Consolidated Financial Statements and Supplementary Information

Anne Arundel Health System, Inc. and Subsidiaries
Years Ended June 30, 2014 and 2013
With Report of Independent Auditors

Ernst & Young LLP

Building a better working world

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Consolidated Financial Statements and Supplementary Information

Years Ended June 30, 2014 and 2013

Contents

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Report of Independent Auditors

The Board of Trustees
Anne Arundel Health System, Inc.

We have audited the accompanying consolidated financial statements of Anne Arundel Health System, Inc. (a Maryland not-for-profit corporation) and subsidiaries, which comprise the consolidated balance sheets as of June 30, 2014 and 2013, and the related consolidated statements of operations and changes in net assets, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We did not audit the financial statements of Cottage Insurance Company, Ltd., a wholly-owned subsidiary, which statements reflect total assets of $34,970,000 and $35,532,000 as of June 30, 2014 and 2013, respectively, and net loss after elimination of intercompany revenues of $1,396,000 and $1,158,000, respectively, for the years then ended. Those statements were audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for Cottage Insurance Company, Ltd., is based solely on the report of the other auditors. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of 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 auditor's 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, based on our audits and the report of other auditors, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Anne Arundel Health System, Inc. and subsidiaries as of June 30, 2014 and 2013, and the consolidated results of their operations, changes in their net assets, and their cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The supplementary consolidating information is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

Ernst & Young LLP

October 3, 2014

Anne Arundel Health System, Inc. and Subsidiaries

Consolidated Balance Sheets

	June 30 2014	June 30 2013
Assets		
Current assets:		
Cash and cash equivalents	**$ 76,168,000**	$ 42,228,000
Short-term investments	**6,627,000**	2,335,000
Current portion of assets whose use is limited	**14,885,000**	17,556,000
Patient receivables, less allowance for uncollectible accounts of $19,186,000 and $16,351,000, respectively	**68,622,000**	77,812,000
Current portion of pledges receivable, net	**3,525,000**	5,480,000
Inventories	**8,122,000**	8,316,000
Prepaid expenses and other current assets	**6,972,000**	9,831,000
Total current assets	**184,921,000**	163,558,000
Property and equipment	**796,494,000**	789,480,000
Less accumulated depreciation and amortization	**(322,727,000)**	(294,580,000)
Net property and equipment	**473,767,000**	494,900,000
Other assets:		
Investments	**248,988,000**	224,037,000
Investments in joint ventures	**8,123,000**	8,215,000
Pledges receivable, net of current portion and net of allowance for uncollectible pledges of $548,000 and $724,000, respectively	**6,273,000**	7,672,000
Assets whose use is limited	**62,234,000**	59,861,000
Deferred debt issue costs, net of accumulated amortization of $1,592,000 and $1,287,000, respectively	**6,100,000**	6,428,000
Restricted collateral for interest rate swap contract	**51,616,000**	49,775,000
Other assets	**12,485,000**	11,749,000
Total assets	**$ 1,054,507,000**	$ 1,026,195,000

	June 30	
	2014	**2013**
Liabilities and net assets		
Current liabilities:		
Accounts payable	**$ 20,372,000**	$ 22,251,000
Accrued salaries, wages, and benefits	**32,446,000**	30,528,000
Other accrued expenses	**20,626,000**	22,536,000
Current portion of long-term debt and capital lease obligations	**8,613,000**	8,232,000
Advances from third-party payors	**25,244,000**	21,453,000
Total current liabilities	**107,301,000**	105,000,000
Long-term debt and capital lease obligations, less current portion and unamortized original issue premium	**403,749,000**	412,514,000
Interest rate swap contracts	**55,626,000**	53,002,000
Accrued pension liability	**19,270,000**	30,604,000
Other long-term liabilities	**22,614,000**	21,236,000
Total liabilities	**608,560,000**	622,356,000
Net assets:		
Unrestricted	**418,016,000**	372,543,000
Temporarily restricted	**16,634,000**	19,867,000
Permanently restricted	**11,297,000**	11,429,000
Total net assets	**445,947,000**	403,839,000
Total liabilities and net assets	**$ 1,054,507,000**	$ 1,026,195,000

See accompanying notes.

Anne Arundel Health System, Inc. and Subsidiaries

Consolidated Statements of Operations and Changes in Net Assets

	Year Ended June 30	
	2014	**2013**
Operating revenue:		
Net patient service revenue	**$ 592,232,000**	$ 572,102,000
Provision for bad debts	**(29,295,000)**	(26,563,000)
Net patient service revenue less provision for bad debts	**562,937,000**	545,539,000
Other operating revenue	**28,180,000**	26,883,000
Total operating revenue	**591,117,000**	572,422,000
Operating expenses:		
Salaries and wages	**250,936,000**	244,818,000
Employee benefits	**41,838,000**	42,067,000
Medical supplies and drugs	**122,275,000**	119,323,000
Purchased services	**92,594,000**	93,960,000
Professional fees	**15,655,000**	16,436,000
Depreciation and amortization	**37,032,000**	35,768,000
Interest	**16,349,000**	17,226,000
Total operating expenses	**576,679,000**	569,598,000
Operating income	**14,438,000**	2,824,000
Other income (loss):		
Investment income, net	**8,264,000**	13,758,000
Loss from joint ventures and other, net	**(335,000)**	(1,341,000)
Loss on extinguishment of debt	**–**	(3,561,000)
Change in unrealized gains on trading securities, net	**23,604,000**	7,797,000
Realized and unrealized (losses) gains on interest rate swap contracts, net	**(9,088,000)**	23,533,000
Total other income, net	**22,445,000**	40,186,000
Revenues and gains in excess of expenses	**$ 36,883,000**	$ 43,010,000

Anne Arundel Health System, Inc. and Subsidiaries

Consolidated Statements of Operations and Changes in Net Assets (continued)

	Year Ended June 30	
	2014	**2013**
Unrestricted net assets		
Revenues and gains in excess of expenses	**$ 36,883,000**	$ 43,010,000
Pension liability adjustment	**3,050,000**	2,993,000
Net assets released from restrictions used for purchase of property and equipment	**5,290,000**	3,076,000
Transfers and other, net	**250,000**	5,051,000
Increase in unrestricted net assets	**45,473,000**	54,130,000
Temporarily restricted net assets		
Contributions and pledges	**3,954,000**	7,439,000
Change in net unrealized gains and losses on investments	**2,090,000**	987,000
Temporarily restricted investment income	**314,000**	364,000
Net assets released from restrictions	**(11,099,000)**	(8,310,000)
Transfers and other, net	**1,508,000**	494,000
(Decrease) increase in temporarily restricted net assets	**(3,233,000)**	974,000
Permanently restricted net assets		
Contributions for endowment funds	**76,000**	45,000
Transfers of interest income and other, net	**(208,000)**	(178,000)
Decrease in permanently restricted net assets	**(132,000)**	(133,000)
Increase in net assets	**42,108,000**	54,971,000
Net assets at beginning of year	**403,839,000**	348,868,000
Net assets at end of year	**$ 445,947,000**	$ 403,839,000

See accompanying notes.

Anne Arundel Health System, Inc. and Subsidiaries

Consolidated Statements of Cash Flows

	Year Ended June 30	
	2014	**2013**
Operating activities		
Increase in net assets	**$ 42,108,000**	$ 54,971,000
Adjustments to reconcile increase in net assets to net cash from operating activities:		
Change in net unrealized gains on investments	**(25,694,000)**	(8,784,000)
Realized and unrealized losses (gains) on interest rate swap contracts, net	**9,088,000**	(23,533,000)
Pension liability adjustment	**(3,050,000)**	(2,993,000)
Equity in earnings of joint ventures and other	**92,000**	(297,000)
Distributions received from joint ventures	**–**	763,000
Restricted contributions and pledges, net	**(4,030,000)**	(7,484,000)
Loss on extinguishment of debt	**–**	3,561,000
Depreciation and amortization	**37,032,000**	35,768,000
Restricted investment income	**(314,000)**	(364,000)
Increase in investments – trading	**(3,549,000)**	(11,125,000)
(Increase) decrease in assets whose use is limited, net – trading	**(3,423,000)**	1,512,000
Net change in operating assets and liabilities	**7,733,000**	(22,580,000)
Net cash from operating activities	**55,993,000**	19,415,000
Investing activities		
Purchases of property and equipment	**(15,547,000)**	(22,874,000)
Decrease in assets whose use is limited - other-than-trading	**3,720,000**	2,542,000
Investment in West County, LLC	**–**	(3,262,000)
Change in collateralization and payments on interest rate swaps	**(9,372,000)**	22,744,000
Net cash from investing activities	**(21,199,000)**	(850,000)
Financing and fundraising activities		
Net proceeds from issuance of Series 2012 Revenue Bonds	**–**	80,371,000
Draws on line of credit	**–**	5,790,000
Repayments of long-term debt and capital lease obligations	**(8,529,000)**	(8,185,000)
Repayment of line of credit	**–**	(5,790,000)
Extinguishment of Series 1998 Revenue Bonds	**–**	(57,470,000)
Extinguishment of Series 2004A Revenue Bonds	**–**	(21,300,000)
Payments for deferred financing costs	**(23,000)**	(981,000)
Restricted contributions received and other	**7,384,000**	8,974,000
Restricted income received	**314,000**	364,000
Net cash from financing and fundraising activities	**(854,000)**	1,773,000
Net increase in cash and cash equivalents	**33,940,000**	20,338,000
Cash and cash equivalents at beginning of year	**42,228,000**	21,890,000
Cash and cash equivalents at end of year	**$ 76,168,000**	$ 42,228,000

Anne Arundel Health System, Inc. and Subsidiaries

Consolidated Statements of Cash Flows (continued)

	Year Ended June 30	
	2014	**2013**
Changes in operating assets and liabilities		
Decrease (increase) in operating assets:		
Patient receivables, net	**$ 9,190,000**	$ (17,031,000)
Inventories	**194,000**	190,000
Prepaid expenses and other	**2,859,000**	1,200,000
Other assets	**(591,000)**	(1,221,000)
	11,652,000	(16,862,000)
(Decrease) increase in operating liabilities:		
Accounts payable	**(1,879,000)**	(2,563,000)
Accrued salaries, wages, and benefits	**1,918,000**	944,000
Other accrued expenses	**(843,000)**	603,000
Advances from third-party payors	**3,791,000**	(4,904,000)
Other long-term liabilities	**(6,906,000)**	202,000
	(3,919,000)	(5,718,000)
Net change in operating assets and liabilities	**$ 7,733,000**	$ (22,580,000)
Supplemental disclosures		
Cash paid for interest	**$ 16,204,000**	$ 17,661,000

See accompanying notes.

