



KALEIDA HEALTH

Consolidated Financial Statements and
Other Financial Information

December 31, 2015 and 2014

(With Independent Auditors' Report Thereon)

KALEIDA HEALTH
Consolidated Financial Statements and
Other Financial Information
December 31, 2015 and 2014

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KPMG LLP
12 Fountain Plaza, Suite 601
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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, 2015 and 2014, 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, 2015 and 2014, and the results of its operations and changes in net assets, and its 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 2015 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 2015 consolidated financial statements or to the 2015 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 2015 consolidated financial statements as a whole.

KPMG LLP

April 29, 2016

KALEIDA HEALTH
Consolidated Balance Sheets
December 31, 2015 and 2014
(Dollars in thousands)

Assets	2015	2014
Current assets:		
Cash and cash equivalents	\$ 65,227	95,658
Investments (notes 6 and 7)	156,972	171,560
Accounts receivable:		
Patient, less estimated allowance for doubtful accounts of \$36,995 in 2015 and \$37,397 in 2014	188,040	155,484
Other	28,778	21,962
Estimated third-party payor receivables (note 4)	21,904	15,335
Inventories	31,745	26,182
Prepaid expenses and other current assets	14,379	14,489
Total current assets	507,045	500,670
Assets limited as to use (notes 5, 6, 7, and 10):		
Designated under debt agreements	44,926	38,153
Designated under self-insurance programs	104,359	115,074
Board designated and donor restricted	85,015	114,929
Other	1,737	1,946
	236,037	270,102
Property and equipment, less accumulated depreciation and amortization (notes 8 and 10)	514,851	444,192
Other (notes 5 and 9)	68,970	46,846
Total assets	\$ 1,326,903	1,261,810

See accompanying notes to consolidated financial statements.

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Consolidated Balance Sheets (continued)
December 31, 2015 and 2014
(Dollars in thousands)

Liabilities and Net Assets	2015	2014
Current liabilities:		
Accounts payable and other accrued expenses	\$ 112,955	92,577
Accrued payroll and related expenses	52,469	51,759
Estimated third-party payor settlements (note 4)	23,255	24,518
Current portion of long-term debt (note 10)	21,673	20,835
Other current liabilities	10,758	7,951
Total current liabilities	<u>221,110</u>	<u>197,640</u>
Long-term debt, less current portion (note 10)	291,483	276,409
Construction costs payable	16,979	5,194
Estimated self-insurance reserves (note 5)	159,382	165,774
Asset retirement obligations (note 13)	13,218	12,325
Pension and postretirement obligations (note 12)	259,672	279,638
Other long-term liabilities	4,834	12,265
Total liabilities	<u>966,678</u>	<u>949,245</u>
Commitments (notes 8 and 11)		
Net assets:		
Unrestricted:		
Available for operations	498,178	451,440
Provision for future benefit costs (note 12)	(260,913)	(276,079)
Total unrestricted	<u>237,265</u>	<u>175,361</u>
Temporarily restricted (note 14)	103,227	121,724
Permanently restricted (note 14)	19,733	15,480
Total net assets	<u>360,225</u>	<u>312,565</u>
Total liabilities and net assets	<u>\$ 1,326,903</u>	<u>1,261,810</u>

See accompanying notes to consolidated financial statements.

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Consolidated Statements of Operations and Changes in Net Assets

Years ended December 31, 2015 and 2014

(Dollars in thousands)

	<u>2015</u>	<u>2014</u>
Operating revenue:		
Patient service revenue, net of contractual allowances and discounts (notes 3 and 4)	\$ 1,357,995	1,267,725
Less provision for bad debts	<u>13,139</u>	<u>19,463</u>
Net patient service revenue	1,344,856	1,248,262
Other operating revenue (notes 6 and 15)	44,769	35,853
Net assets released from restrictions for operations (note 14)	<u>5,578</u>	<u>4,918</u>
Total operating revenue	<u>1,395,203</u>	<u>1,289,033</u>
Operating expenses:		
Salaries and benefits	785,432	723,691
Purchased services and other	253,629	235,766
Medical and nonmedical supplies	253,423	233,797
Depreciation and amortization	64,742	65,355
Interest	<u>14,731</u>	<u>15,188</u>
Total operating expenses	<u>1,371,957</u>	<u>1,273,797</u>
Income from operations	<u>23,246</u>	<u>15,236</u>
Other income:		
Investment income (note 6)	2,051	7,062
Net realized gains on sales of investments (note 6)	3,095	5,266
Net change in unrealized gains on investments (note 6)	<u>(10,865)</u>	<u>(2,361)</u>
Total other (losses) income, net	<u>(5,719)</u>	<u>9,967</u>
Excess of revenue over expenses	<u>\$ 17,527</u>	<u>25,203</u>

See accompanying notes to consolidated financial statements.

