

PHOEBE PUTNEY HEALTH SYSTEM, INC.



CONSOLIDATED FINANCIAL STATEMENTS

for the years ended July 31, 2018 and 2017

C O N T E N T S

	<u>Pages</u>
Independent Auditor's Report	1-2
Consolidated Financial Statements:	
Balance Sheets	3-4
Statements of Operations and Changes in Net Assets	5-6
Statements of Cash Flows	7-8
Notes to Consolidated Financial Statements	9-60
Independent Auditor's Report on Supplemental Information	61
Service to the Community	62-70

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Phoebe Putney Health System, Inc.
Albany, Georgia

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Phoebe Putney Health System, Inc. (Corporation), which comprise the consolidated balance sheets as of July 31, 2018 and 2017, and the related consolidated statements of operations and changes in net assets, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

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

Continued

1

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We did not audit the financial statements of Phoebe Putney Indemnity, LLC (PPI), a wholly-owned subsidiary, which statements reflect total assets constituting 7.3% and 7.1% of consolidated total assets at July 31, 2018 and 2017 respectively, and total revenues constituting 1.9% and 1.9% of consolidated total revenues respectively, for the years then ended. Those statements were audited by other auditors, whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for PPI, 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. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

We believe 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of Phoebe Putney Health System, Inc. as of July 31, 2018 and 2017, and the results of its operations and changes in net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Driffin + Tucker, LLP
Albany, Georgia
November 14, 2018

PHOEBE PUTNEY HEALTH SYSTEM, INC.

CONSOLIDATED BALANCE SHEETS, July 31, 2018 and 2017

	(Dollars in Thousands)	
	<u>2018</u>	<u>2017</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 140,679	\$ 140,239
Patient accounts receivable, net of allowance for doubtful accounts of \$42,000,000 in 2018 and \$33,000,000 in 2017	96,312	90,855
Supplies	14,770	13,859
Estimated third-party payor settlements	2,140	6,335
Other current assets	<u>24,886</u>	<u>19,132</u>
Total current assets	<u>278,787</u>	<u>270,420</u>
Assets limited as to use:		
Internally designated for capital improvements	414,943	385,181
Internally designated for self-insurance	84,184	79,369
Externally designated by donors	<u>12,662</u>	<u>12,179</u>
Total assets limited as to use	<u>511,789</u>	<u>476,729</u>
Property and equipment, net	<u>367,345</u>	<u>382,916</u>
Other assets:		
Deferred financing cost	1,094	1,170
Goodwill	130,510	130,664
Other assets	<u>6,566</u>	<u>7,676</u>
Total other assets	<u>138,170</u>	<u>139,510</u>
Total assets	<u>\$ 1,296,091</u>	<u>\$ 1,269,575</u>

PHOEBE PUTNEY HEALTH SYSTEM, INC.

CONSOLIDATED BALANCE SHEETS, July 31, 2018 and 2017

	(Dollars in Thousands)	
	<u>2018</u>	<u>2017</u>
LIABILITIES AND NET ASSETS		
Current liabilities:		
Current portion of long-term debt	\$ 6,859	\$ 6,599
Accounts payable	25,203	29,114
Accrued expenses	<u>56,736</u>	<u>52,252</u>
Total current liabilities	88,798	87,965
Long-term debt, net of current portion	270,194	276,985
Accrued pension cost	79,185	99,471
Accrued self-insurance cost	57,583	59,770
Derivative financial instruments	<u>8,565</u>	<u>10,392</u>
Total liabilities	<u>504,325</u>	<u>534,583</u>
Net assets:		
Unrestricted	779,104	722,813
Temporarily restricted	10,638	10,155
Permanently restricted	<u>2,024</u>	<u>2,024</u>
Total net assets	<u>791,766</u>	<u>734,992</u>
 Total liabilities and net assets	 <u>\$ 1,296,091</u>	 <u>\$ 1,269,575</u>

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

PHOEBE PUTNEY HEALTH SYSTEM, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS AND
CHANGES IN NET ASSETS
for the years ended July 31, 2018 and 2017

	(Dollars in Thousands)	
	<u>2018</u>	<u>2017</u>
Unrestricted revenues, gains and other support:		
Patient service revenue (net of contractual allowances and discounts)	\$ 822,500	\$ 791,410
Provision for bad debts	(144,974)	(129,662)
Net patient service revenue	677,526	661,748
Other revenue	<u>26,617</u>	<u>29,417</u>
Total revenues, gains and other support	<u>704,143</u>	<u>691,165</u>
Expenses:		
Salaries and wages	304,086	298,075
Employee health and welfare	64,475	60,125
Medical supplies and other	193,204	189,576
Purchased services	93,919	82,924
Depreciation and amortization	31,235	42,308
Interest	<u>7,948</u>	<u>7,116</u>
Total expenses	<u>694,867</u>	<u>680,124</u>
Operating income	9,276	11,041
Nonoperating gain:		
Investment and other nonoperating income	<u>34,853</u>	<u>56,417</u>

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS AND
CHANGES IN NET ASSETS, Continued
for the years ended July 31, 2018 and 2017

	(Dollars in Thousands)	
	<u>2018</u>	<u>2017</u>
Excess revenues	\$ 44,129	\$ 67,458
Net assets released from restrictions	-	3,500
Change in interest in net assets of Sumter Regional Hospital Foundation, Inc.	(93)	117
Net actuarial gain	8,677	19,599
Amortization of prior service cost	-	81
Amortization of net loss	2,816	2,701
Capital contributions	778	-
Other changes in unrestricted net assets	(16)	(92)
Increase in unrestricted net assets	<u>56,291</u>	<u>93,364</u>
Temporarily restricted net assets:		
Restricted donations	483	5,727
Net assets released from restrictions	<u>-</u>	<u>(4,001)</u>
Increase in temporarily restricted net assets	<u>483</u>	<u>1,726</u>
Increase in net assets	56,774	95,090
Net assets, beginning of year	<u>734,992</u>	<u>639,902</u>
Net assets, end of year	\$ <u>791,766</u>	\$ <u>734,992</u>

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

PHOEBE PUTNEY HEALTH SYSTEM, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
for the years ended July 31, 2018 and 2017

	<u>(Dollars in Thousands)</u>	
	<u>2018</u>	<u>2017</u>
Cash flows from operating activities:		
Change in net assets	\$ 56,774	\$ 95,090
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Realized (gain) loss and changes in unrealized (gain) loss on investments	(28,969)	(42,692)
Loss on disposal of property and equipment	3,104	-
Depreciation and amortization	31,235	42,308
Change in interest in net assets of Sumter Regional Hospital Foundation, Inc.	93	(117)
Change in derivative financial instruments	(1,827)	(4,119)
Changes in:		
Receivables	(5,457)	31,998
Supplies	(911)	(1,739)
Estimated third-party payor settlements	4,195	3,385
Other assets	(4,507)	(2,930)
Accounts payable and accrued expenses	573	6,950
Accrued pension cost	(20,286)	(30,175)
Accrued self-insurance cost	<u>(2,187)</u>	<u>8,193</u>
Net cash provided by operating activities	<u>31,830</u>	<u>106,152</u>
Cash flows from investing activities:		
Purchase of property and equipment	(22,731)	(38,065)
Proceeds from sale of property and equipment	3,963	-
Sale of assets limited as to use	96,362	66,572
Purchase of assets limited as to use	<u>(102,453)</u>	<u>(85,912)</u>
Net cash used by investing activities	<u>(24,859)</u>	<u>(57,405)</u>

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS, Continued
for the years ended July 31, 2018 and 2017

	<u>(Dollars in Thousands)</u>	
	<u>2018</u>	<u>2017</u>
Cash flows from financing activities:		
Payments on long-term debt	\$(<u>6,531</u>)	\$(<u>6,384</u>)
Increase in cash and cash equivalents	440	42,363
Cash and cash equivalents, beginning of year	<u>140,239</u>	<u>97,876</u>
Cash and cash equivalents, end of year	\$ <u>140,679</u>	\$ <u>140,239</u>
Supplemental disclosures of cash flow information:		
Cash paid during the year for interest	\$ <u>7,854</u>	\$ <u>7,086</u>

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

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
July 31, 2018 and 2017

1. Summary of Significant Accounting Policies

Organization

Phoebe Putney Health System, Inc. (Corporation) is the not-for-profit parent company of Phoebe Putney Memorial Hospital, Inc., a not-for-profit entity, Phoebe Putney Health Ventures, Inc., a for-profit corporation, Phoebe Physician Group, Inc., a not-for-profit corporation, Phoebe Worth Medical Center, Inc., a not-for-profit entity, Phoebe Sumter Medical Center, Inc., a not-for-profit entity, Phoebe Putney Indemnity, LLC, a single member LLC, and Phoebe Foundation, Inc., a not-for-profit entity. The above entities are consolidated and all intercompany transactions are eliminated.

Phoebe Putney Memorial Hospital, Inc. (PPMH), located in Albany, Georgia, is an acute care hospital, which operates satellite clinics in the surrounding counties. It provides inpatient, outpatient and emergency care services for residents of Southwest Georgia. Admitting physicians are primarily practitioners in the local area.

Phoebe Putney Health Ventures, Inc. engages in healthcare and related activities for the benefit of Phoebe Putney Health System, Inc. and Phoebe Putney Memorial Hospital, Inc.

Phoebe Physician Group, Inc. (PPG) was established to organize and operate medical practices exclusively for the benefit of Phoebe Putney Memorial Hospital, Inc., Phoebe Worth Medical Center, Inc., and Phoebe Sumter Medical Center, Inc.

Phoebe Worth Medical Center, Inc. (PWMC), located in Sylvester, Georgia, is a 25-bed rural critical access hospital. It provides inpatient, outpatient, and emergency care services for residents of Worth County, Georgia.

Phoebe Sumter Medical Center, Inc. (PSMC), located in Americus, Georgia, is an acute care hospital. It provides inpatient, outpatient and emergency care services for residents of Sumter County, Georgia.

Phoebe Putney Indemnity, LLC, (PPI) is organized as a single parent captive under the captive insurance laws of the State of South Carolina to insure the risks of Phoebe Putney Health System, Inc.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

1. Summary of Significant Accounting Policies, Continued

Organization, Continued

Phoebe Foundation, Inc. was established to raise funds of any kind or character to be used exclusively for charitable, medical, educational and scientific purposes at or in connection with Phoebe Putney Memorial Hospital, Inc. or the Hospital Authority of Albany-Dougherty County, Georgia (Authority).

Reorganization

Effective September 1, 1991, the Hospital Authority of Albany-Dougherty County, Georgia implemented a reorganization plan for the Hospital whereby all the assets, management and governance of the Hospital was transferred to Phoebe Putney Memorial Hospital, Inc., a not-for-profit corporation, qualified as an organization described in Section 501(c)(3) of the Internal Revenue Code, pursuant to a lease and transfer agreement. During 2009, the lease term was renewed for an additional forty years.

Effective August 1, 2012, the lease and transfer agreement between PPMH and the Authority was amended and restated. The amendment was made for the transfer and inclusion of the hospital formerly known as Palmyra Park Hospital, LLC (Palmyra) which was acquired by the Authority on December 15, 2011, for approximately \$195 million. The amendment included the extension of the lease for a term of forty years from the date of the current amendment.

