

The Milford Hospital, Incorporated

Financial Statements

September 30, 2014 and 2013



BAKER TILLY

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The Milford Hospital, Incorporated

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Independent Auditors' Report

Board of Directors
The Milford Hospital, Incorporated

We have audited the accompanying financial statements of The Milford Hospital, Incorporated (the "Hospital"), which comprise the balance sheet as of September 30, 2014, and the related statements of operations and changes in net assets (deficit) and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit 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 financial statements are free of material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Milford Hospital, Incorporated, at September 30, 2014, and the results of its operations and changes in net assets (deficit) and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Other Matter

The financial statements of the Milford Hospital, Incorporated, for the year ended September 30, 2013, were audited by another auditor whose report, dated September 29, 2014, included an emphasis-of-matter paragraph noting a significant transaction with another health care provider as more fully explained in Note 5, and an emphasis-of-matter paragraph that described the adoption of Accounting Standards Update 2011-07, *Presentation and Disclosure of Patient Service Revenue, Provision for Bad Debts, and the Allowance for Doubtful Accounts for Certain Health Care Entities*, and expressed an unmodified opinion on those statements. Our opinion is not modified with respect to this matter.

Baker Tilly Viechow Krause, LLP

New York, New York
February 26, 2015

The Milford Hospital, Incorporated

Balance Sheet

September 30, 2014 and 2013

	<u>2014</u>	<u>2013</u>		<u>2014</u>	<u>2013</u>
Assets			Liabilities and Net Assets (Deficit)		
Current Assets			Current Liabilities		
Cash and cash equivalents	\$ 6,892,694	\$ 1,665,016	Accounts payable	\$ 7,032,887	\$ 5,318,753
Short-term investments	110,778	110,612	Accrued salaries, wages and vacation	6,690,575	6,870,249
Patient accounts receivable (net of estimated allowance for doubtful accounts of \$2,920,000 in 2014 and \$3,217,000 in 2013, respectively)	8,850,797	9,618,035	Estimated third-party payor settlements	2,226,150	1,691,606
Inventories	772,809	887,860	Due to affiliates	122,749	20,705
Prepaid expenses and other current assets	872,178	1,727,752	Insured claims liabilities	672,298	814,691
Insured claims receivable	672,298	814,691	Other current liabilities	1,881,969	1,871,366
	<u>18,171,554</u>	<u>14,823,966</u>	Total current liabilities	18,626,628	16,587,370
Investments	1,815,473	3,482,913	Note Payable	6,000,000	-
Assets Whose Use is Limited	1,658,681	2,580,001	Insured Claims Liabilities, Net of Current Portion	2,795,413	4,086,302
Property, Plant, and Equipment			Accrued Pension and Other Liabilities	20,542,231	19,096,320
Land and land improvements	1,437,940	1,434,340	Total liabilities	47,964,272	39,769,992
Building and building improvements	15,580,796	15,228,139	Net Assets (Deficit)		
Equipment	34,694,933	33,530,177	Unrestricted	(2,536,448)	7,157,824
	<u>51,713,669</u>	<u>50,192,656</u>	Temporarily restricted	840,476	774,510
Less accumulated depreciation	(30,714,786)	(28,032,186)	Permanently restricted	673,763	673,763
	<u>20,998,883</u>	<u>22,160,470</u>	Total net assets (deficit)	(1,022,209)	8,606,097
Beneficial Interest in Milford Hospital Foundation, Inc.	960,239	894,273			
Due from Affiliates	541,820	348,164			
Insured Claims Receivable, net	2,795,413	4,086,302			
Total assets	<u>\$ 46,942,063</u>	<u>\$ 48,376,089</u>	Total liabilities and net assets (deficit)	<u>\$ 46,942,063</u>	<u>\$ 48,376,089</u>

See notes to financial statements

The Milford Hospital, Incorporated

Statement of Operations and Changes in Net Assets (Deficit)
Years Ended September 30, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Operating Revenues		
Patient service revenue	\$ 69,109,103	\$ 73,584,384
Provision for bad debts	(5,608,309)	(6,456,481)
Net patient service revenue (less provision for bad debts)	63,500,794	67,127,903
Other revenues	1,352,459	1,449,445
Total operating revenues	<u>64,853,253</u>	<u>68,577,348</u>
Operating Expenses		
Salaries and wages	35,687,359	37,819,070
Employee benefits	9,339,375	9,405,113
Supplies and other	24,335,355	25,901,738
Depreciation	2,687,549	4,180,977
Interest	26,961	34,936
Total operating expenses	<u>72,076,599</u>	<u>77,341,834</u>
Operating loss	(7,223,346)	(8,764,486)
Investment Income	362,189	625,298
Change in Unrealized Gains and Losses on Investments	<u>(342,578)</u>	<u>(736,830)</u>
Expenses in excess of revenues	\$ (7,203,735)	\$ (8,876,018)

See notes to financial statements

The Milford Hospital, Incorporated

Statement of Operations and Changes in Net Assets (Deficit)

Years Ended September 30, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Unrestricted Net Assets (Deficit) (continued)		
Expenses in excess of revenues (from previous page)	\$ (7,203,735)	\$ (8,876,018)
Net assets released from restrictions for capital	92,074	57,351
Transfers to affiliates	(926,625)	(2,260,753)
Pension liability adjustment	<u>(1,655,986)</u>	<u>12,309,985</u>
Change in unrestricted net assets (deficit)	<u>(9,694,272)</u>	<u>1,230,565</u>
Temporarily Restricted Net Assets		
Investment income	17,634	-
Transfers from affiliates	74,440	57,351
Net assets released from restrictions for capital	(92,074)	(57,351)
Change in beneficial interest in Milford Hospital Foundation, Inc.	<u>65,966</u>	<u>105,069</u>
Increase in temporarily restricted net assets	<u>65,966</u>	<u>105,069</u>
Change in net assets (deficit)	(9,628,306)	1,335,634
Net Assets, Beginning	<u>8,606,097</u>	<u>7,270,463</u>
Net Assets (Deficit), Ending	<u>\$ (1,022,209)</u>	<u>\$ 8,606,097</u>