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

Years ended December 31, 2015 and 2014

(Dollars in thousands)

	<u>2015</u>	<u>2014</u>
Unrestricted net assets:		
Excess of revenue over expenses	\$ 17,527	25,203
Pension and postretirement related changes other than net periodic cost (note 12)	15,196	(93,718)
Contributions for capital acquisitions	6,974	2,953
Net assets released from restrictions for capital expenditures	18,549	1,317
Other, net	3,658	(2,472)
	<u>61,904</u>	<u>(66,717)</u>
Increase (decrease) in unrestricted net assets		
Temporarily restricted net assets:		
Contributions, bequests, and grants	7,855	44,793
Restricted investment income	2,947	2,717
Net change in unrealized gains and losses on investments	(5,172)	(547)
Net assets released from restrictions for operations	(5,578)	(4,918)
Net assets released from restrictions for capital expenditures	(18,549)	(1,317)
	<u>(18,497)</u>	<u>40,728</u>
(Decrease) increase in temporarily restricted net assets		
Permanently restricted net assets:		
Contributions	4,504	80
Transfer to temporarily restricted net assets	(251)	—
	<u>4,253</u>	<u>80</u>
Increase in permanently restricted net assets		
Increase (decrease) in net assets	47,660	(25,909)
Net assets, beginning of year	<u>312,565</u>	<u>338,474</u>
Net assets, end of year	<u>\$ 360,225</u>	<u>312,565</u>

See accompanying notes to consolidated financial statements.

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Consolidated Statements of Cash Flows
Years ended December 31, 2015 and 2014
(Dollars in thousands)

	<u>2015</u>	<u>2014</u>
Operating activities:		
Change in net assets	\$ 47,660	(25,909)
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation and amortization	64,742	65,355
Accretion expense	944	675
Restricted contributions, bequests, and grants	(15,175)	(17,579)
Change in interests in other investments	3,120	(2,513)
Net change in unrealized gains and losses on investments	16,037	2,908
Net realized gains and losses on investments	(6,042)	(9,166)
Provision for bad debts	13,139	19,463
Pension and postretirement related changes other than net periodic cost	(15,196)	93,718
Change in operating assets and liabilities:		
Patient accounts receivable	(45,695)	(26,889)
Estimated third-party payor receivables	(6,569)	12,440
Other receivables, inventories, and prepaid expenses	(7,707)	988
Accounts payable, accrued expenses, accrued payroll, and construction costs payable	18,463	(2,828)
Estimated third-party payor settlements	(1,263)	1,445
Other assets	4,011	(17,593)
Other liabilities	(15,837)	(14,103)
Net cash provided by operating activities	<u>54,632</u>	<u>80,412</u>
Investing activities:		
Additions to property and equipment, net of change in capital acquisitions included in accounts payable	(104,127)	(36,565)
Purchases of investments	(315,894)	(261,609)
Proceeds from sales of investments	328,577	241,127
Change in cash restricted for use	22,855	15,737
Cash paid for acquisitions	(38,864)	—
Capital contributions to joint venture	(1,058)	(11,090)
Net cash used in investing activities	<u>(108,511)</u>	<u>(52,400)</u>
Financing activities:		
Principal payments on debt and capital lease obligations	(20,404)	(20,709)
Proceeds from restricted contributions, bequests, and grants	10,613	17,579
Proceeds from long-term debt	33,744	14,786
Payments for deferred financing fees	(505)	(2,577)
Net cash provided by financing activities	<u>23,448</u>	<u>9,079</u>
Net (decrease) increase in cash and cash equivalents	(30,431)	37,091
Cash and cash equivalents, beginning of year	<u>95,658</u>	<u>58,567</u>
Cash and cash equivalents, end of year	<u>\$ 65,227</u>	<u>95,658</u>
Supplemental disclosures on cash flow activities:		
Capital lease obligations	\$ 2,083	4,189
Interest paid	15,348	15,204
Capital acquisitions included in accounts payable	17,778	3,368

See accompanying notes to consolidated financial statements.

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Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(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 Suburban Hospital, DeGraff Memorial Hospital, and two hospital based nursing facilities), Visiting Nursing Association of WNY, Inc., VNA Home Care Services, Inc., General Physician, P.C. and its subsidiaries, Great Lakes Physicians, P.C., several other subsidiaries, and two charitable foundations that raise funds for Kaleida.

(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.

The consolidated financial statements include the accounts of Kaleida and its wholly owned subsidiaries and those financial statements where Kaleida controls professional corporations in accordance with Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 810, *Consolidation*. 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 29, 2016 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, and pension and postretirement obligations. Actual results could differ from those estimates, and the differences in estimates from actual results could be significant.

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Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(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(m), 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.

(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 39%, 21% and 40%, of total net patient service revenue for the year ended December 31, 2015 and 2014, respectively. Significant concentrations of patient accounts receivable at December 31, 2015 include 16% Medicare, 8% Medicaid, and 46% commercial insurance plans. Significant concentrations of patient accounts receivable at December 31, 2014 include 16% Medicare, 10% Medicaid, and 47% 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(m) 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

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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 other investments, and change in unrealized gains and losses) is included in excess 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.

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.

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(j) 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.

(k) 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.

(l) 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.

(m) 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.

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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. In 2015, Kaleida retrospectively adopted ASU 2015-07, *Disclosures for Investments in Certain Entities that Calculate NAV per Share (or its Equivalent)* (ASU 2015-07), which clarified how investments valued using NAV as a practical expedient within the fair value hierarchy should be classified. ASU 2015-07 removes the requirement to classify within the fair value hierarchy table in Levels 2 or 3 investments in certain funds measured at NAV or its equivalent as a practical expedient to estimate fair value. The adoption did not impact Kaleida's consolidated balance sheets, consolidated statements of operations and changes in net assets, or consolidated statements of cash flows and resulted only in changes to the investment footnote disclosures.