1. Organization and Basis of Presentation

Anne Arundel Health System, Inc. (the Parent or the System) is a Maryland not-for-profit corporation. The Parent has the following wholly owned subsidiaries: Anne Arundel Medical Center, Inc. (the Hospital) and its subsidiaries, Anne Arundel Health Care Services, Inc. (HCS), and Anne Arundel General Treatment Services, Inc. (GTS); Anne Arundel Medical Center Foundation, Inc. (the Foundation); Anne Arundel Health Care Enterprises, Inc. (HCE); Physician Enterprise, LLC (PE) and its subsidiaries, Anne Arundel Physician Group, LLC (AAPG) and Orthopedic Physicians of Annapolis (OPA); Anne Arundel Real Estate Holding Company, Inc. (the Real Estate Company) and its subsidiaries, Pavilion Park, Inc. (PPI), Annapolis Exchange, LLC, and Blue Building, LLC; Anne Arundel Health System Research Institute, Inc. (RI); and Cottage Insurance Company, Ltd. (Cottage). The accompanying consolidated financial statements include the accounts of the Parent and its wholly owned subsidiaries (collectively, the Group). All significant intercompany accounts and transactions have been eliminated in consolidation.

The Real Estate Company and PPI own a 42.84% interest in Kent Island Medical Arts, LLC (KIMA), a limited liability company that owns and operates a medical office building. PPI is the managing member of KIMA and has substantive participation rights in KIMA. The financial statements of KIMA are consolidated in the accompanying consolidated financial statements. The non-controlling interest in KIMA was 57.16% as of June 30, 2014 and 2013. This interest was $994,000 and $935,000 at June 30, 2014 and 2013, respectively, and is included within unrestricted net assets in the accompanying consolidated balance sheets.

2. Summary of Significant Accounting Policies

Cash and Cash Equivalents

Cash and cash equivalents include cash held in checking and savings accounts, money market accounts, and short-term certificates of deposit with original maturities of 90 days or less. Cash balances and collateral held by a counterparty are principally uninsured and are subject to normal credit risks. At June 30, 2014 and 2013, and at various times during the year, the System maintained cash-in-bank balances in excess of the $250,000 federally insured limits.

2. Summary of Significant Accounting Policies (continued)

Derivative Instruments

On April 25, 2003, the Hospital entered into two interest rate swap derivative contracts to reduce the risk of changing interest rates. On May 10, 2006, the Hospital entered into a forward variable-to-fixed interest rate swap agreement with an effective date of November 1, 2008. This contract was also entered into in an effort to reduce the risk of variable interest rate debt and has a term through July 1, 2048. Under Accounting Standards Codification (ASC) 815, *Derivatives and Hedging*, the Hospital has recognized its derivative instruments as either assets or liabilities in the accompanying consolidated balance sheets at fair value. As these derivative instruments are not designated as hedges, the unrealized gain or loss on these contracts has been recognized in the accompanying consolidated statements of operations and changes in net assets as realized and unrealized gains (losses) on interest rate swap contracts, net. The fair market values of the derivative instruments include a credit valuation adjustment (CVA) as required by ASC 820, *Fair Value Measurements and Disclosures* (ASC 820). When applying the CVA, the valuation of the variable-to-fixed interest rate swap contract was decreased by $698,000 and $428,000 as of June 30, 2014 and 2013, respectively.

In April 2013, the Hospital's variable-to-variable interest rate swap contract and fixed-to-variable interest rate swap contracts matured. The gain recorded at maturity of these contracts was not significant.

A summary of the Hospital's derivative instruments and related activity at June 30, 2014 and 2013, and for the years then ended is as follows:

	2014	
Description of Derivative Instrument	**Fair Value Asset (Liability)**	**Change in Unrealized Gain (Loss)**
Variable-to-fixed interest rate swap contract	**$ (55,626,000)**	**$ (2,624,000)**
	$ (55,626,000)	**$ (2,624,000)**

2. Summary of Significant Accounting Policies (continued)

	2013	
Description of Derivative Instrument	**Fair Value Asset (Liability)**	**Change in Unrealized Gain (Loss)**
Variable-to-variable interest rate swap contract	$ –	$ 18,000
Fixed-to-variable interest rate swap contract	–	(920,000)
Variable-to-fixed interest rate swap contract	(53,002,000)	29,777,000
	$ (53,002,000)	$ 28,875,000

At June 30, 2014 and 2013, the net termination value (i.e., mark-to-market value) of the derivative instruments totaled $57,969,000 and $55,237,000, respectively. The Hospital may be exposed to credit loss in the event of nonperformance by the other party to the interest rate swap agreements, the risk of which is reflected in the fair value of the instruments under ASC 820. However, the Hospital does not anticipate nonperformance by the counterparty.

During fiscal 2014, the Hospital paid net payments under its interest rate swap program of $6,464,000. In fiscal 2013, the Hospital paid net payments under its interest rate swap program of $5,342,000. These amounts are included within realized and unrealized gains (losses) on interest rate swap contracts, net in the accompanying consolidated statements of operations and changes in net assets and investing activities in the accompanying consolidated statements of cash flows.

Under the derivative contract, the Hospital must transfer collateral for the benefit of the counterparty to the extent that the termination values exceed certain limits. The Hospital's collateral requirement for the benefit of the counterparty was approximately $51,616,000 and $49,775,000 at June 30, 2014 and 2013, respectively. The ongoing mark-to-market values and resulting collateral requirements of the Hospital's interest rate swap contract are subject to variability based on market factors (primarily changes in interest rates). Collateral requirements under this interest rate swap contract are excluded from unrestricted cash and investments for purposes of determining the System's compliance with its liquidity covenants under its Maryland Health and Higher Educational Facilities Authority (MHHEFA or the Authority) revenue bond agreements and its derivative agreements. Collateral amounts are included in noncurrent assets in the accompanying consolidated balance sheets. The settlement date with the financial institution correlated with the reporting period end date (June 30), and therefore no additional collateral was

2. Summary of Significant Accounting Policies (continued)

due to nor from the financial institution at June 30, 2014, whereas $1,067,000 was due to the financial institution at June 30, 2013. This amount is included in other accrued expenses in the accompanying consolidated balance sheet as of June 30, 2013, and is reflected within investing activities in the accompanying consolidated statements of cash flows. The collateral requirement as of September 29, 2014, was $55,019,000.

Assets Whose Use is Limited and Investments

Assets whose use is limited are principally comprised of certain funds established to be held and invested by a trustee. These funds are related to the issuance of the Hospital’s Revenue Bonds, investments held at Cottage, and certain permanently restricted endowment assets.

The fair values of publicly traded securities and mutual funds are based on quoted market prices of individual securities or investments or estimated amounts using quoted market prices of similar investments. Hedge fund investments, some of which are structured that the System holds limited partnership interests, are stated at fair value as estimated in an unquoted market. Valuations of these investments, and therefore the System’s holdings, may be determined by the investment manager or general partner and for fund of funds investments are primarily based on financial data supplied by the underlying investee funds. Values may be based on historical cost, appraisals or other estimates that require varying degrees of judgment. Investment income or loss from all unrestricted investments is included in the accompanying consolidated statements of operations and changes in net assets as part of other income (loss).

Investment income or loss on investments of temporarily and permanently restricted assets is added to or deducted from the appropriate restricted fund balance if the income is restricted. The cost of securities sold is based on the specific-identification method.

All investment balances are principally uninsured and subject to normal credit risk. Investments are classified as either current or noncurrent based on maturity dates and availability for current operations. Investments included in noncurrent assets consist of board-designated investment funds of $247,287,000 and $222,335,000 as of June 30, 2014 and 2013, respectively. Based on the System’s investment policy, such amounts could be liquidated, at the discretion of the Board, to satisfy short-term requirements.

2. Summary of Significant Accounting Policies (continued)

Substantially all investments, other than borrowed funds required to be expended on capital projects, are classified as trading securities, with unrealized gains and losses included in revenues and gains in excess of expenses.

Borrowed funds required to be expended on capital projects are classified as other-than-trading and are included in assets whose use is limited.

Patient Receivables and Allowances

The Group's policy is to write off all patient accounts that have been identified as uncollectible. An allowance for doubtful accounts is recorded for accounts not yet written off that are anticipated to become uncollectible in future periods. When determining the allowance, the policy considers the probability of recoverability of accounts based on past experience, taking into account current collection trends. Credit risks are assessed based on historical write-offs, net of recoveries, as well as an analysis of the aged accounts receivable balances with allowances generally increasing as the receivable ages. The analysis of receivables is performed monthly, and the allowances are adjusted accordingly.

Insurance coverage and credit information are obtained from patients when available. No collateral is obtained for accounts receivable.

Accounts receivable from third-party payors have been adjusted to reflect the difference between charges and the estimated reimbursable amounts.

Inventories

Inventories, which primarily consist of medical supplies and drugs, are carried at the lower of cost or market. Cost is determined using the first-in, first-out method.

Property and Equipment

Property and equipment are stated at cost. Included in computers and software are capitalized labor costs of $10,482,000 and $10,267,000 as of June 30, 2014 and 2013, respectively. Depreciation and amortization, including amortization of assets recorded under capital leases, are recorded on the straight-line method over the estimated useful lives of the assets.

2. Summary of Significant Accounting Policies (continued)

The following is a summary of property and equipment, stated at cost:

	Estimated Useful Lives	June 30 2014	June 30 2013
Land	–	**$ 13,151,000**	$ 13,151,000
Land improvements	20 years	**22,016,000**	22,016,000
Buildings and improvements	20–40 years	**470,229,000**	466,610,000
Fixed equipment	5–20 years	**8,947,000**	8,594,000
Leasehold improvements	5–10 years	**48,091,000**	48,661,000
Movable equipment	7–10 years	**175,016,000**	174,408,000
Computers and software	3–5 years	**58,234,000**	54,604,000
Construction-in-progress	–	**810,000**	1,436,000
		$ 796,494,000	$ 789,480,000

Construction-in-progress consists of direct costs associated with hospital department renovations, certain leasehold improvements, and smaller capital projects. As these projects are completed, the related assets are transferred out of construction-in-progress and into the appropriate asset category and are depreciated over the applicable useful lives.

