

CONSOLIDATED FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION AND AUDIT
REPORTS AND SCHEDULES RELATED TO THE
UNIFORM GUIDANCE AND NEW JERSEY OMB
CIRCULAR LETTER 15-08-OMB

St. Joseph's Health, Inc.
Year Ended December 31, 2019
With Reports of Independent Auditors

Ernst & Young LLP



St. Joseph’s Health, Inc.

Consolidated Financial Statements and Supplementary Information
and Audit Reports and Schedules Related to the Uniform Guidance and
New Jersey OMB Circular Letter 15-08-OMB

Year Ended December 31, 2019

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Ernst & Young LLP
99 Wood Avenue South
Metropark
P.O. Box 751
Iselin, NJ 08830-0471

Tel: +1 732 516 4200
Fax: +1 732 516 4429
ey.com

Report of Independent Auditors

The Board of Trustees
St. Joseph's Health, Inc.

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of St. Joseph's Health, Inc. (SJH), which comprise the consolidated balance sheets as of December 31, 2019 and 2018, 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 Financial Statements

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

Auditor's 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, and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of 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 entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of St. Joseph's Health, Inc. at December 31, 2019 and 2018, and the consolidated results of its operations, changes in its net assets and its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

Supplementary and Other Information

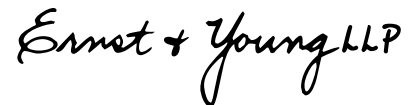
Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying schedules of expenditures of federal and state and local awards for the year ended December 31, 2019 and the schedules of budgeted and actual expenditures for the year ended December 31, 2019 as required by Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards*, New Jersey Office of Management and Budget Circular Letter 15-08-OMB, *Single Audit Policy for Recipients of Federal Grants, State Grants and State Aid*, and the New Jersey Department of Health, respectively, are presented for purposes of additional analysis and are not a required part of the consolidated financial statements.

The schedules of expenditures of federal and state and local awards and the schedules of budgeted and actual expenditures insofar as they relate to actual expenditures are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the consolidated financial statements. Such information has been subjected to the auditing procedures applied in the audits 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. In our opinion, the schedules of expenditures of federal and state and local awards and the schedules of budgeted and actual expenditures insofar as they relate to actual expenditures are fairly stated, in all material respects, in relation to the consolidated financial statements as a whole.

The information presented in the schedules of budgeted and actual expenditures insofar as it relates to budgeted expenditures has not been subjected to the auditing procedures applied in the audits of the consolidated financial statements, and, accordingly, we do not express an opinion or provide any assurance on it.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we also have issued our report dated June 19, 2020 on our consideration of SJH'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 SJH'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* in considering SJH's internal control over financial reporting and compliance.



June 19, 2020, except for our report on the schedules of expenditures of federal and state and local awards and the schedules of budgeted and actual expenditures insofar as they relate to actual expenditures for which the date is July 28, 2020.

St. Joseph's Health, Inc.

Consolidated Balance Sheets

	December 31	
	2019	2018
	<i>(In Thousands)</i>	
Assets		
Current assets:		
Cash and cash equivalents	\$ 60,786	\$ 30,783
Investments	241,309	233,738
Current portion of assets whose use is limited	20,294	18,114
Patient accounts receivable, net	68,772	83,186
Contributions and pledges receivable	1,245	1,036
Prepaid expenses and other current assets	41,633	36,067
Total current assets	434,039	402,924
Assets whose use is limited – less current portion	55,521	47,052
Property and equipment – net	367,624	366,251
Beneficial interest in perpetual trusts	6,196	5,530
Equity investments in joint ventures	28,050	28,396
Other noncurrent assets	7,459	11,631
Total assets	\$ 898,889	\$ 861,784
Liabilities and net assets		
Current liabilities:		
Current portion of long-term debt	\$ 5,366	\$ 5,755
Accounts payable	60,461	52,479
Accrued salaries and expenses	89,565	77,330
Accrued interest payable	7,133	7,210
Deferred revenue	556	1,038
Current portion of estimated third-party payer settlements	3,675	762
Total current liabilities	166,756	144,574
Long-term debt – net of current portion	358,409	365,663
Estimated third-party payer settlements – net of current portion	15,909	9,394
Accrued pension liability	121,812	100,278
Estimated professional liability claims payable – net of current portion	34,650	32,412
Other liabilities	7,171	10,870
Total liabilities	704,707	663,191
Commitments and contingencies		
Net assets:		
Net assets without donor restrictions	173,693	179,654
Net assets with donor restrictions	19,913	18,355
Total St. Joseph's Health, Inc. net assets	193,606	198,009
Non-controlling interests in joint ventures	576	584
Total net assets, including non-controlling interests	194,182	198,593
Total liabilities and net assets	\$ 898,889	\$ 861,784

See accompanying notes.

St. Joseph's Health, Inc.

Consolidated Statements of Operations

	Year Ended December 31	
	2019	2018
	<i>(In Thousands)</i>	
Operating revenues:		
Net patient service revenue	\$ 729,784	\$ 713,470
Other revenue	96,094	93,426
Net assets released from restrictions – operations	1,768	1,716
Total operating revenues	<u>827,646</u>	<u>808,612</u>
Operating expenses:		
Salaries and wages	415,344	385,755
Employee benefits	71,340	74,048
Physician fees	18,486	22,593
Supplies and other	275,585	280,853
Interest	14,215	11,764
Depreciation and amortization	36,175	33,880
Total operating expenses	<u>831,145</u>	<u>808,893</u>
Operating loss	(3,499)	(281)
Non-operating gains and losses:		
Investment return	8,150	6,963
Net change in unrealized gains and losses on equity investments	8,968	–
Net periodic pension (cost) benefit	(749)	2,592
Excess of revenues over expenses, before non-controlling interests in joint ventures	12,870	9,274
Less: net gain attributable to non-controlling interests in joint ventures	525	3,972
Excess of revenues over expenses	<u>12,345</u>	<u>5,302</u>
Other changes in net assets without donor restrictions:		
Change in net unrealized gains and losses on investments	8,287	(10,301)
Pension-related adjustments	(26,785)	(6,443)
Net assets released from restrictions – capital acquisitions	192	402
Transfer of assets from joint ventures	–	344
Dissolution of joint ventures	–	(5,000)
Change in net assets without donor restrictions	<u>\$ (5,961)</u>	<u>\$ (15,696)</u>

See accompanying notes.

St. Joseph's Health, Inc.

Consolidated Statements of Changes in Net Assets

	Year Ended December 31	
	2019	2018
	<i>(In Thousands)</i>	
Net assets without donor restrictions:		
Change in net assets without donor restrictions	\$ (5,961)	\$ (15,696)
Net assets with donor restrictions:		
Contributions, grants, investment income, and other support	2,852	(857)
Net assets released from restrictions – operations	(1,768)	(1,719)
Net assets released from restrictions – capital acquisitions	(192)	(402)
Change in net unrealized gains and losses on investments held in perpetual trusts	666	(609)
Increase (decrease) in net assets with donor restrictions	1,558	(3,587)
Decrease in St. Joseph's Health, Inc. net assets	(4,403)	(19,283)
Non-controlling interests in joint ventures:		
Net gain attributable to non-controlling interests in joint ventures	525	3,972
Distributions to non-controlling interests in joint ventures, net	(533)	(7,269)
Decrease in non-controlling interests	(8)	(3,297)
Change in net assets, including non-controlling interests	(4,411)	(22,580)
Net assets at beginning of year	198,593	221,173
Net assets at end of year	\$ 194,182	\$ 198,593

See accompanying notes.

St. Joseph's Health, Inc.

Consolidated Statements of Cash Flows

	Year Ended December 31	
	2019	2018
	<i>(In Thousands)</i>	
Operating activities		
Change in net assets including non-controlling interests	\$ (4,411)	\$ (22,580)
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation and amortization	36,175	33,880
Change in net unrealized gains and losses on investments and perpetual trusts	(17,921)	10,910
Net realized gains and losses on sales of investments	1,854	1,870
Donor restricted contributions and other support	(2,852)	860
Distributions to non-controlling interests in joint ventures, net	533	7,269
Equity in earnings of joint ventures	(3,191)	(2,778)
Changes in operating assets and liabilities:		
Patient accounts receivable, net	14,414	7,562
Prepaid expenses and other assets	(1,184)	(8,647)
Accounts payable, accrued salaries and expenses and interest payable	20,140	13,893
Estimated third-party payer settlements	9,428	2,126
Accrued pension liability	21,534	(11,149)
Estimated professional liability claims payable and other liabilities	(1,943)	5,559
Net cash provided by operating activities	72,576	38,775
Investing activities		
Acquisition of property and equipment, net	(37,548)	(61,857)
Purchases of investments and assets whose use is limited, net	(1,712)	(1,135)
Net cash used in investing activities	(39,260)	(62,992)
Financing activities		
Repayment of long-term debt	(7,643)	(6,675)
Distributions paid to non-controlling interests in joint ventures, net	(533)	(7,269)
Donor restricted contributions and other support	2,852	(860)
Net cash used in financing activities	(5,324)	(14,804)
Net increase (decrease) in cash and cash equivalents and restricted cash and restricted cash equivalents	27,992	(39,021)
Cash and cash equivalents and restricted cash and restricted cash equivalents, beginning of year	56,656	95,677
Cash and cash equivalents and restricted cash and restricted cash equivalents, end of year	\$ 84,648	\$ 56,656
Reconciliation of cash and cash equivalents and restricted cash and restricted cash equivalents at end of year to the consolidated balance sheets:		
Cash and cash equivalents	\$ 60,786	\$ 30,783
Assets whose use is limited – cash and cash equivalents	23,862	25,873
Total cash and cash equivalents and restricted cash and restricted cash equivalents	\$ 84,648	\$ 56,656
Supplemental disclosure of non-cash investing and financing activities and cash flow information		
Cash paid for interest, net of amounts capitalized	\$ 14,292	\$ 14,405
Assets acquired under capitalized lease obligations	\$ –	\$ 2,310

See accompanying notes.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements

December 31, 2019

1. Organization and Summary of Significant Accounting Policies

Organization

The accompanying consolidated financial statements include the accounts of St. Joseph's Health, Inc. (SJH) and its affiliates (collectively, the System). SJH is a not-for-profit holding corporation with Seton Ministries, Inc., effective February 2019, as its sole member. Seton Ministries, Inc. is a subsidiary of Sisters of Charity of Saint Elizabeth formed in February 2019; prior to February 2019, SJH was sponsored by the Sisters of Charity of Saint Elizabeth. Affiliated members of SJH include St. Joseph's University Medical Center, Inc. (SJUMC) and subsidiaries, St. Joseph's Hospital and Medical Center Foundation, Inc. (the Foundation), 200 Hospital Plaza Corporation (200 Hospital Plaza), SJHS Insurance Limited (the Insurance Captive), VHS Management, Inc. and subsidiary (VHS) and St. Joseph's Home Health, LLC (Home Health). In September 2018, St. Joseph's Health Partners, LLC was formed as a single member limited liability corporation to operate a clinically integrated network with SJUMC as its sole owner. In January 2019, St. Joseph's Health Pharmacy, LLC (the Pharmacy) was formed as a single member limited liability corporation to operate a community retail pharmacy with SJUMC as its sole owner. The Pharmacy began operations on May 18, 2020.

Through December 31, 2018, St. Joseph's Wayne Hospital Foundation, Inc. also was an affiliate of SJH. Effective January 1, 2019, the St. Joseph's Wayne Hospital Foundation, Inc. was merged into the Foundation.

In September 2019, SJH entered into a clinical and strategic affiliation with Hackensack Meridian Health (HMH). HMH committed \$60 million for projects related to additional joint ventures for cancer centers in the Paterson, Totowa, and Wayne areas of New Jersey and for other projects yet to be determined. As part of this affiliation, SJH maintains its board and control structure.

SJUMC, formerly known as St. Joseph's Hospital and Medical Center, was founded in 1867 and is located in Paterson, New Jersey. It is an acute-care hospital with 651 licensed beds and 30 newborn bassinets. SJUMC is a state-designated trauma center and provides a full range of health care services. Effective January 1, 2010, St. Joseph's Wayne Medical Center and subsidiary (Wayne Medical Center) was merged with SJUMC and, collectively, the entities are referred to herein as the "Medical Center." Wayne Medical Center, located in Wayne, New Jersey, is an acute-care hospital with 229 licensed beds. Wayne Medical Center provides comprehensive medical and surgical care, and emergency and diagnostic services for its community.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

1. Organization and Summary of Significant Accounting Policies (continued)

The Medical Center also operates St. Joseph's Healthcare and Rehab Center, a 151 bed skilled nursing facility located in Cedar Grove, New Jersey. In addition, the Medical Center includes the following wholly owned subsidiaries:

- St. Joseph's Healthcare Physicians, Inc.; St. Joseph's Emergency Physicians, Inc.; St. Joseph's Faculty Physicians, Inc.; and St. Joseph's Physician's, Inc. manage the Medical Center's faculty staff billing services.
- Harbor House, Inc. and its subsidiaries, Harborside Apartments, Inc. and Harborview Apartments, Inc., provide housing and services to individuals with mental illnesses.

