter period of the lease term or the estimated useful life of the improvements and equipment. Such amortization is included in depreciation and amortization in the consolidated financial statements.

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

#### **Interest in Net Assets of Affiliate**

Generally accepted accounting principles establish standards for transactions in which a donor makes a contribution by transferring assets to a not-for-profit recipient organization that agrees to use those assets on behalf of or transfer them to a beneficiary entity. Under certain circumstances, a beneficiary organization is required to recognize its rights to assets held by a recipient organization as an asset on the balance sheet, and changes in value of that asset as a change in net assets in the period of change. The Hospital is the beneficiary of the net assets of an unconsolidated affiliate, The Union Hospital of Cecil County Foundation, Inc. (the "Foundation"), that requires reporting under accounting principles generally accepted in the United States of America in the 2013 and 2012 financial statements. The interest in the net assets of the Foundation recorded as of June 30, 2013 and 2012 was \$3,857,003 and \$4,836,707, respectively.

## **The Union Hospital of Cecil County, Inc.**

Notes to Financial Statements

June 30, 2013 and 2012

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### **Temporarily Restricted Net Assets**

Temporarily restricted net assets for various capital and other Hospital related expenditures are those whose use by the Hospital has been limited by donors to a specific time period or purpose. Restricted net assets of \$219,165 and \$387,811 were released from restriction during 2013 and 2012, respectively, in accordance with donor restrictions.

### **Long-Term Debt and Amortization**

Long-term debt is shown net of original bond issue premium. This premium is being amortized on a straight-line basis (which approximates the effective interest method) over the term of the 2005 Revenue Bonds. Deferred financing costs associated with the 2005 Revenue Bonds issuance and a term loan are included in other assets, net and are being amortized on a straight-line basis over the terms of the respective debt. Deferred financing costs were \$936,407 and \$1,165,271 at June 30, 2013 and 2012, respectively.

### **Donor-Restricted Gifts**

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

### **Estimated Malpractice Claims Liability**

The provision for estimated medical malpractice claims includes estimates of the ultimate costs for both reported claims and claims incurred but not reported, including costs associated with litigating or settling claims. Anticipated insurance recoveries associated with reported claims are reported separately in the Hospital's balance sheet at net realizable value.

### **Revenues in Excess of Expenses**

The statement of operations includes the determination of revenues in excess of expenses. Changes in unrestricted net assets which are excluded from the determination of revenues in excess of expenses, consistent with industry practice, include permanent transfers of assets to and from subsidiaries for other than goods and services, changes in unrestricted net assets of affiliate and contributions of long-lived assets (including assets acquired using contributions which by donor restriction were to be used for the purpose of acquiring such long-lived assets).

# The Union Hospital of Cecil County, Inc.

Notes to Financial Statements

June 30, 2013 and 2012

## Net Patient Service Revenues and Allowances

Patient service revenues are recorded at established rates on the accrual basis in the period during which the service is provided. Allowances to give recognition to third-party arrangements and charity care are also accounted for on the accrual basis. Revenues received under certain reimbursement agreements are subject to audit and retroactive adjustments by third-party payors. Provision for estimated retroactive adjustments under these agreements are recorded as required. There were no such adjustments in 2013 and 2012.

A substantial portion of the Hospital's revenue is from patient services reimbursed by the Medicare and Medicaid programs and by Blue Cross plans. For Medicare and Medicaid patients, payments for services are based upon the Hospital's standard billing rates less a six percent discount. In addition, Blue Cross and other payors are eligible for discounts of two percent based on advances made to the Hospital or one percent of the payment of services within 30 days from the date billed. The differences between the payments (the reimbursable amount) and the standard billing rates have been recorded as contractual allowances in arriving at net patient service revenues in the accompanying statement of operations.

Patient accounts receivables are reported at net realizable value and include charges for accounts due from Medicare, Medicaid, other commercial and managed care insurers, and self-paying patients (Note 2). Patient account receivable also includes management's estimate of the impact of certain undercharges to be recouped or overcharges to be paid back for inpatient and outpatient services in subsequent years rates as discussed above. Deducted from patient accounts receivable are estimates of doubtful collections related to patients and allowances for the excess of charges over the payments to be received from third party payors.