Investments in Joint Ventures

The System accounts for its investments in joint ventures using the equity method of accounting. During 2011, the Real Estate Company and another party formed West County, LLC, a joint venture that owns and operates a medical office building that opened in December 2012. The Real Estate Company has a 50% interest in this joint venture, with each owner's investment being $7,600,000 and $7,397,000 as of June 30, 2014 and 2013, respectively.

Deferred Debt Issuance Costs

Administrative, legal, financing, underwriting discount, and other miscellaneous expenses that were incurred in connection with debt financings were deferred and are being amortized over the lives of the bond issues using the effective interest method. The amortization expense of deferred debt issue costs was $351,000 and $376,000 for the years ended June 30, 2014 and 2013, respectively.

2. Summary of Significant Accounting Policies (continued)

Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets are those whose use by the Group has been limited by donors to a specific time period or purpose. Substantially all temporarily restricted net assets in the accompanying consolidated financial statements are restricted to fund certain Hospital capital additions and operating programs. Permanently restricted net assets have been restricted by donors to be maintained in perpetuity. The income from these funds is expendable to support health care services.

Net Patient Service Revenue

Net patient service revenue is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered. This includes regulatory discounts allowed to Blue Cross, Medicare, Medicaid, and other third-party payors and charity care.

During 2014 and 2013, approximately 36% and 36% of net patient service revenue was received under the Medicare program, 24% and 23% from Blue Cross, 35% and 35% from contracts with other third parties, and 5% and 6% from other sources, respectively.

The following table sets forth the detail of net patient service revenue:

	Year Ended June 30	
	2014	**2013**
Gross patient service revenue	**$ 756,051,000**	$ 743,163,000
Revenue deductions:		
Charity care	**5,933,000**	9,527,000
Contractual and other allowances	**157,886,000**	161,533,000
Net patient service revenue	**592,232,000**	572,103,000
Less provision for bad debts	**29,295,000**	26,564,000
Net patient service revenue less provision for bad debts	**$ 562,937,000**	$ 545,539,000

2. Summary of Significant Accounting Policies (continued)

Patient accounts receivable are reduced by an allowance for doubtful accounts. In evaluating the collectability of accounts receivable, the Hospital analyzes its past history and identifies trends 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, 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 (which includes both patients without insurance and patients with deductible and copayment balances due for which third-party coverage exists for part of the bill), the Hospital records a provision for bad debts in the period of service on the basis of its past experience. The difference between the approved 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 has not changed its charity care or uninsured discount policies during fiscal years 2014 or 2013.

A substantial amount of the Group's revenues are received from health maintenance organizations and other managed care payors. Managed care payors generally use case management activities to control hospital utilization. These payors also have the ability to select health care providers offering the most cost-effective care. Management does not believe that the Group has undue exposure to any one managed care payor.

The Hospital's revenues may be subject to adjustment as a result of examination by government agencies or contractors, and as a result of differing interpretation of government regulations, medical diagnosis, charge coding, medical necessity, or other contract terms. The resolution of these matters, if any, often is not finalized until subsequent to the period during which the services were rendered.

The Group employs physicians in several hospital-based specialties (including, but not limited to, obstetrics, intensive care, and hospitalists). Net physician revenue is recognized when the services are provided and recorded at the estimated net realizable amount based on the contractual arrangements with third-party payors and the expected payments from the third-party payors and the patients. The difference between the billed charges and the estimated net realizable amounts are recorded as a reduction in physician revenue when the services are provided. The System recognized net physician revenue of $74,328,000 and $63,593,000 for the years ended June 30, 2014 and 2013, respectively. At June 30, 2014 and 2013, $6,042,000 and $5,351,000, respectively, of net physician accounts receivable are included in patient receivables in the accompanying consolidated balance sheets.

2. Summary of Significant Accounting Policies (continued)

Charity Care

The Group provides charity care to patients who meet certain criteria established under its charity care guidelines. Because members of the Group do not pursue the collection of amounts determined to qualify as charity care, they are not reported as revenue in the accompanying consolidated statements of operations and changes in net assets. The direct and indirect costs associated with providing this care are $4,458,000 and $7,383,000 for the years ended June 30, 2014 and 2013, respectively. These costs are calculated by applying a ratio of operating expenses over gross patient charges to the charity care provided at established rates. The state of Maryland rate system includes components within the rates to partially compensate hospitals for uncompensated care.

Other Operating Revenue

Other operating revenue is comprised of grant revenue, incentive payments related to the implementation and meaningful use of certified electronic health records, cafeteria revenue, net assets released from restrictions for operating purposes, and other miscellaneous items.

The American Recovery and Reinvestment Act of 2009 provides for Medicare and Medicaid incentive payments beginning in 2011 for eligible hospitals and professionals that implement and achieve meaningful use of certified electronic health record (EHR) technology that demonstrate improved quality and effectiveness of care. Eligibility for annual Medicare incentive payments depends on providers demonstrating meaningful use of EHR technology in each period over a four-year period. An additional Medicaid incentive payment is available to providers that adopt, implement, or upgrade certified EHR technology. However, in order to receive additional Medicaid incentive payments in subsequent years, providers must demonstrate continued meaningful use of EHR technology.

For Medicare and Medicaid EHR incentive payments, the Hospital utilizes a grant accounting model to recognize these revenues. Under this accounting policy, EHR incentive payments were recognized as revenues when attestation that the EHR meaningful use criteria for the required period of time was demonstrated. The System recognized $708,000 and $1,518,000 of EHR revenue for the years ended June 30, 2014 and 2013, respectively.

2. Summary of Significant Accounting Policies (continued)

The System's attestation of compliance with the meaningful use criteria is subject to audit by the federal government or its designee. The recognition of the grant income is based on management's best estimate and the amounts recognized are subject to change. Any subsequent changes in the recognition of the grant income will impact the results of operations in the period in which they occur.

Donations and Bequests

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

Scheduled payments on pledges receivable for the years ending June 30 are as follows:

2015	$ 3,709,000
2016–2019	5,116,000
2020 and thereafter	1,967,000
Less:	
Impact of discounting pledges receivable to net present value	(446,000)
Allowance for uncollectible pledges	(548,000)
Net pledges receivable	$ 9,798,000

Pledges receivable are discounted using rates between 0.1% and 3.15%.

2. Summary of Significant Accounting Policies (continued)

Revenues and Gains in Excess of Expenses

The accompanying consolidated statements of operations and changes in net assets include revenues and gains in excess of expenses. Changes in unrestricted net assets that are excluded from revenues and gains in excess of expenses, consistent with industry practice, include contributions received and used for additions of long-lived assets and certain changes in pension liabilities.

Group Purchasing Organization Initial Public Offering

The Hospital has participated and owned equity in the Premier Limited Partnership (Premier) which has served as a group purchasing organization for many years. This participation provides purchasing contract rates and rebates the System would not be able to obtain on its own. The Hospital accounts for its investment in Premier using the equity method of accounting.

During the year ended June 30, 2014, Premier restructured from a privately held company to a public company in an initial public offering (IPO) and several financial transactions have occurred with those holding equity in Premier before the IPO, including the System. As a result, the System received a cash payment of approximately $1,500,000 in exchange for 16% of its previous ownership in Premier. In addition, in exchange for the extension of the group purchasing contract, the System received partial ownership of the new public Company (the Class B units).

The Hospital recognized a gain of approximately $1,385,000 for the sale of its 16% interest, which is included in other operating revenue in the consolidated statement of operations and changes in net assets. The System received 309,580 Class B units that are earned in 7 separate tranches over an 85-month period ending October 31, 2020. This investment is reflected in other assets in the consolidated balance sheet. The opportunity will exist in the future for these Class B units to be converted to the Premier public company stock. Prior to vesting, the Class B units may be transferred or sold with the approval of Premier. During the year ended June 30, 2014, the System recognized approximately $1,100,000 of income related to Tranche 1 of the Class B which is included as a reduction of supplies expense in the consolidated statement of operations and changes in net assets. The value of the Class B units is tied to the group purchasing contract and is considered a vendor incentive.

2. Summary of Significant Accounting Policies (continued)

Income Tax Status

The Parent, the Hospital, the Foundation, HCS, GTS, PE, and RI have received determination letters from the Internal Revenue Service (IRS) stating that they are exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. The Real Estate Company has received a determination letter from the IRS stating that it is exempt from federal income taxes under Section 501(c)(2) of the Internal Revenue Code.

HCE and PPI are subject to federal and state income taxes. No provision for income taxes has been recorded for fiscal 2014 and 2013, as these companies and PE do not have taxable income or current tax liabilities. Deferred tax assets (consisting principally of net operating loss carryforwards) are not significant and are not considered to be realizable, given the operations of these entities.

Certain limited liability companies within the consolidated group are not subject to income taxes. Taxable income or loss is passed through to and reportable by the members individually.

Under the Cayman Islands Tax Concessions Law (Revised), the Governor-in-Cabinet issued an undertaking to Cottage on November 29, 2005, exempting it from all local income, profit, or capital gains taxes. The undertaking has been issued for a period of 20 years and at the present time, no such taxes are levied in the Cayman Islands. Accordingly, no provision for taxes is made in these consolidated financial statements.

Under the requirements of ASC 740, *Income Taxes*, tax-exempt organizations could be required to record an obligation as the result of a tax position they have historically taken on various tax exposure items. The Group has determined that it does not have any uncertain tax positions through June 30, 2014.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States 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.

2. Summary of Significant Accounting Policies (continued)

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2014-09 *Revenue from Contracts with Customers (Topic 606)*. This guidance is intended to improve and converge with international standards the financial reporting requirements for revenue from contracts with customers. It will be effective for fiscal year 2019 and early adoption is permitted beginning in fiscal year 2018. We have not yet determined the impact from adoption of this new accounting pronouncement on our financial statements.

3. Regulatory Environment

Medicare and Medicaid

The Medicare and Medicaid reimbursement programs represent a substantial portion of the Group's revenues. The Group's operations are 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, and government health care program participation requirements, reimbursement for patient services, and Medicare and Medicaid fraud and abuse. Over the past several years, government activity has increased with respect to investigations and allegations concerning possible violations of fraud and abuse statutes and regulations by health care providers. Violations of these laws and regulations could result in expulsion from government health care programs, together with the imposition of fines and penalties, as well as repayments for patient services previously billed. Compliance with fraud and abuse standards and other government regulations can be subject to future government review and interpretation. Also, future changes in federal and state reimbursement funding mechanisms and related government budgeting constraints could have an adverse effect on the Group.

