# KALEIDA HEALTH

Consolidated Financial Statements and
Other Financial Information

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

**KALEIDA HEALTH**

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Other Financial Information

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**KPMG LLP**
515 Broadway
Albany, NY 12207-2974

# Independent Auditors' Report

The Board of Directors
Kaleida Health:

We have audited the accompanying consolidated financial statements of Kaleida Health (Kaleida), which comprise the consolidated balance sheets as of December 31, 2012 and 2011, 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 U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

## Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the 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 auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Kaleida Health as of December 31, 2012 and 2011, and the results of their operations and changes in net assets, and their cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

## Other Matter

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying other financial information included in Schedules 1 and 2 is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the 2012 consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the 2012 consolidated financial statements or to the 2012 consolidated financial statements themselves, and other additional procedures in accordance with auditing standards general accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the 2012 consolidated financial statements as a whole.

KPMG LLP

April 17, 2013

**KALEIDA HEALTH**

Consolidated Balance Sheets

December 31, 2012 and 2011

(Dollars in thousands)

| Assets | | 2012 | 2011 |
|---|---|---|---|
| Current assets: | | | |
| Cash and cash equivalents | $ | 54,877 | 41,267 |
| Investments (notes 6 and 7) | | 128,906 | 139,260 |
| Accounts receivable: | | | |
| Patient, less estimated allowance for doubtful accounts of $32,228 in 2012 and $32,161 in 2011 | | 147,593 | 152,348 |
| Other (note 14) | | 24,183 | 10,030 |
| Inventories | | 20,492 | 20,563 |
| Prepaid expenses and other current assets | | 11,298 | 11,752 |
| Total current assets | | 387,349 | 375,220 |
| Assets limited as to use (notes 5, 6, 7, and 9): | | | |
| Designated under debt agreements | | 41,989 | 42,476 |
| Designated under self-insurance programs | | 129,189 | 123,920 |
| Board designated and donor restricted | | 95,090 | 85,974 |
| Other | | 2,005 | 1,187 |
| | | 268,273 | 253,557 |
| Property and equipment, less accumulated depreciation and amortization (notes 8 and 9) | | 502,735 | 477,556 |
| Receivable for insurance recoveries (note 5) | | 8,908 | 9,078 |
| Grants receivable | | 3,400 | 19,307 |
| Deferred financing costs, net | | 11,139 | 12,209 |
| Other | | 13,749 | 7,186 |
| Total assets | $ | 1,195,553 | 1,154,113 |

See accompanying notes to consolidated financial statements.

| Liabilities and Net Assets | | 2012 | 2011 |
|---|---|---|---|
| Current liabilities: | | | |
| Accounts payable and other accrued expenses | $ | 72,121 | 95,273 |
| Accrued payroll and related expenses | | 56,837 | 54,888 |
| Line of credit (note 9) | | — | 10,000 |
| Estimated third-party payor settlements (note 4) | | 7,854 | 23,288 |
| Current portion of long-term debt (note 9) | | 22,437 | 18,223 |
| Other current liabilities | | 5,668 | 9,122 |
| Total current liabilities | | 164,917 | 210,794 |
| Long-term debt, less current portion (note 9) | | 311,609 | 276,245 |
| Construction costs payable (note 9) | | 951 | 13,290 |
| Estimated self-insurance reserves (note 5) | | 180,896 | 168,328 |
| Asset retirement obligations (note 12) | | 13,621 | 13,030 |
| Pension and postretirement obligations (note 11) | | 267,936 | 264,767 |
| Other long-term liabilities | | 8,414 | 13,235 |
| | | 783,427 | 748,895 |
| Total liabilities | | 948,344 | 959,689 |
| Commitments (notes 8 and 10) | | | |
| Net assets: | | | |
| Unrestricted: | | | |
| Available for operations | | 419,265 | 354,770 |
| Provision for future benefit costs (note 11) | | (262,592) | (263,414) |
| Total unrestricted | | 156,673 | 91,356 |
| Temporarily restricted (note 13) | | 75,136 | 87,668 |
| Permanently restricted (note 13) | | 15,400 | 15,400 |
| Total net assets | | 247,209 | 194,424 |
| Total liabilities and net assets | $ | 1,195,553 | 1,154,113 |

**KALEIDA HEALTH**

Consolidated Statements of Operations and Changes in Net Assets

Years ended December 31, 2012 and 2011

(Dollars in thousands)

| | | 2012 | 2011 |
|---|---|---|---|
| Operating revenue: | | | |
| Patient service revenue, net of contractual allowances and discounts (notes 3 and 4) | $ | 1,201,731 | 1,178,419 |
| Less: Provision for bad debts | | 22,270 | 18,739 |
| Net patient service revenue | | 1,179,461 | 1,159,680 |
| Other operating revenue (notes 6 and 14) | | 36,355 | 18,944 |
| Net assets released from restrictions for operations (note 13) | | 6,162 | 5,747 |
| Total operating revenue | | 1,221,978 | 1,184,371 |
| Operating expenses: | | | |
| Salaries and benefits | | 695,294 | 689,218 |
| Purchased services and other | | 217,150 | 223,007 |
| Medical and nonmedical supplies | | 209,257 | 222,993 |
| Depreciation and amortization | | 69,093 | 58,664 |
| Interest | | 15,574 | 10,551 |
| Total operating expenses | | 1,206,368 | 1,204,433 |
| Income (loss) from operations | | 15,610 | (20,062) |
| Other income (losses): | | | |
| Investment income (note 6) | | 15,481 | 1,707 |
| Net realized gains on sales of investments (note 6) | | 4,175 | 12,469 |
| Net change in unrealized gains and losses on investments (note 6) | | 7,580 | (13,629) |
| Restructuring charges, loss on impairment and disposal of assets | | — | (7,453) |
| Total other income (losses), net | | 27,236 | (6,906) |
| Excess (deficiency) of revenue over expenses | $ | 42,846 | (26,968) |



(Continued)

**KALEIDA HEALTH**

Consolidated Statements of Operations and Changes in Net Assets

Years ended December 31, 2012 and 2011

(Dollars in thousands)

| | | 2012 | 2011 |
|---|---|---|---|
| Unrestricted net assets: | | | |
| Excess (deficiency) of revenue over expenses | $ | 42,846 | (26,968) |
| Pension and postretirement related changes other than net periodic cost (note 11) | | 948 | (92,291) |
| Net assets released from restrictions for property acquisitions | | 22,642 | 29,955 |
| Other, net | | (1,119) | 207 |
| Increase (decrease) in unrestricted net assets | | 65,317 | (89,097) |
| Temporarily restricted net assets: | | | |
| Contributions, bequests, and grants | | 7,456 | 11,491 |
| Restricted investment gains | | 2,719 | 4,614 |
| Net change in unrealized gains and losses on investments | | 6,097 | (5,708) |
| Net assets released from restrictions for operations | | (6,162) | (5,747) |
| Net assets released from restrictions for property acquisitions | | (22,642) | (29,955) |
| Decrease in temporarily restricted net assets | | (12,532) | (25,305) |
| Permanently restricted net assets: | | | |
| Restricted investment income | | 917 | 1,714 |
| Net change in unrealized gains and losses on investments | | 2,098 | (1,940) |
| Transfer to temporarily restricted net assets | | (3,015) | 226 |
| Change in permanently restricted net assets | | — | — |
| Change in net assets | | 52,785 | (114,402) |
| Net assets, beginning of year | | 194,424 | 308,826 |
| Net assets, end of year | $ | 247,209 | 194,424 |

See accompanying notes to consolidated financial statements.

**KALEIDA HEALTH**

Consolidated Statements of Cash Flows

Years ended December 31, 2012 and 2011

(Dollars in thousands)

| | | 2012 | 2011 |
|---|---|---|---|
| Operating activities: | | | |
| Change in net assets | $ | 52,785 | (114,402) |
| Adjustments to reconcile change in net assets to net cash provided by operating activities: | | | |
| Depreciation and amortization | | 69,093 | 58,664 |
| Accretion expense | | 995 | 750 |
| Restricted contributions, bequests, and grants | | (2,499) | (3,832) |
| Change in receivable for insurance recoveries | | 170 | (1,269) |
| Change in estimate for asset retirement obligation | | — | 1,621 |
| Change in interests in limited partnerships | | (13,460) | 679 |
| Net change in unrealized gains and losses on investments | | (13,677) | 19,337 |
| Provision for bad debts | | 22,270 | 18,739 |
| Pension and postretirement related changes other than net periodic cost | | (948) | 92,291 |
| Change in operating assets and liabilities: | | | |
| Patient accounts receivable | | (17,515) | (19,631) |
| Other receivables, inventories, and prepaid expenses | | (13,628) | 33 |
| Accounts payable, accrued expenses, and accrued payroll | | (1,653) | (2,504) |
| Estimated third-party payor settlements | | (15,434) | (4,211) |
| Other assets | | (6,563) | (865) |
| Other liabilities | | 8,006 | 8,416 |
| Net cash provided by operating activities | | 67,942 | 53,816 |
| Investing activities: | | | |
| Additions to property and equipment, net of change in construction costs payable | | (117,058) | (175,568) |
| Net sales of investments | | 22,775 | 12,506 |
| Net cash used in investing activities | | (94,283) | (163,062) |
| Financing activities: | | | |
| Principal payments on debt and capital lease obligations | | (19,246) | (22,225) |
| Proceeds from restricted contributions, bequests, and grants | | 18,406 | 41,668 |
| Proceeds from long-term debt | | 52,239 | 71,260 |
| Net payments on line of credit | | (10,000) | — |
| Payments for deferred financing fees | | (1,448) | (312) |
| Net cash provided by financing activities | | 39,951 | 90,391 |
| Net increase (decrease) in cash and cash equivalents | | 13,610 | (18,855) |
| Cash and cash equivalents, beginning of year | | 41,267 | 60,122 |
| Cash and cash equivalents, end of year | $ | 54,877 | 41,267 |
| Supplemental disclosures on cash flow activities: | | | |
| Capital lease obligations | $ | 6,585 | — |
| Interest paid | | 16,831 | 14,478 |
| Capital acquisitions included in accounts payable | | 4,390 | 23,940 |

See accompanying notes to consolidated financial statements.