The Hospital has agreements with third-party payors that provide for payments to the Hospital at amounts different from its established rates. The Hospital recognizes patient service revenue associated with services provided to patients who have third-party payor coverage on the basis of these established rates for the services rendered. For uninsured patients that do not qualify for charity care, the Hospital recognizes revenues on the basis of its standard rates, discounted in accordance with the Hospital's policy. On the basis of historical experience, as significant portion of the Hospital's uninsured patients will be unable to pay for the services provides. Thus, the Hospital records a significant provision for bad debts related to the uninsured patients in the period the services are provided. Patient service revenues, net of contractual allowances and discounts (but before the provision for bad debts), recognized in 2013 from these major payor sources, are as follows:

	June 30, 2013			
	Third-Party Government Payors	Third-Party Commercial Payors	Self-Pay	Total All Payors
Patient service revenues (net of contractual allowances and discounts)	\$ 85,760,000	\$ 60,459,000	\$ 5,036,000	\$ 151,255,000

## **The Union Hospital of Cecil County, Inc.**

Notes to Financial Statements

June 30, 2013 and 2012

### **Uncompensated Care**

The Hospital provides care to patients who meet certain criteria under its uncompensated care programs; the services are offered and/or provided at a reduced cost based on demonstrated inability to pay or at amounts less than its established rates. Records are maintained to estimate the level of patient service revenue forgone. Uncompensated care includes charity care, amounts in excess of allowable day limits for Medicaid assessments due to expansion and state budget cuts to the program, lack of medical necessity for Medicare and other patients, and bad debt write-offs.

The amount of uncompensated care, based on estimated direct and indirect costs incurred, provided during fiscal years 2013 and 2012 was approximately \$13,136,000 and \$12,714,000, respectively.

### **Income Taxes**

The Hospital is a not-for-profit corporation as described in Section 501(c)(3) of the Internal Revenue Code and is exempt from federal income taxes on their exempt income under Section 501(a) of the Internal Revenue Code.

The Hospital accounts for uncertainty in income taxes by prescribing a recognition threshold of more-likely-than-not to be sustained upon examination by the appropriate taxing authority. Measurement of the tax uncertainty occurs if the recognition threshold has been met. There were no tax uncertainties that met the recognition threshold in 2013 and 2012.

The Hospital's policy is to recognize interest related to unrecognized tax benefits in interest expense and penalties in operating expenses.

The Hospital's federal Exempt Organization Business Income Tax Returns for years after 2009 remain subject to examination by the Internal Revenue Service.

### **Reclassification**

Certain 2012 amounts have been reclassified to conform to 2013 presentation.

## **3. New Accounting Pronouncements**

### **Fair Value Measurements**

The Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-04, Fair Value Measurements and Disclosures (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. ASU No. 2011-04 includes new and clarified guidance on fair value measurements (highest and best use, equity instruments, managed net portfolio positions, and application of premiums and discounts) and requires additional disclosures (quantitative information, valuation processes and sensitivity of unobservable inputs, assets not in highest and best use, and assets not measured at fair value). The adoption of the amended guidance required certain additional disclosures in the notes to the Hospital's financial statements on a prospective basis.

## **The Union Hospital of Cecil County, Inc.**

Notes to Financial Statements

June 30, 2013 and 2012

### **Net Patient Service Revenue and Allowance for doubtful accounts**

In July 2011, the FASB issued Accounting Standards Update No. 2011-07 ("ASU No. 2011-07") to amend and expand existing authoritative accounting guidance. In issuing ASU No. 2011-07, the FASB's objective was to provide financial statement users with greater transparency about a health care entity's net patient service revenues and related allowance for doubtful accounts.

ASU No. 2011-07 requires health care entities to make the following changes to its existing accounting practices:

- Change the presentation of their statement of operations by reclassifying the provision for bad debts from operating expense to a deduction from patient service revenues, net of contractual allowances and discounts'
- Disclose its policies for recognizing its provision for bad debts by major payor source of revenue, and provide qualitative and quantitative information about significant changes in the health care entities' allowance for doubtful accounts; and
- Disclose, by major payor source, its policy for collectability in determining the timing and amount of patient service revenue, net of contractual allowances and discounts, to be recognize and its patient service revenue, net of contractual allowances and discounts.

Upon adoption, ASU No. 2011-07 requires retrospective application to the requirements of presenting the provision for bad debts in the statements of operations, and prospective application of the disclosure requirements.

