

CAMC Health System, Inc. and Subsidiaries

Consolidated Financial Statements as of and for the
Years Ended December 31, 2018 and 2017, Schedule of
Expenditures of State of West Virginia Awards for the
Years Ended December 31, 2018 and 2017, Schedule of
Expenditures of Federal Awards for the Year Ended
December 31, 2018, and Independent Auditors' Reports
in Connection with the Uniform Guidance for the Year
Ended December 31, 2018

DHHR - Finance

SEP 10 2019

Date Received

CAMC HEALTH SYSTEM, INC. AND SUBSIDIARIES

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Deloitte & Touche LLP
One PPG Place
Suite 2600
Pittsburgh, PA 15222-5433
USA

Tel: +1 412 338 7200
Fax: +1 412 338 7380
www.deloitte.com

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
CAMC Health System, Inc.:

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

Management's Responsibility for the Consolidated Financial Statements

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

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 and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States and the State of West Virginia Department of Health and Human Resources Grantee Audit Compliance Guide. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the System'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 System'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 CAMC Health System, Inc. and its subsidiaries as of December 31, 2018 and 2017, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 3 to the consolidated financial statements, the System adopted Financial Accounting Standards Board Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, utilizing a modified retrospective method of application. As discussed in Note 2 to the consolidated financial statements, the System adopted ASU No. 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities*. Our opinion is not modified with respect to these matters.

Other Matters

Other Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying Schedule of Expenditures of State of West Virginia Awards—2018 and the Schedule of Expenditures of State of West Virginia Awards—2017 as required by the State of West Virginia Department of Health and Human Resources Grantee Audit Compliance Guide are presented for purposes of additional analysis. The accompanying Schedule of Expenditures of Federal Awards as required by Title 2 *U.S. Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* 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 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 consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the consolidated financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with Government Auditing Standards, we have also issued our report dated April 10, 2019, on our consideration of the System's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the System's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with Government Auditing Standards and the State of West Virginia Department of Health and Human Resources Grantee Audit Compliance Guide in considering the System's internal control over financial reporting and compliance.

Deloitte & Touche LLP

April 10, 2019, except for our report on the Schedule of Expenditures of Federal Awards, which is dated July 12, 2019.

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CAMC HEALTH SYSTEM, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS AS OF DECEMBER 31, 2018 AND 2017 (In thousands)

	2018	2017
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 39,932	\$ 40,940
Short-term investments	121,816	69,574
Current portion of assets limited as to use	5,700	6,200
Patient receivables—net of allowances for uncollectible accounts of \$14,020 in 2017 (Note 3)	162,878	191,841
Other receivables	11,662	19,164
Estimated amounts due from third-party payors	35,493	40,181
Inventories	20,889	19,438
Prepaid expenses and other	<u>24,725</u>	<u>9,832</u>
Total current assets	423,095	397,170
ASSETS LIMITED AS TO USE	333,236	358,235
PROPERTY, EQUIPMENT, AND INFORMATION SYSTEMS—Net	398,055	411,324
OTHER ASSETS	<u>4,552</u>	<u>8,040</u>
TOTAL	<u>\$ 1,158,938</u>	<u>\$ 1,174,769</u>

(Continued)

CAMC HEALTH SYSTEM, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS AS OF DECEMBER 31, 2018 AND 2017 (In thousands)

	2018	2017
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$ 71,226	\$ 86,665
Self-insurance reserves	5,700	6,200
Derivative obligation	21,556	25,511
Accrued payroll and payroll-related expenses	66,870	52,546
Estimated amounts due to third-party payors	13,736	11,863
Current maturities of long-term debt and capital lease obligations	<u>13,818</u>	<u>14,266</u>
Total current liabilities	<u>192,906</u>	<u>197,051</u>
LONG-TERM LIABILITIES:		
Long-term debt and capital lease obligations—less current maturities	339,263	353,316
Retirement obligations	7,886	9,861
Self-insurance reserves	25,662	24,647
Other	<u>9,367</u>	<u>9,187</u>
Total long-term liabilities	<u>382,178</u>	<u>397,011</u>
Total liabilities	<u>575,084</u>	<u>594,062</u>
NET ASSETS:		
Without donor restrictions	514,830	508,979
Noncontrolling interest in joint ventures	<u>461</u>	<u>518</u>
Without donor restrictions—total	515,291	509,497
With donor restrictions	<u>68,563</u>	<u>71,210</u>
Total net assets	<u>583,854</u>	<u>580,707</u>
TOTAL	<u>\$ 1,158,938</u>	<u>\$ 1,174,769</u>

See notes to consolidated financial statements.

(Concluded)

CAMC HEALTH SYSTEM, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017 (In thousands)

	2018	2017
UNRESTRICTED REVENUE AND OTHER SUPPORT:		
Net patient service revenue (net of contractual allowances and discounts)		\$ 1,037,014
Provision for bad debts		<u>(23,695)</u>
Net patient service revenues—less provision for bad debts	\$ 1,067,181	1,013,319
Other revenue	56,907	65,704
Investment (loss) income—net	(14,231)	45,625
Net assets released from restrictions	<u>3,364</u>	<u>3,256</u>
Total unrestricted revenue and other support	<u>1,113,221</u>	<u>1,127,904</u>
EXPENSES:		
Salaries and wages	458,544	436,331
Employee benefits	120,991	125,251
Professional compensation and fees	24,640	24,211
Supplies and other	419,455	435,310
Depreciation and amortization	43,205	44,012
Medicaid provider tax	30,324	30,135
Interest and debt expense	16,159	15,885
Change in fair value of derivatives	<u>(3,979)</u>	<u>(488)</u>
Total expenses	<u>1,109,339</u>	<u>1,110,647</u>
EXCESS OF REVENUES OVER EXPENSES—		
Controlling and noncontrolling interest	3,882	17,257
EXCESS OF REVENUES OVER EXPENSES—Noncontrolling interest		
	<u>111</u>	<u>157</u>
EXCESS OF REVENUES OVER EXPENSES—Net of noncontrolling interest		
	<u>\$ 3,993</u>	<u>\$ 17,414</u>

See notes to consolidated financial statements.

CAMC HEALTH SYSTEM, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

(In thousands)

	2018	2017
NET ASSETS WITHOUT DONOR RESTRICTIONS:		
Excess of revenue over expenses—controlling and noncontrolling interest	\$ 3,882	\$ 17,257
Change in retirement obligations actuarial loss and prior service cost	(436)	1,661
Contributions for capital expenditures	516	698
Assets released from restrictions for capital expenditures	2,000	-
Equity transactions with noncontrolling interest	<u>(168)</u>	<u>18</u>
Increase in net assets without donor restrictions	<u>5,794</u>	<u>19,634</u>
NET ASSETS WITH DONOR RESTRICTIONS:		
Contributions	5,456	3,976
Investment (loss) income—net	(2,739)	8,765
Net assets released from restrictions for capital expenditures	(2,000)	-
Net assets released from restrictions for programs	<u>(3,364)</u>	<u>(3,256)</u>
(Decrease) increase in net assets with donor restrictions	<u>(2,647)</u>	<u>9,485</u>
INCREASE IN NET ASSETS	3,147	29,119
NET ASSETS—Beginning of year	<u>580,707</u>	<u>551,588</u>
NET ASSETS—End of year	<u>\$583,854</u>	<u>\$580,707</u>

See notes to consolidated financial statements.

CAMC HEALTH SYSTEM, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017 (In thousands)

	2018	2017
OPERATING ACTIVITIES:		
Increase in net assets	\$ 3,147	\$ 29,119
Adjustments to reconcile increase in net assets to net cash provided by operating activities:		
Decrease in fair value of derivatives	(3,979)	(488)
(Gain) loss on disposal of fixed assets	(36)	65
Change in retirement obligations actuarial loss and prior service cost	436	(1,661)
Depreciation and amortization	43,205	44,012
Provision for bad debts	-	23,695
Realized and unrealized loss (gain) on investments	24,551	(36,826)
Net restricted contributions and investment income	(2,717)	(12,741)
Equity transactions with noncontrolling interest	168	(18)
Noncash settlement	-	(21,330)
Changes in assets and liabilities:		
Patient receivables	17,756	(2,481)
Other receivables	7,502	(1,304)
Short-term trading investments	(43,681)	7,111
Inventories, prepaid expenses, and other	(1,625)	3,303
Estimated amounts due to (from) third-party payors	6,561	(27,192)
Accounts payable and accrued expenses	(15,556)	19,309
Accrued payroll and payroll-related expenses	14,324	(10,140)
Other liabilities	(1,216)	8,241
Net cash provided by operating activities	<u>48,840</u>	<u>20,674</u>
INVESTING ACTIVITIES:		
Capital expenditures	(30,283)	(35,217)
Purchases of limited as to use investments	(137,719)	(191,045)
Proceeds from sales of limited as to use investments	124,906	213,808
Restricted cash as collateral	(4,550)	(11,670)
Restricted cash from collateral	9,750	8,490
Net cash used in investing activities	<u>(37,896)</u>	<u>(15,634)</u>
FINANCING ACTIVITIES:		
Principal payments on debt obligations and capital lease obligations	(14,501)	(13,076)
Repayments under lines of credit	(3,430)	(2,626)
Borrowings under lines of credit	3,430	2,626
Equity transactions with noncontrolling interest	(168)	18
Net restricted contributions and investment income	2,717	12,741
Net cash used in financing activities	<u>(11,952)</u>	<u>(317)</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(1,008)	4,723
CASH AND CASH EQUIVALENTS—Beginning of year	<u>40,940</u>	<u>36,217</u>
CASH AND CASH EQUIVALENTS—End of year	<u>\$ 39,932</u>	<u>\$ 40,940</u>
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the year for interest	<u>\$ 14,469</u>	<u>\$ 14,044</u>
Capital expenditures remaining in accounts payable at year-end	<u>\$ 1,087</u>	<u>\$ 1,470</u>

See notes to consolidated financial statements.

CAMC HEALTH SYSTEM, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017 (In thousands)

1. ORGANIZATION

CAMC Health System, Inc. (the "Parent") is a West Virginia nonprofit corporation that the Internal Revenue Service (IRS) has determined is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (the "Code"). As the parent holding company, the Parent provides general guidance and strategic direction, and is the sole corporate member for the following subsidiaries (collectively, the "System"):

Charleston Area Medical Center, Inc. (CAMC)—A West Virginia nonprofit corporation that owns and operates the General, Memorial, and Women and Children's Hospitals, located in Kanawha County, West Virginia, and Teays Valley Hospital ("CAMC Teays") located in Putnam County, West Virginia. CAMC is a member in two medical office building limited liability companies ("LLCs"), each organized as limited liability corporations. CAMC owns a 79.9% interest in the General Division Medical Office Building LLC and a 90.4% interest in the Women and Children's Medical Office Building LLC. The residual interest is reflected as noncontrolling interest in the consolidated financial statements.

CAMC Health Network, LLC (the "Health Network")—In 2018, the Health Network was formed as a sole member LLC, with CAMC as its sole member. It is a disregarded entity for federal income tax purposes and takes on the tax characteristics of its sole member, which is a Section 501(c)(3) organization. The Health Network will begin operationally in 2019.

CAMC Foundation, Inc. (the "Foundation")—A West Virginia nonprofit corporation established for the purpose of raising funds for CAMC.

CAMC Health Education and Research Institute, Inc. (the "Institute")—A West Virginia nonprofit corporation established for the purpose of managing, promoting, and conducting medical education and research programs.

Integrated Health Care Providers, Inc. ("Integrated")—A West Virginia nonprofit taxable corporation established for the purpose of providing physician services. Integrated transitioned all of its practice operations to CAMC to be operated as hospital-based services within provider-based departments of CAMC and was dissolved as of December 31, 2017.

2. SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation—The accompanying consolidated financial statements include the accounts of the Parent and its subsidiaries. All significant intercompany transactions and balances have been eliminated.

Investments in companies in which the System owns 20% to 50% of the voting interest and has the ability to exercise significant influence over operating and financial policies of the investee are accounted for using the equity method of accounting. As a result, the System's share of the earnings or losses of such equity affiliates is included in the

accompanying consolidated statements of operations, and the System's share of these companies' shareholders' equity is included in investments in the accompanying consolidated balance sheets. The investment balances and equity earnings were not material in 2018 or 2017.

