

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINED FINANCIAL STATEMENTS
for the years ended June 30, 2021 and 2020



C O N T E N T S

	<u>Pages</u>
Independent Auditor's Report	1-2
Combined Financial Statements:	
Balance Sheets	3-4
Statements of Operations and Changes in Net Assets	5-6
Statements of Cash Flows	7-8
Notes to Combined Financial Statements	9-48
Combining Information:	
Independent Auditor's Report on Combining Information	49
Balance Sheets	50-57
Statements of Excess Revenues (Expenses)	58-61
Statements of Cash Flows	62-69
Independent Auditor's Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with <i>Government Auditing Standards</i>	70-71



INDEPENDENT AUDITOR'S REPORT

Board of Trustees
St. Joseph's/Candler Health System, Inc.
Savannah, Georgia

We have audited the accompanying combined financial statements of St. Joseph's/Candler Health System, Inc. (System), which comprise the combined balance sheets as of June 30, 2021 and 2020, and the related combined statements of operations and changes in net assets and cash flows for the years then ended, and the related notes to the combined financial statements.

Management's Responsibility for the Combined Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these combined financial statements based on our audits. We did not audit the financial statements of Geechee Reinsurance Company, LLC, a wholly-owned subsidiary, which statements reflect total assets constituting 7% and 6% of combined total assets at June 30, 2021 and 2020, respectively, and total revenues constituting 1% of combined total revenues 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 Geechee Reinsurance Company, LLC, 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 of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined financial statements are free from material misstatement.

Continued

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An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the combined 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 combined 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 combined 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 the other auditors, the combined financial statements referred to above present fairly, in all material respects, the financial position of St. Joseph's/Candler Health System, Inc. as of June 30, 2021 and 2020, and the results of its operations and changes in net assets and cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated October 21, 2021, on our consideration of the System's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the System's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the System's internal control over financial reporting and compliance.

Draffin & Tucker, LLP

Albany, Georgia
October 21, 2021

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINED BALANCE SHEETS
as of June 30, 2021 and 2020

	<u>2021</u>	<u>2020</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 128,685,229	\$ 155,593,194
Assets limited as to use required for current liabilities	6,058,200	6,905,237
Patient accounts receivable, net	94,380,875	71,060,136
Other receivables	11,185,760	11,131,106
Inventories	24,431,162	18,517,025
Prepaid expenses	9,568,160	7,033,332
Estimated third-party payor settlements	<u>5,036,609</u>	<u>4,155,307</u>
Total current assets	<u>279,345,995</u>	<u>274,395,337</u>
Assets limited as to use:		
Held in trust under bond indenture	25,477,159	25,662,118
Restricted under interest rate swap and deferred compensation agreements	5,474,053	4,610,467
Board designated	<u>300,054,892</u>	<u>212,021,597</u>
Total assets limited as to use	<u>331,006,104</u>	<u>242,294,182</u>
Property and equipment, net	<u>271,984,760</u>	<u>263,611,670</u>
Other assets:		
Long-term investments	4,450,649	2,084,948
Goodwill on long-term investments	56,577,257	56,577,257
Operating lease right-of-use assets	11,335,534	13,945,463
Beneficial interest in net assets of Foundations	<u>15,524,332</u>	<u>12,699,740</u>
Total other assets	<u>87,887,772</u>	<u>85,307,408</u>
Total assets	<u>\$ 970,224,631</u>	<u>\$ 865,608,597</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINED BALANCE SHEETS, Continued
as of June 30, 2021 and 2020

	<u>2021</u>	<u>2020</u>
LIABILITIES AND NET ASSETS		
Current liabilities:		
Current maturities of long-term debt	\$ 1,927,912	\$ 1,523,041
Current portion of operating lease liabilities	2,285,874	2,588,510
Accounts payable	37,408,517	35,163,178
Accrued employee related expenses	37,191,494	29,842,484
Other accrued expenses	15,248,064	14,517,025
Medicare advance payments, current portion	44,413,944	8,402,163
CARES Act refundable advance	<u>6,777,944</u>	<u>-</u>
Total current liabilities	145,253,749	92,036,401
Medicare advance payments, excluding current portion	13,517,561	57,849,847
Long-term debt, excluding current maturities	273,226,248	274,046,285
Operating lease liabilities, excluding current portion	9,270,874	11,413,653
Accrued self-insurance claims	26,040,440	25,160,839
Accrued pension cost	6,345,128	18,322,419
Deferred compensation payable	12,044,706	10,637,991
Derivative financial instruments	<u>1,399,943</u>	<u>3,092,078</u>
Total liabilities	<u>487,098,649</u>	<u>492,559,513</u>
Net assets:		
St. Joseph's/Candler Health System, Inc. net assets:		
Without donor restrictions	466,179,957	357,939,764
With donor restrictions:		
Purpose restrictions	9,093,649	8,501,024
Perpetual in nature	<u>1,035,000</u>	<u>1,035,000</u>
Total St. Joseph's/Candler Health System, Inc. net assets	476,308,606	367,475,788
Noncontrolling interest in joint ventures	<u>6,817,376</u>	<u>5,573,296</u>
Total net assets	<u>483,125,982</u>	<u>373,049,084</u>
Total liabilities and net assets	<u>\$ 970,224,631</u>	<u>\$ 865,608,597</u>

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

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINED STATEMENTS OF OPERATIONS AND
CHANGES IN NET ASSETS
for the years ended June 30, 2021 and 2020

	<u>2021</u>	<u>2020</u>
Revenues, gains and other support:		
Net patient service revenue	\$ 708,872,428	\$ 612,391,015
Other revenue	<u>67,904,505</u>	<u>80,442,687</u>
Total revenues, gains and other support	<u>776,776,933</u>	<u>692,833,702</u>
Expenses:		
Salaries and wages	270,895,241	246,890,958
Employee benefits	50,410,980	45,482,736
Physician and professional fees	62,732,246	54,681,741
Materials and supplies	219,220,215	192,679,204
Purchased services	42,462,306	37,991,553
Insurance	6,669,193	9,495,664
Interest	10,466,909	8,973,268
Depreciation and amortization	28,435,879	26,406,254
Other	<u>49,461,910</u>	<u>44,084,074</u>
Total expenses	<u>740,754,879</u>	<u>666,685,452</u>
Income from operations	<u>36,022,054</u>	<u>26,148,250</u>
Nonoperating income (loss):		
Investment income	9,247,019	6,507,763
Unrealized gains (losses) on securities	54,298,213	(3,675,446)
Increase (decrease) in fair value of derivative instruments	1,692,135	(3,123,606)
Net periodic pension cost	356,550	(138,023)
Other nonoperating losses	<u>(421,486)</u>	<u>(861,109)</u>
Nonoperating income (loss), net	<u>65,172,431</u>	<u>(1,290,421)</u>
Revenues and gains in excess of expenses and losses	101,194,485	24,857,829
Net gain attributable to noncontrolling interest in joint ventures	<u>(3,005,723)</u>	<u>(375,568)</u>
Revenues and gains in excess of expenses and losses after noncontrolling interest	98,188,762	24,482,261

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINED STATEMENTS OF OPERATIONS AND
CHANGES IN NET ASSETS, Continued
for the years ended June 30, 2021 and 2020

	<u>2021</u>	<u>2020</u>
Net assets without donor restrictions:		
Increase in beneficial interest in net assets of Foundations	\$ 2,231,967	\$ 713,801
Contributions for property	198,722	580,916
Change in actuarial loss on defined benefit pension plan	4,948,492	3,221,912
Amortization of actuarial loss on defined benefit pension plan	3,502,362	3,835,891
Amortization of prior service cost on defined benefit pension plan	(830,112)	(830,112)
Increase in net assets without donor restrictions	108,240,193	32,004,669
Net assets with donor restrictions:		
Increase (decrease) in beneficial interest in net assets of Foundations, net	<u>592,625</u>	(15,166)
Increase in St. Joseph's/Candler Health System, Inc. net assets	108,832,818	31,989,503
Net assets, beginning of year	<u>367,475,788</u>	<u>335,486,285</u>
Net assets, end of year	\$ <u>476,308,606</u>	\$ <u>367,475,788</u>
Noncontrolling interest in joint ventures:		
Net income	\$ 3,005,723	\$ 375,568
Purchase of noncontrolling interest	423,465	-
Contributions from (distributions to) partners	(2,185,108)	<u>184,305</u>
Increase in noncontrolling interest	1,244,080	559,873
Noncontrolling interest in joint ventures, beginning of year	<u>5,573,296</u>	<u>5,013,423</u>
Noncontrolling interest in joint ventures, end of year	\$ <u>6,817,376</u>	\$ <u>5,573,296</u>

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

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINED STATEMENTS OF CASH FLOWS
for the years ended June 30, 2021 and 2020

	<u>2021</u>	<u>2020</u>
Cash flows from operating activities:		
Increase in net assets including noncontrolling interest	\$ 110,076,898	\$ 32,549,376
Adjustments to reconcile increase in net assets to net cash provided by operating activities:		
Change in fair value of derivative instruments	(1,692,135)	3,123,606
Beneficial interest in net assets of Foundations, net	(2,824,592)	(698,635)
Net realized and unrealized (gains) losses on investments	(56,205,638)	3,504,063
Depreciation and amortization	28,435,880	26,406,254
Amortization of bond premium/issuance cost	(455,314)	(218,582)
Contributions from (distributions to) partners	2,185,108	(184,305)
Contributions for property	(198,722)	(580,915)
Changes in:		
Patient accounts receivable	(23,320,739)	4,444,208
Other receivables	(54,654)	2,008,880
Inventories	(5,914,137)	(2,973,431)
Prepaid expenses	(2,534,828)	(691,859)
Accounts payable	2,245,339	2,779,824
Accrued liabilities	8,080,049	12,172,859
Estimated third-party payor settlements and Medicare advance payments	(9,201,807)	65,087,406
CARES Act refundable advance	6,777,944	-
Accrued self-insurance claims	879,601	(51,288)
Accrued pension costs	(11,977,291)	(10,089,669)
Deferred compensation payable	<u>1,406,715</u>	<u>419,945</u>
Net cash provided by operating activities	<u>45,707,677</u>	<u>137,007,737</u>
Cash flows from investing activities:		
Purchases of property and equipment	(35,844,455)	(60,833,910)
Proceeds from sale of assets limited as to use	208,365,405	54,197,452
Purchases of assets limited as to use	(242,258,412)	(81,975,661)
Proceeds from interest rate swap termination	-	572,000
Payments on pledged collateral for swaps	-	(600,000)
Sales (purchases) of long-term investments, net	<u>(2,365,701)</u>	<u>524,836</u>
Net cash used by investing activities	<u>(72,103,163)</u>	<u>(88,115,283)</u>

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ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINED STATEMENTS OF CASH FLOWS, Continued
for the years ended June 30, 2021 and 2020

	<u>2021</u>	<u>2020</u>
Cash flows from financing activities:		
Repayment of long-term debt	\$ -	\$(103,381,181)
Proceeds from issuance of long-term debt	-	196,720,126
Payments on finance lease liabilities	(759,852)	(668,301)
Contributions for property	198,722	580,915
Contributions from (distributions to) partners	(2,185,108)	184,305
Net cash provided (used) by financing activities	(2,746,238)	93,435,864
Net increase (decrease) in cash and cash equivalents	(29,141,724)	142,328,318
Cash and cash equivalents, beginning of year	169,868,581	27,540,263
Cash and cash equivalents, end of year	\$ 140,726,857	\$ 169,868,581
Reconciliation of cash and cash equivalents to the combined balance sheets:		
Cash and cash equivalents in current assets	\$ 128,685,229	\$ 155,593,194
Cash and cash equivalents in assets limited as to use	12,041,628	14,275,387
Total	\$ 140,726,857	\$ 169,868,581
Supplemental disclosures of cash flow information:		
Cash paid during the year for interest	\$ 12,709,900	\$ 5,078,691
Assets acquired through leases	\$ -	\$ 681,229

- The System entered in to new debt of \$800,000 to purchase a new building in 2021.

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

NOTES TO COMBINED FINANCIAL STATEMENTS

June 30, 2021 and 2020

1. Summary of Significant Accounting Policies

Organization

St. Joseph's/Candler Health System, Inc. (System), a not-for-profit membership corporation, was formed in 1997 under a Joint Operating Agreement entered into between Candler Hospital, Inc. (CH), Saint Joseph's Hospital, Inc. (SJH), and their various respective affiliates, such that the System became the parent organization of CH, SJH, and the affiliates. The Sisters of Mercy of the Americas, Inc. (SMA) is the sole member of the System.

The System is governed by its Board of Trustees (Board) with 19 members. The Board is self-perpetuating and elects its own members, except for the right of the South Central Leadership Team of SMA to appoint three trustees who shall be Sisters of SMA or another congregation of Roman Catholic religious women; and three trustees serve as ex-officio members, the System CEO (ex-officio voting) and the Presidents of the Medical Staff of CH and SJH (ex-officio nonvoting).

The System operates a comprehensive integrated healthcare network and serves as the controlling body of its affiliated entities as follows:

CH is a not-for-profit corporation, of which the System is the sole member, established to provide comprehensive health care services through the operation of a 384-bed acute care hospital in Savannah, Georgia. CH is the sole member of and operates SJC Oncology Services - Georgia, LLC in Savannah, Georgia, SJC Oncology Services - South Carolina, LLC in Hilton Head, South Carolina, Candler Medical Oncology Practice, LLC, Candler ENT Practice, LLC, and SJ/SC Cardiology, LLC, all of which are single member LLC's that provide advanced radiation oncology and other specialized services.

SJH is a not-for-profit corporation, of which the System is the sole member, established to provide comprehensive health care services through the operation of a 330-bed acute care hospital in Savannah, Georgia. SJH is the sole member of and operates St. Joseph's Medical Group, LLC, St. Joseph's Cardiology Group, LLC, SJC Electrophysiology, LLC, and St. Joseph's Vascular Group, LLC, all of which are single member LLC's that provide specialized physician services.

SJC Home Health, Inc. (Home Health) is a not-for-profit corporation, of which the System is the sole member, established to provide home health services in a twenty-one county area in southeast Georgia.

Georgia Infirmary, Inc. (Infirmary) is a not-for-profit corporation, of which the System is the sole corporate member. The System shall have, and may exercise with respect to the Infirmary, all rights and authorities granted by law to members of nonprofit corporations in Georgia or the bylaws of the Infirmary, except that the System does not have the authority to change the mission of the Infirmary as outlined in the Infirmary's original Articles of Incorporation. In the event of any merger or sale of substantially all of the assets of the System, all membership interest of the System in the Infirmary shall be deemed surrendered by the System and reverted to the Infirmary. The Infirmary is an adult day health provider and also provides a case management program to improve health outcomes for elderly or disabled Medicaid recipients with chronic medical conditions.

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 2020

1. Summary of Significant Accounting Policies, Continued

Organization, Continued

SJC Ventures, Inc. (SJCVC) is a for-profit corporation and wholly owned stock subsidiary of the System organized to be the sole shareholder of SJC Medical Group, Inc., SJC Properties, Inc. and SJC Health Services, Inc., thereby creating an affiliated group of corporations eligible to report on a consolidated basis for federal income tax purposes within the meaning of the Internal Revenue Code of 1986, as amended. In the accompanying combining information, the wholly owned subsidiaries of SJCVC are presented separately.

SJC Medical Group, Inc. (SJCMG) is a for-profit corporation which owns, operates, and manages physician practices, in addition to performing billing services, of which SJCVC is the sole shareholder. SJCMG maintains a controlling interest in Chatham Hospitalists, LLC.

SJC Properties, Inc. (Properties) is a for-profit corporation, wholly owned by SJCVC, which owns and develops certain real estate and manages several medical office buildings.

SJC Health Services, Inc. (Health Services) is a for-profit corporation, wholly owned by SJCVC, organized to further the health care delivery of the System. Health Services maintains a controlling interest in SJC/Wayne Medical Oncology, LLC and St. Joseph's/Candler Urgent Care Centers, LLC.

Geechee Reinsurance Company, LLC (Geechee) is a captive insurance company formed under the laws of the State of South Carolina to insure the general and professional liability risks of the System. Geechee is organized as a single member LLC with the System as its sole member.

The combined financial statements include the accounts of St. Joseph's/Candler Health System, Inc. and its affiliated entities. All significant intercompany accounts and transactions have been eliminated.

Basis of Accounting

These combined financial statements, which are presented on the accrual basis of accounting, have been prepared to focus on the System as a whole and to present balances and transactions according to the existence or absence of donor-imposed restrictions. This has been accomplished by classifying net assets and transactions as net assets without donor restrictions and net assets with donor restrictions.

Net assets without donor restrictions - net assets available for use in general operations and not subject to donor imposed restrictions. The Board of Trustees has discretionary control over these resources. Designated amounts represent those net assets that the Board has set aside for a particular purpose. All revenue not restricted by donors and donor restricted contributions whose restrictions are met in the same period in which they are received are accounted for in net assets without donor restrictions.

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 2020

1. Summary of Significant Accounting Policies, Continued

Basis of Accounting, Continued

Net assets with donor restrictions - net assets subject to donor imposed restrictions. Some donor imposed restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other donor imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. All revenues restricted by donors as to either timing, purpose of the related expenditures, or required to be maintained in perpetuity as a source of investment income are accounted for in net assets with donor restrictions. When a donor restriction expires, that is when a stipulated time restriction ends or purpose restriction is accomplished, net assets with donor restrictions are reclassified to net assets without donor restrictions.

Use of Estimates

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

Cash and Cash Equivalents

Cash and cash equivalents include investments in highly liquid debt instruments such as certificates of deposit, commercial paper and money market accounts purchased with a maturity of three months or less.

Pension Cost

The System sponsors a frozen defined benefit pension plan. The System recognizes the overfunded and underfunded status of the defined benefit pension plan in its combined balance sheets. Changes in the funded status are recorded in the year in which the changes occurred in the combined statements of operations and changes in net assets. Components of the net periodic pension cost other than service cost are reported in nonoperating income (loss). See Note 13 for additional information.

Inventories

Inventories are stated at the lower of cost and net realizable value, as determined on a first-in, first-out basis.