The carrying values of accounts receivable, prepaid expenses and other current assets, accounts payable and other accrued expenses, accrued payroll and related expenses 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, 2015 and 2014 is approximately \$348.6 million and \$340.1 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 considered a Level 2 financial liability for disclosure purposes. 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.

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(n) Goodwill

Goodwill is an asset representing the future economic benefit arising from assets acquired in a business combination that are not separately identified and recognized. Goodwill is reviewed for impairment at least annually in accordance with the provisions of ASC Topic 350, *Intangibles – Goodwill and Other*. The impairment test is a two-step test. Under the first step, the fair value of the reporting unit is compared with its carrying value (including goodwill). If the fair value of the reporting unit is less than its carrying value, an indication of impairment exists for the reporting unit and the enterprise must perform step two of the impairment test (measurement). Under step two, an impairment loss is recognized for any excess of the carrying amount of the reporting unit's goodwill over the implied fair value of that goodwill. The implied fair value is determined by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation and the residual fair value after this allocation is the implied fair value of the reporting unit goodwill. Fair value of the reporting unit is determined using a discounted cash flow analysis. If the fair value of the reporting unit exceeds its carrying value, step two does not need to be performed. No impairment losses have been recorded in 2015.

(o) Debt Issuance Costs

Kaleida has capitalized various costs associated with obtaining long-term financing. Debt issuance costs and original issue discounts are amortized over the period the related obligation is outstanding, generally using the interest method. Effective in the year ended December 31, 2015, Kaleida retrospectively adopted the provisions of the ASU No. 2015-03, *Simplifying the Presentation of Debt Issuance Costs*. The ASU is limited to simplifying the presentation of debt issuance costs, and the recognition and measurement guidance for debt issuance costs is not affected by the ASU. As a result of the adoption, Kaleida has reclassified unamortized debt issuance costs in the amount of \$11,728 from total assets on the accompanying consolidated balance sheet as of December 31, 2014, and presented the amount as a reduction of long-term debt, as required by the ASU. The adoption had no effect on the Kaleida's consolidated statements of operations and changes in net assets or consolidated statement of cash flows for the year ended December 31, 2014.

(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 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.

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The consolidated statements of operations and changes in net assets include a performance indicator, excess of revenue over expenses. Changes in unrestricted net assets which are excluded from the excess 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) *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.

(s) *Reclassifications*

Certain amounts in the 2014 consolidated financial statements have been reclassified to conform to 2015 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.

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Kaleida's net cost of charity care, including payments to and receipts from the statewide pool was approximately \$10.8 million in 2015 and \$7.5 million in 2014 as follows:

	Year ended December 31	
	2015	2014
	(Dollars in thousands)	
Charity care at cost	\$ 5,433	3,579
Payments to statewide pool	8,304	7,643
Receipts from statewide pool	(2,927)	(3,711)
Cost of charity care, net	<u>\$ 10,810</u>	<u>7,511</u>

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 State All Patient Defined Diagnosis Related Groups (APR-DRGs) 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

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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 New York State Public Health Law, 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 prospective payment system (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 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 2015 and 2014, Kaleida recorded adjustments for estimated settlements with third-party payors, which resulted in increases to net patient service revenue of approximately \$11.0 million and \$8.0 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,

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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 the Affordable Care Act (ACA) federal healthcare reform legislation, substantial changes are taking place in the United States healthcare system. This 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. Many of these provisions are currently implemented with other provisions to be implemented. Kaleida Health recognizes those provisions impacting reimbursement as they become effective under the ACA. Kaleida Health also recognizes the potential consequences of the ACA on the healthcare industry and its impact on the delivery of healthcare services and is addressing these challenges as they arise.

(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, 2015 and 2014, respectively. The estimated liability for self-insured workers' compensation is discounted at 3% at December 31, 2015 and 2014, respectively. Estimated self-insurance reserves are approximately \$159.4 million and \$165.8 million at December 31, 2015 and 2014, respectively. As of December 31, 2015 and 2014, \$145,000 and \$4.7 million, respectively, is recoverable from Kaleida's excess liability policies and is included in other assets on the accompanying consolidated balance sheets. At December 31, 2015 and 2014, Kaleida has irrevocable secured letters of credit supporting the medical malpractice and workers compensation self-insurance programs totaling approximately \$4.4 million at December 31, 2015 and 2014, 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 \$39.3 million and \$39.2 million at December 31, 2015 and 2014, respectively.

At December 31, 2015 and 2014, there were various actions filed against Kaleida by former patients and others seeking compensatory and punitive damages.

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.

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(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:

	<u>2015</u>	<u>2014</u>
	(Dollars in thousands)	
Current investments:		
Cash and cash equivalents	\$ 5,789	12,845
Equity and fixed income mutual funds	25,466	46,199
Equity securities	76,420	59,725
Other investments	49,297	52,791
	<u>156,972</u>	<u>171,560</u>
Assets limited as to use:		
Designated under debt agreements:		
Cash and cash equivalents	2,896	2,435
U.S. government obligations	42,030	35,718
	<u>44,926</u>	<u>38,153</u>
Designated under self-insurance programs:		
Cash and cash equivalents	41,213	47,340
U.S. government obligations	52	9
Equity and fixed income mutual funds	12,919	14,217
Equity securities	26,730	26,301
Other investments	23,445	27,207
	<u>104,359</u>	<u>115,074</u>
Board designated and donor restricted:		
Cash and cash equivalents	6,152	28,433
U.S. government obligations	259	259
Equity and fixed income mutual funds	12,983	20,787
Equity securities	40,011	34,889
Other investments	25,610	30,561
	<u>85,015</u>	<u>114,929</u>
Other:		
Cash and cash equivalents	1,737	1,946
	<u>236,037</u>	<u>270,102</u>
Total investments and assets limited as to use	<u>\$ 393,009</u>	<u>441,662</u>