See notes to financial statements

The Milford Hospital, Incorporated

Statement of Cash Flows

Years Ended September 30, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Cash Flows from Operating Activities		
Change in net assets (deficit)	\$ (9,628,306)	\$ 1,335,634
Adjustments to reconcile change in net assets (deficit) net cash (used in) provided by operating activities:		
Depreciation	2,687,549	4,180,977
Provision for bad debts	5,608,309	6,456,481
Change in realized gains and unrealized gains and losses on investments	(6,964)	104,039
Pension liability adjustment	1,655,986	(12,309,985)
Transfers to affiliates	926,625	2,260,753
Change in beneficial interest in Milford Hospital Foundation, Inc.	(65,966)	(105,069)
Changes in assets and liabilities:		
Accounts receivable	(4,841,071)	(3,780,788)
Inventories	115,051	(26,728)
Prepaid expenses and other current assets	855,574	(284,172)
Due from affiliates	(193,656)	305,906
Investments classified as trading securities	-	7,091,400
Accounts payable	1,714,134	968,630
Accrued salaries, wages and vacation	(179,674)	167,781
Other liabilities	(199,472)	(802,480)
Estimated third-party payor settlements	534,544	795,803
Due to affiliates	102,044	9,205
Net cash (used in) provided by operating activities	<u>(915,293)</u>	<u>6,367,387</u>
Cash Flows from Investing Activities		
Net purchases of property and equipment	(1,525,962)	(2,759,295)
Decrease in investments and assets whose use is limited	<u>2,595,558</u>	<u>848,504</u>
Net cash provided by (used in) investing activities	<u>1,069,596</u>	<u>(1,910,791)</u>
Cash Flows from Financing Activities		
Proceeds from issuance of note payable	6,000,000	-
Repayment of long-term debt	-	(935,367)
Transfers to affiliates	<u>(926,625)</u>	<u>(2,260,753)</u>
Net cash provided by financing activities	<u>5,073,375</u>	<u>(3,196,120)</u>
Net increase in cash and cash equivalents	5,227,678	1,260,476
Cash and Cash Equivalents, Beginning	<u>1,665,016</u>	<u>404,540</u>
Cash and Cash Equivalents, Ending	<u>\$ 6,892,694</u>	<u>\$ 1,665,016</u>
Supplementary Disclosure of Cash Flow Information		
Interest paid	<u>\$ 26,961</u>	<u>\$ 34,936</u>

See notes to financial statements

The Milford Hospital, Incorporated

Notes to Financial Statements
September 30, 2014 and 2013

1. Organization and Significant Accounting Policies

Organization

The Milford Hospital, Incorporated (the "Hospital"), a voluntary tax-exempt acute care hospital incorporated under the general statutes of the state of Connecticut, is a subsidiary of Milford Health and Medical, Inc. (the "Parent"). The Board of Directors (the "Board") of the Hospital, appointed by the Parent, controls the operations of the Hospital. Also, the Milford Hospital Foundation, Inc. is a subsidiary of the Parent, and functions as the fund-raising affiliate for the Hospital.

Financial Transaction and Liquidity

For the years ended September 30, 2014 and 2013, the Hospital had operating losses of approximately \$7.2 and \$8.8 million, respectively. The Hospital's continued existence is dependent upon future operations in which cash revenue exceeds expenses to provide for the maintenance of adequate working capital. Management's plans for dealing with the historical and ongoing effects of recently declining operations results are focused on cost reduction, revenue enhancement, and shared or interested services with other health care providers. The Parent entered into an agreement with another health care provider in September 2014. Under the terms of the agreement the health care provider will utilize beds at the Hospital under a lease arrangement and the health care provider will furnish an \$8.0 million term loan to the Hospital in order to provide it with liquidity. See Note 5.

Estimates and Assumptions

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities such as estimated uncollectible accounts for patient accounts receivable, insurance claims liabilities and receivables, estimated impairment of long-lived assets and estimated receivables from and payables to third-party reimbursement agencies, and disclosure of contingent assets and contingent liabilities at the date of the financial statements. The allowance for uncollectible accounts, impairment of long-lived assets, insurance claims liabilities and receivables, and the estimated receivables from and payables to third-party reimbursement agencies, among other accounts, require significant use of estimates. Estimates also affect the reported amounts of revenues and expenses during the reported period. There is at least a reasonable possibility that certain estimates will change by material amounts in the near term. Actual results could differ from those estimates.

Regulatory Matters

The Hospital is required to file annual operating information with the state of Connecticut Office of Health Care Access.

The Milford Hospital, Incorporated

Notes to Financial Statements
September 30, 2014 and 2013

Cash and Cash Equivalents and Short-Term Investments

The Hospital considers all highly liquid investments with a maturity of three months or less, when purchased, to be cash equivalents. Short-term investments consist of bank certificates of deposit. Cash and cash equivalents are maintained with domestic financial institutions with deposits that exceed federally insured limits and, therefore, bear a risk of loss.

Inventories

Inventories, consisting mainly of supplies, are stated at the lower of cost or market. The Hospital values its inventories using the first-in, first-out method.