Cash and Cash Equivalents and Short-Term Investments—Cash and cash equivalents represent cash and temporary investments, with original maturities of three months or less. Cash and cash equivalents exclude cash maintained in board-designated, restricted, self-insurance, and trustee-held funds. Short-term investments represent investments that management has identified as available to meet current operating needs. Short-term investments are stated at fair value.

The Parent and its subsidiaries maintain certain cash balances with banks that exceed the amounts insured by the Federal Deposit Insurance Corporation.

Net Patient Service Revenues—Net patient service revenues are derived primarily from patients who reside in West Virginia and surrounding states, principally covered by Medicare, Medicaid, managed care, and other health plans, as well as uninsured patients and other uninsured discount and charity programs. We report net patient service revenues at the amounts that reflect the consideration to which we expect to be entitled in exchange for providing patient care. These amounts are due from patients, third-party payors (including managed care payors and government programs), and others, and they include variable consideration for retroactive revenue adjustments due to settlement of audits, reviews, and investigations. Generally, we bill our patients and third-party payors several days after the services are performed or shortly after discharge. Revenues are recognized as performance obligations are satisfied by transferring our services to our customers.

We determine performance obligations based on the nature of the services we provide. We recognize revenues for performance obligations satisfied over time based on actual charges incurred in relation to total expected charges. We believe that this method provides a faithful depiction of the transfer of services over the term of performance obligations based on the inputs needed to satisfy the obligations. Generally, performance obligations satisfied over time relate to patients in our hospitals receiving inpatient acute care services. We measure performance obligations from admission to the point where there are no further services required for the patient, which is generally the time of discharge. We recognize revenues for performance obligations satisfied at a point in time, which generally relate to patients receiving outpatient services, when: (1) services are provided and (2) we do not believe the patient requires additional services.

Because our patient service performance obligations relate to contracts with a duration of less than one year, we have elected to apply the optional practical expedient method and, therefore, we are not required to disclose the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied at the end of the reporting period. The unsatisfied or partially unsatisfied performance obligations referred to above are primarily related to inpatient acute care services at the end of the reporting period. The performance obligations for these contracts are generally completed when the patients are discharged, which generally occurs within days or weeks of the end of the reporting period.

Gross patient service revenue is recognized based on the System's standard billing rates. Gross patient service billings are reduced to "patient service revenue (net of contractual allowances and discounts)," through (1) a provision for contractual allowances for patients

who have third-party coverage with contracted rates less than standard billed charges for the services rendered, including federal and state indemnity and managed care programs and commercial insurance, and (2) a provision for patients who meet the charity care criteria and are provided services at amounts less than the established rates. We determine our estimates of contractual adjustments and discounts based on contractual agreements, our discount policies, and historical experience. We determine our estimate of implicit price concessions based on our historical collection experience with these classes of patients using a portfolio approach as a practical expedient method to account for patient contracts as collective groups rather than individually. The financial statement effects of using this practical expedient method are not materially different from an individual contract approach.

The System has agreements with third-party payors that provide for payments at amounts that differ from its established rates. A summary of the payment arrangements with major third-party payors is as follows:

Medicare—Payment for inpatient acute care services rendered to Medicare program beneficiaries and associated medical education, disproportionate share hospital (DSH), and capital cost reimbursement are paid at prospectively determined rates per discharge. These rates vary according to a patient classification system that is based on clinical, diagnostic, and other factors. Outpatient services are reimbursed at prospectively determined rates per visit based primarily on an ambulatory payment classification. Some inpatient nonacute services, certain outpatient services, and a percentage of bad debt costs related to Medicare beneficiaries are substantially paid based on a cost reimbursement methodology. Other amounts related to interns and residents and DSH are paid based on formulas as defined in the Medicare regulations. The System is paid for cost reimbursable items, interns, and residents and DSH at a tentative rate, with final settlement determined after submission of annual cost reports and audits thereof by the Medicare fiscal intermediary. Classification of patients under the Medicare program and the appropriateness of their admission are subject to an independent review by a peer review organization under contract with the Medicare program.

The Medicare cost reports for CAMC have been audited by the Medicare fiscal intermediary through December 31, 2013, and for CAMC Teays through February 28, 2014.

Medicaid—Payments for inpatient services rendered to Medicaid program beneficiaries are primarily reimbursed on a prospective payment system per discharge. Outpatient services rendered to Medicaid program beneficiaries are reimbursed primarily at prospectively determined rates per visit based on a fee schedule with no retrospective adjustment.

Public Employees' Insurance Agency (PEIA)—Inpatient services rendered to PEIA subscribers are reimbursed on a prospective payment system. Outpatient services rendered to PEIA subscribers are reimbursed based on a fee schedule with no retroactive adjustment.

Other—The System has also entered into payment agreements with certain commercial insurance carriers, preferred provider organizations (PPO), and health maintenance organizations (HMO). Payment under the commercial, HMO, and PPO arrangements are primarily based on a percentage of charges.

Medicaid-Upper Payment Limit (UPL) Program Supplemental Security Income (SSI) Population—On May 23, 2012, the West Virginia Medicaid Program received federal Centers for Medicare and Medicaid Services (CMS) approval to implement the UPL program proposed by the West Virginia Hospital Association and is associated with the SSI segment

of the Medicaid population. The UPL is an allowable method for West Virginia to supplement payment on medical services rendered to the Medicaid fee for service SSI population. The UPL program in West Virginia for this population segment has continued uninterrupted since its inception and was extended for West Virginia state fiscal year ended June 30, 2018. The payment is computed primarily on the following factors: Hospital allowable total cost to charge ratio and what Medicaid paid on the SSI fee for service Medicaid population. The SSI Medicaid population has transitioned from Medicaid fee for service to Medicaid managed care effective July 1, 2017, with supplemental payments continuing under an alternative methodology known as the Directed Payment Program (DPP) accepted by CMS to provide Medicaid supplemental payments through Managed Care Organizations. The UPL program has been terminated and replaced with the DPP program. The DPP program has been extended for West Virginia state fiscal year ended June 30, 2019.

Medicaid-UPL and DPP-Expanded Medicaid Population—The Patient Protection and Affordable Care Act allowed states to expand eligibility for Medicaid medical benefits effective January 1, 2014. West Virginia expanded Medicaid eligibility effective January 1, 2014, in a Medicaid fee for service environment through August 31, 2015. Effective September 1, 2015, beneficiaries of the expanded Medicaid population were transitioned to Medicaid-managed care. These beneficiaries of the expanded population can be eligible for supplemental UPL or DPP reimbursement. In 2014, West Virginia began working with CMS to secure supplemental UPL or DPP reimbursement effective January 1, 2014.

Included within net patient service revenue for the years ended December 31, 2018 and 2017, are \$0 and \$32,249, respectively, of amounts received by the System related to DPP payments for the third and fourth quarters of 2015 and state fiscal year ended June 30, 2016, which had not been recognized as revenue in prior years. In addition to these amounts, the System recognized as a component of net patient service revenue for the years ended December 31, 2018 and 2017, \$0 and \$15,593, respectively, related to the UPL program and \$40,620 and \$22,417, respectively, related to the DPP program. Supplemental payments for the Medicaid population have been extended for the West Virginia fiscal year ending June 30, 2019.

Medicaid-Enhanced Payment Programs—Under the West Virginia Medicaid-Enhanced Payment Programs, the methodology utilized in determining payments is based on the West Virginia State Plans approved on May 15, 2006. The methodology utilizes the following four payment groups: Urban, rural, tertiary safety net, and rural safety net, and the amounts are currently assigned and approved by CMS.

Allowance for Contractual Adjustments—Payments received under the reimbursement arrangements with Medicare and Medicaid are subject to retroactive audit and adjustment. Settlements with third-party payors for retroactive revenue adjustments due to audits, reviews, or investigations are considered variable consideration and are included in the determination of the estimated transaction price for providing patient care using the most likely outcome method. These settlements are estimated based on the terms of the payment agreement with the payor, correspondence from the payor, and our historical settlement activity, including an assessment to ensure that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the retroactive adjustment is subsequently resolved. Estimated settlements are adjusted in future periods as adjustments become known (that is, new information becomes available), or as years are settled or are no longer subject to such audits, reviews, and investigations. Settlement of prior-year cost reports and revisions to other prior-year settlement estimates decreased net patient service revenue by \$46 and \$4,162 in 2018 and 2017, respectively.

Laws and regulations governing these programs are extremely complex and subject to interpretation. As a result, there is at least a reasonable possibility that recorded estimated settlements will change by a material amount in the near term. Management believes that adequate provisions have been made for reasonable adjustments that may result from such final settlements. Management believes it is in substantial compliance with all applicable laws and regulations. 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.

Generally, patients who are covered by third-party payors are responsible for related co-pays, coinsurance, and deductibles, which vary in amount. We also provide services to uninsured patients and offer uninsured patients a discount from standard charges. We estimate the transaction price for patients with co-pays, coinsurance, and deductibles and for those who are uninsured based on historical collection experience and current market conditions. Under our charity care program, the discount offered to certain uninsured patients is recognized as a charity allowance, which reduces net patient service revenues at the time the self-pay accounts are recorded. The uninsured patient accounts, net of contractual allowances recorded, are further reduced to their net realizable value at the time they are recorded through implicit price concessions based on historical collection trends for self-pay accounts. Subsequent changes to the estimate of the transaction price are generally recorded as adjustments to net patient service revenues in the period of the change.

Patient Receivables—For patient accounts receivable resulting from revenue recognized prior to January 1, 2018, an allowance for uncollectible accounts was established to reduce the carrying value of such receivables to their estimated net realizable value. Generally, we estimated this allowance based on the length of time the account has been past due and historical experience. At December 31, 2017, our allowance for uncollectible accounts was 74% of self-pay and patient responsibility accounts receivable. Under the provisions of Accounting Standards Update (“ASU”) No. 2014-09, when we have an unconditional right to payment, subject only to the passage of time, the right is treated as a receivable. Patient accounts receivable, including billed accounts and unbilled accounts for which we have the unconditional right to payment, and estimated amounts due from third-party payors for retroactive adjustments, are receivables if our right to consideration is unconditional and only the passage of time is required before payment of that consideration is due. For patient accounts receivable subsequent to our adoption of ASU No. 2014-09, the estimated uncollectible amounts are generally considered implicit price concessions that are a direct reduction to patient accounts receivable rather than allowance for uncollectible accounts. For changes in credit issues not assessed at the date of service, the System will prospectively recognize those amounts in operating expenses in the consolidated statements of operations.

Contract Assets—Amounts related to services provided to patients for which we have not billed and that do not meet the conditions of unconditional right to payment at the end of the reporting period are contract assets. Our contract assets consist primarily of services that we have provided to patients who are still receiving inpatient care in our facilities at the end of the reporting period. Contract assets are included in prepaids and other on the accompanying consolidated balance sheet at December 31, 2018.

Inventories—Inventories represent supplies that are valued at the lower of cost or net realizable value on a first-in, first-out basis.

Assets Limited as to Use and Investments—Assets limited as to use primarily include assets held by trustees under indenture and other agreements, designated assets set aside by the board of trustees, self-insurance funds, and donor-restricted assets. Investment securities are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk and market uncertainty associated with certain investment securities, it is at least reasonably possible that changes in values in the near term could materially affect the amounts reported in the accompanying consolidated financial statements.

Investments in equity securities with readily determinable fair values and all investments in debt securities are measured at fair value and are classified as trading securities. Investment income or loss (including realized gains and losses, interest, dividends, and unrealized gains and losses) is included in unrestricted investment income or loss, unless the income or loss is restricted by donor or law.

The System invests in alternative investments that primarily represent ownership in limited partnerships that invest in hedge funds, real asset funds, and private equity/venture capital funds. In order to liquidate such investments, management is required to provide notice ranging from 45 to 90 days to withdraw from the partnerships and, in certain cases, may only withdraw from the partnership quarterly or annually. There are no unfunded commitments. Substantially, all of the System’s alternative investments are redeemable at net asset value per ownership unit or its equivalent. Fair value for alternative investments is based on the net asset value per ownership unit, as published and determined by the fund manager at least quarterly using the estimated fair value of the underlying investments.