The Medical Center is also the majority member of St. Joseph's Surgery Management, LLC (Surgery Management). Surgery Management is a limited liability corporation established to manage the surgical services at SJUMC. Additionally, the Medical Center was the majority member of the following entities which were dissolved in 2018: St. Joseph's Regional Cardiology, LLC (Paterson Cardiology); St. Joseph's Wayne Cardiology, LLC (Wayne Cardiology); and Blue Moon Properties, LLC (Blue Moon). Paterson Cardiology and Wayne Cardiology were limited liability corporations that each operated a cardiac catheterization laboratory. Blue Moon was a limited liability corporation that provided radiology-management services. The Medical Center paid \$5.0 million in 2018 to acquire the remaining interests in the dissolved joint ventures.

The Foundation is a public charity whose primary purpose is to raise funds for the Medical Center, its affiliated organizations, and other area charitable organizations.

200 Hospital Plaza is a not-for-profit organization whose purpose is to further the operations of the Medical Center by owning, managing, and operating parking facilities and any other facilities that may be deemed useful or necessary for employees, patients, visitors, doctors, and other persons affiliated with the Medical Center.

The Insurance Captive, a wholly owned captive insurance company domiciled in Bermuda, was established in 2007 to provide the System with general liability and professional medical liability insurance.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

1. Organization and Summary of Significant Accounting Policies (continued)

VHS is a not-for-profit corporation incorporated in the state of New Jersey and is the holding company of Visiting Health Services of New Jersey, Inc. (the Agency). The Agency operated a not-for-profit home health agency that served Passaic, Bergen, and Morris counties in New Jersey. In May 2017, the System sold certain assets and business operations related to VHS to a newly formed joint venture, VHSNJ at Home, LLC, a joint venture with Hackensack Meridian Home Care Services, Inc. The System holds a 50% ownership interest in the VHSNJ at Home, LLC joint venture.

Significant Accounting Policies

A summary of the System's significant accounting policies follows:

Principles of Consolidation: The consolidated financial statements include the accounts of SJH and its affiliates. SJH accounts for its interests in entities in which it has significant influence but not control using the equity method of accounting.

Investment in Consolidated Subsidiaries: The Medical Center is the majority member of Surgery Management and maintains a 52% and 56% interest at December 31, 2019 and 2018, respectively. The accounts of Surgery Management are consolidated with those of the Medical Center. The change in the non-controlling interests are separately reported. All intercompany transactions and account balances have been eliminated in consolidation.

Basis of Accounting: The consolidated financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States (GAAP) consistent with the Financial Accounting Standards Board (FASB) Accounting Standards Codification 954, *Health Care Entities*, and the American Institute of Certified Public Accountants' Audit and Accounting Guide, *Health Care Entities*, and other pronouncements applicable to health care organizations.

Use of Estimates: The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements. Estimates also affect the amounts of revenue and expenses reported during the period. Actual results could differ from those estimates. Significant estimates include collections on patient accounts receivable, estimated third-party payer settlements, accrued pension liability, estimated professional liability claims payable, and other self-insurance liabilities.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

1. Organization and Summary of Significant Accounting Policies (continued)

Cash and Cash Equivalents: Cash and cash equivalents include highly liquid investments with an original maturity of three months or less. The carrying amount of cash and cash equivalents reported on the consolidated balance sheets approximates fair value. The System does not hold any money market funds with significant liquidity restrictions that would be required to be excluded from cash equivalents.

Investments and Investment Income: Investments in equity securities with readily determinable fair values and all investments in debt securities are reported at fair value and are classified as other-than-trading securities. Fair value is based on quoted market prices of the investment or similar investments. For 2019, investment return (including realized gains and losses on investments, interest, and dividends) and the net change in unrealized gains and losses on equity investments are included in the excess of revenues over expenses in the accompanying consolidated statements of operations, unless the income or loss is restricted by donor or law. The change in net unrealized gains and losses on fixed income securities in 2019 and fixed income and equity securities in 2018 (prior to the effective date of Accounting Standards Update (ASU) 2016-01) is reported as a separate component of the change in net assets without donor restrictions, except declines in fair value that are determined by management to be other than temporary are reported as realized losses. No such losses were recorded in 2019 or 2018 as unrealized losses on individual investment holdings were not significant. Donated investments are recorded at the fair value on the date of receipt.

Investments, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. As such, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the consolidated financial statements.

Assets Whose Use is Limited: Assets whose use is limited include assets held by trustees under bond indenture agreements, investments held by the Insurance Captive, and donor-restricted assets. Amounts available to meet current liabilities of the System have been classified as current assets in the accompanying consolidated balance sheets.

Supplies: Supplies are stated at the lower of cost (first in, first out) or net realizable value. Supplies are used in the provision of patient care and are not held for sale.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

1. Organization and Summary of Significant Accounting Policies (continued)

Property and Equipment: Property and equipment acquisitions are recorded at cost, except donated assets, which are recorded at fair value at the date of donation. Depreciation expense is provided over the estimated useful life of each class of depreciable asset and is computed using the straight-line method. Equipment under capital lease obligations is amortized on the straight-line method over the shorter period of the lease term or the estimated useful life of the equipment. Such amortization is included in depreciation and amortization in the accompanying consolidated statements of operations.

Estimated useful lives for the property and equipment are as follows:

Land improvements	15–20 years
Buildings and improvements	5–60 years
Fixed and major movable equipment	5–12 years

Gifts of long-lived assets, such as land, buildings, or equipment, are reported as an increase to net assets without donor restrictions, unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, expirations of donor restrictions are reported when the donated or acquired long-lived assets are placed in service.

Impairment of Long-Lived Assets: Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If long-lived assets are deemed to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs to sell.

Deferred Financing Costs: Deferred financing costs represent costs incurred to obtain financing for various construction and renovation projects at the Medical Center and 200 Hospital Plaza. These costs are amortized over the remaining term of the applicable indebtedness using the effective interest method.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

1. Organization and Summary of Significant Accounting Policies (continued)

Beneficial Interest in Perpetual Trusts: Perpetual trusts are arrangements in which a donor establishes and funds a perpetual trust administrated by a third party. The perpetual trusts consist of life estate gifts. Under the terms of the trusts, the Foundation has an irrevocable right to receive the income earned on the trust assets in perpetuity. Income earned is without donor restrictions and included in other revenue in the accompanying consolidated statements of operations. The Foundation does not control the assets held by an outside trust. The Foundation recognizes its respective interests in the trusts within net assets with donor restrictions to be maintained in perpetuity based on the fair value of the trust assets. Changes in the fair value of the trusts are recorded as change in net unrealized gains and losses on investments held in perpetual trusts in the accompanying consolidated statements of changes in net assets.

Equity Investments in Joint Ventures: The System's investments in joint ventures are accounted for using the equity method of accounting except for joint ventures where the System holds a controlling interest.

Deferred Revenue: The System is the recipient of various awards and contracts from governmental agencies. Receipts for which applicable conditions and restrictions are not satisfied are recorded as deferred revenue in the consolidated balance sheets.

Other Assets: Other assets consist primarily of goodwill, investments held by trustee, security deposits and physician loan receivables.

Other Liabilities: Capital project obligations related to grant agreements with the State of New Jersey Department of Human Services, Division of Mental Health and Addiction Services in the amount of \$945,000 at December 31, 2019 and 2018, are included in other noncurrent liabilities in the accompanying consolidated balance sheets.

Contributions and Pledges Receivable: Unconditional promises to give are recorded at net realizable value based on the present value of their estimated future cash flows. Present value of such amounts is computed using a risk-free discount rate at the time of the pledge ranging from 3.5% to 4.5% at December 31, 2019 and 2018. Conditional promises to give are not included as support until the conditions are substantially met.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

1. Organization and Summary of Significant Accounting Policies (continued)

Self-Insurance: The Medical Center offers medical insurance to its employees through a health maintenance organization and a preferred provider organization (PPO). The PPO provides third-party administrative services for employees, who are enrolled in the program. The Medical Center remains self-insured for the associated health claims. An estimated liability for employee medical benefits incurred but not reported is included within accrued salaries and expenses in the accompanying consolidated balance sheets.

The Medical Center offers workers' compensation through a high deductible structure with commercial insurance above specific amounts. The current portion of the estimated liability for worker's compensation of approximately \$7.1 million and \$6.5 million at December 31, 2019 and 2018, respectively, is included in accrued salaries and expenses, and approximately \$5.6 million at December 31, 2019 and 2018, is included as long-term in other liabilities in the accompanying consolidated balance sheets.

Estimated Professional Liability Claims Payable: The System's professional liability program is described in Note 10. An estimated liability for medical malpractice costs related to reported claims and incurred claims that have not been reported is recorded in the consolidated balance sheets. The Insurance Captive maintains a self-insurance reserve trust as the funding vehicle for the self-insurance program. The System recognizes a receivable for insurance recoveries at the time a liability is recorded and records a valuation allowance for uncollectible receivables when applicable.

Accounting for Pension Plans: The System's retirement plans are described in Note 9. The System recognizes the overfunded or underfunded status of the defined benefit pension plan in the consolidated balance sheets. Changes in the funded status of the plan are reported in the year in which the changes occur as a change in net assets without donor restrictions presented after the excess of revenues over expenses in the accompanying consolidated statements of operations.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

1. Organization and Summary of Significant Accounting Policies (continued)

Performance Indicator: The consolidated statements of operations include the excess of revenues over expenses as the performance indicator. Changes in net assets without donor restrictions which are excluded from the performance indicator include pension-related adjustments, contributions of long-lived assets, permanent transfers of assets to and from affiliates or controlled joint ventures for other than goods and services, and the net change in unrealized gains and losses on other-than-trading investments (only applicable to fixed income securities in 2019), except for declines in fair value that are determined by management to be other than temporary, which are reported as realized losses.

Transactions deemed by management to be ongoing, major, or central to the provision of health care services are reported as operating revenues and operating expenses and are included in operating loss. Investment return and certain transactions of a peripheral or infrequent nature are excluded from operating loss.

Classification of Net Assets: The System separately accounts for and reports net assets without donor restrictions and net assets with donor restrictions. Net assets without donor restrictions are not externally restricted for identified purposes by donors or grantors. Net assets without donor restrictions include resources that the governing board may use for any designated purpose and resources whose use is limited by agreement between the System and an outside party other than the donor or grantor.

Net assets with donor restrictions are those whose use by the System has been limited by donors to a specific time period or purpose or have been restricted by donors as permanent endowments to be maintained in perpetuity. When the donors' intentions are met or a time restriction expires for net assets limited by donors to a specific time period or purpose, the net assets are reclassified to net assets without donor restriction and reported on the consolidated statements of operations and changes in net assets as net assets released from restrictions.

Donor-restricted contributions whose restrictions are met within the same year as received are reported within other revenue in the accompanying consolidated statements of operations. In the absence of donor specifications that income and gains on donated funds are restricted, such income and gains are reported as investment return in the accompanying consolidated statements of operations.

The System recognizes governmental grants where commensurate value is not exchanged as contributions when conditions and restrictions are satisfied and reports such amounts within other revenue (see Note 12).

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

1. Organization and Summary of Significant Accounting Policies (continued)

Tax Status: SJH and substantially all of its affiliates are not-for-profit corporations as described in Section 501(c)(3) of the Internal Revenue Code (the Code) and are exempt from federal income taxes on related income pursuant to Section 501(a) of the Code. The not-for-profit affiliates of the System are also exempt from state income taxes. Surgery Management and Home Health and other limited liability corporations are treated as partnerships for income tax purposes and do not require a provision for income taxes. The Insurance Captive is exempt from taxes through March 2035.

Certain affiliates of the System are for-profit entities and, as such, are subject to federal, state, and local income taxes. The provision for income taxes associated with these entities and for unrelated business income of tax-exempt entities is not material to the System's consolidated results of operations and is included in supplies and other expenses on the consolidated statements of operations and changes in net assets.

The Taxpayer Certainty and Disaster Tax Relief Act of 2019, signed into law on December 20, 2019 retroactively repealed Section 512(a)(7) of the Code which subjected amounts paid or incurred by an exempt organization to provide certain transportation fringe benefits to its employees to taxation as unrelated business taxable income. Prior year income tax payments, as well as current year payments for income taxes associated with Section 512(a)(7) for which refunds have been requested are recorded as receivables at December 31, 2019. These amounts are not significant to the accompanying consolidated financial statements.

Recently Adopted Accounting Pronouncements: In January 2016, the Financial Accounting Standards Board (FASB) issued ASU 2016-01, *Recognition and Measurement of Financial Assets and Financial Liabilities*. ASU 2016-01 required business-oriented health care not-for-profit entities to measure equity investments that do not result in consolidation and are not accounted for under the equity method at fair value and recognize any changes in fair value in the performance indicator unless the investments qualify for a new practicality exception. The practicality exception is available for equity investments without a readily determinable fair value, for which measurement would be based on cost less impairment and adjusted for observable price changes. The System adopted ASU 2016-01 effective for its December 31, 2019 consolidated financial statements. Subsequent to the adoption of ASU 2016-01 effective January 1, 2019, the System no longer recognizes unrealized holding gains and losses on equity securities classified as other-than-trading outside of the performance indicator. This ASU did not impact the accounting for investments in debt securities.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

1. Organization and Summary of Significant Accounting Policies (continued)

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows – Classification of Certain Cash Receipts and Cash Payments*, which addresses the following eight specific cash flow issues in order to limit diversity in practice: debt prepayment or debt extinguishment costs; settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; contingent consideration payments made after a business combination; proceeds from the settlement of insurance claims; proceeds from the settlement of corporate-owned life insurance policies, including bank-owned life insurance policies; distributions received from equity method investees; beneficial interests in securitization transactions; and separately identifiable cash flows and application of the predominance principle. The adoption of ASU 2016-15 did not have a material impact on the System's consolidated financial statements.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows – Restricted Cash*, which requires that the statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The System adopted ASU 2016-18 using a retrospective transition method.