Fair Value of Financial Instruments

The carrying value of financial instruments in the accompanying balance sheet as of September 30, 2014 and 2013 approximates fair value based on current market conditions. The fair value of each financial instrument is disclosed in the respective notes and in Note 4.

Investments

Investments in equity securities with readily determinable fair values and all investments in debt securities are measured at fair value at the balance sheet date. Investment income or loss (including interest, dividends, realized gains and losses, and change in unrealized gains and losses) is included in the determination of expenses in excess of revenues unless the income or loss is restricted by donor or law. Assets temporarily restricted (by donor) are recorded at fair value at the date of donation, which is then considered cost.

Alternative investments (not readily marketable assets) are stated in the accompanying balance sheet based upon net asset values derived from the application of the equity method of accounting. Individual investment holdings within the alternative investments may, in turn, include investments in both nonmarketable and market-traded securities. Financial information used by the Hospital to evaluate its alternative investments is prepared by the investment manager or general partner and includes fair value valuations that may be based on historical cost, appraisals, or other estimates that require varying degrees of judgment. Generally, fair value reflects net contributions to the investee and an ownership share of realized and unrealized investment income and expenses. The investments may indirectly expose the Hospital to securities lending, short sales of securities, and trading in futures and forwards contracts, options, swap contracts, and other derivative products. While these financial instruments may contain varying degrees of risk, the Hospital's risk with respect to such transactions is limited to its capital balance in each investment. The financial statements of the investees are audited annually by independent auditors.

There is uncertainty in determining values of alternative investments arising from factors such as lack of active markets (primary and secondary), lack of transparency into underlying holdings, and time lags associated with reporting by the investee companies. As a result, there is at least a reasonable possibility that estimates will change.

Investment income, including realized gains and changes in unrealized gains and losses on investments, interest, and dividends, is included in nonoperating income unless the income or loss is restricted by the donor or law. The cost of securities sold is based on the specific identification method. The financial statements of the investees are audited annually by independent auditors.

The Milford Hospital, Incorporated

Notes to Financial Statements
September 30, 2014 and 2013

The alternative investments include certain liquidity restrictions that may require 90 days advance notice for redemptions, and there are remaining commitments to the alternative investment funds of \$112,500 as of September 30, 2014.

Assets Whose Use is Limited

Assets whose use is limited primarily consist of interest-bearing deposits in banks which have been set aside by the Board and restricted by donors for future capital improvements or purchases of equipment. Except for the assets restricted by donors, the Board retains control of funds it has set aside and may, at its discretion, subsequently use these funds for other purposes.

Patient Accounts Receivable

Patient accounts receivable result from the health care services provided by the Hospital. Additions to the allowance for doubtful accounts result from the provision for bad debts. Accounts written off as uncollectible are deducted from the allowance for doubtful accounts. The amount of the allowance for doubtful accounts is based upon management's assessment of historical and expected net collections, business and economic conditions, trends in Medicare and Medicaid health care coverage, and other collection indicators. See Note 2 for additional information relative to third-party payor programs.

The Hospital's primary concentration of credit risk is patient accounts receivable, which consists of amounts owed by various governmental agencies, insurance companies, and private patients. The Hospital manages the receivables by regularly reviewing its patient accounts and contracts, and by providing appropriate allowances for doubtful amounts. Significant concentrations of gross patient accounts receivable, before allowances for doubtful accounts, include 43% and 39% for Medicare, and 8% and 7% for Medicaid, for the years ended September 30, 2014 and 2013, respectively.

Property, Plant, and Equipment

Property, plant, and equipment is stated on the basis of cost. Depreciation of property, plant, and equipment is provided using the straight-line method over their estimated useful lives of the related assets as follows:

Building and improvements	5 - 50 years
Equipment	3 - 25 years

The Milford Hospital, Incorporated

Notes to Financial Statements
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Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If long-lived assets are deemed to be impaired, the impairment loss to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value. As a result of declining operating results, the Hospital performed an evaluation of long-lived assets. In performing the test, the Hospital determined that the total of the expected future undiscounted cash flows directly related to its enterprise-wide asset group was less than the carrying value of the asset group; therefore, an impairment loss was required to be recorded. The impairment loss of \$1.5 million represents the difference between the fair value of the asset group and its related carrying value and is included within depreciation expense in the statement of operations and changes in net assets (deficit) for the year ended September 30, 2013. The loss has been allocated to various categories of fixed assets. Fair value of the asset group that was deemed to be impaired, principally fixed assets, was primarily based on a combination of the cost and sales comparison approaches. The cost approach provides an indication of the current cost of an asset by an estimate of accrued depreciation. The sales comparison approach is based on the principle of whether a property is replaceable in the market. Because of uncertainty in the current market, it is reasonably possible that the estimate of the fair value of the asset group may change in the near term. The Hospital determined that the long-lived assets are not impaired at September 30, 2014.

During January 2014, the Hospital received approval for grant funding in the amount of \$2.0 million from the State of Connecticut Department of Public Health to purchase medical and computer equipment to meet the clinical needs of its patients. As of September 30, 2014, the Hospital has been reimbursed approximately \$317,000 for funds used to purchase equipment.

Restricted Net Assets

Temporarily restricted net assets are those where use by the Hospital has been limited by donors to a specific time frame or purpose. All of the Hospital's temporarily restricted net assets are restricted for capital expenditures. Permanently restricted net assets are amounts to be maintained in perpetuity, the income of which can be used for capital expenditures.