The System’s alternative investments are accounted for utilizing the cost or equity method as the System’s actual or effective ownership percentage is less than 5%, and the System has virtually no influence over the partnership’s operating and financial policies. Alternative investments consist of the following at December 31, 2018 and 2017:

	2018		2017	
	Recorded Value	Fair Value	Recorded Value	Fair Value
Included within assets limited as to use	<u>\$1,848</u>	<u>\$2,974</u>	<u>\$1,348</u>	<u>\$2,440</u>

The System’s investment policy establishes reasonable expectations, objectives, and guidelines; sets forth an investment structure detailing permitted asset classes and expected allocation among asset classes; encourages effective communication; and creates a framework for a well-diversified asset mix, which can be expected to generate acceptable long-term returns at a level of risk suitable to the investment committee. The System’s investments are pooled to obtain maximum use of funds and higher interest rates. Investment income from this pool is allocated to net assets without donor restrictions and net assets with donor restrictions based on the percentage of total investments.

Derivatives—CAMC has entered into interest rate swap agreements in connection with its debt management program. CAMC records its derivative instruments as either assets or liabilities in the accompanying consolidated balance sheets at fair value. None of CAMC’s current derivatives are designated as an accounting hedge and the asset or liability is presented as current, as CAMC has the right to settle the agreements prior to expiration and periodically evaluates the interest rate environment to determine if the agreements are consistent with its debt management program.

Property, Equipment, and Information Systems—Amounts capitalized as part of property, equipment, and information systems, including additions and improvements to existing facilities, are recorded at acquisition cost. Property, equipment, and information systems consisted of the following:

	2018	2017
Land	\$ 51,479	\$ 48,952
Buildings and improvements	538,146	531,076
Equipment and information systems	605,721	588,121
Construction in progress	<u>6,617</u>	<u>6,993</u>
 Total property, equipment, and information systems	 1,201,963	 1,175,142
 Less accumulated depreciation and amortization	 <u>(803,908)</u>	 <u>(763,818)</u>
 Property, equipment, and information systems—net	 <u>\$ 398,055</u>	 <u>\$ 411,324</u>

Capital lease assets included in property, equipment, and information systems in the accompanying consolidated balance sheets are \$12,977 and \$12,977, net of \$7,620 and \$6,214 of accumulated amortization, as of December 31, 2018 and 2017, respectively.

During 2018 and 2017, approximately \$483 and \$884, respectively, of internal labor costs and \$0 and \$350, respectively, of interest were capitalized.

Depreciation, including amortization of assets recorded under capital leases, is recorded on the straight-line method over the estimated useful lives of the aggregate building components and improvements (generally 10 years to 45 years). Upon retirement or disposal, the asset and accumulated depreciation accounts are adjusted, and any gain or loss is recorded in the consolidated statements of operations. Maintenance costs and repairs are expensed as incurred. Depreciation expense was \$43,205 and \$36,809 for the years ended December 31, 2018 and 2017, respectively.

Management reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Any write-downs due to impairment are charged to operations at the time impairment is identified.

Intangible Assets—Intangible assets are reviewed for impairment if events or changes in circumstances indicate that the asset might be impaired. The impairment test consists of comparison of the undiscounted cash flows of the intangible asset with its carrying amount. If such undiscounted cash flows are less than the carrying amount, the fair value of the intangible asset is determined and the carrying value is adjusted through an impairment charge to such fair value.

Deferred Financing Costs—Costs related to long-term financing, presented within the consolidated balance sheets as a direct reduction to the related debt liability, are being amortized over the life of the bonds. The carrying value of deferred financing costs was \$3,203 and \$3,414 as of December 31, 2018 and 2017, respectively.

Net Assets Without Donor Restrictions—Net assets without donor restrictions represent net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the System. These net assets may be used at the discretion of the System’s management and the board of directors (the “Board”). Quasi endowments are primarily for buildings and equipment (\$107,722 and \$112,393 for 2018 and 2017, respectively), and scholarships and education (\$41,590 and \$44,456 for 2018 and 2017, respectively), patient-related programs (\$4,365 and \$4,726 for 2018 and 2017, respectively), and various other health care-related programs (\$832 and \$888 for 2018 and 2017, respectively).

Net assets without donor restrictions as of December 31, 2018 and 2017, are as follows:

	2018	2017
Undesignated	\$360,782	\$347,034
Quasi endowment	<u>154,509</u>	<u>162,463</u>
Total	<u>\$515,291</u>	<u>\$509,497</u>

Net Assets with Donor Restrictions—Net assets subject to stipulations imposed by donors and grantors. Some donor restrictions are temporary in nature; those restrictions will be met by actions of the System or by the passage of time. Other donor restrictions are perpetual in nature, where by the donor has stipulated the funds be maintained in perpetuity. Net assets with donor restrictions can primarily be used by specified purpose, for example, attendance at a qualified school for scholarships. Funds of a perpetual duration are \$25,055 and \$24,228 for 2018 and 2017, respectively.

Net assets with donor restrictions as of December 31, 2018 and 2017, are restricted to the following:

	2018	2017
Patient-related projects	\$40,540	\$44,013
Scholarships and education	13,819	14,334
Various other health care-related activities	<u>14,204</u>	<u>12,863</u>
Total	<u>\$68,563</u>	<u>\$71,210</u>

Contributions—Contributions are recognized at fair value in the period cash or an unconditional promise is received. Conditional promises to give and indications of intentions to give are reported at fair value at the date the gift is received. Gifts are reported as net assets with donor restrictions if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the consolidated statements of operations.

Donor-restricted contributions whose restrictions are met within the same year as received are reported as net assets released from restrictions in the accompanying consolidated financial statements.

Self-Insurance Programs—The System has self-insurance programs for professional malpractice, general liability, unemployment compensation, disability, and employee health insurance. The estimated self-insurance obligations include a provision for incurred, but not reported claims.

Excess of Revenues over Expenses—The consolidated statements of operations include excess of revenues over expenses. Changes in net assets without donor restrictions, which are excluded from excess of revenues over expenses, consistent with industry practice, include 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), equity transactions with noncontrolling interest, and change in retirement obligations actuarial loss and prior-service cost.

Income Taxes—The IRS has determined that CAMC, the Foundation, the Institute, and the Health Network are exempt from income taxes under Section 501(c)(3) of the Code and applicable state statutes. The System does not have any material uncertain tax positions as of December 31, 2018 and 2017. Tax years from 2014 remain open.

Integrated, a taxable nonprofit corporation, recognized income taxes for the amount of taxes payable for the current year and for the impact of deferred tax liabilities and assets. For the year ended December 31, 2017, Integrated had cumulative net operating losses (NOLs) available for carryforward approximating \$77,597. Integrated was dissolved on December 31, 2017. All NOLs were forfeited upon dissolution.

Use of Estimates—The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management of the System to make assumptions, estimates, and judgments that affect the amounts reported in the consolidated financial statements, including the notes thereto, and related disclosures of commitments and contingencies, if any. The more significant judgments and estimates, including the following: recognition of net patient service revenue, which includes contractual allowances; provisions for bad debts and charity care; recorded values of investments; and reserves for losses and expenses related to health care professional and general liability. Management relies on historical experience and other assumptions believed to be reasonable in making its judgments and estimates. Actual results could differ materially from those estimates and are recorded in the period in which they are determined.

Recently Issued Accounting Pronouncements—In February 2016, the Financing Accounting Standards Board (FASB) issued ASU No. 2016-02, *Leases (Topic 842)*. ASU No. 2016-02 requires lessees to recognize the lease assets and lease liabilities that arise from leases in the statement of financial position and to disclose qualitative and quantitative information about lease transactions, such as information about variable lease payments and options to renew and terminate leases. The System is adopting the optional transition method to apply ASU No. 2016-02 at the adoption date of January 1, 2019, and recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. Upon adoption, the System expects to record operating lease right-of-use assets and operating lease liabilities in the range of approximately \$14,000 to \$15,000, representing the present value of future lease payments under operating leases.

In February 2016, the FASB issued ASU No. 2016-18, *Restricted Cash*. ASU No. 2016-18 adds and clarifies guidance in the presentation of changes in restricted cash on the statement of cash flows requiring restricted cash to be included with cash and cash equivalents in the consolidated statements of cash flows. This guidance does not provide a

definition of restricted cash. The System is adopting ASU No. 2016-18 as of January 1, 2019. The adoption of ASU No. 2016-18 is not expected to have a material impact on the consolidated financial statements.

In August 2016, the FASB issued ASU No. 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*, which provides clarifying guidance on the classification of certain cash receipts and cash payments in order to establish consistent application of principles. The System is adopting ASU No. 2016-15 as of January 1, 2019. The adoption of ASU No. 2016-15 is not expected to have a significant impact on the consolidated financial statements.

In March 2017, the FASB issued ASU No. 2017-07, *Compensation—Retirement Benefits (Topic 715)*. The amendments in ASU No. 2017-07 require that an employer report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost are required to be presented in the statement of operations separately from the service cost component and outside a subtotal of income from operations, if one is presented. If a separate line item or items are used to present the other components of net benefit cost, that line item or items must be appropriately described. If a separate line item or items are not used, the line item or items used in the statement of operations to present the other components of net benefit cost must be disclosed. The System is adopting ASU No. 2017-07 as of January 1, 2019. The adoption of ASU No. 2017-07 is not expected to have a significant impact on the consolidated financial statements.

In June 2018, the FASB issued ASU No. 2018-08, *Not-for-Profit Entities (Topic 958)*. ASU No. 2018-08 is designed to clarify the scope and accounting guidance for contributions received and contributions made. This update clarifies and improves current guidance about whether a transfer of assets is a contribution or an exchange transaction. The System is adopting ASU No. 2018-08 as of January 1, 2019. The adoption of ASU No. 2018-08 is not expected to have a significant impact on the consolidated financial statements.

In July 2018, the FASB issued ASU No. 2018-13, *Fair Value Measurement (Topic 820)—Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement*. Designed to improve the effectiveness of fair value measurement disclosures, this update modifies existing disclosure requirements on fair value measurements. Current guidance is reflected in Topic 820, *Fair Value Measurement, based on the concepts in FASB Concepts Statement, Conceptual Framework for Financial Reporting—Chapter 8: Notes to Financial Statements, including the consideration of costs and benefits*. This guidance is effective for the System as of January 1, 2020. The System is currently evaluating the impact this guidance may have on the consolidated financial statements.

In August 2018, the FASB issued ASU No. 2018-14, *Compensation—Retirement Benefits—Defined Benefit Plans—General (Subtopic 715-20)—Disclosure Framework—Changes to the Disclosure Requirements for Defined Benefit Plans*. ASU No. 2018-14 updates disclosure requirements to reflect most relevant information and applies to all employers that sponsor defined benefit pension or other postretirement plans. This guidance is effective for the System as of January 1, 2022. The System is evaluating the impact this guidance may have on the consolidated financial statements.

Newly Adopted Accounting Pronouncements—In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance, and requires significantly expanded disclosures about revenue recognition. Effective January 1, 2018, we adopted ASU No. 2014-09 using a modified retrospective method of application to all contracts existing on January 1, 2018. Modified retrospective adoption requires entities to apply the standard retrospectively to the most current period presented in the financial statements, requiring the cumulative effect of the retrospective application as an adjustment to the opening balance of retained earnings and noncontrolling interests at the date of initial application. The 2017 comparative information has not been restated and continues to be reported under the accounting standards in effect for that period. The core principle of the guidance in ASU No. 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The adoption of No. ASU 2014-09 resulted in changes to our presentation for and disclosure of net patient service revenue primarily related to uninsured or underinsured patients. Prior to the adoption of ASU No. 2014-09, a significant portion of our provision for uncollectible accounts related to self-pay patients, as well as co-pays, coinsurance amounts and deductibles owed to us by patients with insurance. Under ASU No. 2014-09, the estimated uncollectible amounts due from these patients are generally considered implicit price concessions that are a direct reduction to net patient service revenues, with a corresponding material reduction in the amounts presented separately as provision for uncollectible accounts. For the year ended December 31, 2018, we recorded approximately \$44,327 and \$10,369 of implicit price concessions as a direct reduction of net patient service revenues and patient receivables that would have been recorded as provision for uncollectible accounts and allowance for uncollectible accounts, respectively, prior to the adoption of ASU No. 2014-09. At January 1, 2018, we reclassified \$11,207 of revenues related to patients who were still receiving inpatient care in our facilities at that date from patient receivables net of allowances for uncollectible accounts, to contract assets, which are included in prepaid expenses and other in the consolidated balance sheet at December 31, 2018. The adoption of ASU No. 2014-09 also resulted in changes to our presentation and disclosure of customer contract assets and the assessment of variable consideration under customer contracts, which are further discussed in Note 3.