Effective July 1, 2009, the Americus-Sumter County Hospital Authority (Sumter Authority) implemented a reorganization plan for Sumter Regional Hospital (SRH) whereby all the assets, management and governance of SRH was transferred to Phoebe Sumter Medical Center, Inc., a not-for-profit corporation, qualified as an organization described in Section 501(c)(3) of the Internal Revenue Code, pursuant to a lease and transfer agreement. The lease term is forty years with an annual contribution of \$25,000 to the Sumter Authority. Under the lease and transfer agreement, the Sumter Authority was required to construct a new hospital facility. The new hospital facility is leased to Phoebe Sumter Medical Center, Inc. for the remainder of the lease term. This transaction is accounted for as a pooling of interest. As part of the lease and transfer agreement, the Corporation agreed to contribute up to \$25,000,000 to the construction cost of the new facility or the physician recruiting efforts of Phoebe Sumter Medical Center, Inc., as needed. The lease and transfer agreement was amended effective September 27, 2016. See Note 9 for further detail regarding the amendment.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

1. Summary of Significant Accounting Policies, Continued

Use of Estimates

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

Cash and Cash Equivalents

Cash and cash equivalents include certain investments in highly liquid debt instruments with original maturities of three months or less. The Corporation routinely invests its surplus operating funds in money market mutual funds.

Allowance for Doubtful Accounts

Accounts receivable are reduced by an allowance for doubtful accounts. In evaluating the collectability of accounts receivable, the Corporation analyzes its past history and identifies trends for each of its major payor sources of revenue to estimate the appropriate allowance for doubtful accounts and provision for bad debts. Management regularly reviews data about these major payor sources of revenue in evaluating the sufficiency of the allowance for doubtful accounts. For receivables associated with services provided to patients who have third-party coverage, the Corporation analyzes contractually due amounts and provides an allowance for doubtful accounts and a provision for bad debts, if necessary (for example, for expected uncollectible deductibles and copayments on accounts for which the third-party payor has not yet paid, or for payors who are known to be having financial difficulties that make the realization of amounts due unlikely). For receivables associated with self-pay patients (which includes both patients without insurance and patients with deductible and copayment balances due for which third-party coverage exists for part of the bill), the Corporation records a significant provision for bad debts in the period of service on the basis of its past experience, which indicates that many patients are unable or unwilling to pay the portion of their bill for which they are financially responsible. The difference between the standard rates (or the discounted rates, if negotiated) and the amounts actually collected after all reasonable collection efforts have been exhausted is charged off against the allowance for doubtful accounts.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

1. Summary of Significant Accounting Policies, Continued

Allowance for Doubtful Accounts, Continued

The Corporation's allowance for doubtful accounts for self-pay patients was 94% of self-pay accounts receivable at July 31, 2018 and July 31, 2017. The Corporation updated its Financial Assistance Policy during 2018 which included an update to the federal poverty guidelines used in determining financial assistance as well as updates to the eligibility parameters. See Note 2 for additional information.

Supplies

Supplies, which consist primarily of drugs, food, and medical supplies, are valued at the lower of cost and net realizable value, as determined on a first-in, first-out basis.

Investments

Investments in equity securities with readily determinable fair values and all investments in debt securities are measured at fair value in the balance sheets. Investments without a readily determinable fair value are evaluated for the applicability of the cost or equity method. Investments qualifying for the equity method are stated at quoted net asset value of shares held at year end. Investment income or loss (including realized gains and losses on investments, interest and dividends) is included in excess revenues unless the income or loss is restricted by donor or law. Unrealized gains and losses on investments are excluded from excess revenues unless the investments are trading securities.

Derivative Financial Instruments

The Corporation has entered into interest rate swap agreements as part of its interest rate risk management strategy. These agreements are accounted for under the provisions of FASB ASC 815 *Derivatives and Hedging*. FASB ASC 815 establishes accounting and reporting standards requiring that derivative instruments be recorded at fair value as either an asset or liability.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

1. Summary of Significant Accounting Policies, Continued

Derivative Financial Instruments, Continued

For derivative instruments that are designated and qualify as a cash flow hedge (i.e., hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), the effective portion of the gain or loss on the derivative instrument is reported as a component of unrestricted net assets. The ineffective component, if any, is recorded in excess revenues in the period in which the hedge transaction affects earnings. If the hedging relationship ceases to be highly effective or it becomes probable that an expected transaction will no longer occur, gains or losses on the derivative are recorded in excess revenues. For derivative instruments not designated as hedging instruments, the unrealized gain or loss is recognized in nonoperating gains (losses) during the period of change.

Assets Limited as to Use

Assets limited as to use primarily include assets restricted by donors and held by Phoebe Foundation, Inc., and designated assets set aside by the Board of Directors for future capital improvements and self-insurance trust agreements, over which the Board retains control and may at its discretion subsequently use for other purposes.

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. Equipment under capital lease obligations is amortized on the straight-line method over the shorter period of the lease term or the estimated useful life of the equipment. Such amortization is included in depreciation and amortization in the consolidated financial statements. Interest cost incurred on borrowed funds during the period of construction of capital assets is capitalized as a component of the cost of acquiring those assets.

In accordance with its policy, the Corporation reviews the estimated useful lives of its property and equipment on an ongoing basis. This review indicated that the actual lives of certain property and equipment were longer than the estimated useful lives used for depreciation purposes in the Corporation's financial statements. As a result, effective August 1, 2017, the Corporation changed its estimates of the useful lives of its property and equipment to better reflect the estimated periods during which these assets will remain in

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

1. Summary of Significant Accounting Policies, Continued

Property and Equipment, Continued

service. The effect of this change in estimate was to reduce 2018 depreciation expense by approximately \$10,561,000 as compared to the depreciation expense under the previous useful life estimates.

Gifts of long-lived assets such as land, buildings, or equipment are reported as unrestricted support, 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 restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, expirations of donor restrictions are reported when the donated or acquired long-lived assets are placed in service.

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 Corporation assesses goodwill for impairment on an annual basis. See Note 6 for goodwill disclosures. The Corporation 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 Corporation 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.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

1. Summary of Significant Accounting Policies, Continued

Deferred Financing Cost

Costs related to the issuance of long-term debt were deferred and are being amortized using the straight-line method, which approximates the effective interest method, over the life of the related debt. Debt issuance costs related to a recognized debt liability are presented in the consolidated balance sheet as a direct deduction from the carrying amount of the related debt liability. Costs related to the issuance of derivative financial instruments were deferred and are being amortized. The unamortized derivative financing costs are included with other assets in the consolidated balance sheets.

Temporarily and Permanently Restricted Net Assets

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

Excess Revenues

The consolidated statement of operations and changes in net assets includes excess revenues. Changes in unrestricted net assets which are excluded from excess revenues, consistent with industry practice, include unrealized gains and losses on investments other than trading securities, permanent transfers of assets to and from affiliates for other than goods and services, 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).

Net Patient Service Revenue

The Corporation has agreements with third-party payors that provide for payments to the Corporation 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 estimated net realizable amounts from patients, third-party payors, and others for services rendered, including estimated retroactive adjustments under reimbursement agreements with third-party payors. Retroactive adjustments are accrued on an estimated basis in the period the related services are rendered and adjusted in future periods as final settlements are determined.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

1. Summary of Significant Accounting Policies, Continued

Charity Care

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

Donor-Restricted Gifts

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

Estimated Malpractice and Other Self-Insurance Costs

The provisions for estimated medical 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.

Income Taxes

Phoebe Putney Health System, Inc., Phoebe Putney Memorial Hospital, Inc., Phoebe Worth Medical Center, Inc., Phoebe Sumter Medical Center, Inc., Phoebe Physician Group, Inc., and Phoebe Foundation, Inc. are not-for-profit corporations that have been recognized as tax-exempt pursuant to Section 501(c)(3) of the Internal Revenue Code. Phoebe Putney Indemnity, LLC is not subject to federal income taxes due to its organization as a single member LLC. Phoebe Putney Health Ventures, Inc. is a for-profit entity. With respect to its for-profit entity as well as any unrelated business income generated through the tax-exempt

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

1. Summary of Significant Accounting Policies, Continued

Income Taxes, Continued

entities, the Corporation accounts for income taxes using the asset and liability method. Under this method, deferred income tax assets and liabilities are recognized for future income tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective income tax bases, and operating loss and income tax credit carryforwards. Deferred income tax assets or liabilities are measured using enacted rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred income tax assets and liabilities of a change in rates is recognized in income in the period in which the enactment date occurs. The Corporation is required to establish a valuation allowance for any portion of the deferred tax assets that management believes will not be realized. The Tax Cuts and Jobs Act was passed by Congress on December 20, 2017 and signed by the President of the United States on December 22, 2017. The Act reduces the federal corporate income tax rate to a flat 21% rate effective January 1, 2018. The effect of this change in the tax law for Phoebe Putney Health Ventures, Inc. is reflected in the consolidated financial statements for the year ended July 31, 2018.

The accounting policies 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 Corporation 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 consolidated balance sheet for unrecognized income tax positions. Further, no interest or penalties have been accrued or charged to expense as of July 31, 2018 and 2017 or for the years then ended. The Corporation'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.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

1. Summary of Significant Accounting Policies, Continued

Impairment of Long-Lived Assets

The Corporation 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 Corporation has not recorded any impairment charges of long-lived assets in the accompanying consolidated statements of operations and changes in net assets for the years ended July 31, 2018 and 2017.

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.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

1. Summary of Significant Accounting Policies, Continued

Phoebe Sumter Medical Center, Inc. Beneficial Interest in Net Assets of Foundation

PSMC accounts for the activities of Sumter Regional Hospital Foundation, Inc. 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 a donor. Sumter Regional Hospital Foundation, Inc. accepts assets on behalf of PSMC.

Pension Plan

The Corporation sponsors a frozen defined benefit pension plan. The Corporation recognizes the overfunded and underfunded status of the defined benefit pension plan in its consolidated balance sheets. Changes in the funded status are recorded in the year in which the changes occurred in the consolidated statements of operations and changes in net assets. See Note 10 for additional information.

Subsequent Event

In preparing these financial statements, the Corporation has evaluated events and transactions for potential recognition or disclosure through November 14, 2018, the date the financial statements were issued.

Recently Adopted Accounting Pronouncement

In 2018, the Corporation prospectively adopted the provisions of Financial Accounting Standards Board ASU 2015-11, *Simplifying the Measurement of Inventory*. This ASU changes the measurement principle for certain inventory methods from the lower of cost or market to the lower of cost and net realizable value. The Corporation's adoption of this guidance did not have a material effect on the consolidated financial statements.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

1. Summary of Significant Accounting Policies, Continued

Accounting Pronouncements Not Yet Adopted

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which is a new comprehensive revenue recognition standard. The new guidance, including subsequent amendments, is effective for the Corporation as of August 1, 2018. The Corporation is continuing to evaluate the impact the guidance will have on the consolidated financial statements.

In August 2016, the FASB issued ASU No. 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities*. This comprehensive standard provides guidance on net asset classification and required disclosures on liquidity and availability of resources, requires expanded disclosure about expense and investment returns, and eliminates the requirement to present or disclose the indirect method reconciliation if using the direct method when presenting cash flows. The standard is effective for annual periods beginning after December 15, 2017. The Corporation expects to adopt the new guidance for the year ending July 31, 2019 and is continuing to evaluate the impact the guidance will have on the consolidated financial statements.