Donor-Restricted Gifts

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 if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified as unrestricted net assets and reported in the statement of operations as net assets released from restrictions. Donor-restricted contributions whose restrictions are met within the same year as received are included in nonoperating income in the accompanying statement of operations and changes in net assets.

The Milford Hospital, Incorporated

Notes to Financial Statements
September 30, 2014 and 2013

Expenses in Excess of Revenues

The accompanying statement of operations and changes in net assets (deficit) include expenses in excess of revenues as the performance indicator. Changes in unrestricted net assets which are excluded from the expenses in excess of revenues include permanent transfers of assets to and from affiliates for other than goods and services, contributions of long-lived assets, including assets acquired using contributions which by donor restriction were to be used for the purposes of acquiring such assets, and the pension liability adjustment.

Nonoperating Income

Activities, other than in connection with providing health care services, are considered to be nonoperating. Nonoperating income primarily consists of income on invested funds and unrestricted gifts.

Beneficial Interest in Milford Hospital Foundation, Inc.

The interest in Milford Hospital Foundation, Inc. represents the Hospital's beneficial interest in net assets of The Milford Hospital Foundation, Inc. This investment is accounted for in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 958-20, *Transfers of Assets to a Not-for-Profit Organization or Charitable Trust That Raises or Holds Contributions for Others*.

Income Taxes

The Hospital is a not-for-profit corporation as described in Section 501(c)(3) of the Internal Revenue Code (the "Code"), and is exempt from federal income taxes on related income pursuant to Section 501(a) of the Code and is exempt from the state of Connecticut and local income taxes. The Hospital has a net operating loss carryforward from unrelated business activities of approximately \$6,043,000. A deferred tax asset for these losses of approximately \$2,417,000 is offset by a corresponding valuation allowance of the same amount. Operating loss carryforwards will begin to expire in five years.

Subsequent Events

The Hospital evaluates the impact of subsequent events, which are events that occur after the balance sheet date but before the financial statements are issued, for potential recognition or disclosure in the financial statements as of the balance sheet date. For the year ended September 30, 2014, the Hospital evaluated subsequent events through February 26, 2015, which is the date the financial statements were available to be issued.

New Accounting Standard

In May 2014, the FASB issued Accounting Standards Update ("ASU") No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. ASU No. 2014-09 supersedes the revenue recognition requirements in Topic 605, *Revenue Recognition*, and most industry-specific guidance. Under the requirements of ASU No. 2014-09, the core principle is that entities should recognize revenue to depict the transfer of promised goods or services to customers (patients) in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The Hospital will be required to retrospectively adopt the guidance in ASU No. 2014-09 for years beginning after December 15, 2017; early application is not permitted. The Hospital has not yet determined the impact of adoption of this ASU on its financial statements.

The Milford Hospital, Incorporated

Notes to Financial Statements
September 30, 2014 and 2013

Reclassifications

Certain reclassifications have been made to the 2013 balances previously reported to conform to the current year presentation.

2. Revenues From Services to Patients and Charity Care

The following table summarizes net revenues from services to patients:

	<u>2014</u>	<u>2013</u>
Gross revenues from services to patients	\$ 197,304,279	\$ 194,913,879
Deductions:		
Allowances	127,615,381	120,685,894
Charity care	<u>579,795</u>	<u>643,601</u>
	<u>128,195,176</u>	<u>121,329,495</u>
Patient service revenue (net of contractual allowances and discounts)	69,109,103	73,584,384
Provision for bad debts	<u>(5,608,309)</u>	<u>(6,456,481)</u>
Net patient service revenue (less provision for bad debts)	<u>\$ 63,500,794</u>	<u>\$ 67,127,903</u>

Patient revenues from services to patients for the years ended September 30, 2014 and 2013, net of contractual allowances and discounts (but before the provision for bad debts), recognized in the period from these major payor sources based on primary insurance designation, are as follows:

	<u>2014</u>	<u>2013</u>
Third-party payors	\$ 63,166,797	\$ 67,807,215
Self-pay	<u>5,942,306</u>	<u>5,777,169</u>
Total all payors	<u>\$ 69,109,103</u>	<u>\$ 73,584,384</u>

Deductibles and copayments under third-party payment programs within the third-party payor amount above are the patient's responsibility and the Hospital considers these amounts in its determination of the provision for bad debts based on collection experience.

Accounts receivable are also reduced by an allowance for doubtful accounts. In evaluating the collectability of accounts receivable, the Hospital analyzes its past history and identifies trends for each of its major payor sources of revenue to estimate the appropriate allowance for doubtful accounts and the provision for bad debts. Management regularly reviews data about these major payor sources of revenue in evaluating the sufficiency of the allowance for doubtful accounts.

The Milford Hospital, Incorporated

Notes to Financial Statements
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For receivables associated with services provided to patients who have third-party coverage, the Hospital analyzes contractually due amounts and provides an allowance for doubtful accounts and a provision for bad debts, if necessary (for example, for payors who are known to be having financial difficulties that make the realization of amounts due unlikely).

For receivables associated with self-pay patients which includes both patients without insurance and patients with deductible and copayment balances due for which third-party coverage exists for part of the bill, the Hospital records a significant provision for bad debts in the period of service on the basis of its past experience, which indicates that many patients are unable or unwilling to pay the portion of their bill for which they are financially responsible. The difference between discounted rates and the amounts actually collected after all reasonable collection efforts have been exhausted is charged off against the allowance for doubtful accounts.