The Hospital elected to adopt ASU No. 2011-07 for the year ended June 30, 2013. Accordingly, the Hospital reclassified its provision for bad debts in the statements of operations for the year ended June 30, 2012, decreasing total unrestricted revenues and total expenses by \$8,987,151. No other reclassifications or modifications have been made to the Hospital's 2012 financial statements as a result of adopting ASU No. 2011-07.

#### **4. Regulatory Environment**

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

# The Union Hospital of Cecil County, Inc.

## Notes to Financial Statements

June 30, 2013 and 2012

In 1983, Congress approved a Medicare prospective payment plan for most inpatient services as part of the Social Security Amendment Act of 1983. Hospitals in Maryland are currently exempt from these federal reimbursement regulations under a special waiver. The waiver currently in effect is subject to renewal based upon criteria defined in the federal law. Under these payment arrangements with Medicare, a retroactive adjustment could occur if certain performance standards are not attained by all hospitals on a statewide basis. The impact, if any, of any retroactive adjustment of the Medicare prospective payment system, should hospitals in Maryland become subject to such system, on future operations of the Hospital has not been determined.

The Hospital's rate structure is subject to review and approval by the Maryland Health Services Cost Review Commission ("HSCRC"). During 2011, the Hospital adopted the Total Patient Revenue Reimbursement System ("TPR"). The Hospital's patient revenue is 100% fixed regardless of increases and decreases in volumes and changes in case mix. The system is in effect for a three-year period ending June 30, 2013. The Hospital received a total incentive of \$7 million, which has been reflected in rates for the entire three-year period.

In July 2008, the Maryland General Assembly expanded Medicaid eligibility to provide coverage for a portion of Maryland's uninsured. The legislation requires the HSCRC to implement a uniform assessment on hospital rates to reflect the aggregate reduction in hospital uncompensated care from the expansion in Medicaid coverage provided the assessment does not exceed the actual averted uncompensated care. During 2013 and 2012, the assessment was \$544,735 and \$544,967, respectively, which is reflected in the Hospital's deductions from revenue in the financial statements.

### 5. Investments and Assets Held In Trust

Investments and assets held in trust consist of the following as of June 30:

	<u>2013</u>	<u>2012</u>
Investments:		
Cash and cash equivalents	\$ 352,185	\$ 1,195,825
Certificates of deposit	2,586,208	501,989
U.S. government obligations	400,090	487,779
Corporate bonds	711,666	591,658
Municipal bonds	5,749,828	1,102,939
Mutual funds:		
Fixed income	15,625,528	14,925,116
International equities	9,886,201	8,198,906
Other	11,588,345	10,856,686
Exchange-traded products	5,442,545	4,708,637
Managed hedge funds	6,514,648	5,437,374
	<u>\$ 58,857,244</u>	<u>\$ 48,006,909</u>
Total		

# The Union Hospital of Cecil County, Inc.

Notes to Financial Statements  
June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Assets held in trust:		
Cash and cash equivalents	\$ 312,912	\$ 3,249,214
U.S. government obligations	4,455,903	11,777,143
	<u>4,768,815</u>	<u>15,026,357</u>
Less current portion	835,097	14,094,572
	<u>\$ -312,912</u>	<u>\$ (3,249,214)</u>

Investment income and realized and unrealized gains and losses for investments, assets held in trust, and cash and cash equivalents are comprised of the following for the years ended June 30:

	<u>2013</u>	<u>2012</u>
Investment income (loss):		
Interest and dividend income, net	\$ 1,411,357	\$ 1,251,030
Realized gains (losses), net	958	(2,394,122)
Changes in unrealized gains and losses on investments	<u>3,106,240</u>	<u>552,896</u>
Total	<u>\$ 4,518,555</u>	<u>\$ (590,196)</u>

## 6. Fair Value Measurements

The Hospital measured its investments and assets held in trust on a recurring basis in accordance with accounting principles generally accepted in the United States of America.

Fair value is defined as the price that would be received to sell an asset or the price that would be paid to transfer a liability in an orderly transaction between market participants at the measurement date. The framework that the authoritative guidance establishes for measuring fair value includes a hierarchy used to classify the inputs used in measuring fair value. The hierarchy prioritizes the inputs used in determining valuations into three levels. The level in the fair value hierarchy within which the fair value measurement falls is determined based on the lowest level input that is significant to the fair value measurement.