In August 2016, the FASB issued ASU No. 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for Profit Entities*. ASU No. 2016-14 addresses the complexity and understandability of net asset classification, deficiencies in information about liquidity and availability of resources, and the lack of consistency in the type of information provided about expenses and investment return. The System has adopted ASU No. 2016-14 as of January 1, 2018 has applied the provisions retrospectively to all periods presented, as discussed above.

3. REVENUE RECOGNITION

Net Patient Service Revenues—Patient service revenue (net of contractual allowances and discounts) for the years ended December 31, 2018 and 2017, by major primary payor sources, is as follows:

	Patient Service Revenue (Net of Contractual Allowances and Discounts)			
	2018		2017	
Medicare	\$ 360,773	34 %	\$ 321,756	31 %
Medicaid	160,397	15	168,102	16
Other government third-party payors	59,805	6	32,507	3
Blue Cross	293,901	27	301,072	29
Commercial and other third-party payors	130,948	12	162,846	16
Self-pay	<u>61,357</u>	<u>6</u>	<u>50,731</u>	<u>5</u>
Total	<u>\$1,067,181</u>	<u>100 %</u>	<u>\$1,037,014</u>	<u>100 %</u>

Patient service revenue includes implicit price concessions for 2018 and is before the provision for bad debts for 2017.

Net patient service revenue for the years ended December 31, 2018 and 2017, consists of the following:

	2018	2017
Gross patient service billings	\$ 3,510,216	\$ 3,280,348
Charity care allowances	(64,624)	(60,822)
Contractual allowances	(2,435,322)	(2,268,154)
Medicaid-UPL program	-	15,593
Medicaid-DPP	40,620	54,666
Medicaid-enhanced payment program revenue	13,950	12,130
Medicaid-DSH payment program revenue	<u>2,341</u>	<u>3,253</u>
Patient service revenue	1,067,181	1,037,014
Provision for bad debts	<u>-</u>	<u>(23,695)</u>
Net patient service revenue	<u>\$ 1,067,181</u>	<u>\$ 1,013,319</u>

Patient Receivables—The approximate percentage of patient receivables, net of allowances for contractual adjustments, charity care, and implicit price concessions for 2018 and uncollectible accounts for 2017, by type of payor as of December 31, 2018 and 2017, is as follows:

	2018	2017
Medicare	29 %	27 %
Blue Cross	28	30
Commercial and other third-party payors	23	23
Medicaid	12	12
PEIA	4	4
Other government third-party payors	4	3
Self-pay	<u>-</u>	<u>1</u>
Total	<u>100 %</u>	<u>100 %</u>

Contract Assets—The opening and closing balances of contract assets are as follows:

	2018	2017
Opening balance, January 1	\$ 11,207	\$ -
Ending balance, December 31	<u>11,488</u>	<u>-</u>
Increase	<u>\$ 281</u>	<u>\$ -</u>

The increase in the contract asset balances from the year ended December 31, 2018, compared to the year ended December 31, 2017, is due to the implementation of ASU No. 2014-09. Prior to January 1, 2018, amounts related to services provided to patients for which we had not billed were included in patient receivables, net of allowance for uncollectible accounts, on our consolidated balance sheets. Approximately, 96% of our contract assets meet the conditions for unconditional right to payment and are reclassified to patient receivables within 90 days.

Medicaid Provider Tax—During 2018 and 2017, the System recorded \$30,324 and \$30,135, respectively, related to Medicaid Provider Taxes within the line item Medicaid Provider Tax in the accompanying consolidated statements of operations. Such taxes include the following:

Medicaid-UPL/DPP Program Tax—The West Virginia Department of Tax and Revenue imposes a tax on licensed general acute care hospitals to generate revenue that is used as the state contribution toward drawing down additional federal-matching dollars for Medicaid to enhance current hospital payment rates under the UPL and DPP programs. The tax rate decreased in 2018 to 0.74% of net patient service revenue from 0.75% in 2017 of net patient service revenue.

Broad-Based Health Care-Related Tax—The West Virginia Broad-Based Health Care-Related Tax of 1993 assesses a tax on net patient service revenue at rates varying from 0.35% to 5%, depending on the type of services provided.

Other Revenue—Other revenue is derived from ancillary services, which are an integral part of the operations of the System other than providing health care services to patients. Such revenue is recognized when the related service is performed, drugs are dispensed, or in the case of grant revenue, when the System incurs the cost related to the grant's purpose.

4. CHARITY CARE AND COMMUNITY SERVICE BENEFIT

The System provides care to patients who meet certain criteria under the approved charity care policy without charge or at amounts less than the established rates. Because the System does not pursue collection of amounts that are determined to qualify as charity care, they are not reported as net patient service revenue. The System maintains records to identify and monitor the level of charity care it provides. These records include the amount of gross charges forgone for direct patient care, which were \$64,624 and \$60,822 for the years ended December 31, 2018 and 2017, respectively. The cost associated with the charity care services provided are is estimated by applying a cost-to-charge ratio to the amount of gross uncompensated charges for the patients receiving charity care and amounted to \$18,465 and \$18,607 for the years ended December 31, 2018 and 2017, respectively.

In addition to the charity care provided for direct patient care, the System provides free and below-cost service and programs for the community. The costs of these services and programs are included in compensation and employee benefits and various other expense line items of the System's consolidated statements of operations.

5. ASSETS LIMITED AS TO USE AND INVESTMENTS

Assets limited as to use and investments as of December 31, 2018 and 2017, consist of the following:

	2018	2017
Short-term investments:		
Cash and cash equivalents	\$ 17,173	\$20,199
Corporate stocks and equity mutual funds	59,970	9,117
Fixed-income securities and mutual funds	<u>44,673</u>	<u>40,258</u>
Total short-term investments	<u>\$121,816</u>	<u>\$69,574</u>

	2018	2017
Assets limited as to use:		
Self-insurance:		
Cash and cash equivalents	\$ 1,997	\$ 2,446
US Treasury and US government agency obligations	925	1,155
Corporate stocks	18,150	20,745
Alternative investments	1,348	1,348
Equity mutual funds	17,594	18,101
Fixed-income securities and mutual funds	<u>8,299</u>	<u>8,052</u>
Total self-insurance	<u>48,313</u>	<u>51,847</u>
Board-designated and restricted funds:		
Cash and cash equivalents	21,054	21,053
US Treasury and US government agency obligations	15,097	15,740
Corporate stocks and equity mutual funds	148,197	160,413
Corporate bonds and fixed-income mutual funds	65,665	70,047
Alternative investments	<u>500</u>	<u>-</u>
Total board-designated and restricted funds	<u>250,513</u>	<u>267,253</u>
Trustee-held funds:		
Debt-service reserve fund—cash equivalents and		
US government agency obligations	12,818	12,638
Collateral on derivatives—cash equivalents	11,460	16,660
Other assets:		
Cash equivalents	7,070	7,057
Other fixed income	<u>8,762</u>	<u>8,980</u>
Total trustee-held funds	<u>40,110</u>	<u>45,335</u>
Total assets limited as to use	338,936	364,435
Less current portion	<u>(5,700)</u>	<u>(6,200)</u>
Assets limited as to use—net of current portion	<u>\$333,236</u>	<u>\$358,235</u>

Board-designated and trustee-held funds consist of the Foundation's and CAMC's investments set aside for capital, debt, and other similar expenditures. Self-insurance assets relate primarily to the malpractice and general liability self-insurance. The Board has also designated the majority of proceeds received in 2013 from two taxable notes for use toward future capital projects. Trustee-held investments also include funds set aside for certain obligated group debt-service requirements (see Note 8).

6. LIQUIDITY AND AVAILABILITY

As of December 31, 2018, the System has working capital of \$230,189, and average days (based on normal expenditures divided by total cash and cash equivalent) cash on hand of 133 days.

The table below represents financial assets available for general expenditures within one year as of December 31, 2018:

	2018
Financial assets at year-end:	
Cash and cash equivalents	\$ 39,932
Patient receivable—net	162,878
Short-term investments	121,816
Assets limited to use:	
Board-designated	183,362
Funds held by trustees	40,110
Donor-restricted	67,151
Pledges receivable—net	<u>963</u>
Total financial assets	<u>616,212</u>
Less amounts not available to be used within one year:	
Board-designated with liquidity horizons greater than one year	(6,643)
Funds held by trustees	(31,120)
Donor-restricted with liquidity horizons greater than one year	(67,151)
Pledges receivable—net	<u>(273)</u>
Financial assets not available to be used within one year	<u>(105,187)</u>
Financial assets available to meet general expenditures within one year	<u>\$ 511,025</u>

The System has certain board-designated and donor-restricted assets limited to use which are available for general expenditure within one year in the normal course of operations. Accordingly, these assets have been included in the qualitative information above for financial assets to meet general expenditures within one year. The System has other assets limited to use for donor-restricted purposes, debt service, and for the professional and general liability captive insurance program. Additionally, certain other board-designated assets are designated for future capital expenditures and an operating reserve. These assets limited to use, which are more fully described in Note 5, are not available for general expenditure within the next year. However, the board-designated amounts could be made available, if necessary.

As part of the System's liquidity management plan, cash in excess of daily requirements are is invested in short-term investments and money market funds. Occasionally, the Board designates a portion of any operating surplus to an operating reserve, which was \$183,362 as of December 31, 2018. This fund established by the board of directors may be drawn upon, if necessary, to meet unexpected liquidity needs.

Additionally, the System maintains a \$10,000 line of credit, as discussed in more detail in Note 8. As of December 31, 2018, \$10,000 remained available on the System's line of credit.

7. INVESTMENT INCOME (LOSS)

Investment income and unrealized and realized gains and losses on investments for the years ended December 31, 2018 and 2017, are composed of the following:

	2018	2017
Without donor restrictions:		
Interest and dividends	\$ 10,320	\$ 8,799
Realized gain on investments—net	16,239	11,000
Net unrealized (loss) gain	<u>(40,790)</u>	<u>25,826</u>
 Total without donor restrictions investment (loss) income—net	 <u>(14,231)</u>	 <u>45,625</u>
With donor restrictions:		
Interest and dividends	1,842	1,434
Realized gain on investments—net	2,890	1,137
Net unrealized (loss) gain	<u>(7,471)</u>	<u>6,194</u>
 Total with donor restrictions investment (loss) income—net	 <u>(2,739)</u>	 <u>8,765</u>
 Net investment (loss) income and realized and unrealized gains and losses on investments	 <u>\$(16,970)</u>	 <u>\$54,390</u>

8. LONG-TERM DEBT, LEASE OBLIGATIONS, AND DERIVATIVES

Obligations under long-term debt and capital lease obligations as of December 31, 2018 and 2017, consist of the following:

	2018	2017
2014 Series A Bonds	\$ 45,625	\$ 45,625
2013 Taxable Debt Notes	72,110	73,850
2010 Bank Loan	4,278	4,889
2009 Series A Bonds	91,045	97,780
2008 Series A Bonds	117,065	118,790
2008 CAMC Teays Bonds	16,591	17,710
2006 Promissory Note	4,124	4,404
Capital lease obligations	<u>3,032</u>	<u>5,250</u>
 Total	 353,870	 368,298
 Plus unamortized bond premium	 3,434	 3,792
Less unamortized bond discount	(1,020)	(1,094)
Less unamortized issuance costs	<u>(3,203)</u>	<u>(3,414)</u>
 Total—net of unamortized discount and premium and debt issuance costs	 353,081	 367,582
 Less current maturities	 <u>(13,818)</u>	 <u>(14,266)</u>
 Total long-term debt and lease obligations	 <u>\$339,263</u>	 <u>\$353,316</u>

The fair value of the System's debt obligations was \$345,082 and \$367,428 as of December 31, 2018 and 2017, respectively, and falls within Level 2 in the fair value hierarchy. In determining the fair value of debt, the System considers its credit standing and does not take into account the credit standing of the financial institution that participated in the issuance of the debt instruments. Additional considerations for valuing the debt include the maturity date and the coupon and yield of the debt instrument.