## (1) Organization

Kaleida Health (Kaleida) is an integrated healthcare delivery system that provides acute, skilled nursing, rehabilitative, outpatient, and home healthcare services primarily to the residents of Western New York. The entities consolidated within Kaleida are the Hospital Corporation (Buffalo General Medical Center, Women and Children's Hospital, the Millard Fillmore Hospitals, DeGraff Memorial Hospital, and two hospital based nursing facilities), Visiting Nursing Association of WNY, Inc., VNA Home Care Services, Inc., several other subsidiaries, and two charitable foundations that raise funds for Kaleida.

In 2006, the Commission on Health Care Facilities in the 21st Century (Berger Commission) created by the Governor and New York State Legislature issued recommendations on health care capacity and resources in New York State. The Berger Commission report discussed, among other things, the context and process under which the recommendations were made, the authority granted to the NYS Department of Health (DOH) to implement the recommendations, and how the implementation of these recommendations may be timed and funded. The Berger Commission's recommendations included consolidation, closures, conversions, and restructuring of hospital and nursing home systems throughout New York State, including at Kaleida.

In connection with the recommendations issued by the Berger Commission, Kaleida undertook the development of a heart and vascular institute, The Gates Vascular Institute (GVI), located adjacent to Buffalo General Medical Center, and carried out the consolidation of services from Millard Fillmore Gates Hospital (Gates) to the Buffalo General Hospital campus. The consolidation of services was completed in March 2012. Notes 8 and 9 provide additional information related to the GVI construction and financing.

On December 3, 2011, Kaleida Health consolidated two of its hospital based skilled nursing facilities, Deaconess Skilled Nursing facility and Millard Fillmore Gates Skilled Nursing facility into one newly constructed facility, HighPointe on Michigan Healthcare Facility, located next to the Buffalo General Hospital campus (see notes 8 and 9).

Also, Kaleida and Erie County Medical Center Corporation (ECMCC), pursuant to a recommendation of the Berger Commission, have contractually subordinated certain planning activities and quality improvement programs to Great Lakes Health, a stand-alone not-for-profit 501(c) 3 corporation.

## (2) Summary of Significant Accounting Policies

### *(a) Basis of Presentation*

The accompanying consolidated financial statements of Kaleida are presented consistent with the Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 954, *Health Care Entities*, (ASC 954), which addresses the presentation of financial statements for health care entities. In accordance with the provisions of ASC 954, net assets and revenue, expenses, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, unrestricted net assets are amounts not subject to donor-imposed stipulations and are available for operations. Temporarily restricted net assets are restricted by donors and are reflected as net assets released from restrictions in unrestricted net assets to the extent utilized during the period. Permanently restricted net assets are subject to the restrictions of gift instruments requiring that the principal be maintained in perpetuity while permitting the income to be utilized for general and specific purposes.

All significant intercompany transactions between Kaleida and its subsidiaries have been eliminated in consolidation.

Kaleida considers events or transactions that occur after the consolidated balance sheet date, but before the consolidated financial statements are issued, to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure. These consolidated financial statements were available to be issued on April 17, 2013 and subsequent events have been evaluated through that date.

***(b) Use of Estimates***

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The most significant areas which are affected by the use of estimates include the allowance for doubtful accounts, estimated third-party payor settlements, self-insurance reserves, valuation of certain alternative investments, and pension obligations. Actual results could differ from those estimates, and the differences in estimates from actual results could be significant.

***(c) Cash and Cash Equivalents***

Cash equivalents include amounts deposited in short-term interest-bearing accounts. For purposes of the consolidated statements of cash flows, cash equivalents exclude amounts maintained within investment portfolios and amounts classified as assets limited as to use.

Kaleida invests cash in money market securities and maintains cash balances in financial institutions in excess of federal deposit insurance limits. As discussed in note 2(o), cash equivalents available for operating purposes are stated at fair value and are considered a Level 1 financial asset.

***(d) Charity Care and Provision for Bad Debts***

Kaleida provides care to patients who meet certain criteria under its charity care policies without charge or at amounts less than their established rates. Because Kaleida does not anticipate collection of amounts determined to qualify as charity care, they are not reported as revenue.

Kaleida grants credit without collateral to patients, most of whom are local residents and are insured by commercial and government insurance plans. Additions to the estimated allowance for doubtful accounts are made by means of the provision for bad debts. Accounts written off as uncollectible are deducted from the allowance and subsequent recoveries are added. The amount of the provision for bad debts is based upon management's assessment of historical and expected net collections, business and economic conditions, trends in Federal and State governmental healthcare coverage, and other collection indicators. The provision for bad debts primarily relates to patients without insurance and to those that are either underinsured or without the necessary resources to pay coinsurance and deductible balances.



(Continued)

***(e) Net Patient Service Revenue***

Net patient service revenue is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered. Revenue under certain third-party payor agreements is subject to audit and retroactive adjustment. Provision for estimated third-party payor settlements and adjustments are estimated in the period the related services are rendered and adjusted in future periods as final settlements are determined. Net patient service revenue from Medicare and New York State Medicaid, and commercial insurance plans accounted for approximately 37%, 21% and 38%, respectively, of total net patient service revenue for the year ended December 31, 2012, and 39%, 20% and 37% respectively, of total net patient service revenue for the year ended December 31, 2011. Significant concentrations of patient accounts receivable at December 31, 2012 include 14% Medicare, 12% Medicaid, and 51% commercial insurance plans. Significant concentrations of patient accounts receivable at December 31, 2011 include 14% Medicare, 14% Medicaid, and 48% commercial insurance plans. Kaleida is dependent on these payors to carryout its operating activities.

***(f) Investments and Investment Income***

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between willing participants at the measurement date. See notes 2(o) and 7 for a discussion of fair value measurements.

Participation units in pooled investment funds held within unrestricted, temporarily restricted, and permanently restricted net assets are determined monthly based on the fair value of the underlying investments at the calculation date. Income earned on pooled investments is allocated to participating funds based on their respective unit shares of the pool.

Investment income or loss (including interest, dividends, realized gains and losses on investments, change in interest in limited partnerships, and change in unrealized gains and losses) is included in excess (deficiency) of revenue over expenses, unless the income is restricted by the donor or law. Further, investment income from funds designated for self-insurance programs and debt and lease agreements are recorded as a component of operating revenue.

***(g) Inventories***

Inventories consist principally of pharmaceutical and other medical supplies and are stated at the lower of cost or market. Cost is determined using the first-in, first-out method.

***(h) Assets Limited as to Use***

Assets limited as to use include investments maintained by a trustee under irrevocable self-insurance agreements and cash and investments held by trustees pursuant to debt agreements. Assets limited as to use also include investments set aside by the board of directors for specific purposes, as well as investments restricted by donors and grantors for a specific time period or purpose.

***(i) Property and Equipment***

Property and equipment are recorded at cost, except for donated items, which are recorded at fair market value at the date of donation. Cost includes interest incurred on related indebtedness during periods of construction. The costs of routine maintenance and repairs are charged to expense as incurred.

Kaleida monitors its long-lived assets for impairment indicators on an ongoing basis. If impairment indicators exist, Kaleida performs the required analysis and records impairment charges. In conducting its analysis, Kaleida compares the undiscounted cash flows expected to be generated from the long-lived assets to the related net book values. If the undiscounted cash flows exceed the net book value, the long-lived assets are considered not to be impaired. If the net book value exceeds the undiscounted cash flows, an impairment loss is measured and recognized based on the fair value of the asset, less costs to sell, or discounted cash flows compared to book value.

Depreciation is generally computed under the straight line method using date of service for buildings, fixtures and improvements, and the half-year convention for moveable equipment over the estimated useful lives of the assets. The estimated useful lives of assets generally follow American Hospital Association guidelines: land improvements, 10 years, buildings, fixtures, and improvements, 10 to 40 years, and movable equipment, 3 to 15 years. Assets recorded as capital leases are amortized over the lease term of the asset or its useful life, if shorter. Lease amortization is included within depreciation and amortization expense.

***(j) Grants Receivable***

In 2006 and 2008, Kaleida was awarded two grants totaling $77.4 million from the New York State Department of Health (DOH), through the Health Care Efficiency and Affordability Law for New Yorkers program (HEAL NY). The grants were awarded in order to fund the implementation of the recommendations made by the Berger Commission. During 2009 a Grant Disbursement Agreement for $65 million was finalized with DOH and Kaleida incurred expenditures and received funds under the grant to support the GVI project. During 2010 a Grant Disbursement Agreement for $12.4 million was finalized with DOH to support the construction of HighPointe on Michigan skilled nursing facility. The grant proceeds were spent and fully reimbursed in 2012.

During 2011, Kaleida finalized a Grant Disbursement Agreement for a $10 million grant from the Empire State Development Corporation (ESDC) to assist with funding of the costs of continued investment in the GVI and the Buffalo General Medical Center campus.

***(k) Deferred Financing Costs***

Kaleida has capitalized various costs associated with obtaining long-term financing. These costs are being amortized over the terms of related obligations.

***(l) Self-Insured Programs***

Certain divisions of Kaleida are partially self-insured for medical malpractice, general liability, and workers' compensation costs, with excess liability policies for exposures in excess of self-insurance retentions. Trusts have been established for the purpose of setting aside assets. Under the trust agreements, the trust assets can be used only for payment of losses, related expenses, and the costs of administering the trust.