# The Union Hospital of Cecil County, Inc.

Notes to Financial Statements  
June 30, 2013 and 2012

The levels of the fair value hierarchy are as follows:

Level 1 - Fair value is based on unadjusted quoted prices in active markets that are accessible to the Hospital for identical assets. These generally provide the most reliable evidence and are used to measure fair value whenever available.

Level 2 - Fair value is based on significant inputs, other than Level 1 inputs, that are observable either directly or indirectly for substantially the full term of the asset through corroboration with observable market data. Level 2 inputs include quoted market prices in active markets for similar assets, quoted market prices in markets that are not active for identical or similar assets, and other observable inputs.

Level 3 - Fair value would be based on significant unobservable inputs. Examples of valuation methodologies that would result in Level 3 classification include option pricing models, discounted cash flows, and other similar techniques.

The following tables present financial instruments measured at fair value at June 30, 2013 and 2012, by caption on the consolidated balance sheet:

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
<b>June 30, 2013:</b>				
<b>Reported at fair value:</b>				
Cash and cash equivalents	\$ 665,097	\$ 665,097	\$ -	\$ -
Certificates of deposit	2,586,208	-	2,586,208	-
U.S. government obligations	4,855,993	-	4,855,993	-
Corporate bonds	711,666	-	711,666	-
Municipal bonds	5,749,828	-	5,749,828	-
Mutual funds	37,100,074	37,100,074	-	-
Exchange-traded products	5,442,545	5,442,545	-	-
<b>Disclosed at fair value</b>				
Cash and cash equivalents	6,189,083	6,189,083	-	-
Managed hedge funds (carrying value of \$6,514,648)	5,945,530	-	-	5,945,530
Long-term debt, excluding capital leases (carrying value of \$74,135,484)	74,306,310	-	34,332,091	39,974,219

# The Union Hospital of Cecil County, Inc.

Notes to Financial Statements  
June 30, 2013 and 2012

	Total	Level 1	Level 2	Level 3
<b>June 30, 2012:</b>				
<b>Reported at fair value:</b>				
Cash and cash equivalents	\$ 4,445,039	\$ 4,445,039	\$ -	\$ -
Certificates of deposit	501,989	-	501,989	-
U.S. government obligations	12,264,922	-	12,264,922	-
Corporate bonds	591,658	-	591,658	-
Municipal bonds	1,102,939	-	1,102,939	-
Mutual funds	33,980,708	33,980,708	-	-
Exchange-traded products	4,708,637	4,708,637	-	-
Managed hedge funds	5,437,374	-	-	5,437,374
<b>Disclosed at fair value</b>				
Cash and cash equivalents	9,312,226	9,312,226	-	-
Long-term debt, excluding capital leases (carrying value of \$81,847,366)	82,262,312	-	54,599,976	27,662,336

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in methodologies used at June 30, 2013.

**Cash and cash equivalents:** Include certain investments in highly liquid debt instruments with original maturities of three months or less at date of purchase. The carrying amount approximates fair value due to the short-term nature of these investments.

**Mutual funds and exchange-traded products:** Valued at the net asset value ("NAV") of shares held by the Hospital at year end.

**Managed hedge funds:** Valued based on the NAV of shares held at year end calculated in consideration with the fair value of the underlying securities.

**Certificates of deposit, municipal bonds, U.S. government obligations and corporate bonds:** Based on quoted market prices, if available, or estimated using quoted market prices of similar securities.

**Long-term debt, excluding capital lease obligations:** Fair value is calculated based on quoted market prices, if available, or estimated using quoted market prices of similar securities.

**The Union Hospital of Cecil County, Inc.**

Notes to Financial Statements  
June 30, 2013 and 2012

**7. Property and Equipment and Accumulated Depreciation and Amortization**

Property and equipment consisted of the following as of June 30:

	<u>2013</u>	<u>2012</u>
Land and improvements	\$ 2,536,064	\$ 2,532,539
Buildings and improvements	70,711,838	70,341,786
Fixed equipment	41,399,422	38,645,516
Major movable equipment	54,478,003	49,727,198
Construction in progress	10,560,645	3,540,439
<b>Total</b>	<b>179,685,972</b>	<b>164,787,478</b>
Less accumulated depreciation and amortization	<u>(93,292,116)</u>	<u>84,842,746</u>
<b>Property and equipment, net</b>	<b><u>\$ 86,393,856</u></b>	<b><u>\$ 79,944,732</u></b>

Included above is leased equipment at a cost of \$3,094,918 and \$2,524,654 with accumulated amortization of \$2,263,523 and \$1,778,898 as of June 30, 2013 and 2012, respectively.