Obligated Group—CAMC and the Foundation are members of the Obligated group (the "Obligated Group") in accordance with the provisions of the 1993 restated master trust indenture and are jointly and severally liable for the performance of all covenants and obligations contained in the 1993 restated master trust indenture and in the related notes and guarantees. The 2013 taxable debt notes; 2008 Series A Bonds; 2008 CAMC Teays Bonds; 2009 Series A Bonds; 2014 Series A Bonds; and various notes, lines, and letters of credit are obligations under the 1993 restated master trust indenture. The Foundation's restricted net assets are not available to satisfy obligations of the obligated group. The obligations of the Obligated Group are evidenced and secured by promissory notes issued pursuant to a 1993 restated master trust indenture dated January 1, 1993, as supplemented from time to time. All notes issued under the 1993 restated master trust indenture are secured primarily by a security interest in revenue and a deed of trust on the primary hospital facilities.

The Obligated Group is subject to certain restrictive covenants that require, among other items, the Obligated Group to maintain certain financial ratios as defined in the debt agreements and to make certain informational filings with its creditors. The System is currently in compliance with all restrictive covenants.

2014 Series A Bonds—In June 2014, CAMC entered into a loan agreement with the West Virginia Hospital Authority (the "Authority") pursuant to which CAMC borrowed the proceeds of the Authority's \$45,625 fixed-rate hospital revenue refunding bonds 2014 Series A. The bonds were issued at a premium of \$5,046, which will be amortized to interest and debt expense over the 14-year life of the issue. Interest on the bonds is payable semiannually and principal is payable annually beginning September 2024. The coupon rates of the bonds range from 3.5% to 5% depending on maturity.

2013 Taxable Debt Notes—On March 22, 2013, CAMC issued and sold \$60,000 4.5% taxable Master Note 2013-1 with final maturity on March 14, 2043, utilizing level debt amortization over 30 years. On May 21, 2013, CAMC issued and sold \$20,000 4.02% taxable Master Note 2013-2 with final maturity on March 15, 2038, utilizing level debt amortization over 25 years. These notes are issued and secured under the 1993 restated master trust indenture and secured primarily by a security interest in revenue and a deed of trust on the primary hospital facilities.

2010 Bank Loan—In December 2010, CAMC entered into a bank loan agreement for \$9,000. Principal and interest are payable in equal monthly installments sufficient to fully amortize the debt in 15 years with the outstanding balance of the note being due and payable in full on December 10, 2015. CAMC refinanced this note on December 10, 2015, with outstanding balance now due in full on December 10, 2020. Interest accrues at a variable rate equal to 30-day London InterBank Offered Rate (LIBOR), plus 1.25%. The rate aggregated to 3.30% as of December 31, 2018.

2009 Series A Bonds—In September 2009, CAMC entered into a loan agreement with the West Virginia Hospital Finance Authority (the "Finance Authority") pursuant to which CAMC borrowed the proceeds of the Finance Authority's \$179,925 fixed-rate hospital revenue refunding and improvement bonds 2009 Series A. The coupon rates of the bonds range from 3% to 5.62% depending on maturity. In aggregate, the bonds sold at a net discount of \$2,406, which is being amortized to interest and debt expense over the 23-year life of the issue. Interest on the bonds is payable semiannually and principal is payable annually. Under the terms of the loan agreement, CAMC makes monthly loan repayments sufficient in time and amount to enable the Finance Authority to pay the principal of, and the interest on, the Series 2009 bonds.

2008 Series A Bonds—In June 2008, CAMC entered into a loan agreement with the Finance Authority pursuant to which CAMC borrowed the proceeds of the Finance Authority's \$127,355 variable-rate revenue bonds 2008 Series A. The bonds require the payment of principal and interest through September 1, 2037. The bonds are multimodal variable-rate demand obligations supported by credit enhancement and a liquidity facility.

The timely payment of principal and interest on the 2008 Series A Bonds and the purchase price of tendered bonds are secured by an irrevocable, transferable direct pay letter of credit issued by a bank. The letter of credit will expire on June 19, 2021, unless renewed, and may be replaced by a substitute letter of credit. Should any portion of the bonds not remarket, the holders of said bonds may tender them to the bank holding the direct pay letter of credit. Draws on the letter of credit, which cannot be remarketed after 90 days, will begin repayment over 10 years with a balloon payment at the end of five years. There

were no draws on the letter of credit in 2018. Interest on the 2008 bonds is variable and can bear interest at a daily rate or a weekly rate as determined by a remarketing agent. Interest accrues at the stated interest rate, which, in the judgment of the remarketing agent under then-existing market conditions, would result in the sale of the 2008 bonds on such rate determination date at a price equal to the principal amount thereof, plus interest accrued through the rate period. As of December 31, 2018, the interest rate was 1.78%.

2008 CAMC Teays Bonds—On September 30, 2008, CAMC Teays entered into a loan agreement with the Authority pursuant to which CAMC Teays borrowed the proceeds of the Authority's \$26,000 variable-rate revenue bonds. CAMC Teays was merged with and into CAMC on March 1, 2014, and this indebtedness was assumed by CAMC by operation of law. The bonds require the payment of principal and interest through October 31, 2018, and were renewed with an expiration date of June 19, 2021. Principal is amortizing as if the debt is repaying over 21 years in equal monthly installments. On June 19, 2021, a balloon payment is due for the remaining principal and accrued interest. Interest is accrued on a monthly basis. The associated note carries a variable monthly interest rate equal to 68% of LIBOR, plus 120-basis points (1.2%). As of December 31, 2018, the interest rate was 2.76%.

2006 Promissory Note—This note, evidencing a taxable bank loan made to CAMC Teays, was also assumed by CAMC upon the effective date of its merger with CAMC Teays on March 1, 2014. The 2006 Promissory Note carries a variable monthly interest rate equal to the LIBOR, plus 100 basis points (1%), which aggregated to 1.17% and 2.57% as of December 31, 2017 and 2018, respectively. Interest on the note is paid monthly in arrears on the first business day of each month through an amended maturity date of January 1, 2020.

Other—CAMC maintains a \$10,000 working capital line of credit with a local bank, which expires on December 31, 2020. As of December 31, 2018 and 2017, there was no outstanding balance. A note securing the line of credit has been issued under the 1993 restated master trust indenture.

As of December 31, 2018 and 2017, there was \$2,945 and \$3,135, respectively, committed to four undrawn recurring letters of credit related to workers' compensation. These letters of credit are renewed annually and currently expire on December 31, 2019.

CAMC is one of three charter members of HealthNet, Inc. (HNET), a West Virginia nonprofit corporation that provides air medical transportation service to CAMC's primary patient population. HNET is not a consolidated entity within the Parent. CAMC has issued guarantees in the aggregate amount of \$8,908 to support the acquisition, renovation, and replacement of two medical helicopters. The guarantees reduce as HNET's lease liability for each of the helicopters is repaid. As of December 31, 2018, CAMC had not been called upon to make payments under the guarantee agreement.

CAMC has recorded \$2,571 and \$3,535 as of December 31, 2018 and 2017, respectively, as a capital lease obligation for these helicopters as a result of the lease guarantees and the helicopters being primarily used by CAMC. The related assets are included in property, equipment, and information systems in the accompanying consolidated balance sheets.

CAMC entered into an agreement with GE Healthcare Financial Services on December 14, 2015, on a capital lease to purchase anesthesia equipment over a 36-month period. As of December 31, 2018 and 2017, there was \$0 and \$947, respectively, committed to this lease, with the related asset included in property, equipment, and information systems in the accompanying consolidated balance sheets.

CAMC entered into an agreement with Medtronic USA on April 8, 2016, on a capital lease to purchase surgical products over a 48-month period. As of December 31, 2018 and 2017, there was \$461 and \$768, respectively, committed to this lease, with the related asset included in property, equipment, and information systems in the accompanying consolidated balance sheets.

Debt-Service Requirements—The System is required to make principal payments under long-term debt and capital lease obligations. The required principal payments are as follows:

	2019	2020	2021	2022	2023	Thereafter	Total
2014 Series A Bonds	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 45,625	\$ 45,625
2013 Taxable Debt Notes	1,810	1,890	1,975	2,060	2,145	62,230	72,110
2010 Bank Loan	611	3,667	-	-	-	-	4,278
2009 Series A Bonds	6,735	7,095	7,415	7,960	8,365	53,475	91,045
2008 Series A Bonds	2,135	2,200	2,330	2,405	2,525	105,470	117,065
2008 CAMC Teays Bonds	1,168	1,168	14,255	-	-	-	16,591
2006 Promissory Note	280	3,844	-	-	-	-	4,124
Capital lease obligations	<u>1,290</u>	<u>640</u>	<u>393</u>	<u>402</u>	<u>307</u>	<u>-</u>	<u>3,032</u>
Total principal	14,029	20,504	26,368	12,827	13,342	266,800	353,870
Plus unamortized bond premium	-	-	-	-	-	3,434	3,434
Less unamortized bond discount	-	-	-	-	-	(1,020)	(1,020)
Less debt issuance costs	<u>(211)</u>	<u>(211)</u>	<u>(211)</u>	<u>(211)</u>	<u>(211)</u>	<u>(2,148)</u>	<u>(3,203)</u>
Principal—net	<u>\$ 13,818</u>	<u>\$ 20,293</u>	<u>\$ 26,157</u>	<u>\$ 12,616</u>	<u>\$ 13,131</u>	<u>\$ 267,066</u>	<u>\$ 353,081</u>

Advanced Refundings—The outstanding balance of advanced refunded bonds excluded from the consolidated balance sheets was \$12,818 as of December 31, 2018, and \$12,638 as of December 31, 2017. The System advance refunded the bonds by depositing funds in trustee-held escrow accounts exclusively for the payment of principal and interest. The trustee is solely responsible for the subsequent extinguishment of the bonds. The trustee-held escrow accounts are invested in US government securities.

Derivatives—CAMC has entered into floating-to-fixed and floating-to-floating interest rate swap agreements in connection with its debt management program. The objective is to reduce the amount of interest related to outstanding debt obligations. Such agreements are not designated as hedging instruments. Net interest paid or received under the swap agreements is included in the consolidated statements of operations as a component of interest and debt expense while the change in the fair value of the derivative is reported separately in the consolidated statements of operations.

CAMC's interest rate swap agreements as of December 31, 2018 and 2017, are as follows:

Swap Type	Expiration Date	System Pays	Notional Amount	
			2018	2017
Floating	September 1, 2032	BMA municipal bond index rate	\$ 118,175	\$ 124,150
Floating	September 4, 2027	USD-securities industry and financial markets association municipal bond index	50,000	50,000
Fixed	September 1, 2037	4.22%	<u>96,155</u>	<u>97,620</u>
			<u>\$ 264,330</u>	<u>\$ 271,770</u>

Net interest paid and received on CAMC's interest rate swap transactions was an expense of \$1,570 and \$2,137 for the years ended December 31, 2018 and 2017, respectively. This is included in interest and debt expense in the accompanying consolidated statements of operations.

Under the terms of certain derivative contracts, the Obligated Group is required to maintain collateral posted with the counterparty to secure a portion of the estimated value of the derivative instruments when said instruments are valued in favor of the counterparty, as periodically determined by the counterparty. Collateral must be posted when the applicable aggregate derivative values exceed \$5,000 in favor of the counterparty. As of December 31, 2018 and 2017, \$11,460 and \$16,660, respectively, of collateral had been posted. The System's accounting policy is not to offset collateral amounts against amounts recognized for derivative obligations. Accordingly, the posted collateral is included in assets limited as to use in the accompanying consolidated balance sheets. On January 25, 2017, Moody's Investors Service downgraded from A3 as of December 31, 2016, to Baa1 the underlying rating assigned to Obligated Group's outstanding revenue bonds. Under derivative contracts, a downgrade to Baa1 changed the collateral threshold to \$5,000 effective February 2017.

Generally, the counterparties to the transactions could force an early termination if the Obligated Group's underlying credit rating declines from Baa1 to Baa3 or below as determined by Moody's Investors Service, if the Obligated Group fails to post collateral or if the Obligated Group fails to make swap payments. Aggregate termination payments would approximate the fair market value of the outstanding instruments as reported above.

To evidence its obligations under the derivatives, promissory notes were negotiated by CAMC and the swap counterparty to give the swap counterparty security for the Obligated Group's obligations under the derivative agreements. The actual obligation of the Obligated Group on these notes may vary significantly from the nominal amounts of each note. No amounts are outstanding under these notes.