In March 2017, the FASB issued ASU 2017-07, *Compensation – Retirement Benefits: Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*. ASU 2017-07 addresses how employers that sponsor defined benefit pension and/or other postretirement benefit plans present the net periodic benefit cost in the income statement. Employers are required to present the service cost component of net periodic benefit cost in the same income statement line item as other employee compensation costs arising from services rendered during the period. Employers present the other components of the net periodic benefit cost separately from the line item that includes the service cost and outside of any subtotal of operating (loss) income, if one is presented. The standard became effective for the System for annual periods beginning after December 15, 2018 and was adopted in 2019 on a retrospective basis. The adoption of ASU 2017-07 resulted in the System including net periodic pension cost (benefit) (approximately \$0.7 million and (\$2.6) million for 2019 and 2018, respectively) as a separate line item excluded from operating loss but included in the subtotal for excess of revenues over expenses. Net periodic pension cost (benefit) was previously reported within employee benefits expense on the consolidated statements of operations.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

1. Organization and Summary of Significant Accounting Policies (continued)

In June 2018, the FASB issued ASU 2018-08, *Not-for-Profit Entities (Topic 958); Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made*. ASU 2018-08 clarifies existing guidance in order to address diversity in practice in classifying grants (including governmental grants) and contracts received by not-for-profit entities and requires entities to evaluate whether the resource provider receives commensurate value. In addition, the standard clarifies the guidance on how entities determine when a contribution is conditional, including whether the agreement includes a barrier (or barriers) that must be overcome for the recipient to be entitled to the transferred assets and a right of return of the transferred assets (or a right of release of the promisor's obligation to transfer the assets). The standard was applied on a modified prospective basis to agreements that were not completed as of the effective date and to agreements entered into after the effective date. The System adopted ASU 2018-08 effective January 1, 2019. The adoption of ASU 2018-08 did not have a material impact to the System's consolidated financial statements.

In May 2019, the FASB issued ASU 2019-06, *Intangibles — Goodwill and Other (Topic 350), Business Combinations (Topic 805), and Not-for-Profit Entities (Topic 958), Extending the Private Company Accounting Alternatives on Goodwill and Certain Identifiable Intangible Assets to Not-for-Profit (NFP) Entities*. The standard allows NFPs to apply accounting alternatives that simplify the subsequent accounting for goodwill and the accounting for certain intangible assets they acquire. NFPs that elect the goodwill accounting alternative will amortize goodwill on a straight-line basis over 10 years or over a shorter period if an NFP can demonstrate that another useful life is more appropriate, and perform a one-step impairment test, at either the entity level or the reporting unit level, only when an impairment indicator exists. NFPs that elect the intangible asset accounting alternative may recognize fewer intangible assets in an acquisition, and they would be required to elect the goodwill accounting alternative. The guidance is effective immediately. The System did not elect to adopt the accounting alternatives noted above.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

1. Organization and Summary of Significant Accounting Policies (continued)

Pending Accounting Pronouncements: In February 2016, the FASB issued ASU 2016-02, *Leases*, which requires lessees to report most leases on their balance sheets, but recognize expenses on their income statements in a manner similar to the current accounting. The guidance also eliminates current real estate-specific provisions. Lessors in operating leases continue to recognize the underlying asset and recognize lease income on either a straight-line basis or another systematic and rational basis. The provisions of ASU 2016-02, as amended by ASU 2020-05, *Revenue from Contracts with Customers (Topic 606) and Leases (Topic 842): Effective Dates for Certain Entities*, are effective for the System for annual periods beginning after December 15, 2019, and interim periods within those years. Subsequent to the adoption, the System's assets and liabilities are expected to increase to reflect the System's right to use certain assets and the corresponding liabilities associated with operating leases, with no significant impact to net assets or the performance indicator.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. The main objective of ASU 2016-13 and related ASU updates is to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. The amendments affect loans, debt securities, trade receivables, net investments in leases, off balance sheet credit exposures, reinsurance receivables, and any other financial assets not excluded from the scope that have the contractual right to receive cash. The amendments in this update are effective for the System for fiscal years beginning after December 15, 2023. The System has not completed the process of evaluating the impact of ASU 2016-13 on its consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, *Intangibles-Goodwill and Other*. ASU 2017-04 will simplify the accounting for goodwill impairment and will remove Step 2 of the current goodwill impairment test, which requires a hypothetical purchase price allocation. Under ASU 2017-04, a goodwill impairment charge will be recognized for the amount by which the carrying value of a reporting unit exceeds its fair value, not to exceed the carrying amount of goodwill. This guidance is effective for the System for annual periods beginning after December 15, 2022, with early adoption permitted for any impairment tests performed after January 1, 2017. The System has not completed the process of evaluating the impact of ASU 2017-04 on its consolidated financial statements.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

1. Organization and Summary of Significant Accounting Policies (continued)

In August 2018, the FASB issued ASU 2018-15, *Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract*. The standard aligns the requirement for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal use software license). The accounting for the service element of a hosting arrangement that is a service contract is not affected by this standard. The standard requires the customer in a hosting arrangement that is a service contract to follow the guidance in ASC Subtopic 350-40 to determine which implementation costs to capitalize as an asset related to the service contract and which costs to expense by determining which project stage an implementation activity relates to and the nature of the costs. The standard also requires the customer to expense the capitalized implementation costs of a hosting arrangement that is a service contract over the term of the hosting arrangement. ASU 2018-15 is effective for the System for fiscal years beginning after December 15, 2020, and interim periods within fiscal years beginning after December 15, 2021. Early adoption is permitted, including adoption in any interim period. Either retrospective or prospective adoption is permitted. The System has not completed the process of evaluating the impact of ASU 2018-15 on its consolidated financial statements.

The FASB has amended certain guidance related to various disclosures in ASU 2018-13, *Technical Corrections and Improvements to Financial Instruments-Overall (Subtopic 825-10)-Recognition and Measurement of Financial Assets and Financial Liabilities*, and ASU 2018-14, *Compensation-Retirement Benefits-Defined Benefit Plans-General (Subtopic 715-20)-Disclosure Framework-Changes to the Disclosure Requirements for Defined Benefit Plans*. ASU 2018-13 includes several disclosure changes involving transfers between the fair value levels and other updates related to fair value Level 3 investments. ASU 2018-13 also requires entities that use the practical expedient to measure the fair value of certain investments at their net asset values to disclose (1) the timing of liquidation of an investee's assets and (2) the date when redemption restrictions will lapse, but only if the investee has communicated this information to the entity or announced it publicly.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

1. Organization and Summary of Significant Accounting Policies (continued)

The guidance in ASU 2018-14 requires all sponsors of defined benefit plans to provide certain new disclosures: the weighted-average interest crediting rate for cash balance plans and other plans with promised interest crediting rates and an explanation of the reasons for significant gains and losses related to changes in the benefit obligation for the period. Among other changes, ASU 2018-14 eliminates the required disclosure for all sponsors of defined benefit plans to disclose the amounts in accumulated other comprehensive income expected to be recognized as components of net periodic benefit cost over the next fiscal year. The updates noted above have effective dates as follows with early adoption permitted: ASU 2018-13: fiscal years beginning after December 15, 2019 and ASU 2018-14: fiscal years ending after December 15, 2021. The System has not completed the process of evaluating the impact of these ASUs on its consolidated financial statements.

Reclassifications: Certain reclassifications have been made to 2018 amounts previously disclosed in order to conform to the current year presentation. These reclassifications had no impact on the previously reported net assets.

2. Uncompensated Care

Uncompensated care includes services provided to indigent persons who cannot afford health care due to inadequate resources and/or who are uninsured or underinsured. Uncompensated care is comprised of the costs of charity care for which state subsidies are not received (see Note 3), implicit price concessions, and the unpaid costs of care provided to beneficiaries of Medicaid and other indigent public programs.

The System provides charity care to patients who meet certain criteria defined by the New Jersey Department of Health (DOH) without charge or at amounts less than established rates. The System receives partial payment for the charity care it provides based upon the approved submission of patient claims once they are qualified for the program (see Note 3).

The estimated costs of charity care incurred by the System based on adjudicated claims was approximately \$50.4 million and \$58.8 million for years ended December 31, 2019 and 2018, respectively. The estimated cost of these charity care services was determined using a ratio of cost to gross charges and applying that ratio to the gross charges associated with providing care to charity patients for the period. Gross charges associated with providing care to charity patients

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

2. Uncompensated Care (continued)

include only the related charges for those patients who are financially unable to pay and qualify under the System's charity care policy and that do not otherwise qualify for payment from a governmental program. Because the collection of amounts determined to qualify as charity care is not pursued, it is not reported as revenue.

For uninsured patients who did not qualify for charity care the expected uncollected amounts are classified as an implicit price concession, based on a published financial assistance policy, which reduced net patient service revenue by approximately \$84.2 million and \$88.6 million for years ended December 31, 2019 and 2018, respectively.

3. Net Patient Service Revenue

Net patient service revenue is reported at the amount that reflects the consideration to which the System expects to be entitled in exchange for providing patient care. These amounts are due from patients, third-party payers (including health insurers and government programs), and others and includes variable consideration (reductions to revenue) for retroactive revenue adjustments including adjustments due to settlement of ongoing and future audits, reviews, and investigations.

The System uses a portfolio approach to account for categories of patient contracts as a collective group rather than recognizing revenue on an individual contract basis. The portfolios consist of major payer classes for inpatient and outpatient revenue. Based on historical collection trends and other analyses, the System believes that revenue recognized by utilizing the portfolio approach approximates the revenue that would have been recognized if an individual contract approach were used.

The System's initial estimate of the transaction price for services provided to patients subject to revenue recognition is determined by reducing the total standard charges related to the patient services provided by various elements of variable consideration, including contractual adjustments, discounts, implicit price concessions, and other reductions to the System's standard charges. The System determines the transaction price associated with services provided to patients who have third-party payer coverage on the basis of contractual or formula-driven rates for the services rendered (see description of third-party payer payment programs below). The estimates for contractual allowances and discounts are based on contractual agreements, the System's discount policies and historical experience. For uninsured patients who do not qualify for charity care, the System determines the transaction price associated with services on the basis of charges

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

3. Net Patient Service Revenue (continued)

reduced by implicit price concessions based on a published financial assistance policy. Implicit price concessions included in the estimate of the transaction price are based on the System's historical collection experience for applicable patient portfolios. Under the System's charity care policy, a patient who has no insurance and is ineligible for any government assistance program has his or her bill reduced to the amount which would be billed to a commercially insured patient.

Generally, the System bills patients and third-party payers several days after the services are performed and/or the patient is discharged. Net patient service revenue is recognized as performance obligations are satisfied. Performance obligations are determined based on the nature of the services provided by the System. Net patient service revenue for performance obligations satisfied over time is recognized based on actual charges incurred in relation to total charges. The System believes that this method provides a reasonable depiction of the transfer of services over the term of the performance obligation based on the services needed to satisfy the obligation. Generally, performance obligations satisfied over time relate to patients receiving inpatient acute care services or patients receiving services in the System's outpatient and ambulatory care centers. The System measures the performance obligation from admission into the hospital or the commencement of an outpatient service to the point when it is no longer required to provide services to that patient, which is generally at the time of discharge or the completion of the outpatient visit.

Substantially all of its performance obligations relate to contracts with a duration of less than one year. Unsatisfied or partially unsatisfied performance obligations primarily relate to inpatient acute care services at the end of the reporting period for patients who remain admitted at that time (in-house patients). The performance obligations for in-house patients are generally completed when the patients are discharged, which for the majority of the System's in-house patients occurs within days or weeks after the end of the reporting period.

Subsequent changes to the estimate of the transaction price (determined on a portfolio basis when applicable) are generally recorded as adjustments to patient service revenue in the period of the change. For the years ended December 31, 2019 and 2018, changes in the System's estimates of implicit price concessions, discounts, contractual adjustments or other reductions to expected payments for performance obligations satisfied in prior periods were not significant. Portfolio collection estimates are updated periodically based on collection trends. Subsequent changes that are determined to be the result of an adverse change in the patient's ability to pay (determined on a portfolio basis when applicable) are recorded as bad debt expense. Bad debt expense for the years ended December 31, 2019 and 2018 was not significant.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

3. Net Patient Service Revenue (continued)

The System has determined that the nature, amount, timing and uncertainty of revenue and cash flows are affected by the following factors: payers and lines of business. Tables providing details of these factors are presented below.

Net patient service revenue for the years ended December 31, 2019 and 2018, by major payer sources, based on primary insurance designation, is as follows (in thousands):

	<u>2019</u>	<u>2018</u>
Medicare	\$ 274,900	\$ 272,411
Medicaid	191,774	184,592
Commercial carriers and managed care organizations	257,191	253,370
Self-pay	5,919	3,097
	<u>\$ 729,784</u>	<u>\$ 713,470</u>

Deductibles, copayments and coinsurance under third-party payment programs which are the patient's responsibility are included within the self-pay and commercial carriers category above.