Kaleida is also self insured for employee health and pharmaceutical coverage. Kaleida has recorded a provision for estimated claims which is based on Kaleida's own experience and includes the estimated ultimate cost of reported claims and claims incurred but not yet reported. To reduce its risk for catastrophic health claims, Kaleida has purchased stop loss coverage.

### *(m) Donor Contributions*

Unconditional promises to give cash and other assets are reported at fair value at the date the promise is received. The gifts are reported as either temporarily or permanently restricted support if they are received with donor stipulations limiting 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 to unrestricted net assets and reported as net assets released from restrictions and included as a component of total operating revenue, if for operations, or as an addition to unrestricted net assets, if for capital purposes. Contributions whose restrictions lapse, expire, or are otherwise met in the same reporting period as the contribution was received are recorded as unrestricted support and included as additions to unrestricted net assets.

### *(n) Endowment Funds*

Kaleida's permanently restricted net assets consist of individual endowment funds established by donors to support a variety of purposes.

Kaleida classifies as permanently restricted net assets (a) the original value of gifts donated to an endowment fund, (b) the original value of subsequent gifts to that fund, and (c) accumulations to the fund made in accordance with the direction, if any, of the applicable donor gift instrument at the time the accumulation is added to the fund. Expendable portions of endowment gifts restricted by donors to specific purposes and any retained income and appreciation thereon is included as a component of temporarily restricted net assets. When the temporary restrictions on these assets have been met, the assets are reclassified to unrestricted net assets pursuant to Kaleida's spending policy.

### *(o) Fair Value Measurement of Financial Instruments*

Kaleida estimates fair value based on a valuation framework that uses a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of fair value hierarchy as defined by ASC 820, *Fair Value Measurements and Disclosures*, are described below:

***Level 1***: Quoted prices in active markets that are accessible at the measurement date for identical assets and liabilities.

***Level 2***: Inputs, other than quoted prices in active markets, that are observable either directly or indirectly and fair value is determined through the use of models or other valuation methodologies.

***Level 3***: Unobservable inputs that are supported by little or no market activity and require significant management judgment or estimation in the determination of fair value.

Kaleida applies the accounting provisions of Accounting Standards Update (ASU) 2009-12, *Investments in Certain Entities that Calculate Net Asset Value per Share (or its Equivalents) (ASU 2009-12)*. ASU 2009-12 allows for the estimation of the fair value of investments in certain investment companies for which the investment does not have a readily determinable value by using net asset value (NAV) per share or its equivalent as a practical expedient.

The carrying values of accounts receivable, prepaid expenses and other current assets, accounts payable and line of credit are reasonable estimates of their fair value due to the short-term nature of these financial instruments. Kaleida's long-term debt instruments are carried at cost. The estimated fair value of Kaleida's long-term debt as of December 31, 2012 and 2011 is approximately $339.0 million and $284.8 million, respectively. The value of debt was estimated by a discounted cash flow analysis using current borrowing rates for similar types of arrangements and is a Level 2 financial liability. Judgment is required in certain circumstances to develop the estimates of fair value, and the estimates may not be indicative of the amounts that could be realized in a current market exchange.

### *(p) Income Taxes*

Kaleida and substantially all of its affiliates have been determined by the Internal Revenue Service to be organizations described in Internal Revenue Code (the Code) Section 501(c)(3) and, therefore, are exempt from federal income taxes on related income pursuant to Section 501(a) of the Code. Kaleida recognizes income tax positions when it is more-likely than-not that the position will be sustainable based on the merits of the position. Management has concluded that there are no material uncertain tax positions that need to be recorded.

### *(q) Excess (Deficiency) of Revenue over Expenses*

Kaleida's primary mission is meeting the healthcare needs of the people in the regions in which it operates. Kaleida is committed to providing a broad range of general and specialized healthcare services, including inpatient acute care, long-term care, home care, outpatient services, and other healthcare related services. The current operating environment reflects the rapid change in utilization of health care services in the community. Kaleida's proactive implementation of quality and utilization initiatives resulted in volume decreases across the organization to reduce the overall cost to the community. The reduction of services will require the ongoing transformation of the infrastructure and delivery of care to further reduce the cost to the community.

The consolidated statements of operations and changes in net assets include a performance indicator, excess (deficiency) of revenue over expenses. Changes in unrestricted net assets which are excluded from the excess (deficiency) of revenue over expenses consistent with industry practice include contributions of long-lived assets, and pension and postretirement related changes other than net periodic cost.

For purposes of display, transactions deemed by management to be recurring, major or central to the provision of healthcare services, including unrestricted contributions and interest and dividends from funds designated for self-insurance programs and debt agreements, are reported as operating revenue and expenses in the determination of Kaleida's operating results. Investment trading activities and peripheral transactions (i.e. nonrecurring restructuring charges and gains and losses related to disposal of fixed assets) are reported as other income or losses.

### *(r) Electronic Health Record Incentive Payments*

The Health Information Technology for Economic and Clinical Health (HITECH) Act included in the American Recovery and Reinvestment Act (ARRA) provides incentives for the adoption and use of health information technology by Medicare and Medicaid providers and eligible professionals through 2016. To receive such incentives, providers are required to establish an electronic health record system and maintain its meaningful use status for a continuous 90-day period in year one and for 365-days in subsequent years.

Kaleida records revenue related to this program when management is reasonably assured that Kaleida has complied with the requirements of the program and has attested to these compliance requirements (see note 14).

### *(s) Recently Adopted Accounting Policies*

In July 2011 the Financial Accounting Standards Board issued ASU 2011-07, *Presentation and Disclosure of Patient Service Revenue, Provision for Bad Debts, and the Allowance for Doubtful Accounts for Certain Health Care Entities* (ASU 2011-07), which requires certain health care entities to change the presentation of their statement of operations by reclassifying the provision for bad debts associated with patient service revenue from an operating expense to a deduction from patient service revenue (net of contractual adjustments and discounts). Additionally, those health care entities are required to provide enhanced disclosure about their policies for recognizing revenue and assessing bad debts. The new pronouncement also requires disclosure of patient service revenue, net of contractual adjustments and discounts, as well as qualitative and quantitative information about changes in the allowance for doubtful accounts. Kaleida adopted the provisions of ASU 2011-07 effective January 1, 2012, which included a retrospective adoption for the 2011 consolidated financial statements presented. The change in presentation did not significantly impact Kaleida's financial position, results of operations or cash flows.

### *(t) Reclassifications*

Certain amounts in the 2011 consolidated financial statements have been reclassified to conform to 2012 presentation.

## (3) Uncompensated Care

### *(a) Charity Care*

Kaleida accepts all patients regardless of their ability to pay. A patient's care may be classified as charity care in accordance with certain established policies of Kaleida. Essentially, these policies define charity services as those services for which no payment is anticipated.

Kaleida utilizes a presumptive charity scoring system in order to determine charity care eligibility. The system uses demographic and public financial information to qualify patient accounts for charity care. The change was made to enhance and accelerate the charity care qualification process. In addition, Kaleida makes and receives payments to and from a statewide pool to support the delivery of charity care to patients throughout New York. These net payments are reported as a component of patient service revenue in the consolidated financial statements.

Kaleida's net cost of charity care, including payments to and receipts from the statewide pool was approximately $11 million in 2012 and $15 million in 2011 as follows:

| | | Year ended December 31 | |
|---|---|---|---|
| | | **2012** | **2011** |
| | | (Dollars in thousands) | |
| Charity care at cost | $ | 7,594 | 10,561 |
| Payments to statewide pool | | 6,016 | 7,557 |
| Receipts from statewide pool | | (2,427) | (3,158) |
| Cost of charity care, net | $ | 11,183 | 14,960 |

The cost of charity care provided was determined based on the application of the ratio of Kaleida's overall cost to patient charges.

***(b) Community Benefit***

Kaleida offers numerous community benefit programs and services in community-based settings and in its campuses and facilities, in response to the needs of the communities it serves. They include community health fairs, health screenings, health education lectures and workshops for community groups and the general public, school health education programs, consumer health information, facilitated (insurance plan) enrollment services and clinical services such as city school-based health centers, outpatient clinics, adult and pediatric long-term care services, neonatal intensive care services and behavioral health services. Staff members of Kaleida also participate in community leadership efforts by donating significant hours of board service to other not-for-profit organizations. Kaleida supports graduate medical education and offers health professions education support for community members through continuing education programs and scholarships.

In addition, Kaleida serves the largest Medicaid and indigent patient population in Western New York whose healthcare service is only partially paid for by the Medicaid program. Kaleida provides service to Medicaid patients at reimbursement levels that are below the cost of care provided.

## (4) Third-Party Reimbursement Agreements

Kaleida has agreements with third-party payors that provide for payments at amounts different from their established rates as follows:

***(a) Inpatient Acute Care Services***

Inpatient acute care services rendered are paid at prospectively determined rates per discharge in accordance with the Federal Prospective Payment System (PPS) for Medicare and generally at negotiated or otherwise pre-determined amounts under the provisions of the New York Health Care

Reform Act (HCRA) for Medicaid and other Non-Medicare payors. Inpatient nonacute services are paid at various rates under different arrangements with third-party payors, commercial insurance carriers, and health maintenance organizations. The basis for payment under these agreements includes prospectively determined per diem and per visit rates and fees, discounts from established charges, fee schedules, and reasonable cost subject to limitations. Medicare outpatient services are paid under a prospective payment system whereby services are reimbursed on a predetermined amount for each outpatient procedure, subject to various mandated modifications.