The Hospital allowance for doubtful accounts totaled approximately \$2,920,000 and \$3,217,000 at September 30, 2014 and 2013, respectively. The allowance for doubtful accounts for self-pay patients was approximately 71.5% and 70.7% of self-pay accounts receivable as of September 30, 2014 and 2013, respectively. Overall, the total of self-pay discounts and write-offs has not changed significantly for the year ended September 30, 2014. The Hospital has not experienced significant changes in write-off trends.

During fiscal years 2014 and 2013, the Hospital's net revenues from services to patients were 41% and 37% from Medicare, 9% and 7% from Medicaid, and 14% and 17% from Blue Cross (governmental payors include managed Medicare and Medicaid business), 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 material amounts in the near term. The Hospital believes that it is in compliance with all applicable laws and regulations, and is not aware of any pending or threatened investigations involving allegations of potential wrongdoing. 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. Changes in the Medicare and Medicaid programs and the reduction of funding levels could have an adverse impact on the Hospital.

Patient accounts receivable and revenues are recorded when patient services are performed. The Hospital has agreements with certain third-party payors, including health maintenance organizations that provide for payments to the Hospital at amounts different from the Hospital's established billing rates. These differences are accounted for as allowances. Under these agreements, the Hospital receives reimbursement based on a number of different arrangements, including fee-for-service payments.

Net revenues from services to patients is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered, including estimated retroactive adjustments under reimbursement agreements with third-party payors. Retroactive adjustments are accrued on an estimated basis in the period the related services are rendered, and adjusted in future periods as final settlements are determined. Revenue under third-party payor agreements is subject to audit and retroactive adjustments. Retroactive adjustments are considered in the recognition of revenue on an estimated basis in the period the related services are rendered, and such amounts are adjusted in future periods as adjustments become known or as years are no longer subject to such audits, reviews, and investigations. Retroactive adjustments related to settlements with third-party payors decreased net revenues from services to patients by approximately \$50,000 and \$642,000 for the years ended September 30, 2014 and 2013, respectively.

The Milford Hospital, Incorporated

Notes to Financial Statements
September 30, 2014 and 2013

The Hospital accepts all patients regardless of their ability to pay. A patient is classified as a charity patient by reference to the established policies of the Hospital. Essentially, these policies define charity services as those services for which no payment is anticipated. In assessing a patient's inability to pay, the Hospital utilizes the generally recognized poverty income levels for the state of Connecticut, but also includes certain cases where incurred charges are significant when compared to a patient's income level. These charges are not included in net revenues from services to patients for financial reporting purposes.

The estimated cost of charity care provided was \$241,224 and \$293,668 for the years ended September 30, 2014 and 2013, respectively. The estimated cost of charity care is based on the ratio of cost to charges, as determined by hospital-specific data.

3. Investments

Investments are comprised of the following at September 30:

	<u>2014</u>	<u>2013</u>
Cash and cash equivalents	\$ 1,446,051	\$ 409,069
Common stock	-	1,188,109
Equity mutual funds	-	352,844
Alternative investments	369,422	1,532,891
	<u>\$ 1,815,473</u>	<u>\$ 3,482,913</u>

Assets whose use is limited are comprised of the following at September 30:

	<u>2014</u>	<u>2013</u>
Cash and cash equivalents	\$ 1,095,071	\$ 1,615,727
Fixed income securities	298,381	306,642
Government bonds	265,229	410,285
Corporate bonds	-	132,382
Equity mutual funds	-	114,965
	<u>\$ 1,658,681</u>	<u>\$ 2,580,001</u>

The composition of assets whose use is limited at September 30 is as follows:

	<u>2014</u>	<u>2013</u>
Internally designated	\$ 1,029,171	\$ 1,855,375
Temporarily restricted for capital purposes	75,510	170,626
Permanently restricted	554,000	554,000
	<u>\$ 1,658,681</u>	<u>\$ 2,580,001</u>

The Milford Hospital, Incorporated

Notes to Financial Statements
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The components of investment earnings include the following for the years ended September 30:

	<u>2014</u>	<u>2013</u>
Interest income	\$ 4,552	\$ 11,433
Dividend income	305,323	238,670
Realized gains	349,542	632,791
Other	<u>(297,228)</u>	<u>(257,596)</u>
	362,189	625,298
Change in unrealized gains and losses on investments	<u>(342,578)</u>	<u>(736,830)</u>
Total return on investments	<u>\$ 19,611</u>	<u>\$ (111,532)</u>

4. Fair Value of Financial Instruments

As defined in ASC 820-10, *Fair Value Measurement - Overall*, fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In order to increase consistency and comparability in fair value measurements, ASC 820-10 establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels, which are described below:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable inputs that are based on inputs not quoted in active markets, but corroborated by market data.

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. In determining fair value, the Hospital utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible and considers nonperformance risk in its assessment of fair value.

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Financial assets carried at fair value in the accompanying balance sheet, excluding assets invested in the Hospital's defined benefit pension plan, are classified in the table below in one of the three categories described above:

	2014			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 6,892,694	\$ -	\$ -	\$ 6,892,694
Short-term investments:				
Certificates of deposit	110,778	-	-	110,778
Investments:				
Cash and cash equivalents	1,446,051	-	-	1,446,051
Alternative investments	-	-	369,422	369,422
Total investments	1,446,051	-	369,422	1,815,473
Assets whose use is limited:				
Cash and cash equivalents	1,095,071	-	-	1,095,071
Fixed income:				
Government bonds	-	265,229	-	265,229
Fixed income securities	-	298,381	-	298,381
Total assets whose use is limited	1,095,071	563,610	-	1,658,681
Total	\$ 9,544,594	\$ 563,610	\$ 369,422	\$ 10,477,626