Prior Year Reclassifications

Certain reclassifications have been made to the fiscal year 2017 consolidated financial statements to conform to the fiscal year 2018 presentation. These reclassifications had no impact on the change in net assets in the accompanying consolidated financial statements.

2. Net Patient Service Revenue

The Corporation has arrangements with third-party payors that provide for payments to the Corporation at amounts different from its established rates. The Corporation does not believe that there are any significant credit risks associated with receivables due from third-party payors.

The Corporation recognizes patient service revenue associated with services provided to patients who have third-party coverage on the basis of contractual rates for the services rendered. For uninsured patients that do not qualify for charity care, the Corporation recognizes revenue on the basis of its standard rates for services provided (or on the basis of

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

2. Net Patient Service Revenue, Continued

discounted rates, if negotiated or provided by policy). On the basis of historical experience, a significant portion of the Corporation's uninsured patients will be unable or unwilling to pay for the services provided. Thus, the Corporation records a significant provision for bad debts related to uninsured patients in the period the services are provided.

Patient service revenue, net of contractual allowances and discounts (but before the provision for bad debts), recognized in the period from these major payor sources, is as follows:

July 31, 2018				
Patient Service Revenue				
(Net of Contractual Allowances and Discounts)				
(Dollars in Thousands)				
<u>Medicare</u>	<u>Medicaid</u>	<u>Third-Party Payors</u>	<u>Self-Pay</u>	<u>Total All Payors</u>
\$ <u>270,001</u>	\$ <u>130,183</u>	\$ <u>352,522</u>	\$ <u>69,794</u>	\$ <u>822,500</u>

July 31, 2017				
Patient Service Revenue				
(Net of Contractual Allowances and Discounts)				
(Dollars in Thousands)				
<u>Medicare</u>	<u>Medicaid</u>	<u>Third-Party Payors</u>	<u>Self-Pay</u>	<u>Total All Payors</u>
\$ <u>264,639</u>	\$ <u>121,230</u>	\$ <u>343,964</u>	\$ <u>61,577</u>	\$ <u>791,410</u>

Revenue from the Medicare and Medicaid programs accounted for approximately 40% and 19%, respectively, of the Corporation's net patient revenue for the year ended July 31, 2018 and 40% and 18%, respectively of the Corporation's net patient revenue for the year ended July 31, 2017. Laws and regulations governing the Medicare and Medicaid programs 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. Estimated reimbursement amounts are adjusted in subsequent periods as cost reports are prepared and filed and as final settlements are determined.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

2. Net Patient Service Revenue, Continued

The Corporation 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 and federal levels including the initiation of the Recovery Audit Contractor (RAC) program and the Medicaid Integrity Contractor (MIC) program. These programs were 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 and Medicaid programs.

A summary of the payment arrangements with major third-party payors follows:

- Medicare

Inpatient acute care, rehabilitation, and psychiatric 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 Corporation is reimbursed for certain reimbursable items at a tentative rate with final settlement determined after submission of annual cost reports by the Corporation and audits thereof by the Medicare Administrative Contractor (MAC). The Corporation'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 Corporation. The Corporation's Medicare cost reports have been audited by the MAC through July 31, 2011.

PWMC is designated as a Critical Access Hospital (CAH) by the Medicare program. The CAH designation places certain restrictions on daily acute care inpatient census and an annual, average length of stay of acute care inpatients. Inpatient acute care and outpatient services rendered to Medicare program beneficiaries are paid based on a cost reimbursement methodology.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

2. Net Patient Service Revenue, Continued

• Medicaid

Inpatient acute care services rendered to Medicaid program beneficiaries are paid at a prospectively determined rate per admission. 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 Corporation is reimbursed at a tentative rate with final settlement determined after submission of annual cost reports by the Corporation and audits thereof by the Medicaid fiscal intermediary. The Corporation's Medicaid cost reports have been audited by the Medicaid fiscal intermediary through July 31, 2015.

The Corporation also 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.

The Corporation participates in the Georgia Indigent Care Trust Fund (ICTF) Program. The Corporation receives ICTF payments for treating a disproportionate number of Medicaid and other indigent patients. ICTF payments are based on the Corporation's estimated uncompensated cost of services to Medicaid and uninsured patients. The amount of ICTF payments recognized in net patient service revenue was approximately \$10,473,000 and \$8,300,000 for the years ended July 31, 2018 and 2017, respectively.

The Medicare, Medicaid and SCHIP Benefits Improvement and Protection Act of 2000 (BIPA) provides for payment adjustments to certain facilities based on the Medicaid Upper Payment Limit (UPL). The UPL payment adjustments are based on a measure of the difference between Medicaid payments and the amount that could be paid based on Medicare payment principles. The net amount of UPL payment adjustments recognized in net patient service revenue was approximately \$6,628,000 and \$4,464,000 for the years ended July 31, 2018 and 2017, respectively.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

2. Net Patient Service Revenue, Continued

• Medicaid, Continued

During 2010, 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 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 hospital payments on Medicaid services of approximately 11.88%. Approximately \$7,161,000 and \$6,970,000 relating to the Act is included in medical supplies and other in the accompanying consolidated statements of operations and changes in net assets for the years ended July 31, 2018 and 2017, respectively.

• Other Arrangements

The Corporation has also entered into payment arrangements with certain commercial insurance carriers, health maintenance organizations, and preferred provider organizations. The basis for payment to the Corporation under these arrangements includes prospectively determined rates per discharge, discounts from established charges, and prospectively determined daily rates.

• Uninsured Patients

The Corporation maintains its Financial Assistance Policy (FAP) in accordance with Internal Revenue Code Section 501(r). Based on the FAP, following a determination of financial assistance eligibility, patients who are eligible individuals will not be charged more for emergency or other medically necessary care than the Amounts Generally Billed (AGB) for individuals who have insurance coverage. The minimum percentage discount to be applied to FAP eligible individuals shall be calculated on an annual basis. AGB is determined by dividing the sum of claims paid the previous fiscal year by Medicare fee-for-service and all private health insurance, including payments received from beneficiaries and insured patients, by the sum of the associated gross charges for those claims.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

3. Uncompensated Services

The Corporation was compensated for services at amounts less than its established rates. Charges for uncompensated services for 2018 and 2017 were approximately \$1,497,000,000 and \$1,392,000,000, respectively.

Uncompensated care includes charity and indigent care services of approximately \$74,000,000 and \$87,000,000 in 2018 and 2017, respectively. The cost of charity and indigent care services provided during 2018 and 2017 was approximately \$24,000,000 and \$29,000,000, respectively, computed by applying a total cost factor to the charges foregone.

The following is a summary of uncompensated services and a reconciliation of gross patient charges to net patient service revenue for 2018 and 2017.

	<u>(Dollars in Thousands)</u>	
	<u>2018</u>	<u>2017</u>
Gross patient charges	\$ <u>2,174,538</u>	\$ <u>2,053,380</u>
Uncompensated services:		
Charity and indigent care	73,681	87,310
Medicare	794,828	707,146
Medicaid	255,733	266,968
Other allowances	227,796	200,546
Bad debts	<u>144,974</u>	<u>129,662</u>
Total uncompensated care	<u>1,497,012</u>	<u>1,391,632</u>
Net patient service revenue	\$ <u><u>677,526</u></u>	\$ <u><u>661,748</u></u>

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

4. Investments

Assets Limited as to Use

The composition of assets limited as to use at July 31, 2018 and 2017 is set forth in the following table. Assets limited as to use are classified as trading and are stated at fair value, with the exception of certain PSMC assets limited as to use, which are classified as held to maturity.

	<u>(Dollars in Thousands)</u>	
	<u>2018</u>	<u>2017</u>
By board for capital improvements:		
Money market funds	\$ 15,289	\$ 16,795
Certificates of deposit	381	379
Equity securities	37,629	16,154
Mutual funds – fixed income funds	34,312	29,365
Mutual funds – index funds	59,463	69,455
Mutual funds – growth and other funds	9,938	9,395
Real estate investment trusts	11,715	12,891
Corporate debt securities	6,307	2,726
Government debt securities	1,703	1,906
Alternative investments:		
Credit opportunities	10,198	9,590
Multi-strategy	29,207	27,678
Equity securities	185,256	176,110
Other	<u>13,545</u>	<u>12,737</u>
Total board designated for capital improvements	<u>414,943</u>	<u>385,181</u>

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

4. Investments, Continued

Assets Limited as to Use, Continued

	<u>(Dollars in Thousands)</u>	
	<u>2018</u>	<u>2017</u>
By board for self-insurance:		
Money market funds	\$ 2,484	\$ 2,428
Mutual funds – fixed income funds	3,105	3,129
Mutual funds – index funds	17,043	15,910
Mutual funds – growth and other funds	45,910	44,492
Alternative investments:		
Multi-strategy	6,533	6,167
Other	<u>9,109</u>	<u>7,243</u>
Total board designated for self-insurance	<u>84,184</u>	<u>79,369</u>
Externally designated by donors:		
Money market funds	1,895	4,387
Equity securities	2,442	1,842
Mutual funds – fixed income funds	473	451
Mutual funds – index funds	1,510	1,279
Mutual funds – growth and other funds	1,777	1,720
Alternative investments:		
Equity securities	342	447
Real estate investment trusts	153	149
Corporate debt securities	3,872	1,766
Government debt securities	<u>198</u>	<u>138</u>
Total externally designated by donors	<u>12,662</u>	<u>12,179</u>
Total assets limited as to use	<u>\$ 511,789</u>	<u>\$ 476,729</u>

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

4. Investments, Continued

Assets Limited as to Use, Continued

Investment income, including realized gains and losses and unrealized gains and losses for the above trading securities are as follows for the years ending July 31, 2018 and 2017:

	<u>(Dollars in Thousands)</u>	
	<u>2018</u>	<u>2017</u>
Dividend income	\$ 3,084	\$ 2,469
Interest income	824	507
Realized gains	9,322	3,594
Investment expenses	(1,679)	(1,695)
Change in unrealized gains	<u>19,647</u>	<u>39,098</u>
Total	<u>\$ 31,198</u>	<u>\$ 43,973</u>

The Corporation'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 changes could materially affect the amounts reported in the accompanying consolidated financial statements.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

4. Investments, Continued

Assets Limited as to Use, Continued

A comparison of the Corporation's investment holdings to the investment policy targets at July 31, 2018 and 2017 is set forth in the following table:

	(Dollars in Thousands)					
	2018			2017		
	Portfolio Total	Portfolio Allocation	Investment Policy Target	Portfolio Total	Portfolio Allocation	Investment Policy Target
U.S. equities	\$ 94,624	19%	30%	\$ 97,732	21%	30%
Non U.S. equities	118,496	23%	20%	84,492	18%	20%
Emerging markets	28,597	6%	5%	28,283	6%	5%
Hedge funds	83,234	16%	15%	81,798	17%	15%
Real assets	42,773	8%	5%	37,755	8%	5%
Opportunistic funds	17,283	3%	5%	16,448	3%	5%
Fixed income	106,818	21%	20%	106,316	22%	20%
Cash and cash equivalents	<u>19,964</u>	<u>4%</u>	<u>- %</u>	<u>23,905</u>	<u>5%</u>	<u>- %</u>
Total	<u>\$ 511,789</u>	<u>100%</u>	<u>100%</u>	<u>\$ 476,729</u>	<u>100%</u>	<u>100%</u>

The Corporation's investment portfolio is managed by a variety of fund managers. Each fund may from time to time hold cash due to the timing of sales and purchases activity. Based on the investment policy target, the entire fund is considered to be invested.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

5. Property and Equipment

A summary of property and equipment at July 31, 2018 and 2017 follows:

	(Dollars in Thousands)	
	<u>2018</u>	<u>2017</u>
Land	\$ 31,768	\$ 31,397
Land improvements	7,919	7,353
Building	412,107	455,218
Equipment	<u>424,406</u>	<u>433,567</u>
	876,200	927,535
Less accumulated depreciation	<u>518,917</u>	<u>556,721</u>
	357,283	370,814
Construction in progress	<u>10,062</u>	<u>12,102</u>
Net property and equipment	\$ <u>367,345</u>	\$ <u>382,916</u>

Depreciation expense for the years ended July 31, 2018 and 2017 amounted to approximately \$31,235,000 and \$42,241,000, respectively.