In addition, under HCRA, all Non-Medicare payors are required to make surcharge payments for the subsidization of indigent care and other health care initiatives. The percentage amounts of the surcharge varies by payor and applies to a broader array of health care services. Also, certain payors are required to fund a pool for graduate medical education expenses through surcharges on payments to hospitals for inpatient services or through voluntary election to pay a covered lives assessment directly to the DOH.

***(b) Skilled Nursing and Home Health Care Services***

Net patient service revenue for skilled nursing services under the Medicaid program is based on a statewide pricing system using the Resource Utilization Group (RUGs) patient classification system. DOH calculates direct and indirect portions of Kaleida’s rate by blending equally a statewide and a peer group component determined by DOH using 2007 filed cost report data as the base year for allowable costs. Capital and noncomparable costs are based on facility specific costs. Also, the direct portion of Kaleida’s rate is adjusted twice annually for changes in the intensity of services provided to the nursing home residents. Medicare reimbursement for skilled nursing services are determined on a PPS basis. Under skilled nursing PPS, a single per diem rate is paid that covers all routine, ancillary, and capital related costs. The per diem payment is adjusted for each Medicare beneficiary, based on their care needs as measured by a patient assessment form.

Home health care services for Medicare are reimbursed under a prospective payment system (PPS) which is based on a 60 day episode, case mix adjusted into one of the home health resource groups (HHRG). Adjustments exist for low and high utilization of services during a 60-day episode. Medicare will generally make an initial payment of 60% based on the submitted HHRG with the balance of the payment due at the end of the 60 day episode or at discharge, whichever occurs sooner. Effective May 1, 2012, Medicaid began reimbursing for certified home health care visits on a per episode basis similar to Medicare. For all other payors, the basis of payment includes prospectively determined per visit rates and fees, discount on charges, and fee schedules.

Kaleida is required to prepare and file various reports of actual and allowable costs annually. Provisions have been made in the consolidated financial statements for prior and current years’ estimated final settlements. The difference between the amount provided and the actual final settlement is recorded as an adjustment to net patient service revenue as adjustments become known or as years are no longer subject to audits, reviews, and investigations. During 2012 and 2011, Kaleida recorded adjustments for estimated settlements with third-party payors, which resulted in increases to net patient service revenue of approximately $10.0 million and $5.9 million, respectively.

Laws and regulations governing the Medicare and Medicaid programs are 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. Kaleida receives regulatory inquiries and reviews in the normal course of business. 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. Kaleida believes it is in substantial compliance with all applicable laws and regulations.

As a result of recently enacted federal healthcare reform legislation, substantial changes are anticipated in the United States healthcare system. Such legislation includes numerous provisions affecting the delivery of healthcare services, the financing of healthcare costs, reimbursements of healthcare providers and the legal obligations of health insurers, providers, and employers. These provisions are currently slated to take effect at specified times over approximately the next decade, and, therefore, the full consequences of the federal health reform on the healthcare industry will not be immediately realized.

## (5) Self-Insurance Trusts and Estimated Self-Insurance Reserves

Kaleida is partially self-insured for medical malpractice, general liability, and workers' compensation costs, and excess liability policies are generally maintained for exposures in excess of self-insurance retentions. Trusts are established for the purpose of setting aside assets based on actuarial funding recommendations. Under the trust agreements, the trust assets can be used only for payment of losses, related expenses, and the costs of administering the trust. The estimated liability for both asserted and unasserted self-insurance claims for medical malpractice and general liability are discounted at 3.5% at December 31, 2012 and 2011, respectively. The estimated liability for self-insured workers' compensation is discounted at 3.0% at December 31, 2012 and 2011, respectively. Estimated self-insurance reserves are approximately $180.9 million and $168.3 million at December 31, 2012 and 2011, respectively. As of December 31, 2012 and 2011, $8.9 million and $9.1 million, respectively, is recoverable from Kaleida's excess liability policies. At December 31, 2012 and 2011, Kaleida has irrevocable secured letters of credit supporting the medical malpractice and workers compensation self-insurance programs totaling approximately $17.4 million and $17.8 million, respectively. The annual fee for the letters of credit ranges between 75 and 85 basis points and they renew automatically unless the issuer notifies both parties in writing sixty days in advance. In addition, Kaleida has established additional security through collateral trust agreements on self-insured investments in the amount of $32.1 million and $35.1 at December 31, 2012 and 2011, respectively.

At December 31, 2012 and 2011, there were various actions filed against Kaleida by former patients and others seeking compensatory and punitive damages. In 2009, Kaleida secured a surety bond in order to preserve its right to appeal certain judgments filed for ongoing claims. The surety bond is collateralized with an irrevocable letter of credit. The letter of credit is secured with assets within the self insurance trust.

Management believes current estimates for known and unknown claims reflected in the self-insurance accrual are adequate. If the ultimate costs differ from the estimates, such additional amounts will be accrued when known. Excess coverage retroactive to the date of Kaleida's formation has been obtained for incidents reported after December 31, 2000.



(Continued)

## (6) Investments and Assets Limited as to Use

The components of investments and assets limited as to use, stated at fair value, at December 31 are summarized as follows:

| | 2012 | 2011 |
|---|---|---|
| | (Dollars in thousands) | |
| Current investments: | | |
| Cash and cash equivalents | $ 14,503 | 6,930 |
| Equity and fixed income mutual funds | 31,403 | 35,032 |
| Equity securities | 36,904 | 50,584 |
| Limited partnerships | 46,096 | 46,714 |
| | 128,906 | 139,260 |
| Assets limited as to use: | | |
| Designated under debt agreements: | | |
| Cash and cash equivalents | 10,062 | 10,065 |
| U.S. government obligations | 31,927 | 32,411 |
| | 41,989 | 42,476 |
| Designated under self-insurance programs: | | |
| Cash and cash equivalents | 40,734 | 44,649 |
| U.S. government obligations | 1,805 | 2,077 |
| Equity and fixed income mutual funds | 24,511 | 23,954 |
| Equity securities | 29,529 | 24,543 |
| Limited partnerships | 32,610 | 28,697 |
| | 129,189 | 123,920 |
| Board designated and donor restricted: | | |
| Cash and cash equivalents | 19,887 | 13,151 |
| U.S. government obligations | 259 | 259 |
| Equity and fixed income mutual funds | 15,315 | 19,235 |
| Equity securities | 26,449 | 27,681 |
| Limited partnerships | 33,180 | 25,648 |
| | 95,090 | 85,974 |
| Other: | | |
| Cash and cash equivalents | 2,005 | 1,187 |
| | 268,273 | 253,557 |
| Total investments and assets limited as to use | $ 397,179 | 392,817 |

The components of investment return include the following for the years ended December 31:

| | | 2012 | 2011 |
|---|---|---|---|
| | | (Dollars in thousands) | |
| Other operating revenue: | | | |
| Interest and dividends | $ | 2,514 | 2,674 |
| Other income: | | | |
| Investment income (losses): | | | |
| Interest and dividends | $ | 2,021 | 2,386 |
| Change in interests in limited partnerships | | 13,460 | (679) |
| | $ | 15,481 | 1,707 |
| Net realized gains on sales of investments | $ | 4,175 | 12,469 |
| Net change in unrealized gains and losses on investments | | 7,580 | (13,629) |

## (7) Fair Value Measurements

The following is a description of the valuation methodologies used by Kaleida for its assets measured at fair value on a recurring basis:

*Cash equivalents*: Cash equivalents are valued at the NAV reported by the financial institution.

*Equity and fixed income securities*: Kaleida's equity and fixed income portfolios consist of direct investment in individual equity and fixed income securities and U.S. government obligations that are valued based on quoted market prices (Level 1 measurements). If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments or, if necessary, matrix pricing from a third party pricing vendor to determine fair value (Level 2 measurements). Matrix prices are based on quoted prices for fixed income securities with similar coupons, ratings and maturities, rather than on specific bids and offers for a designated security.

In addition, Kaleida's equity and fixed income portfolios include investments in actively traded mutual funds valued at the closing price on the active market in which the individual funds are traded (Level 1 measurements) and pooled/commingled investment funds where Kaleida owns shares, units, or interests of pooled funds rather than the underlying securities in the fund. The pooled/commingled funds are measured at fair value based on the nature of the underlying investments, timing of the pricing of the fund's NAV and liquidity restrictions for the funds (Level 2 measurements).

*Limited partnerships*: Limited partnerships consist of private, domestic and global equities, real assets, fixed income, and hedge funds. Limited partnership investments are typically redeemable with the fund at NAV under the original terms of the partnership agreement and/or subscription agreements. The estimation of fair value of investments in limited partnerships for which the underlying securities do not have a readily determinable value is made using the NAV per share or its equivalent as a practical expedient. Kaleida owns interests in these funds rather than in securities or assets underlying each fund and, therefore, is generally required to consider such investments as Level 2 or Level 3, even though certain underlying securities may not be difficult to value or may be readily marketable.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although Kaleida 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. Also, because the use of NAV as a practical expedient to estimate fair value of certain investments, the level in the fair value hierarchy in which each fund's fair value measurement is classified is based primarily on Kaleida's ability to redeem its interest in the fund at or near the date of the consolidated balance sheet. Accordingly, the inputs or methodology used for valuing or classifying investments for financial reporting purposes are not necessarily an indication of the risk associated with investing in those investments.