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

	<u>2015</u>	<u>2014</u>
	(Dollars in thousands)	
Other operating revenue:		
Interest and dividends	\$ 1,938	2,187
Other income:		
Investment income:		
Interest and dividends	\$ 5,171	4,549
Change in interests in other investments	(3,120)	2,513
	<u>\$ 2,051</u>	<u>7,062</u>
Net realized gains on sales of investments	\$ 3,095	5,266
Net change in unrealized gains and losses on investments	(10,865)	(2,361)

(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 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).

Other investments: Other investments consist of private, domestic and global equities, real assets, fixed income, and hedge funds. Other 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 other investments 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. 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.

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The following tables set forth Kaleida's consolidated financial assets that were accounted for at fair value on a recurring basis as of December 31, 2015 and December 31, 2014. Investments are classified in their entirety based on the lowest level of input that is significant to the fair value measurement and include related strategy, liquidity, and funding commitments (dollars in thousands):

2015						
	NAV or equivalent	Level 1	Level 2	Total	Redemption period frequency	Days notice
Investments:						
Cash and cash equivalents	\$ —	57,787	—	57,787	Daily	Same day
U.S. government obligations	—	—	42,341	42,341	Daily	Same day
Equity securities:						
Large-cap securities	44,916	47,108	—	92,024	Daily – monthly	Same day – 9 days
International securities	51,137	—	—	51,137	Daily – monthly	2 – 30 days
Equity and fixed income mutual funds	—	51,368	—	51,368	Daily	Same day
Other investments:						
Hedge funds	16,515	—	—	16,515	Monthly – see (a) below	10 days – See (a) below
Private equity	18,262	—	—	18,262	Quarterly – see (a) below	45 days – See (a) below
Global equity	47,035	—	—	47,035	Monthly	3 – 15 days
Domestic equity	13,963	—	—	13,963	Monthly – annually	30 – 60 days
Real assets	2,577	—	—	2,577	See (a) below	See (a) below
	<u>\$ 194,405</u>	<u>156,263</u>	<u>42,341</u>	<u>393,009</u>		
2014						
	NAV or equivalent	Level 1	Level 2	Total	Redemption period frequency	Days notice
Investments:						
Cash and cash equivalents	\$ —	92,999	—	92,999	Daily	Same day
U.S. government obligations	—	—	35,986	35,986	Daily	Same day
Equity securities:						
Large-cap securities	23,989	43,931	—	67,920	Daily – monthly	Same day – 9 days
International securities	52,995	—	—	52,995	Daily – monthly	2 – 30 days
Equity and fixed income mutual funds	—	81,203	—	81,203	Daily	Same day
Other investments:						
Hedge funds	16,864	—	—	16,864	Monthly – see (a) below	20 days – See (a) below
Private equity	13,082	—	—	13,082	Quarterly – see (a) below	60 days – See (a) below
Global equity	48,075	—	—	48,075	Monthly	3 – 15 days
Domestic equity	29,932	—	—	29,932	Monthly – annually	30 – 60 days
Real assets	2,606	—	—	2,606	See (a) below	See (a) below
	<u>\$ 187,543</u>	<u>218,133</u>	<u>35,986</u>	<u>441,662</u>		

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- (a) Certain investments include noncontrolling shares or interests in funds where the controlling general partner serves as the investment manager. Such 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, 2015, Kaleida has committed to contribute approximately \$16.6 million to such investments, of which Kaleida has contributed approximately \$12.3 million and has outstanding commitments of \$4.3 million.

There were no significant transfers into or out of Level 1 and Level 2 fair value measurements during the years ended December 31, 2015 and 2014.

(8) Property and Equipment

A summary of property and equipment at December 31 follows:

	<u>2015</u>	<u>2014</u>
	(Dollars in thousands)	
Land and land improvements	\$ 26,429	26,140
Buildings, fixtures, and improvements	833,592	810,801
Movable equipment	<u>645,582</u>	<u>597,125</u>
	1,505,603	1,434,066
Less accumulated depreciation and amortization	<u>1,102,785</u>	<u>1,039,028</u>
	402,818	395,038
Construction in progress	<u>112,033</u>	<u>49,154</u>
	<u>\$ 514,851</u>	<u>444,192</u>

During 2015, Kaleida continued construction of the John R. Oishei Children's Hospital adjacent to the Buffalo General Medical Center. The hospital is being financed through mortgage proceeds (note 10), philanthropy, equipment financing, grant awards and hospital equity, and will be completed in late 2017. Total estimated cost for the project is approximately \$271 million with commitments outstanding at December 31, 2015 of approximately \$180 million.

Commitments outstanding at December 31, 2015, for routine capital projects totaled approximately \$7.2 million.

Net property and equipment includes approximately \$5.5 million applicable to capital leases at December 31, 2015 and 2014.

During 2015 Kaleida capitalized interest expense of approximately \$993,000.