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	2013			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 1,665,016	\$ -	\$ -	\$ 1,665,016
Short-term investments:				
Certificates of deposit	110,612	-	-	110,612
Investments:				
Cash and cash equivalents	409,069	-	-	409,069
Equities:				
International	638,862	-	-	638,862
Mid cap	222,732	-	-	222,732
Large cap	679,359	-	-	679,359
Alternative investments	-	-	1,532,891	1,532,891
Total investments	1,950,022	-	1,532,891	3,482,913
Assets whose use is limited:				
Cash and cash equivalents	1,615,727	-	-	1,615,727
Fixed income:				
Government bonds	-	410,285	-	410,285
Corporate bonds	-	132,382	-	132,382
Fixed income securities	-	306,642	-	306,642
Equities:				
Mid cap	7,835	-	-	7,835
Large cap	107,130	-	-	107,130
Total assets whose use is limited	1,730,692	849,309	-	2,580,001
Total	\$ 5,456,342	\$ 849,309	\$ 1,532,891	\$ 7,838,542

Fair value for Level 1 is based upon quoted market prices. Fair value for Level 2 is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets. Inputs are obtained from various sources, including market participants, dealers, and brokers.

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5. Note Payable

On September 2, 2014, the Hospital entered into a Master Agreement with another health care provider to provide a framework for implementing programs in a manner that is consistent with the charitable mission of each organization and the communities it serves. Under the terms of the agreement the health care provider will utilize beds at the Hospital under a lease arrangement to provide inpatient rehabilitation services to its patients and will furnish an \$8.0 million term loan to the Hospital. The Hospital had an outstanding balance on the loan of \$6 million at September 30, 2014. The term loan bears interest of 6.5% annually that is payable monthly. The principal balance of the term loan is payable to the lender in two equal annual installments on September 30, 2018 and 2019.

The term loan is collateralized by certain property owned by the Hospital.

In addition to the Master Agreement, the Hospital entered into an Inpatient Rehabilitation Unit (“IRU”) Lease and an IRU Services Agreement. The details of those agreements are as follows:

- IRU Lease Agreement: The term of the IRU Lease Agreement is five years during which time the Hospital will lease certain beds to the health care provider to be used to provide inpatient rehabilitation services to patients of the health care provider. The lease provides the tenant with two five-year renewal options at the end of each term. Monthly payments to the Hospital range from \$39,000 to \$44,000.
- IRU Services Agreement: The term of the IRU Services Agreement is five years during which time the health care provider will purchase certain clinical services related to those rehabilitation patients at the Hospital from the Hospital and certain affiliated physicians. The service agreement provides the Hospital with two five-year renewal options at the end of each term. Monthly payments to the Hospital range from \$153,000 to \$237,000.

The Master Agreement requires the Hospital to comply with certain financial covenants regarding levels of cash available for operations. If the Hospital fails to meet such covenants they are required to provide the health care provider with an action plan related to maintaining certain levels of cash available for operations. If the Hospital falls below 20 days cash on hand the health care provider may terminate the agreements in which case the term loan will be due immediately.

6. Pension Plan

The Hospital has a defined benefit pension plan (the “Plan”) covering substantially all of its employees. Plan benefits are based on years of service and the employee's compensation. Plan participants will vest in their benefits on a percentage basis with years of service.

Effective August 26, 2009, the Hospital's executive committee of the Board of Directors adopted a resolution to freeze the Plan for non-union employees effective December 31, 2009. Effective January 24, 2012, the Hospital's executive committee of the Board of Directors adopted a resolution to freeze the Plan for nursing union employees effective January 31, 2012.

The Hospital recognizes the funded status (i.e., the difference between the fair value of plan assets and the projected benefit obligation) of the Plan in its balance sheet.

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Net unrecognized actuarial losses at the reporting date will be subsequently recognized in the future as net periodic pension cost pursuant to the Hospital's accounting policy for amortizing such amounts. Further, actuarial gains and losses that arise in subsequent periods and are not recognized as net periodic pension cost in the same periods will be recognized as a component of unrestricted net assets.

Included in unrestricted net assets at September 30 are the following amounts that have not yet been recognized in net periodic pension credit:

	<u>2014</u>	<u>2013</u>
Unrecognized actuarial loss	\$ (17,062,288)	\$ (15,406,302)

The following is a reconciliation of the beginning and ending balances of the Plan's projected benefit obligation and the fair value of plan assets, as well as the funded status of the Plan and accrued pension cost:

	<u>2014</u>	<u>2013</u>
Changes in benefit obligation:		
Projected benefit obligation, beginning of year	\$ 81,706,599	\$ 93,981,617
Service cost	535,754	333,194
Interest cost	3,748,965	3,465,833
Benefits paid	(5,959,465)	(3,690,998)
Expenses paid	(552,032)	(535,754)
Actuarial losses (gains)	2,165,547	(11,847,293)
Projected benefit obligation, end of year	<u>\$ 81,645,368</u>	<u>\$ 81,706,599</u>
Changes in plan assets:		
Fair value of plan assets, beginning of year	\$ 65,869,815	\$ 64,873,614
Contributions	-	625,000
Actual return on plan assets	5,057,449	4,597,953
Benefits paid	(5,959,465)	(3,690,998)
Expenses paid	(552,032)	(535,754)
Fair value of plan assets, end of year	<u>\$ 64,415,767</u>	<u>\$ 65,869,815</u>
Funded status of the Plan	<u>\$ (17,229,601)</u>	<u>\$ (15,836,784)</u>
Components of net periodic pension credit:		
Service cost	\$ 535,754	\$ 333,194
Interest cost	3,748,965	3,465,833
Expected return on plan assets	(4,818,777)	(4,805,664)
Net amortization and deferral of actuarial loss	270,889	670,403
Net periodic pension credit	<u>\$ (263,169)</u>	<u>\$ (336,234)</u>

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The weighted-average assumptions used to develop net periodic benefit credit, and the projected benefit obligation as of September 30 are as follows:

	<u>2014</u>	<u>2013</u>
Discount rate used for net periodic pension credit	4.65 %	3.73 %
Discount rate used for projected benefit obligation	4.45	4.65
Expected long-term rate of return on plan assets	7.50	7.50
Rate of compensation increase	N/A	N/A

The accumulated benefit obligation at September 30, 2014 and 2013 was \$81,645,368 and \$81,706,599, respectively.