Net patient service revenue for the years ended December 31, 2019 and 2018, by line of business is as follows (in thousands):

	<u>2019</u>	<u>2018</u>
Hospital	\$ 697,732	\$ 689,318
Physician services	17,070	10,065
Skilled nursing long-term care	14,982	14,087
	<u>\$ 729,784</u>	<u>\$ 713,470</u>

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

3. Net Patient Service Revenue (continued)

At December 31, 2019 and 2018, accounts receivable is comprised of the following components (in thousands):

	<u>2019</u>	<u>2018</u>
Patient receivables	\$ 55,992	\$ 71,090
Contract assets	12,780	12,096
	<u>\$ 68,772</u>	<u>\$ 83,186</u>

Contract assets are related to in-house patients who were provided services during the reporting period but were not discharged as of the reporting date and for which the System may not have the right to bill.

Third-Party Payment Programs

The System provides care to patients under Medicare, Medicaid, and other third-party contractual arrangements. Payment arrangements include prospectively determined rates per discharge, reimbursed costs, discounted charges, and per diem payments. The Medicare program pays for most services at predetermined rates. However, certain services and specified expenses are reimbursed on a reasonable-cost basis. The New Jersey Medicaid program pays the Medical Center at predetermined rates for inpatient services. New Jersey Medicaid outpatient services are reimbursed on a reasonable cost basis. The System recognizes patient service revenue associated with services provided to patients who have other third-party payer coverage on the basis of contractual rates for the services rendered. The System has entered into payment agreements with certain commercial insurance carriers, health maintenance organizations, and PPOs. The basis for payment to the System under these agreements includes prospectively determined rates per discharge, discounts from established charges, and prospectively determined daily rates.

For uninsured patients that do not qualify for charity care, the System recognizes revenue on the basis of its standard rates for services provided or, if qualified, based on a discounted rate pursuant to the financial assistance policy.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

3. Net Patient Service Revenue (continued)

Settlements with third-party payers for cost report filings and retroactive adjustments due to ongoing and future audits, reviews or investigations are considered variable consideration and are included in the determination of the estimated transaction price for providing patient care. These settlements are estimated based on the terms of the payment agreement with the payer, correspondence from the payer and the System's historical settlement activity (for example, cost report final settlements or repayments related to recovery audits), 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. Such estimates are determined through either a probability-weighted estimate or an estimate of the most likely amount, depending on the circumstances related to a given estimated settlement item. 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.

Medicare and Medicaid regulations require annual retroactive settlements for cost-based reimbursements through cost reports filed by the System. These retroactive settlements are recorded in the consolidated financial statements in the year of the settlement or when amounts can be estimated. A portion of the accrual for estimated settlements with third-party payers has been classified as long-term because such amounts, by their nature or by virtue of regulation or legislation, are not expected to be paid within one year. The estimated settlements recorded at December 31, 2019 and 2018 could differ from actual settlements based on the results of cost report audits. At December 31, 2019, Medicare cost reports for all years through 2016 have been audited and settled. Medicaid cost reports have been audited and settled through 2016. Net patient service revenue was increased by approximately \$0.6 million and \$1.4 million during 2019 and 2018, respectively, as a result of changes in estimates of prior-year settlements.

There are various proposals at the federal and state levels that could, among other things, significantly reduce payment rates or modify payment methods. The ultimate outcome of these proposals and other market changes, including the potential effects of or revisions to health care reform that has been or will be enacted by the federal or state governments, cannot presently be determined. Future changes in the Medicare and Medicaid programs and any reduction of funding could have an adverse impact on the System.

Laws and regulations concerning government programs, including Medicare and Medicaid, are complex and subject to varying interpretation. As a result of investigations by governmental agencies, various health care organizations have received requests for information and notices regarding alleged noncompliance with those laws and regulations, which, in some instances, have

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

3. Net Patient Service Revenue (continued)

resulted in organizations entering into significant settlement agreements. Compliance with such laws and regulations may also be subject to future government review and interpretation as well as significant regulatory action, including fines, penalties, and potential exclusion from the related programs. There can be no assurance that regulatory authorities will not challenge the System's compliance with these laws and regulations, and it is not possible to determine the impact (if any) such claims or penalties would have upon the System. The System is not aware of any allegations of non-compliance that could have a material adverse effect on the accompanying consolidated financial statements and believes that it is in compliance in all material respects with applicable laws and regulations. In addition, certain contracts the System has with commercial payors also provide for retroactive audit and review of claims.

State Subsidy Funds

The New Jersey Health Care Subsidy Fund was established for various purposes, including the distribution of charity care payments to hospitals statewide. The amount of the fund allocation is based on a formula using prior-year claim data for each hospital. Additionally, the State of New Jersey Delivery System Reform Incentive Payment Pool (the Pool) is available to certain hospitals that are able to establish performance improvement activities in one of eight specified clinical improvement areas. Amounts received from the Pool are subject to the satisfaction of certain performance criteria, with adjustments to the Pool allocations processed prospectively. The amounts of state subsidy and Pool funds included in net patient service revenue for the years ended December 31, 2019 and 2018 are as follows (in thousands):

	<u>2019</u>	<u>2018</u>
Charity care payments	\$ 40,139	\$ 38,285
Delivery system reform incentive payments	13,138	12,237
	<u>\$ 53,277</u>	<u>\$ 50,522</u>

In April 2020, the System received approximately \$22.6 million in charity care payments from the state for services to be performed in the period from January 1, 2020 to June 30, 2020. Amounts for payments subsequent to June 30, 2020, have yet to be determined by the State of New Jersey.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

4. Investments, Assets Whose Use is Limited and Liquidity

Investments and assets whose use is limited, stated at fair value, as of December 31, 2019 and 2018, consist of the following (in thousands):

	<u>2019</u>	<u>2018</u>
Investments	\$ 241,309	\$ 233,738
Assets whose use is limited:		
By bond indenture agreements	15,808	15,254
Assets held for captive insurance program	41,632	34,079
Donor restricted assets	18,375	15,833
Total assets whose use is limited	<u>75,815</u>	<u>65,166</u>
Less current assets whose use is limited	<u>20,294</u>	18,114
Noncurrent assets whose use is limited	<u>55,521</u>	47,052
Total investments and assets whose use is limited	<u>\$ 317,124</u>	<u>\$ 298,904</u>

The composition of investments and assets whose use is limited as of December 31, 2019 and 2018 is as follows (in thousands):

	<u>2019</u>	<u>2018</u>
Cash and cash equivalents	\$ 23,862	\$ 25,873
U.S. government securities and agency obligations	64,530	59,254
Corporate and foreign debt securities	143,411	148,065
Asset-backed and mortgage-backed securities	9,098	7,189
Marketable equity securities	71,173	53,062
Investments held by trustee	1,578	1,578
Municipal bonds	3,460	3,823
Mutual funds – fixed income	12	60
Total	<u>\$ 317,124</u>	<u>\$ 298,904</u>

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

4. Investments, Assets Whose Use is Limited and Liquidity (continued)

Return on investments for the years ended December 31, 2019 and 2018 is as follows (in thousands):

	<u>2019</u>	<u>2018</u>
Return on investments:		
Net assets without donor restrictions:		
Investment return:		
Interest and dividend income	\$ 10,004	\$ 8,833
Net realized gains and losses on sales of investments	(1,854)	(1,870)
Net change in unrealized gains and losses on equity investments	8,968	—
	<u>17,118</u>	6,963
Change in net unrealized gains and losses on investments	8,287	(10,301)
	<u>25,405</u>	(3,338)
Net assets with donor restrictions:		
Investment income	10	18
Net realized gains and losses on sales of investments	(226)	—
	<u>(216)</u>	18
Change in net unrealized gains and losses on investments held in perpetual trusts	666	(609)
	<u>450</u>	(591)
Total return on investments	<u>\$ 25,855</u>	<u>\$ (3,929)</u>

Liquidity and Availability

As of December 31, 2019 and 2018, the System had a working capital surplus of \$267.3 million and \$258.4 million, respectively. The System's days cash on hand as of December 31, 2019 and 2018 were 139 and 125, respectively (based on normal expenditures).

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

4. Investments, Assets Whose Use is Limited and Liquidity (continued)

Financial assets available for general expenditure within one year of December 31, 2019 and 2018 consist of the following:

	<u>2019</u>	<u>2018</u>
Cash and cash equivalents	\$ 60,786	\$ 30,783
Investments	241,309	233,738
Patient accounts receivable, net	68,772	83,186
Physician services receivable, net	12,710	4,673
	<u>\$ 383,577</u>	<u>\$ 352,380</u>

The System has assets for donor-restricted purposes, held under board indenture agreements and for the captive insurance program, which are not readily available for general expenditures.

Additionally, the System maintains a \$1.0 million line of credit, as described in Note 8. As of December 31, 2019 and 2018, there was no balance outstanding on the line of credit. As of December 31, 2019 and 2018, the System was in compliance with all financial debt covenants.

5. Fair Value of Financial Instruments

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. A three-level hierarchy for fair value measurements exists 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.
- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

5. Fair Value of Financial Instruments (continued)

In determining fair value, the System uses valuation techniques that maximize the use of observable inputs and minimizes the use of unobservable inputs to the extent possible and considers nonperformance risks in its assessment of fair value. 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 following tables present the financial instruments carried at fair value by caption on the consolidated balance sheets based on the valuation hierarchy defined above:

	December 31, 2019			
	Level 1	Level 2	Level 3	Total
Investments, assets whose use is limited and beneficial interest in perpetual trusts:				
Cash and cash equivalents	\$ 23,862	\$ -	\$ -	\$ 23,862
Marketable equity securities	71,173	-	-	71,173
U.S. government securities and agency obligations	-	64,530	-	64,530
Corporate and foreign debt securities	-	143,411	-	143,411
Asset-backed and mortgage-backed securities	-	9,098	-	9,098
Municipal bonds	-	3,460	-	3,460
Mutual funds – fixed income	-	12	-	12
Investments held by trustee	-	1,578	-	1,578
Beneficial interest in perpetual trusts	-	-	6,196	6,196
Total	<u>\$ 95,035</u>	<u>\$ 222,089</u>	<u>\$ 6,196</u>	<u>\$ 323,320</u>
Assets held in pension plan:				
Cash and cash equivalents	\$ 3,447	\$ -	\$ -	\$ 3,447
Marketable equity securities	238,889	-	-	238,889
U.S. government securities	54,932	-	-	54,932
Corporate bonds	69,968	-	-	69,968
Foreign obligations	-	6,253	-	6,253
Other debt securities	-	21,718	-	21,718
	<u>\$ 367,236</u>	<u>\$ 27,971</u>	<u>\$ -</u>	<u>\$ 395,207</u>
Investments measured at net asset value:				
Fund of funds				1,576
				<u>\$ 396,783</u>

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

5. Fair Value of Financial Instruments (continued)

	December 31, 2018			
	Level 1	Level 2	Level 3	Total
Investments, assets whose use is limited and beneficial interest in perpetual trusts:				
Cash and cash equivalents	\$ 25,873	\$ –	\$ –	\$ 25,873
Marketable equity securities	53,062	–	–	53,062
U.S. government securities and agency obligations	–	59,254	–	59,254
Corporate and foreign debt securities	–	148,065	–	148,065
Asset-backed and mortgage-backed securities	–	7,189	–	7,189
Municipal bonds	–	3,823	–	3,823
Mutual funds – fixed income	–	60	–	60
Investments held by trustee	–	1,578	–	1,578
Beneficial interest in perpetual trusts	–	–	5,530	5,530
Total	<u>\$ 78,935</u>	<u>\$ 219,969</u>	<u>\$ 5,530</u>	<u>\$ 304,434</u>
Assets held in pension plan:				
Cash and cash equivalents	\$ 6,087	\$ –	\$ –	\$ 6,087
Marketable equity securities	185,856	–	–	185,856
U.S. government securities	49,153	–	–	49,153
Corporate bonds	64,002	–	–	64,002
Foreign obligations	–	5,013	–	5,013
Other debt securities	–	21,641	–	21,641
	<u>\$ 305,098</u>	<u>\$ 26,654</u>	<u>\$ –</u>	<u>\$ 331,752</u>
Investments measured at net asset value:				
Fund of funds				1,584
				<u>\$ 333,336</u>

Fair value for Level 1 assets is based upon quoted market prices. Fair value for Level 2 assets is estimated based on quoted prices for similar instruments, pricing metrics, and other valuation considerations (e.g., credit quality and prevailing interest rates). Level 3 investments include the beneficial interest in perpetual trusts and fair value is determined based upon information provided by the trustees. Such information is based on the pro rata interest in the net assets of the trusts.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

5. Fair Value of Financial Instruments (continued)

Attributes relating to the nature and risk of the fund of funds limited partnership investment held by the pension plan as of December 31, 2019 and 2018 are as follows (in thousands):

	<u>2019</u> <u>Fair Value</u>	<u>2018</u> <u>Fair Value</u>	<u>Unfunded</u> <u>Commitment</u>	<u>Redemption</u> <u>Frequency</u>	<u>Other</u> <u>Redemption</u> <u>Restrictions</u>	<u>Redemption</u> <u>Notice Period</u>
Assets held in pension plan:						
PMF TEI Fund	<u>\$ 1,576</u>	<u>\$ 1,584</u>	None	Illiquid	Discretion of Fund	Discretion of Fund

The PMF TEI Fund operates as a feeder fund. The PMF TEI Fund's investment objective is to manage a portfolio of investment funds, including limited partnerships, limited liability companies, offshore corporations, other foreign investment vehicles, and cash to preserve value while prioritizing liquidity to investors over active management, until such time as a related portfolio has been liquidated.