The following tables present Kaleida's investments at December 31, 2012 and 2011 that are measured at fair value on a recurring basis as well as their redemption frequency and notification provisions. The financial assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurements (dollars in thousands):

| | 2012 | | | | | |
|---|---|---|---|---|---|---|
| | **Total** | **Level 1** | **Level 2** | **Level 3** | **Redemption frequency** | **Days notice** |
| Investments: | | | | | | |
| Cash and cash equivalents | $ 87,191 | 87,191 | — | — | Daily | Same day |
| U.S. government obligations | 33,991 | — | 33,991 | — | Daily | Same day |
| Equity securities: | | | | | | |
| Large-cap securities | 46,841 | 39,134 | 7,707 | — | Daily-monthly | Same day – 9 days |
| International securities | 46,041 | — | 46,041 | — | Daily-monthly | 2 days – 30 days |
| Equity and fixed income mutual funds | 71,229 | 71,229 | — | — | Daily | Same day |
| Limited partnerships: | | | | | | |
| Hedge funds | 19,564 | — | 19,564 | — | Monthly-quarterly | 20 – 95 days |
| Private equity | 1,763 | — | — | 1,763 | See (a) below | See (a) below |
| Global equity | 46,722 | — | 46,722 | — | Monthly – bi-monthly | 2 days – 15 days |
| Domestic equity | 23,760 | — | 14,327 | 9,433 | Monthly-annually | 30-60 days |
| Real assets | 3,302 | — | — | 3,302 | See (a) below | See (a) below |
| Fixed income | 16,775 | — | 16,775 | — | Monthly | 5 – 7 days |
| | $ 397,179 | 197,554 | 185,127 | 14,498 | | |

| | 2011 | | | | | |
|---|---|---|---|---|---|---|
| | Total | Level 1 | Level 2 | Level 3 | Redemption frequency | Days notice |
| Investments: | | | | | | |
| Cash and cash equivalents | $ 75,982 | 75,982 | — | — | Daily | Same day |
| U.S. government obligations | 34,747 | — | 34,747 | — | Daily | Same day |
| Equity securities: | | | | | | |
| Large-cap securities | 39,760 | 31,293 | 8,467 | — | Daily-monthly | Same day – 9 days |
| International securities | 63,048 | — | 63,048 | — | Daily-monthly | 2 days – 30 days |
| Equity and fixed income mutual funds | 78,221 | 69,094 | 9,127 | — | Daily-monthly | Same day – 60 days |
| Limited partnerships: | | | | | | |
| Hedge funds | 19,402 | — | 18,345 | 1,057 | Monthly-quarterly | 20 – 95 days |
| Private equity | 2,197 | — | — | 2,197 | See (a) below | See (a) below |
| Global equity | 48,920 | — | 48,920 | — | Monthly – bi-monthly | 3 days – 30 days |
| Domestic equity | 11,019 | — | — | 11,019 | Annually | 60 days |
| Real assets | 3,595 | — | — | 3,595 | See (a) below | See (a) below |
| Fixed income | 15,926 | — | 15,926 | — | Monthly | 5 – 7 days |
| | $ 392,817 | 176,369 | 198,580 | 17,868 | | |

(a) Certain limited partnership investments include noncontrolling shares or interests in funds where the controlling general partner serves as the investment manager. Such limited partnership shares are typically not eligible for redemption from the fund or general partner, but are typically sold to third party buyers in private transactions that typically can be completed in approximately 90 days. It is the intent of Kaleida to hold these investments until the fund has fully distributed all proceeds to the limited partners and the term of the partnership agreements expire.

Under the terms of certain agreements, Kaleida has committed to contribute a specified level of capital over a defined period of time. Through December 31, 2012, Kaleida has substantially completed contributions of approximately $7.6 million to such limited partnerships.

There were no significant transfers into or out of Level 1 and Level 2 fair value measurements during the years ended December 31, 2012 and 2011.

The following tables present additional information about the changes in Level 3 assets measured at fair value for the years ended December 31 (dollars in thousands):

| | 2012 | | | | |
|---|---|---|---|---|---|
| | Total | Real assets | Hedge funds | Private equity | Domestic equity |
| Balance, beginning of year | $ 17,868 | 3,595 | 1,057 | 2,197 | 11,019 |
| Purchases | 599 | 418 | — | 181 | — |
| Sales | (6,227) | (933) | (1,057) | (737) | (3,500) |
| Realized gains | 967 | 98 | — | 463 | 406 |
| Change in unrealized gains and losses | 1,291 | 124 | — | (341) | 1,508 |
| Balance, end of year | $ 14,498 | 3,302 | — | 1,763 | 9,433 |

| | 2011 | | | | |
|---|---|---|---|---|---|
| | Total | Real assets | Hedge funds | Private equity | Domestic equity |
| Balance, beginning of year | $ 40,651 | 3,489 | 22,738 | 2,114 | 12,310 |
| Purchases | 14,497 | 95 | 2,970 | 217 | 11,215 |
| Sales | (39,194) | (191) | (25,206) | (582) | (13,215) |
| Realized gains | 4,857 | 17 | 4,551 | 289 | — |
| Realized losses | (285) | — | — | — | (285) |
| Change in unrealized gains and losses | (2,658) | 185 | (3,996) | 159 | 994 |
| Balance, end of year | $ 17,868 | 3,595 | 1,057 | 2,197 | 11,019 |

### *Liquidity*

The following presents the fair value of Kaleida's investments as of December 31 by redemption period:

| | 2012 | 2011 |
|---|---|---|
| Investments redemption period: | | |
| Daily | $ 254,476 | 236,466 |
| Semi – monthly | 7,039 | 8,081 |
| Monthly | 99,292 | 106,127 |
| Bi – monthly | 11,964 | 14,653 |
| Quarterly | 9,910 | 10,679 |
| Annual | 9,433 | 11,019 |
| Illiquid | 5,065 | 5,792 |
| Total | $ 397,179 | 392,817 |

The limitation and restrictions on Kaleida's ability to redeem or sell these investments vary by investment and range from required notice periods for certain limited partnership and hedge funds, to specified terms at inception. Based upon the terms and conditions in effect at December 31, 2012, redemption periods expire at various times through 2013.

## (8) Property and Equipment

A summary of property and equipment at December 31 follows:

| | | 2012 | 2011 |
|---|---|---|---|
| | | (Dollars in thousands) | |
| Land and land improvements | $ | 28,614 | 25,827 |
| Buildings, fixtures, and improvements | | 938,078 | 768,564 |
| Movable equipment | | 657,721 | 606,585 |
| | | 1,624,413 | 1,400,976 |
| Less accumulated depreciation and amortization | | 1,144,830 | 1,088,092 |
| | | 479,583 | 312,884 |
| Construction in progress | | 23,152 | 164,672 |
| | $ | 502,735 | 477,556 |

During 2009, Kaleida began construction of the GVI adjacent to Buffalo General Hospital. The GVI is a ten story building with an estimated cost of approximately $291 million. The project is a collaboration between the State University of New York at Buffalo (UB) and Kaleida. UB occupies the top four floors of the GVI and UB has contributed approximately $118 million to cover construction and fit-up costs associated with that space. Kaleida funded its share of the GVI with $65 million in HEAL NY grant funding (note 2(j)) and the proceeds from government insured debt of $100 million and a Kaleida equity contribution (note 9). The construction of the GVI project was completed in March 2012. Commitments outstanding at December 31, 2012, for routine capital projects totaled approximately $16.8 million.

Net property and equipment includes approximately $14.6 million and $12.4 million applicable to capital leases at Decembers 31, 2012 and 2011, respectively.

During 2012 and 2011 Kaleida capitalized net interest expense of approximately $1.6 million and $3.8 million, respectively.

## (9) Long-Term Debt

Long-term debt consists of the following at December 31:

| | | 2012 | 2011 |
|---|---|---|---|
| | | (Dollars in thousands) | |
| Mortgage payable for BGMC in monthly installments of $545,000, including interest at 2.44% through August 1, 2023. (a) | $ | 61,398 | 65,343 |
| Mortgage payable for MFH in monthly installments of $514,000, including interest at 3.29% through November 1, 2017 and $314,000, including interest at 3.29% through April 1, 2020. (a) | | 35,392 | 40,304 |
| Mortgage notes payable for MFS in monthly installments of $338,000, including interest at 5.05%, through October 1, 2033. (a) | | 52,139 | 53,519 |
| Mortgage notes payable for BGMC Cath Lab in monthly installments of $107,000, including interest at 5.05%, through February 1, 2032. (a) | | 15,815 | 16,292 |
| Mortgage notes payable for GVI in monthly installments of $668,000, including interest at 6.35%, through February 1, 2037. (a) | | 96,844 | 63,817 |
| Mortgage notes payable for HighPointe SNF in monthly installments of $325,000, including interest at 5.73%, through February 1, 2037. (a) | | 50,679 | 41,238 |
| Capital lease obligations, less imputed interest of $70,000 and $277,000 at December 31, 2012 and 2011, respectively. (b) | | 9,021 | 6,471 |
| Equipment notes payable (c) | | 8,126 | 1,675 |
| Other | | 4,632 | 5,809 |
| | | 334,046 | 294,468 |
| Less current maturities | | 22,437 | 18,223 |
| | $ | 311,609 | 276,245 |

### *(a) Mortgages Payable*

The mortgages payable, which are insured by the U.S. Department of Housing and Urban Development (HUD), are secured by essentially all assets of the respective borrowing entities.

On December 4, 2009, Kaleida secured a loan commitment of approximately $100.3 million by entering into a new mortgage note and building loan agreement. The proceeds from the loan commitment have been used to finance the cost of the development of the GVI in order to carry out the closure of services and relocation from Gates (see note 1). The mortgage note has a 25 year term, fixed monthly payments and an annual interest rate of 6.35%.



(Continued)

On December 7, 2010, Kaleida secured a loan commitment of approximately $51.9 million by entering into a new mortgage note and building loan agreement. The proceeds from the loan commitment have been used to finance the cost of the construction Highpointe SNF. The facility replaced the Gates and Deaconess skilled nursing facilities (see note 1). The mortgage note has a 25 year term, fixed monthly payments and an annual interest rate of 5.73%.