**8. Long-Term Debt**

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

	<u>2013</u>	<u>2012</u>
MHHEFA Series 2005 Revenue Bonds	\$ 33,675,000	\$ 33,675,000
MHHEFA Series 2012 Revenue Bonds	13,931,000	\$ -
Town of Elkton, Maryland Series 2012 Revenue Bonds (held by SunTrust Bank)	26,043,219	27,662,336
Capital lease obligations (Note 9)	696,808	568,280
Debt repaid in 2013	-	20,055,000
<b>Total</b>	<b>74,346,027</b>	<b>81,960,616</b>
Unamortized original bond issue premium	487,265	455,030
Less current portion	<u>(2,406,993)</u>	<u>(11,029,422)</u>
<b>Long-term debt and capital lease obligations, net</b>	<b><u>\$ 72,426,299</u></b>	<b><u>\$ 71,386,224</u></b>

## **The Union Hospital of Cecil County, Inc.**

Notes to Financial Statements  
June 30, 2013 and 2012

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On July 18, 2012, the Hospital participated in MHHEFA revenue bond issuances that totaled \$13,931,000. The MHHEFA Series 2012 Revenue Bonds (the "2012 Revenue Bonds") were issued to refund the remaining portion of the MHHEFA Series 2002 Revenue Bonds, finance certain capital projects and increase the debt service reserve fund for the 2005 Revenue Bonds. The 2012 Revenue Bonds bear interest at 2.75% and are payable in monthly annual installments through June 2022.

On May 18, 2012, the Town of Elkton, Maryland ("Elkton") issued \$27,662,336 in Economic Development Refunding Revenue Bonds ("EDRRB"), Series 2012 ("Series 2012 Bonds"). Also on May 18, 2012, the Hospital entered into a Loan and Financing Agreement with Elkton (the "Agreement") to borrow the proceeds from the Series 2012 Bonds in a series of notes as follows:

- \$10,000,000 from the EDRRB, Series 2012A Bonds to partially refund the Economic Development Revenue Bond, Series 2009, and pay costs of issuance. The note bears interest at 2.25% and is payable in monthly installments of \$44,477 through December 2036.
- \$5,842,234 from the EDRRB, Series 2012B-1 Bonds to refund the remaining portion of the Economic Development Revenue Bond, Series 2009, and pay costs of issuance. This note bears interest at 2.25% and is payable in monthly installments of \$25,995 through December 2036.
- \$2,820,102 from the EDRRB, Series 2012B-2 Bonds to refund Elkton's 2000 Revenue Bonds and pay costs of issuance. This note bears interest at 1.87% and is payable in monthly installments of \$31,708 through June 2020.
- \$9,000,000 from the EDRRB, Series 2012C Bonds to partially refund the MHHEFA Series 2002 Revenue Bonds and pay costs of issuance. This note bears interest at 2.25% and provides interest-only installments until July 2022, at which time \$92,268 in monthly installments through June 2031. On July 2, 2012, the proceeds from this note were used to partially refund the MHHEFA Series 2002 Revenue Bonds.

The Agreement contains covenants with respect to the maintenance of specific debt service coverage ratios and days cash on hand and other matters for which the Hospital is in compliance.

On July 14, 2005, the Hospital completed a MHHEFA revenue bond issue in the amount of \$33,675,000, net of an original issue premium of \$631,592. The MHHEFA Series 2005 Revenue Bonds (the "2005 Revenue Bonds") bear interest at rates varying from 4.50 percent to 5.00 percent and are payable in differing amounts through July 1, 2040. The 2005 Revenue Bonds are collateralized by a security interest in all receipts of the Hospital. The Master Loan Agreement pertaining to the 2005 Revenue Bonds contains covenants with respect to the maintenance of specific debt service coverage ratios and certain other matters for which the Hospital is in compliance. The debt is shown net of unamortized bond issue premium of \$487,265 and \$505,312 as of June 30, 2013 and 2012, respectively.