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 2020

1. Summary of Significant Accounting Policies, Continued

Investments

Investments in equity securities with readily determinable fair values and all investments in debt securities, which are all classified as trading securities, are measured at fair value in the combined balance sheets. For investments in equity securities without a readily determinable fair value that do not qualify for the net asset value (NAV) practical expedient in ASC 820-10-35-59, an entity is permitted to elect a practicability exception to fair value measurement, under which the investment will be measured at cost, less impairment, plus or minus observable price changes (in orderly transactions) of an identical or similar investment of the same issuer. Investment income or loss (including realized and unrealized gains and losses on investments, interest and dividends) is included in excess revenues unless the income or loss is restricted by donor or law.

Assets Limited as to Use

Assets limited as to use primarily include assets held by trustees under indenture agreements; restricted assets under an interest rate swap agreement and a deferred compensation agreement; and designated assets set aside by the Board for future capital improvements, self-insurance and unfunded deferred compensation, over which the Board retains control and may at its discretion subsequently use for other purposes. Amounts required to meet current liabilities of the System have been reclassified in the combined balance sheets at June 30, 2021 and 2020.

Property and Equipment

Property and equipment acquisitions are recorded at cost. Depreciation is provided over the estimated useful life of each class of depreciable asset and is computed on the straight-line method. Finance lease assets are amortized on the straight-line method over the shorter period of the lease term or the estimated useful life of the asset. Such amortization is included in depreciation and amortization in the combined financial statements. Interest costs incurred on borrowed funds during the period of construction of capital assets is capitalized as a component of the cost of acquiring those assets.

Gifts of long-lived assets, such as land, buildings, or equipment, are reported as increases in net assets without donor restrictions, and are excluded from excess revenues, unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as increases in net assets with donor restrictions. Absent explicit donor stipulations addressing how long those long-lived assets must be maintained, expirations of donor restrictions are reported when the donated or acquired long-lived assets are placed in service.

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 2020

1. Summary of Significant Accounting Policies, Continued

Derivative Financial Instruments

The System accounts for its derivative financial instruments in accordance with FASB ASC 815, *Derivatives and Hedging*. FASB ASC 815 requires an entity to recognize all derivative instruments as either assets or liabilities in the combined balance sheets and to measure those instruments at fair value. FASB ASC 815 also requires that changes in the derivatives' fair values be recognized in the combined statement of operations and changes in net assets unless specific hedge accounting criteria are met. The System did not elect hedge accounting for its derivative instruments.

Goodwill

Goodwill and intangible assets with indefinite lives are tested for impairment annually and more frequently in the event of an impairment indicator. Intangible assets with definite lives are amortized over their respective estimated useful lives, and reviewed whenever events or circumstances indicate impairment may exist.

The System assesses qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, the System determines it is more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is required. If the two-step impairment test is determined to be necessary, and in step two the carrying value of a reporting unit's goodwill exceeds its implied fair value, an impairment loss equal to the difference will be recorded.

During 2021, the System considered certain factors such as whether macroeconomic conditions, industry considerations, cost factors, and the sequence of events during the COVID-19 pandemic constituted a triggering event. The System's evaluation determined it is not more likely than not that the reporting unit's fair value is less than its' carrying value.

As of June 30, 2021 and 2020, the System had goodwill of \$56,577,257. The System has elected June 30th as its annual impairment assessment date. The System completed its annual impairment assessment and concluded that no material goodwill or indefinite lived intangible asset impairment charge was required for 2021.

Beneficial Interest in Net Assets of Foundations

The System accounts for the activities of its related Foundations in accordance with FASB ASC 958-20, *Not-for-Profit Entities, Financially Interrelated Entities*. FASB ASC 958-20 establishes reporting standards for transactions in which a donor makes a contribution to a not-for-profit organization which accepts the assets on behalf of or transfers these assets to a beneficiary which is specified by the donor. The St. Joseph's Foundation of Savannah, Inc. and Candler Foundation, Inc. accept assets on behalf of SJH and CH, respectively.

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NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 2020

1. Summary of Significant Accounting Policies, Continued

Deferred Financing Costs

Costs related to the issuance of long-term debt were deferred and are being amortized using the straight-line method over the life of the related debt which approximates the effective interest method. These costs are reported on the combined balance sheets as a direct deduction from the carrying amount of the related debt liability.

Revenues and Gains in Excess of Expenses and Losses

The combined statements of operations and changes in net assets includes revenues and gains in excess of expenses and losses. Changes in net assets without donor restrictions which are excluded from revenues and gains in excess of expenses and losses, consistent with industry practice, include permanent transfers of assets to and from affiliates for other than goods and services, adjustments to pension obligations, and contributions of long-lived assets (including assets acquired using contributions which by donor restriction were to be used for the purposes of acquiring such assets).

Patient Service Revenue

The System has agreements with third-party payors that provide for payments to the System at amounts different from its established rates. Payment arrangements include prospectively determined rates per discharge, reimbursed costs, discounted charges, and per diem payments. Net patient service revenue is reported at the amount that reflects the consideration to which the System expects to be entitled in exchange for providing patient care. These amounts are due from patients, third-party payors, and others and includes variable consideration for retroactive revenue adjustments under reimbursement arrangements with third-party payors. Retroactive adjustments are included in the determination of the estimated transaction price and adjusted in future periods as settlements are determined.

Charity Care

The System provides care to patients who meet certain criteria under its financial assistance policy without charge or at amounts less than its established rates. Because the System does not pursue collection of amounts determined to qualify as charity care, they are not reported as revenue.

Estimated Self-Insurance Costs

The provision for estimated malpractice claims and other claims under self-insurance plans include estimates of the ultimate costs for both reported claims and claims incurred but not reported.

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 2020

1. Summary of Significant Accounting Policies, Continued

Income Taxes

The System, CH, SJH, Home Health and Infirmar y are generally exempt from federal and state income taxes under Section 501(c)(3) of the Internal Revenue Code. Only net income from activities designated as unrelated to the exempt purposes of CH, SJH, Home Health, and Infirmar y are subject to federal and state unrelated business income tax. Geechee is organized as a single member LLC owned by System and is treated as a disregarded entity for tax purposes.

The System applies accounting policies that prescribe when to recognize and how to measure the financial statement effects of income tax positions taken or expected to be taken on its income tax returns. These rules require management to evaluate the likelihood that, upon examination by the relevant taxing jurisdictions, those income tax positions would be sustained. Based on that evaluation, the System only recognizes the maximum benefit of each income tax position that is more than 50% likely of being sustained. To the extent that all or a portion of the benefits of an income tax position are not recognized, a liability would be recognized for the unrecognized benefits, along with any interest and penalties that would result from disallowance of the position. Should any such penalties and interest be incurred, they would be recognized as operating expenses.

Based on the results of management's evaluation, no liability is recognized in the accompanying combined balance sheets for unrecognized income tax positions. Further, no interest or penalties have been accrued or charged to expense as of June 30, 2021 and 2020 or for the years then ended. The System's tax returns are subject to possible examination by the taxing authorities. For federal income tax purposes, the tax returns essentially remain open for possible examination for a period of three years after the respective filing deadlines of those returns.

SJCV, SJCMG, Properties, and Health Services have generally incurred operating losses for tax purposes and have not recorded a current or deferred tax provision due to significant net operating loss (NOL) carryforwards which would be utilized to offset any potential tax liabilities generated from future taxable income. At June 30, 2021, NOL carryforwards expiring through 2041 amounted to approximately \$82,912,000 and are available for the offset of future taxable income. No asset has been recognized related to this NOL carryforward due to continued operating losses.

Impairment of Long-Lived Assets

The System evaluates on an ongoing basis the recoverability of its assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is required to be recognized if the carrying value of the asset exceeds the undiscounted future net cash flows associated with that asset. The impairment loss to be recognized is the amount by which the carrying value of the long-lived asset exceeds the asset's fair value. In most instances, the fair value is determined by discounted estimated future cash flows using an appropriate interest rate. The System has not recorded any material impairment charges in the accompanying combined statements of operations and changes in net assets for the years ended June 30, 2021 and 2020.

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 2020

1. Summary of Significant Accounting Policies, Continued

Refundable Advance

A refundable advance arises when assets are recognized before revenue recognition criteria have been satisfied. CARES Act advance payments are reported as a refundable advance until donor conditions such as qualifying expenditures have been substantially met. See Note 20 for additional information.

Fair Value Measurements

FASB ASC 820, *Fair Value Measurement and Disclosures*, defines fair value as the amount that would be received for an asset or paid to transfer a liability (i.e., an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. FASB ASC 820 also establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. FASB ASC 820 describes the following three levels of inputs that may be used:

- *Level 1:* Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets and liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.
- *Level 2:* Observable prices that are based on inputs not quoted on active markets but corroborated by market data.
- *Level 3:* Unobservable inputs when there is little or no market data available, thereby requiring an entity to develop its own assumptions. The fair value hierarchy gives the lowest priority to Level 3 inputs.

Accounting Pronouncements Not Yet Adopted

In August 2017, the FASB issued Accounting Standards Update (ASU) 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities*. The amendments in ASU 2017-12 apply to any entity that elects to apply hedge accounting in accordance with U.S. generally accepted accounting principles (U.S. GAAP). The standard is effective for the System as of July 1, 2021. The System is continuing to evaluate the impact the standard will have on the combined financial statements.

In August 2018, the FASB issued Accounting Standards Update (ASU) 2018-14, *Compensation-Retirement Benefits-Defined Benefit Plans-General (Subtopic 715-20) Disclosure Framework-Changes to the Disclosure Requirements for Defined Benefit Plans*. The amendments in ASU 2018-14 modify the disclosure requirements for employers that sponsor defined benefit pension or other postretirement plans. The standard is effective for the System as of July 1, 2021. The System is continuing to evaluate the impact the standard will have on the combined financial statements.

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 20201. Summary of Significant Accounting Policies, ContinuedAccounting Pronouncements Not Yet Adopted, Continued

In April 2019, the FASB issued Accounting Standards Update (ASU) 2019-04, *Codification Improvements to Topic 326, Financial Instruments-Credit Losses, Topic 815, Derivatives and Hedging, and Topic 825, Financial Instruments*. The amendments in ASU 2019-04 make clarifications and minor improvements related to the following recently issued accounting standards: ASU 2016-01, *Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*, ASU 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, ASU 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities*. The standard is effective for the System as of July 1, 2021. The System is continuing to evaluate the impact the standard will have on the combined financial statements.

Prior Year Reclassifications

Certain reclassifications have been made to the fiscal year 2020 combined financial statements to conform to the fiscal year 2021 presentation. These reclassifications had no impact on the change in net assets in the accompanying combined financial statements.

Subsequent Events

In preparing these combined financial statements, the System has evaluated events and transactions for potential recognition or disclosure through October 21, 2021, the date the combined financial statements were issued.

2. InvestmentsAssets Limited as to Use

The composition of assets limited as to use at June 30, 2021 and 2020 is set forth in the following table. Investments are stated at fair value.

	<u>2021</u>	<u>2020</u>
Held in trust under bond indenture:		
Cash and cash equivalents	\$ 10,171,710	\$ 11,235,532
Mutual funds - fixed income	<u>21,363,649</u>	<u>21,331,823</u>
Total	<u>31,535,359</u>	<u>32,567,355</u>
Interest rate swap agreement and deferred compensation agreements:		
Mutual funds - equity	<u>5,474,053</u>	<u>4,610,467</u>
Total	<u>5,474,053</u>	<u>4,610,467</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 20202. Investments, ContinuedAssets Limited as to Use, Continued

	<u>2021</u>	<u>2020</u>
Board designated:		
Cash and cash equivalents	\$ 1,869,918	\$ 3,039,855
U.S. Government and agency obligations	-	2,844,114
Municipal obligations	-	696,325
Corporate bonds	-	3,859,852
Mortgage backed securities	-	2,667,348
Mutual funds - fixed income	62,687,619	40,594,681
Mutual funds - balanced	9,964,358	6,879,359
Mutual funds - equity	153,796,346	75,928,395
Mutual funds - international equity	47,221,909	44,069,781
Equity securities - common stock	24,471,162	22,285,963
Equity securities - preferred stock	-	9,083,892
Interest receivable	<u>43,580</u>	<u>72,032</u>
Total	<u>300,054,892</u>	<u>212,021,597</u>
Total assets limited as to use	337,064,304	249,199,419
Less amounts required for current liabilities	<u>6,058,200</u>	<u>6,905,237</u>
Total	\$ <u>331,006,104</u>	\$ <u>242,294,182</u>

Investment income and gains (losses) for assets limited as to use, cash equivalents, and investments are comprised of the following for the years ending June 30, 2021 and 2020:

	<u>2021</u>	<u>2020</u>
Income:		
Interest income and dividends	\$ 7,339,594	\$ 6,336,381
Realized gains on sales of securities	<u>1,907,425</u>	<u>171,382</u>
Total investment income net of investment expense	\$ <u>9,247,019</u>	\$ <u>6,507,763</u>
Unrealized gains (losses) on securities	\$ <u>54,298,213</u>	\$ (<u>3,675,446</u>)

The System's investments are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the accompanying combined financial statements.

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 2020

3. Property and Equipment

A summary of property and equipment at June 30, 2021 and 2020 follows:

	<u>2021</u>	<u>2020</u>
Land	\$ 29,246,533	\$ 27,918,131
Land improvements	10,580,758	10,312,068
Building and fixed equipment	381,499,821	375,651,946
Major movable equipment	363,472,196	343,557,125
Finance lease right-of-use assets	<u>1,965,354</u>	<u>2,749,471</u>
	786,764,662	760,188,741
Less accumulated depreciation	<u>526,792,852</u>	<u>499,513,648</u>
	259,971,810	260,675,093
Construction in progress	<u>12,012,950</u>	<u>2,936,577</u>
Property and equipment, net	\$ <u>271,984,760</u>	\$ <u>263,611,670</u>

Depreciation expense for the years ended June 30, 2021 and 2020 amounted to approximately \$27,607,000 and \$25,396,000, respectively.

Amortization expense on finance lease right-of-use assets for the years ended June 30, 2021 and 2020 was approximately \$791,000 and \$707,000, respectively.

Construction contracts exist for various projects at year end with a total commitment of approximately \$5 million. At June 30, 2021, the remaining commitment on these contracts approximated \$1.6 million.

4. Goodwill

The System acquired Savannah Oncology Group on July 15, 2009. Savannah Oncology Group includes SJC Oncology Services - Georgia, LLC and SJC Oncology Services - South Carolina, LLC. The goodwill is evaluated annually for impairment.

The System, through a joint venture in which Health Services maintains a controlling interest, acquired a portfolio of urgent care centers to form St. Joseph's/Candler Urgent Care Centers, LLC on May 1, 2019. The goodwill is evaluated annually for impairment.

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 2020

4. Goodwill, Continued

The changes in the carrying amount of goodwill for the years ended June 30, 2021 and 2020, are as follows:

	<u>2021</u>	<u>2020</u>
Balance at beginning of year:		
Goodwill	\$ 68,235,402	\$ 68,235,402
Accumulated impairment losses	<u>(11,658,145)</u>	<u>(11,658,145)</u>
	<u>56,577,257</u>	<u>56,577,257</u>
Goodwill acquired during the year	-	-
Impairment losses	<u>-</u>	<u>-</u>
Balance at end of the year:		
Goodwill	68,235,402	68,235,402
Accumulated impairment losses	<u>(11,658,145)</u>	<u>(11,658,145)</u>
Balance at end of the year	\$ <u>56,577,257</u>	\$ <u>56,577,257</u>

5. Related Organizations

Candler Foundation, Inc. and St. Joseph's Foundation of Savannah, Inc. (Foundations) were established to raise funds to support the operations of CH and SJH (Hospitals). The Foundations' bylaws provide that all funds raised, except for funds acquired for the operations of the Foundations, be distributed to or be held for the benefit of the Hospitals. The Foundations' general funds, which represent the Foundations' undesignated resources, are distributed to the Hospitals in amounts and in periods determined by the Foundations' Boards of Directors, who may also restrict the use of general funds for Hospital plant replacement or expansion or other specific purposes. Plant replacement and expansion funds, specific-purpose funds, and assets obtained from endowment income of the Foundations are distributed to the Hospitals as required to comply with the purpose specified by donors.

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 20205. Related Organizations, Continued

A summary of the Foundations' assets, liabilities, net assets, and changes in net assets follows. The Hospitals' interest in the net assets of the Foundations is reported as a noncurrent asset in the combined balance sheets.

Candler Foundation, Inc.

	<u>2021</u>	<u>2020</u>
Assets:		
Cash	\$ 370,851	\$ 7,439
Investments	11,533,005	9,357,167
Other assets	<u>436,231</u>	<u>588,066</u>
Total assets	\$ <u>12,340,087</u>	\$ <u>9,952,672</u>
Liabilities:		
Accounts payable and accrued expenses	\$ 9,833	\$ 14,501
Due to related parties	<u>97,656</u>	<u>31,658</u>
Total liabilities	<u>107,489</u>	<u>46,159</u>
Net assets:		
Without donor restrictions	3,712,333	1,914,549
With donor restrictions:		
Purpose restrictions	7,585,265	7,056,964
Perpetual in nature	<u>935,000</u>	<u>935,000</u>
Total net assets	<u>12,232,598</u>	<u>9,906,513</u>
Total liabilities and net assets	\$ <u>12,340,087</u>	\$ <u>9,952,672</u>
Revenue and support	\$ 3,496,527	\$ 1,895,812
Expenses	<u>1,170,442</u>	<u>1,689,626</u>
Change in net assets	2,326,085	206,186
Net assets, beginning of year	<u>9,906,513</u>	<u>9,700,327</u>
Net assets, end of year	\$ <u>12,232,598</u>	\$ <u>9,906,513</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 20205. Related Organizations, ContinuedSt. Joseph's Foundation of Savannah, Inc.