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 were granted a waiver from the Medicare prospective payment system under Section 1814(b) of the Social Security Act. The waiver would remain in effect as long as the Maryland rate of increase in payments per admission remained below the national average rate of increase.

3. Regulatory Environment (continued)

In January 2014, the Centers for Medicare and Medicaid Services approved a modernized waiver that includes both inpatient and outpatient revenue. The new waiver will be in place as long as Maryland hospitals achieve significant quality improvements and limit the per capita growth for all payers for Maryland residents. The Medicare per capita spending target is expected to produce cumulative Medicare savings of $330 million over the next five years.

HSCRC

The Hospital's rate structure for all hospital-based services is subject to review and approval by the Maryland Health Services Cost Review Commission (HSCRC or the Commission). Under the HSCRC rate-setting system, the Hospital's inpatient and outpatient charges are the same for all patients regardless of payer, including Medicare and Medicaid.

Beginning in fiscal year 2014, the Hospital entered into an agreement with the HSCRC to participate in the Global Budget Revenue (GBR) program. The GBR model is a revenue constraint and quality improvement system to provide hospitals with strong financial incentives to manage their resources efficiently and effectively in order to slow the rate of increase in health care costs and improve health care delivery processes and outcomes. Under GBR, total revenue is capped at a pre-determined fixed amount. The annual approved revenue is calculated using a permanent base revenue with positive or negative adjustments for inflation, assessments, performance in quality-based programs, infrastructure requirements, and population. Revenue may also be adjusted annually for market share levels and shifts of regulated services to unregulated settings.

The Commission's rate setting methodology compares the approved rate to the actual average rate charged. Any overcharges or undercharges are settled in future revenue determinations on an annual basis. For the current fiscal year, the Hospital was within the allowed corridors for charging.

The Hospital's policy is to recognize revenue based on actual charges for services to patients in the year in which the services are performed. The Hospital's revenues may be subject to adjustment as a result of examination by government agencies or contractors, and as a result of differing interpretation of government regulations, medical diagnosis, charge coding, medical necessity, or other contract terms. The resolution of these matters, if any, often is not finalized until subsequent to the period during which the services were rendered.

4. Investments

Investments, consisting of assets whose use is limited and other, are stated at fair value. Borrowed funds that are required to be expended on specified capital projects under MHHEFA revenue bond agreements are classified as other-than-trading. All other investments and assets whose use is limited are classified as trading securities.

	June 30	
	2014	**2013**
Assets whose use is limited:		
Endowment assets:		
Cash and cash equivalents	**$ 768,000**	$ 799,000
Equity mutual funds	**11,764,000**	10,302,000
Fixed income mutual funds	**4,596,000**	3,828,000
	17,128,000	14,929,000
Amounts held by trustee:		
Cash and cash equivalents	**12,097,000**	12,617,000
U.S. government obligations	**21,656,000**	23,782,000
	33,753,000	36,399,000
Amounts held by Cottage:		
Cash and cash equivalents	**2,312,000**	2,730,000
Equity mutual funds	**9,322,000**	6,896,000
Fixed income mutual funds	**13,081,000**	15,037,000
Hedge funds	**1,523,000**	1,426,000
	26,238,000	26,089,000
Total assets whose use is limited	**77,119,000**	77,417,000
Less current portion	**14,885,000**	17,556,000
	$ 62,234,000	$ 59,861,000

4. Investments (continued)

Amounts held by trustee are broken down as follows:

	June 30	
	2014	**2013**
Bond indenture	**$ 33,753,000**	$ 36,399,000
Other investments:		
Cash and cash equivalents	**$ 6,632,000**	$ 2,341,000
Equity mutual funds	**116,634,000**	104,246,000
Fixed income mutual funds	**120,430,000**	108,488,000
Hedge funds	**11,919,000**	11,297,000
	255,615,000	226,372,000
Less short-term investments	**6,627,000**	2,335,000
Investments	**$ 248,988,000**	$ 224,037,000

The components of investment income, net are as follows:

	June 30	
	2014	**2013**
Interest and dividend income, net	**$ 4,196,000**	$ 8,478,000
Realized gains, net	**4,068,000**	5,280,000
	$ 8,264,000	$ 13,758,000

5. Fair Value Measurements

ASC 820 defines fair value and establishes a framework for measuring fair value in accordance with U.S. generally accepted accounting principles. ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

Level 1 – Defined as observable inputs, such as quoted prices in active markets;

Level 2 – Defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and

Level 3 – Defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Group believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

ASC 820 requires that the fair value of derivative contracts include adjustments related to the credit risks of both parties associated with the derivative transactions. The fair value of the Group's derivative contracts reflected in the accompanying consolidated financial statements includes adjustments related to the credit risks of the parties to the transactions.

5. Fair Value Measurements (continued)

The following tables present the fair value hierarchy for the Group's financial assets and liabilities measured at fair value on a recurring basis at June 30, 2014 and 2013:

	June 30, 2014			
	Total	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Assets				
Cash and cash equivalents	$ 76,168,000	$ 76,168,000	$ –	$ –
Trading securities and other assets whose use is limited:				
Cash and cash equivalents	21,809,000	12,097,000	9,712,000	–
Equity funds	137,720,000	128,399,000	9,321,000	–
Fixed income funds	138,107,000	125,026,000	13,081,000	–
U.S. obligation funds	21,656,000	–	21,656,000	–
Hedge funds	13,442,000	–	13,442,000	–
Total	332,734,000	265,522,000	67,212,000	–
Collateral for interest rate swap:				
Cash and cash equivalents	51,616,000	51,616,000	–	–
Total assets	$ 460,518,000	$ 393,306,000	$ 67,212,000	$ –
Liabilities				
Derivative instruments	$ (55,626,000)	$ –	$ (55,626,000)	$ –
Total liabilities	$ (55,626,000)	$ –	$ (55,626,000)	$ –

5. Fair Value Measurements (continued)

	June 30, 2013			
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
	Total	Level 1	Level 2	Level 3
Assets				
Cash and cash equivalents	$ 42,228,000	$ 32,728,000	$ 9,500,000	$ –
Trading securities and other assets whose use is limited:				
Cash and cash equivalents	18,487,000	12,617,000	5,870,000	–
Equity funds	121,444,000	114,548,000	6,896,000	–
Fixed income funds	127,353,000	112,316,000	15,037,000	–
U.S. obligation funds	23,782,000	–	23,782,000	–
Hedge funds	12,723,000	–	12,723,000	–
Total	303,789,000	239,481,000	64,308,000	–
Collateral for interest rate swap:				
Cash and cash equivalents	49,775,000	49,775,000	–	–
Total assets	$ 395,792,000	$ 321,984,000	$ 73,808,000	$ –
Liabilities				
Derivative instruments	$ (53,002,000)	$ –	$ (53,002,000)	$ –
Total liabilities	$ (53,002,000)	$ –	$ (53,002,000)	$ –

The Group's Level 1 securities primarily consist of U.S. Treasury securities, exchange-traded mutual funds, and cash. The Group determines the estimated fair value for its Level 1 securities using quoted (unadjusted) prices for identical assets or liabilities in active markets.

The Group's Level 2 securities primarily consist of U.S. government-sponsored entities bonds and money market funds. The Group determines the estimated fair value for these Level 2 securities using the following methods: quoted prices for similar assets/liabilities in active markets, quoted prices for identical or similar assets in non-active markets (few transactions,

5. Fair Value Measurements (continued)

limited information, non-current prices, high variability over time), inputs other than quoted prices that are observable for the asset/liability (e.g., interest rates, yield curves volatilities, default rates, etc.), and inputs that are derived principally from or corroborated by other observable market data. The System's hedge funds are also considered Level 2 investments as the System has the ability to redeem its investment with the investee at net asset value per share (or its equivalent) at the measurement date. Redemption can be made on the last day of any calendar quarter with 65 days' advanced written notice.

The Group's Level 2 securities also consist of derivative instruments, which are reported using valuation models commonly used for derivatives. Valuation models require a variety of inputs, including contractual terms, market fixed prices, inputs from forward price yield curves, notional quantities, measures of volatility, and correlations of such inputs.

The Group also has pledges receivable, which are measured at fair value on a non-recurring basis and are discounted to net present value upon receipt using an appropriate risk-free discount rate based on the term of the receivable. Since these inputs are not observable, pledges receivable would be considered Level 3 fair value measurements upon their initial recording. Pledges receivable are recorded net of an allowance for uncollectible pledges. The following table provides a reconciliation of the beginning and ending balances of pledges receivable that used significant unobservable inputs:

	Year Ended June 30	
	2014	**2013**
Pledges receivable:		
Balance at July 1	**$ 13,152,000**	$ 14,642,000
New pledges	**2,019,000**	4,081,000
Collections on pledges	**(5,332,000)**	(5,357,000)
Write-off of pledges	**(217,000)**	(235,000)
Changes in reserves	**176,000**	21,000
Balance at June 30	**$ 9,798,000**	$ 13,152,000

6. Long-Term Debt and Line of Credit

Long-term debt consists of the following:

	Interest Rate	Maturity Dates	June 30 2014	June 30 2013
Maryland Health and Higher Educational Facilities Authority Revenue Bonds – Series 2012	2.0–5.0%	2013–2035	**$ 72,100,000**	$ 73,625,000
Maryland Health and Higher Educational Facilities Authority Revenue Bonds – Series 2010	4.0–5.0%	2011–2041	**79,695,000**	81,220,000
Maryland Health and Higher Educational Facilities Authority Revenue Bonds – Series 2009A	4.0–6.75%	2013–2040	**117,730,000**	118,815,000
Maryland Health and Higher Educational Facilities Authority Revenue Bonds – Series 2009B	Variable	2041–2044	**60,000,000**	60,000,000
2008 term loan from a bank	Variable	2019	**48,715,000**	50,654,000
Kent Island term loan from a bank	Variable	2017	**7,486,000**	7,833,000
2008 construction loan from a bank	Variable	2019	**25,561,000**	26,579,000
			411,287,000	418,726,000
Less current portion of long-term debt			**8,523,000**	7,432,000
Unamortized original issue premium, net			**985,000**	1,130,000
Long-term debt			**$ 403,749,000**	$ 412,424,000

These debt instruments are secured by the receipts of the Hospital and substantially all of the property and equipment of the consolidated group.