On September 19, 2012, Kaleida refinanced the existing mortgage of $62.2 million maturing in August 2023 related to improvements made to the Buffalo General Hospital. Although the principal amount refinanced and mortgage term remained the same, the interest rate and monthly payment were modified.

Kaleida has entered into Regulatory Agreements with HUD, which set forth certain provisions and requirements. Among these requirements are certain performance indicators, financial ratios, and reporting requirements. Also among these requirements is the funding of a Mortgage Reserve Fund (Mortgage Reserve) as established by the Mortgage Reserve Fund Agreement, dated May 20, 2004, as amended September 21, 2006, December 4, 2009, December 7, 2010 and September 19, 2012. As required under the Mortgage Reserve, Kaleida is required to maintain a certain balance either through deposits or investment earnings. Failure to comply with these requirements may result in oversight activities by HUD.

At December 31, 2012, Kaleida was in compliance with all applicable debt agreement provisions, however, at December 31, 2011, Kaleida was not in compliance with the required debt service coverage ratio. As a result, HUD approvals are required for short-term borrowings, leases or other additional long-term indebtedness over threshold amounts and for certain transactions with affiliates through 2013.

Under the terms of the borrowing agreements, Kaleida established certain bank trustee accounts which include the Mortgage Reserve Fund and Kaleida’s equity contribution for the GVI project. Included in the accompanying consolidated financial statements, classified as assets limited as to use, are Kaleida’s balances in these funds at December 31 as follows:

| | 2012 | 2011 |
|---|---|---|
| | (Dollars in thousands) | |
| Mortgage reserve fund | $ 33,949 | 34,444 |
| GVI project equity | 8,040 | 8,032 |
| | $ 41,989 | 42,476 |

Construction costs payable at year end were paid with proceeds advanced from the HUD insured loan commitments related to the GVI. At final endorsement on February 22, 2013, as a result of project savings, $2.5 million of the GVI project equity was used to pay down the mortgage with the remaining $5.5 million returned to Kaleida.

***(b) Capital Leases***

The majority of the capital lease obligations represent arrangements entered into with a bank to finance acquisitions of various pieces of equipment. These arrangements are administered by the Dormitory Authority of the State of New York (DASNY) as part of their Tax-Exempt Leasing Program (TELP).

***(c) Equipment Notes Payable***

In March 2010, Kaleida Health entered into an equipment financing agreement with High Street Developments, LLC. The maximum aggregate principal amount of credit that can be extended under the agreement is $10 million. Interest is payable monthly and is calculated at the five year tax exempt lease rate minus one quarter of one percent. There was approximately $8.1 million and $1.7 million of borrowings on the financing agreement at December 31, 2012 and 2011 respectively, which represents two 5 year notes which bear interest at approximately 1.3% payable monthly through October 2016.

Future annual principal payments of long-term debt for the next five years as of December 31, 2012 are as follows (dollars in thousands):

| | | |
|---|---|---|
| 2013 | $ | 22,437 |
| 2014 | | 20,451 |
| 2015 | | 20,553 |
| 2016 | | 20,601 |
| 2017 | | 17,993 |

**Line of Credit**

In October 2009, Kaleida entered into a Revolving Credit Loan Agreement (Loan Agreement) with a financial institution. The Loan Agreement, which was renewed in October 2011 for a two year term, requires Kaleida to payoff the outstanding balance annually for a period of twenty business days. The maximum aggregate principal amount of credit that can be extended under the Loan Agreement is $20 million. Interest is payable monthly and is calculated at the greater of the one day LIBOR rate plus a margin of 2.25% or the one month LIBOR rate plus a margin of 2.25%. Kaleida also pays monthly an unused facility fee equal to 20 basis points per year on the average unused daily balance. DASNY and HUD agreed to subordinate their security interest in the first $30 million worth of patient accounts receivable to the bank as collateral for borrowings on the Loan Agreement. No borrowings were outstanding at December 31, 2012. At December 31, 2011 $10 million was outstanding on the Loan Agreement which accrued interest at 2.56%.

## (10) Lease Commitments

Kaleida leases various equipment and facilities under noncancelable operating leases expiring at various dates in the future. Rental expense for all operating leases was approximately $28.1 million and $28.5 million in 2012 and 2011, respectively. Future minimum payments under noncancelable operating leases as of December 31, 2012 having lease terms in excess of one year are as follows (dollars in thousands):

| | | |
|---|---|---|
| 2013 | $ | 18,456 |
| 2014 | | 16,422 |
| 2015 | | 16,162 |
| 2016 | | 15,982 |
| 2017 | | 15,984 |

## (11) Pension and Other Postretirement Benefits

### *(a) Pension Plans*

***Defined Benefit Plan*** – Kaleida sponsors a defined benefit plan (the Plan) covering substantially all of its eligible employees. The Plan provides benefits based upon years of service and the employee's compensation. Kaleida's funding policy is to contribute amounts required by the Employee Retirement Income Security Act (ERISA). The amount to be funded is subject to annual review by management and Kaleida's consulting actuary.

The following table sets forth the defined benefit pension plan's projected benefit obligation and fair value of plan assets at December 31:

| | | **2012** | **2011** |
|---|---|---|---|
| | | (Dollars in thousands) | |
| Change in projected benefit obligation: | | | |
| Benefit obligation at beginning of year | $ | 664,367 | 557,813 |
| Service cost | | 26,353 | 20,983 |
| Interest cost | | 30,816 | 30,047 |
| Actuarial losses | | 25,401 | 70,967 |
| Benefits paid | | (20,433) | (15,443) |
| Benefits paid – cash out provision | | (32,462) | — |
| Benefit obligation at end of year | $ | 694,042 | 664,367 |
| Change in plan assets: | | | |
| Fair value of plan assets at beginning of year | $ | 406,224 | 387,600 |
| Actual return on plan assets | | 47,758 | 5,586 |
| Employer contributions | | 30,254 | 28,481 |
| Benefits paid | | (20,433) | (15,443) |
| Benefits paid – cash out provision | | (32,462) | — |
| Fair value of assets at end of year | $ | 431,341 | 406,224 |

In August 2012, the Plan was amended to offer limited opportunity for approximately 2,500 terminated Kaleida vested participants to elect a lump sum distribution of their benefits under the legacy provisions of the Plan. Distributions of approximately $32.5 million were made prior to December 31, 2012.

The funded status of the plan and amounts recognized in the consolidated balance sheets at December 31, are as follows:

| | | 2012 | 2011 |
|---|---|---|---|
| | | (Dollars in thousands) | |
| Funded status at end of year: | | | |
| Fair value of plan assets | $ | 431,341 | 406,224 |
| Projected benefit obligation | | 694,042 | 664,367 |
| Pension obligation recognized in the consolidated balance sheets at end of year | $ | (262,701) | (258,143) |
| Amount recorded in unrestricted net assets at end of year for future pension cost: | | | |
| Net actuarial loss | $ | (261,977) | (261,594) |
| Prior service costs | | (1,060) | (1,317) |
| | $ | (263,037) | (262,911) |

The estimated prior service cost and net actuarial loss that will be amortized from unrestricted net assets in 2013 as a component of net periodic pension cost are approximately $265,000 and $17.9 million, respectively.

The accumulated benefit obligations at the Plan's measurement date for 2012 and 2011 was approximately $614 million and $553 million, respectively.

The components of net periodic pension cost for the years ended December 31 is as follows:

| | | 2012 | 2011 |
|---|---|---|---|
| | | (Dollars in thousands) | |
| Service cost | $ | 26,353 | 20,983 |
| Interest cost | | 30,816 | 30,047 |
| Expected return on plan assets | | (38,270) | (35,203) |
| Amortization of net prior service cost (credit) | | 257 | (80) |
| Amortization of actuarial loss | | 15,530 | 8,372 |
| Net periodic pension cost | $ | 34,686 | 24,119 |

The weighted average assumptions used to determine pension cost and benefit obligations at the Plan's measurement date (December 31):

| | 2012 | 2011 |
|---|---|---|
| Discount rate for benefit obligations | 4.30% | 4.70% |
| Discount rate for net pension cost | 4.70 | 5.49 |
| Rate of compensation increase | 4.00 | 4.00 |
| Expected long-term rate of return on plan assets | 8.50 | 8.50 |

The investment policy specifies the type of investment vehicles appropriate for the plan, asset allocation guidelines, criteria for selection of investment managers, procedures to maintain overall investment performance, as well as investment manager performance. The expected long-term rate of return on plan assets reflects long-term earnings expectations on existing plan assets and those contributions expected to be received during the current plan year. In estimating that rate, appropriate consideration was given to historical returns earned by plan assets in the fund and the rates of returns expected to be available for reinvestment. Rates of return were evaluated based on current capital market assumptions and investment allocations.