	<u>2021</u>	<u>2020</u>
Assets:		
Cash	\$ 279,153	\$ 389,847
Investments	2,865,175	2,097,021
Due from related parties	-	73,892
Other assets	<u>203,591</u>	<u>244,487</u>
Total assets	\$ <u>3,347,919</u>	\$ <u>2,805,247</u>
Liabilities:		
Accounts payable and accrued expenses	\$ 3,781	\$ 12,020
Due to related parties	<u>52,404</u>	<u>-</u>
Total liabilities	<u>56,185</u>	<u>12,020</u>
Net assets:		
Without donor restrictions	1,683,350	1,249,167
With donor restrictions:		
Purpose restrictions	1,508,384	1,444,060
Perpetual in nature	<u>100,000</u>	<u>100,000</u>
Total net assets	<u>3,291,734</u>	<u>2,793,227</u>
Total liabilities and net assets	\$ <u>3,347,919</u>	\$ <u>2,805,247</u>
Revenue and support	\$ 1,092,457	\$ 1,261,297
Expenses	<u>593,950</u>	<u>768,848</u>
Change in net assets	498,507	492,449
Net assets, beginning of year	<u>2,793,227</u>	<u>2,300,778</u>
Net assets, end of year	\$ <u>3,291,734</u>	\$ <u>2,793,227</u>

6. Long-Term Debt

The Hospital Authority of Savannah (Authority) issued a \$46,185,000 principal bond Series 2013A pursuant to a Bond Trust Indenture dated November 1, 2013, by and between the Authority and the bond trustee, Regions Bank. The Authority simultaneously entered into a Loan Agreement dated November 1, 2013, by and between the Authority and the System, CH, and SJH (Obligated Group). Interest will be paid annually through July 2026 by the System to the Authority. Subsequently, principal and interest will be paid through July 2031. Proceeds for the 2013A Revenue Bonds have been used (1) to finance the costs of constructing additions and improvements to, and equipment for, CH and SJH, (2) currently refund the outstanding principal amount of the Series 2003 Bonds, and (3) pay the costs of issuing the bonds and refunding the Series 2003 Bonds.

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 2020

6. Long-Term Debt, Continued

The Authority issued a \$30,025,000 taxable term bond Series 2013B pursuant to a Bond Trust Indenture dated November 1, 2013, by and between the Authority and the bond trustee, Regions Bank. The Authority simultaneously entered into a Loan Agreement dated November 1, 2013, by and between the Authority and the System, CH, and SJH. Interest will be paid annually through July 2023. Subsequently, principal and interest will be paid through July 2027. Proceeds for the 2013B Revenue Bonds have been used (1) to finance the costs of constructing additions and improvements to, and equipment for, CH and SJH, (2) currently refund the outstanding principal amount of the Series 1998C Bonds, and (3) pay the costs of issuing the taxable bonds and refunding the Series 1998C Bonds.

The Authority issued a \$12,000,000 principal bond Series 2017 pursuant to a Bond Trust Indenture dated December 27, 2017, by and between the Authority, the System, and the bond trustee, Regions Bank. Principal and interest will be paid monthly through July 2026. The purpose of the Bond is to refund a portion of Series 2016A in order to finance the construction of an additional campus of SJH for outpatient services. In November 2019, the Authority issued the Series 2019A bonds and a portion of the proceeds were allocated to refund the Series 2017.

The Authority issued a \$106,960,000 principal bond Series 2019A pursuant to a Bond Trust Indenture dated November 1, 2019, by and between the Authority and the bond trustee, Regions Bank. The Authority simultaneously entered into a Loan Agreement dated November 1, 2019, by and between the Authority and the Obligated Group. The Obligated Group has used the proceeds to (1) pay the costs of issuance of the Series 2019A bonds, (2) refund the outstanding principal amounts of the Series 2016 and 2017 bonds, and (3) fund the Project Fund and the Expense Fund pursuant to the Bond Trust Indenture.

The Authority issued a \$61,625,000 principal bond Series 2019B pursuant to a Bond Trust Indenture dated November 1, 2019, by and between the Authority and the bond trustee, Regions Bank. The Authority simultaneously entered into a Loan Agreement dated November 1, 2019, by and between the Authority and the Obligated Group. The Obligated Group has used the proceeds to (1) pay the costs of issuance of the Series 2019B bonds, (2) fund the Project Fund and the Expense Fund pursuant to the Bond Trust Indenture, and (3) refinance the outstanding principal amounts of the CH Master Note Series 2016B.

The Authority issued a \$19,020,000 principal bond Series 2019C pursuant to a Bond Trust Indenture dated November 1, 2019, by and between the Authority and the bond trustee, Wells Fargo Bank, N.A. The Authority simultaneously entered into a Loan Agreement dated November 1, 2019, by and between the Authority and the Obligated Group. The Obligated Group has used the proceeds to (1) pay the costs of issuance of the Series 2019C bonds and (2) fund the Project Fund and the Expense Fund pursuant to the Bond Trust Indenture.

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 20206. Long-Term Debt, Continued

A summary of long-term debt at June 30, 2021 and 2020 follows:

	<u>2021</u>	<u>2020</u>
Hospital Authority of Savannah Revenue Bonds, St. Joseph's/Candler Health System, Inc.:		
Issue Series 2013A:		
5.50% serial bonds, principal due in varying annual installments beginning in July 2027 to July 2031.	\$ <u>46,185,000</u>	\$ <u>46,185,000</u>
Issue Series 2013B:		
6.00% term bonds, principal due in varying annual installments beginning in July 2024 to July 2027.	30,025,000	30,025,000
Unamortized premium	<u>1,281,200</u>	<u>1,409,317</u>
Total	<u>31,306,200</u>	<u>31,434,317</u>
Issue Series 2019A:		
4.00% term bonds, principal due in varying annual installments beginning July 2035 to July 2044 and 3.125% term bonds, principal due in annual installments of \$13,675,000 in July 2043 and \$6,325,000 in July 2044.	<u>106,960,000</u>	<u>106,960,000</u>
Issue Series 2019B:		
3.989% term bonds, principal due in varying annual installments beginning in July 2033 to July 2038.	<u>61,625,000</u>	<u>61,625,000</u>
Issue Series 2019C:		
5.00% term bonds, principal due in annual installments of \$12,080,000 in July 2032 and \$6,940,000 in July 2033.	19,020,000	19,020,000
Unamortized premium	<u>9,799,989</u>	<u>10,443,853</u>
Total	<u>28,819,989</u>	<u>29,463,853</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 20206. Long-Term Debt, Continued

	<u>2021</u>	<u>2020</u>
Costrini Meadows, LLC - promissory note, 6.00% note, principal due in annual installments of \$400,000 in July 2021 and 2022.	\$ <u>800,000</u>	\$ <u>-</u>
Finance lease liabilities (<i>Note 7</i>)	<u>2,072,976</u>	<u>2,833,078</u>
	277,769,165	278,501,248
Less unamortized debt issue costs	<u>2,615,005</u>	<u>2,931,922</u>
	275,154,160	275,569,326
Less current maturities	1,155,928	751,058
Less current portion of unamortized premiums	<u>771,984</u>	<u>771,983</u>
Total long-term debt	\$ <u>273,226,248</u>	\$ <u>274,046,285</u>

Premiums and discounts on long-term debt are amortized using the straight-line method over the life of the related bonds which approximates the effective interest method.

Under the terms of the bond indentures, the System is required to maintain certain deposits with a trustee. Such deposits are included with assets limited as to use in the accompanying combined balance sheets. The bond indentures also place limits on the incurrence of additional borrowings and require that the System satisfy certain measures of financial performance as long as the bonds are outstanding. Additionally, the bond indentures are secured by gross receipts of the System, CH, and SJH.

The System entered into interest rate swaps in relation to its debt structure. During the years ended June 30, 2021 and 2020, the System recognized approximately \$-0- and \$162,000, respectively, which has been recorded as an addition to interest expense in the accompanying combined statements of operations and changes in net assets.

Scheduled principal repayments on long-term debt (excluding finance lease liabilities) for the next five years are as follows:

<u>Year Ending June 30</u>	<u>Amount</u>
2022	\$ 400,000
2023	400,000
2024	-
2025	7,740,000
2026	8,205,000
Thereafter	<u>247,870,000</u>
Total	\$ <u>264,615,000</u>

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 20207. Leases

The System has operating and finance leases for buildings and equipment. The System determines if an arrangement is a lease at the inception of a contract. Leases with an initial term of twelve months or less are not recorded on the consolidated balance sheets. The System has lease agreements which require payments for lease and nonlease components and has elected to account for these as a single lease component.

Right-of-use assets represent the System's right to use an underlying asset during the lease term, and lease liabilities represent the System's obligation to make lease payments arising from the lease. Right-of-use assets and lease liabilities are recognized at the commencement date, based on the net present value of fixed lease payments over the lease term. The System has entered into lease arrangements that contain options to extend or terminate the lease in future periods. These options are included in the lease term used to compute the lease liabilities as presented on the combined balance sheets when it is reasonably certain the option will be exercised.

As most of the System's operating leases do not provide an implicit rate, the System uses its incremental borrowing rate based on the information available at the commencement date in determining the present value of lease payments. The System considers recent debt issuances, as well as publicly available data for instruments with similar characteristics when calculating its incremental borrowing rates. Finance lease agreements generally include an interest rate that is used to determine the present value of future lease payments. Operating fixed lease expense and finance lease amortization expense are recognized on a straight-line basis over the lease term. Variable lease costs consist primarily of common area maintenance and are not significant to total lease expense.

Operating and finance lease right-of-use assets and lease liabilities as of June 30, 2021 and 2020 were as follows:

	<u>2021</u>	<u>2020</u>
Operating leases:		
Right-of-use assets:		
Operating lease right-of-use assets	\$ <u>11,335,534</u>	\$ <u>13,945,463</u>
Lease liabilities:		
Current portion	\$ 2,285,874	\$ 2,588,510
Long-term	<u>9,270,874</u>	<u>11,413,653</u>
Total operating lease liabilities	\$ <u>11,556,748</u>	\$ <u>14,002,163</u>
Finance leases:		
Right-of-use assets:		
Property and equipment, net	\$ <u>1,965,354</u>	\$ <u>2,749,471</u>
Lease liabilities:		
Current portion	\$ 755,929	\$ 751,058
Long-term	<u>1,317,297</u>	<u>2,082,020</u>
Total finance lease liabilities	\$ <u>2,073,226</u>	\$ <u>2,833,078</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 20207. Leases, Continued

Operating expenses for the leasing activity of the System as lessee for the years ended June 30, 2021 and 2020 are as follows:

<u>Lease Type</u>	<u>2021</u>	<u>2020</u>
Operating lease cost	\$ 3,045,260	\$ 3,316,736
Finance lease interest	102,134	124,319
Finance lease amortization	791,094	706,675
Short-term lease cost	<u>-</u>	<u>508,266</u>
Total lease cost	\$ <u>3,938,488</u>	\$ <u>4,655,996</u>

Cash paid for amounts included in the measurement of lease liabilities for the years ended June 30, 2021 and 2020 are as follows:

	<u>2021</u>	<u>2020</u>
Operating cash flows from operating leases	\$ 2,948,534	\$ 3,194,017
Operating cash flows from finance leases	104,273	115,579
Finance cash flows from finance leases	<u>759,852</u>	<u>668,301</u>
Total	\$ <u>3,812,659</u>	\$ <u>3,977,897</u>

The aggregate future lease payments for operating and finance leases as of June 30, 2021 were as follows:

<u>Year Ending June 30</u>	<u>Finance</u>	<u>Operating</u>
2022	\$ 826,972	\$ 2,695,072
2023	739,647	2,140,306
2024	504,480	1,719,038
2025	134,656	1,329,897
2026	-	1,326,759
Thereafter	<u>-</u>	<u>4,034,878</u>
Total undiscounted cash flows	2,205,755	13,245,950
Less: present value discount	(<u>132,529</u>)	(<u>1,689,202</u>)
Total lease liabilities	\$ <u>2,073,226</u>	\$ <u>11,556,748</u>

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 20207. Leases, Continued

Average lease terms and discount rates at June 30, 2021 and 2020 were as follows:

	<u>2021</u>	<u>2020</u>
Weighted-average remaining lease term (years):		
Operating leases	6.77	7.28
Finance leases	2.81	3.72
Weighted-average discount rate:		
Operating leases	4.00%	4.00%
Finance leases	4.00%	4.00%

8. Short-Term Debt

The System has a revolving line-of-credit for general operating and capital purposes. The line-of-credit is secured by the gross receipts of the System, CH, and SJH. The outstanding balance on the line-of-credit at June 30, 2021 and 2020 was \$-0- with no activity occurring in either year. The terms of the System's line-of-credit during 2021 follows:

- Regions Bank - \$15,000,000 line-of-credit with a maturity date of September 19, 2021. Interest is recalculated at a floating rate per annum equal to 30-Day LIBOR plus eighty-five one-hundredths of one percent (85 basis points), which is due monthly. In December 2016, the System amended the agreement to designate \$3,070,000 as letter-of-credit within the funds available for the System's self-insured workers' compensation claims.

9. Derivative Financial Instruments

In 2020, the System entered into a forward starting interest swap to take advantage of different interest rate positions. The fair market value of the swap is reported in derivative financial instruments on the combined balance sheets. The critical terms of the swap are as follows:

	<u>Forward Starting Interest Swap</u>	
	<u>June 30, 2021</u>	<u>June 30, 2020</u>
Notional amount	\$ 46,185,000	\$ 46,185,000
Fair market swap	\$(1,399,000)	\$(3,092,000)
Life remaining on swap	10 Years	11 Years

The swap was issued at market terms so that it had no fair value at its inception. The carrying amount of the swap has been adjusted to fair value at the end of the year which, because of changes in forecasted levels of SIFMA and LIBOR, resulted in reporting a net liability in 2021 and 2020.

The portion of the swap results not designated as a hedging derivative is included in revenues and gains in excess of expenses and losses. For the years ending June 30, 2021 and 2020, this earnings impact totaled \$1,692,135 and \$(3,123,606), respectively.

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 202010. Net Assets with Donor Restrictions

A summary of the net assets with donor restrictions at June 30, 2021 and 2020 follows:

	<u>2021</u>	<u>2020</u>
Net assets with donor restrictions that are subject to expenditure for a specified purpose:		
Candler Foundation, Inc.	\$ 7,585,265	\$ 7,056,964
St. Joseph's Foundation of Savannah, Inc.	<u>1,508,384</u>	<u>1,444,060</u>
Total	\$ <u>9,093,649</u>	\$ <u>8,501,024</u>
Net assets with donor restrictions that are perpetual in nature:		
Candler Foundation, Inc.	\$ 935,000	\$ 935,000
St. Joseph's Foundation of Savannah, Inc.	<u>100,000</u>	<u>100,000</u>
Total	\$ <u>1,035,000</u>	\$ <u>1,035,000</u>

11. Patient Service Revenue

Net patient service revenue is reported at the amount that reflects the consideration to which the System expects to be entitled in exchange for providing patient care. These amounts are due from patients, third-party payors (including health insurers and government programs), and others and includes variable consideration for retroactive revenue adjustments due to settlement of audits, reviews, and investigations. Generally, the System bills the patients and third-party payors several days after the services are performed and/or the patient is discharged from the facility. Revenue is recognized as performance obligations are satisfied.

Performance obligations are determined based on the nature of the services provided by the System. Revenue for performance obligations satisfied over time is recognized based on actual charges incurred in relation to total expected (or actual) charges. The System believes that this method provides a faithful depiction of the transfer of services over the term of the performance obligation based on the inputs needed to satisfy the obligation. Generally, performance obligations satisfied over time relate to patient services. The System measures the performance obligation from admission into the hospital to the point when it is no longer required to provide services to that patient, which is generally at the time of discharge. These services are considered to be a single performance obligation and have a duration of less than one year. Revenue for performance obligations satisfied at a point in time is recognized when services are provided and the System does not believe it is required to provide additional services to the patient.

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 202011. Patient Service Revenue, Continued

Because all of its performance obligations relate to contracts with a duration of less than one year, the System has elected to apply the optional exemption provided in FASB ASC 606-10-50-14(a) and, therefore, is not required to disclose the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied at the end of the reporting period. The unsatisfied or partially unsatisfied performance obligations referred to above are primarily related to inpatient acute care services at the end of the reporting period. The performance obligations for these contracts are generally completed when the patients are discharged, which generally occurs within days or weeks of the end of the reporting period.

The System is utilizing the portfolio approach practical expedient in ASC 606 for contracts related to net patient service revenue. The System accounts for the contracts within each portfolio as a collective group, rather than individual contracts, based on the payment pattern expected in each portfolio category and the similar nature and characteristics of the patients within each portfolio. As a result, the System has concluded that revenue for a given portfolio would not be materially different than if accounting for revenue on a contract by contract basis.

The System has arrangements with third-party payors that provide for payments to the System at amounts different from its established rates. For uninsured patients that do not qualify for charity care, the System recognizes revenue on the basis of its standard rates, subject to certain discounts and implicit price concessions as determined by the System. The System determines the transaction price based on standard charges for services provided, reduced by contractual adjustments provided to third-party payors, discounts provided to uninsured patients in accordance with the System's policy, and implicit price concessions provided to uninsured patients. Implicit price concessions represent the difference between amounts billed and the estimated consideration the System expects to receive from patients, which are determined based on historical collection experience, current market conditions, and other factors. The System determines its estimates of contractual adjustments and discounts based on contractual agreements, discount policies, and historical experience.

Agreements with third-party payors typically provide for payments at amounts less than established charges. A summary of the payment arrangements with major third-party payors follows:

- Medicare

Inpatient acute care services and outpatient services rendered to Medicare program beneficiaries are paid at prospectively determined rates. These rates vary according to a patient classification system that is based on clinical, diagnostic, and other factors.

The System is reimbursed for certain reimbursable items at a tentative rate with final settlement determined after submission of annual cost reports by the System and audits thereof by the Medicare Administrative Contractor (MAC). The System's classification of patients under the Medicare program and the appropriateness of their admission are subject to an independent review by a peer review organization under contract with the System. The System's Medicare cost reports have been audited by the MAC through 2016 and 2017 for CH and SJH, respectively.

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 2020

11. Patient Service Revenue, Continued

- Medicare, Continued

Laws and regulations governing the Medicare program are extremely complex and subject to interpretation. As a result, there is at least a reasonable possibility that recorded estimates will change by a material amount in the near term.

The System believes that it is in compliance with all applicable laws and regulations and is not aware of any pending or threatened investigations involving allegations of potential wrongdoing. However, there has been an increase in regulatory initiatives at the federal level including the initiation of the Recovery Audit Contractor (RAC) program. The RAC program was created to review Medicare claims for medical necessity and coding appropriateness. The RAC's have authority to pursue improper payments with a three year look-back from the date the claim was paid. Compliance with such laws and regulations can be subject to future government review and interpretation, as well as significant regulatory action including fines, penalties and exclusion from the Medicare program.