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(9) Other Assets

	<u>2015</u>	<u>2014</u>
	(Dollars in thousands)	
Long term pledges receivable, net (a)	\$ 17,016	18,407
Note receivable	5,000	5,000
Equity investments in joint ventures (b)	19,708	16,059
Goodwill (c)	26,495	1,775
Other	751	5,605
	<u>\$ 68,970</u>	<u>46,846</u>

- (a) Long term pledges receivable include donor contributions that are not expected to be collected within one year. These amounts are reported at their present value and consisted of the following at December 31:

	<u>2015</u>	<u>2014</u>
	(Dollars in thousands)	
Gross pledges receivable	\$ 17,682	18,688
Less discount and reserve	(666)	(281)
	<u>\$ 17,016</u>	<u>18,407</u>

Total pledges receivable, which includes \$7.7 million and \$9.9 million of current pledges receivable included within other receivables on the consolidated balance sheets at December 31, 2015 and 2014, respectively, are expected to be realized in the following periods:

	<u>2015</u>	<u>2014</u>
	(Dollars in thousands)	
Less than one year	\$ 8,786	10,617
One year to five years	14,825	16,630
More than five years	1,124	1,083
	<u>\$ 24,735</u>	<u>28,330</u>

- (b) Investments in partnerships and joint ventures in which Kaleida owns more than 20% but less than 80% or has significant influence on operations are accounted for using the equity method of accounting. Kaleida recognizes its proportionate share of income or loss from their partnership and joint venture investments in the current period and records this income or loss as an increase or decrease in the related investment.
- (c) During 2015, certain healthcare entities whose activity has been included in the consolidated financial statements of Kaleida purchased the assets of several primary care and specialty physician practices.

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The following table summarizes the consideration paid for various practices and the amounts of estimated fair value of the assets acquired at the acquisition dates.

	<u>(Dollars in thousands)</u>
Consideration:	
Cash	\$ 38,864
Recognized amounts of identifiable assets acquired:	
Property and equipment	<u>13,787</u>
Total identifiable net assets assumed	13,787
Goodwill	<u>25,077</u>
Total	\$ <u><u>38,864</u></u>

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(10) Long-Term Debt

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

	<u>2015</u>	<u>2014</u>
	(Dollars in thousands)	
Mortgage notes payable for GVI in monthly installments of \$668,000, including interest at 6.35%, through February 1, 2037. (a)	\$ 89,482	91,427
Mortgage notes payable for HighPointe SNF in monthly installments of \$325,000, including interest at 5.73%, through February 1, 2037. (a)	47,859	48,990
Mortgage payable for BGMC in monthly installments of \$545,000, including interest at 2.44% through August 1, 2023. (a)	45,711	51,067
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)	19,652	25,072
Mortgage notes payable for MFS in monthly installments of \$338,000, including interest at 4.00%, through October 1, 2033. (a)	47,851	49,162
Mortgage notes payable for BGMC Cath Lab in monthly installments of \$107,000, including interest at 3.95%, through February 1, 2032. (a)	14,254	14,784
Mortgage notes payable for John R. Oishei Children's Hospital with interest only payments at 4.18% through October 2017. Thereafter, monthly installments of \$645,000, including interest at 4.18% through October 1, 2042. (a)	48,440	14,786
Capital lease obligations, less imputed interest of \$753,991 and \$766,673 at December 31, 2015 and 2014, respectively. (b)	7,588	7,026
Equipment notes payable (c)	2,125	4,419
Other	1,433	2,239
	<u>324,395</u>	<u>308,972</u>
Debt issuance costs	11,239	11,728
	<u>313,156</u>	<u>297,244</u>
Less current maturities	21,673	20,835
	<u>\$ 291,483</u>	<u>276,409</u>

(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.

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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 were used to finance the cost of constructing and equipping the Gates Vascular Institute (GVI). The mortgage note has a 25 year term, fixed monthly payments and an annual interest rate of 6.35%.

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 were used to finance the cost of constructing and equipping Highpointe SNF. 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 Medical Center. Although the principal amount refinanced and mortgage term remained the same, the interest rate and monthly payment were modified.

On December 9, 2014, Kaleida secured a loan commitment of approximately \$120 million by entering into a new mortgage note and building loan agreement. The proceeds from the loan commitment will be used to finance the cost of the construction of a children's hospital (John R. Oishei Children's Hospital) adjacent to the Buffalo General Medical Center. The facility will replace the Women and Children's Hospital of Buffalo currently located on Bryant Street. The mortgage note, when fully drawn, will have a 25 year term, fixed monthly payments and an annual interest rate of 4.18%. The mortgage note is insured by HUD. At December 31, 2015, Kaleida has drawn \$48.4 million for costs related to the John R. Oishei Children's Hospital project.

On July 22, 2015, Kaleida refinanced the existing mortgage of \$48.2 million maturing in October 2033 related to improvements made to the Millard Fillmore Suburban Hospital and the existing mortgage of \$14.5 million maturing in February 2032 related to cardiac catheterization laboratory equipment. 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, September 19, 2012, December 9, 2014, and July 22, 2015. As required under the Mortgage Reserve Fund Agreement, 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, 2015 and 2014, Kaleida was in compliance with all applicable debt agreement provisions.