Amortization expense related to bond premiums, discounts, and deferred financing costs totaled \$66,284 and \$23,266 for the years ended June 30, 2013 and 2012, respectively, and has been included in interest expense in the accompanying statement of operations.

## The Union Hospital of Cecil County, Inc.

Notes to Financial Statements  
June 30, 2013 and 2012

Scheduled repayments of long-term debt, exclusive of capital lease obligations discussed in Note 9, are as follows:

Years ending June 30:	
2014	\$ 2,106,639
2015	1,682,790
2016	1,726,371
2017	1,772,764
2018	1,819,585
Thereafter	<u>64,541,070</u>
Total	<u>\$ 73,649,219</u>

### 9. Capital Lease Obligations

The Hospital has various capital lease agreements for medical equipment, which expire through 2017. Future minimum lease payments under these agreements are as follows:

Years ending June 30:	
2014	\$ 311,950
2015	148,179
2016	148,179
2017	<u>110,877</u>
Total minimum lease payments	719,185
Less amount representing interest	<u>(22,377)</u>
Total	696,808
Less current portion, principal	<u>(300,354)</u>
Long term portion, principal	<u>\$ 396,454</u>

### 10. Pension Plan

Effective January 1, 1999, the Hospital set up a 403(b) defined contribution plan (the "403(b) plan") which includes a matching provision, for employees of the Health System, the Hospital and the Foundation. The Hospital has used the 403(b) plan as its primary retirement plan as of January 1, 2000. The 403(b) plan expenses may include a discretionary employer contribution for employees who work at least 1,000 hours in a calendar year and a 50% employer match contribution up to 1.5% of gross wages for those employees who choose to make voluntary contributions. Pension expense related to the 403(b) plan was \$1,033,978 and \$508,299 for the years ended June 30, 2013 and 2012, respectively, and is included in salaries and employee benefits in the accompanying statement of operations.

There were no discretionary contributions into the 403(b) plan in 2013 and 2012.

Prior to January 1, 2000, the Hospital offered a defined contribution retirement plan (the "Plan") that covered substantially all employees. Effective January 1, 2000, the Plan became frozen with no loss of accrued savings.

# The Union Hospital of Cecil County, Inc.

Notes to Financial Statements

June 30, 2013 and 2012

## 11. Concentration of Credit Risk

The Hospital grants credit without collateral to its patients, most of whom are local residents and are insured under third-party payor agreements. The mix of gross revenues from patients and third-party payors was as follows for the years ended June 30:

	<u>2013</u>	<u>2012</u>
Medicare	41 %	41 %
Medicaid	22	22
Blue Cross/Blue Shield	18	18
Health maintenance organizations	3	4
Self-pay patients	5	5
Other third-party payors	<u>11</u>	<u>10</u>
Total	<u>100 %</u>	<u>100 %</u>

The Hospital maintains its cash and cash equivalents with several financial institutions. Cash and cash equivalents on deposit with any one financial institution exceed FDIC coverage from time to time.

## 12. Functional Expenses

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

	<u>2013</u>	<u>2012</u>
Healthcare services	\$ 99,090,000	\$ 95,903,000
Support services	<u>42,045,000</u>	<u>38,628,000</u>
Total	<u>\$ 141,135,000</u>	<u>\$ 134,531,000</u>

## 13. Commitments and Contingencies

The Hospital has been named as a defendant in several lawsuits arising from the performance of its normal activities. In the opinion of the Hospital's management, after consultation with legal counsel, the amount, if any, of the Hospital's ultimate liability under these lawsuits will not have a significant impact on the financial position of the Hospital.

The healthcare industry is subject to numerous laws and regulations of federal, state and local governments. Compliance with these laws and regulations is subject to future government review and interpretation as well as regulatory actions unknown or unasserted at this time. Government activity continues to increase with respect to investigations and allegations concerning possible violations by healthcare providers of fraud and abuse statutes and regulations, which could result in the imposition of significant fines and penalties as well as significant repayments for patient services previously billed. Management is not aware of any material incidents or noncompliance that have not been provided for in the accompanying consolidated financial statements; however, the possible future financial effects of this matter on the Hospital, if any, are not presently determinable.