The range of target investment allocation percentages at December 31, 2012 are listed below:

| | |
|---|---|
| Cash | 0 – 5% |
| Equity securities: | |
| Domestic | 2 – 6% |
| International | 6 – 8% |
| Fixed income securities: | |
| Diversified bonds | 10 – 12% |
| High yield | 3 – 5% |
| Emerging market | 2 – 4% |
| Other: | |
| Global asset | 13 – 15% |
| Risk parity | 13 – 17% |
| Hedge funds | 0 – 17% |
| Private equity | 0 – 15% |
| Real assets | 4 – 11% |
| Opportunistic funds | 0 – 10% |



(Continued)

The following tables present Kaleida's defined benefit pension plan's assets at December 31, 2012 and 2011 that are measured at fair value on a recurring basis. The hierarchy and inputs to valuation techniques to measure fair value of the plan's assets are the same as outlined above in note 7 of the consolidated financial statements (dollars in thousands):

| | 2012 | | | | | |
|---|---|---|---|---|---|---|
| | **Total** | **Level 1** | **Level 2** | **Level 3** | **Redemption frequency** | **Days Notice** |
| Investments: | | | | | | |
| Cash and cash equivalents | $ 3,423 | 3,423 | — | — | Daily | Same day |
| Insurance contract | 3,231 | — | 3,231 | — | Daily | Same day |
| Equity securities: | | | | | | |
| Large-cap securities | 30,935 | 24,452 | 6,483 | — | Daily-monthly | Same day – 9 days |
| International securities | 60,607 | — | 60,607 | — | Daily-monthly | 2 days – 30 days |
| Equity and fixed income mutual funds | 102,639 | 102,639 | — | — | Daily | Same day |
| Limited partnerships: | | | | | | |
| Hedge funds | 64,024 | — | 64,024 | — | Monthly – quarterly | 20 – 100 days |
| Private equity | 36,748 | 436 | — | 36,312 | See note 7(a) | See note 7(a) |
| Global equity | 71,126 | — | 71,126 | — | Daily – monthly | 2 days – 15 days |
| Domestic equity | 25,216 | — | 17,997 | 7,219 | Monthly-annually | 30 – 60 days |
| Real assets | 15,363 | — | — | 15,363 | See note 7(a) | See note 7(a) |
| Fixed income | 18,029 | — | 18,029 | — | Monthly-annually | 5 – 180 days |
| | $ 431,341 | 130,950 | 241,497 | 58,894 | | |

| | 2011 | | | | | |
|---|---|---|---|---|---|---|
| | **Total** | **Level 1** | **Level 2** | **Level 3** | **Redemption frequency** | **Days Notice** |
| Investments: | | | | | | |
| Cash and cash equivalents | $ 24,890 | 24,890 | — | — | Daily | Same day |
| Insurance contract | 3,593 | — | 3,593 | — | Daily | Same day |
| Equity securities: | | | | | | |
| Large-cap securities | 39,608 | 31,198 | 8,410 | — | Daily-monthly | Same day – 9 days |
| International securities | 71,348 | — | 71,348 | — | Daily-monthly | 2 days – 30 days |
| Equity and fixed income mutual funds | 84,406 | 84,406 | — | — | Daily | Same day |
| Limited partnerships: | | | | | | |
| Hedge funds | 51,877 | — | 50,280 | 1,597 | Monthly – semi-annually | 20 – 100 days |
| Private equity | 26,782 | — | — | 26,782 | See note 7(a) | See note 7(a) |
| Global equity | 67,327 | — | 67,327 | — | Daily-monthly | 3 days – 30 days |
| Domestic equity | 9,634 | — | — | 9,634 | Annually | 60 days |
| Real assets | 14,822 | — | — | 14,822 | See note 7(a) | See note 7(a) |
| Fixed income | 11,937 | — | 11,937 | — | Daily | 5-7 days |
| | $ 406,224 | 140,494 | 212,895 | 52,835 | | |

The insurance contract held within Kaleida's defined benefit plan is recorded at contract value which approximates fair value.

Under the terms of certain agreements, Kaleida has committed to contribute a specified level of capital over a defined period of time. Through December 31, 2012, Kaleida has committed to contribute approximately $123.7 million to such limited partnerships, of which Kaleida has contributed approximately $55.5 million and has outstanding commitments of $68.2 million.

The following tables present additional information about the changes in Level 3 assets measured at fair value for the years ended December 31 follows (dollars in thousands):

| | 2012 | | | | |
|---|---|---|---|---|---|
| | **Total** | **Real assets** | **Hedge funds** | **Private equity** | **Domestic equity** |
| Balance, beginning of year | $ 52,835 | 14,822 | 1,597 | 26,782 | 9,634 |
| Purchases | 24,274 | 2,408 | — | 17,866 | 4,000 |
| Sales | (24,098) | (3,033) | (1,597) | (11,468) | (8,000) |
| Realized gains | 4,914 | 470 | — | 3,979 | 465 |
| Realized losses | (17) | — | — | (17) | — |
| Change in unrealized gains and losses | 986 | 696 | — | (830) | 1,120 |
| Balance, end of year | $ 58,894 | 15,363 | — | 36,312 | 7,219 |

| | 2011 | | | | |
|---|---|---|---|---|---|
| | **Total** | **Real assets** | **Hedge funds** | **Private equity** | **Domestic equity** |
| Balance, beginning of year | $ 81,343 | 9,913 | 32,179 | 19,518 | 19,733 |
| Purchases | 43,976 | 3,730 | 4,373 | 11,357 | 24,516 |
| Sales | (80,041) | (760) | (35,607) | (9,057) | (34,617) |
| Realized gains | 12,187 | 311 | 8,291 | 2,251 | 1,334 |
| Realized losses | (2) | — | — | (2) | — |
| Change in unrealized gains and losses | (4,628) | 1,628 | (7,639) | 2,715 | (1,332) |
| Balance, end of year | $ 52,835 | 14,822 | 1,597 | 26,782 | 9,634 |

***Contributions*** – For the plan year ended December 31, 2012, Kaleida has contributed $30.3 million. Expected contributions for the plan year ending December 31, 2013 will be made at a level recommended by Kaleida's consulting actuary and in accordance with ERISA funding requirements.

***Estimated Future Benefit Payments*** – The following benefit payments, which reflect expected future service, are as follows for the Plan (dollars in thousands):

| | | |
|---|---|---|
| 2013 | $ | 20,014 |
| 2014 | | 21,648 |
| 2015 | | 23,741 |
| 2016 | | 26,269 |
| 2017 | | 29,330 |
| 2018 – 2020 | | 194,800 |

The expected benefits are based on the same assumptions used to measure Kaleida's benefit obligations at December 31, 2012 and include future employee service.

***Other Pension Benefit Plans*** – In addition, Kaleida contributes to a multi-employer defined benefit pension plan as required by union contracts from which benefits are paid to certain union employees. Additionally, Kaleida provides an employer-matched Tax Sheltered Annuity program (403(b) Plan) for nonunion employees. Total expense under these plans was approximately $2.5 million and $2.6 million for 2012 and 2011, respectively.

***(b) Retiree Health and Life Insurance Plan***

Kaleida also maintains a contributory retiree health and life insurance plan covering only certain eligible employees of DeGraff Memorial Hospital (DeGraff). The following table sets forth the funded status and amounts recognized in the consolidated balance sheets at December 31:

| | | **2012** | **2011** |
|---|---|---|---|
| | | (Dollars in thousands) | |
| Accumulated postretirement obligation at end of year | $ | 4,734 | 5,796 |
| Fair value of plan assets at end of year | | — | — |
| Postretirement obligation recognized at end of year included as a component of other long-term liabilities | $ | (4,734) | (5,796) |

Net postretirement benefit cost was approximately $207,000 and $452,000 for the years ended December 31, 2012 and 2011, respectively. The weighted average assumptions used to determine postretirement benefit cost and obligations at the Plan's measurement date (December 31):

| | **2012** | **2011** |
|---|---|---|
| Discount rate for benefit obligations | 3.80% | 4.50% |
| Discount rate for net postretirement cost | 4.50 | 5.20 |

For measurement purposes, 2012 increases in the per capita cost of covered health care benefits were assumed for medical and prescription drugs at 7.68%. The rate is assumed to decrease gradually on an annual basis. A one-percentage point change in assumed healthcare cost trend rates would not have a material impact on the future cost or benefit obligation.

## (12) Asset Retirement Obligations

Kaleida has asset retirement obligations (AROs) to perform certain asset retirement activities in the event they renovate or demolish buildings in the future. The liability was initially measured at fair value and subsequently is adjusted for accretion expense and changes in the amount or timing of the estimated cash flows. The following table presents the activity for the AROs for the years ended December 31:

| | | 2012 | 2011 |
|---|---|---|---|
| | | (Dollars in thousands) | |
| Balance at beginning of year | $ | 13,030 | 10,685 |
| Net obligations settled in current period | | (404) | (26) |
| Accretion expense | | 995 | 750 |
| Adjustment to estimate | | — | 1,621 |
| Balance at end of year | $ | 13,621 | 13,030 |

As a result of the consolidation of services from Millard Fillmore Gates as well as the relocation of services from the Deaconess Skilled Nursing facility in December 2011, Kaleida is evaluating re-use options for the buildings and property, which includes demolition and redevelopment. The net book value at December 31, 2012 of the respective buildings is zero.

## (13) Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets at December 31 are available for the following purposes:

| | | 2012 | 2011 |
|---|---|---|---|
| | | (Dollars in thousands) | |
| Capital expansion and improvements | $ | 8,435 | 28,943 |
| Advancement of medical education and research and healthcare services | | 66,701 | 58,725 |
| | $ | 75,136 | 87,668 |

Permanently restricted net assets at December 31 are restricted as follows:

| | | 2012 | 2011 |
|---|---|---|---|
| | | (Dollars in thousands) | |
| Funds to be held in perpetuity, the income from which is expendable to support healthcare services, including medical research | $ | 10,824 | 10,824 |
| Funds to be held in perpetuity, the income from which is expendable to support pediatric healthcare services | | 4,576 | 4,576 |
| | $ | 15,400 | 15,400 |

In 2012 and 2011, net assets were released from donor restrictions by incurring expenses satisfying the restricted purposes of operating expenses of approximately $6.2 million and $5.7 million, respectively, and purchases of equipment of $22.6 million and $30.0 million, respectively.