Construction contracts exist for various projects at year end with a total commitment of \$8,062,000. At July 31, 2018, the remaining commitment on these contracts approximated \$5,813,000.

6. Goodwill

Goodwill is related to the Corporation's purchase of an area hospital and health care clinics. The goodwill is evaluated annually for impairment.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

6. Goodwill, Continued

The changes in the carrying amount of goodwill for the years ended July 31, 2018 and 2017, are as follows:

	<u>(Dollars in Thousands)</u>	
	<u>2018</u>	<u>2017</u>
Balance at beginning of year:		
Goodwill	\$ 174,664	\$ 174,664
Accumulated impairment losses	(44,000)	(44,000)
	130,664	130,664
Goodwill acquired during the year	-	-
Impairment losses	(154)	-
Balance at end of year:		
Goodwill	174,664	174,664
Accumulated impairment losses	(44,154)	(44,000)
Total	\$ <u>130,510</u>	\$ <u>130,664</u>

7. Long-Term Debt

Long-term debt consists of the following:

	<u>(Dollars in Thousands)</u>	
	<u>2018</u>	<u>2017</u>
2012 Series Revenue Anticipation Certificates, payable in varying annual amounts from \$940,000 to \$16,285,000 in 2043; bearing interest at fixed rates from 2.00% to 5.00%. Net of unamortized issue costs of \$792,000 and \$824,000 at July 31, 2018 and 2017, respectively.	\$ 95,673	\$ 98,231

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

7. Long-Term Debt, Continued

	(Dollars in Thousands)	
	<u>2018</u>	<u>2017</u>
2008A Series Refunding Revenue		
Anticipation Certificates, payable in varying annual amounts from \$1,835,000 to \$3,795,000 in 2033; bearing interest at a variable rate based on a percentage of LIBOR plus a credit spread. Net of unamortized issue costs of \$164,000 and \$175,000 at July 31, 2018 and 2017, respectively.	\$ 39,751	\$ 41,600
2008B Series Refunding Revenue		
Anticipation Certificates, payable in varying annual amounts from \$1,835,000 to \$3,790,000 in 2033; bearing interest at a variable rate based on a percentage of LIBOR plus a credit spread. Net of unamortized issue costs of \$163,000 and \$175,000 at July 31, 2018 and 2017, respectively.	39,692	41,530
2010A-1 Revenue Anticipation		
Certificates, payable in varying annual amounts from \$136,000 to \$7,010,000 in 2040; bearing interest at a variable rate based on a percentage of LIBOR plus a credit spread. Net of unamortized issue costs of \$161,000 and \$169,000 at July 31, 2018 and 2017, respectively.	59,712	59,756

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

7. Long-Term Debt, Continued

	(Dollars in Thousands)	
	<u>2018</u>	<u>2017</u>
2010A-2 Revenue Anticipation		
Certificates, payable in varying annual amounts from \$84,000 to \$4,345,000 in 2040; bearing interest at a variable rate based on a percentage of LIBOR plus a credit spread. Net of unamortized issue costs of \$101,000 and \$106,000 at July 31, 2018 and 2017, respectively.	\$ <u>37,011</u>	\$ <u>37,039</u>
	271,839	278,156
Less current portion	<u>6,859</u>	<u>6,599</u>
	264,980	271,557
Add unamortized premium	<u>5,214</u>	<u>5,428</u>
	\$ <u>270,194</u>	\$ <u>276,985</u>

The Series 2008A and 2008B Refunding Revenue Certificates were issued on October 30, 2008 for the purposes of refunding certain revenue certificates which financed the costs of making certain additions, extensions, and capital improvements to the Corporation's health care system. The Series 2008A and 2008B Refunding Revenue Certificates were reissued on December 7, 2012 and the interest rates were converted from a daily variable rate with security provided by bank letters of credit to a variable rate based on a percentage of LIBOR plus a credit spread. The Series 2008A and 2008B Refunding Revenue Certificates were reissued again on February 2, 2015 and the interest rates were converted from a variable rate based on a percentage of LIBOR plus a credit spread to a new variable rate based on a percentage of LIBOR plus a credit spread. As of November 1, 2018, the Series 2008A and 2008B Refunding Revenue Certificates were paid in full and are no longer outstanding.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

7. Long-Term Debt, Continued

The Series 2010A Revenue Certificates were issued on July 9, 2010 for the purpose of reimbursing the Corporation for prior additions, extensions and improvements to the Corporation's facilities. The Series 2010A Revenue Certificates were reissued on February 2, 2015 as Series 2010A-1 Revenue Certificates and Series 2010A-2 Revenue Certificates, and the interest rate was converted from a variable rate based on a percentage of LIBOR plus a credit spread to a new variable rate based on a percentage of LIBOR plus a credit spread. As of November 1, 2018, the Series 2010A-1 and 2010A-2 Revenue Certificates were paid in full and are no longer outstanding.

At the Corporation's request, the Hospital Authority of Albany-Dougherty County, Georgia issued its Series 2018A Refunding Revenue Certificates in the amount of \$76,100,000 for the purpose of refunding all of the Series 2008A and 2008B Refunding Revenue Certificates and its Series 2018B Refunding Revenue Certificates in the amount of \$96,765,000 for the purpose of refunding all of the Series 2010A Revenue Certificates on November 1, 2018. The interest rate on each of the Series 2018A Refunding Revenue Certificates and Series 2018B Refunding Revenue Certificates will be reset monthly at a variable rate equal to LIBOR plus a credit spread. The Corporation may convert the interest rate upon compliance with the terms and provisions of the related indenture.

The Series 2012 Revenue Certificates were issued on December 1, 2012 for the purposes of financing the costs of making certain additions, extensions, and capital improvements to its health care system. The Series 2012 Revenue Certificates bear interest at fixed rates from 2.00% to 5.00%.

Series 2008A, 2008B, 2010A-1, 2010A-2, 2012, 2018A and 2018B Revenue Certificates are secured by all receipts of, and revenue, income and money derived from the Corporation's operation of the Hospital premises.

The outstanding notes securing the Series 2008A, 2008B, 2010A-1, 2010A-2, 2012, 2018A and 2018B Revenue Certificates were issued pursuant to the Master Trust Indenture dated as of March 1, 2002, as amended, among the Corporation, Phoebe Putney Memorial Hospital, Inc. and U.S. Bank National Association, as master trustee. Under the terms of the Master Trust Indenture, the Corporation is limited on the incurrence of additional borrowings and requires that the Corporation satisfy certain measures of financial performance as long as the notes are outstanding.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

7. Long-Term Debt, Continued

Scheduled principal repayments on long-term debt for the next five years are as follows:

(Dollars in Thousands)

<u>Year</u>	<u>2008A</u>	<u>2008B</u>	<u>2010A-1</u>	<u>2010A-2</u>	<u>2012</u>	<u>Total</u>
2019	\$ 1,835	\$ 1,835	\$ 136	\$ 84	\$ 2,755	\$ 6,645
2020	2,065	2,065	-	-	2,790	6,920
2021	2,285	2,285	-	-	2,600	7,170
2022	2,020	2,020	1,516	939	940	7,435
2023	2,140	2,135	1,488	922	1,050	7,735
Thereafter	<u>29,570</u>	<u>29,515</u>	<u>56,733</u>	<u>35,167</u>	<u>86,330</u>	<u>237,315</u>
Total	\$ <u>39,915</u>	\$ <u>39,855</u>	\$ <u>59,873</u>	\$ <u>37,112</u>	\$ <u>96,465</u>	\$ <u>273,220</u>

8. Derivative Financial Instruments

The Corporation entered into fixed pay and constant maturity swaps to effectively swap variable interest rates to fixed interest rates thus reducing the impact of interest rate changes on future interest expense. The fair market value of the swaps is reported in noncurrent liabilities on the consolidated balance sheet. The critical terms of the swaps are as follows:

(Dollars in Thousands)

	<u>2018</u>	<u>2017</u>
\$25MM Fixed Pay LIBOR Swap – Non-Hedge		
Notional amount	\$ 21,375	\$ 21,627
Fair market value	\$(3,208)	\$(4,648)
Life remaining on swap	14 Years	15 Years

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

8. Derivative Financial Instruments, Continued

(Dollars in Thousands)

\$25MM Fixed Pay LIBOR Swap – Non-Hedge		
	<u>2018</u>	<u>2017</u>
Notional amount	\$ 21,375	\$ 21,627
Fair market value	\$(2,974)	\$(4,380)
Life remaining on swap	14 Years	15 Years
\$21.145MM Fixed Pay LIBOR Swap – Non-Hedge		
	<u>2018</u>	<u>2017</u>
Notional amount	\$ 18,079	\$ 18,292
Fair market value	\$(2,516)	\$(3,705)
Life remaining on swap	14 Years	15 Years
Constant Maturity LIBOR Swap – Non-Hedge		
	<u>2018</u>	<u>2017</u>
Notional amount	\$ 33,448	\$ 34,720
Fair market value	\$ 90	\$ 1,001
Life remaining on swap	14 Years	15 Years
Constant Maturity LIBOR Swap – Non-Hedge		
	<u>2018</u>	<u>2017</u>
Notional amount	\$ 33,448	\$ 34,720
Fair market value	\$ 42	\$ 931
Life remaining on swap	14 Years	15 Years

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

8. Derivative Financial Instruments, Continued

(Dollars in Thousands)

	<u>2018</u>	<u>2017</u>
Constant Maturity LIBOR Swap – Non-Hedge		
Notional amount	\$ -	\$ 69,440
Fair market value	\$ -	\$ 408
Life remaining on swap		1 Year

The swaps were issued at market terms so that they had no fair value at their inception. The carrying amount of the swaps has been adjusted to fair value at the end of the year which, because of changes in forecasted levels of the LIBOR, resulted in reporting a liability. The Corporation deemed the capacity to perform on the part of the derivative counterparty to be of little or no concern; and no adjustment was applied to standard market valuation practices.

The swap results are included in excess revenues. For the years ending July 31, 2018 and 2017, this earnings impact totaled approximately \$1,827,000 and \$4,119,000, respectively.