The actuarial losses in 2014 are primarily attributed to an increase in the discount rate and change in the mortality table. The actuarial gain in 2013 is primarily attributed to a decrease in the discount rate.

Plan Assets

To develop the expected long-term rate of return on plan assets assumption, the Hospital considers the historical return and the future expectations for return for each asset class, as well as target allocation of the plan asset portfolio. The Plan's investment objectives are to achieve long-term growth in excess of long-term inflation, and to provide a rate of return that meets or exceeds the actuarial expected long-term rate of return on plan assets over a long-term time horizon. In order to minimize the risk, the Plan aims to minimize the variability in yearly returns. The Plan also aims to diversify its holdings among sectors, industries, and companies. No more than 10% of the Plan's portfolio, excluding U.S. government securities and cash, may be held in an individual company's stocks or bonds, and no more than 20% in a single industry.

The Hospital's pension plan weighted-average allocations at September 30, 2014 and 2013, by asset category, are as follows:

	<u>2014</u>	<u>2013</u>
Cash and money market funds	2.6 %	9.4 %
Government bonds	10.4	12.9
Corporate bonds	6.5	8.2
Equities	62.7	64.1
Alternative investments	<u>17.8</u>	<u>5.4</u>
Total	<u>100.0 %</u>	<u>100.0 %</u>

The target allocation for the Plan's assets is 60% equity securities, 30% fixed income securities, and 10% other investments.

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Financial assets carried at fair value included in the Plan are classified in the tables below in one of the three categories described above:

	2014			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 1,698,509	\$ -	\$ -	\$ 1,698,509
Fixed income:				
Government bonds	-	6,703,907	-	6,703,907
Corporate bonds	-	4,163,447	-	4,163,447
Equities:				
International	13,234,227	-	-	13,234,227
Mid cap	3,003,899	-	-	3,003,899
Large cap	24,138,263	-	-	24,138,263
Alternative investments	-	-	11,473,515	11,473,515
Total	\$ 42,074,898	\$ 10,867,354	\$ 11,473,515	\$ 64,415,767

	2013			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 6,212,552	\$ -	\$ -	\$ 6,212,552
Fixed income:				
Government bonds	-	8,523,744	-	8,523,744
Corporate bonds	-	5,394,936	-	5,394,936
Equities:				
International	13,479,371	-	-	13,479,371
Mid cap	3,092,328	-	-	3,092,328
Large cap	25,581,878	-	-	25,581,878
Alternative investments	-	-	3,585,006	3,585,006
Total	\$ 48,366,129	\$ 13,918,680	\$ 3,585,006	\$ 65,869,815

The changes in investments classified as Level 3 are as follows for the years ended September 30:

	2014	2013
Beginning balance for the year	\$ 3,585,006	\$ 2,987,425
Purchases	7,000,000	500,000
Sales	(172,000)	-
Net change in unrealized appreciation	1,060,509	97,581
Ending balance for the year	\$ 11,473,515	\$ 3,585,006

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Alternative investments invested in the Plan are carried at fair value based upon, as a practical expedient, net asset values derived from the application of the equity method of accounting. Debt securities and equity securities with readily determinable values are classified as Level 1 as determined based on independent published sources. Level 2 assets are valued based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets. Inputs are obtained from various sources, including market participants, dealers, and brokers. Assets that are valued using significant unobservable inputs, such as extrapolated data, proprietary models, or indicative quotes that cannot be corroborated with market data are classified in Level 3 within the fair value hierarchy.

Level 3 assets are valued based on the Hospital's ownership interest in the net asset value ("NAV") of the fund as discussed above. As the NAV reported by each fund is used as a practical expedient to estimate the fair value of the Hospital's interest therein, its classification as Level 3 is based on the Hospital's ability to redeem its interest at or near the measurement date. The Hospital routinely monitors and assesses methodologies and assumptions used in valuing these interests.

Contributions

The Hospital does not expect to contribute to the Plan in 2015.

Estimated Future Benefit Payments

Benefit payments, which reflect expected future service, as appropriate, are expected to be paid as follows:

Fiscal years:	
2015	\$ 3,688,782
2016	3,801,137
2017	4,019,213
2018	4,288,574
2019-2023	24,424,190
2024-2028	<u>25,082,459</u>
Total	<u>\$ 65,304,355</u>

The Milford Hospital, Incorporated

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7. Transactions with Affiliates

Amounts expected to be collected from affiliated entities are as follows:

	<u>2014</u>	<u>2013</u>
Milford Medical Lab, Inc.	\$ 259,264	\$ 261,208
Milford Health and Medical, Inc.	62,308	-
Home Care Plus, Inc.	45,630	37,900
Milford Hospital Foundation, Inc.	21,096	-
Seabridge, Inc.	65,344	47,656
Torry Corporation	86,728	-
Milford Health Care Services, Inc.	1,450	1,400
Total	<u>\$ 541,820</u>	<u>\$ 348,164</u>

Amounts due from Milford Medical Lab, Inc. relate to lab and related services provided by the Hospital on behalf of Milford Medical Lab, Inc. The Hospital charged Milford Medical Lab, Inc. \$533,472 and \$593,909 in 2014 and 2013, respectively, for those services. Amounts due from other affiliated entities are the result of allocating joint general and administrative costs incurred by the Hospital. The amounts allocated to affiliates during the years ended September 30, 2014 and 2013, were \$966,530 and \$183,262, respectively.