There were no transfers between levels of the System's or the Plan's investments for the years ended December 31, 2019 and 2018.

The change in fair value measurements for the beneficial interest in perpetual trusts with unobservable inputs at December 31, 2019 and 2018 are presented as follows (in thousands):

	<u>2019</u>	<u>2018</u>
Balance – January 1	\$ 5,530	\$ 6,139
Change in net unrealized gains and losses	666	(609)
Balance – December 31	<u>\$ 6,196</u>	<u>\$ 5,530</u>

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

6. Property and Equipment

Property and equipment as of December 31, 2019 and 2018 consist of the following (in thousands):

	<u>2019</u>	<u>2018</u>
Land	\$ 12,008	\$ 12,008
Land improvements	8,710	8,607
Buildings and improvements	482,684	471,237
Fixed and major movable equipment	350,467	333,346
Total property and equipment	<u>853,869</u>	825,198
Less accumulated depreciation and amortization	<u>(519,829)</u>	(483,654)
	<u>334,040</u>	341,544
Construction in progress	33,584	24,707
Property and equipment – net	<u>\$ 367,624</u>	<u>\$ 366,251</u>

The System recorded capitalized interest of approximately \$1.4 million and \$2.1 million as of December 31, 2019 and 2018, respectively.

Substantially, all property of the Medical Center serves as collateral under debt agreements (see Note 8).

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

7. Equity Investments in Joint Ventures

The System's investments in unconsolidated entities accounted for under the equity method of accounting as of December 31, 2019 and 2018, consist of the following (in thousands):

Name of Joint Venture	Ownership Percentage	2019					
		Total Assets	Total Liabilities	Total Revenue	Net Income	Equity Investment	Share of Earnings
Simeon Dialysis, LLC	35%	\$ 67,819	\$ 2,862	\$ 27,111	\$ 7,606	\$ 22,737	\$ 2,662
Wayne Valley Imaging, LLC	50%	1,223	521	2,379	518	549	259
VHSNJ at Home, LLC	50%	10,544	2,683	16,029	(161)	3,931	(80)
Eufaula Dialysis, LLC	20%	5,731	1,565	9,275	1,751	833	350
		<u>\$ 85,317</u>	<u>\$ 7,631</u>	<u>\$ 54,794</u>	<u>\$ 9,714</u>	<u>\$ 28,050</u>	<u>\$ 3,191</u>

Name of Joint Venture	Ownership Percentage	2018					
		Total Assets	Total Liabilities	Total Revenue	Net Income	Equity Investment	Share of Earnings
Simeon Dialysis, LLC	35%	\$ 66,096	\$ 931	\$ 25,459	\$ 5,165	\$ 22,808	\$ 1,808
Wayne Valley Imaging, LLC	50%	1,092	29	2,166	755	557	378
VHSNJ at Home, LLC	50%	11,182	3,161	13,660	506	4,011	253
Eufaula Dialysis, LLC	20%	5,373	437	8,484	1,695	987	339
		<u>\$ 83,743</u>	<u>\$ 4,558</u>	<u>\$ 49,769</u>	<u>\$ 8,121</u>	<u>\$ 28,363</u>	<u>\$ 2,778</u>

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

8. Long-Term Debt

Long-term debt as of December 31, 2019 and 2018, consists of the following (in thousands):

	<u>2019</u>	<u>2018</u>
New Jersey Healthcare Facilities Financing Authority – \$246,845 St. Joseph's Healthcare System Obligated Group Issue, Series 2016 Revenue Bonds ^(a)	\$ 234,230	\$ 238,040
St. Joseph's Hospital and Medical Center – \$81,200 St. Joseph's Healthcare System Obligated Group, Series 2017 Taxable Bonds ^(b)	81,200	81,200
Passaic Authority – \$29,620 200 Hospital Plaza Corporation Project, Series 2010 County Guaranteed Parking Revenue Bonds ^(c)	690	1,360
Passaic Authority – \$24,650 200 Hospital Plaza Corporation Project, Series 2017 County Guaranteed Parking Revenue Bonds ^(d)	24,505	24,505
Promissory note with Urban Enterprise Zone, bearing interest at 2.25%, maturing in 2021	138	150
Promissory note bearing interest of 6.04%, maturing in 2020 ^(e)	601	1,770
Capital lease ^(f)	1,585	2,310
Total long-term debt	<u>342,949</u>	<u>349,335</u>
Original issue premium	24,660	26,353
Original issue discount	(1,858)	(2,142)
Net deferred financing costs	(1,976)	(2,128)
Current portion of long-term debt	(5,366)	(5,755)
Long-term debt – net of current portion of long-term debt	<u>\$ 358,409</u>	<u>\$ 365,663</u>

In connection with the issuance of the New Jersey Healthcare Facilities Financing Authority St. Joseph's Healthcare System Obligated Group Issue, Series 2016 Revenue Bonds in 2016, the System formed an "Obligated Group," which includes only the Medical Center. The Obligated Group also issued Series 2017 Taxable Bonds in September 2017.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

8. Long-Term Debt (continued)

- (a) The New Jersey Health Care Facilities Financing Authority (NJHCFFA) Series 2016 Revenue Bonds (the Series 2016 Bonds) bear interest at rates ranging from 3.0% to 5.0%. The Series 2016 Bonds mature annually, commencing July 1, 2017, through July 1, 2048. The proceeds of the Series 2016 Bonds were used by the System to advance refund the outstanding principal balance of NJHCFFA Series 2008 Bonds and the (a) renovation of inpatient nursing care units; (b) renovation and equipment upgrades within ambulatory surgery and neuro-interventional suites; (c) build out of clinic facilities; and (d) upgrade and installation of information technology systems for clinical information systems, pharmaceutical dispensing technology, imaging and other minor equipment.
- (b) The St. Joseph's Hospital and Medical Center Series 2017 Taxable Bonds (the Series 2017 Bonds) were issued in September 2017 and consist of two term bonds of \$40.6 million, which bear interest at 3.926% and 4.584% and are due at July 1, 2022 and July 1, 2027, respectively. The proceeds of the Series 2017 Bonds were used to provide funding for additional contributions to the defined benefit pension plan (see Note 9). The Series 2017 Bonds are secured by a Series 2017 Note which was issued on a parity with other obligations under the Master Indenture for the Series 2016 Bonds.
- (c) The Passaic Authority Series 2010 County Guaranteed Parking Revenue Bonds (the Series 2010 Bonds) bear interest at rates ranging from 2.0% to 5.0%. The Series 2010 Bonds were scheduled to mature between 2014 and 2042; a portion of the Series 2010 Bonds was advance refunded in 2017 (see (d) below). Funds were paid into escrow to repay the debt through the final redemption date in May 2020. The proceeds of the Series 2010 Bonds were used by 200 Hospital Plaza to finance a portion of project costs associated with the design and construction of a mixed-use parking/retail structure. 200 Hospital Plaza is subject to certain operating covenants under its Master Indenture Agreement and the maintenance of certain financial ratios. At December 31, 2019 and 2018, 200 Hospital Plaza was in compliance with such financial covenants.
- (d) The Passaic Authority Series 2017 County Guaranteed Parking Revenue Bonds (the PA Series 2017 Bonds) bear interest at rates ranging from 2.0% to 5.0%. The PA Series 2017 Bonds mature between 2018 and 2042. The proceeds of the PA Series 2017 Bonds were used by 200 Hospital Plaza to advance refund the Series 2010 Bonds and pay certain costs of issuance relating to the PA Series 2017 Bonds.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

8. Long-Term Debt (continued)

- (e) Surgery Management entered into a loan agreement to purchase equipment and to make leasehold improvements to the surgical facility. On June 1, 2015, the amount advanced was converted to a loan payable over a five-year period bearing interest equal to the five-year US Treasury rate of 3.79% plus 2.25%. The loan is collateralized by substantially all of the assets of Surgery Management and guaranteed by all members as contained in the loan agreement. The System is not a guarantor of this loan. The loan is subject to a debt service coverage ratio, which is tested annually. Management is not aware of any noncompliance with this ratio as of December 31, 2019 and 2018.
- (f) The System has guaranteed an equipment lease for a joint venture with a balance of \$1.6 million and \$2.3 million as of December 31, 2019 and 2018, respectively.

The Series 2016 Bonds and Series 2017 Bonds are secured by (i) amounts held in the revenue fund created under the Master Indenture Agreement, (ii) the gross receipts of the Obligated Group, and (iii) a first mortgage lien on various properties of SJUMC and Wayne Medical Center as defined in the Master Indenture Agreement. The Obligated Group is subject to various operating covenants under the Master Indenture Agreement and maintenance of certain financial ratios. At December 31, 2019 and 2018, the Obligated Group was in compliance with such financial covenants.

Required principal payments on long-term debt for the next five years and thereafter as of December 31, 2019 are as follows (in thousands):

Years Ending December 31:	
2020	\$ 5,366
2021	5,715
2022	46,358
2023	5,295
2024	5,560
Thereafter	274,655
	<u>\$ 342,949</u>

At December 31, 2019, the System has unused letters of credit of: \$0.7 million, expiring in March 2021; \$1.3 million, expiring in January 2021; \$2.4 million, expiring in January 2021; \$1.7 million expiring in January 2021; \$1.1 million expiring in January 2021; and \$0.3 million, expiring in February 2021.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

8. Long-Term Debt (continued)

The System maintains a line of credit (currently with an available amount of \$1.0 million) which expires in February 2021, with interest at LIBOR plus 0.75%. There are no amounts outstanding as of December 31, 2019 and 2018.

9. Retirement Plans

The Medical Center maintains a noncontributory defined benefit pension plan (the Plan) covering substantially all of the employees of the Medical Center. The Plan provides benefits based on the participant's years of service and compensation. The Plan is operated as a church plan under the Code. Under church plan status, the Plan is not subject to the minimum funding or other requirements of the Employee Retirement Income Security Act of 1974. In addition, benefits under the Plan are not covered by the Pension Benefit Guaranty Corporation.

The Medical Center has been involved with litigation challenging the church plan status of the Plan which was settled in 2018. The settlement does not make the Plan subject to ERISA.

The System issued long-term debt in September 2017 (see Note 8) with net proceeds of approximately \$80.0 million, the purpose of which was to provide funding for additional contributions paid into the Plan. In addition to the 2017 funding into the Plan, management froze the Plan and closed it to new participants effective December 31, 2017, initiated a defined contribution retirement program on January 1, 2018, and intends to continue annual funding to the Plan so that in conjunction with investment earnings thereon, the plan assets will exceed the projected benefit obligation by the year 2028.

The Medical Center contributed approximately \$6.0 million to the Plan in 2019 and expects to contribute approximately \$12.0 million to the Plan in 2020.

The defined contribution plan established January 1, 2018 provides for annual contributions for eligible employees of between 2% and 5% of pay based on the employee's years of service with a matching contribution of 1% to 1.5%. Eligible employees begin to accrue benefits from their hire or rehire date. The System funds the defined contribution expense on a current basis. The Medical Center contributed \$11.3 million and \$10.5 million to the defined contribution plan for the years ended December 31, 2019 and 2018, respectively.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

9. Retirement Plans (continued)

The funded status of the Plan as of December 31, 2019 and 2018 is set forth as follows (in thousands):

	<u>2019</u>	<u>2018</u>
Change in benefit obligation:		
Projected benefit obligation – beginning of year	\$ 433,614	\$ 465,927
Administrative expenses	–	1,368
Interest cost	19,818	18,547
Actuarial loss (gain)	81,412	(36,201)
Benefit payments and expected expenses	<u>(16,249)</u>	<u>(16,027)</u>
Projected benefit obligation – end of year	518,595	433,614
Change in Plan assets:		
Fair value of Plan assets – beginning of year	333,336	354,500
Actual return on Plan assets	73,696	(20,548)
Employer contributions	6,000	15,000
Benefit payments and actual expenses	<u>(16,249)</u>	<u>(15,616)</u>
Fair value of Plan assets – end of year	<u>396,783</u>	<u>333,336</u>
Accrued pension liability	<u>\$ 121,812</u>	<u>\$ 100,278</u>
Accumulated benefit obligation	<u>\$ 518,595</u>	<u>\$ 433,614</u>

At December 31, 2019 and 2018, net assets without donor restrictions include unrecognized losses of \$133.6 million and \$106.8 million, respectively. Approximately \$2.7 million of unrecognized losses are expected to be recognized in net periodic benefit costs in 2020.