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Under the terms of the borrowing agreements, Kaleida established certain bank trustee accounts which include the Mortgage Reserve Fund. Included in the accompanying consolidated balance sheets, classified as assets limited as to use, is Kaleida's balance in this fund at December 31 as follows:

	<u>2015</u>	<u>2014</u>
	(Dollars in thousands)	
Mortgage reserve fund	\$ 44,926	38,153

(b) Capital Leases

The capital lease obligations represent arrangements entered into with a bank to finance acquisitions of various pieces of equipment.

(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. There was approximately \$2.1 million and \$4.4 million of borrowings on the financing agreement at December 31, 2015 and 2014, 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, 2015 are as follows (dollars in thousands):

2016	\$ 21,673
2017	19,801
2018	19,831
2019	20,319
2020	18,196

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 2013 and again in October 2015 for a two year term, requires Kaleida to payoff the outstanding balance annually for a period of twenty calendar days. The maximum aggregate principal amount of credit that can be extended under the Loan Agreement is \$40 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. HUD agreed to subordinate its security interest in the first \$50 million worth of patient accounts receivable to the bank as collateral for borrowings on the Loan Agreement. No borrowings were outstanding at December 31, 2015 and 2014.

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(11) 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 \$32.6 million and \$29.7 million in 2015 and 2014, respectively. Future minimum payments under noncancelable operating leases as of December 31, 2015 having lease terms in excess of one year are as follows (dollars in thousands):

2016	\$	27,116
2017		22,373
2018		22,212
2019		20,844
2020		19,311

(12) 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:

		<u>2015</u>	<u>2014</u>
		(Dollars in thousands)	
Change in projected benefit obligation:			
Benefit obligation at beginning of year	\$	770,422	656,272
Service cost		27,589	24,730
Interest cost		31,858	32,920
Actuarial (gains) losses		(52,041)	78,767
Benefits paid		(24,137)	(22,267)
Benefit obligation at end of year	\$	<u>753,691</u>	<u>770,422</u>
Change in plan assets:			
Fair value of plan assets at beginning of year	\$	500,214	466,425
Actual return on plan assets		(9,529)	20,956
Employer contributions		34,800	35,100
Benefits paid		(24,137)	(22,267)
Fair value of assets at end of year	\$	<u>501,348</u>	<u>500,214</u>

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

	2015	2014
	(Dollars in thousands)	
Funded status at end of year:		
Fair value of plan assets	\$ 501,348	500,214
Projected benefit obligation	<u>753,691</u>	<u>770,422</u>
Pension obligation recognized in the consolidated balance sheets at end of year	<u>\$ (252,343)</u>	<u>(270,208)</u>
Amount recorded in unrestricted net assets at end of year for future pension cost:		
Net actuarial loss	\$ (253,909)	(267,376)
Prior service costs	<u>(316)</u>	<u>(541)</u>
	<u>\$ (254,225)</u>	<u>(267,917)</u>

The estimated prior service cost and net actuarial loss that will be amortized from unrestricted net assets in 2016 as a component of net periodic pension cost are approximately \$225,000 and \$15.9 million, respectively.

The accumulated benefit obligations at the Plan's measurement date for 2015 and 2014 was approximately \$695 million and \$709 million, respectively.

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

	2015	2014
	(Dollars in thousands)	
Service cost	\$ 27,589	24,730
Interest cost	31,858	32,920
Expected return on plan assets	(44,907)	(41,674)
Amortization of net prior service cost	225	255
Amortization of actuarial loss	<u>15,863</u>	<u>9,652</u>
Net periodic pension cost	<u>\$ 30,628</u>	<u>25,883</u>

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

	2015	2014
Discount rate for benefit obligations	4.65%	4.20%
Discount rate for net pension cost	4.20	5.10
Rate of compensation increase for benefit obligations	3.00	3.00
Rate of compensation increase for net pension cost	3.00	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, 2015 are listed below:

Cash	0 - 5%
Equity securities:	
Domestic	10 - 20%
International	10 - 20%
Fixed income securities:	
Diversified bonds	5 - 20%
Emerging market	0 - 8%
Other:	
Global asset	5 - 20%
Risk parity	9 - 21%
Hedge funds	0 - 18%
Private equity	0 - 22%
Real assets	4 - 16%
Opportunistic funds	0 - 12%

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Notes to Consolidated Financial Statements

December 31, 2015 and 2014

The following tables present Kaleida's defined benefit pension plan's assets at December 31, 2015 and 2014 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):