The following table summarizes the estimated fair value of CAMC's derivative financial instruments at December 31, 2018 and 2017 (in thousands):

Derivatives Not Designated as Hedging Instruments	Consolidated Balance Sheet Location	2018	2017
Asset derivatives—interest rate swaps	Prepaid expenses and other	\$ 5,094	\$ 5,070
Liability derivatives—interest rate swaps	Derivative obligation	<u>21,556</u>	<u>25,511</u>
Net amount		<u>\$ 16,462</u>	<u>\$ 20,441</u>

Operating Lease Agreements—The System leases various land, computer, office, and movable equipment under noncancelable operating lease agreements expiring at various dates. Payments required under the noncancelable operating lease agreements as of December 31, 2018, are as follows:

Years Ending December 31	
2019	\$2,789
2020	1,928
2021	907
2022	504
2023	253
Thereafter	<u>-</u>
Total	<u>\$6,381</u>

Total expense for operating leases, which is included in supplies and other in the accompanying consolidated statements of operations, was \$3,740 and \$5,708 for the years ended December 31, 2018 and 2017, respectively.

9. LIABILITIES FOR SELF-INSURANCE RESERVES

Certain of the System’s subsidiaries are self-insured for professional malpractice and general liability claims through the CAMC Health System Inc. and Affiliates Malpractice Self-Insurance Trust (the “Trust”). This is a revocable trust. Participating affiliates have proportionate rights to the Trust’s account balance held under the custodial management of a bank trust department and can withdraw from the Trust, subject to certain actuarially determined thresholds. The Trust’s account may be used for payment of any professional malpractice and general liability losses, expenses relating thereto, costs of administering the Trust, and insurance premiums for coverage in excess of the self-insured limits.

Obligations of the Trust are determined using statistical analysis by an independent actuarial valuation of occurrence-based risks, which includes consideration of incurred, but not reported claims exposure. The System’s methodology for estimating this self-insured obligation is a simulation modeling approach largely dependent on the System’s actual loss history and certain national, regional, and state-specific claim statistics. As of December 31, 2018 and 2017, the System has recorded \$30,612 and \$29,893, respectively, as the liability for self-insured asserted and unasserted professional malpractice and general liability claims. The estimated current portion of \$5,700 in 2018 and \$6,200 in 2017 is recorded in current liabilities in the accompanying consolidated balance sheets. The estimated liability for such malpractice and general liability claims has been discounted using a discount rate of 2.5% and 2% in 2018 and 2017, respectively. While the ultimate amount of costs incurred under the System’s self-insured programs is dependent on future developments, in management’s opinion, recorded reserves are adequate to cover the future settlement value of claims. However, it is reasonably possible that recorded reserves may not be adequate to cover the future settlement of claims. Adjustments, if any, to estimates recorded resulting from ultimate claim payments will be reflected in operations in the periods in which such adjustments are known.

The malpractice self-insurance limits are a maximum \$3,000 per occurrence and a maximum annual aggregate limit of \$12,000 for May 1, 2001, through April 30, 2002; \$5,000 per occurrence and a maximum annual aggregate limit of \$20,000 for May 1, 2002, through April 30, 2003; \$7,000 per occurrence and a maximum annual aggregate limit of \$25,000 for May 1, 2003, through April 30, 2004; \$10,000 per occurrence and a maximum annual aggregate limit of \$30,000 for May 1, 2004, through April 30, 2011; \$10,000 per reported claim and a maximum annual aggregate limit of \$25,000 for May 1, 2011, through April 30, 2018; and \$10,000 per occurrence and maximum annual aggregate limit of \$30,000 for May 1, 2018, through April 30, 2019.

Prior to 2012, certain members of the System were also self-insured for workers' compensation, unemployment compensation, disability, and employee health insurance. The workers' compensation long-term portion of the obligation recorded in self-insurance reserves in the accompanying consolidated balance sheets for these programs is \$750 and \$954 as of December 31, 2018 and 2017, respectively. The current portion of the obligation recorded in accrued expenses for workers' compensation was \$705 and \$733 as of December 31, 2018 and 2017, respectively. Beginning, January 1, 2012, all System members became insured for workers' compensation. Self-insured workers' compensation obligations are reserved for claims prior to the effective date of January 1, 2012, including incurred but not reported claims. Claims, beginning on January 1, 2012, are administered under a deductible insured program with limits of \$1,000 per occurrence and \$3,000 annual aggregate.

Prior to 2012, the System was subject to risk pools (security and guaranty) for the benefit of self-insured employers in West Virginia. The risk pools were utilized to fund the claims payments of default and bankrupt self-insured employers. The System maintains a required \$750 letter of credit in favor of the West Virginia Insurance Commission to secure claims with dates of injury on or prior to June 30, 2004. The System and other pool participants are required to pay annual guaranty pool assessments until the guaranty pool contains the sum of \$30,000 or 5% of the estimated total claims liability of all self-insured employers. In the event that actual claim defaults exceed the amounts of defaulted claim reserves, additional amounts may be assessed to the self-insured employers to fund the guaranty pool. The System made no contributions to the guaranty pool in either 2018 or 2017. The amount of the System's liability in respect to potential assessments cannot be estimated. Accordingly, no accrual for such liability has been reflected in the consolidated financial statements.

10. RETIREMENT OBLIGATIONS

Supplemental Executive Retirement Program (SERP)—The System has adopted several SERPs for the benefit of corporate officers. The SERPs, when combined with the retirement savings plan, are intended to provide corporate officers with a retirement benefit from all System sources (including 50% of social security benefits) ranging from approximately 55% to 60% of the officer's average compensation during his or her final five years of employment with an assumed normal retirement age of 60. Generally, an officer may become fully vested in SERPs' benefits at age 60 with at least 30 years of service. Partial vesting in these benefits begins at age 55 with at least five years of service. Benefit payments under these plans generally do not commence until 24 months after termination of employment. The SERPs are nonqualified plans.

The table below sets forth the change in the benefit obligation of the SERPs for the years ended December 31, 2018 and 2017, using a December 31 valuation date:

Change in Projected Benefit Obligation	2018	2017
Benefit obligation at beginning of year	\$ 8,335	\$11,538
Service cost	511	593
Interest cost	292	361
Actuarial loss	(187)	(663)
Benefits paid	(1,144)	(3,493)
Plan amendments	<u>980</u>	<u>-</u>
Projected benefit obligation (underfunded status) at end of year	<u>\$ 8,787</u>	<u>\$ 8,336</u>

The accumulated benefit obligation for the SERPs was \$7,225 and \$6,959 as of December 31, 2018 and 2017, respectively.

Included in net assets without donor restrictions as of December 31, 2018 and 2017, are the following amounts that have not yet been recognized in net periodic benefit cost: unrecognized actuarial loss of \$964 and \$1,348, respectively, and unrecognized net prior service cost of \$2,255 and \$1,436, respectively.

The benefit payments, which reflect expected future service, as appropriate, expected to be paid by the SERPs during the years ending December 31 are as follows:

December 31

2019	\$2,676
2020	-
2021	481
2022	1,153
2023	-
Thereafter	5,703

The components of net periodic benefit cost for SERP plans for the years ended December 31, 2018 and 2017, are as follows:

	2018	2017
Service cost	\$ 511	\$ 593
Interest cost	292	361
Settlement charge	126	565
Actuarial loss	71	235
Amortization of prior service cost	<u>161</u>	<u>197</u>
Net periodic benefit cost	<u>\$1,161</u>	<u>\$1,951</u>

Actuarial plan assumptions for the years ended December 31, 2018 and 2017, are as follows:

	2018	2017
Weighted-average assumptions used to determine net periodic benefit cost for the years ended December 31:		
Discount rate	4.00 %	3.30 %
Expected rate of compensation increase	3.00	3.00
Weighted-average assumptions used to determine benefit obligations as of December 31:		
Discount rate	4.00 %	3.30 %
Expected rate of compensation increase	3.00	3.00
Lump-sum interest rate	1.75	1.50

Retirement Savings Plan—Employees of the System are eligible to participate in a retirement savings plan. Employees may contribute from 1% to 100% of their salary to the plan, subject to certain limitations, and the employers will match from 1% to 4% of salary based on the employees' salary deferrals made during the plan year; 100% match on the first 3% deferred, and 50% match on the next 2% with 4% being the maximum. Total employer contributions to the retirement savings plan were \$12,969 and \$12,430 during 2018 and 2017, respectively.

11. RELATED-PARTY TRANSACTIONS

West Virginia University (WVU) employs physicians who provide medical education and supervision to the resident physicians employed by CAMC. In 2018 and 2017, CAMC provided \$16,559 and \$17,767, respectively, to WVU for the physicians who teach and supervise the resident physicians for call pay, income guarantees, fees for services, and other expenses. The fees paid are included in either professional compensation and fees or supplies and other, depending on the nature of the transaction. CAMC has committed \$20,494 to further support WVU during 2019 for the use of the teaching and supervising physicians.

CAMC, Cabell Huntington Hospital, and WVU Hospital are members of HNET. Each member's legally controlled percentage is 33.3%. HNET is recognized as exempt from federal income tax under Section 501(c)(3) of the Code. Members are required to support HNET to the extent that expenses exceed revenues. For the years ended December 31, 2018 and 2017, HNET expenses exceeded revenues by \$2,600 and \$1,472, respectively. Amounts due to HNET included in accounts payable and accrued expenses were \$563 and \$478 as of December 31, 2018 and 2017, respectively.

CAMC has purchased an interest in Charleston Area Radiation Therapy Centers, LLC, which manages the technical component of radiation therapy services offered by CAMC. Alliance Oncology, LLC owns a 50% interest; CAMC owns a 20% interest and Charleston Radiation Therapy Consultants, PLLC owns a 30% interest in Charleston Area Radiation Therapy Centers, LLC. For the years ended December 31, 2018 and 2017, Charleston Area Radiation Therapy Centers, LLC revenues exceeded expenses by \$3,154 and \$2,448, respectively. Amounts due to Charleston Area Radiation Therapy Centers, LLC included in accounts payable and accrued expenses were \$92 and \$78 as of December 31, 2018 and 2017, respectively.

12. FUNCTIONAL EXPENSES

The functional expenses related to the System's operations as of December 31, 2018 and 2017, are as follows:

	For the Year Ended December 31, 2018					
	Health Care Services				Support Services	
	Acute	Ambulatory	Physician	Research	Administrative	Fundraising
Nonphysician salaries and wages	\$ 168,389	\$ 64,396	\$ 19,381	\$ 6,829	\$ 113,115	\$ 235
Physician salaries and wages	25,873	5,782	49,885	127	4,532	-
Employee benefits	12,892	4,677	3,047	950	99,358	67
Professional compensation and fees	11,676	2,644	5,635	108	4,577	-
Supplies and other	114,259	117,487	6,607	(2,416)	183,165	353
Depreciation and amortization	9,045	8,307	961	199	24,693	-
Medicaid provider tax	-	-	-	-	30,324	-
Interest and debt expense	-	-	-	-	16,159	-
Change in fair value of derivatives	-	-	-	-	(3,979)	-
Total	\$ 342,134	\$ 203,293	\$ 85,516	\$ 5,797	\$ 471,944	\$ 655

	For the Year Ended December 31, 2017					
	Health Care Services				Support Services	
	Acute	Ambulatory	Physician	Research	Administrative	Fundraising
Nonphysician salaries and wages	\$ 162,656	\$ 62,523	\$ 22,194	\$ 5,467	\$ 106,147	\$ 321
Physician salaries and wages	23,998	5,321	40,470	142	7,092	-
Employee benefits	13,368	4,818	3,052	1,507	102,383	123
Professional compensation and fees	9,171	3,633	5,641	171	5,595	-
Supplies and other	130,324	106,107	9,111	(3,622)	193,390	-
Depreciation and amortization	9,467	7,777	1,101	156	25,511	-
Medicaid provider tax	-	-	-	-	30,135	-
Interest and debt expense	-	-	-	-	15,885	-
Change in fair value of derivatives	-	-	-	-	(488)	-
Total	\$ 348,984	\$ 190,179	\$ 81,569	\$ 3,821	\$ 485,650	\$ 444

13. COMMITMENTS, CONTINGENCIES, AND LITIGATION

Entities of the System are party to a number of lawsuits. It is not possible at the present time to estimate the ultimate legal and financial liability, if any, with respect to certain lawsuits. In the opinion of management, after consultation with counsel, adequate insurance and self-insurance reserves exist in the event of any significant financial exposure. Accordingly, in the opinion of management, resolution of those matters is not expected to have a material adverse effect on the System's consolidated financial position. However, depending on the amount and timing of such resolution, an unfavorable resolution of some or all of these matters could materially affect the future consolidated results of operations or cash flows in a particular period.