The actuarial loss (gain) amounts primarily resulted from a decrease (increase) in the discount rate assumption in 2019 and 2018, respectively. Additionally, the mortality table was changed from the RP-2014 Mortality Tables with blue collar adjustments adjusted backwards to 2006 with scale MP-2014 and projected with improvement scale MP-2018 at December 31, 2018, to the PRI-2012 Amount-Weighted Mortality Tables with blue collar adjustments projected from 2012 with improvement scale MP-2019 at December 31, 2019.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

9. Retirement Plans (continued)

Weighted-average assumptions used in determining the benefit obligation as of December 31, 2019 and 2018 were as follows:

	<u>2019</u>	<u>2018</u>
Discount rate	3.38%	4.64%
Rate of compensation increase	N/A	N/A

Net periodic pension cost (benefit) for the years ended December 31, 2019 and 2018 are as follows (in thousands):

	<u>2019</u>	<u>2018</u>
Interest cost	\$ 19,818	\$ 18,547
Expected return on Plan assets	(21,181)	(22,917)
Amortization of net loss	2,112	1,778
Net periodic pension cost (benefit)	<u>\$ 749</u>	<u>\$ (2,592)</u>

Weighted-average assumptions used in determining the net periodic pension cost (benefit) for the years ended December 31, 2019 and 2018 were as follows:

	<u>2019</u>	<u>2018</u>
Discount rate	4.64%	4.03%
Expected long-term return on Plan assets	6.75	6.75
Rate of compensation increase	N/A	N/A

The discount rate was determined using the hypothetical portfolio method at December 31, 2019 and 2018.

To develop the expected long-term rate of return on Plan assets, the System considered the historical returns and the future expectations for returns for each asset class, as well as the target asset allocation of the pension portfolio. This approach resulted in the selection of the 6.75% long-term rate of return on Plan assets' assumption for 2019 and 2018.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

9. Retirement Plans (continued)

The date used to determine the Plan's measurements is December 31.

The Plan's weighted-average asset allocation as of December 31, 2019 and 2018, by asset category, is as follows:

Asset Category	2019	2018
Equity securities	60.2%	55.8%
Debt securities	39.4	43.7
Alternative investments	0.4	0.5
	100.0%	100.0%

The Plan's investment policy includes the following asset allocation guidelines:

Asset Category	Target	Range
Domestic equity	35.0%	6-36%
International equity	23.0	4-24
Fixed income	40.0	40-90
Alternative investments	2.0	0-5

The asset allocation policy was developed in consideration of the long-term financial objectives of the Plan, which include ensuring that there is an adequate level of assets to support benefit obligations and maintaining liquidity sufficient to cover current benefit obligations.

In addition to the broad asset allocation guidelines described above, the following policies apply to individual asset classes:

- Fixed-income investments are oriented toward risk-adverse, investment-grade securities with an average quality of "A" or higher. Up to 10% of the portfolio may be invested in bonds rated below investment grade. With the exception of US government securities, fixed-income investments are diversified among individual securities and sectors.
- Equity investments are diversified among industries and economic sectors. International equity holdings are also diversified by country. Limitations are placed on the overall allocation to any individual security.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

9. Retirement Plans (continued)

Pension benefit payments, which reflect expected future service and salary, as appropriate, are expected to be paid as follows (in thousands):

Years Ending December 31:	
2020	\$ 19,228
2021	20,509
2022	21,706
2023	22,908
2024	23,807
2025–2029	130,590

10. Professional Liability Insurance

Effective February 1, 2007, the Insurance Captive began providing SJUMC with claims-made professional and general liability insurance. The Insurance Captive policy provides coverage of \$1 million per occurrence and \$3 million annual aggregate. The Insurance Captive has a self-insurance program for a first excess layer above the primary layer. The first excess layer is on a claims-made basis with retentions of \$4 million for individual claims and \$17 million in the aggregate. The Insurance Captive maintains a self-insurance reserve trust as the funding vehicle for the self-insurance program (see Note 4). The Insurance Captive has a second excess layer of insurance of \$10 million annual aggregate, a third excess layer of insurance of \$20 million annual aggregate, and a fourth layer of \$15 million annual aggregate each maintained with separate commercial carriers.

The Insurance Captive is registered under the Bermuda Insurance Act of 1978 and the Related Regulations (the Insurance Act) and is obliged to comply with various provisions of the Insurance Act regarding solvency and liquidity. The minimum statutory capital and surplus at December 31, 2019 and 2018 was \$3.5 million and \$3.1 million, respectively, and the actual statutory capital and surplus was \$6.2 million and \$1.9 million, respectively. As the actual statutory capital and surplus was less than the minimum requirement at December 31, 2018, the Insurance Captive received additional loss funding contributed by the System in 2019 to restore the statutory compliance regarding solvency. In addition, a minimum liquidity ratio must be maintained whereby relevant assets, as defined by the Insurance Act, must exceed 75% of relevant liabilities. As of December 31, 2019 and 2018, the liquidity ratio was met.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

10. Professional Liability Insurance (continued)

Prior to the inception of the Insurance Captive, SJUMC maintained its primary professional liability insurance coverage of \$1 million for individual claims and \$3 million in the aggregate on a claims-made basis with a commercial carrier. The first excess layer was on a claims-made basis with retentions of \$4 million for individual claims and \$7 million in the aggregate. A second excess layer of coverage was maintained with a commercial carrier.

Effective March 1, 2009, the Insurance Captive began providing Wayne Medical Center with claims-made professional and general liability insurance, and Wayne Medical Center began participating in the self-insurance program for a first excess layer above the primary layer. Prior to March 1, 2009, Wayne Medical Center maintained primary professional liability insurance coverage on a claims-made basis with a commercial carrier.

The estimated undiscounted professional liabilities for asserted claims and for incidents that have been incurred but not reported included in the consolidated balance sheets as of December 31, 2019 and 2018 are as follows (in thousands):

	<u>2019</u>	<u>2018</u>
Estimated professional liability claims payable, included in accrued salaries and expenses	\$ 9,396	\$ 7,225
Noncurrent estimated professional liability claims payable	<u>34,650</u>	<u>32,412</u>
Total estimated professional liability claims payable	<u>\$ 44,046</u>	<u>\$ 39,637</u>

The System's estimates for professional liability for asserted claims and for incidents that have been incurred but not reported are based upon complex actuarial calculations, which utilize factors such as historical claim experience for the System and related industry factors, trending models, estimates for the payment patterns of future claims, and present value discounting factors. As a result, there is at least a reasonable possibility that recorded estimates will change by a material amount in the near term. Revisions to estimated amounts resulting from actual experience differing from project expectations are recorded in the period the information becomes known.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

11. Concentrations of Credit Risk

The System grants credit without collateral to its patients, most of whom are insured under third-party payer agreements. Major concentrations of net accounts receivable from patients and third-party payers as of December 31, 2019 and 2018 are as follows:

	2019	2018
Medicare	20%	20%
Medicaid	10	9
Horizon Blue Cross Blue Shield of New Jersey	10	2
Amerigroup	4	4
Aetna	4	4
Managed care organizations and other third-party payers	49	57
Self-pay patients	3	4
	100%	100%

The System invests its surplus operating funds in fixed-income funds. These funds generally invest in highly liquid U.S. government and agency obligations. Investments in fixed-income funds are not insured or guaranteed by the U.S. government. The System deposits cash with various financial institutions in which the amounts may exceed federally insured limits.

12. Other Revenue

Other revenue at December 31, 2019 and 2018 consists of the following (in thousands):

	2019	2018
Physician billing revenue	\$ 57,748	\$ 51,044
Grant income	14,098	13,336
Qualcare sale of stock	80	322
Equity in earnings of joint ventures	3,191	2,778
Rental income	4,007	3,597
ACO gainsharing	532	6,798
Parking revenue	3,937	4,060
Contributions	4,294	2,516
Fundraising	2,031	5,052
Other	6,176	3,923
Total	\$ 96,094	\$ 93,426

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

12. Other Revenue (continued)

In June 2019, SJH's participation in a shared savings program, Next Generation Accountable Care Organization (ACO), terminated. ACO gainsharing included in other revenue for the years ended December 31, 2019 and 2018, was approximately \$0.5 million and \$6.8 million, respectively.

13. Operating Leases

The System leases equipment and office space under various noncancelable operating leases. Future minimum payments due under noncancelable operating leases with a term of one year or greater as of December 31, 2019 are as follows (in thousands):

2020	\$	5,988
2021		4,807
2022		4,320
2023		4,276
2024		3,027
Thereafter		10,190

Payments made under operating leases amounted to approximately \$7.7 million in 2019 and \$6.0 million in 2018.

14. Net Assets With Donor Restrictions

Net assets with donor restrictions which are available for future periods or for specific purposes as of December 31, 2019 and 2018, are available for the following purposes (in thousands):

	<u>2019</u>	<u>2018</u>
Capital acquisitions and improvements	\$ 1,032	\$ 726
Scholarship fund	-	75
Research	907	954
Other health care programs	9,874	9,131
	<u>\$ 11,813</u>	<u>\$ 10,886</u>

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

14. Net Assets With Donor Restrictions (continued)

At December 31, 2019 and 2018, net assets with donor restrictions for permanent endowment in the amount of approximately \$8.1 million and \$7.5 million, respectively, consist of endowment funds to be held in perpetuity, and the beneficial interest in perpetual trusts. The assets in the perpetual trusts are held and managed by an independent trustee. The income earned on the beneficial interest in the perpetual trusts does not have donor restrictions. The income from the endowment funds is expendable to support health care services.

The Board classifies donor-restricted assets based upon the explicit directions of the donor and the provisions of the New Jersey Uniform Prudent Management of Institutional Funds Act (UPMIFA). The Board has determined that, absent donor stipulations to the contrary, the provisions of New Jersey State law do not impose a donor restriction on the income or capital appreciation derived from the original gift.

15. Functional Expenses

The System's functional expenses for the years ended December 31, 2019 and 2018 are as follows (in thousands):

	2019		
	Health Care Program Expenses	General and Administrative Expenses	Total Expenses
Salaries and wages	\$ 352,396	\$ 62,948	\$ 415,344
Employee benefits	60,429	10,911	71,340
Physician fees	15,700	2,786	18,486
Supplies and other	275,585	–	275,585
Interest	12,287	1,928	14,215
Depreciation and amortization	30,972	5,203	36,175
	<u>\$ 747,369</u>	<u>\$ 83,776</u>	<u>\$ 831,145</u>

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

15. Functional Expenses (continued)

	2018		
	Health Care Program Expenses	General and Administrative Expenses	Total Expenses
Salaries and wages	\$ 332,383	\$ 53,372	\$ 385,755
Employee benefits	61,559	12,489	74,048
Physician fees	19,516	3,077	22,593
Supplies and other	280,853	–	280,853
Interest	10,284	1,480	11,764
Depreciation and amortization	29,485	4,395	33,880
	<u>\$ 734,080</u>	<u>\$ 74,813</u>	<u>\$ 808,893</u>

The accompanying consolidated financial statements report certain expense categories that are attributable to more than one health care service or support function. Costs not directly attributable to a function are allocated on a functional basis using internal records and estimates.

16. Commitments and Contingencies

Various lawsuits and claims arising in the normal course of operations are pending or are in progress against the System. Such lawsuits and claims are either specifically covered by insurance, provided for through estimated self-insurance liabilities, or are not material. While the outcome of these lawsuits cannot be determined at this time, management believes that any loss, which may arise from these actions will not have a material adverse effect on the consolidated financial position or results of operations of the System.

St. Joseph's Health, Inc.

Notes to Consolidated Financial Statements (continued)

17. Subsequent Events

The System has evaluated subsequent events through June 19, 2020, the date the accompanying consolidated financial statements were issued. Except as disclosed below and in Note 1, no subsequent events have occurred that require disclosure in or adjustment to the consolidated financial statements.

Due to the global viral outbreak caused by Coronavirus Disease 2019 (COVID-19) in 2020, there have been resulting effects which could negatively impact the System's financial condition, including significant stock market exchange volatility, such as various temporary volatility trading halts which commenced initially on March 9, 2020 due to market declines, various temporary business closures and event cancellations, decisions to defer elective procedures and other medical treatments at the System and other effects which could result in supply chain disruptions. Management continues to closely monitor the impact of COVID-19 in many respects. The ultimate impact of these matters to the System and its financial condition is presently unknown. To enhance liquidity, the System is participating in the Centers for Medicare & Medicaid Services' Accelerated and Advance Payment Program under which it received approximately \$82.5 million in April 2020 in expedited payments for future services on an interest-free basis. The majority of the advance payment amount will be reconciled with Medicare after submission of the System's cost report in May 2021. The System also received grant distributions under the Coronavirus Aid, Relief, and Economic Security (CARES) Act totaling \$153.7 million through June 19, 2020. Management of the System anticipates that additional funding from other governmental agencies, such as the Federal Emergency Management Agency, may be available to the System. The accompanying consolidated financial statements as of and for the year ended December 31, 2019 do not reflect the effects of these subsequent events.

**Supplementary Information
and Audit Reports and Schedules Related to the
Uniform Guidance and New Jersey OMB
Circular Letter 15-08-OMB**

St. Joseph's Health, Inc.