- Medicaid

Inpatient acute care services rendered to Medicaid program beneficiaries are paid at prospectively determined rates per discharge. These rates vary according to a patient classification system that is based on clinical, diagnostic, and other factors. Outpatient services rendered to Medicaid program beneficiaries are reimbursed under a cost reimbursement methodology.

The System is reimbursed at a tentative rate with final settlement determined after submission of annual cost reports by the System and audits thereof by the Medicaid fiscal intermediary. The System's Medicaid cost reports have been audited by the Medicaid fiscal intermediary through 2018 and 2017 for CH and SJH, respectively.

Laws and regulations governing the Medicaid program are extremely complex and subject to interpretation. As a result, there is at least a reasonable possibility that recorded estimates will change by a material amount in the near term.

The System has also entered into contracts with certain managed care organizations to receive reimbursement for providing services to selected enrolled Medicaid beneficiaries. Payment arrangements with these managed care organizations consist primarily of prospectively determined rates per discharge, discounts from established charges, or prospectively determined per diems.

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 2020

11. Patient Service Revenue, Continued

- Medicaid, Continued

The System believes that it is in compliance with all applicable laws and regulations and is not aware of any pending or threatened investigations involving allegations of potential wrongdoing. However, there has been an increase in regulatory initiatives at the state level including the initiation of the Medicaid Integrity Contractor (MIC) program. This program was created to review Medicaid claims for medical necessity and coding appropriateness. Compliance with such laws and regulations can be subject to future government review and interpretation, as well as significant regulatory action including fines, penalties, and exclusion from the Medicaid program.

The state of Georgia enacted legislation known as the Provider Payment Agreement Act (Act) whereby hospitals in the state of Georgia are assessed a "provider payment" in the amount of 1.45% of their net patient service revenue. The Act became effective July 1, 2010, the beginning of state fiscal year 2011. The provider payments are due on a quarterly basis to the Department of Community Health. The payments are to be used for the sole purpose of obtaining federal financial participation for medical assistance payments to providers on behalf of Medicaid recipients. The provider payment results in an increase in payments for Medicaid services to hospitals of approximately 11.88%. Approximately \$7,041,000 and \$6,824,000 of provider payments relating to the Act are included as a reduction in net patient service revenue in the accompanying combined statements of operations and changes in net assets for the years ended June 30, 2021 and 2020, respectively.

- Other Agreements

The System has also entered into payment agreements with certain commercial insurance carriers, health maintenance organizations, and preferred provider organizations. The basis for payment to the System under these agreements include prospectively determined rates per discharge, prospectively determined daily rates, fixed rate fee schedules, and discounts from established charges.

- Uninsured Patients

The System maintains a Financial Assistance Policy (FAP) in accordance with Internal Revenue Code Section 501(r). Based on the FAP, following a determination of financial assistance eligibility, an individual will not be charged more than the Amounts Generally Billed (AGB) for emergency or other medical care provided to individuals with insurance covering that care. AGB is calculated by reviewing claims that have been paid in full (including deductibles and coinsurance paid by the patient) to the System for medically necessary care by Medicare and private health insurers during a 12-month look-back period.

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 2020

11. Patient Service Revenue, Continued

Settlements with third-party payors for retroactive adjustments due to audits, reviews or investigations are considered variable consideration and are included in the determination of the estimated transaction price for providing patient care. These settlements are estimated based on the terms of the payment agreement with the payor, correspondence from the payor, and the System's historical settlement activity, including an assessment to ensure that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the retroactive adjustment is subsequently resolved. Estimated settlements are adjusted in future periods as adjustments become known (that is, new information becomes available), or as years are settled or are no longer subject to such audits, reviews, and investigations. Adjustments arising from a change in the transaction price, were not significant in 2021 or 2020.

Generally patients who are covered by third-party payors are responsible for related deductibles and coinsurance, which vary in amount. The System also provides services to uninsured patients, and offers those uninsured patients a discount, either by policy or law, from standard charges. The System estimates the transaction price for patients with deductibles and coinsurance and from those who are uninsured based on historical experience and current market conditions. The initial estimate of the transaction price is determined by reducing the standard charge by any contractual adjustments, discounts, and implicit price concessions. Subsequent changes to the estimate of the transaction price are generally recorded as adjustments to patient service revenue in the period of the change. Adjustments arising from a change in the transaction price were not significant for the years ending June 30, 2021 and 2020. Subsequent changes that are determined to be the result of an adverse change in the patient's ability to pay are recorded as bad debt expense. Bad debt expense for the years ended June 30, 2021 and 2020 was not significant.

Consistent with the System's mission, care is provided to patients regardless of their ability to pay. Therefore, the System has determined it has provided implicit price concessions to uninsured patients and patients with other uninsured balances (for example, copays and deductibles).

Net patient service revenue by major payor source, facility, and timing of revenue recognition for the years ended June 30, 2021 and 2020 is as follows:

<u>Net Patient Service Revenue</u>					
	<u>Medicare</u>	<u>Medicaid</u>	<u>Third-Party Payors</u>	<u>Self-Pay</u>	<u>Total All Payors</u>
2021	\$ <u>276,677,186</u>	\$ <u>36,344,383</u>	\$ <u>383,525,068</u>	\$ <u>12,325,791</u>	\$ <u>708,872,428</u>
2020	\$ <u>249,323,399</u>	\$ <u>35,619,028</u>	\$ <u>323,321,575</u>	\$ <u>4,127,013</u>	\$ <u>612,391,015</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 202011. Patient Service Revenue, Continued

	<u>Net Patient Service Revenue</u>	
	<u>2021</u>	<u>2020</u>
Candler Hospital	\$ 378,286,615	\$ 323,147,499
St. Joseph's Hospital	273,892,580	248,630,757
SJC Home Health	8,843,081	8,709,886
SJC Medical Group	29,324,028	17,676,548
SJC Health Services	15,788,276	10,879,946
Georgia Infirmary	<u>2,737,848</u>	<u>3,346,379</u>
Timing of revenue and recognition:		
Services transferred over time	\$ <u>708,872,428</u>	\$ <u>612,391,015</u>

Hospital net patient service revenue includes a variety of services mainly covering inpatient acute care services requiring overnight stays, outpatient procedures that require anesthesia or use of the System's diagnostic and surgical equipment, and emergency care services. Performance obligations for the hospitals, home health, and other ancillary patient services are satisfied over time as the patient simultaneously receives and consumes the benefits the System performs. Requirements to recognize revenue for inpatient services are generally satisfied over periods that average approximately four days and for outpatient services are generally satisfied over a period of less than one day. Retail pharmacy, reference lab, and other point-of-sale revenues' performance obligations are satisfied at a point in time when the goods and services are provided. These revenues are recorded in other revenue on the combined statement of operations and changes in net assets.

The System has elected the practical expedient allowed under FASB ASC 606-10-32-18 and does not adjust the promised amount of consideration from patients and third-party payors for the effects of a significant financing component due to the System's expectation that the period between the time the service is provided to a patient and the time that the patient or a third-party payor pays for that service will be one year or less. However, the System does, in certain instances, enter into payment agreements with patients that allow payments in excess of one year. For those cases, the financing component is not deemed to be significant to the contract.

The System has applied the practical expedient provided by FASB ASC 340-40-25-4 and all incremental customer contract acquisition costs are expensed as they are incurred as the amortization period of the asset that the System otherwise would have recognized is one year or less in duration.

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 202012. Uncompensated Services

Net patient service revenue includes amounts, representing the transaction price, based on standard charges reduced by variable considerations such as contractual adjustments, discounts, and implicit price concessions. Uncompensated care includes charity and indigent services of approximately \$145,000,000 and \$151,000,000 for 2021 and 2020, respectively. The cost of charity and indigent services provided during 2021 and 2020 was approximately \$34,000,000 and \$36,000,000, respectively, computed by applying a total cost factor to the charges foregone for uninsured claims and an estimated unreimbursed cost for insured claims.

The following is a summary of uncompensated services and a reconciliation of gross patient charges to net patient service revenue for 2021 and 2020.

	<u>2021</u>	<u>2020</u>
Gross patient charges	\$ <u>3,063,695,523</u>	\$ <u>2,743,369,687</u>
Uncompensated services:		
Charity and indigent care	144,768,780	150,783,717
Medicare	1,287,152,299	1,168,210,764
Medicaid	190,442,772	170,433,901
Other third-party payors	689,408,681	609,928,623
Price concessions	<u>43,050,563</u>	<u>31,621,667</u>
Total uncompensated care	<u>2,354,823,095</u>	<u>2,130,978,672</u>
Net patient service revenue	\$ <u>708,872,428</u>	\$ <u>612,391,015</u>

13. Pension Plans

The System had a defined benefit pension plan (Plan) covering substantially all of its employees. Effective July 1, 2006, the System approved a plan amendment that effectively froze the Plan for any future service cost. The Plan benefits for retired, terminated and active employees or their beneficiaries were based on years of service and employee compensation during three of the last ten years of covered employment. The Plan is a Church Plan (as defined by ERISA) and is not subject to the Funding Standard Account Requirements of IRC Section 412 or to coverage under Title IV of ERISA. Annual contributions to the Plan are based on the Board's discretion. The funding decisions are made based upon the actuarial valuation as of July 1st. The disclosures are based on projections of actuarial information and actual plan assets as of June 30th.

The projected benefit obligation is the actuarial present value of that portion of the projected benefits attributable to employee service rendered through June 30, 2006. Cumulative net actuarial gains and losses are amortized over the average future service of active participants. Prior service cost is amortized over the remaining average future service of active employees as of the date the prior service cost arose.

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 202013. Pension Plans, Continued

The following table sets forth the Plan's funded status and amounts recognized in the combined financial statements at June 30, 2021 and 2020:

	<u>2021</u>	<u>2020</u>
Plan assets at fair value as of June 30	\$ 120,410,038	\$ 95,158,646
Projected benefit obligation as of June 30	<u>126,755,166</u>	<u>113,481,065</u>
Funded status	\$(<u>6,345,128</u>)	\$(<u>18,322,419</u>)
Amounts recognized only in net assets without donor restrictions:		
Unrecognized net loss from past experience different from that assumed	\$(45,658,996)	\$(54,109,850)
Prior service cost not yet recognized in net periodic pension cost	<u>1,801,352</u>	<u>2,631,464</u>
Deferred pension cost	\$(<u>43,857,644</u>)	\$(<u>51,478,386</u>)

Significant assumptions used to determine the accumulated and projected benefit obligations, and net periodic pension cost for the Plan for the years ended June 30, 2021 and 2020, were as follows:

	<u>2021</u>	<u>2020</u>
Discount rate	Flat Rate of 2.53%	Segment Rates of 2.65%, 3.95% and 4.48%
Rate of increase in future compensation levels	0.00%	0.00%
Expected long-term rate of return on assets	8.00%	8.00%

The assumption for the expected long-term rate of return on assets is an estimate based on historical returns for portfolios heavily weighted toward long-term investments, such as long-term bonds and equity securities.

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 202013. Pension Plans, Continued

The actuarially computed net periodic pension cost for the Plan for the years ended June 30, 2021 and 2020 included the following components:

	<u>2021</u>	<u>2020</u>
Interest cost on projected benefit obligation	\$ 4,511,514	\$ 4,667,167
Expected return on plan assets	(7,540,313)	(7,534,923)
Amortization of actuarial loss	3,502,362	3,835,891
Amortization of prior service cost	(<u>830,112</u>)	(<u>830,112</u>)
Net periodic pension cost	(<u>356,549</u>)	<u>138,023</u>
Other changes in plan assets and benefit obligations recognized in net assets without donor restrictions:		
Change in net actuarial loss	(4,948,492)	(3,221,912)
Amortization of net actuarial loss	(3,502,362)	(3,835,891)
Amortization of prior service cost	<u>830,112</u>	<u>830,112</u>
Total recognized in net assets without donor restrictions	(<u>7,620,742</u>)	(<u>6,227,691</u>)
Total recognized in net periodic pension cost and net assets without donor restrictions	\$(<u>7,977,291</u>)	\$(<u>6,089,668</u>)

The change in projected benefit obligation for the Plan for the years ended June 30, 2021 and 2020 included the following components:

	<u>2021</u>	<u>2020</u>
Projected benefit obligation, beginning of year	\$ 113,481,065	\$ 123,421,302
Interest cost	4,511,514	4,667,167
Actuarial loss	14,846,821	(8,797,937)
Benefits paid	(<u>6,084,234</u>)	(<u>5,809,467</u>)
Projected benefit obligation, end of year	\$ <u>126,755,166</u>	\$ <u>113,481,065</u>
Accumulated benefit obligation	\$ <u>126,755,166</u>	\$ <u>113,481,065</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 202013. Pension Plans, Continued

The change in plan assets for the Plan for the years ended June 30, 2021 and 2020 included the following components:

	<u>2021</u>	<u>2020</u>
Plan assets at fair value, beginning of year	\$ 95,158,646	\$ 95,009,214
Actual return on assets	27,335,626	1,958,899
Employer contributions	4,000,000	4,000,000
Benefits paid	(6,084,234)	(5,809,467)
Plan assets at fair value, end of year	\$ <u>120,410,038</u>	\$ <u>95,158,646</u>

The actuarial loss and prior service cost to be recognized during the next 12 months beginning July 1, 2021 is as follows:

Recognized net actuarial loss	\$ 3,502,362
Amortization of prior year service costs	(<u>830,112</u>)
Total	\$ <u>2,672,250</u>

Estimated Contributions

The System plans to contribute approximately \$4,000,000 to this plan during fiscal year 2022.

Estimated Future Benefit Payments

The following benefit payments are expected to be paid:

<u>Year Ending June 30</u>	<u>Pension Benefits</u>
2022	\$ 6,281,000
2023	\$ 6,349,000
2024	\$ 6,487,000
2025	\$ 6,593,000
2026	\$ 6,734,000
2027 - 2031	\$ 34,036,000

The expected benefits to be paid are based on the same assumptions used to measure the System's benefit obligation at June 30, 2021.

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 2020

13. Pension Plans, ContinuedPlan Assets

The composition of plan assets at June 30, 2021 and 2020 is as follows:

	<u>2021</u>		<u>2020</u>	
	<u>Amount</u>	<u>Percentage</u>	<u>Amount</u>	<u>Percentage</u>
Cash and cash equivalents	\$ 1,967,860	2%	\$ 1,907,918	2%
Mutual funds - fixed income	95,063,162	79%	11,473,423	12%
Mutual funds - balanced	23,379,016	19%	2,992,509	3%
Mutual funds - equity	-	- %	29,403,393	31%
Mutual funds - international equity	-	- %	21,464,731	23%
Equity securities	<u>-</u>	<u>- %</u>	<u>27,916,672</u>	<u>29%</u>
Total plan assets, at fair value	\$ <u>120,410,038</u>	<u>100%</u>	\$ <u>95,158,646</u>	<u>100%</u>

The plan assets are long-term in nature and are intended to generate returns while preserving capital. The System's strategy is to maintain prudent levels of diversification throughout the portfolio to minimize risk. The target allocation for the investments is 20% equity, 77% fixed income/alternative investments, and 3% cash and equivalents.

The fair values of the plan assets at June 30, 2021 and 2020, by asset category are as follows:

<u>Fair Value Measurements at June 30, 2021</u>				
<u>Asset Category</u>	<u>Fair Value</u>	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
Cash and cash equivalents	\$ 1,967,860	\$ 1,967,860	\$ -	\$ -
Mutual funds - fixed income	95,063,162	95,063,162	-	-
Mutual funds - equity	<u>23,379,016</u>	<u>23,379,016</u>	<u>-</u>	<u>-</u>
Total	\$ <u>120,410,038</u>	\$ <u>120,410,038</u>	\$ <u>-</u>	\$ <u>-</u>

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 2020

13. Pension Plans, ContinuedPlan Assets, Continued

		Fair Value Measurements at June 30, 2020		
<u>Asset Category</u>	<u>Fair Value</u>	Quoted Prices in Active Markets for Identical Assets (<u>Level 1</u>)	Significant Other Observable Inputs (<u>Level 2</u>)	Significant Unobservable Inputs (<u>Level 3</u>)
Cash and cash equivalents	\$ 1,907,918	\$ 1,907,918	\$ -	\$ -
Mutual funds - fixed income	11,473,423	11,473,423	-	-
Mutual funds - balanced	2,992,509	2,992,509	-	-
Mutual funds - equity	29,403,393	29,403,393	-	-
Mutual funds - international equity	21,464,731	21,464,731	-	-
Equity securities	<u>27,916,672</u>	<u>27,916,672</u>	<u>-</u>	<u>-</u>
Total	\$ <u>95,158,646</u>	\$ <u>95,158,646</u>	\$ <u>-</u>	\$ <u>-</u>

The System created a 401(k) plan effective January 1, 2004. All employees of the System who have reached age 21 and have completed one year of eligible service are eligible to participate in the employer matching program. Employees may deposit a portion of their earnings for each pay period on a pre-tax basis and the System matches 50% of each participant's voluntary contributions up to a maximum of 6% of the employee's annual salary. Matching contribution expenses for the years ended June 30, 2021 and 2020 totaled approximately \$4,131,000 and \$3,819,000, respectively. Discretionary contribution expense for the years ended June 30, 2021 and 2020 totaled approximately \$3,063,000 and \$2,986,000, respectively.

The System maintains an unfunded Supplemental Executive Retirement Plan (SERP), which provides retirement benefits to certain officers and select employees. This plan is nonqualified and does not have a minimum funding requirement. The liability for this SERP obligation is included as deferred compensation payable and the assets set aside as a reserve for this liability are included in Board designated assets limited as to use in the accompanying combined balance sheets.

14. Self-Insurance Claims

The System insures its professional and general liability on a claims-made basis through Geechee, a wholly-owned subsidiary, with a self-insured retention limit of \$7,000,000. The System insures its employed physician professional liability on a claims-made basis through Geechee with a self-insured retention limit of \$4,000,000. At June 30, 2021, there are known claims and incidents that may result in additional claims, as well as claims from unknown incidents that may be asserted arising from services provided to patients. The System has employed independent actuaries to assist in estimating the ultimate costs, if any, of settlement of such claims that are not covered by commercial insurance.