Asset Retirement Obligations—Management, based on its consideration of asset retirement activities, such as asbestos removal on existing properties, does not believe that remediation of such items will have a material effect on the consolidated financial statements.

Information Technology (IT) Outsourcing—On April 3, 2015, CAMC signed an agreement (the "Cerner Agreement") with Cerner Corporation ("Cerner") to replace the then-existing clinical and revenue cycle software and deliver functionality to meet regulatory requirements. The annual provisions of the Cerner Agreement begin April 1 of each year; the conversion ("Cerner Conversion") was effective as of September 14, 2016.

Under the Cerner Agreement, CAMC agreed to pay \$12,622 over the first two years; then \$6,611 for the next five years; thereafter annually over the seven-year Cerner Agreement for the perpetual license of the underlying software, implementation, and related maintenance and support. CAMC has the option to renew the Cerner Agreement for an additional three-year period at the end of the seventh year of the Cerner Agreement. CAMC paid \$6,611 for the year ended December 31, 2018, for maintenance and support, which was recorded in supplies and other in the consolidated statements of operations. CAMC paid \$3,231 for the year ended December 31, 2017, which represents initial up-front fees, as well as the cost of the underlying software licenses obtained. This amount, along with the \$20,340 of additional costs relating to the Cerner Conversion, has been included in property, equipment, and information systems in the consolidated balance sheets and is being depreciated over the term of the agreement. Cerner Conversion costs expensed were \$0 and \$18,402 for the years ended 2018 and 2017, respectively.

14. FAIR VALUE OF FINANCIAL INSTRUMENTS

The System uses a three-level valuation hierarchy for disclosure of fair value measurements. Fair value is defined as 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. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1—Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2—Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument. Corporate bonds are valued using pricing models maximizing the use of observable inputs for similar securities. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments.

Level 3—Inputs to the valuation methodology are unobservable and significant to the fair value measurement related to notice requirements in order to withdraw from the investment.

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.

The financial instruments carried at fair value as of December 31, 2018, by caption, in the consolidated statements of financial position by the three-level valuation hierarchy defined above are as follows:

	Level 1	Level 2	Level 3	Total
Investments:				
Cash equivalents	\$ 63,309	\$ -	\$ -	\$ 63,309
Equity securities	94,244	-	-	94,244
Equity mutual funds	149,666	-	-	149,666
Debt securities issued by US Treasury and other US government corporations and agencies	-	18,097	-	18,097
Debt securities issued by states of the United States and political subdivisions of the states	-	3,599	-	3,599
Corporate debt securities	-	50,174	-	50,174
Fixed-income mutual funds	<u>71,379</u>	<u>-</u>	<u>-</u>	<u>71,379</u>
Total investments at fair value	<u>\$378,598</u>	<u>\$71,870</u>	<u>\$ -</u>	<u>\$450,468</u>
Assets—derivative asset	<u>\$ -</u>	<u>\$ 5,094</u>	<u>\$ -</u>	<u>\$ 5,094</u>
Liabilities—derivative obligation	<u>\$ -</u>	<u>\$21,556</u>	<u>\$ -</u>	<u>\$ 21,556</u>

The financial instruments carried at fair value as of December 31, 2017, by caption, in the consolidated statements of financial position by the three-level valuation hierarchy defined above are as follows:

	Level 1	Level 2	Level 3	Total
Investments:				
Cash equivalents	\$ 70,957	\$ -	\$ -	\$ 70,957
Equity securities	77,974	-	-	77,974
Equity mutual funds	130,403	-	-	130,403
Debt securities issued by US Treasury and other US government corporations and agencies	-	18,344	-	18,344
Debt securities issued by states of the United States and political subdivisions of the states	-	4,155	-	4,155
Corporate debt securities	-	49,166	-	49,166
Fixed-income mutual funds	<u>72,138</u>	<u>-</u>	<u>-</u>	<u>72,138</u>
Total investments at fair value	<u>\$351,472</u>	<u>\$71,665</u>	<u>\$ -</u>	<u>\$423,137</u>
Assets—derivative asset	<u>\$ -</u>	<u>\$ 5,071</u>	<u>\$ -</u>	<u>\$ 5,071</u>
Liabilities—derivative obligation	<u>\$ -</u>	<u>\$25,511</u>	<u>\$ -</u>	<u>\$ 25,511</u>

Following is a description of the System's valuation methodologies for assets and liabilities measured at fair value.

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

Cash Equivalents—The carrying amounts reported in the accompanying consolidated balance sheets for cash equivalents approximate their fair value.

Equity Securities—Equity securities are valued at the closing price reported on the applicable exchange on which the security is traded and are classified as Level 1 within the fair value hierarchy.

Equity Mutual Funds and Fixed-Income Mutual Funds—Mutual funds are valued using the net asset value based on the value of the underlying assets owned by the fund, minus liabilities, divided by the number of shares outstanding, and multiplied by the number of shares owned and are classified as Level 1 within the fair value hierarchy.

Debt Securities Issued by US Treasury and Other US Government Corporations and Agencies, Debt Securities Issued by States of the United States and Political Subdivisions of the States, and Corporate Debt Securities—Debt securities are valued using quoted market prices and/or other market data for the same or comparable securities and transactions in establishing the prices, discounted cash flow models, and other pricing methods. These models are primarily industry standard models that consider various assumptions, including the time value and yield curve, as well as other relevant economic measures. Due to the nature of pricing methods utilized, debt securities are classified as Level 2 within the fair value hierarchy.

Derivatives—The fair value of the derivative obligation is based on observable inputs from market sources that aggregate data based upon market transactions (see Note 8). In determining the fair value of the System's derivative instruments, quoted price can be obtained from a number of dealer counterparties and other independent market sources based on observable interest rates and yield curves for the full term of the asset or liability. In order to determine the risk of nonperformance for derivative instruments, the System determines the credit spread for debt issues by entities with similar credit characteristics to the System. The fair value of the System's derivative instruments will adjust based on the nonperformance risk of the System when the derivative instrument is a liability position or by each counterparty when the derivative instrument is an asset to the System.

The System is required to assess its credit risk versus its counterparties; this assessment resulted in a decrease in the liability of \$665 and \$711, which increased the System's excess of revenues over expenses for the years ended December 31, 2018 and 2017, respectively.

15. ENDOWMENT—WITH DONOR RESTRICTION

The System's endowment is subject to an enacted version of the Uniform Prudent Management of Institutional Funds Act of 2006 (UPMIFA) and consists of approximately 162 individual funds established for a variety of purposes. The endowment includes both donor-restricted endowment funds and funds designated by the board of trustees to function as endowments. Net assets associated with endowment funds, including funds designated by the board of trustees to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

The board of trustees of the System has interpreted the UPMIFA as requiring the preservation of the fair value of the original gift absent explicit donor stipulations to the contrary. As a result of this interpretation, the System classifies as net assets with donor restrictions the original value of gifts donated to the permanent endowment and accumulations to the permanent endowment required by the donor gift instrument, if applicable. The remaining portion of the donor-restricted endowment fund that is not classified as a fund restricted in perpetuity is classified as net assets with donor restrictions until those amounts are appropriated for expenditure. In accordance with UPMIFA, the System considers the following factors in making a determination to appropriate or accumulate donor-restricted funds:

- a. The duration and preservation of the fund
- b. The purposes of the System and the donor-restricted endowment fund
- c. General economic conditions
- d. The possible effect of inflation and deflation
- e. The expected total return from income and the appreciation of investments
- f. Other resources of the System
- g. The investment policies of the System

The System's investment and spending policies for endowment assets are structured to provide a predictable stream of funding to programs supported by the endowment and maintain purchasing power of the endowment assets. Under this policy, as approved by the board of trustees, the endowment assets are invested in a manner that is intended to produce a real return, net of inflation, and investment management costs, of at least 5% over the long term. Therefore, the desired minimum rate of return is equal to the consumer price index plus, 600 basis points (6%) on an annualized basis. Actual returns in any given year will vary.

To satisfy its long-term rate of return objectives, the System relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The System targets a diversified asset allocation that places a greater emphasis on equity-based and alternative investments to achieve its long-term objective within prudent risk constraints.

The System computes a 12-quarter trailing average market value of each portfolio as of the prior June 30 and makes 5% of that amount available for expenditure. The computed value may be adjusted for large contributions, withdrawals, or market value swings as necessary to produce the desired level of cash. With this policy, the annual dollar amount available for spending will be known at the beginning of the year. If necessary, quarterly transfers of approximately 1.25% are scheduled for transfer to the Foundation's main cash account.

Changes in endowment funds for the years ended December 31, 2018 and 2017, consisted of the following:

	2018	2017
Net assets—beginning of the year	\$65,734	\$57,732
Investment return—net	(2,558)	8,264
Contributions	794	1,082
Appropriation of endowment assets for expenditure	<u>(327)</u>	<u>(1,344)</u>
Net assets—end of year	<u>\$63,643</u>	<u>\$65,734</u>

From time to time, the fair value of assets associated with individual donor-restricted endowments funds may fall below the level that the donor or UPMIFA requires the System to retain as a fund of perpetual duration. These deficiencies can result from unfavorable market fluctuations that occur shortly after the investment of new net assets with donor restrictions contributions and continued appropriation for certain programs that was deemed prudent by the board of trustees. There were no significant deficiencies of this nature that are reported in net assets without donor restrictions as of December 31, 2018 and 2017.

16. INTANGIBLE ASSETS

Intangible assets, other than software, which is included in property, equipment, and information systems, are included in other assets. The System's identifiable intangible assets with finite lives are being amortized over their estimated useful lives and are as follows:

	December 31, 2018			
	Gross Carrying Amount	Accumulated Amortization	Net	Amortization Period
Noncontract relationships	\$ 4,131	\$ (1,652)	\$ 2,479	20 years
Intangibles—software	<u>80,600</u>	<u>(58,214)</u>	<u>22,386</u>	7 years
Total	<u>\$84,731</u>	<u>\$(59,866)</u>	<u>\$24,865</u>	

	December 31, 2017			
	Gross Carrying Amount	Accumulated Amortization	Net	Amortization Period
Trade name/trademark	\$ 140	\$ (140)	\$ -	5 years
Noncompete	1,396	(1,396)	-	5 years
Noncontract relationships	4,131	(1,446)	2,685	20 years
Intangibles—software	<u>82,450</u>	<u>(51,409)</u>	<u>31,041</u>	7 years
Total	<u>\$88,117</u>	<u>\$(54,391)</u>	<u>\$33,726</u>	

Amortization expense for finite-lived intangible assets was \$7,128 and \$7,203 for the years ended December 31, 2018 and 2017, respectively. The following is a schedule of estimated future amortization of finite-lived intangible assets as of December 31, 2018:

**Years Ending
December 31**

2019	\$ 6,790
2020	6,394
2021	5,316
2022	2,758
2023	2,161
Thereafter	<u>1,446</u>
Total	<u>\$24,865</u>

17. VENDOR AGREEMENT

In February 2018, CAMC entered into an agreement (the "Agreement") with a vendor (the "Vendor") to resolve certain claims arising from the performance of the Vendor's products and the withholding of certain payments by CAMC to Vendor. As the conditions surrounding the Agreement existed as of December 31, 2017, the outcome of the Agreement was reflected in the 2017 consolidated financial statements. Under the terms of the Agreement, CAMC paid \$10,410 to the Vendor in 2018, representing approximately half of the payments withheld from the Vendor. Such amounts had been appropriately accrued by CAMC within accounts payable and accrued expenses in the consolidated balance sheet as of December 31, 2017. Additionally, the Vendor agreed to pay \$10,883 during 2018 to reimburse CAMC for certain third-party costs incurred by the System. The reimbursement was recorded with other receivables within the consolidated balance sheet and as a reduction to supplies and other expenses in the consolidated statement of operations as of and for the year ended December 31, 2017. The Agreement included an additional Vendor payment of \$10,447 that was recognized as other revenue in the consolidated statement of operations for the year ended December 31, 2017. As this payment was received by CAMC via credits against outstanding invoices due to the Vendor, it was reflected as a decrease to accounts payable and accrued expenses in the consolidated balance sheet as of December 31, 2017. All amounts due from the Vendor were received as of December 31, 2018, representing aggregate payments and credits of \$29,600.