Schedule of Expenditures of Federal Awards

Year Ended December 31, 2019

Federal Grantor/Pass-Through Grantor/Program or Cluster Title	Federal CFDA Number	Pass-through Entity Identifying Number(s)	Grant Period	2019 Federal Expenditures
U.S. Department of Agriculture				
Pass-through Program – State of New Jersey Department of Health – WIC Special Supplemental Nutrition Program for Women, Infants, and Children	10.557	DFHS19WIC012	10/01/2018- 09/30/2019	\$ 14,656,683
	10.557	DFHS20WIC002	10/01/2019- 09/30/2020	<u>4,528,518</u>
Subtotal CFDA number 10.557				<u>19,185,201</u>
Total U.S. Department of Agriculture				19,185,201
U.S. Department of Health and Human Services				
<i>Direct Programs:</i>				
Grants to Provide Outpatient Early Intervention Services with Respect to HIV Disease	93.918		01/01/2019- 12/31/2019	730,560
Ryan White HIV/AIDS Dental Reimbursement and Community Based Dental Partnership Grants	93.924		09/01/2019- 03/31/2020	<u>30,684</u>
Subtotal direct programs				<u>761,244</u>
<i>Pass-Through Programs:</i>				
State of New Jersey Department of Health:				
Coordinated Services and Access to Research for Women, Infants, Children, and Youth	93.153	DFHS19PDA005	08/01/2018- 07/31/2019	163,079
Coordinated Services and Access to Research for Women, Infants, Children, and Youth	93.153	DFHS20PDA008	08/01/2019- 07/31/2020	<u>124,450</u>
Subtotal CFDA number 93.153				<u>287,529</u>

St. Joseph's Health, Inc.

Schedule of Expenditures of Federal Awards (continued)

Federal Grantor/Pass-Through Grantor/Program or Cluster Title	Federal CFDA Number	Pass-through Entity Identifying Number(s)	Grant Period	2019 Federal Expenditures
U.S. Department of Health and Human Services (continued)				
Cancer Prevention and Control Programs for State, Territorial, and Tribal Organizations	93.898	DFHS19CED007	07/01/2018- 06/30/2019	\$ 127,272
Cancer Prevention and Control Programs for State, Territorial, and Tribal Organizations	93.898	DFHS20CED003	07/01/2019- 06/30/2020	<u>72,402</u>
Subtotal CFDA number 93.898				199,674
HIV Prevention Activities Health Department Based	93.940	DHST19FPR019	01/01/2019- 12/31/2019	340,000
Maternal and Child Health Services Block Grant to the States	93.994	DFHS19EVL007	07/01/2018- 06/30/2019	110,891
Maternal and Child Health Services Block Grant to the States	93.994	DFHS20EVL009	07/01/2019- 06/30/2020	<u>107,161</u>
Subtotal CFDA number 93.994				218,052
City of Paterson Department of Human Resources: HIV Emergency Relief Project Grants	93.914	89-9836	03/01/2018 - 02/28/2019	3,580
HIV Emergency Relief Project Grants	93.914	99-9836	03/01/2019 - 02/28/2020	<u>475,420</u>
Subtotal CFDA number 93.914				<u>479,000</u>
Subtotal pass-through programs				<u>1,524,255</u>
Total U.S. Department of Health and Human Services				<u>2,285,499</u>
Total expenditures of federal awards				<u>\$ 21,470,700</u>

See accompanying notes.

St. Joseph's Health, Inc.

Schedule of Expenditures of State and Local Awards

Year Ended December 31, 2019

State or Local Department/Program Title	Contract Number	Grant Period	2019 Expenditures
State of New Jersey Department of Human Services			
Mental Health	30406	01/01/2019 – 12/31/2019	\$ 2,981,945
DCF Program	19BORN	01/01/2019 – 12/31/2019	558,808
ACCESS Hearing Impaired	30002	01/01/2019 – 12/31/2019	1,097,154
Total State of New Jersey Department of Human Services			<u>4,637,907</u>
State of New Jersey Department of Health			
Early Intervention Program/Pediatric Tertiary Program	DFHS19EIP007	07/01/2018 – 06/30/2019	130,844
	DFHS20EIP010	07/01/2019 – 06/30/2020	89,100
HIV/AIDS Care and Treatment	AIDS19CTR003	07/01/2018 – 06/30/2019	234,818
	DHTS20CTR015	07/01/2019 – 06/30/2020	236,440
Newborn Screening and Genetics Services	DFHS19NWB013	07/01/2018 – 06/30/2019	111,725
	DFHS20NWB013	07/01/2019 – 06/30/2020	75,950
Cancer Education and Early Detection	DFHS19CED007	07/01/2018 – 06/30/2019	311,596
	DFHS20CED003	07/01/2019 – 06/30/2020	410,275
HIV/AIDS Navigator	AIDS19NAV007	07/01/2018 – 06/30/2019	58,181
DHSTS State HIV Prevention Program	DHST20SPR035	07/01/2019 – 06/30/2020	63,147
Early Intervention Program	04-2141-EIP-H-O	01/01/2019 – 12/31/2019	955,876
Total State of New Jersey Department of Health			<u>2,677,952</u>
State of New Jersey Department of Agriculture			
Child and Adult Care Food Program	31-1010	10/01/2018 – 09/30/2019	39,826
	31-1010	10/01/2019 – 09/30/2020	3,543
Total State of New Jersey Department of Agriculture			<u>43,369</u>
Total expenditures of state awards			<u>\$ 7,359,228</u>

St. Joseph's Health, Inc.

Schedule of Expenditures of State and Local Awards (continued)

State or Local Department/Program Title	Contract Number	Grant Period	2019 Expenditures
North Jersey Community Coordinated Child Care Agency, Inc.			
Child Care Wrap Around 4C's	N/A	09/01/2018 – 8/31/2019	\$ 50,373
		09/01/2019 – 8/31/2020	<u>14,491</u>
Total North Jersey Community Coordinated Child Care Agency, Inc.			64,864
County of Passaic Department of Human Services			
Mental Health and Psychiatric Emergency Services	19-066	01/01/2019 – 12/31/2019	<u>69,500</u>
Total County of Passaic Department of Human Services			69,500
City of Paterson Board of Education			
Abbott Child Care Program	N/A	07/01/2018 – 06/30/2019	<u>430,245</u>
Total City of Paterson Board of Education			<u>430,245</u>
Total expenditures of local awards			<u>\$ 564,609</u>

See accompanying notes.

St. Joseph's Health, Inc.

Notes to Schedules of Expenditures of Federal and State and Local Awards

December 31, 2019

1. Basis of Presentation

The accompanying schedules of expenditures of federal and state and local awards (the Schedules) include the federal, state and local grant activity of St. Joseph's Health, Inc. (SJH) for the year ended December 31, 2019, recorded on the accrual basis of accounting. The federal and state information in these Schedules is presented in accordance with the requirements of Title 2 U.S. *Code of Federal Regulations* Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (the Uniform Guidance) and New Jersey OMB Circular Letter 15-08-OMB, *Single Audit Policy for Recipients of Federal Grants, State Grants and State Aid*. For purposes of the Schedules, federal and state awards include any assistance provided by a federal or state agency directly or indirectly in the form of grants, contracts, cooperative agreements, loan and loan guarantees, or other non-cash assistance.

Federally funded amounts that are passed through state or local agencies are included on the schedule of expenditures of federal awards and are excluded from the schedule of expenditures of state and local awards.

Direct and indirect costs are charged to awards in accordance with cost principles contained in the United States Department of Health and Human Services *Cost Principles for Hospitals* at 45 CFR Part 75 Appendix IX for Uniform Guidance awards. Under these cost principles, certain types of expenditures are not allowable or are limited as to reimbursement. The Uniform Guidance provides for a 10% de minimis indirect cost rate election; however, SJH did not make this election and uses a negotiated indirect cost rate.

2. Food and Nutritional Awards

During the year ended December 31, 2019, SJH participated in the State of New Jersey Department of Health – WIC Special Supplemental Nutrition Program for Women, Infants, and Children (WIC) through the provision of nutritional counseling and the receipt and distribution of food vouchers. The U.S. Department of Agriculture-Food and Nutrition Service, the federal agency that sponsors the WIC program under Catalog of Federal Domestic Assistance (CFDA) Number 10.557, has determined that WIC food vouchers are considered “property in lieu of money” and, therefore, should be reported as federal awards received by SJH for the purpose of presentation in the Schedules. The amount reported in the Schedules for the WIC program under CFDA Number 10.557 represents the federally funded value of food vouchers issued (\$16,587,021) plus administrative costs (\$2,598,180) for the year ended December 31, 2019.

Report of Independent Auditors 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*

Management and the Board of Trustees
St. Joseph's Health, Inc.

We have audited, in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of St. Joseph's Health, Inc. (SJH), which comprise the consolidated balance sheet as of December 31, 2019, and the related consolidated statements of operations, changes in net assets and cash flows for the year then ended, and the related notes to the consolidated financial statements, and have issued our report thereon dated June 19, 2020.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered SJH'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 financial statements, but not for the purpose of expressing an opinion on the effectiveness of SJH's internal control. Accordingly, we do not express an opinion on the effectiveness of SJH'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 combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's 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 SJH's financial statements are free of 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*.

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 entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Ernst + Young LLP

June 19, 2020



Ernst & Young LLP
99 Wood Avenue South
Metropark
P.O. Box 751
Iselin, NJ 08830-0471

Tel: +1 732 516 4200
Fax: +1 732 516 4429
ey.com

Report of Independent Auditors on Compliance for Each Major Federal and State Program and Report on Internal Control Over Compliance Required by the Uniform Guidance and New Jersey OMB Circular Letter 15-08-OMB

Management and the Board of Trustees
St. Joseph's Health, Inc.

Report on Compliance for Each Major Federal and State Program

We have audited St. Joseph's Health, Inc.'s (SJH) compliance with the types of compliance requirements described in the US Office of Management and Budget (OMB) *Compliance Supplement* and the New Jersey Office of Management and Budget (NJOMB) *State Grant Compliance Supplement* that could have a direct and material effect on each of SJH's major federal and state programs for the year ended December 31, 2019. SJH's major federal and state 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 and state awards applicable to its federal and state programs.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for each of SJH's major federal and state 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; 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 NJOMB Circular Letter 15-08-OMB, *Single Audit Policy for Recipients of Federal Grants, State Grants and State Aid*. Those standards, the Uniform Guidance and NJOMB Circular Letter 15-08-OMB 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 or state program occurred. An audit includes examining, on a test basis, evidence about SJH'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 and state program. However, our audit does not provide a legal determination of SJH's compliance.

Opinion on Each Major Federal and State Program

In our opinion, St. Joseph's Health, Inc. 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 and state programs for the year ended December 31, 2019.

Report on Internal Control Over Compliance

Management of SJH 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 SJH's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal and state 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 and state program and to test and report on internal control over compliance in accordance with the Uniform Guidance and NJOMB Circular Letter 15-08-OMB, 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 SJH'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 or state program on a timely basis. *A material weakness in internal control over compliance* is a deficiency, or 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 or state 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 or state 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. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.



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 and NJOMB Circular Letter 15-08-OMB. Accordingly, this report is not suitable for any other purpose.

Ernst + Young LLP

July 28, 2020

St. Joseph's Health, Inc.

Schedule of Findings and Questioned Costs

For the Year Ended December 31, 2019

Section I – Summary of Auditors' Results

Financial Statements

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

Unmodified

Internal control over financial reporting:

Material weakness(es) identified?	_____ Yes	_____ <input checked="" type="checkbox"/>	_____ No
Significant deficiency(ies) identified?	_____ Yes	_____ <input checked="" type="checkbox"/>	_____ None reported
Noncompliance material to financial statements noted?	_____ Yes	_____ <input checked="" type="checkbox"/>	_____ No

Federal Awards

Internal control over major federal programs:

Material weakness(es) identified?	_____ Yes	_____ <input checked="" type="checkbox"/>	_____ No
Significant deficiency(ies) identified?	_____ Yes	_____ <input checked="" type="checkbox"/>	_____ None reported

Type of auditor's report issued on compliance for major federal programs:

Unmodified

Any audit findings disclosed that are required to be reported in accordance with 2 CFR 200.516(a)?

_____ Yes	_____ <input checked="" type="checkbox"/>	_____ No
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Identification of major federal programs:

Federal CFDA Number	Name of Federal Program or Cluster
10.557	U.S. Department of Agriculture – WIC Special Supplemental Nutrition Program for Women, Infants, and Children

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

_____ \$750,000 _____

Auditee qualified as low-risk auditee?

_____ <input checked="" type="checkbox"/>	_____ Yes	_____ No
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St. Joseph's Health, Inc.

Schedule of Findings and Questioned Costs (continued)

For the Year Ended December 31, 2019

Section I – Summary of Auditors' Results (continued)

State Awards

Internal control over major state programs:

Material weakness(es) identified? _____ Yes ✓ No
 Significant deficiency(ies) identified? _____ Yes ✓ None reported

Type of auditor's report issued on compliance
 for major state programs:

_____ Unmodified

Any audit findings disclosed that are required to be
 reported in accordance with NJOMB Circular
 Letter 15-08-OMB?

_____ Yes ✓ No

Identification of major state programs:

State Contract Number	Name of State Program
30002	State of New Jersey Department of Human Services – ACCESS Hearing Impaired
04-2141-EIP-H-O	State of New Jersey Department of Health – Early Intervention Program

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

_____ \$750,000

Auditee qualified as low-risk auditee?

 ✓ Yes _____ No

Section II – Financial Statement Findings

None noted.

Section III – Federal and State Award Findings and Questioned Costs

None noted.

St. Joseph's Health, Inc.