6. Long-Term Debt and Line of Credit (continued)

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

2015	$ 8,523,000
2016	8,754,000
2017	15,408,000
2018	9,041,000
2019	68,010,000
Thereafter	301,551,000
	$ 411,287,000

Series 2012 Revenue Bonds

In October 2012, the Hospital entered into a loan agreement with MHHEFA for the issuance of $73,625,000 of Series 2012 Revenue Bonds (referred to as the 2012 Bonds). The proceeds of the 2012 Bonds were used to repay the Series 2004A Bonds and the Series 1998 Bonds previously provided by the Authority. The bonds being refinanced were originally obtained to finance a new replacement hospital (1998 Bonds) and to finance major renovations to the Hospital’s Cancer Center and land acquisition (2004A Bonds). The 2012 Bonds provide for annual principal payments each July 1, from 2013 through 2034. Interest is payable semi-annually on each July 1 and January 1, beginning July 1, 2013. The 2012 Bonds bear stated interest at rates of 2.00% to 5.00%, and were issued at a premium of $6,746,000. The effective annual interest rate for the 2012 Bonds for the years ended June 30, 2014 and 2013 was 3.69% and 2.46%, respectively.

The provisions of the 2012 Bonds, together with the 2010 Bonds and 2009 Bonds, 2004 Bonds, and the 1998 Bonds, require the Parent and subsidiaries to comply with certain covenants on an annual basis, including a debt service coverage requirement, a debt to capitalization requirement, and a liquidity requirement. The Hospital, the Parent, and HCS are members of the obligated group for all of the revenue bonds issued by MHHEFA.

6. Long-Term Debt and Line of Credit (continued)

Series 2010 Revenue Bonds

In February 2010, the Hospital entered into a loan agreement with MHHEFA for the issuance of $85,410,000 of Series 2010 Revenue Bonds (referred to as the 2010 Bonds). The proceeds of the 2010 Bonds were used to repay the Series 2004B Bonds and Dedicated Financing previously provided by the Authority and are being used to finance the expansion of the parking garage for the Hospital's acute care pavilion. The 2010 Bonds provide for annual principal payments each July 1, from 2011 through 2040. Interest is payable semi-annually on each July 1 and January 1, beginning July 1, 2010. The 2010 Bonds bear stated interest at rates of 4.00% to 5.00%, and were issued at an original issue discount of $1,507,000. The effective annual interest rates for the 2010 Bonds for the years ended June 30, 2014 and 2013, were 4.89% and 4.85%, respectively.

Series 2009 Revenue Bonds

In January 2009, the Hospital entered into a loan agreement with MHHEFA for the issuance of $120,000,000 Series 2009A Revenue Bonds (the 2009A Bonds) and in February 2009, $60,000,000 Series 2009B Revenue Bonds (the 2009B Bonds) (collectively referred to as the 2009 Bonds). The proceeds of the 2009 Bonds are being used to finance a portion of the costs of construction of an eight-story patient care building, two new parking garages, and certain costs relating to the issuance. The 2009A Bonds provide for annual principal payments each July 1, from 2012 through 2039. Interest is payable semi-annually on each July 1 and January 1, beginning July 1, 2009. The 2009B Bonds provide for annual principal payments each July 1, from 2040 through 2043. Interest is payable semi-annually on each July 1 and January 1, beginning July 1, 2009. The 2009A Bonds bear stated interest at rates of 4.00% to 6.75%. The 2009A Bonds were issued at an original issue discount of $4,817,000. The effective annual interest rates for the 2009A Bonds for the years ended June 30, 2014 and 2013, were 6.74% and 6.71%, respectively. The 2009B Bonds bear interest at variable rates, as set forth in the loan agreement. The maximum interest rate is 12% for the 2009B Bonds. The effective annual interest rates for the 2009B Bonds for the years ended June 30, 2014 and 2013, were .08% and 0.19%, respectively. The principal and interest payments on the Series 2009B Bonds are secured by a letter of credit equal to the original principal of the bonds plus an amount equal to 40 days' interest thereon, calculated at the maximum rate. The current letter of credit expires in May 2016. Under certain circumstances, the Hospital would need to fully redeem the 2009B Bonds upon expiration of the letter of credit, unless a conforming replacement letter of credit was secured prior to such expiration.

6. Long-Term Debt and Lines of Credit (continued)

Series 2004 Revenue Bonds

In February 2004, the Hospital entered into a loan agreement with MHHEFA for the issuance of $25,570,000 Series 2004A Revenue Bonds (the 2004A Bonds), and $64,250,000 Series 2004B Revenue Bonds (the 2004B Bonds) (collectively referred to as the 2004 Bonds). The proceeds of the 2004A and 2004B Bonds were used to finance and refinance the costs of acquisition, construction, renovation and equipping of the 2004 Project; to repay certain debt; to fund debt service reserve requirements; and to pay certain other costs relating to the issuance. The 2004 Project included renovations to the Hospital's Cancer Center together with new furnishings and equipment, acquisition of 21 acres of land and acquisition and installation of capital equipment and furnishings. Concurrent with the issuance of the 2004 Bonds, the Parent and HCS became members of the obligated group for the 2004 Bonds and the 1998 Bonds. In February 2010, the 2004B Bonds were extinguished through an advance refunding financed by proceeds from the 2010 Bonds.

In October 2012, the 2004A Bonds were extinguished through the advance refunding financed by proceeds from the 2012 Bonds. The hospital paid a prepayment penalty of approximately $1,500,000 to extinguish the 2004A Bonds. The remaining unamortized deferred financing costs and premium totaling $853,000 were written off upon extinguishment of the 2004A Bonds and together with the prepayment penalty are recorded as a loss on extinguishment of debt in the accompanying consolidated statements of operations and changes in net assets for the year ended June 30, 2013.

Series 1998 Revenue Bonds

In August 1998, the Hospital and its subsidiaries entered into a loan agreement with MHHEFA for the issuance of $69,840,000 of Series 1998 Revenue Bonds (the 1998 Bonds). The proceeds were used to finance the acquisition, construction and equipping of a new replacement hospital, the renovation and equipping of certain existing facilities, the purchase of capital equipment and the payment of certain other costs relating to the issuance.

In October 2012, the 1998 Bonds were extinguished through an advance refunding financed by the proceeds from the 2012 Bonds. The remaining unamortized deferred financing costs and discount totaling $1,208,000 were written off upon extinguishment of the 1998 Bonds and recorded as a loss on the extinguishment of debt in the accompanying consolidated statements of the operations and changes in net assets for the year ended June 30, 2013.

6. Long-Term Debt and Line of Credit (continued)

The related balances are included in assets whose use is limited and consist of the following:

	June 30	
	2014	**2013**
Debt service funds	**$ 12,573,000**	$ 14,829,000
Debt service reserve funds	**20,618,000**	20,534,000
Construction fund and capitalized interest fund	**562,000**	1,036,000
	$ 33,753,000	$ 36,399,000

Bank Line of Credit and Term Loan

The Hospital maintains a line of credit with a bank providing available credit of $30,000,000. The agreement with the bank is reviewed for renewal on February 28 of each year. Interest on any borrowings accrues at the one month London Interbank Offered Rate (LIBOR) plus 1.5%. At June 30, 2014 and 2013, the Group has no balance on the line of credit.

On October 23, 2008, the Real Estate Company secured a term loan in the amount of $55,000,000 with a bank. The proceeds from the term loan were used to refinance line of credit proceeds and fund certain construction costs related to a medical office building. The loan bears interest at a variable rate, based on the LIBOR market index rate plus 1.25%. The term loan has a final maturity of November 5, 2018. The effective annual interest rates for the years ended June 30, 2014 and 2013, were 1.43% and 1.48%, respectively.

2008 Construction Loan

On October 23, 2008, the Real Estate Company entered into a construction loan in the amount of $30,000,000 with a bank to fund the construction of a medical office building. The loan was issued under the same loan agreement as the term loan discussed in the immediately preceding paragraph. The debt is secured by the medical office building. Interest only is due during the construction period at a rate equal to the LIBOR market index rate plus 1.25%. The loan converted to a term loan after the completion of the construction in July 2009. The term loan provides for monthly principal and interest payments and has a final maturity of November 5, 2018. The effective annual interest rates for the years ended June 30, 2014 and 2013, were 1.44% and 1.48%, respectively.

6. Long-Term Debt and Line of Credit (continued)

Kent Island Term Loan

In August 2007, KIMA entered into a construction loan agreement with a bank in the amount of $9,000,000 that would convert to a term loan after the completion of the construction. The proceeds were used to construct a medical office building. The debt is secured by the medical office building. Interest only was due during the construction period at a rate of the 30-day LIBOR plus 1.0%. The construction was completed in June 2008. The term loan provides for monthly principal and interest payments and has a final maturity of December 2016. The effective annual interest rates for the years ended June 30, 2014 and 2013, were 1.03% and 1.08%, respectively.

7. Capital Lease Obligations

The Group has entered into capital lease agreements for certain medical equipment and software at a cost of $7,432,000 as of June 30, 2014 and 2013. Accumulated amortization on these assets was $6,315,000 and $5,257,000 as of June 30, 2014 and 2013, respectively. Final payments under these capital lease obligations occur in 2015 and total $90,000.

8. Pension Plan and Thrift Plan

The Hospital has a qualified noncontributory, defined benefit pension plan (the Plan) that covers substantially all employees. The Group's policy is to fund pension costs as determined by its actuary. Adopted by the Board of Trustees on June 11, 2009, and effective September 1, 2009, the Hospital amended the Plan to freeze future benefit accruals, and participants have not earned any additional benefits under the Plan since that date. However, subsequent to September 1, 2009, participants have continued to vest in benefits they have earned through September 1, 2009. The frozen benefit balance for the participants will only accrue interest credits until the participants' benefit commencement dates. FASB ASC 715, *Compensation – Retirement Benefits* (ASC 715), requires the Group to recognize the funded status (i.e., the difference between the fair value of plan assets and the projected benefit obligations) of its pension plan on its consolidated balance sheet, with a corresponding adjustment to unrestricted net assets. The pension liability adjustment to unrestricted net assets represents the change in net unrecognized actuarial losses that have not yet been recognized as part of revenues and gains in excess of expenses. These amounts are subsequently recognized as net periodic benefit cost pursuant to the Group's historical accounting policy for amortizing such amounts.

8. Pension Plan and Thrift Plan (continued)

During the years ended June 30, 2014 and 2013, a partial settlement of the Plan's defined benefit obligation was recognized. Since the settlement was more than minor, ASC 715 requires that a pro rata amount of the accumulated unrecognized net loss in unrestricted net assets is charged to excess of revenues over expenses based on the proportion of the projected benefit obligation settled to the total projected benefit obligation. During the years ended June 30, 2014 and 2013, the Group determined that a settlement had occurred and recognized a loss of $2,482,000 and $2,963,000, respectively. The settlement loss is recorded within loss from joint ventures and other, net in the consolidated statements of operations and changes in net assets.