2015						
	NAV or equivalent	Level 1	Level 2	Total	Redemption period frequency	Days Notice
Investments:						
Cash and cash equivalents	\$ —	12,480	—	12,480	Daily	Same day
Insurance contract	—	—	2,326	2,326	Daily	Same day
Equity securities:						
Large-cap securities	64,952	19,645	—	84,597	Daily – monthly	Same day – 9 days
International securities	64,888	—	—	64,888	Daily – monthly	2 – 30 days
Equity and fixed income mutual funds	—	84,079	—	84,079	Daily	Same day
Other investments:						
Hedge funds	48,296	—	—	48,296	Monthly – See note 7(a)	3 days – See note 7(a)
Private equity	98,467	—	—	98,467	Quarterly - See note 7(a)	60 days - See note 7(a)
Global equity	78,345	—	—	78,345	Monthly	3 – 60 days
Domestic equity	12,747	—	—	12,747	Monthly – annually	30 – 60 days
Real assets	11,617	—	—	11,617	See note 7(a)	See note 7(a)
Fixed income	3,506	—	—	3,506	Annually	180 days
	<u>\$ 382,818</u>	<u>116,204</u>	<u>2,326</u>	<u>501,348</u>		
2014						
	NAV or equivalent	Level 1	Level 2	Total	Redemption period frequency	Days Notice
Investments:						
Cash and cash equivalents	\$ —	11,807	—	11,807	Daily	Same day
Insurance contract	—	—	2,598	2,598	Daily	Same day
Equity securities:						
Large-cap securities	20,081	10,312	—	30,393	Daily – monthly	Same day – 9 days
International securities	81,926	—	—	81,926	Daily – monthly	2 – 30 days
Equity and fixed income mutual funds	—	105,024	—	105,024	Daily	Same day
Other investments:						
Hedge funds	60,136	—	—	60,136	Monthly – See note 7(a)	20 days – See note 7(a)
Private equity	82,342	—	—	82,342	Quarterly - See note 7(a)	60 days - See note 7(a)
Global equity	75,079	—	—	75,079	Monthly	3 – 15 days
Domestic equity	31,532	—	—	31,532	Monthly – annually	30 – 60 days
Real assets	14,142	—	—	14,142	See note 7(a)	See note 7(a)
Fixed income	5,235	—	—	5,235	Annually	180 days
	<u>\$ 370,473</u>	<u>127,143</u>	<u>2,598</u>	<u>500,214</u>		

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, 2015, Kaleida has committed to

KALEIDA HEALTH

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

contribute approximately \$192.7 million to such investments, of which Kaleida has contributed approximately \$136.7 million and has outstanding commitments of \$56.0 million.

Contributions – For the calendar year ended December 31, 2015, Kaleida has contributed \$34.8 million. Expected contributions for the plan year ending December 31, 2016 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):

2016	\$	25,231
2017		27,870
2018		30,543
2019		33,628
2020–2024		260,700

The expected benefits are based on the same assumptions used to measure Kaleida’s benefit obligations at December 31, 2015 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 \$3.3 million and \$2.7 million for 2015 and 2014, 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:

	<u>2015</u>	<u>2014</u>
	(Dollars in thousands)	
Accumulated postretirement obligation at end of year	\$ 6,688	8,162
Fair value of plan assets at end of year	<u>—</u>	<u>—</u>
Postretirement obligation recognized at end of year included as a component of pension and postretirement obligations	\$ <u>(6,688)</u>	<u>(8,162)</u>

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Notes to Consolidated Financial Statements

December 31, 2015 and 2014

Net postretirement benefit cost was approximately \$602,000 and \$56,000 for the years ended December 31, 2015 and 2014, respectively. The weighted average assumptions used to determine postretirement benefit cost and obligations at the Plan's measurement date (December 31):

	<u>2015</u>	<u>2014</u>
Discount rate for benefit obligations	4.28%	3.80%
Discount rate for net postretirement cost	3.80	4.70

For measurement purposes, 2015 increases in the per capita cost of covered health care benefits were assumed for medical and prescription drugs at 6.98%. 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.

(c) *Collective Bargaining Agreements*

A significant portion of Kaleida employees work under collective bargaining agreements which were renegotiated in 2013. The new agreements have a duration of three years and will expire in May 2016.

(13) **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:

	<u>2015</u>	<u>2014</u>
	(Dollars in thousands)	
Balance at beginning of year	\$ 12,325	11,714
Net obligations settled in current period	(51)	(64)
Accretion expense	944	675
Balance at end of year	<u>\$ 13,218</u>	<u>12,325</u>

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Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(14) Temporarily and Permanently Restricted Net Assets

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

	2015	2014
	(Dollars in thousands)	
Capital expansion and improvements	\$ 44,827	47,908
Advancement of medical education and research and healthcare services	58,400	73,816
	<u>\$ 103,227</u>	<u>121,724</u>

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

	2015	2014
	(Dollars in thousands)	
Funds to be held in perpetuity, the income from which is expendable to support healthcare services, including medical research	\$ 14,824	10,824
Funds to be held in perpetuity, the income from which is expendable to support pediatric healthcare services	4,909	4,656
	<u>\$ 19,733</u>	<u>15,480</u>

In 2015 and 2014, net assets were released from donor restrictions by incurring expenses satisfying the restricted purposes of operating expenses of approximately \$5.6 million and \$4.9 million, respectively, and capital expenditures of \$18.5 million and \$1.3 million, respectively.

KALEIDA HEALTH

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(15) Other Operating Revenue

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

	<u>2015</u>	<u>2014</u>
	(Dollars in thousands)	
Grant revenue	\$ 9,061	9,999
Unrestricted contributions	3,064	2,576
Rental revenue	4,249	3,620
Rebate and other miscellaneous revenue	7,508	5,948
Pharmaceutical discount program revenue	20,887	13,710
	<u>\$ 44,769</u>	<u>35,853</u>

(16) 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:

	<u>2015</u>	<u>2014</u>
	(Dollars in thousands)	
Healthcare services	\$ 1,235,173	1,147,054
General and administrative	136,784	126,743
	<u>\$ 1,371,957</u>	<u>1,273,797</u>

KALEIDA HEALTH
Consolidating Balance Sheet
December 31, 2015
(Dollars in thousands)