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 202014. Self-Insurance Claims, Continued

Accrued malpractice losses have been discounted at 6.00% for both June 30, 2021 and 2020, and in management's opinion, provide an adequate reserve for loss contingencies. The estimate of these potential claims is approximately \$23,000,000 at June 30, 2021 and 2020 and is included in accrued self-insurance claims in the accompanying combined balance sheets. Management was not aware of any asserted or unasserted claims that exceed the System's insurance coverage as of June 30, 2021.

The System is self-insured with respect to workers' compensation claims up to a self-insurance retention limit of \$750,000 per claim. Workers compensation claims in excess of the self-insurance retention limits are insured with a commercial insurance carrier on a claims-made basis. Management was not aware of any asserted or unasserted claims that exceed the System's excess workers' compensation coverage as of June 30, 2021.

The System is self-insured with respect to employee health insurance claims. The System maintains reinsurance through a commercial excess coverage policy, which covers annual individual employee claims paid in excess of \$290,000. Under this self-insurance program, the System paid or accrued approximately \$20,883,000 and \$19,506,000 during the fiscal years ended June 30, 2021 and 2020, respectively.

15. Concentrations of Credit Risk

The System grants credit without collateral to its patients, most of whom are local residents and are insured under third-party payor agreements. The mix of net accounts receivable from patients and third-party payors for CH and SJH at June 30, 2021 and 2020 was as follows:

	<u>2021</u>	<u>2020</u>
Medicare	31%	34%
Medicaid	7%	5%
Managed care	40%	36%
Commercial and other	13%	17%
Patients	<u>9%</u>	<u>8%</u>
Total	<u>100%</u>	<u>100%</u>

At June 30, 2021, the System had deposits at major financial institutions which exceeded the \$250,000 Federal Depository Insurance limits. Management believes the credit risks related to these deposits is minimal.

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 202016. Functional Expenses

The System provides general health care services primarily to residents within its geographic location. Expenses related to providing these services in 2021 and 2020 are as follows:

	2021				
	<u>Health Care Services</u>	<u>General and Administrative</u>	<u>Total</u>	<u>Eliminations</u>	<u>Combined Total</u>
Salaries and wages	\$ 201,567,550	\$ 69,327,691	\$ 270,895,241	\$ -	\$ 270,895,241
Employee benefits	35,120,010	15,290,970	50,410,980	-	50,410,980
Physician and professional fees	44,157,884	22,926,570	67,084,454	(4,352,208)	62,732,246
Materials and supplies	206,406,825	12,813,390	219,220,215	-	219,220,215
Purchased services	25,684,686	20,840,059	46,524,745	(4,062,439)	42,462,306
Insurance	5,614,602	5,037,511	10,652,113	(3,982,920)	6,669,193
Interest	10,442,843	24,066	10,466,909	-	10,466,909
Depreciation and amortization	21,007,742	7,428,137	28,435,879	-	28,435,879
Other	<u>23,226,312</u>	<u>27,845,758</u>	<u>51,072,070</u>	<u>(1,610,160)</u>	<u>49,461,910</u>
Total	\$ <u>573,228,454</u>	\$ <u>181,534,152</u>	\$ <u>754,762,606</u>	\$ <u>(14,007,727)</u>	\$ <u>740,754,879</u>

	2020				
	<u>Health Care Services</u>	<u>General and Administrative</u>	<u>Total</u>	<u>Eliminations</u>	<u>Combined Total</u>
Salaries and wages	\$ 193,423,462	\$ 53,467,496	\$ 246,890,958	\$ -	\$ 246,890,958
Employee benefits	33,529,547	11,953,189	45,482,736	-	45,482,736
Physician and professional fees	38,050,075	16,631,666	54,681,741	-	54,681,741
Materials and supplies	186,240,719	6,438,485	192,679,204	-	192,679,204
Purchased services	25,802,804	16,518,713	42,321,517	(4,329,964)	37,991,553
Insurance	8,799,291	8,356,189	17,155,480	(7,659,816)	9,495,664
Interest	8,973,268	-	8,973,268	-	8,973,268
Depreciation and amortization	19,298,225	7,108,029	26,406,254	-	26,406,254
Other	<u>23,694,721</u>	<u>21,687,681</u>	<u>45,382,402</u>	<u>(1,298,328)</u>	<u>44,084,074</u>
Total	\$ <u>537,812,112</u>	\$ <u>142,161,448</u>	\$ <u>679,973,560</u>	\$ <u>(13,288,108)</u>	\$ <u>666,685,452</u>

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 2020

16. Functional Expenses, Continued

The combined financial statements report certain expense categories that are attributable to more than one health care service or support function. Therefore, these expenses require an allocation on a reasonable basis that is consistently applied. Costs not directly attributable to a function, including depreciation and amortization, interest expense, and other occupancy costs, are allocated to a function based on a square footage basis. Benefit expense is allocated consistent with salaries.

17. Fair Values of Financial Instruments

The following methods and assumptions were used by the System in estimating the fair value of its financial instruments:

- *Cash and cash equivalents, accounts payable, accrued expenses, estimated third-party payor settlements and Medicare advance payments:* The carrying amount reported in the combined balance sheets approximates its fair value, due to the short-term nature of these instruments.
- *Assets limited as to use and derivative financial instruments:* Amounts reported in the combined balance sheets are at fair value. See below for fair value measurement disclosures.
- *Long-term debt:* The fair value of the System's fixed rate long-term debt is estimated based on quoted market value for same or similar debt instruments. The remaining long-term debt carrying amount approximates its fair value. Based on inputs used in determining the estimated fair value, the System's long-term debt would be classified as Level 2 in the fair value hierarchy.

The carrying amounts and fair values of the System's long-term debt at June 30, 2021 and 2020 are as follows:

	2021		2020	
	<u>Carrying Amount</u>	<u>Fair Value</u>	<u>Carrying Amount</u>	<u>Fair Value</u>
Long-term debt	\$ <u>275,696,189</u>	\$ <u>311,698,537</u>	\$ <u>275,668,170</u>	\$ <u>302,599,761</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 202017. Fair Values of Financial Instruments, Continued

Fair values of assets measured on a recurring basis at June 30, 2021 and 2020 are as follows:

		Fair Value Measurements at June 30, 2021		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	<u>Fair Value</u>			
Assets:				
Cash and cash equivalents	\$ 12,041,628	\$ 12,041,628	\$ -	\$ -
Mutual funds - fixed income	84,051,268	84,051,268	-	-
Mutual funds - balanced	9,964,358	9,964,358	-	-
Mutual funds - equity	159,270,399	153,796,346	5,474,053	-
Mutual funds - international equity	47,221,909	47,221,909	-	-
Equity securities - common stock	24,471,162	24,471,162	-	-
Interest receivable	<u>43,580</u>	<u>43,580</u>	<u>-</u>	<u>-</u>
Total assets	\$ <u>337,064,304</u>	\$ <u>331,590,251</u>	\$ <u>5,474,053</u>	\$ <u>-</u>
Liabilities:				
Derivatives	\$ <u>1,399,943</u>	\$ <u>-</u>	\$ <u>1,399,943</u>	\$ <u>-</u>
		Fair Value Measurements at June 30, 2020		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	<u>Fair Value</u>			
Assets:				
Cash and cash equivalents	\$ 14,347,419	\$ 14,347,419	\$ -	\$ -
U.S. Government and agency obligations	2,844,114	437,846	2,406,268	-
Municipal obligations	696,325	-	696,325	-
Corporate bonds	3,859,852	-	3,859,852	-
Mortgage backed securities	2,667,348	-	2,667,348	-
Mutual funds - fixed income	61,926,504	61,926,504	-	-
Mutual funds - balanced	6,879,359	6,879,359	-	-
Mutual funds - equity	80,538,862	75,928,395	4,610,467	-
Mutual funds - international equity	44,069,781	44,069,781	-	-
Equity securities - common stock	22,285,963	22,285,963	-	-
Equity securities - preferred stock	<u>9,083,892</u>	<u>9,083,892</u>	<u>-</u>	<u>-</u>
Total assets	\$ <u>249,199,419</u>	\$ <u>234,959,159</u>	\$ <u>14,240,260</u>	\$ <u>-</u>
Liabilities:				
Derivatives	\$ <u>3,092,078</u>	\$ <u>-</u>	\$ <u>3,092,078</u>	\$ <u>-</u>

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 202017. Fair Values of Financial Instruments, Continued

Following is a description of the valuation methodologies used for assets at fair value. There have been no changes in the methodologies used at June 30, 2021 and 2020.

- *Cash and cash equivalents:* Valued at amortized cost, which approximates fair value.
- *U.S. Government and agency obligations:* U.S. government and agency obligations are based on yields currently available on comparable securities of issuers with similar credit ratings.
- *Corporate bonds and municipal obligations:* Certain corporate bonds and municipal obligations are valued at the closing price reported in the active market in which the security is traded. Other corporate bonds and municipal obligations are valued based on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar securities, the security is valued under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks.
- *Mortgage backed securities:* Mortgage backed securities use valuation techniques that reflect market participants' assumptions and maximize the use of relevant observable inputs including quoted prices for similar assets, benchmark yield curves and market corroborated inputs.
- *Equity securities including mutual funds:* Certain equity securities are valued at the closing price reported on the active market on which the individual securities are traded. Other equity securities are valued based on quoted prices for similar investments in active or inactive markets or valued using observable market data.
- *Forward starting interest swap:* Measured using a credit-adjusted mid-market valuation computed using a zero-coupon method. This method calculates the future net settlement payments required by the swap, assuming the current forward rates implied by the yield curve correctly anticipate future spot interest rates. These payments are then discounted using the spot rates implied by the current yield curve for hypothetical zero-coupon bonds due on the date of each future net settlement on the swaps.

Financial assets valued using Level 1 inputs are based on unadjusted quoted market prices within active markets. Financial assets valued using Level 2 inputs are based primarily on quoted prices for similar investments in active or inactive markets. Valuation techniques utilized to determine fair value are consistently applied. These valuation techniques also apply to financial assets held in the Defined Benefit Pension Plan as discussed in Note 13.

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 202018. Commitments and ContingenciesHealth Care Reform

There has been increasing pressure on Congress and some state legislatures to control and reduce the cost of health care at the national and the state levels. Legislation has been passed that includes cost controls on healthcare providers, insurance market reforms, delivery system reforms, and various individual and business mandates among other provisions. The costs of these provisions are and will be funded in part by reductions in payments by government programs, including Medicare and Medicaid. There can be no assurance that these changes will not adversely affect the System.

Compliance Plan

The healthcare industry has been subjected to increased scrutiny from governmental agencies at both the federal and state level with respect to compliance with regulations. Areas of noncompliance identified at the national level include Medicare and Medicaid, Internal Revenue Service, and other regulations governing the healthcare industry. In addition, the Reform Legislation includes provisions aimed at reducing fraud, waste, and abuse in the healthcare industry. These provisions allocate significant additional resources to federal enforcement agencies and expand the use of private contractors to recover potentially inappropriate Medicare and Medicaid payments. The System has implemented a compliance plan focusing on such issues. There can be no assurance that the System will not be subjected to future investigations with accompanying monetary damages.

Litigation

The System is involved in litigation and regulatory investigations arising in the course of business. After consultation with legal counsel, management estimates that these matters will be resolved without material adverse effect on the System's future financial position or results from operations.

19. Liquidity and Availability

As of June 30, 2021 and 2020, the System has working capital of approximately \$134,092,000 and \$182,346,000, respectively.

Financial assets available for general expenditures within one year of June 30, 2021 and 2020, consist of the following:

	<u>2021</u>	<u>2020</u>
Cash and cash equivalents	\$ 128,685,229	\$ 155,593,194
Patient accounts receivable, net	94,380,875	71,060,136
Other receivables	11,185,760	11,131,106
Estimated third-party payor settlements	4,699,692	4,155,307
Assets limited as to use - board designated	<u>300,054,892</u>	<u>212,021,597</u>
Total financial assets available	\$ <u>539,006,448</u>	\$ <u>453,961,340</u>

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 202019. Liquidity and Availability, Continued

None of the financial assets available are subject to donor or other contractual restrictions that make them unavailable for general expenditure within one year of the balance sheet date. The System estimates that approximately 100% of the Board designated funds are available for general expenditure within one year in the normal course of operations. Accordingly, these assets have been included in the quantitative information above. The System has other assets whose use is limited for other purposes. These assets whose use is limited are not available for general expenditure within the next year and are not reflected in the amounts above. The System structures its financial assets to be available as its general expenditures, liabilities, and other obligations come due.

20. Coronavirus (COVID-19)

As a result of the spread of the COVID-19 coronavirus, economic uncertainties have arisen. The outbreak has put an unprecedented strain on the U.S. healthcare system, disrupted or delayed production and delivery of materials and products in the supply chain, and caused staffing shortages. The extent of the impact of COVID-19 on the System's operational and financial performance depends on certain developments, including the duration and spread of the outbreak, remedial actions and stimulus measures adopted by local and federal governments, and impact on the System's customers, employees and vendors all of which are uncertain and cannot be predicted. At this point, the extent to which COVID-19 may impact the System's financial position or results of operations is uncertain.

On March 27, 2020, the President signed the Coronavirus Aid, Relief and Economic Security Act (CARES Act). Certain provisions of the CARES Act provide relief funds to hospitals and other healthcare providers. The funding will be used to support healthcare-related expenses or lost revenue attributable to COVID-19. The U.S. Department of Health and Human Services began distributing funds on April 10, 2020 to eligible providers in an effort to provide relief to both providers in areas heavily impacted by COVID-19 and those providers who are struggling to keep their doors open due to healthy patients delaying care and canceling elective services. On April 24, 2020, the Paycheck Protection Program and Health Care Enhancement Act was passed. This Act provides additional funding to replenish and supplement key programs under the CARES Act, including funds to health care providers for COVID-19 testing. The CARES Act funding is a conditional contribution and accounted for as a refundable advance until conditions have been substantially met or explicitly waived by the grantor. Because the use of the funds is limited to the purposes stated in the terms and conditions, the contributions are grantor restricted. The System reports restricted contributions, whose restrictions are met in the same period in which they are recognized (simultaneous release), as net assets without donor restrictions. The System received approximately \$21,000,000 in CARES Act provider relief funds in fiscal years 2020 and 2021, of which approximately \$14,000,000 was recognized as revenue in fiscal year 2020. Recognized revenue is reported as other operating revenue in the combined statements of operations and changes in net assets. The remaining funds are reflected as CARES Act Refundable Advance as of June 30, 2021.

Continued

NOTES TO COMBINED FINANCIAL STATEMENTS, Continued
June 30, 2021 and 2020

20. Coronavirus (COVID-19), Continued

CARES Act funding may be subject to audits. While the System currently believes its use of the funds is in compliance with applicable terms and conditions, there is a possibility payments could be recouped based on changes in reporting requirements or audit results.

On April 10, 2020, the System received payments in the amount of approximately \$66.25 million under the Accelerated and Advance Payment Program expansion as part of the CARES Act. The program provides emergency funding and addresses cash flow difficulties when there are disruptions in claims submission and/or claims processing. Centers for Medicare and Medicaid Services (CMS) expanded the program for all Medicare providers throughout the country. In October 2020, a Continuing Resolution was passed which allows providers to defer repayment of these funds for up to 29 months before interest starts accruing. The System intends to repay the entire amount over the interest free period with final payment occurring in September 2022. The current and long-term portion is reported as Medicare advance payments in the combined balance sheets as of June 30, 2021 and 2020.



INDEPENDENT AUDITOR'S REPORT ON COMBINING INFORMATION

Board of Trustees
St. Joseph's/Candler Health System, Inc.
Savannah, Georgia

We have audited the combined financial statements of St. Joseph's/Candler Health System, Inc. as of and for the years ended June 30, 2021 and 2020, and our report thereon dated October 21, 2021, which expressed an unmodified opinion on those combined financial statements, appears on pages 1 and 2. Our audits were conducted for the purpose of forming an opinion on the combined financial statements taken as a whole. The combining information included in this report on pages 50 through 69, inclusive, is presented for purposes of additional analysis of the combined financial statements rather than to present the financial position, results of operations and cash flows of the individual entities, and is not a required part of the combined financial statements. Accordingly, we do not express an opinion on the financial position, results of operations and cash flows of the individual entities.

The combining information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the combined financial statements. Such information has been subjected to the auditing procedures applied in the audits of the combined financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the combined financial statements or to the combined financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, which insofar as it relates to Geechee Reinsurance Company, LLC, a wholly-owned subsidiary, is based on the report of other auditors, the combining information is fairly stated in all material respects in relation to the combined financial statements taken a whole.