9. Temporarily and Permanently Restricted Net Assets

A summary of the restricted net assets at July 31, 2018 and 2017 follows:

	<u>(Dollars in Thousands)</u>	
	<u>2018</u>	<u>2017</u>
<u>Temporarily Restricted Net Assets</u>		
Donor restricted investments	\$ <u>10,638</u>	\$ <u>10,155</u>
<u>Permanently Restricted Net Assets</u>		
Restricted investments to be held in perpetuity by Phoebe Foundation, Inc.	\$ <u>2,024</u>	\$ <u>2,024</u>

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

9. Temporarily and Permanently Restricted Net Assets, Continued

During fiscal year 2007, PSMC as operated by the Sumter Authority was destroyed in a tornado. As described in Note 1, the Sumter Authority entered into a lease and transfer agreement which included the construction of a new hospital facility. The Sumter Authority has received proceeds from the Federal Emergency Management Agency (FEMA) and the Georgia Emergency Management Agency (GEMA) for a portion of the construction costs of the new hospital and intends to pursue further reimbursement from FEMA and GEMA to the fullest extent possible. It is anticipated, based on guidance received from an independent consultant, that project audits are likely to be conducted by FEMA and GEMA once all outstanding claims are closed, which could result in demand(s) to recover a portion of the funds paid to Sumter Authority.

Effective with an amendment to the lease and transfer agreement (Amendment) dated September 27, 2016, the Sumter Authority transferred approximately \$11,745,000 of receipts from FEMA and GEMA to PSMC. The Amendment specifies that the FEMA and GEMA funds may be used for the following purposes:

- First, to pay FEMA and GEMA all sums determined to be owed as a result of any audits.
- Second, and only after adequate provision for the funding of the first bullet point, the funds can be used to fund physician development in PSMC's service area.
- Third, and only after adequate provision for the first two bullet points above, the funds can be used by PSMC for any purposes permitted under the lease and transfer agreement.

Also in accordance with the Amendment, PSMC agreed to establish a separate account to hold the sum of \$4,000,000 of the above funds until the conclusion of the expected FEMA and GEMA audits to ensure the immediate availability of funds to repay any amounts finally determined to be owed to FEMA and GEMA as a result of the audits. Should the \$4,000,000 not be sufficient to repay any amounts due to FEMA and GEMA, PSMC agrees that it will pay in full and fully indemnify the Sumter Authority for all related sums finally determined to be owed to FEMA and GEMA. This amount is included in donor restricted investments above.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

9. Temporarily and Permanently Restricted Net Assets, Continued

The Amendment states that the adequate provision of both the FEMA and GEMA fund repayment and the adequate provision to fund physician development are to be determined at the sole discretion of PSMC. Per PSMC's Board of Director's resolution dated November 1, 2016, PSMC believes \$4,000,000 is adequate provision for the repayment of the FEMA and GEMA funds. Also, based on the current and long-term physician development plan, coupled with the requirement that the PSMC chief executive officer report on the efforts and results of physician development at each PSMC's Board of Directors meeting, and the requirement that PSMC's Board of Directors approve the budget and strategic plan each year, PSMC believes this constitutes adequate provision for the funding of physician development.

In 2017, \$7,745,000 of the above described receipts are recorded in nonoperating revenue.

10. Pension Plan

The Corporation has a defined benefit pension plan covering all full time regular employees working 1,000 hours or more in a twelve-month period with an employment date before December 31, 2006. The plan provides benefits that are based upon earnings and years of service. The Corporation's funding policy is to make the minimum annual contribution required by applicable regulations. Contributions are intended to provide not only for benefits attributed to service to date, but also for those expected to be earned in the future.

The measurement dates were July 31, 2018 and 2017. The Corporation issues a publicly available financial report that includes financial statements and required supplementary information for the Retirement Plan for Employees of Phoebe Putney Health System, Inc. That report may be obtained by contacting the management of the Corporation.

Effective December 31, 2014, the Corporation amended the pension plan to freeze all benefit accruals except for participants whose combined age and credited service equaled or exceeded 70 by the effective date. On July 28, 2016, the Corporation executed an amendment to permit vested terminated participants with an accrued benefit of \$150,000 or less to make an election during the period September 2, 2016 through November 1, 2016 to receive a lump sum distribution. This amendment was effective December 1, 2016 and eligibility was based on the benefit accruals as of December 1, 2016. Such distributions were made during the period December 1, 2016 through December 31, 2016. Effective December 31, 2016, the Corporation amended the pension plan to freeze all benefit accruals for all remaining

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

10. Pension Plan, Continued

participants. On November 16, 2017, the Corporation purchased annuity contracts totaling approximately \$5,373,000 to settle a portion of the pension obligations, as part of a small benefit annuity lift out plan.

The following table sets forth the defined benefit pension plan funded status and amounts recognized in the financial statements at July 31, 2018 and 2017:

	<u>(Dollars in Thousands)</u>	
	<u>2018</u>	<u>2017</u>
Plan assets at fair value at July 31	\$ 207,399	\$ 200,338
Projected benefit obligation at July 31	<u>286,584</u>	<u>299,809</u>
Funded status	\$(<u>79,185</u>)	\$(<u>99,471</u>)
Amounts recognized in the consolidated balance sheet consist of:		
Noncurrent liabilities	\$(<u>79,185</u>)	\$(<u>99,471</u>)
Amounts recognized in unrestricted net assets:		
Net actuarial loss	\$(91,425)	\$(102,919)
Prior service cost not yet recognized in net periodic pension cost	<u>-</u>	<u>-</u>
Deferred pension cost	\$(<u>91,425</u>)	\$(<u>102,919</u>)
Weighted-average assumptions used to determine pension benefit obligations:		
Discount rate	4.32%	4.05%
Rate of compensation increase	N/A	2.50%

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

10. Pension Plan, Continued

	(Dollars in Thousands)	
	<u>2018</u>	<u>2017</u>
Weighted-average assumptions used to determine net periodic benefit cost:		
Discount rate	4.05%	3.87%
Expected long-term return on plan assets	7.00%	7.75%
Rate of compensation increase	N/A	2.50%

Mortality table assumptions used to determine pension benefit obligations were RP-2006 Employee and Healthy Annuitant Mortality Tables with Fully Generational Projections using MP2017 and MP2016 for 2018 and 2017, respectively.

The Corporation's expected rate of return on plan assets is determined by the plan assets' historical long-term investment performance, current asset allocation, and estimates of future long-term returns by asset class.

The following table sets forth the components of net periodic cost and other amounts recognized in unrestricted net assets for the years ended July 31, 2018 and 2017:

	(Dollars in Thousands)	
	<u>2018</u>	<u>2017</u>
Service cost	\$ -	\$ 1,032
Interest cost	10,323	9,714
Expected return on plan assets	(13,867)	(12,947)
Amortization of prior service cost	-	6
Amortization of recognized net actuarial loss	2,816	2,701
Gain due to curtailment	<u>-</u>	<u>75</u>
Net periodic benefit cost	<u>(728)</u>	<u>581</u>

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

10. Pension Plan, Continued

	(Dollars in Thousands)	
	<u>2018</u>	<u>2017</u>
Other changes in plan assets and benefit obligations recognized in unrestricted net assets:		
Net actuarial gain	\$(8,677)	\$(19,599)
Amortization of prior service cost	-	(81)
Amortization of net actuarial loss	(2,816)	(2,701)
Total recognized in unrestricted net assets	(11,493)	(22,381)
Total recognized in net periodic benefit cost and unrestricted net assets	\$(12,221)	\$(21,800)

The change in projected benefit obligation for the defined benefit pension plan for the years ended July 31, 2018 and 2017 included the following components:

	(Dollars in Thousands)	
	<u>2018</u>	<u>2017</u>
Projected benefit obligation, beginning of year	\$ 299,809	\$ 320,966
Service cost	-	1,032
Interest cost	10,323	9,714
Actuarial (gain) loss	(7,844)	(9,183)
Benefits paid	(15,704)	(19,992)
Gain due to curtailment	-	(2,728)
Projected benefit obligation, end of year	\$ <u>286,584</u>	\$ <u>299,809</u>
Accumulated benefit obligation	\$ <u>286,584</u>	\$ <u>299,809</u>

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

10. Pension Plan, Continued

The change in fair value of plan assets for the years ended July 31, 2018 and 2017 included the following components:

	<u>(Dollars in Thousands)</u>	
	<u>2018</u>	<u>2017</u>
Plan assets at fair value, beginning of year	\$ 200,338	\$ 191,320
Actual return on assets	14,699	20,635
Employer contributions	8,066	8,375
Benefits paid	<u>(15,704)</u>	<u>(19,992)</u>
 Plan assets at fair value, end of year	 <u>\$ 207,399</u>	 <u>\$ 200,338</u>

The Corporation anticipates making a contribution during fiscal year 2019 of \$8,243,000.

Estimated Future Benefit Payments

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

	<u>(Dollars in Thousands)</u>
<u>Year Ending July 31</u>	<u>Pension Benefits</u>
2019	\$ 11,561
2020	\$ 12,360
2021	\$ 13,009
2022	\$ 13,842
2023	\$ 14,606
2024 – 2028	\$ 80,978

The expected benefits to be paid are based on the same assumptions used to measure the Corporation's benefit obligation at July 31, 2018.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

10. Pension Plan, Continued

Estimated Future Benefit Payments, Continued

The actuarial loss and prior service cost to be recognized during the next 12 months beginning August 1, 2018 is as follows:

	<u>(Dollars in Thousands)</u>
Amortization of net actuarial loss	\$ 2,314
Amortization of prior year service costs	<u>-</u>
Total	\$ <u>2,314</u>

Plan Assets

The composition of plan assets at July 31, 2018 and 2017 is as follows:

Asset category:	Target <u>Allocation</u>	<u>Plan Assets</u>	
		<u>2018</u>	<u>2017</u>
U.S. equities	30%	22%	23%
Non U.S. equities	20%	20%	18%
Emerging markets	5%	6%	7%
Hedge funds	15%	18%	19%
Real assets	5%	9%	9%
Opportunistic funds	5%	5%	7%
Fixed income	20%	15%	14%
Cash and cash equivalents	<u>0%</u>	<u>5%</u>	<u>3%</u>
Total	<u>100%</u>	<u>100%</u>	<u>100%</u>

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

10. Pension Plan, Continued

Plan Assets, Continued

The Corporation's investment strategy is to manage the portfolio to preserve principal and liquidity while maximizing the return on the investment portfolio through the full investment of available funds. The portfolio is diversified by investing in multiple types of investment-grade securities. The investment policy requires assets of the plan to be primarily invested in securities with at least an investment grade rating to minimize interest rate and credit risk. The plan assets are long-term in nature and are intended to generate returns while preserving capital.

Pension assets are invested in various classes as summarized in the table below for 2018 and 2017. The allocation between different investment vehicles is determined by the Corporation, based on current market conditions, short-term and long-term market outlooks, and cash needs for distributions and plan expenses. Assumptions for expected returns on plan assets are based on historical performance, long-term market outlook, and a diversified investment approach designed to provide steady, consistent returns that minimize market fluctuations. The Corporation utilizes the services of a professional investment advisor in the selection of individual fund managers. The investment advisor tracks the performance of each fund manager and makes recommendations for redistributions, as needed, to comply with targeted allocations or to replace underperforming funds.