Assets	Hospital	Home Care	Foundations	Other consolidated entities	Reclasses and eliminations	December 31, 2015 consolidated
Current assets:						
Cash and cash equivalents	\$ 41,635	14,583	2,786	6,223	—	65,227
Investments	16,042	82,779	58,151	—	—	156,972
Accounts receivable:						
Patient, net	159,866	17,016	—	11,158	—	188,040
Other	25,228	793	7,774	655	(5,672)	28,778
Estimated third-party payor receivables	21,904	—	—	—	—	21,904
Inventories	25,725	1,045	—	4,975	—	31,745
Prepaid expenses and other current assets	10,908	214	78	3,179	—	14,379
Total current assets	<u>301,308</u>	<u>116,430</u>	<u>68,789</u>	<u>26,190</u>	<u>(5,672)</u>	<u>507,045</u>
Assets limited as to use:						
Designated under debt agreements	44,926	—	—	—	—	44,926
Designated under self-insurance programs	97,439	6,920	—	—	—	104,359
Board designated and donor restricted	25,337	—	59,678	—	—	85,015
Other	1,737	—	—	—	—	1,737
	<u>169,439</u>	<u>6,920</u>	<u>59,678</u>	<u>—</u>	<u>—</u>	<u>236,037</u>
Property and equipment, less accumulated depreciation and amortization	481,933	2,942	24	29,952	—	514,851
Interest in net assets of Foundations	149,605	—	—	—	(149,605)	—
Other	24,859	2,687	22,324	32,681	(13,581)	68,970
Total assets	<u>\$ 1,127,144</u>	<u>128,979</u>	<u>150,815</u>	<u>88,823</u>	<u>(168,858)</u>	<u>1,326,903</u>

See accompanying independent auditors' report.

KALEIDA HEALTH
Consolidating Balance Sheet
December 31, 2015
(Dollars in thousands)

Liabilities and Net Assets	Hospital	Home Care	Foundations	Other consolidated entities	Reclasses and eliminations	December 31, 2015 consolidated
Current liabilities:						
Accounts payable and other accrued expenses	\$ 106,078	1,941	1,210	3,979	(253)	112,955
Accrued payroll and related expenses	43,585	6,641	—	2,243	—	52,469
Estimated third-party payor settlements	22,304	951	—	—	—	23,255
Current portion of long-term debt	20,700	—	—	973	—	21,673
Other current liabilities	10,342	34	—	5,801	(5,419)	10,758
Total current liabilities	203,009	9,567	1,210	12,996	(5,672)	221,110
Long-term debt, less current portion	287,460	—	—	4,023	—	291,483
Construction costs payable	16,979	—	—	—	—	16,979
Estimated self-insurance reserves	153,553	5,829	—	—	—	159,382
Asset retirement obligations	13,218	—	—	—	—	13,218
Pension and postretirement obligations	259,672	—	—	—	—	259,672
Other long-term liabilities	3,204	—	—	6,688	(5,058)	4,834
Total liabilities	937,095	15,396	1,210	23,707	(10,730)	966,678
Net assets:						
Unrestricted:						
Available for operations	328,002	113,583	50,578	65,116	(59,101)	498,178
Provision for future benefit costs	(260,913)	—	—	—	—	(260,913)
Total unrestricted	67,089	113,583	50,578	65,116	(59,101)	237,265
Temporarily restricted	103,227	—	87,235	—	(87,235)	103,227
Permanently restricted	19,733	—	11,792	—	(11,792)	19,733
Total net assets	190,049	113,583	149,605	65,116	(158,128)	360,225
Total liabilities and net assets	\$ 1,127,144	128,979	150,815	88,823	(168,858)	1,326,903

See accompanying independent auditors' report.

KALEIDA HEALTH

Consolidating Statement of Operations

Year ended December 31, 2015

(Dollars in thousands)

	Hospital	Home Care	Foundations	Other consolidated entities	Reclasses and eliminations	December 31, 2015 consolidated
Operating revenue:						
Patient service revenue, net	\$ 1,172,533	106,165	—	79,297	—	1,357,995
Less provision for bad debts	11,594	1,400	—	145	—	13,139
Net patient service revenue	1,160,939	104,765	—	79,152	—	1,344,856
Other operating revenue	41,014	1,198	3,064	2,026	(2,533)	44,769
Net assets released from restrictions for operations	1,306	—	4,272	—	—	5,578
Total operating revenue	1,203,259	105,963	7,336	81,178	(2,533)	1,395,203
Operating expenses:						
Salaries and benefits	667,650	71,186	1,358	45,438	(200)	785,432
Purchased services and other	214,566	10,097	5,185	24,748	(967)	253,629
Medical and nonmedical supplies	224,637	9,438	10	19,338	—	253,423
Depreciation and amortization	61,447	895	2	2,398	—	64,742
Interest	14,514	—	—	1,583	(1,366)	14,731
Total operating expenses	1,182,814	91,616	6,555	93,505	(2,533)	1,371,957
Income (loss) from operations	20,445	14,347	781	(12,327)	—	23,246
Other income:						
Investment income	716	(349)	1,268	416	—	2,051
Net realized gains on sale of investments	2,331	985	(221)	—	—	3,095
Net change in unrealized gains and losses on investments	(5,222)	(3,803)	(2,185)	345	—	(10,865)
Total other income	(2,175)	(3,167)	(1,138)	761	—	(5,719)
Excess (deficiency) of revenue over expenses	\$ 18,270	11,180	(357)	(11,566)	—	17,527

See accompanying independent auditors' report.