Draffin & Tucker, LLP

Albany, Georgia
October 21, 2021

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING BALANCE SHEETS
June 30, 2021

	St. Joseph's/ Candler <u>Health System</u>	Candler <u>Hospital</u>	St. Joseph's <u>Hospital</u>	SJC Home <u>Health</u>	SJC Medical <u>Group</u>	SJC <u>Properties</u>
Assets						
Current assets:						
Cash and cash equivalents	\$ 114,815,453	\$ 920,363	\$ 117,788	\$ 531,762	\$ 2,483,170	\$ -
Assets limited as to use required for current liabilities	6,058,200	-	-	-	-	-
Patient accounts receivable, net	-	49,777,372	38,841,194	1,178,549	3,383,347	-
Other receivables	2,472,972	5,466,134	2,741,481	-	161,234	126,269
Due from affiliates	-	69,764,539	54,864,864	-	-	-
Inventories	2,769,716	11,527,429	9,630,835	-	-	-
Prepaid expenses	5,450,743	2,865,906	941,587	3,745	214,954	15,365
Estimated third-party payor settlements	-	4,324,627	710,832	-	1,150	-
Total current assets	<u>131,567,084</u>	<u>144,646,370</u>	<u>107,848,581</u>	<u>1,714,056</u>	<u>6,243,855</u>	<u>141,634</u>
Assets limited as to use:						
Held in trust under bond indenture	25,477,159	-	-	-	-	-
Restricted under interest rate swap and deferred compensation agreements	-	1,149,788	4,324,265	-	-	-
Board designated	<u>224,531,107</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>11,566,513</u>	<u>-</u>
Total assets limited as to use	<u>250,008,266</u>	<u>1,149,788</u>	<u>4,324,265</u>	<u>-</u>	<u>11,566,513</u>	<u>-</u>
Property and equipment, net	<u>16,638,623</u>	<u>114,413,996</u>	<u>118,751,865</u>	<u>106,993</u>	<u>8,153,349</u>	<u>10,426,435</u>
Other assets:						
Investments in affiliates	520,850,742	-	-	-	-	-
Long-term investments	-	3,014,719	109,178	6,510	33,655	1,275,239
Goodwill on long-term investments	-	48,323,352	-	-	161,000	-
Operating lease right-of-use assets	1,272,866	1,304,111	741,834	-	1,767,447	803,252
Beneficial interest in net assets of Foundations	-	12,232,598	3,291,734	-	-	-
Total other assets	<u>522,123,608</u>	<u>64,874,780</u>	<u>4,142,746</u>	<u>6,510</u>	<u>1,962,102</u>	<u>2,078,491</u>
Total assets	<u>\$ 920,337,581</u>	<u>\$ 325,084,934</u>	<u>\$ 235,067,457</u>	<u>\$ 1,827,559</u>	<u>\$ 27,925,819</u>	<u>\$ 12,646,560</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING BALANCE SHEETS, Continued
June 30, 2021

	<u>SJC Health Services</u>	<u>Georgia Infirmary</u>	<u>Geechee Reinsurance</u>	<u>Totals</u>	<u>Eliminations</u>	<u>Combined Totals</u>
Assets, Continued						
Current assets:						
Cash and cash equivalents	\$ 5,584,796	\$ 986,613	\$ 3,245,284	\$ 128,685,229	\$ -	\$ 128,685,229
Assets limited as to use required for current liabilities	-	-	-	6,058,200	-	6,058,200
Patient accounts receivable, net	1,144,284	56,129	-	94,380,875	-	94,380,875
Other receivables	193,061	24,609	-	11,185,760	-	11,185,760
Due from affiliates	-	-	-	124,629,403	(124,629,403)	-
Inventories	503,182	-	-	24,431,162	-	24,431,162
Prepaid expenses	75,860	-	-	9,568,160	-	9,568,160
Estimated third-party payor settlements	-	-	-	5,036,609	-	5,036,609
Total current assets	<u>7,501,183</u>	<u>1,067,351</u>	<u>3,245,284</u>	<u>403,975,398</u>	<u>(124,629,403)</u>	<u>279,345,995</u>
Assets limited as to use:						
Held in trust under bond indenture	-	-	-	25,477,159	-	25,477,159
Restricted under interest rate swap and deferred compensation agreements	-	-	-	5,474,053	-	5,474,053
Board designated	-	1,558,924	62,398,348	300,054,892	-	300,054,892
Total assets limited as to use	<u>-</u>	<u>1,558,924</u>	<u>62,398,348</u>	<u>331,006,104</u>	<u>-</u>	<u>331,006,104</u>
Property and equipment, net	<u>554,357</u>	<u>2,939,142</u>	<u>-</u>	<u>271,984,760</u>	<u>-</u>	<u>271,984,760</u>
Other assets:						
Investments in affiliates	-	-	-	520,850,742	(520,850,742)	-
Long-term investments	11,348	-	-	4,450,649	-	4,450,649
Goodwill on long-term investments	8,092,905	-	-	56,577,257	-	56,577,257
Operating lease right-of-use assets	5,446,024	-	-	11,335,534	-	11,335,534
Beneficial interest in net assets of Foundations	-	-	-	15,524,332	-	15,524,332
Total other assets	<u>13,550,277</u>	<u>-</u>	<u>-</u>	<u>608,738,514</u>	<u>(520,850,742)</u>	<u>87,887,772</u>
Total assets	<u>\$ 21,605,817</u>	<u>\$ 5,565,417</u>	<u>\$ 65,643,632</u>	<u>\$ 1,615,704,776</u>	<u>\$(645,480,145)</u>	<u>\$ 970,224,631</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING BALANCE SHEETS, Continued
June 30, 2021

	St. Joseph's/ Candler <u>Health System</u>	Candler <u>Hospital</u>	St. Joseph's <u>Hospital</u>	SJC Home <u>Health</u>	SJC Medical <u>Group</u>	SJC <u>Properties</u>
Liabilities and Net Assets						
Current liabilities:						
Current maturities of long-term debt	\$ 1,006,899	\$ 255,336	\$ 265,677	\$ -	\$ -	\$ 400,000
Current portion of operating lease liabilities	234,966	378,357	499,789	-	383,110	185,467
Accounts payable	6,640,473	15,826,027	13,438,124	175,717	1,026,430	52,413
Accrued employee related expenses	19,462,625	8,659,539	7,020,376	420,182	1,031,230	8,376
Other accrued expenses	8,041,900	2,311,930	1,089,669	-	2,646,902	(4,237)
Due to affiliates	124,026,227	-	-	531,560	-	-
Medicare advance payments, current portion	-	21,013,449	22,511,032	-	815,027	-
CARES Act refundable advance	-	4,516,035	1,005,189	-	-	-
Total current liabilities	159,413,090	52,960,673	45,829,856	1,127,459	5,902,699	642,019
Medicare advance payments, excluding current portion	-	8,317,299	5,200,262	-	-	-
Long-term debt, excluding current maturities	272,140,320	321,855	364,073	-	-	400,000
Operating lease liabilities, excluding current portion	1,077,574	925,755	219,047	-	1,441,854	636,503
Accrued self-insurance claims	1,783,633	-	-	-	-	-
Accrued pension cost	6,345,128	-	-	-	-	-
Deferred compensation payable	-	1,149,788	4,324,265	-	6,570,653	-
Derivative financial instruments	1,399,943	-	-	-	-	-
Total liabilities	442,159,688	63,675,370	55,937,503	1,127,459	13,915,206	1,678,522
Net assets:						
St. Joseph's/Candler Health System, Inc. net assets:						
Common stock	-	-	-	-	500	500
Without donor restrictions	478,177,893	252,889,299	177,521,570	700,100	13,586,648	10,967,538
With donor restrictions:						
Purpose restrictions	-	7,585,265	1,508,384	-	-	-
Perpetual in nature	-	935,000	100,000	-	-	-
Total St. Joseph's/Candler Health System, Inc. net assets	478,177,893	261,409,564	179,129,954	700,100	13,587,148	10,968,038
Noncontrolling interest in joint ventures	-	-	-	-	423,465	-
Total net assets	478,177,893	261,409,564	179,129,954	700,100	14,010,613	10,968,038
Total liabilities and net assets	\$ 920,337,581	\$ 325,084,934	\$ 235,067,457	\$ 1,827,559	\$ 27,925,819	\$ 12,646,560

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING BALANCE SHEETS, Continued
June 30, 2021

	SJC Health Services	Georgia Infirmary	Geechee Reinsurance	Totals	Eliminations	Combined Totals
Liabilities and Net Assets, Continued						
Current liabilities:						
Current maturities of long-term debt	\$ -	\$ -	\$ -	\$ 1,927,912	\$ -	\$ 1,927,912
Current portion of operating lease liabilities	604,185	-	-	2,285,874	-	2,285,874
Accounts payable	22,210	98,276	128,847	37,408,517	-	37,408,517
Accrued employee related expenses	413,706	175,460	-	37,191,494	-	37,191,494
Other accrued expenses	1,068,826	-	93,074	15,248,064	-	15,248,064
Due to affiliates	-	-	71,616	124,629,403	(124,629,403)	-
Medicare advance payments, current portion	74,436	-	-	44,413,944	-	44,413,944
CARES Act refundable advance	<u>1,256,720</u>	<u>-</u>	<u>-</u>	<u>6,777,944</u>	<u>-</u>	<u>6,777,944</u>
Total current liabilities	3,440,083	273,736	293,537	269,883,152	(124,629,403)	145,253,749
Medicare advance payments, excluding current portion	-	-	-	13,517,561	-	13,517,561
Long-term debt, excluding current maturities	-	-	-	273,226,248	-	273,226,248
Operating lease liabilities, excluding current portion	4,970,141	-	-	9,270,874	-	9,270,874
Accrued self-insurance claims	-	-	24,256,807	26,040,440	-	26,040,440
Accrued pension cost	-	-	-	6,345,128	-	6,345,128
Deferred compensation payable	-	-	-	12,044,706	-	12,044,706
Derivative financial instruments	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,399,943</u>	<u>-</u>	<u>1,399,943</u>
Total liabilities	<u>8,410,224</u>	<u>273,736</u>	<u>24,550,344</u>	<u>611,728,052</u>	<u>(124,629,403)</u>	<u>487,098,649</u>
Net assets:						
St. Joseph's/Candler Health System, Inc. net assets:						
Common stock	165,000	-	120,000	286,000	(286,000)	-
Without donor restrictions	6,636,682	5,291,681	40,973,288	986,744,699	(520,564,742)	466,179,957
With donor restrictions:						
Purpose restrictions	-	-	-	9,093,649	-	9,093,649
Perpetual in nature	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,035,000</u>	<u>-</u>	<u>1,035,000</u>
Total St. Joseph's/Candler Health System, Inc. net assets	6,801,682	5,291,681	41,093,288	997,159,348	(520,850,742)	476,308,606
Noncontrolling interest in joint ventures	<u>6,393,911</u>	<u>-</u>	<u>-</u>	<u>6,817,376</u>	<u>-</u>	<u>6,817,376</u>
Total net assets	<u>13,195,593</u>	<u>5,291,681</u>	<u>41,093,288</u>	<u>1,003,976,724</u>	<u>(520,850,742)</u>	<u>483,125,982</u>
Total liabilities and net assets	\$ <u>21,605,817</u>	\$ <u>5,565,417</u>	\$ <u>65,643,632</u>	\$ <u>1,615,704,776</u>	\$ <u>(645,480,145)</u>	\$ <u>970,224,631</u>

See accompanying independent auditor's report on combining information.

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING BALANCE SHEETS
June 30, 2020

	St. Joseph's/ Candler <u>Health System</u>	Candler <u>Hospital</u>	St. Joseph's <u>Hospital</u>	SJC Home <u>Health</u>	SJC Medical <u>Group</u>	SJC <u>Properties</u>
Assets						
Current assets:						
Cash and cash equivalents	\$ 150,494,181	\$ 88,376	\$ 68,266	\$ 64,198	\$ 157,827	\$ -
Assets limited as to use required for current liabilities	6,905,237	-	-	-	-	-
Patient accounts receivable, net	-	38,930,325	28,539,250	936,533	1,763,752	-
Other receivables	552,486	5,370,917	3,719,513	-	314,888	13,322
Due from affiliates	-	39,593,550	43,976,751	-	-	-
Inventories	1,517,646	7,549,018	8,842,162	-	-	-
Prepaid expenses	4,430,630	1,313,754	1,122,489	19,766	110,014	17,472
Estimated third-party payor settlements	-	2,734,041	1,381,882	-	39,384	-
Total current assets	<u>163,900,180</u>	<u>95,579,981</u>	<u>87,650,313</u>	<u>1,020,497</u>	<u>2,385,865</u>	<u>30,794</u>
Assets limited as to use:						
Held in trust under bond indenture	25,662,118	-	-	-	-	-
Restricted under interest rate swap and deferred compensation agreements	-	888,242	3,722,225	-	-	-
Board designated	<u>154,260,656</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>8,927,962</u>	<u>-</u>
Total assets limited as to use	<u>179,922,774</u>	<u>888,242</u>	<u>3,722,225</u>	<u>-</u>	<u>8,927,962</u>	<u>-</u>
Property and equipment, net	<u>18,405,451</u>	<u>110,544,822</u>	<u>119,036,750</u>	<u>132,848</u>	<u>6,592,452</u>	<u>5,171,995</u>
Derivative financial instruments	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Other assets:						
Investments in affiliates	419,638,668	-	-	-	-	-
Long-term investments	-	1,794,603	100,756	6,510	25,665	146,066
Goodwill on long-term investments	-	48,323,352	-	-	161,000	-
Operating lease right-of-use assets	1,490,385	1,889,286	1,412,279	-	2,149,353	855,377
Beneficial interest in net assets of Foundations	<u>-</u>	<u>9,906,513</u>	<u>2,793,227</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total other assets	<u>421,129,053</u>	<u>61,913,754</u>	<u>4,306,262</u>	<u>6,510</u>	<u>2,336,018</u>	<u>1,001,443</u>
Total assets	<u>\$ 783,357,458</u>	<u>\$ 268,926,799</u>	<u>\$ 214,715,550</u>	<u>\$ 1,159,855</u>	<u>\$ 20,242,297</u>	<u>\$ 6,204,232</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING BALANCE SHEETS, Continued
June 30, 2020

	<u>SJC Health Services</u>	<u>Georgia Infirmary</u>	<u>Geechee Reinsurance</u>	<u>Totals</u>	<u>Eliminations</u>	<u>Combined Totals</u>
Assets, Continued						
Current assets:						
Cash and cash equivalents	\$ 1,925,268	\$ 679,578	\$ 2,115,500	\$ 155,593,194	\$ -	\$ 155,593,194
Assets limited as to use required for current liabilities	-	-	-	6,905,237	-	6,905,237
Patient accounts receivable, net	817,452	72,824	-	71,060,136	-	71,060,136
Other receivables	1,142,908	17,072	-	11,131,106	-	11,131,106
Due from affiliates	-	-	-	83,570,301	(83,570,301)	-
Inventories	608,199	-	-	18,517,025	-	18,517,025
Prepaid expenses	17,607	1,600	-	7,033,332	-	7,033,332
Estimated third-party payor settlements	-	-	-	4,155,307	-	4,155,307
Total current assets	<u>4,511,434</u>	<u>771,074</u>	<u>2,115,500</u>	<u>357,965,638</u>	<u>(83,570,301)</u>	<u>274,395,337</u>
Assets limited as to use:						
Held in trust under bond indenture	-	-	-	25,662,118	-	25,662,118
Restricted under interest rate swap and deferred compensation agreements	-	-	-	4,610,467	-	4,610,467
Board designated	-	1,163,537	47,669,442	212,021,597	-	212,021,597
Total assets limited as to use	<u>-</u>	<u>1,163,537</u>	<u>47,669,442</u>	<u>242,294,182</u>	<u>-</u>	<u>242,294,182</u>
Property and equipment, net	<u>637,556</u>	<u>3,089,796</u>	<u>-</u>	<u>263,611,670</u>	<u>-</u>	<u>263,611,670</u>
Derivative financial instruments	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Other assets:						
Investments in affiliates	-	-	-	419,638,668	(419,638,668)	-
Long-term investments	11,348	-	-	2,084,948	-	2,084,948
Goodwill on long-term investments	8,092,905	-	-	56,577,257	-	56,577,257
Operating lease right-of-use assets	6,148,783	-	-	13,945,463	-	13,945,463
Beneficial interest in net assets of Foundations	-	-	-	12,699,740	-	12,699,740
Total other assets	<u>14,253,036</u>	<u>-</u>	<u>-</u>	<u>504,946,076</u>	<u>(419,638,668)</u>	<u>85,307,408</u>
Total assets	<u>\$ 19,402,026</u>	<u>\$ 5,024,407</u>	<u>\$ 49,784,942</u>	<u>\$ 1,368,817,566</u>	<u>\$(503,208,969)</u>	<u>\$ 865,608,597</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING BALANCE SHEETS, Continued
June 30, 2020

	St. Joseph's/ Candler <u>Health System</u>	Candler <u>Hospital</u>	St. Joseph's <u>Hospital</u>	SJC Home <u>Health</u>	SJC Medical <u>Group</u>	SJC <u>Properties</u>
Liabilities and Net Assets						
Current liabilities:						
Current maturities of long-term debt	\$ 997,722	\$ 262,285	\$ 263,034	\$ -	\$ -	\$ -
Current portion of operating lease liabilities	539,571	372,683	662,577	-	350,378	142,065
Accounts payable	5,235,141	14,619,844	13,727,452	346,856	755,813	65,581
Accrued employee related expenses	17,447,384	6,219,069	4,484,043	356,506	679,836	7,907
Other accrued expenses	8,809,499	3,248,858	1,636,888	-	365,610	(1,289)
Due to affiliates	83,565,263	-	-	-	-	-
Medicare advance payments, current portion	-	6,186,396	1,974,444	-	218,180	-
CARES Act refundable advance	-	-	-	-	-	-
Total current liabilities	116,594,580	30,909,135	22,748,438	703,362	2,369,817	214,264
Medicare advance payments, excluding current portion	-	27,580,151	29,545,729	-	654,539	-
Long-term debt, excluding current maturities	272,829,779	585,629	630,877	-	-	-
Operating lease liabilities, excluding current portion	963,914	1,516,601	737,267	-	1,819,549	719,190
Accrued self-insurance claims	2,209,610	-	-	-	-	-
Accrued pension cost	18,322,419	-	-	-	-	-
Deferred compensation payable	-	888,242	3,722,225	-	6,027,524	-
Derivative financial instruments	3,092,078	-	-	-	-	-
Collateral held under interest rate swap agreement	-	-	-	-	-	-
Total liabilities	<u>414,012,380</u>	<u>61,479,758</u>	<u>57,384,536</u>	<u>703,362</u>	<u>10,871,429</u>	<u>933,454</u>
Net assets:						
St. Joseph's/Candler Health System, Inc. net assets:						
Common stock	-	-	-	-	500	500
Without donor restrictions	369,345,078	199,455,077	155,786,954	456,493	9,370,368	5,270,278
With donor restrictions:						
Purpose restrictions	-	7,056,964	1,444,060	-	-	-
Perpetual in nature	-	935,000	100,000	-	-	-
Total St. Joseph's/Candler Health System, Inc. net assets	369,345,078	207,447,041	157,331,014	456,493	9,370,868	5,270,778
Noncontrolling interest in joint ventures	-	-	-	-	-	-
Total net assets	<u>369,345,078</u>	<u>207,447,041</u>	<u>157,331,014</u>	<u>456,493</u>	<u>9,370,868</u>	<u>5,270,778</u>
Total liabilities and net assets	\$ <u>783,357,458</u>	\$ <u>268,926,799</u>	\$ <u>214,715,550</u>	\$ <u>1,159,855</u>	\$ <u>20,242,297</u>	\$ <u>6,204,232</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING BALANCE SHEETS, Continued
June 30, 2020