8. Medical Malpractice Insurance

Effective October 1, 2004, the Hospital became insured by the Parent through Healthcare Alliance Insurance Company, Ltd. ("HAIC"). HAIC is a multi-provider captive insurance company domiciled in the Cayman Islands. The Parent was a one-third owner of the captive with two other local hospitals that each held one-third ownership. The Hospital's insurance coverage was \$1,500,000 per occurrence and \$3,000,000 in the aggregate. The Hospital had an excess layer of indemnity coverage of \$25,000,000 per occurrence and \$25,000,000 in the aggregate.

Effective July 1, 2013, the Parent sold its equity interest in HAIC and the Hospital became insured by Seaside Indemnity Alliance Company ("SIAC"). SIAC was incorporated on May 10, 2013, under the laws of the Cayman Islands and is a wholly owned subsidiary of the Parent. SIAC's activities are the direct insurance of the Hospital's professional and comprehensive general liability risks together with the physician professional liability risks of certain of the Hospital's affiliated physicians.

The Hospital's claims-made insurance coverage through SIAC, beginning July 1, 2013, is \$26,500,000 per claim with a policy aggregate of \$28,750,000. SIAC purchases reinsurance coverage which is \$25,000,000 per claim and \$25,000,000 in the aggregate.

SIAC will assume risks previously insured by HAIC during the period 2004 to 2013 via a loss portfolio transfer. The coverage limits in relation to these prior periods remain the same.

Management accrues its best estimate of losses as they occur. Accordingly, management has recorded a liability of approximately \$690,000 and \$761,000 at September 30, 2014 and 2013, respectively, for claims incurred but not reported which is included in accrued pension and other liabilities on the accompanying balance sheets. This liability has been discounted using a 3% discount rate at September 30, 2014 and 2013.

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Malpractice claims have been asserted against the Hospital by various claimants. These claims are in various stages of processing, and some may ultimately be brought to trial. There are known incidents that have occurred through September 30, 2014, that may result in the assertion of additional claims, and other claims may be asserted arising from services provided to patients in the past. In management's opinion, the outcome of these matters will not have a material effect on the Hospital's financial statements.

9. Commitments and Contingencies

The healthcare industry is subject to numerous laws and regulations of federal, state and local governments. Compliance with these laws and regulations is subject to future government review and interpretation as well as regulatory actions unknown or unasserted at this time. Government activity continues to increase with respect to investigations and allegations concerning possible violations by healthcare providers of fraud and abuse statutes and regulations, which could result in the imposition of significant fines and penalties as well as significant repayments for patient services previously billed. Management is not aware of any material incidents of noncompliance that have not been provided for in the accompanying financial statements; however, the possible future financial effects of this matter on the Hospital, if any, are not presently determinable.

10. Functional Expenses

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

	<u>2014</u>	<u>2013</u>
Healthcare services	\$ 67,475,000	\$ 72,404,000
General and administrative	4,602,000	4,938,000
	<u>\$ 72,077,000</u>	<u>\$ 77,342,000</u>

11. Other Operating Revenues

Other operating revenues consist of the following for the years ended September 30:

	<u>2014</u>	<u>2013</u>
Electronic health records incentive payments	\$ 852,995	\$ 977,058
Cafeteria	187,170	220,717
Pharmacy	183,449	178,878
Other	128,845	72,792
Total	<u>\$ 1,352,459</u>	<u>\$ 1,449,445</u>

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The American Recovery and Reinvestment Act of 2009 included provisions for implementing health information technology under the Health Information Technology for Economic and Clinical Health Act. The provisions were designed to increase the use of electronic health record ("EHR") technology and establish the requirements for a Medicare and Medicaid incentive payment program beginning in 2011 for eligible providers that adopt and meaningfully use certified EHR technology. Eligibility for annual Medicare incentive payments is dependent on providers demonstrating meaningful use of EHR technology in each period over a four-year period. Initial Medicaid incentive payments are available to providers that adopt, implement or upgrade certified EHR technology.

In subsequent years, providers must demonstrate meaningful use of such technology to qualify for additional Medicaid incentive payments. Hospitals that do not successfully demonstrate meaningful use of EHR technology are subject to payment penalties or downward adjustments to their Medicare payments beginning in federal fiscal year 2015.

The Hospital uses a grant accounting model to recognize revenue for the Medicare and Medicaid EHR incentive payments. Under this accounting policy, EHR incentive payment revenue is recognized when the Hospital is reasonably assured that the EHR meaningful use criteria for the required period of time were met and that the grant revenue will be received. EHR incentive payment revenue from Medicare and Medicaid for the years ended September 30, 2014 and 2013, was \$852,995 and \$977,058, respectively, and is included in other operating revenues. Income from incentive payments is subject to retrospective adjustment upon final settlement of the applicable cost report from which payments were calculated. Included in due to third-party reimbursement agencies is a retrospective reserve of \$218,706 and \$378,555 for this purpose as of September 30, 2014 and 2013, respectively. Additionally, the Hospital's attestation of compliance with the meaningful use criteria is subject to audit.