18. SUBSEQUENT EVENTS

Subsequent events have been evaluated through April 10, 2019, the date the consolidated financial statements were available to be issued.

The System expects to issue approximately \$93,000 tax exempt bonds through the West Virginia Hospital Finance Authority in the second quarter of 2019. The proceeds will be used to complete a current refunding of the callable maturities of the 2009 Series A Bonds and to finance approximately \$29,559 in various construction projects.

* * * * *

SUPPLEMENTAL SCHEDULES

CAMC HEALTH SYSTEM, INC. AND SUBSIDIARIES

SCHEDULE OF EXPENDITURES OF STATE OF WEST VIRGINIA AWARDS FOR THE YEAR ENDED DECEMBER 31, 2018

Funding Source	Grant #	Activity #	Amount Received	Amount Expended	Difference
State of WV/DHHR/BPH/OMCFH	G180330/G190346	68657	\$ 118,753	\$ 90,760	\$ 27,993
State of WVDJCS	18-CAC-02/19-CAC-02	63024	89,127	50,619	38,508
State of WV/DHHR/BPH/OEPS	G180737	63006	-	15,987	(15,987)
State of WV/DHHR/BPH/OCHS&HP	G180476	63041	<u>36,758</u>	<u>25,368</u>	<u>11,390</u>
			<u>\$ 244,638</u>	<u>\$ 182,734</u>	<u>\$ 61,904</u>

CAMC HEALTH SYSTEM, INC. AND SUBSIDIARIES

SCHEDULE OF EXPENDITURES OF STATE OF WEST VIRGINIA AWARDS FOR THE YEAR ENDED DECEMBER 31, 2017

Funding Source	Grant #	Activity #	Amount Received	Amount Expended	Difference
State of WV/DHHR/BPH/OMCFH	G160361/G170456	68657	\$ 111,498	\$ 97,616	\$ 13,882
State of WV/DJCS	16-CAC-02/17-CAC-02	63024	65,614	65,614	-
State of WV/DHHR/BPH/OEPS	G170749	63006	6,680	6,472	208
State of WV/DHHR/BPH/OCHSHP	G180476	63041	<u>-</u>	<u>16,357</u>	<u>(16,357)</u>
			<u>\$ 183,792</u>	<u>\$ 186,059</u>	<u>\$ (2,267)</u>

CAMC HEALTH SYSTEM, INC. AND SUBSIDIARIES

**SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
FOR THE YEAR ENDED DECEMBER 31, 2018**

Federal Grantor/Program Title	Source	Federal CFDA No.	Pass-Through Entity Identifying Number	Indirect Agency	Total Federal Expenditures
FUNDING FROM DEPARTMENT OF HEALTH AND HUMAN SERVICES:					
Medical Assistance Program	I	93.778	G180330/G190346	WV DHHR/ BPH/ OMCFH	\$ 90,760
Grant Program to Provide Outpatients Early Intervention Services with Respect to HIV Disease	D	93.918	Not applicable		447,170
HIV Prevention Activities Health Department Based	I	93.940	G180737	WVDHHR/BPH/OEHP/AIDS Program	11,990
HIV Care Formula Grants	I	93.917	G180738	WV DHHR/ BPH/ OEHP	284,484
Assistance Programs for Chronic Disease Prevention and Control	I	93.945	G180476	WVDHHR/ BPH/ OCHSHP	<u>35,032</u>
Total department of health and human services					<u>869,436</u>
FUNDING FROM DEPARTMENT OF JUSTICE:					
Crime Victim Assistance	I	16.575	16-VA-GX-0042/ 17-VA-GX-0073	WV Division of Justice and Community Services	<u>124,140</u>
Total department of justice					<u>124,140</u>
FUNDING FROM DEPARTMENT OF AGRICULTURE:					
Supplemental Nutrition Assistance Program—SNAP	I	10.561	99-046A-K4HK-2/ 14-895-K4HK	WVDHHR/BPH/OCHSHP	467,091
Distance Learning and Telemedicine Grant	D	10.855	Not applicable		<u>228,270</u>
Total department of agriculture					<u>695,361</u>
RESEARCH AND DEVELOPMENT CLUSTER:					
Nurse Anesthetist Traineeship	D	93.124	Not applicable		74,400
Biomedical Research and Research Training	I	93.859	12-303-CAMC	West Virginia University Research Corporation	<u>161,404</u>
Total research and development cluster					<u>235,804</u>
FUNDING FROM NATIONAL INSTITUTES OF HEALTH:					
HSTA Citizen Science: Adolescents Engaged in Citizen Science Early Childcare Facilities to Address Childhood Obesity	I	R25 OD023768	16-931-CHER1	West Virginia University Research Corporation	<u>9,101</u>
Total national institutes of health					<u>9,101</u>
FUNDING FROM CENTERS FOR DISEASE CONTROL AND PREVENTION:					
Be Wild, Be Wonderful, Be Healthy: Improving Access to Healthy Foods and Physical Activity Opportunities in McDowell and Clay Counties	I	1 NU58DP006563	18-1003-CAMC	West Virginia University Research Corporation	<u>16,445</u>
Total centers for disease control and prevention					<u>16,445</u>
Total federal expenditures					<u>\$ 1,950,287</u>

See notes to Schedule of Expenditures of Federal Awards.

CAMC HEALTH SYSTEM, INC. AND SUBSIDIARIES

NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS FOR THE YEAR ENDED DECEMBER 31, 2018

1. BASIS OF PRESENTATION

The accompanying Schedule of Expenditures of Federal Awards (the "Schedule") includes the federal award activity of CAMC Health Education and Research Institute (the "Institute"), a wholly owned subsidiary of CAMC Health System, Inc. and subsidiaries (the "System") under programs of the federal government for the year ended December 31, 2018. The information in this Schedule is presented in accordance with the requirements of Title 2 *U.S. Code of Federal Regulations (CFR) Part 200, Uniform Administrative Requirements, Cost Principles and Audit Requirements for Federal Awards* ("Uniform Guidance"). Because the Schedule presents only a selected portion of the operations of the System, it is not intended to and does not present the financial position, changes in net assets, or cash flows of the System and its subsidiaries.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance, wherein certain types of expenditures are not allowable or are limited as to reimbursement. Pass-through entity identifying numbers are presented where available.

For the purposes of the Schedule, federal awards include the following:

- Direct federal awards
- Pass-through funds received from non-federal organizations under federally sponsored programs conducted by those organizations

3. INDIRECT COST RATE

The System has elected not to use the 10-percent de minimis indirect cost rate allowed under the Uniform Guidance.

4. SUBRECIPIENT DISBURSEMENTS

The Institute did not make any subrecipient disbursements during the year ended December 31, 2018.

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Deloitte & Touche LLP
One PPG Place
Suite 2600
Pittsburgh, PA 15222-5433
USA

Tel: +1 412 338 7200
Fax: +1 412 338 7380
www.deloitte.com

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

To the Board of Directors of
CAMC Health System, Inc.:

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, and the State of West Virginia Department of Health and Human Resources Grantee Audit Compliance Guide, the consolidated financial statements of CAMC Health System, Inc. (the "System"), which comprise the consolidated balance sheets as of December 31, 2018 and 2017, and the related consolidated statements of operations, changes in net assets, and cash flows for the years then ended and the related notes to the consolidated financial statements, and have issued our report thereon dated April 10, 2019.

Internal Control Over Financial Reporting

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

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

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

Compliance and Other Matters

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

Purpose of this Report

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

Deloitte & Touche LLP

April 10, 2019



Deloitte & Touche LLP
One PPG Place
Suite 2600
Pittsburgh, PA 15222-5433
USA

Tel: +1 412 338 7200
Fax: +1 412 338 7380
www.deloitte.com

INDEPENDENT AUDITORS' REPORT ON COMPLIANCE FOR EACH MAJOR FEDERAL PROGRAM AND REPORT ON INTERNAL CONTROL OVER COMPLIANCE

To the Board of Directors of
CAMC Health System, Inc.:

Report on Compliance for Each Major Federal Program

We have audited CAMC Health System, Inc. and Subsidiaries' (the "System") compliance with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on each of the System's major federal programs for the year ended December 31, 2018. The System's major federal programs are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with federal statutes, regulations, and the terms and conditions of its federal awards applicable to its federal programs.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for each of the System's major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* ("Uniform Guidance") and the State of West Virginia Department of Health and Human Resources Grantee Audit Compliance Guide. Those standards and the Uniform Guidance require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the System's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of the System's compliance.

Opinion on Each Major Federal Program

In our opinion, the System complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended December 31, 2018.

Report on Internal Control Over Compliance

Management of the System is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the System's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the System's internal control over compliance.

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

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies and therefore, material weaknesses or significant deficiencies may exist that have not been identified. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, we did identify a certain deficiency in internal control over compliance, described in the accompanying schedule of findings and questioned costs as item 2018-01 that we considered to be a significant deficiency.

The System's response to the internal control over compliance finding identified in our audit is described in the accompanying corrective action plan. The System's response was not subjected to the auditing procedures applied in the audit of compliance and, accordingly, we express no opinion on the response.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

Deloitte & Touche LLP

July 12, 2019

DHHR - Finance

SEP 10 2019

Date Received

CAMC HEALTH SYSTEM, INC. AND SUBSIDIARIES

**SCHEDULE OF FINDINGS AND QUESTIONED COSTS
FOR THE YEAR ENDED DECEMBER 31, 2018**

SECTION I—SUMMARY OF AUDITORS' RESULTS

Financial Statements

Type of auditors' report issued on whether the financial statements audited were prepared in accordance with GAAP: unmodified

Internal control over financial reporting:

- Material weakness(es) identified? yes no
- Significant deficiency(ies) identified not considered to be material weaknesses? yes none reported
- Noncompliance material to financial statements noted? yes no

Federal Awards

Internal control over major programs:

- Material weakness(es) identified? yes no
- Significant deficiency(ies) identified not considered to be material weaknesses(es)? yes none reported

Type of auditors' report issued on compliance for major programs: unmodified

Any audit findings disclosed that are required to be reported in accordance 2 CFR 200.516(a)? yes no

Identification of Major Programs:

CFDA Number

Name of Federal Program or Cluster

93.918

Ryan White Program

Dollar threshold used to distinguish between Type A and Type B programs

\$750,000

Auditee qualified as low-risk auditee?

yes no

CAMC HEALTH SYSTEM, INC. AND SUBSIDIARIES

SCHEDULE OF FINDINGS AND QUESTIONED COSTS FOR THE YEAR ENDED DECEMBER 31, 2018

SECTION II—FINANCIAL STATEMENT FINDINGS

No matters were reportable.

SECTION III—FEDERAL AWARD FINDINGS AND QUESTIONED COSTS

2018-01 Review of Invoices for Appropriate Grant Period

Period of Performance—Significant Deficiency in Controls

Criteria—The federal program guidelines require awarded grant money for the selected grant to be spent within the year awarded.

Condition—The failure of controls in place did not identify invoices that were to be submitted for reimbursement prior to the grant period-end date of March 31, 2018.

Perspective—6 out of 27 selections were noted to not be in compliance.

Questioned Costs—\$15,309

Cause—Controls to ensure invoices are submitted for reimbursement in the appropriate grant period were not operating effectively.

Effect—Invoices were submitted for reimbursement in the incorrect grant period.

Recommendation—Invoices should be reviewed for submission in the appropriate grant period.

View of Responsible Officials—See corrective action plan.

CAMC HEALTH SYSTEM, INC. AND SUBSIDIARIES

**CORRECTIVE ACTION PLAN
FOR THE YEAR ENDED DECEMBER 31, 2018**

2018-01 Review of Invoices for Appropriate Grant Period

Responsible Party—Lee Layne

Corrective Action—The System will ensure controls relating to review of invoices for the appropriate grant period are implemented and operating effectively.

Expected Completion Date—Completed

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