The reconciliation of the beginning and ending balances of the projected benefit obligation and the fair value of plan assets for the years ended June 30, 2014 and 2013, and the accumulated benefit obligation at June 30, 2014 and 2013, is as follows:

	June 30	
	2014	**2013**
Accumulated benefit obligation	**$ 116,610,000**	$ 112,402,000
Change in projected benefit obligation:		
Projected benefit obligation at beginning of year	**$ 112,402,000**	$ 111,955,000
Service cost	**–**	–
Interest cost	**4,789,000**	4,653,000
Actuarial loss	**6,593,000**	3,293,000
Benefits paid	**(1,303,000)**	(984,000)
Settlements paid	**(5,871,000)**	(6,515,000)
Projected benefit obligation at end of year	**116,610,000**	112,402,000
Change in plan assets:		
Fair value of plan assets at beginning of year	**81,798,000**	76,496,000
Actual return on plan assets	**12,456,000**	8,336,000
Employer contribution	**10,260,000**	4,465,000
Benefits paid	**(1,303,000)**	(984,000)
Settlements paid	**(5,871,000)**	(6,515,000)
Fair value of plan assets at end of year	**97,340,000**	81,798,000
Net liability recognized	**$ (19,270,000)**	$ (30,604,000)

8. Pension Plan and Thrift Plan (continued)

	June 30	
	2014	**2013**
Net amounts recognized in the consolidated balance sheets consist of:		
Accrued pension costs	**$ (19,270,000)**	$ (30,604,000)
Amounts recognized in unrestricted net assets that have not been recognized in net periodic benefit cost consist of:		
Net actuarial loss	**$ 48,073,000**	$ 51,123,000

The following table sets forth the weighted-average assumptions used to determine benefit obligations:

	June 30	
	2014	**2013**
Discount rate	**3.85%**	4.45%
Rate of compensation increase	**N/A**	N/A

The following table sets forth the weighted-average assumptions used to determine net periodic benefit cost:

	Year Ended June 30	
	2014	**2013**
Discount rate	**4.45%**	4.25%
Expected return on plan assets	**7.50**	7.50
Rate of compensation increase	**N/A**	N/A

8. Pension Plan and Thrift Plan (continued)

Net periodic pension benefit cost included the following components:

	June 30	
	2014	**2013**
Service cost	**$ –**	$ –
Interest cost	**4,789,000**	4,653,000
Expected return on plan assets	**(6,420,000)**	(6,063,000)
Amortization of prior service cost	**–**	–
Recognized net actuarial loss	**1,144,000**	1,066,000
Loss recognized from partial settlement of projected benefit obligation	**2,482,000**	2,963,000
Net periodic benefit cost	**$ 1,995,000**	$ 2,619,000

The estimated net loss for the defined benefit pension plan that will be amortized from unrestricted net assets into net periodic benefit cost over the next fiscal year is $1,180,000.

The Hospital's defined benefit plan invests in a diversified mix of traditional asset classes. Investments in certain types of U.S. equity securities and fixed income securities are made to maximize long-term results while recognizing the need for adequate liquidity to meet ongoing benefit and administrative obligations. Risk tolerance of unexpected investment and actuarial outcomes is continually evaluated by understanding the pension plan's liability characteristics. Equity investments are used primarily to increase overall plan returns. Debt securities provide diversification benefits and liability hedging attributes that are desirable, especially in falling interest rate environments.

The Hospital's target asset allocation percentages as of June 30, 2014, were as follows: 19.25% large cap domestic stocks, 8.25% small cap domestic stocks, 27.5% international stocks, 10% hedge funds, and 35% U.S. investment grade bonds.

8. Pension Plan and Thrift Plan (continued)

The following tables present the fair value hierarchy of assets of the defined benefit pension plan at June 30, 2014 and 2013, respectively:

	June 30, 2014			
	Total	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Assets				
Cash and cash equivalents	**$ 4,336,000**	**$ –**	**$ 4,336,000**	**$ –**
Mutual funds:				
Equity	**26,935,000**	**26,935,000**	**–**	**–**
Corporate bonds	**6,138,000**	**6,138,000**	**–**	**–**
Government bonds	**20,915,000**	**20,915,000**	**–**	**–**
International equity	**26,760,000**	**26,760,000**	**–**	**–**
International bonds	**3,175,000**	**3,175,000**	**–**	**–**
Exchange traded notes	**5,081,000**	**5,081,000**	**–**	**–**
Managed partnerships:				
Hedge funds	**4,000,000**	**–**	**4,000,000**	**–**
	$ 97,340,000	**$ 89,004,000**	**$ 8,336,000**	**$ –**

8. Pension Plan and Thrift Plan (continued)

	June 30, 2013			
	Total	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Assets				
Cash and cash equivalents	$ 850,000	$ –	$ 850,000	$ –
Mutual funds:				
Equity	24,254,000	24,254,000	–	–
Government bond	30,007,000	30,007,000	–	–
International equity	22,163,000	22,163,000	–	–
Exchange traded notes	4,524,000	4,524,000	–	–
Total	$ 81,798,000	$ 80,948,000	$ 850,000	$ –

Level 1 securities primarily consist of exchange-traded mutual funds. Level 2 securities primarily consist of money market funds and hedge funds. Methods consistent with those discussed in Note 5 are used to estimate the fair values of these securities.

The overall rate of expected return on assets assumption was based on historical returns, with adjustments made to reflect expectations of future returns. The extent to which the future expectations were recognized considered the target rates of return for the future, which have historically not changed.

The Hospital currently intends to make voluntary contributions to the defined benefit pension plan of $9,576,000 in fiscal 2014.

8. Pension Plan and Thrift Plan (continued)

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

2015	$ 6,875,800
2016	6,974,000
2017	7,597,000
2018	7,291,000
2019	8,324,000
2020–2024	38,144,000

In addition to the noncontributory, defined benefit pension plan, the Hospital also offers an employee thrift plan. Participation in the plan is voluntary. Substantially all full-time employees of the Hospital are eligible to participate. Employees may elect to contribute a minimum of 1% of compensation, and a maximum amount as determined by Sections 403(b) and 415 of the Internal Revenue Code. Any employee making contributions to the plan is entitled to a Hospital contribution that will match the employee contribution at the rate of 50% to 75%, depending on the number of years of service, up to a maximum of 4% of qualified compensation. Matching contributions under this thrift plan were $2,913,000 and $2,681,000 in fiscal years 2014 and 2013, respectively.

9. Concentrations of Credit Risk

Certain members of the Group grant credit without collateral to their patients, most of whom are local residents and are insured under third-party payor agreements. The mix of receivables from patients and third-party payors prior to consideration of an allowance for doubtful accounts was as follows:

	June 30	
	2014	**2013**
Medicare	**32%**	34%
Medicaid	**5**	3
Blue Cross	**19**	20
Commercial, HMO, PPO, and other	**28**	27
Patients	**16**	16
	100%	100%

10. Malpractice Insurance Costs and Self-Insured Professional Liability

Until August 1, 1998, the Group maintained insurance coverage for general and professional liability claims on a claims-made basis. The professional liability coverage included a per-case deductible of $250,000, up to a maximum out-of-pocket amount of $750,000 annually. Effective August 1, 1998, the Group changed its professional liability coverage to a full coverage claims-made policy with no annual deductibles. This policy included tail coverage for claims incurred prior to August 1, 1998, but reported subsequently. Effective August 1, 2002, the Group changed its professional liability coverage back to a claims-made policy with a per-case deductible of $250,000, up to a maximum out-of-pocket amount of $750,000 annually. Also, the Group did not purchase tail coverage for claims incurred prior to August 1, 2002 not yet reported.

Effective March 1, 2004, the Group changed its professional liability coverage to a self-insurance trust with annual exposure limits of $2,000,000 per claim and $11,000,000 in aggregate. The Group carried an excess liability insurance policy for claims above these limits.

Effective July 1, 2005, Cottage was formed as a captive insurer to provide professional liability insurance for the Group. Cottage is a wholly owned subsidiary of the System, which was formed in the Cayman Islands. The primary layer of professional and general liability insurance coverage is self-insured through Cottage and the secondary layer is fully reinsured through a commercial carrier.

For the period July 1, 2005 to June 30, 2009, Cottage issued claims-made policies covering hospital professional liability (including employed physicians) and on an occurrence basis, comprehensive general liability risks of the Parent and certain affiliates. Policy limits were $2,000,000 per claim with a $9,000,000 policy aggregate. Effective July 1, 2005, Cottage assumed existing liabilities from the System's self-insured trust discussed above on a claims-made basis. Effective July 1, 2009, Cottage issued a claims-made policy providing $2,000,000 per claim hospital professional liability coverage and $1,000,000 per claim comprehensive general liability coverage, subject to a consolidated annual aggregate limit of $10,000,000.

For the period July 1, 2005 to June 30, 2008, Cottage also issued an excess umbrella coverage policy (covering hospital professional liability) with limits of $20,000,000 per claim and in the policy aggregate. For claims reported on and subsequent to July 1, 2008, the coverage limit provided is $30,000,000 per claim and in the policy aggregate. These excess limits are in excess of the primary policy, and the umbrella policies are 100% reinsured with third-party commercial reinsurers.

10. Malpractice Insurance Costs and Self-Insured Professional Liability (continued)

The provision for estimated professional liability claims, general liability claims, and workers' compensation claims includes estimates of the ultimate costs for both reported claims and claims incurred but not reported. As of June 30, 2014 and 2013, the balance for outstanding claims reserves recorded at Cottage is $22,578,000 and $21,898,000, respectively. The remaining tail liability for claims incurred but not reported is $5,110,000 and $6,365,000 as of June 30, 2014 and 2013, with $4,222,000 of the 2014 liability and $5,132,000 of the 2013 liability recorded at the Hospital. The remainder of the liability is recorded at PE. The Group has employed an independent actuary to estimate the ultimate settlement of such claims. In management's opinion, the amounts recorded provide an adequate reserve for loss contingencies. However, changes in circumstances affecting professional liability claims could cause these estimates to change by material amounts in the short term.