Schedules of Budgeted and Actual Expenditures

State of New Jersey Department of Health –
WIC Special Supplemental Nutrition Program for Women, Infants, and Children

Contract # DFHS19WIC012

Grant Period October 1, 2018 to September 30, 2019

Year Ended December 31, 2019

Cost Category	Final Approved Budget	2019 Expenditures	Cumulative Expenditures
	<i>(Unaudited)</i>		
Salaries/wages	\$ 1,917,860	\$ 1,315,875	\$ 1,767,449
Fringe benefits	585,139	401,476	539,250
Office expense and related costs	–	147,824	149,250
Program expenses and related costs	138,200	–	2,655
Travel, conferences and meetings	25,328	13,031	15,111
Facility cost	254,093	180,673	237,750
Total costs (excluding food vouchers)	<u>\$ 2,920,620</u>	<u>\$ 2,058,879</u>	<u>\$ 2,711,465</u>

St. Joseph's Health, Inc.

Schedules of Budgeted and Actual Expenditures

State of New Jersey Department of Health –
WIC Special Supplemental Nutrition Program for Women, Infants, and Children

Contract # DFHS20WIC002

Grant Period October 1, 2019 to September 30, 2020

Year Ended December 31, 2019

Cost Category	Final Approved Budget	2019 Expenditures	Cumulative Expenditures
	<i>(Unaudited)</i>		
Salaries/wages	\$ 1,995,591	\$ 409,114	\$ 409,114
Fringe benefits	498,696	102,236	102,236
Office expense and related costs	–	5,812	5,812
Program expenses and related costs	146,220	–	–
Travel, conferences and meetings	32,465	2,515	2,515
Facility cost	260,248	19,624	19,624
Total costs (excluding food vouchers)	<u>\$ 2,933,220</u>	<u>\$ 539,301</u>	<u>\$ 539,301</u>

St. Joseph's Health, Inc.

Schedules of Budgeted and Actual Expenditures

State of New Jersey Department of Health – Coordinated Services and Access to
Research for Women, Infants, Children, and Youth

Contract # DFHS19PDA005

Grant Period August 1, 2018 to July 31, 2019

Year Ended December 31, 2019

Cost Category	Final Approved Budget	2019 Expenditures	Cumulative Expenditures
	<i>(Unaudited)</i>		
Salaries/wages	\$ 230,397	\$ 125,186	\$ 230,397
Fringe benefits	60,664	32,962	60,664
Program expenses and related costs	4,550	3,542	4,550
Travel, conferences and meetings	1,389	1,389	1,389
Total costs	<u>\$ 297,000</u>	<u>\$ 163,079</u>	<u>\$ 297,000</u>

St. Joseph's Health, Inc.

Schedules of Budgeted and Actual Expenditures

State of New Jersey Department of Health – Coordinated Services and Access to
Research for Women, Infants, Children, and Youth

Contract # DFHS20PDA008

Grant Period August 1, 2019 to July 31, 2020

Year Ended December 31, 2019

Cost Category	Final Approved Budget	2019 Expenditures	Cumulative Expenditures
	<i>(Unaudited)</i>		
Salaries/wages	\$ 241,631	\$ 101,317	\$ 101,317
Fringe benefits	55,369	23,133	23,133
Total costs	<u>\$ 297,000</u>	<u>\$ 124,450</u>	<u>\$ 124,450</u>

St. Joseph's Health, Inc.

Schedules of Budgeted and Actual Expenditures

State of New Jersey Department of Health – Cancer Prevention
and Control Programs for State, Territorial and Tribal Organizations

Contract # DFHS19CED007

Grant Period July 1, 2018 to June 30, 2019

Year Ended December 31, 2019

Cost Category	Final Approved Budget	2019 Expenditures	Cumulative Expenditures
	<i>(Unaudited)</i>		
Salaries/wages	\$ 292,925	\$ 141,373	\$ 292,925
Fringe benefits	77,127	37,223	77,127
Consultant	119,970	57,800	119,970
Program expenses and related costs	407,021	197,365	407,021
Travel, conferences and meetings	1,191	254	1,191
Equipment and other capital expenditures	4,853	4,853	4,853
Total costs	<u>\$ 903,087</u>	<u>\$ 438,868</u>	<u>\$ 903,087</u>

St. Joseph's Health, Inc.

Schedules of Budgeted and Actual Expenditures

State of New Jersey Department of Health – Cancer Prevention and Control
Programs for State, Territorial, and Tribal Organizations

Contract # DFHS20CED003

Grant Period July 1, 2019 to June 30, 2020

Year Ended December 31, 2019

Cost Category	Final Approved Budget	2019 Expenditures	Cumulative Expenditures
	<i>(Unaudited)</i>		
Salaries/wages	\$ 306,231	\$ 155,667	\$ 155,667
Fringe benefits	80,631	40,987	40,987
Consultant	119,970	61,275	61,275
Program expenses and related costs	275,682	224,154	224,154
Travel, conferences and meetings	1,191	594	594
Total costs	<u>\$ 783,705</u>	<u>\$ 482,677</u>	<u>\$ 482,677</u>

St. Joseph's Health, Inc.

Schedules of Budgeted and Actual Expenditures

State of New Jersey Department of Health –
HIV Prevention Activities Health Department Based

Contract # DHST19FPR019

Grant Period January 1, 2019 to December 31, 2019

Year Ended December 31, 2019

Cost Category	Final Approved Budget	2019 Expenditures	Cumulative Expenditures
	<i>(Unaudited)</i>		
Salaries/wages	\$ 275,666	\$ 275,666	\$ 275,666
Fringe benefits	64,334	64,334	64,334
Total costs	<u>\$ 340,000</u>	<u>\$ 340,000</u>	<u>\$ 340,000</u>

St. Joseph's Health, Inc.

Schedules of Budgeted and Actual Expenditures

State of New Jersey Department of Health –
Maternal and Child Health Services Block Grant to the States

Contract # DFHS19EVL007

Grant Period July 1, 2018 to June 30, 2019

Year Ended December 31, 2019

Cost Category	Final Approved Budget	2019 Expenditures	Cumulative Expenditures
	<i>(Unaudited)</i>		
Salaries/wages	\$ 175,100	\$ 86,380	\$ 175,100
Fringe benefits	41,892	20,844	41,794
Office expense	1,918	1,918	1,918
Program expenses	1,750	1,749	1,749
Total costs	<u>\$ 220,660</u>	<u>\$ 110,891</u>	<u>\$ 220,561</u>

St. Joseph's Health, Inc.

Schedules of Budgeted and Actual Expenditures

State of New Jersey Department of Health –
Maternal and Child Health Services Block Grant to the States

Contract # DFHS20EVL009

Grant Period July 1, 2019 to June 30, 2020

Year Ended December 31, 2019

Cost Category	Final Approved Budget	2019 Expenditures	Cumulative Expenditures
	<i>(Unaudited)</i>		
Salaries/wages	\$ 167,000	\$ 86,316	\$ 86,316
Fringe benefits	39,758	20,845	20,845
Office expense	152	–	–
Program expenses	1,750	–	–
Total costs	<u>\$ 208,660</u>	<u>\$ 107,161</u>	<u>\$ 107,161</u>

St. Joseph's Health, Inc.

Schedules of Budgeted and Actual Expenditures

State of New Jersey Department of Health –
Early Intervention Program/Pediatric Tertiary Program

Contract # DFHS19EIP007

Grant Period July 1, 2018 to June 30, 2019

Year Ended December 31, 2019

Cost Category	Final Approved Budget	2019 Expenditures	Cumulative Expenditures
	<i>(Unaudited)</i>		
Salaries/wages	\$ 129,866	\$ 51,605	\$ 129,866
Fringe benefits	31,034	12,402	31,034
Consultant/professional service	15,000	10,000	15,000
Program expenses and related costs	14,552	10,040	14,552
Staff training and education cost	3,650	3,635	3,650
Travel, conferences and meetings	14,300	–	–
Equipment and other capital expenditures	28,862	43,162	43,162
Total costs	<u>\$ 237,264</u>	<u>\$ 130,844</u>	<u>\$ 237,264</u>

St. Joseph's Health, Inc.

Schedules of Budgeted and Actual Expenditures

State of New Jersey Department of Health –
Early Intervention Program/Pediatric Tertiary Program

Contract # DFHS20EIP010

Grant Period July 1, 2019 to June 30, 2020

Year Ended December 31, 2019

Cost Category	Final Approved Budget	2019 Expenditures	Cumulative Expenditures
	<i>(Unaudited)</i>		
Salaries/wages	\$ 133,990	\$ 69,986	\$ 69,986
Fringe benefits	32,120	16,750	16,750
Office expense and related costs	7,074	2,239	2,239
Staff training and education cost	1,000	125	125
Travel, conferences and meetings	4,000	–	–
Equipment and other capital expenditures	3,137	–	–
Total costs	<u>\$ 181,321</u>	<u>\$ 89,100</u>	<u>\$ 89,100</u>

St. Joseph's Health, Inc.

Schedules of Budgeted and Actual Expenditures

State of New Jersey Department of Health – HIV/AIDS Care and Treatment

Contract # AIDS19CTR003

Grant Period July 1, 2018 to June 30, 2019

Year Ended December 31, 2019

Cost Category	Final Approved Budget	2019 Expenditures	Cumulative Expenditures
	<i>(Unaudited)</i>		
Salaries/wages	\$ 323,369	\$ 159,672	\$ 323,369
Fringe benefits	85,142	42,040	85,142
Equipment & other Capital Expenditures	34,693	33,106	33,106
Total costs	<u>\$ 443,204</u>	<u>\$ 234,818</u>	<u>\$ 441,617</u>

St. Joseph's Health, Inc.

Schedules of Budgeted and Actual Expenditures

State of New Jersey Department of Health – HIV/AIDS Care and Treatment

Contract # DHTS20CTR015

Grant Period July 1, 2019 to June 30, 2020

Year Ended December 31, 2019

Cost Category	Final Approved Budget	2019 Expenditures	Cumulative Expenditures
	<i>(Unaudited)</i>		
Salaries/wages	\$ 351,435	\$ 184,839	\$ 184,839
Fringe benefits	91,560	48,188	48,188
Program expenses and related cost	4,831	3,123	3,123
Equipment and other capital expenditures	1,572	290	290
Total costs	<u>\$ 449,398</u>	<u>\$ 236,440</u>	<u>\$ 236,440</u>

St. Joseph's Health, Inc.

Schedules of Budgeted and Actual Expenditures

State of New Jersey Department of Health –
Newborn Screening and Genetics Services

Contract # DFHS19NWB013

Grant Period July 1, 2018 to June 30, 2019

Year Ended December 31, 2019

Cost Category	Final Approved Budget	2019 Expenditures	Cumulative Expenditures
	<i>(Unaudited)</i>		
Salaries/wages	\$ 132,000	\$ 63,078	\$ 132,000
Fringe benefits	34,754	16,606	34,753
Program expenses and related costs	33,174	31,119	33,174
Equipment and other capital expenditures	950	922	922
Total costs	<u>\$ 200,878</u>	<u>\$ 111,725</u>	<u>\$ 200,849</u>

St. Joseph's Health, Inc.

Schedules of Budgeted and Actual Expenditures

State of New Jersey Department of Health –
Newborn Screening and Genetics Services

Contract # DFHS20NWBN013

Grant Period July 1, 2019 to June 30, 2020

Year Ended December 31, 2019

Cost Category	Final Approved Budget	2019 Expenditures	Cumulative Expenditures
	<i>(Unaudited)</i>		
Salaries/wages	\$ 132,000	\$ 58,389	\$ 58,389
Fringe benefits	34,757	15,373	15,373
Program expenses and related costs	33,171	2,188	2,188
Equipment and other cap expenditures	950	–	–
Total costs	<u>\$ 200,878</u>	<u>\$ 75,950</u>	<u>\$ 75,950</u>

St. Joseph's Health, Inc.

Schedules of Budgeted and Actual Expenditures

State of New Jersey Department of Health – HIV/AIDS Navigator

Contract # AIDS19NAV007

Grant Period July 1, 2018 to June 30, 2019

Year Ended December 31, 2019

Cost Category	Final Approved Budget	2019 Expenditures	Cumulative Expenditures
	<i>(Unaudited)</i>		
Salaries/wages	\$ 94,700	\$ 42,809	\$ 90,056
Fringe benefits	24,935	11,263	23,712
Office expense and related costs	890	890	1,530
Program expenses and related costs	739	1,846	2,412
Staff training and education costs	1,423	–	–
Travel, conferences and meetings	1,423	1,373	1,423
Equipment and other capital expenditures	890	–	–
Total costs	<u>\$ 125,000</u>	<u>\$ 58,181</u>	<u>\$ 119,133</u>

St. Joseph's Health, Inc.

Schedules of Budgeted and Actual Expenditures

State of New Jersey Department of Health –
DHSTS State HIV Prevention Program

Contract # DHST20SPR035

Grant Period July 1, 2019 to June 30, 2020

Year Ended December 31, 2019

Cost Category	Final Approved Budget	2019 Expenditures	Cumulative Expenditures
	<i>(Unaudited)</i>		
Salaries/wages	\$ 96,604	\$ 48,879	\$ 48,879
Fringe benefits	25,436	12,870	12,870
Program expenses and related costs	2,960	1,398	1,398
Total costs	<u>\$ 125,000</u>	<u>\$ 63,147</u>	<u>\$ 63,147</u>

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