The Corporation attempts to mitigate investment risk by rebalancing between investment classes as the Corporation's contributions and monthly benefit payments are made. Although changes in interest rates may affect the fair value of a portion of the investment portfolio and cause unrealized gains and losses, such gains or losses would not be realized unless the investments are sold.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

10. Pension Plan, Continued

The fair values of the Corporation's pension plan assets at July 31, 2018 and 2017, by asset category are as follows:

(Dollars in Thousands)

Fair Value Measurements at July 31, 2018

<u>Asset Category</u>	<u>Total</u>	Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money market funds	\$ 9,601	\$ 1,659	\$ 7,942	\$ -
Equity securities	9,956	4,947	5,009	-
Real estate investment trusts	<u>5,526</u>	<u>5,526</u>	<u>-</u>	<u>-</u>
 Total assets in fair value hierarchy	 25,083	 \$ <u>12,132</u>	 \$ <u>12,951</u>	 \$ <u>-</u>
 Investments measured at net asset value	 <u>182,316</u>			
 Total assets at fair value	 \$ <u>207,399</u>			

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

10. Pension Plan, Continued

(Dollars in Thousands)

Fair Value Measurements at July 31, 2017

<u>Asset Category</u>	<u>Total</u>	Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money market funds	\$ 5,761	\$ 15	\$ 5,746	\$ -
Equity securities	5,045	5,015	30	-
Real estate investment trusts	<u>6,265</u>	<u>6,265</u>	<u>-</u>	<u>-</u>
Total assets in fair value hierarchy	17,071	\$ <u>11,295</u>	\$ <u>5,776</u>	\$ <u>-</u>
Investments measured at net asset value	<u>183,267</u>			
Total assets at fair value	\$ <u>200,338</u>			

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

10. Pension Plan, Continued

The following table sets forth additional information for assets valued at NAV as a practical expedient:

as of July 31, 2018				
(Dollars in Thousands)				
	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Restrictions on Redemption Frequency</u>	<u>Redemption Notice Period</u>
Mutual funds – fixed income funds	\$ 6,848	None	Monthly	30 Days
Mutual funds – index funds	\$ 33,824	None	Daily	15 Days
Mutual funds – growth and other funds	\$ 4,249	None	Daily	None
Alternative investments:				
Credit opportunities	\$ 5,510	None	Annually	90 Days
Multi-strategy	\$ 15,755	None	Monthly – Annually	5 – 95 Days
Equity securities	\$ 106,279	\$ 279	Semi-monthly – Annually	7 – 180 Days
Other	\$ 9,851	None	Monthly	3 Business Days

as of July 31, 2017				
(Dollars in Thousands)				
	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Restrictions on Redemption Frequency</u>	<u>Redemption Notice Period</u>
Mutual funds – fixed income funds	\$ 5,829	None	Monthly	10 Business Days
Mutual funds – index funds	\$ 33,795	None	Daily	15 Days
Mutual funds – growth and other funds	\$ 6,948	None	Daily	None
Alternative investments:				
Credit opportunities	\$ 5,178	None	Annually	90 Days
Multi-strategy	\$ 14,736	None	Quarterly – Annually	45 – 95 Days
Equity securities	\$ 107,521	\$ 297	Semi-monthly – Annually	7 – 180 Days
Other	\$ 9,260	None	Monthly	3 Business Days

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. Financial assets using Level 3 inputs were primarily valued using management’s assumptions about the assumptions market participants would utilize in pricing the asset or liability. Valuation techniques utilized to determine fair value are consistently applied. See Note 16 for valuation methodologies.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

10. Pension Plan, Continued

The Corporation maintains defined contribution pension plans covering substantially all eligible employees. Employees may deposit a portion of their earnings for each pay period on a pre-tax basis and the Corporation matches 50% of each participant's voluntary contributions up to a maximum of 4% of the employee's annual salary. Effective January 1, 2017, the Corporation increased its match to 50% of each participant's voluntary contributions up to a maximum of 6% of the employee's annual salary. At its discretion, the Corporation may make additional contributions to the Plan. Matching and discretionary contribution expenses for the years ended July 31, 2018 and 2017 totaled approximately \$3,168,000 and \$2,179,000, respectively.

The Corporation maintains an unfunded Supplemental Executive Retirement plan (SERP), which provides retirement benefits to certain officers and select employees. This plan is non-qualified and does not have a minimum funding requirement. The liability for this SERP obligation is included in accrued expenses in the accompanying consolidated balance sheets.

11. Employee Health Insurance

The Corporation has a self-insurance program under which a third-party administrator processes and pays claims. The Corporation reimburses the third-party administrator for claims incurred and paid. In addition, the Corporation participates in a shared group financing layer agreement with other Georgia hospitals through a program offered by Georgia ADS, LLC. The program is designed to provide for the financing and payment of covered claims. For fiscal year 2016 through December 31, 2015, the claims included in the financing program were covered claims between \$150,000 and \$500,000. Effective January 1, 2016, the parameters of the program changed to include covered claims between \$225,000 and \$650,000. Each participant in the program is responsible for a portion of the shared claims based on their percentage of the total claims for the group. Additional insurance has been obtained to provide coverage for claims exceeding \$650,000. Total expenses related to this plan were approximately \$33,722,000 and \$32,261,000 for 2018 and 2017, respectively.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

12. Malpractice Insurance

Effective August 1, 2006, Phoebe Putney Indemnity, LLC (PPI), located in South Carolina, issued a claims-made policy covering professional and general liabilities, personal injury, advertising injury liability, and contractual liability of the Corporation with a retroactive date of January 1, 1990. Under the policy, the limit of liability is \$5,000,000 per occurrence, with an annual aggregate of \$27,000,000 at July 31, 2018 and 2017.

Effective August 1, 2015, PPI purchased excess of loss reinsurance coverage in order to limit its financial exposure to large claims relating to employed physicians and surgeons. Under the per risk coverage, the reinsurer shall pay up to \$750,000 per loss, per insured, in excess of \$250,000 per loss, per insured. Under the clash coverage, the reinsurer shall pay up to \$750,000 per loss occurrence, in excess of \$250,000 per loss occurrence. The maximum amount recoverable for both of these coverage's combined shall not exceed 40% of the subject premium or \$6,000,000, whichever is greater. Under the excess of limits coverage, the reinsurer shall pay up to \$4,000,000 per loss, per insured, in excess of \$1,000,000, per loss, per insured. The maximum amount recoverable for this coverage shall not exceed \$8,000,000. The reinsurance treaty provides for adjustable premiums based on ceded losses up to a stated maximum.

The Corporation has also purchased excess liability coverage which covers \$50,000,000 per occurrence and in aggregate in excess of the PPI coverage of \$5,000,000. All of the risk related to this coverage has been ceded to unrelated reinsurers via a contract of reinsurance.

Various claims and assertions have been made against the Corporation in its normal course of providing services. In addition, other claims may be asserted arising from services provided to patients in the past. In the opinion of management, adequate provision has been made for losses which may occur from such asserted and unasserted claims that are not covered by liability insurance.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

13. Concentrations of Credit Risk

The Corporation grants credit without collateral to its patients, most of whom are residents of Southwest Georgia and are insured under third-party payor agreements. The mix of receivables from patients and third-party payors at July 31, 2018 and 2017 was as follows:

	<u>2018</u>	<u>2017</u>
Medicare	30%	34%
Medicaid	20%	18%
Blue Cross	11%	13%
Commercial	24%	20%
Patients	<u>15%</u>	<u>15%</u>
Total	<u>100%</u>	<u>100%</u>

At July 31, 2018, the Corporation had deposits at major financial institutions which exceeded the \$250,000 Federal Deposit Insurance Corporation limits. Management believes the credit risks related to these deposits is minimal.

14. Functional Expenses

The Corporation provides general health care services to residents within its geographic location. Expenses related to providing these services are as follows:

	July 31, (Dollars in Thousands)	
	<u>2018</u>	<u>2017</u>
Patient care services	\$ 528,068	\$ 507,834
General and administrative	<u>166,799</u>	<u>172,290</u>
Total	\$ <u>694,867</u>	\$ <u>680,124</u>

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

15. Fair Values of Financial Instruments

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

- *Cash and cash equivalents:* The carrying amount reported in the consolidated balance sheet for cash and cash equivalents approximates its fair value.
- *Assets limited as to use:* Amounts reported in the consolidated balance sheet are at fair value. See Note 16 for fair value measurement disclosures.
- *Accounts payable and accrued expenses:* The carrying amount reported in the consolidated balance sheet for accounts payable and accrued expenses approximates its fair value.
- *Estimated third-party payor settlements:* The carrying amount reported in the consolidated balance sheet for estimated third-party payor settlements approximates its fair value.
- *Derivative financial instruments:* The carrying amount reported in the consolidated balance sheet for derivative financial instruments approximates its fair value. See Note 16 for fair value measurement disclosures.
- *Long-term debt:* Fair values of the Corporation's revenue notes are based on current traded value. The carrying amount reported in the consolidated balance sheet for debt totals approximately \$278,434,000 and \$285,033,000 at July 31, 2018 and 2017, respectively, with a fair value of approximately \$280,308,000 and \$287,455,000, respectively. Based on inputs used in determining the estimated fair value, the Corporation's long-term debt would be classified as Level 2 in the fair value hierarchy.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

16. Fair Value Measurement

Following is a description of the valuation methodologies used for assets at fair value. There have been no changes in the methodologies used at July 31, 2018 and 2017.

- *Money market funds and certificates of deposit:* Valued at amortized cost, which approximates fair value.
- *Equity securities:* 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.
- *Mutual funds and alternative investments:* Certain mutual funds are valued at closing price reported on the active market on which the individual securities are traded. Other mutual funds are valued at the net asset value (NAV) of shares held at year end. Certain investments invest in a variety of growth and value assets. Management of the funds has the ability to shift investments as they feel necessary to meet established goals.
- *Real estate investment trusts:* These exchange traded investments are valued on the basis of a discounted cash flow approach, which includes the future rental receipts, expenses, and residual values as the highest and best use of the real estate from a market participant view as rental property.
- *Corporate debt securities:* Certain corporate securities are valued at the closing price reported in the active market in which the security is traded. Other corporate securities 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.
- *Government debt securities:* Certain U. S. government securities are valued at the closing price reported in the active market in which the individual security is traded. Other U.S. governmental securities are based on yields currently available on comparable securities of issuers with similar credit ratings.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

16. Fair Value Measurement, Continued

- *Derivatives:* Valued using forward LIBOR curves. Values are then verified against counterparty mark-to-market valuations.