	<u>SJC Health Services</u>	<u>Georgia Infirmary</u>	<u>Geechee Reinsurance</u>	<u>Totals</u>	<u>Eliminations</u>	<u>Combined Totals</u>
Liabilities and Net Assets, Continued						
Current liabilities:						
Current maturities of long-term debt	\$ -	\$ -	\$ -	\$ 1,523,041	\$ -	\$ 1,523,041
Current portion of operating lease liabilities	521,236	-	-	2,588,510	-	2,588,510
Accounts payable	239,144	120,176	53,171	35,163,178	-	35,163,178
Accrued employee related expenses	515,238	132,501	-	29,842,484	-	29,842,484
Other accrued expenses	370,712	-	86,747	14,517,025	-	14,517,025
Due to affiliates	-	-	5,038	83,570,301	(83,570,301)	-
Medicare advance payments, current portion	23,143	-	-	8,402,163	-	8,402,163
CARES Act refundable advance	-	-	-	-	-	-
Total current liabilities	1,669,473	252,677	144,956	175,606,702	(83,570,301)	92,036,401
Medicare advance payments, excluding current portion	69,428	-	-	57,849,847	-	57,849,847
Long-term debt, excluding current maturities	-	-	-	274,046,285	-	274,046,285
Operating lease liabilities, excluding current portion	5,657,132	-	-	11,413,653	-	11,413,653
Accrued self-insurance claims	-	-	22,951,229	25,160,839	-	25,160,839
Accrued pension cost	-	-	-	18,322,419	-	18,322,419
Deferred compensation payable	-	-	-	10,637,991	-	10,637,991
Derivative financial instruments	-	-	-	3,092,078	-	3,092,078
Collateral held under interest rate swap agreement	-	-	-	-	-	-
Total liabilities	<u>7,396,033</u>	<u>252,677</u>	<u>23,096,185</u>	<u>576,129,814</u>	<u>(83,570,301)</u>	<u>492,559,513</u>
Net assets:						
St. Joseph's/Candler Health System, Inc. net assets:						
Common stock	165,000	-	120,000	286,000	(286,000)	-
Without donor restrictions	6,267,697	4,771,730	26,568,757	777,292,432	(419,352,668)	357,939,764
With donor restrictions:						
Purpose restrictions	-	-	-	8,501,024	-	8,501,024
Perpetual in nature	-	-	-	1,035,000	-	1,035,000
Total St. Joseph's/Candler Health System, Inc. net assets	6,432,697	4,771,730	26,688,757	787,114,456	(419,638,668)	367,475,788
Noncontrolling interest in joint ventures	<u>5,573,296</u>	<u>-</u>	<u>-</u>	<u>5,573,296</u>	<u>-</u>	<u>5,573,296</u>
Total net assets	<u>12,005,993</u>	<u>4,771,730</u>	<u>26,688,757</u>	<u>792,687,752</u>	<u>(419,638,668)</u>	<u>373,049,084</u>
Total liabilities and net assets	\$ <u>19,402,026</u>	\$ <u>5,024,407</u>	\$ <u>49,784,942</u>	\$ <u>1,368,817,566</u>	\$ <u>(503,208,969)</u>	\$ <u>865,608,597</u>

See accompanying independent auditor's report on combining information.

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING STATEMENTS OF EXCESS REVENUES (EXPENSES)
June 30, 2021

	St. Joseph's/ Candler Health System	Candler Hospital	St. Joseph's Hospital	SJC Home Health	SJC Medical Group	SJC Properties
Revenues, gains and other support:						
Net patient service revenue	\$ -	\$ 378,286,615	\$ 273,892,580	\$ 8,843,081	\$ 29,324,028	\$ -
Other revenue	-	<u>43,982,202</u>	<u>15,468,262</u>	-	<u>6,339,920</u>	<u>1,787,449</u>
Total revenues, gains and other support	-	<u>422,268,817</u>	<u>289,360,842</u>	<u>8,843,081</u>	<u>35,663,948</u>	<u>1,787,449</u>
Expenses:						
Salaries and wages	-	131,376,955	101,168,117	6,385,133	25,141,372	121,382
Employee benefits	-	25,005,922	18,961,862	1,066,898	3,828,080	12,679
Physician and professional fees	-	36,015,943	18,863,247	16,313	7,777,897	28,515
Materials and supplies	-	121,601,411	91,265,354	278,260	2,178,324	6,429
Purchased services	-	29,258,683	14,849,751	15,018	985,482	114,988
Insurance	-	3,269,167	2,585,812	-	433,465	-
Interest	-	6,050,757	4,392,086	-	-	24,066
Depreciation and amortization	-	14,680,760	12,503,903	25,854	646,578	251,502
Other	-	<u>25,129,240</u>	<u>18,295,506</u>	<u>811,998</u>	<u>3,473,341</u>	<u>930,655</u>
Total expenses	-	<u>392,388,838</u>	<u>282,885,638</u>	<u>8,599,474</u>	<u>44,464,539</u>	<u>1,490,216</u>
Income (loss) from operations	-	<u>29,879,979</u>	<u>6,475,204</u>	<u>243,607</u>	<u>(8,800,591)</u>	<u>297,233</u>
Nonoperating income (loss):						
Investment income	-	4,951,220	2,691,511	-	270,677	-
Unrealized gains on securities	-	22,158,604	16,045,886	-	2,367,874	-
Increase in fair value of derivative instruments	-	981,438	710,697	-	-	-
Gain on investments in affiliates	98,188,762	-	-	-	-	-
Net periodic pension cost	-	206,799	149,751	-	-	-
Other nonoperating gains (losses)	-	<u>(219,265)</u>	<u>(162,218)</u>	-	<u>25,024</u>	-
Nonoperating income (loss), net	<u>98,188,762</u>	<u>28,078,796</u>	<u>19,435,627</u>	-	<u>2,663,575</u>	-
Revenues and gains in excess (deficient) of expenses and losses	98,188,762	57,958,775	25,910,831	243,607	(6,137,016)	297,233
Net gain attributable to noncontrolling interest in joint ventures	-	-	-	-	-	-
Revenues and gains in excess (deficient) of expenses and losses after noncontrolling interest	<u>\$ 98,188,762</u>	<u>\$ 57,958,775</u>	<u>\$ 25,910,831</u>	<u>\$ 243,607</u>	<u>\$ (6,137,016)</u>	<u>\$ 297,233</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING STATEMENTS OF EXCESS REVENUES (EXPENSES), Continued
June 30, 2021

	SJC Health Services	Georgia Infirmary	Geechee Reinsurance	Totals	Eliminations	Combined Totals
Revenues, gains and other support:						
Net patient service revenue	\$ 15,788,276	\$ 2,737,848	\$ -	\$ 708,872,428	\$ -	\$ 708,872,428
Other revenue	<u>10,071,113</u>	<u>280,365</u>	<u>3,982,921</u>	<u>81,912,232</u>	<u>(14,007,727)</u>	<u>67,904,505</u>
Total revenues, gains and other support	<u>25,859,389</u>	<u>3,018,213</u>	<u>3,982,921</u>	<u>790,784,660</u>	<u>(14,007,727)</u>	<u>776,776,933</u>
Expenses:						
Salaries and wages	4,909,827	1,792,455	-	270,895,241	-	270,895,241
Employee benefits	1,091,138	444,401	-	50,410,980	-	50,410,980
Physician and professional fees	4,090,428	169,245	122,866	67,084,454	(4,352,208)	62,732,246
Materials and supplies	3,867,103	23,334	-	219,220,215	-	219,220,215
Purchased services	1,277,092	23,731	-	46,524,745	(4,062,439)	42,462,306
Insurance	248,418	-	4,115,251	10,652,113	(3,982,920)	6,669,193
Interest	-	-	-	10,466,909	-	10,466,909
Depreciation and amortization	151,720	175,562	-	28,435,879	-	28,435,879
Other	<u>2,196,204</u>	<u>230,781</u>	<u>4,345</u>	<u>51,072,070</u>	<u>(1,610,160)</u>	<u>49,461,910</u>
Total expenses	<u>17,831,930</u>	<u>2,859,509</u>	<u>4,242,462</u>	<u>754,762,606</u>	<u>(14,007,727)</u>	<u>740,754,879</u>
Income (loss) from operations	<u>8,027,459</u>	<u>158,704</u>	<u>(259,541)</u>	<u>36,022,054</u>	<u>-</u>	<u>36,022,054</u>
Nonoperating income (loss):						
Investment income	-	13,226	1,320,385	9,247,019	-	9,247,019
Unrealized gains on securities	-	382,162	13,343,687	54,298,213	-	54,298,213
Increase in fair value of derivative instruments	-	-	-	1,692,135	-	1,692,135
Gain on investments in affiliates	-	-	-	98,188,762	(98,188,762)	-
Net periodic pension cost	-	-	-	356,550	-	356,550
Other nonoperating gains (losses)	<u>(65,027)</u>	<u>-</u>	<u>-</u>	<u>(421,486)</u>	<u>-</u>	<u>(421,486)</u>
Nonoperating income (loss), net	<u>(65,027)</u>	<u>395,388</u>	<u>14,664,072</u>	<u>163,361,193</u>	<u>(98,188,762)</u>	<u>65,172,431</u>
Revenues and gains in excess (deficient) of expenses and losses	7,962,432	554,092	14,404,531	199,383,247	(98,188,762)	101,194,485
Net gain attributable to noncontrolling interest in joint ventures	<u>(3,005,723)</u>	<u>-</u>	<u>-</u>	<u>(3,005,723)</u>	<u>-</u>	<u>(3,005,723)</u>
Revenues and gains in excess (deficient) of expenses and losses after noncontrolling interest	<u>\$ 4,956,709</u>	<u>\$ 554,092</u>	<u>\$ 14,404,531</u>	<u>\$ 196,377,524</u>	<u>\$(98,188,762)</u>	<u>\$ 98,188,762</u>

See accompanying independent auditor's report on combining information.

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING STATEMENTS OF EXCESS REVENUES (EXPENSES)
June 30, 2020

	St. Joseph's/ Candler Health System	Candler Hospital	St. Joseph's Hospital	SJC Home Health	SJC Medical Group	SJC Properties
Revenues, gains and other support:						
Net patient service revenue	\$ -	\$ 323,147,499	\$ 248,630,757	\$ 8,709,886	\$ 17,676,548	\$ -
Other revenue	<u>-</u>	<u>54,171,415</u>	<u>20,338,614</u>	<u>324,229</u>	<u>2,339,543</u>	<u>1,570,873</u>
Total revenues, gains and other support	<u>-</u>	<u>377,318,914</u>	<u>268,969,371</u>	<u>9,034,115</u>	<u>20,016,091</u>	<u>1,570,873</u>
Expenses:						
Salaries and wages	-	121,034,289	95,005,660	6,325,127	14,732,563	125,189
Employee benefits	-	22,517,948	17,886,173	1,014,740	2,616,003	12,629
Physician and professional fees	-	31,877,079	17,706,181	24,236	3,849,147	36,559
Materials and supplies	-	102,746,403	84,944,017	296,989	2,081,806	5,593
Purchased services	-	26,839,102	13,542,690	12,694	816,337	115,691
Insurance	-	5,188,958	3,811,031	-	274,073	-
Interest	-	5,195,738	3,777,530	-	-	-
Depreciation and amortization	-	13,175,629	11,956,243	52,754	624,445	279,914
Other	<u>-</u>	<u>22,313,317</u>	<u>16,204,404</u>	<u>763,023</u>	<u>2,814,499</u>	<u>918,573</u>
Total expenses	<u>-</u>	<u>350,888,463</u>	<u>264,833,929</u>	<u>8,489,563</u>	<u>27,808,873</u>	<u>1,494,148</u>
Income (loss) from operations	<u>-</u>	<u>26,430,451</u>	<u>4,135,442</u>	<u>544,552</u>	<u>(7,792,782)</u>	<u>76,725</u>
Nonoperating income (loss):						
Investment income (loss)	-	2,823,164	1,633,286	-	469,205	-
Unrealized losses on securities	-	(1,735,398)	(1,256,668)	-	(209,448)	-
Decrease in fair value of derivative instruments	-	(1,803,612)	(1,319,994)	-	-	-
Gain on investments in affiliates	24,482,261	-	-	-	-	-
Net periodic pension cost	-	(80,053)	(57,970)	-	-	-
Other nonoperating losses	<u>-</u>	<u>(45,824)</u>	<u>(265,808)</u>	<u>-</u>	<u>(514,014)</u>	<u>(5,878)</u>
Nonoperating income (loss), net	<u>24,482,261</u>	<u>(841,723)</u>	<u>(1,267,154)</u>	<u>-</u>	<u>(254,257)</u>	<u>(5,878)</u>
Revenues and gains in excess (deficient) of expenses and losses	24,482,261	25,588,728	2,868,288	544,552	(8,047,039)	70,847
Net gain attributable to noncontrolling interest in joint ventures	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Revenues and gains in excess (deficient) of expenses and losses after noncontrolling interest	<u>\$ 24,482,261</u>	<u>\$ 25,588,728</u>	<u>\$ 2,868,288</u>	<u>\$ 544,552</u>	<u>\$(8,047,039)</u>	<u>\$ 70,847</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING STATEMENTS OF EXCESS REVENUES (EXPENSES), Continued
June 30, 2020

	SJC Health Services	Georgia Infirmary	Geechee Reinsurance	Totals	Eliminations	Combined Totals
Revenues, gains and other support:						
Net patient service revenue	\$ 10,879,946	\$ 3,346,379	\$ -	\$ 612,391,015	\$ -	\$ 612,391,015
Other revenue	<u>6,962,753</u>	<u>363,552</u>	<u>7,659,816</u>	<u>93,730,795</u>	<u>(13,288,108)</u>	<u>80,442,687</u>
Total revenues, gains and other support	<u>17,842,699</u>	<u>3,709,931</u>	<u>7,659,816</u>	<u>706,121,810</u>	<u>(13,288,108)</u>	<u>692,833,702</u>
Expenses:						
Salaries and wages	7,620,169	2,047,961	-	246,890,958	-	246,890,958
Employee benefits	945,570	489,673	-	45,482,736	-	45,482,736
Physician and professional fees	833,256	214,272	141,011	54,681,741	-	54,681,741
Materials and supplies	2,495,781	108,615	-	192,679,204	-	192,679,204
Purchased services	953,532	41,471	-	42,321,517	(4,329,964)	37,991,553
Insurance	151,843	-	7,729,575	17,155,480	(7,659,816)	9,495,664
Interest	-	-	-	8,973,268	-	8,973,268
Depreciation and amortization	142,491	174,778	-	26,406,254	-	26,406,254
Other	<u>2,047,937</u>	<u>319,126</u>	<u>1,523</u>	<u>45,382,402</u>	<u>(1,298,328)</u>	<u>44,084,074</u>
Total expenses	<u>15,190,579</u>	<u>3,395,896</u>	<u>7,872,109</u>	<u>679,973,560</u>	<u>(13,288,108)</u>	<u>666,685,452</u>
Income (loss) from operations	<u>2,652,120</u>	<u>314,035</u>	<u>(212,293)</u>	<u>26,148,250</u>	<u>-</u>	<u>26,148,250</u>
Nonoperating income (loss):						
Investment income (loss)	-	21,265	1,560,843	6,507,763	-	6,507,763
Unrealized losses on securities	-	(4,512)	(469,420)	(3,675,446)	-	(3,675,446)
Decrease in fair value of derivative instruments	-	-	-	(3,123,606)	-	(3,123,606)
Gain on investments in affiliates	-	-	-	24,482,261	(24,482,261)	-
Net periodic pension cost	-	-	-	(138,023)	-	(138,023)
Other nonoperating losses	<u>(29,585)</u>	<u>-</u>	<u>-</u>	<u>(861,109)</u>	<u>-</u>	<u>(861,109)</u>
Nonoperating income (loss), net	<u>(29,585)</u>	<u>16,753</u>	<u>1,091,423</u>	<u>23,191,840</u>	<u>(24,482,261)</u>	<u>(1,290,421)</u>
Revenues and gains in excess (deficient) of expenses and losses	2,622,535	330,788	879,130	49,340,090	(24,482,261)	24,857,829
Net gain attributable to noncontrolling interest in joint ventures	<u>(375,568)</u>	<u>-</u>	<u>-</u>	<u>(375,568)</u>	<u>-</u>	<u>(375,568)</u>
Revenues and gains in excess (deficient) of expenses and losses after noncontrolling interest	<u>\$ 2,246,967</u>	<u>\$ 330,788</u>	<u>\$ 879,130</u>	<u>\$ 48,964,522</u>	<u>\$(24,482,261)</u>	<u>\$ 24,482,261</u>

See accompanying independent auditor's report on combining information.