11. Commitments and Contingencies

Operating Leases

Various members of the Group have operating leases for storage space, equipment, and offices. During 2014 and 2013, rent expense on these leases was approximately $10,275,000 and $9,695,000, respectively. Future minimum annual rental payments under noncancelable operating leases, which expire through 2020, are as follows:

2015	$ 8,742,000
2016	7,355,000
2017	6,357,000
2018	3,893,000
2019	3,209,000
Thereafter	3,457,000
	$ 33,013,000

Contracted Construction Commitments

Members of the Group have future construction commitments with outside contractors for various projects totaling $340,000 and $616,000 as of June 30, 2014 and 2013, respectively.

11. Commitments and Contingencies (continued)

Contingencies

Members of the Group have been named as defendants in various legal proceedings arising from the performance of their normal activities. In the opinion of management, after consultation with legal counsel and after consideration of applicable insurance, the amount of the Group's ultimate liability under all current legal proceedings will not have a material adverse effect on its consolidated financial position or results of operations.

The Group's revenues may be subject to adjustment as a result of examination by government agencies or contractors based upon differing interpretation of government regulations, medical diagnosis, charge coding, medical necessity, or other contract terms. The resolution of these matters, if any, often is not finalized until subsequent to the period during which the services were rendered. Section 302 of the Tax Relief and Health Care Act of 2006 authorized a permanent program involving the use of third-party recovery audit contractors (RACs) to identify Medicare overpayments and underpayments made to providers. We have established protocols to respond to RAC requests and payment denials. Payment recoveries resulting from RAC reviews are appealable through administrative and judicial processes, and we intend to pursue the reversal of adverse determinations where appropriate. In addition to overpayments that are not reversed on appeal, we will incur additional costs to respond to requests for records and pursue the reversal of payment denials. As of June 30, 2014 and 2013, the Group has recorded an estimated reserve regarding the Medicare overpayments. In the opinion of the Group's management, the ultimate settlement of this matter will not have a material adverse effect on the financial position of the Group.

12. Functional Expenses

Members of the Group provide general health care services to residents within their service area. Expenses related to providing these services are as follows:

	Year Ended June 30	
	2014	**2013**
Health care services	**$ 477,887,000**	$ 482,612,000
General and administrative	**98,792,000**	86,986,000
	$ 576,679,000	$ 569,598,000

13. Fair Value of Financial Instruments

The carrying amounts of cash and cash equivalents, patient receivables, prepaid expenses and other current assets, accounts payable, accrued salaries, wages and benefits, other accrued expenses, and advances from third-party payors approximate fair value, given the short-term nature of these financial instruments and/or their methods of valuation. The following methods and assumptions were used by the Group in estimating the fair value of other financial instruments:

Investments and Assets Whose Use Is Limited

Fair values are based on quoted market prices, if available, or estimated using quoted market prices for similar securities.

Pledges Receivable

The Group estimates that the carrying value of pledges receivable approximates fair value, given the discount rates applied.

Long-Term Debt

Fair values of the Group's fixed rate long-term debt are established using discounted cash flow analyses, based on the Group's current incremental borrowing rates for similar types of borrowing arrangements. The carrying amount of the Group's variable rate long-term debt approximates fair value. The estimated fair value of all long-term debt at June 30, 2014 and 2013, was $443,014,000 and $442,890,000, respectively.

14. Temporarily Restricted Net Assets

At June 30, 2014 and 2013, temporarily restricted net assets are restricted for use, as follows:

	2014	2013
Hospital capital additions	**$ 8,112,000**	$ 12,215,000
Hospital operating programs	**8,522,000**	7,652,000
	$ 16,634,000	$ 19,867,000

15. Subsequent Events

The Group has evaluated the impact of subsequent events through October 3, 2014, representing the date at which the consolidated financial statements were issued.

Supplementary Information

Anne Arundel Health System, Inc. and Subsidiaries

Supplementary Consolidating Balance Sheet

June 30, 2014

	Anne Arundel Health System, Inc.	Anne Arundel Medical Center, Inc. and Subsidiaries	Anne Arundel Health Care Enterprises, Inc.	Anne Arundel Real Estate Holding Company, Inc. and Subsidiaries	Cottage Insurance Company, Ltd.	AAHS Research Institute, Inc.	Physician Enterprise, LLC	Anne Arundel Medical Center Foundation, Inc.	Consolidating and Eliminating Entries: Cottage Insurance Company, Ltd.	Consolidating and Eliminating Entries: Other Subsidiaries	Consolidated
Assets											
Current assets:											
Cash and cash equivalents	$ 522,000	$ 70,399,000	$ 7,000	$ 1,436,000	$ –	$ 105,000	$ 954,000	$ 2,745,000	$ –	$ –	$ 76,168,000
Short-term investments	–	6,198,000	–	–	–	–	–	429,000	–	–	6,627,000
Current portion of assets whose use is limited	–	12,573,000	–	–	2,312,000	–	–	–	–	–	14,885,000
Patient receivables, net	–	62,580,000	–	–	–	–	6,042,000	–	–	–	68,622,000
Current portion of pledges receivable, net	–	–	–	–	–	–	–	3,525,000	–	–	3,525,000
Inventories	–	8,030,000	92,000	–	–	–	–	–	–	–	8,122,000
Prepaid expenses and other current assets	–	9,800,000	1,306,000	1,078,000	88,000	6,000	1,000	9,000	(2,000,000)	(3,316,000) (1),(4)	6,972,000
Total current assets	522,000	169,580,000	1,405,000	2,514,000	2,400,000	111,000	6,997,000	6,708,000	(2,000,000)	(3,316,000)	184,921,000
Property and equipment	–	649,925,000	11,282,000	134,395,000	–	69,000	611,000	212,000	–	–	796,494,000
Less accumulated depreciation and amortization	–	(273,022,000)	(7,461,000)	(41,786,000)	–	(56,000)	(190,000)	(212,000)	–	–	(322,727,000)
Net property and equipment	–	376,903,000	3,821,000	92,609,000	–	13,000	421,000	–	–	–	473,767,000
Other assets:											
Investments	–	247,287,000	–	–	–	–	–	1,701,000	–	–	248,988,000
Investments in joint ventures	–	–	523,000	7,600,000	–	–	–	–	–	–	8,123,000
Pledges receivable, net	–	–	–	–	–	–	–	6,273,000	–	–	6,273,000
Assets whose use is limited	–	21,877,000	–	–	23,926,000	–	–	16,431,000	–	–	62,234,000
Deferred debt issue costs, net	–	5,832,000	–	268,000	–	–	–	–	–	–	6,100,000
Beneficial interest in net assets of AAMC Foundation, Inc.	–	28,471,000	–	–	–	–	–	–	–	(28,471,000) (7)	–
Restricted collateral for interest rate swap contract	–	51,616,000	–	–	–	–	–	–	–	–	51,616,000
Investment in subsidiaries and other assets	445,426,000	15,152,000	–	–	8,644,000	–	1,224,000	430,000	–	(458,391,000) (1),(2),(4)	12,485,000
Total assets	$ 445,948,000	$ 916,718,000	$ 5,749,000	$ 102,991,000	$ 34,970,000	$ 124,000	$ 8,642,000	$ 31,543,000	$ (2,000,000)	$ (490,178,000)	$ 1,054,507,000

Anne Arundel Health System, Inc. and Subsidiaries

Supplementary Consolidating Balance Sheet (continued)

June 30, 2014

	Anne Arundel Health System, Inc.	Anne Arundel Medical Center, Inc. and Subsidiaries	Anne Arundel Health Care Enterprises, Inc.	Anne Arundel Real Estate Holding Company, Inc. and Subsidiaries	Cottage Insurance Company, Ltd.	AAHS Research Institute, Inc.	Physician Enterprise, LLC	Anne Arundel Medical Center Foundation, Inc.	Consolidating and Eliminating Entries: Cottage Insurance Company, Ltd.	Consolidating and Eliminating Entries: Other Subsidiaries	Consolidated
Liabilities and net assets											
Current liabilities:											
Accounts payable	$ –	$ 17,603,000	$ 1,284,000	$ 1,018,000	$ 2,408,000	$ 59,000	$ –	$ 2,797,000	$ (2,000,000)	$ (2,797,000) (1)	$ 20,372,000
Accrued salaries, wages, and benefits	–	26,524,000	1,290,000	–	–	–	4,632,000	–	–	–	32,446,000
Other accrued expenses	–	17,173,000	17,000	586,000	2,575,000	–	–	275,000	–	–	20,626,000
Current portion of long-term debt and capital lease obligations	–	5,255,000	–	3,878,000	–	–	–	–	–	(520,000) (4)	8,613,000
Advances from third-party payors	–	25,244,000	–	–	–	–	–	–	–	–	25,244,000
Total current liabilities	–	91,799,000	2,591,000	5,482,000	4,983,000	59,000	4,632,000	3,072,000	(2,000,000)	(3,317,000)	107,301,000
Long-term debt and capital lease obligations, less current portion and unamortized original issue discount	–	325,345,000	–	83,082,000	–	–	–	–	–	(4,678,000) (4)	403,749,000
Interest rate swap contract	–	55,626,000	–	–	–	–	–	–	–	–	55,626,000
Accrued pension liability	–	19,270,000	–	–	–	–	–	–	–	–	19,270,000
Other long-term liabilities	–	–	–	8,286,000	20,003,000	–	2,611,000	–	–	(8,286,000) (1)	22,614,000
Total liabilities	–	492,040,000	2,591,000	96,850,000	24,986,000	59,000	7,243,000	3,072,000	(2,000,000)	(16,281,000)	608,560,000
Net assets:											
Unrestricted	418,016,000	396,747,000	3,158,000	6,141,000	9,984,000	65,000	1,399,000	1,221,000	–	(418,715,000) (2),(7)	418,016,000
Temporarily restricted	16,635,000	16,634,000	–	–	–	–	–	16,634,000	–	(33,269,000) (2),(7)	16,634,000
Permanently restricted	11,297,000	11,297,000	–	–	–	–	–	10,616,000	–	(21,913,000) (2),(7)	11,297,000
Total net assets	445,948,000	424,678,000	3,158,000	6,141,000	9,984,000	65,000	1,399,000	28,471,000	–	(473,897,000)	445,947,000
Total liabilities and net assets	$ 445,948,000	$ 916,718,000	$ 5,749,000	$ 102,991,000	$ 34,970,000	$ 124,000	$ 8,642,000	$ 31,543,000	$ (2,000,000)	$ (490,178,000)	$ 1,054,507,000