# The Union Hospital of Cecil County, Inc.

## Notes to Financial Statements

June 30, 2013 and 2012

The Hospital has entered into operating lease agreements for Hospital equipment. Total rental expense for the years ended June 30, 2013 and 2012 for all operating leases were \$432,636 and \$456,570, respectively. Future minimum lease payments under all operating leases are as follows:

Years ending June 30:	
2014	
2015	\$ 389,878
2016	385,067
2017	366,514
	<u>118,152</u>
Total	<u>\$ 1,259,611</u>

### 14. Medical Malpractice Claims Coverage

For the period October 17, 2003 through December 31, 2004, the Hospital maintained its malpractice insurance coverage with the Zurich Insurance Company under a claims-made policy.

As of January 1, 2005, when existing policies expired, the Hospital elected to obtain its professional and general liability insurance from Freestate Healthcare Insurance Company, Ltd., a Cayman Islands company ("Freestate"). Freestate was incorporated as of January 1, 2005 as a chartered captive insurance company for eight nonprofit hospitals in the State of Maryland, including the Hospital. Each of the hospitals has contributed an equal amount of \$15,000 as capital to Freestate in return for a one-eighth share interest in Freestate. Freestate is governed by a Board of Directors selected by the shareholders. The policy has no stated deductible.

Freestate's primary insurance is under the terms of a claims-made insurance policy and has limits of liability of \$1 million per claim and no aggregate limit per policy year. Freestate's excess liability coverage insures against losses in excess of the above primary coverage reported during the period of policy coverage. This excess liability insurance policy has an individual occurrence limit of \$10 million and an annual aggregate limit of \$10 million. Prior acts of coverage for newly employed physicians will not be provided without prior approval of Freestate's Board of Directors. Each hospital's annual premium will be established through a retrospective rating process, with initial premiums based on actuarial estimates. Initial premiums will be charged at the 75% confidence level and retrospective premium assessments will be capped at an amount equal to the expected losses for the policy period at an 85% confidence level, in each case as determined by an independent actuary.

The total amount reported medical malpractice claims liability is \$6,289,313 at June 30, 2013 and \$4,384,563 at June 30, 2012. The Health System has recorded a receivable, and related claim liability, for anticipated insurance recoveries of \$5,221,935 at June 30, 2013 and \$3,739,749 at June 30, 2012. The estimated insurance recoveries receivable is included in other assets in the balance sheet.

The Hospital believes that it has adequate insurance coverages for all asserted claims and has no knowledge of unasserted claims which would exceed insurance coverages. The Hospital would claim charitable immunity for claims exceeding coverage limits. Legal expenses associated with covered claims are also covered and included under policy limits.

## The Union Hospital of Cecil County, Inc.

Notes to Financial Statements  
June 30, 2013 and 2012

### 15. Related Party Transactions

The Hospital periodically receives or advances funds for working capital purposes. Interest is not charged and there are no fixed repayment terms on these transactions. Receivables (payables) from other affiliates within the Hospital as of June 30, 2013 and 2012 is shown below:

	<u>2013</u>	<u>2012</u>
Health System	\$ (136,591)	\$ (80,622)
Union Hospital of Cecil County Foundation, Inc.	(1,104,243)	295,237
Cecil County Breeders' Fair, Inc.	175	(53,681)
Union Hospital of Cecil County Ventures, Inc.	300	-
Total	<u>\$ (1,240,359)</u>	<u>\$ 160,934</u>

The Hospital pays a management fee to the Health System for administrative, finance, and human resources services. The management fee was calculated as 2% of the Hospital's net operating revenues (including the provision for doubtful accounts) for fiscal years 2013 and 2012. Fees of \$2,070,605 and \$1,658,826 are included in purchased services in the accompanying statement of operations for the years ended June 30, 2013 and 2012, respectively.

The Hospital and The Union Hospital of Cecil County Ventures, Inc. ("Ventures") entered into a loan agreement and promissory note on February 1, 2009, whereby the Hospital loaned \$2,900,000 to Ventures to purchase Open MRI and Imaging Center of Elkton, LLC. The loan bears interest at 2.5% and requires Ventures to make monthly payments to the Hospital in the amount of \$51,659. The loan will be fully repaid in May of 2014.

During 2013 and 2012, the Hospital transferred net assets to affiliates of \$5,764,514 and \$3,652,832, respectively.