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

(THIS SPACE INTENTIONALLY LEFT BLANK)

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

16. Fair Value Measurement, Continued

Fair values of assets and liabilities measured on a recurring basis at July 31, 2018 and 2017 follows:

(Dollars in Thousands)				
Fair Value Measurements at Reporting Date Using				
	Fair Value	Quoted Prices in Active Markets For Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>July 31, 2018</u>				
Assets:				
Money market funds	\$ 19,668	\$ 7,729	\$ 11,939	\$ -
Certificates of deposit	381	-	381	-
Equity securities	40,071	40,071	-	-
Mutual funds – fixed income funds	693	693	-	-
Mutual funds – index funds	338	338	-	-
Mutual funds – growth and other funds	37,171	37,171	-	-
Real estate investment trusts	11,868	11,868	-	-
Corporate debt securities	10,179	5,128	5,051	-
Government debt securities	<u>1,901</u>	<u>74</u>	<u>1,827</u>	<u>-</u>
Total assets in the fair value hierarchy	122,270	\$ <u>103,072</u>	\$ <u>19,198</u>	\$ <u>-</u>
Investments measured at net asset value	<u>389,519</u>			
Total assets at fair value	\$ <u>511,789</u>			
Liabilities:				
Derivatives	\$ <u>8,565</u>	\$ <u>-</u>	\$ <u>8,565</u>	\$ <u>-</u>

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

16. Fair Value Measurement, Continued

(Dollars in Thousands)

	Fair Value Measurements at Reporting Date Using			
	Fair Value	Quoted Prices in Active Markets For Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>July 31, 2017</u>				
Assets:				
Money market funds	\$ 23,610	\$ 1,254	\$ 22,356	\$ -
Certificates of deposit	379	-	379	-
Equity securities	17,996	17,996	-	-
Mutual funds – fixed income funds	667	667	-	-
Mutual funds – index funds	20	20	-	-
Mutual funds – growth and other funds	40,092	40,092	-	-
Real estate investment trusts	13,040	13,040	-	-
Corporate debt securities	4,492	1,479	3,013	-
Government debt securities	<u>2,044</u>	<u>101</u>	<u>1,943</u>	<u>-</u>
Total assets in the fair value hierarchy	102,340	\$ <u>74,649</u>	\$ <u>27,691</u>	\$ <u>-</u>
Investments measured at net asset value	<u>374,389</u>			
Total assets at fair value	\$ <u>476,729</u>			
Liabilities:				
Derivatives	\$ <u>10,392</u>	\$ <u>-</u>	\$ <u>10,392</u>	\$ <u>-</u>

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

16. Fair Value Measurement, Continued

Transfers of Level 1 and Level 2 assets: Transfers of assets between Level 1 and Level 2 are recorded as of the end of each reporting period, consistent with the date of the determination of fair value. Assets are transferred out of Level 1 when they are no longer transacted with sufficient frequency and volume in an active market. Conversely, assets are transferred from Level 2 to Level 1 when transaction volume and frequency are indicative of an active market. During the years ended July 31, 2018 and 2017, there were no transfers from Level 1 to Level 2. There were no transfers from Level 2 to Level 1 during the years ended July 31, 2018 and 2017.

Following is a description of the valuation methodologies used and investment strategies for assets measured using NAV as a practical expedient.

- *Mutual funds – fixed income funds:* The fixed income mutual funds seek to provide a high level of current income while preserving principal by primarily investing in a portfolio of domestic and international debt securities with an investment grade or better and with a dollar weighted average maturity between three and ten years. Redemption frequency varies based on each fund's policy and ranges from monthly redemption with 10 business days' notice to monthly redemption with 30 days' notice. The fixed income mutual funds have no redemption restrictions.
- *Mutual funds – index funds:* The index mutual funds are invested in a variety of large cap domestic companies that are members of the indices. Members of the indices are determined each year during annual reconstruction and enhanced quarterly with the addition of initial public offerings. The index mutual funds have no redemption restrictions with 15 days' redemption notice.
- *Mutual funds – growth and other funds:* The growth and other mutual funds seek to provide a high level of return through the allocation of investments among both small cap investments and mortgage-backed securities. The Corporation may redeem daily from the fund without notice of redemption.
- *Alternative investments in hedge funds:* The objective of the alternative investments is to use leveraged, long, short, and derivative positions in both domestic and international markets with the goal of generating high returns while maintaining minimal risk. The alternative investments may be redeemed from a range of semi-monthly with three business days' notice to annually with 180 days' notice. The limits on redemptions vary from none to a 12 month soft lock-up.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

16. Fair Value Measurement, Continued

The following table sets forth additional information for assets valued at NAV as a practical expedient:

	as of July 31, 2018			
	(Dollars in Thousands) <u>Fair Value</u>	(Dollars in Thousands) <u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Mutual funds – fixed income funds	\$ 37,197	None	Monthly	10 Business – 30 Days
Mutual funds – index funds	\$ 77,678	None	Daily	15 Days
Mutual funds – growth and other funds	\$ 20,454	None	Daily	None
Alternative investments:				
Credit opportunities	\$ 10,198	None	Annually	90 Days
Multi-strategy	\$ 35,740	None	Monthly – Annually	None – 95 Days
Equity securities	\$ 185,598	\$ 836	Semi-monthly – Annually	None – 180 Days
Other	\$ 22,654	None	Monthly – Quarterly	None - 90 Days
	as of July 31, 2017			
	(Dollars in Thousands) <u>Fair Value</u>	(Dollars in Thousands) <u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Mutual funds – fixed income funds	\$ 32,278	None	Monthly	10 Business – 30 Days
Mutual funds – index funds	\$ 86,624	None	Daily	15 Days
Mutual funds – growth and other funds	\$ 15,515	None	Daily	None
Alternative investments:				
Credit opportunities	\$ 9,590	None	Annually	90 Days
Multi-strategy	\$ 33,845	None	Monthly – Annually	None – 95 Days
Equity securities	\$ 176,557	\$ 605	Semi-monthly – Annually	None – 180 Days
Other	\$ 19,980	None	Monthly – Quarterly	None - 90 Days

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

17. Related Party Transactions

The Corporation has contracts with a certain hospital in the surrounding area to provide management services. The agreement automatically renews for successive terms of one year unless either party provides written notice with intent to terminate the agreement at least sixty days prior to termination.

18. Commitments and Contingencies

Health Care Reform

There has been increasing pressure on Congress and state legislatures to control and reduce the cost of healthcare on the national or at the state level. 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 Corporation.

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 Corporation has implemented a compliance plan focusing on such issues. There can be no assurance that the Corporation will not be subjected to future investigations with accompanying monetary damages.

Continued

PHOEBE PUTNEY HEALTH SYSTEM, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, Continued
July 31, 2018 and 2017

18. Commitments and Contingencies, Continued

Litigation

The Corporation 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 Corporation's future financial position or results from operations.

Other

On May 18, 2017, a group submitted to the Georgia Department of Community Health a certificate of need application for a new hospital to be located within the Corporation's service area. On November 15, 2017, the Georgia Department of Community Health granted Lee County Medical Center a certificate of need to build a 60-bed hospital in Lee County, Georgia. No consideration has been given in the consolidated financial statements to the certificate of need granted to Lee County Medical Center.

19. Provision for Bad Debts – Dorminy

The Corporation entered into an agreement with the Hospital Authority of Ben Hill County, D/B/A Dorminy Medical Center (Dorminy) to provide management services originating August 1, 2011. This agreement was terminated on May 31, 2014. Under the management agreement, the Corporation provided personnel and management services in excess of \$21,157,000, as well as loan advances of approximately \$2,444,000, of which substantially all remain outstanding at July 31, 2018. At the termination of the management agreement, payment of the outstanding balances was requested by the Corporation. Dorminy has contested the repayment of the amounts due the Corporation. The Corporation intends to pursue collection of the outstanding balance. Due to the opposition to repayment by Dorminy and concerns about the financial viability of small rural hospitals, an allowance has been recorded in the 2018 and 2017 financial statements.

INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTAL INFORMATION

Board of Directors
Phoebe Putney Health System, Inc.
Albany, Georgia

We have audited the consolidated financial statements of Phoebe Putney Health System, Inc. as of and for the years ended July 31, 2018 and 2017 and our report thereon dated November 14, 2018, which expressed an unmodified opinion on those financial statements, appears on pages 1 and 2. Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The information included in this report on pages 62 to 70, inclusive, which is the responsibility of management, is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information has not been subjected to the auditing procedures applied in the audits of the consolidated financial statements, and, accordingly, we do not express an opinion or provide any assurance on it.

Draffin & Tucker, LLP
Albany, Georgia
November 14, 2018

PHOEBE PUTNEY HEALTH SYSTEM, INC.

SERVICE TO THE COMMUNITY

July 31, 2018

Phoebe Putney Health System, Inc. (Corporation) is a not-for-profit health care organization that was formed to serve as the parent organization of a group of affiliated entities and as such, its primary purpose is to plan, coordinate, and direct the group and to provide centralized administrative and management services to the exempt entities in the group. The Corporation is recognized as exempt under Section 501(c)(3) of the Code and is classified as a public charity under Section 509(a)(3) of the Code. Currently, the affiliated entities comprising the group include: Phoebe Putney Memorial Hospital, Inc. (PPMH), Phoebe Foundation, Inc. (Foundation), Phoebe Putney Health Ventures, Inc. (Health Ventures), Phoebe Physician Group (PPG), Phoebe Putney Indemnity (PPI), Phoebe Sumter Medical Center (PSMC) and Phoebe Worth Medical Center (PWMC).

As a tax exempt organization, the Corporation has no stockholders or owners. All revenue after expenses is reinvested in our mission to care for the citizens of the communities served by the Corporation and its affiliated entities and includes clinical care, health programs, state-of-the-art technology and facilities, research and teaching and training of medical professionals to meet current and future needs.

Phoebe Putney Health System, Inc. operates as a charitable organization consistent with the requirements of Internal Revenue Code Section 501(c)(3) and the “community benefit standard” of IRS Revenue Ruling 69-545. The Corporation takes seriously its responsibility as the community’s safety net hospital and has a strong record of meeting and exceeding the charitable care and the organizational and operational standards required for federal tax-exempt status. The Corporation demonstrates a continued and expanding commitment to meeting our mission by providing community benefits. A community benefit is a planned, managed, organized, and measured approach to meeting identified community health needs, requiring a partnership between the healthcare organization and the community to benefit residents through programs and services that improve health status and quality of life.

Through its affiliated group of hospitals, the Corporation improves the health and well-being of Southwest Georgia through clinical services, education, research and partnerships that build health capacity in the community. Each hospital provides community benefits for every citizen in its service area as well as for the medically underserved. The hospitals conduct community needs assessments and pay close attention to the needs of low income and other vulnerable persons and the community at large. The organization often works with community groups to identify needs, strengthen existing community programs and plan newly needed services. In addition to providing free and discounted services to people who are uninsured and underinsured, the organization provides a wide-ranging array of community benefit services designed to improve community and individual health and to increase access to health care. The Corporation’s excellence in community benefit programs was recognized by the prestigious Foster McGaw Prize awarded to the hospital in 2003 for its broad-based outreach in building collaboratives that make measurable improvements in

See independent auditor’s report on supplemental information.

PHOEBE PUTNEY HEALTH SYSTEM, INC.

SERVICE TO THE COMMUNITY, Continued

July 31, 2018

health status, expand access to care and build community capacity, so that patients receive care closest to their own neighborhoods. Drawing on a dynamic and flexible structure, the community benefit programs are designed to respond to assessed needs and are focused on upstream prevention.

As Southwest Georgia's leading provider of cost-effective, patient-centered health care, the Corporation's affiliated hospitals participate in the Medicare and Medicaid programs and are among the leading providers of Medicaid services in Georgia.