## (14) Other Operating Revenue

Components of other operating revenue for the years ended December 31 are as follows:

| | | 2012 | 2011 |
|---|---|---|---|
| | | (Dollars in thousands) | |
| Grant revenue | $ | 7,550 | 8,662 |
| Unrestricted contributions | | 4,954 | 2,693 |
| Rental revenue | | 3,475 | 3,562 |
| Rebate and other miscellaneous revenue | | 6,656 | 4,027 |
| Medical resident tax refund (a) | | 8,935 | — |
| HITECH incentive funds (b) | | 4,785 | — |
| | $ | 36,355 | 18,944 |

### *(a) Medical Resident Tax Refund*

In March 2010, the IRS made an administrative determination to accept the position that medical residents were exempt from Federal Insurance Contribution Act (FICA) taxes for tax periods ending before April 1, 2005, when new IRS regulations went into effect. Kaleida, in conjunction with the University of Buffalo, in 2005 filed refund claims for years 1999 through the first quarter of 2005. As of December 31, 2012, with the acknowledgement by the IRS of receipt of the claims and the completion of the necessary actions to perfect the claims, Kaleida recorded a refund receivable for the employer portion of medical resident FICA paid for years 1999 through the first quarter of 2005, including applicable interest. The FICA refund receivable is included as a component of other accounts receivable in the accompanying consolidated balance sheet at December 31, 2012.

### *(b) HITECH Incentive Funds*

During the year ended December 31, 2012, Kaleida attested to Medicare and Medicaid that it met the required elements for Stage 1 of the electronic health record meaningful use and therefore qualified to receive incentive funds under the HITECH Act for Medicare and Medicaid. The amount due from Medicare and Medicaid is recorded in other accounts receivable in the consolidated balance sheet as of December 31, 2012. Kaleida has expended in excess of $30.0 million of capital and operating costs in their efforts to certify compliance for Stage 1 through December 31, 2012.

## (15) Functional Expenses

Kaleida provides general healthcare services to residents within its geographic location. Expenses related to these services are as follows for the years ended December 31:

| | | 2012 | 2011 |
|---|---|---|---|
| | | (Dollars in thousands) | |
| Healthcare services | $ | 1,073,668 | 1,071,945 |
| General and administrative | | 132,700 | 132,488 |
| | $ | 1,206,368 | 1,204,433 |

## (16) Commitments and Contingencies

### *(a) Concentration of Credit Risk*

Financial instruments that potentially subject Kaleida to concentrations of credit risk consist primarily of accounts receivable and certain investments. Investments, which include government obligations, equity securities, other alternative investments funds, and fixed income mutual funds, are not concentrated in any corporation or industry.

Kaleida receives a significant portion of its payments for services rendered from a limited number of government and commercial third-party payors, including Medicare, Medicaid, and various commercial insurance plans. Kaleida has not historically incurred any significant concentrated credit losses in the normal course of business.

### *(b) Collective Bargaining Agreements*

A significant portion of Kaleida employees work under two year collective bargaining agreements, which will expire in May 2013.

Schedule 1

**KALEIDA HEALTH**

Consolidating Balance Sheet

December 31, 2012

(Dollars in thousands)

| Assets | Hospital | Home care | Foundations | Other consolidated entities | Reclasses and eliminations | December 31, 2012 consolidated |
|---|---|---|---|---|---|---|
| Current assets: | | | | | | |
| Cash and cash equivalents | $ 26,872 | 24,699 | 1,824 | 1,482 | — | 54,877 |
| Investments | 36,153 | 40,581 | 52,172 | — | — | 128,906 |
| Accounts receivable: | | | | | | |
| Patient, net | 131,421 | 14,080 | — | 2,092 | — | 147,593 |
| Other | 28,400 | 1,136 | 463 | 349 | (6,165) | 24,183 |
| Inventories | 19,236 | 565 | — | 691 | — | 20,492 |
| Prepaid expenses and other current assets | 10,275 | 538 | 109 | 376 | — | 11,298 |
| Total current assets | 252,357 | 81,599 | 54,568 | 4,990 | (6,165) | 387,349 |
| Assets limited as to use: | | | | | | |
| Designated under debt agreements | 41,989 | — | — | — | — | 41,989 |
| Designated under self-insurance programs | 123,714 | 5,475 | — | — | — | 129,189 |
| Board designated and donor restricted | 23,647 | — | 71,443 | — | — | 95,090 |
| Other | 2,005 | — | — | — | — | 2,005 |
| | 191,355 | 5,475 | 71,443 | — | — | 268,273 |
| Property and equipment, less accumulated depreciation and amortization | 487,514 | 2,606 | 1 | 12,614 | — | 502,735 |
| Receivable from insurance recoveries | 8,908 | — | — | — | — | 8,908 |
| Grants receivable | 3,400 | — | — | — | — | 3,400 |
| Deferred financing costs, net | 11,139 | — | — | — | — | 11,139 |
| Interest in net assets of Foundations | 132,994 | — | — | — | (132,994) | — |
| Other | 20,133 | 904 | 7,444 | 13,790 | (28,522) | 13,749 |
| Total assets | $ 1,107,800 | 90,584 | 133,456 | 31,394 | (167,681) | 1,195,553 |

**Schedule 1**

# KALEIDA HEALTH

Consolidating Balance Sheet

December 31, 2012

(Dollars in thousands)

| Liabilities and Net Assets | Hospital | Home care | Foundations | Other consolidated entities | Reclasses and eliminations | December 31, 2012 consolidated |
|---|---|---|---|---|---|---|
| Current liabilities: | | | | | | |
| Accounts payable and other accrued expenses | $ 69,595 | 1,765 | 462 | 442 | (143) | 72,121 |
| Accrued payroll and related expenses | 50,479 | 6,206 | — | 152 | — | 56,837 |
| Estimated third-party payor settlements | 6,894 | 960 | — | — | — | 7,854 |
| Current portion of long-term debt | 22,005 | — | — | 432 | — | 22,437 |
| Other current liabilities | 5,297 | 427 | — | 5,966 | (6,022) | 5,668 |
| Total current liabilities | 154,270 | 9,358 | 462 | 6,992 | (6,165) | 164,917 |
| Long-term debt, less current portion | 309,943 | — | — | 1,666 | — | 311,609 |
| Construction costs payable | 951 | — | — | — | — | 951 |
| Estimated self-insurance reserves | 175,421 | 5,475 | — | — | — | 180,896 |
| Asset retirement obligations | 13,621 | — | — | — | — | 13,621 |
| Pension and postretirement obligations | 267,936 | — | — | — | — | 267,936 |
| Other long-term liabilities | 5,764 | — | — | 19,107 | (16,457) | 8,414 |
| Total liabilities | 927,906 | 14,833 | 462 | 27,765 | (22,622) | 948,344 |
| Net assets: | | | | | | |
| Unrestricted: | | | | | | |
| Available for operations | 351,950 | 75,751 | 65,600 | 3,629 | (77,665) | 419,265 |
| Provision for future benefit costs | (262,592) | — | — | — | — | (262,592) |
| Total unrestricted | 89,358 | 75,751 | 65,600 | 3,629 | (77,665) | 156,673 |
| Temporarily restricted | 75,136 | — | 59,935 | — | (59,935) | 75,136 |
| Permanently restricted | 15,400 | — | 7,459 | — | (7,459) | 15,400 |
| Total net assets | 179,894 | 75,751 | 132,994 | 3,629 | (145,059) | 247,209 |
| Total liabilities and net assets | $ 1,107,800 | 90,584 | 133,456 | 31,394 | (167,681) | 1,195,553 |

See accompanying independent auditors’ report.

**Schedule 2**

**KALEIDA HEALTH**

Consolidating Statement of Operating Revenue and Expenses

Year ended December 31, 2012

(Dollars in thousands)

| | Hospital | Home care | Foundations | Other consolidated entities | Reclasses and eliminations | December 31, 2012 consolidated |
|---|---|---|---|---|---|---|
| Operating revenue: | | | | | | |
| Patient service revenue, net | $ 1,095,439 | 81,149 | — | 25,143 | — | 1,201,731 |
| Less: Provision for bad debts | 21,302 | 869 | — | 99 | — | 22,270 |
| Net patient service revenue | 1,074,137 | 80,280 | — | 25,044 | — | 1,179,461 |
| Other operating revenue | 30,906 | 522 | 4,954 | 1,346 | (1,373) | 36,355 |
| Net assets released from restrictions for operations | 2,653 | — | 3,509 | — | — | 6,162 |
| Total operating revenue | 1,107,696 | 80,802 | 8,463 | 26,390 | (1,373) | 1,221,978 |
| Operating expenses: | | | | | | |
| Salaries and benefits | 625,131 | 53,832 | 903 | 15,570 | (142) | 695,294 |
| Purchased services and other | 198,072 | 9,099 | 4,504 | 6,706 | (1,231) | 217,150 |
| Medical and nonmedical supplies | 196,033 | 8,040 | 10 | 5,174 | — | 209,257 |
| Depreciation and amortization | 67,423 | 994 | 1 | 675 | — | 69,093 |
| Interest | 15,253 | — | — | 321 | — | 15,574 |
| Total operating expenses | 1,101,912 | 71,965 | 5,418 | 28,446 | (1,373) | 1,206,368 |
| Income (loss) from operations | 5,784 | 8,837 | 3,045 | (2,056) | — | 15,610 |
| Other income: | | | | | | |
| Investment income | 9,947 | 2,001 | 3,247 | 286 | — | 15,481 |
| Net realized gains on sale of investments | 920 | 1,967 | 1,288 | — | — | 4,175 |
| Net change in unrealized gains and losses on investments | 3,349 | 1,687 | 2,325 | 219 | — | 7,580 |
| Total other income | 14,216 | 5,655 | 6,860 | 505 | — | 27,236 |
| Excess (deficiency) of revenue over expenses | $ 20,000 | 14,492 | 9,905 | (1,551) | — | 42,846 |

See accompanying independent auditors' report.