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING STATEMENTS OF CASH FLOWS
June 30, 2021

	St. Joseph's/ Candler <u>Health System</u>	Candler <u>Hospital</u>	St. Joseph's <u>Hospital</u>	SJC Home <u>Health</u>	SJC Medical <u>Group</u>	SJC <u>Properties</u>
Cash flows from operating activities:						
Increase in net assets including noncontrolling interest	\$ 108,832,815	\$ 53,962,523	\$ 21,798,940	\$ 243,607	\$ 4,639,745	\$ 5,697,260
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities:						
Change in fair value of derivative instruments	(1,692,135)	-	-	-	-	-
Beneficial interest in net assets of Foundations, net	-	(2,326,085)	(498,507)	-	-	-
Net realized and unrealized (gains) losses on investments	(40,311,991)	-	-	-	(2,282,624)	-
Depreciation and amortization	-	14,680,760	12,503,903	25,855	646,578	251,502
Amortization of bond premium/issuance cost	(455,314)	-	-	-	-	-
Contributions from (distributions to) partners	-	-	-	-	-	-
Contributions of property	-	(64,815)	(133,907)	-	-	-
Changes in:						
Patient accounts receivable	-	(10,847,047)	(10,301,944)	(242,016)	(1,619,595)	-
Other receivables	(1,920,486)	(95,217)	978,032	-	153,654	(112,947)
Inventories	(1,252,070)	(3,978,411)	(788,673)	-	-	-
Prepaid expenses	(1,020,113)	(1,552,152)	180,902	16,021	(104,940)	2,107
Accounts payable	1,405,332	1,206,183	(289,328)	(171,139)	270,617	(13,168)
Accrued liabilities	1,247,642	1,503,542	1,989,114	63,676	2,632,686	(2,479)
Estimated third-party payor settlements and Medicare advance payments	-	(6,026,385)	(3,137,829)	-	(19,458)	-
CARES Act refundable advance	-	4,516,035	1,005,189	-	-	-
Accrued self-insurance claims	(425,977)	-	-	-	-	-
Accrued pension costs, net	(11,977,291)	-	-	-	-	-
Deferred compensation payable	-	261,546	602,040	-	543,129	-
Net cash provided by (used in) operating activities	<u>52,430,412</u>	<u>51,240,477</u>	<u>23,907,932</u>	<u>(63,996)</u>	<u>4,859,792</u>	<u>5,822,275</u>
Cash flows from investing activities:						
Purchases of property and equipment	1,793,403	(18,549,931)	(12,229,581)	-	(2,170,532)	(4,693,102)
Proceeds from sale of assets limited as to use	191,338,944	-	-	-	997,283	-
Purchases of assets limited as to use	(222,222,349)	(261,546)	(602,040)	-	(1,347,603)	-
Investment in affiliates	(101,212,074)	-	-	-	-	-
Sales (purchases) of long-term investments, net	-	(1,220,116)	(8,422)	-	(7,990)	(1,129,173)
Net cash provided by (used in) investing activities	<u>(130,302,076)</u>	<u>(20,031,593)</u>	<u>(12,840,043)</u>	<u>-</u>	<u>(2,528,842)</u>	<u>(5,822,275)</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING STATEMENTS OF CASH FLOWS, Continued
June 30, 2021

	<u>SJC Health Services</u>	<u>Georgia Infirmary</u>	<u>Geechee Reinsurance</u>	<u>Totals</u>	<u>Eliminations</u>	<u>Combined Totals</u>
Cash flows from operating activities:						
Increase (decrease) in net assets including noncontrolling interest	\$ 1,189,600	\$ 519,951	\$ 14,404,531	\$ 211,288,972	\$(101,212,074)	\$ 110,076,898
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities:						
Change in fair value of derivative instruments	-	-	-	(1,692,135)	-	(1,692,135)
Beneficial interest in net assets of Foundations, net	-	-	-	(2,824,592)	-	(2,824,592)
Net realized and unrealized (gains) losses on investments	-	(382,162)	(13,228,861)	(56,205,638)	-	(56,205,638)
Depreciation and amortization	151,720	175,562	-	28,435,880	-	28,435,880
Amortization of bond premium/issuance cost	-	-	-	(455,314)	-	(455,314)
Contributions from (distributions to) partners	2,185,108	-	-	2,185,108	-	2,185,108
Contributions of property	-	-	-	(198,722)	-	(198,722)
Changes in:						
Patient accounts receivable	(326,832)	16,695	-	(23,320,739)	-	(23,320,739)
Other receivables	949,847	(7,537)	-	(54,654)	-	(54,654)
Inventories	105,017	-	-	(5,914,137)	-	(5,914,137)
Prepaid expenses	(58,253)	1,600	-	(2,534,828)	-	(2,534,828)
Accounts payable	(216,934)	(21,900)	75,676	2,245,339	-	2,245,339
Accrued liabilities	596,582	42,959	6,327	8,080,049	-	8,080,049
Estimated third-party payor settlements and Medicare advance payments	(18,135)	-	-	(9,201,807)	-	(9,201,807)
CARES Act refundable advance	1,256,720	-	-	6,777,944	-	6,777,944
Accrued self-insurance claims	-	-	1,305,578	879,601	-	879,601
Accrued pension costs, net	-	-	-	(11,977,291)	-	(11,977,291)
Deferred compensation payable	-	-	-	1,406,715	-	1,406,715
Net cash provided by (used in) operating activities	<u>5,814,440</u>	<u>345,168</u>	<u>2,563,251</u>	<u>146,919,751</u>	<u>(101,212,074)</u>	<u>45,707,677</u>
Cash flows from investing activities:						
Purchases of property and equipment	30,196	(24,908)	-	(35,844,455)	-	(35,844,455)
Proceeds from sale of assets limited as to use	-	4,846	16,024,332	208,365,405	-	208,365,405
Purchases of assets limited as to use	-	(7,796)	(17,817,078)	(242,258,412)	-	(242,258,412)
Investment in affiliates	-	-	-	(101,212,074)	101,212,074	-
Sales (purchases) of long-term investments, net	-	-	-	(2,365,701)	-	(2,365,701)
Net cash provided by (used in) investing activities	<u>30,196</u>	<u>(27,858)</u>	<u>(1,792,746)</u>	<u>(173,315,237)</u>	<u>101,212,074</u>	<u>(72,103,163)</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING STATEMENTS OF CASH FLOWS, Continued
June 30, 2021

	St. Joseph's/ Candler <u>Health System</u>	Candler <u>Hospital</u>	St. Joseph's <u>Hospital</u>	SJC Home <u>Health</u>	SJC Medical <u>Group</u>	+ SJC <u>Properties</u>
Cash flows from financing activities:						
Payments on finance lease liabilities	\$(224,968)	\$(270,723)	\$(264,161)	\$ -	\$ -	\$ -
Contributions for property	-	64,815	133,907	-	-	-
Contributions from (distributions to) partners	-	-	-	-	-	-
Transfers to (from) affiliates, net	<u>40,460,964</u>	<u>(30,170,989)</u>	<u>(10,888,113)</u>	<u>531,560</u>	<u>-</u>	<u>-</u>
Net cash provided by (used in) financing activities	<u>40,235,996</u>	<u>(30,376,897)</u>	<u>(11,018,367)</u>	<u>531,560</u>	<u>-</u>	<u>-</u>
Net increase (decrease) in cash and cash equivalents	(37,635,668)	831,987	49,522	467,564	2,330,950	-
Cash and cash equivalents, beginning of year	<u>163,358,602</u>	<u>88,376</u>	<u>68,266</u>	<u>64,198</u>	<u>298,813</u>	<u>-</u>
Cash and cash equivalents, end of year	\$ <u>125,722,934</u>	\$ <u>920,363</u>	\$ <u>117,788</u>	\$ <u>531,762</u>	\$ <u>2,629,763</u>	\$ <u>-</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING STATEMENTS OF CASH FLOWS, Continued
June 30, 2021

	<u>SJC Health Services</u>	<u>Georgia Infirmary</u>	<u>Geechee Reinsurance</u>	<u>Totals</u>	<u>Eliminations</u>	<u>Combined Totals</u>
Cash flows from financing activities:						
Payments on finance lease liabilities	\$ -	\$ -	\$ -	\$ (759,852)	\$ -	\$ (759,852)
Contributions for property	-	-	-	198,722	-	198,722
Contributions from (distributions to) partners	(2,185,108)	-	-	(2,185,108)	-	(2,185,108)
Transfers to (from) affiliates, net	<u>-</u>	<u>-</u>	<u>66,578</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net cash provided by (used in) financing activities	<u>(2,185,108)</u>	<u>-</u>	<u>66,578</u>	<u>(2,746,238)</u>	<u>-</u>	<u>(2,746,238)</u>
Net increase (decrease) in cash and cash equivalents	3,659,528	317,310	837,083	(29,141,724)	-	(29,141,724)
Cash and cash equivalents, beginning of year	<u>1,925,268</u>	<u>696,931</u>	<u>3,368,127</u>	<u>169,868,581</u>	<u>-</u>	<u>169,868,581</u>
Cash and cash equivalents, end of year	<u>\$ 5,584,796</u>	<u>\$ 1,014,241</u>	<u>\$ 4,205,210</u>	<u>\$ 140,726,857</u>	<u>\$ -</u>	<u>\$ 140,726,857</u>

See accompanying independent auditor's report on combining information.

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING STATEMENTS OF CASH FLOWS
June 30, 2020

	St. Joseph's/ Candler <u>Health System</u>	Candler <u>Hospital</u>	St. Joseph's <u>Hospital</u>	SJC Home <u>Health</u>	SJC Medical <u>Group</u>	SJC <u>Properties</u>
Cash flows from operating activities:						
Increase (decrease) in net assets including noncontrolling interest	\$ 31,989,505	\$ 23,865,933	\$ 1,551,884	\$ 344,525	\$(641,618)	\$ 368,426
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities:						
Change in fair value of derivative instruments	3,226,959	(68,024)	(35,329)	-	-	-
Beneficial interest in net assets of Foundations, net	-	(206,186)	(492,449)	-	-	-
Net realized and unrealized (gains) losses on investments	3,166,247	-	-	-	60,482	-
Depreciation and amortization	-	13,175,629	11,956,243	52,754	624,445	279,914
Amortization of bond premium/issuance cost	(218,582)	-	-	-	-	-
Contributions from (distributions to) partners	-	-	-	-	-	-
Contributions of property	(11,960)	(568,955)	-	-	-	-
Changes in:						
Patient accounts receivable	-	(162,937)	4,099,337	(633,884)	335,412	-
Other receivables	674,944	790,873	367,176	-	6,450	15,438
Inventories	(1,503,459)	(695,479)	(901,466)	-	-	-
Prepaid expenses	(155,101)	(122,441)	(541,443)	(10)	120,511	1,551
Accounts payable	802,233	484,996	1,253,465	189,492	44,995	30,086
Accrued liabilities	7,047,288	3,207,761	1,601,307	22,444	(155,638)	(33,232)
Estimated third-party payor settlements and Medicare advance payments	-	32,854,739	31,239,543	-	900,553	-
CARES Act refundable advance	-	-	-	-	-	-
Accrued self-insurance claims	(84,929)	-	-	-	-	-
Accrued pension costs, net	(10,089,669)	-	-	-	-	-
Deferred compensation payable	-	94,967	324,978	-	-	-
Net cash provided by (used in) operating activities	<u>34,843,476</u>	<u>72,650,876</u>	<u>50,423,246</u>	<u>(24,679)</u>	<u>1,295,592</u>	<u>662,183</u>
Cash flows from investing activities:						
Purchases of property and equipment	56,062	(47,977,871)	(11,475,123)	(8,466)	(864,009)	(516,317)
Proceeds from sale of assets limited as to use	42,725,788	-	-	-	1,569,292	-
Purchases of assets limited as to use	(69,009,652)	-	-	-	(1,870,284)	-
Proceeds from interest rate swap termination	572,000	-	-	-	-	-
Payments on pledged collateral for swap	(600,000)	-	-	-	-	-
Investment in affiliates	(25,749,853)	-	-	-	-	-
Sales (purchases) of long-term investments, net	-	729,693	(46,116)	-	(2,875)	(145,866)
Net cash provided by (used in) investing activities	<u>(52,005,655)</u>	<u>(47,248,178)</u>	<u>(11,521,239)</u>	<u>(8,466)</u>	<u>(1,167,876)</u>	<u>(662,183)</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING STATEMENTS OF CASH FLOWS, Continued
June 30, 2020

	<u>SJC Health Services</u>	<u>Georgia Infirmary</u>	<u>Geechee Reinsurance</u>	<u>Totals</u>	<u>Eliminations</u>	<u>Combined Totals</u>
Cash flows from operating activities:						
Increase (decrease) in net assets including noncontrolling interest	\$ 257,218	\$(315,773)	\$ 879,129	\$ 58,299,229	\$(25,749,853)	\$ 32,549,376
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities:						
Change in fair value of derivative instruments	-	-	-	3,123,606	-	3,123,606
Beneficial interest in net assets of Foundations, net	-	-	-	(698,635)	-	(698,635)
Net realized and unrealized (gains) losses on investments	-	4,512	272,822	3,504,063	-	3,504,063
Depreciation and amortization	142,491	174,778	-	26,406,254	-	26,406,254
Amortization of bond premium/issuance cost	-	-	-	(218,582)	-	(218,582)
Contributions from (distributions to) partners	(184,305)	-	-	(184,305)	-	(184,305)
Contributions of property	-	-	-	(580,915)	-	(580,915)
Changes in:						
Patient accounts receivable	432,941	373,339	-	4,444,208	-	4,444,208
Other receivables	143,065	10,934	-	2,008,880	-	2,008,880
Inventories	126,973	-	-	(2,973,431)	-	(2,973,431)
Prepaid expenses	6,674	(1,600)	-	(691,859)	-	(691,859)
Accounts payable	38,791	(14,883)	(49,351)	2,779,824	-	2,779,824
Accrued liabilities	459,335	15,300	8,294	12,172,859	-	12,172,859
Estimated third-party payor settlements and Medicare advance payments	92,571	-	-	65,087,406	-	65,087,406
CARES Act refundable advance	-	-	-	-	-	-
Accrued self-insurance claims	-	-	33,641	(51,288)	-	(51,288)
Accrued pension costs, net	-	-	-	(10,089,669)	-	(10,089,669)
Deferred compensation payable	-	-	-	419,945	-	419,945
Net cash provided by (used in) operating activities	<u>1,515,754</u>	<u>246,607</u>	<u>1,144,535</u>	<u>162,757,590</u>	<u>(25,749,853)</u>	<u>137,007,737</u>
Cash flows from investing activities:						
Purchases of property and equipment	(32,132)	(16,054)	-	(60,833,910)	-	(60,833,910)
Proceeds from sale of assets limited as to use	-	5,629	9,896,743	54,197,452	-	54,197,452
Purchases of assets limited as to use	-	(24,590)	(11,071,135)	(81,975,661)	-	(81,975,661)
Proceeds from interest rate swap termination	-	-	-	572,000	-	572,000
Payments on pledged collateral for swap	-	-	-	(600,000)	-	(600,000)
Investment in affiliates	-	-	-	(25,749,853)	25,749,853	-
Sales (purchases) of long-term investments, net	(10,000)	-	-	524,836	-	524,836
Net cash provided by (used in) investing activities	<u>(42,132)</u>	<u>(35,015)</u>	<u>(1,174,392)</u>	<u>(113,865,136)</u>	<u>25,749,853</u>	<u>(88,115,283)</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING STATEMENTS OF CASH FLOWS, Continued
June 30, 2020

	St. Joseph's/ Candler <u>Health System</u>	Candler <u>Hospital</u>	St. Joseph's <u>Hospital</u>	SJC Home <u>Health</u>	SJC Medical <u>Group</u>	+ SJC <u>Properties</u>
Cash flows from financing activities:						
Repayment of long-term debt	\$(103,381,181)	\$ -	\$ -	\$ -	\$ -	\$ -
Proceeds from issuance of long-term debt	196,720,126	-	-	-	-	-
Payments on finance lease liabilities	(226,491)	(212,567)	(229,243)	-	-	-
Contributions for property	11,960	568,955	-	-	-	-
Contributions from (distributions to) partners	-	-	-	-	-	-
Transfers of property	-	-	-	-	-	-
Transfers to (from) affiliates, net	<u>64,431,153</u>	<u>(25,715,576)</u>	<u>(38,667,734)</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net cash provided by (used in) financing activities	<u>157,555,567</u>	<u>(25,359,188)</u>	<u>(38,896,977)</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net increase (decrease) in cash and cash equivalents	140,393,388	43,510	5,030	(33,145)	127,716	-
Cash and cash equivalents, beginning of year	<u>22,965,214</u>	<u>44,866</u>	<u>63,236</u>	<u>97,343</u>	<u>171,097</u>	<u>-</u>
Cash and cash equivalents, end of year	<u>\$ 163,358,602</u>	<u>\$ 88,376</u>	<u>\$ 68,266</u>	<u>\$ 64,198</u>	<u>\$ 298,813</u>	<u>\$ -</u>

Continued

ST. JOSEPH'S/CANDLER HEALTH SYSTEM, INC.

COMBINING STATEMENTS OF CASH FLOWS, Continued
June 30, 2020

	<u>SJC Health Services</u>	<u>Georgia Infirmary</u>	<u>Geechee Reinsurance</u>	<u>Totals</u>	<u>Eliminations</u>	<u>Combined Totals</u>
Cash flows from financing activities:						
Repayment of long-term debt	\$ -	\$ -	\$ -	\$(103,381,181)	\$ -	\$(103,381,181)
Proceeds from issuance of long-term debt	-	-	-	196,720,126	-	196,720,126
Payments on finance lease liabilities	-	-	-	(668,301)	-	(668,301)
Contributions for property	-	-	-	580,915	-	580,915
Contributions from (distributions to) partners	184,305	-	-	184,305	-	184,305
Transfers of property	-	-	-	-	-	-
Transfers to (from) affiliates, net	-	-	(47,843)	-	-	-
Net cash provided by (used in) financing activities	<u>184,305</u>	<u>-</u>	<u>(47,843)</u>	<u>93,435,864</u>	<u>-</u>	<u>93,435,864</u>
Net increase (decrease) in cash and cash equivalents	1,657,927	211,592	(77,700)	142,328,318	-	142,328,318
Cash and cash equivalents, beginning of year	<u>267,341</u>	<u>485,339</u>	<u>3,445,827</u>	<u>27,540,263</u>	<u>-</u>	<u>27,540,263</u>
Cash and cash equivalents, end of year	<u>\$ 1,925,268</u>	<u>\$ 696,931</u>	<u>\$ 3,368,127</u>	<u>\$ 169,868,581</u>	<u>\$ -</u>	<u>\$ 169,868,581</u>

See accompanying independent auditor's report on combining information.

INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS
BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN
ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*



INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS
BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN
ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS

Board of Trustees
St. Joseph's/Candler Health System, Inc.
Savannah, Georgia

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the combined financial statements of St. Joseph's/Candler Health System, Inc. (System), which comprise the combined balance sheet as of June 30, 2021, and the related combined statements of operations and changes in net assets and cash flows for the year then ended, and the related notes to the combined financial statements, and have issued our report thereon dated October 21, 2021.

Internal Control Over Financial Reporting

In planning and performing our audit of the combined financial statements, we considered the System's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the combined financial statements, but not for the purpose of expressing an opinion on the effectiveness of the System's internal control. Accordingly, we do not express an opinion on the effectiveness of the System's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Continued

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Compliance and Other Matters

As part of obtaining reasonable assurance about whether the System's combined financial statements are free from material misstatement, we performed tests of its compliance with the certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the combined financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the System's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the System's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Draffin & Tucker, LLP

Albany, Georgia
October 21, 2021