The following table summarizes the amounts of charges foregone (i.e., contractual adjustments) and estimates the losses (computed by applying a total cost factor to charges foregone) incurred by the organizations due to inadequate payments by these programs and for indigent/charity. This table does not include discounts offered by the organizations under managed care and other agreements:

	<u>Charges Foregone</u>	<u>Estimated Unreimbursed Cost</u>
Medicare	\$ 734,000,000	\$ 230,000,000
Medicaid	234,000,000	74,000,000
Indigent/charity	<u>71,000,000</u>	<u>23,000,000</u>
	<u>\$ 1,039,000,000</u>	<u>\$ 327,000,000</u>

The following is a summary of the community benefit activities and health improvement services offered by the hospitals and illustrates the activities and donations during fiscal year 2018.

I. Community Health Improvement Services

A. Community Health Education

The Corporation's affiliated hospitals provided health education services that reached 4,744 individuals in 2018 at a cost of \$246,611. These services included the following free classes and seminars:

- Nutrition and Diabetes Awareness Classes
- Stroke Awareness
- CPR training for 500 health care workers
- Comprehensive Health Fairs
- Teen Maze
- Various School Based Health Fairs

See independent auditor's report on supplemental information.

PHOEBE PUTNEY HEALTH SYSTEM, INC.

SERVICE TO THE COMMUNITY, Continued

July 31, 2018

I. Community Health Improvement Services, Continued

A. Community Health Education, Continued

- Go Noodle Activity Programs
- Speaking Engagements on relevant health topics
- Health Fairs for Men, Women and Children
- Safe Sitter Classes
- Make a Difference Programming
- Opioid Community Task Force Meetings and Campaign Launch
- Hosted a Bleeding Control Training to first responders throughout southwest Georgia

Men's and Women's Health Conferences

Men's Health Conferences

The PPMH's Men's Conference provided blood pressure, glucose, and cholesterol and BMI screenings for each participant and was made possible by a broad coalition of providers such as the Faith-based Initiative, Heart and Cancer Society, Cancer Coalition of South Georgia, and Public Health among others with 375 men in attendance.

Women's Health Conferences

PSMC held two Women's Health Fairs during fiscal year 2018, one on October 21, 2017 and one on May 19, 2018 that provided health screenings for weight, BMI, blood pressure & blood sugar, health information, speakers and fellowship to more than 500 attendees at each fair. Braxton was a guest celebrity speaker at the fair held on May 19, 2018. The health conference programs provide outreach, health screenings and educational programs about nutrition and physical activity. The programs target uninsured and underinsured women without a primary care physician or knowledge of recommended preventive health care services. The Corporation incurred expenses of \$17,936 for these events.

PPMH Women's Conferences attracted approximately 300 participants and focused on breast health and a full range of health screenings. The theme centered on Breast Cancer with educational programs about physical activity and nutrition. In total, the Corporation incurred expenses of \$17,038 for both the Men's and Women's Conferences.

See independent auditor's report on supplemental information.

PHOEBE PUTNEY HEALTH SYSTEM, INC.

SERVICE TO THE COMMUNITY, Continued

July 31, 2018

I. Community Health Improvement Services, Continued

A. Community Health Education, Continued

Children's Health Conference

PSMC held a Children's Health Fair on July 21, 2018 that provided health screenings for weight, BMI, blood pressure and blood sugar, health information, speakers and fellowship to more than 300 attendees. Soil screenings for lead were also available from Rural Georgia Healthy Housing. The health conference programs provide outreach, health screenings and educational programs about nutrition and physical activity. These programs target children at risk of poor health status. The programs target uninsured or underinsured children without a primary care physician or knowledge of recommended preventive health care services. The Corporation incurred expenses of \$6,697 for this event.

Senior Clinic and Other

PWMC incurred expenses of approximately \$300 offering health screenings and education on health and wellness topics at various community events including church gatherings, health fairs for county employees, new school system employee orientations, etc. during 2018. Expenses for these services are nominal but serve an important role within the community of Worth County.

Network of Trust

This is a nationally recognized program aimed at teen mothers to prevent repeat pregnancies, provide parenting skills, and complete high school. This program also includes a teen father program along with other teenaged children programs. Network of Trust enrolled 77 teen parents during the 2017/2018 school year at a cost of \$203,947. Project results demonstrate teens that graduated from the two-semester program are less likely to have a second pregnancy prior to age 21. 27 of the 30 Network of Trust seniors graduated. In addition, Network of Trust and the school nurse program provided health fairs to children at various public schools with 1,136 students participating.

See independent auditor's report on supplemental information.

PHOEBE PUTNEY HEALTH SYSTEM, INC.

SERVICE TO THE COMMUNITY, Continued

July 31, 2018

I. Community Health Improvement Services, Continued

B. Community Based Clinical Services

Flu Shots

The Corporation provides free flu shots to volunteers and students. In 2018, the Corporation administered 664 flu shots at an unreimbursed cost of \$10,340.

School Nurse Program

PPMH and PSMC provide nurses in 20 elementary schools, eight middle schools, and seven high schools in Dougherty and Sumter Counties with a goal of creating access to care for students, assessing the health care status of each population represented and effectively establishing referrals for all health care needs. Nurses also conducted various school-based health fairs throughout the school year. During the 2017/2018 school year, the school nurse program covered 18,600 covered lives. These programs operated at a loss of \$217,559 in 2018.

The PPMH Emergency Center sponsored a workshop, Bleeding Control Training, during the year. First responders from the area were invited. 130 participants came to the workshop at a cost of \$3,612.

Rural Health Clinic Open House

PWMC's Rural Health Clinic hosted a community wide open house where community members had the opportunity to receive free health screenings and flu shots, engage with our primary care providers, and tour our newly renovated clinic. The event was held September 2017. PWMC incurred expenses of \$5,000 for this event.

C. Health Care Support Services

Government Sponsored Eligibility Applications to the Poor and Needy

Phoebe contracts with Change Healthcare (formerly Chamberlain Edmonds) to process eligibility applications on behalf of the poor and needy that may be eligible for Medicaid. In some cases, it can take up to two years to be deemed eligible. In 2018, the Corporation paid \$1,171,867 to Change Healthcare to process Medicaid applications. Of those processed, 494 were deemed eligible.

See independent auditor's report on supplemental information.

PHOEBE PUTNEY HEALTH SYSTEM, INC.

SERVICE TO THE COMMUNITY, Continued

July 31, 2018

C. Health Care Support Services, Continued

Government Sponsored Eligibility Applications to the Poor and Needy, Continued

• Financial Assistance Policy (FAP)

PPHS Hospital Facilities will extend free or discounted care to eligible individuals for all urgent, emergent, or otherwise medically necessary services. Patients whose household income is at or below 125% of the Federal Poverty Guidelines are eligible for free care. Patients whose household income is between 126% and 400% of the Federal Poverty Guidelines qualify for discounted charges based on a sliding fee schedule in the FAP. Phoebe will not charge eligible individuals more for emergency or other medically necessary care than the Amount Generally Billed (AGB) to individuals who have insurance coverage, and is compliant with the requirements for a not-for-profit charitable corporation in accordance with Internal Revenue Service Regulation §1.501(r).

II. Health Professions Education

The organization recognizes that to continuously improve the Corporation's long-term value to our community and our customers, to encourage life-long learning among employees and to achieve a world-class employer status, it is in the organization's best interest to provide opportunities that will assist eligible employees in pursuing formal, healthcare related educational opportunities. The organization also provides non-employees financial support in pursuing healthcare related degrees. In fiscal year 2018, the Corporation provided \$656,740 in clinical supervision and training of nursing students, and an additional \$750,098 in clinical supervision and training to pharmacy, pharmacy techs and other allied health professionals. In all, 787 students received clinical instruction from one of our facilities at a total cost of \$1,406,838.

III. Subsidized Health Services

A. Other Subsidized Services

Inmate Care

The Corporation provides care to persons in jail for Dougherty County. In 2018 the Corporation provided \$184,181 of unreimbursed medical and drug treatment to 145 inmates.

See independent auditor's report on supplemental information.

PHOEBE PUTNEY HEALTH SYSTEM, INC.

SERVICE TO THE COMMUNITY, Continued

July 31, 2018

III. Subsidized Health Services, Continued

A. Other Subsidized Services, Continued

Indigent Drug Pharmacy

Indigent Drug Pharmacy provides medication upon discharge to patients that are either indigent or uninsured. In 2018, the pharmacy filled 6,695 prescriptions at a cost of \$279,518.

IV. Financial and In-Kind Support

In 2018, the Corporation provided \$446,204 in cash donations and in-kind support to non-profit organizations in Southwest Georgia. Listed are some highlights:

- The Horizons Community Health Solutions received \$187,500 for staff support and various projects centered on prevention, screening and early detection.
- In-kind support of Foregone Rent to non-profit organizations at an estimated cost of \$43,779.
- Albany Area Primary Health received \$106,256 to renovate office space for their expanding school clinics.
- Provided \$30,000 to SOWEGA Council on Aging for its ramp project utilizing Phoebe volunteers to build ramps for those in need.
- Gave \$20,000 to Keep Albany-Dougherty Beautiful to plant azaleas and trees at Tift Park ripped apart by the storms of 2017.
- Phoebe Worth Medical Center gave \$45,619 to the Worth County Health Department for heart health and diabetes.

V. Community Building Activities

A. Economic Development

The Corporation supports the Economic Development Commission of Dougherty County with funding to support improved employment and health coverage as a way to improve the overall health of the residents of the region.

See independent auditor's report on supplemental information.

PHOEBE PUTNEY HEALTH SYSTEM, INC.

SERVICE TO THE COMMUNITY, Continued

July 31, 2018

VI. Community Benefit Obligations

The Corporation incurred \$165,703 to support staff and community health needs assessment costs that included \$32,000 renewal of Healthy Communities Institute's dashboard feature on our website:

<http://www.phoebehealth.com/health-matters/building-healthy-communities>

Summary

	<u>2018</u>
Community Health Improvement Services:	
Community Health Education	\$ 246,611
Community Based Clinical Services	236,511
Healthcare Support Services	<u>1,171,867</u>
Total community health improvement services	<u>1,654,989</u>
Health Professions Education:	
Nurses/nursing students	656,740
Other health professional education	<u>750,098</u>
Total health professional education	<u>1,406,838</u>
Subsidized Health Services:	
Other subsidized health services	<u>463,699</u>
Total subsidized health services	<u>463,699</u>
Financial and In-Kind Support:	
Cash donations	402,425
In-kind donations	<u>43,779</u>
Total financial and in-kind support	<u>446,204</u>
Community Benefit Obligations:	
Dedicated staff and other resources	<u>165,703</u>
Total community benefit obligations	<u>165,703</u>

See independent auditor's report on supplemental information.

PHOEBE PUTNEY HEALTH SYSTEM, INC.

SERVICE TO THE COMMUNITY, Continued

July 31, 2018

VI. Community Benefit Obligations, Continued

Summary, Continued

	<u>2018</u>
Other:	
Traditional charity care – estimated unreimbursed cost of charity services	23,000,000
Unpaid cost of Medicare services – estimated unreimbursed cost of Medicare services	230,000,000
Unpaid cost of Medicaid services – estimated unreimbursed cost of Medicaid services	<u>74,000,000</u>
Total other	<u>327,000,000</u>
Total summary	<u>\$ 331,137,433</u>

This report has been prepared in accordance with the community benefit reporting guidelines established by Catholic Health Association (CHA) and VHA. The Internal Revenue Services' requirements for reporting community benefits are different than the guidelines under which this report has been prepared.

See independent auditor's report on supplemental information.