Anne Arundel Health System, Inc. and Subsidiaries

Supplementary Consolidating Schedule of Revenues, Expenses, Gains, and Losses

Year Ended June 30, 2014

	Anne Arundel Health System, Inc.	Anne Arundel Medical Center, Inc. and Subsidiaries	Anne Arundel Health Care Enterprises, Inc.	Anne Arundel Real Estate Holding Company, Inc. and Subsidiaries	Cottage Insurance Company, Ltd.	AAHS Research Institute, Inc.	Physician Enterprise, LLC	Anne Arundel Medical Center Foundation, Inc.	Consolidating and Eliminating Entries: Cottage Insurance Company, Ltd.	Consolidating and Eliminating Entries: Other Subsidiaries	Consolidated
Operating revenue:											
Net patient service revenue	$ –	$ 517,904,000	$ –	$ –	$ –	$ –	$ 74,328,000	$ –	$ –	$ –	$ 592,232,000
Provision for bad debts	–	(25,075,000)	–	–	–	–	(4,220,000)	–	–	–	(29,295,000)
Net patient service revenue less provision for bad debts	–	492,829,000	–	–	–	–	70,108,000	–	–	–	562,937,000
Other operating revenue	1,377,000	15,439,000	24,946,000	20,082,000	3,805,000	1,466,000	17,108,000	3,664,000	(3,805,000)	(55,902,000) (3),(6)	28,180,000
Total operating revenue	1,377,000	508,268,000	24,946,000	20,082,000	3,805,000	1,466,000	87,216,000	3,664,000	(3,805,000)	(55,902,000) –	591,117,000
Operating expenses:											
Salaries and wages	–	185,160,000	16,049,000	–	–	1,074,000	49,727,000	733,000	–	(1,807,000) (3)	250,936,000
Employee benefits	–	35,887,000	2,470,000	–	–	226,000	3,481,000	154,000	–	(380,000) (3)	41,838,000
Medical supplies and drugs	–	118,435,000	63,000	1,000	–	18,000	3,750,000	8,000	–	–	122,275,000
Purchased services	1,328,000	88,814,000	5,355,000	10,653,000	2,983,000	424,000	36,973,000	1,199,000	(3,805,000)	(51,330,000) (3)	92,594,000
Professional fees	–	15,005,000	–	–	–	9,000	868,000	–	–	(227,000) (3)	15,655,000
Foundation transfer to AAMC and subsidiaries	–	–	–	–	–	–	–	2,081,000	–	(2,081,000) (6)	–
Depreciation and amortization	–	30,987,000	1,383,000	4,592,000	–	8,000	61,000	1,000	–	–	37,032,000
Interest	–	15,182,000	–	1,244,000	–	–	–	–	–	(77,000) (6)	16,349,000
Total operating expenses	1,328,000	489,470,000	25,320,000	16,490,000	2,983,000	1,759,000	94,860,000	4,176,000	(3,805,000)	(55,902,000)	576,679,000
Operating income (loss)	49,000	18,798,000	(374,000)	3,592,000	822,000	(293,000)	(7,644,000)	(512,000)	–	–	14,438,000
Other income (loss):											
Investment income, net	–	7,455,000	–	30,000	742,000	–	–	37,000	–	–	8,264,000
Income (loss) from joint ventures and other, net	36,834,000	(565,000)	(90,000)	320,000	–	–	–	–	–	(36,834,000) (5)	(335,000)
Change in unrealized gains on trading securities, net	–	22,604,000	–	–	852,000	–	–	148,000	–	–	23,604,000
Realized and unrealized losses on interest rate swap contracts, net	–	(9,088,000)	–	–	–	–	–	–	–	–	(9,088,000)
Total other income (loss), net	36,834,000	20,406,000	(90,000)	350,000	1,594,000	–	–	185,000	–	(36,834,000)	22,445,000
Revenues and gains in excess of (less than) expenses	$ 36,883,000	$ 39,204,000	$ (464,000)	$ 3,942,000	$ 2,416,000	$ (293,000)	$ (7,644,000)	$ (327,000)	$ –	$ (36,834,000)	$ 36,883,000

Anne Arundel Medical Center, Inc. and Subsidiaries

Supplementary Consolidating Balance Sheet

June 30, 2014

	Anne Arundel Medical Center, Inc.	Anne Arundel Health Care Services, Inc.	Anne Arundel General Treatment Services, Inc.	Consolidating and Eliminating Entries	Consolidated
Assets					
Current assets:					
Cash and cash equivalents	$ 31,613,000	$ 38,785,000	$ 1,000	$ –	$ 70,399,000
Short-term investments	6,198,000	–	–	–	6,198,000
Current portion of assets whose use is limited	12,573,000	–	–	–	12,573,000
Patient receivables, net	58,859,000	2,949,000	772,000	–	62,580,000
Inventories	8,030,000	–	–	–	8,030,000
Due from affiliates, net	5,317,000	9,632,000	1,216,000	(10,848,000) (1)	5,317,000
Prepaid expenses and other current assets	4,316,000	166,000	1,000	–	4,483,000
Total current assets	126,906,000	51,532,000	1,990,000	(10,848,000)	169,580,000
Property and equipment	617,775,000	25,858,000	6,292,000	–	649,925,000
Less accumulated depreciation and amortization	(248,802,000)	(20,907,000)	(3,313,000)	–	(273,022,000)
Net property and equipment	368,973,000	4,951,000	2,979,000	–	376,903,000
Other assets:					
Investments	247,287,000	–	–	–	247,287,000
Assets whose use is limited	21,877,000	–	–	–	21,877,000
Deferred debt issue costs, net	5,832,000	–	–	–	5,832,000
Beneficial interest in net assets of Anne Arundel Medical Center Foundation, Inc.	28,471,000	–	–	–	28,471,000
Notes receivable from affiliate	4,678,000	–	–	–	4,678,000
Restricted collateral for interest rate swap contract	51,616,000	–	–	–	51,616,000
Investments in subsidiaries and other assets, net	70,888,000	–	–	(60,414,000) (2)	10,474,000
Total assets	$ 926,528,000	$ 56,483,000	$ 4,969,000	$ (71,262,000)	$ 916,718,000

Anne Arundel Medical Center, Inc. and Subsidiaries

Supplementary Consolidating Balance Sheet (continued)

June 30, 2014

	Anne Arundel Medical Center, Inc.	Anne Arundel Health Care Services, Inc.	Anne Arundel General Treatment Services, Inc.	Consolidating and Eliminating Entries	Consolidated
Liabilities and net assets					
Current liabilities:					
Accounts payable	$ 16,565,000	$ 1,021,000	$ 17,000	$ –	$ 17,603,000
Accrued salaries, wages, and benefits	26,524,000	–	–	–	26,524,000
Other accrued expenses	17,173,000	–	–	–	17,173,000
Current portion of long-term debt and capital lease obligations	5,255,000	–	–	–	5,255,000
Intercompany payables	10,848,000	–	–	(10,848,000) (1)	–
Advances from third-party payors	25,244,000	–	–	–	25,244,000
Total current liabilities	101,609,000	1,021,000	17,000	(10,848,000)	91,799,000
Long-term debt and capital lease obligations, less current portion and unamortized original issue premium	325,345,000	–	–	–	325,345,000
Interest rate swap contract	55,626,000	–	–	–	55,626,000
Accrued pension liability	19,270,000	–	–	–	19,270,000
Total liabilities	501,850,000	1,021,000	17,000	(10,848,000)	492,040,000
Net assets:					
Unrestricted	396,747,000	55,462,000	4,952,000	(60,414,000) (2)	396,747,000
Temporarily restricted	16,634,000	–	–	–	16,634,000
Permanently restricted	11,297,000	–	–	–	11,297,000
Total net assets	424,678,000	55,462,000	4,952,000	(60,414,000)	424,678,000
Total liabilities and net assets	$ 926,528,000	$ 56,483,000	$ 4,969,000	$ (71,262,000)	$ 916,718,000

Anne Arundel Medical Center, Inc. and Subsidiaries

Supplementary Consolidating Schedule of Revenues, Expenses, Gains, and Losses

Year Ended June 30, 2014

	Anne Arundel Medical Center, Inc.	Anne Arundel Health Care Services, Inc.	Anne Arundel General Treatment Services, Inc.	Consolidating and Eliminating Entries	Consolidated
Operating revenue:					
Net patient service revenue	$ 480,658,000	$ 31,073,000	$ 6,173,000	$ –	$ 517,904,000
Provision for bad debts	(22,624,000)	(1,961,000)	(490,000)	–	(25,075,000)
Net patient service revenue less provision for bad debts	458,034,000	29,112,000	5,683,000	–	492,829,000
Other operating revenue	25,994,000	–	86,000	(10,641,000) (3)	15,439,000
Total operating revenue	484,028,000	29,112,000	5,769,000	(10,641,000)	508,268,000
Operating expenses:					
Salaries and wages	185,160,000	5,510,000	2,914,000	(8,424,000) (3)	185,160,000
Employee benefits	35,887,000	1,157,000	612,000	(1,769,000) (3)	35,887,000
Medical supplies and drugs	117,119,000	1,060,000	332,000	(76,000) (3)	118,435,000
Purchased services	80,736,000	7,812,000	638,000	(372,000) (3)	88,814,000
Professional fees	8,230,000	6,706,000	69,000	–	15,005,000
Depreciation and amortization	29,604,000	1,213,000	170,000	–	30,987,000
Interest	15,182,000	–	–	–	15,182,000
Total operating expenses	471,918,000	23,458,000	4,735,000	(10,641,000)	489,470,000
Operating income	12,110,000	5,654,000	1,034,000	–	18,798,000
Other income (loss):					
Investment income, net	7,455,000	–	–	–	7,455,000
Loss from joint venture and other, net	6,123,000	–	–	(6,688,000) (5)	(565,000)
Change in unrealized gains on trading securities, net	22,604,000	–	–	–	22,604,000
Realized and unrealized losses on interest rate swap contracts, net	(9,088,000)	–	–	–	(9,088,000)
Total other income (loss), net	27,094,000	–	–	(6,688,000)	20,406,000
Revenues and gains in excess of (less than) expenses	$ 39,204,000	$ 5,654,000	$ 1,034,000	$ (6,688,000)	$ 39,204,000

Anne Arundel Health System, Inc. and Subsidiaries

Supplementary Description of Consolidating and Eliminating Entries

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 management fees, staffing contracts, captive insurance premiums, and operating leases.

4. To eliminate intercompany notes.

5. To eliminate income of wholly owned subsidiaries.

6. To eliminate intercompany revenue/expense for interest and other miscellaneous transactions.

7. To eliminate the Hospital’s beneficial interest in Anne Arundel Medical Center Foundation, Inc.

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