



MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

Consolidated Financial Statements and
Supplementary Financial Information

June 30, 2022 and 2021

(With Independent Auditors' Report Thereon)

MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

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KPMG LLP
750 East Pratt Street, 18th Floor
Baltimore, MD 21202

Independent Auditors' Report

The Board of Directors
Meritus Medical Center, Inc.:

Opinion

We have audited the consolidated financial statements of Meritus Medical Center, Inc. and its subsidiaries (the Company), which comprise the consolidated balance sheets as of June 30, 2022 and 2021, and the related consolidated statements of operations and changes in net assets, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as of June 30, 2022 and 2021, and the results of its operations and changes in net assets and its cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Consolidated Financial Statements

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

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for one year after the date that the consolidated financial statements are available to be issued.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.



In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The supplementary information in Schedules 1 and 2 is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the 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 GAAS. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

KPMG LLP

Baltimore, Maryland
September 30, 2022

MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

Consolidated Balance Sheets

June 30, 2022 and 2021

(Dollars in thousands)

Assets	2022	2021
	<u> </u>	<u> </u>
Current assets:		
Cash and cash equivalents	\$ 20,859	16,945
Short-term investments	93,406	162,400
Current portion of assets whose use is limited	10,917	10,789
Accounts receivable	42,073	41,133
Supplies	8,373	7,513
Prepaid and other current assets	15,485	11,988
	<u> </u>	<u> </u>
Total current assets	191,113	250,768
Assets whose use is limited	283,096	261,455
Property, plant, and equipment, net	239,885	230,951
Equity investments in affiliates	50,885	48,823
Other assets	38,517	24,126
	<u> </u>	<u> </u>
Total assets	\$ <u>803,496</u>	<u>816,123</u>
Liabilities and Net Assets		
Current liabilities:		
Accounts payable and accrued expenses	\$ 30,928	23,298
Accrued salaries, wages, and withholdings	14,816	18,143
Accrued compensation benefit	14,265	14,230
Advances from third-party payors	29,335	76,450
Accrued interest payable	5,587	5,710
Current portion of long-term debt	5,841	5,672
	<u> </u>	<u> </u>
Total current liabilities	100,772	143,503
Long-term debt, net of current portion	294,396	240,080
Accrued retirement benefits	5,622	7,005
Other long-term liabilities	32,355	22,549
	<u> </u>	<u> </u>
Total liabilities	433,145	413,137
Net assets:		
Unrestricted	365,963	396,950
Restricted	4,388	6,036
	<u> </u>	<u> </u>
Total net assets	370,351	402,986
	<u> </u>	<u> </u>
Total liabilities and net assets	\$ <u>803,496</u>	<u>816,123</u>

See accompanying notes to consolidated financial statements.

MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

Consolidated Statements of Operations and Changes in Net Assets

Years ended June 30, 2022 and 2021

(Dollars in thousands)

	<u>2022</u>	<u>2021</u>
Unrestricted revenue, gains, and other support:		
Net patient service revenue	\$ 471,694	448,906
Other revenue	14,388	18,125
Equity earnings in affiliates	4,227	12,662
Net assets released from restriction used for operations	<u>999</u>	<u>833</u>
Total unrestricted revenue, gains, and other support	<u>491,308</u>	<u>480,526</u>
Expenses:		
Salaries and wages	236,307	197,289
Employee benefits	44,820	40,991
Professional fees	30,249	17,977
Supplies and other	131,250	124,979
Interest	11,172	10,923
Depreciation and amortization	<u>26,516</u>	<u>25,464</u>
Total expenses	<u>480,314</u>	<u>417,623</u>
Operating income	10,994	62,903
Nonoperating (losses) gains, net:		
Investment returns, net	(42,313)	45,984
Other, net	(1,329)	(533)
Income tax expense	<u>(338)</u>	<u>(247)</u>
(Deficit) excess of revenues over expenses	\$ <u><u>(32,986)</u></u>	<u><u>108,107</u></u>

MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

Consolidated Statements of Operations and Changes in Net Assets

Years ended June 30, 2022 and 2021

(Dollars in thousands)

	<u>2022</u>	<u>2021</u>
Unrestricted net assets:		
(Deficit) excess of revenues over expenses	\$ (32,986)	108,107
Other, net	1,999	466
(Decrease) increase in unrestricted net assets	<u>(30,987)</u>	<u>108,573</u>
Restricted net assets:		
Contributions	536	723
Other, net	(1,185)	411
Net assets released from restriction for operations	<u>(999)</u>	<u>(833)</u>
(Decrease) increase in restricted net assets	<u>(1,648)</u>	<u>301</u>
(Decrease) increase in net assets	(32,635)	108,874
Net assets:		
Beginning of year	<u>402,986</u>	<u>294,112</u>
End of year	\$ <u><u>370,351</u></u>	<u><u>402,986</u></u>

See accompanying notes to the consolidated financial statements.

MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

Years ended June 30, 2022 and 2021

(Dollars in thousands)

	<u>2022</u>	<u>2021</u>
Cash flows from operating activities:		
(Decrease) increase in net assets	\$ (32,635)	108,874
Adjustments to reconcile increase in net assets to net cash (used in) provided by operating activities:		
Depreciation and amortization	26,516	25,464
Net realized and unrealized losses (gains) on investments	45,448	(44,502)
Gain on disposal of assets	(3,644)	(82)
Equity earnings in affiliates	(4,227)	(12,662)
Restricted contributions and other	(1,350)	(1,600)
Changes in assets and liabilities:		
Accounts receivable	(940)	(9,489)
Supplies, prepaid, and other current assets	(4,357)	(2,676)
Other assets	(14,391)	(241)
Accounts payable, accrued expenses, and long-term liabilities	18,840	(2,529)
Accrued salaries, wages, and withholdings	(3,327)	3,389
Accrued compensation benefit	35	402
Advances from third-party payors	(47,115)	(3,286)
Interest payable	(123)	(98)
Accrued retirement benefits	(1,383)	626
Net cash (used in) provided by operating activities	<u>(22,653)</u>	<u>61,590</u>
Cash flows from investing activities:		
Purchase of property, plant, and equipment	(37,412)	(20,485)
Proceeds from the disposal of assets	4,202	81
Sales (purchases) of other short-term investments, and assets whose use is limited, net	98,542	(42,348)
Purchases of alternative investments	(129,542)	(22,687)
Sales of alternative investments	32,777	25,070
Equity contributions to affiliates, net	2,165	4,043
Net cash used in investing activities	<u>(29,268)</u>	<u>(56,326)</u>
Cash flows from financing activities:		
Payments on long-term debt and capital leases	(5,865)	(5,480)
Proceeds from bond issuance	60,350	—
Restricted contributions and other	1,350	1,600
Net cash provided by (used in) financing activities	<u>55,835</u>	<u>(3,880)</u>
Net increase in cash and cash equivalents	3,914	1,384
Cash and cash equivalents:		
Beginning of year	<u>16,945</u>	<u>15,561</u>
End of year	\$ <u>20,859</u>	<u>16,945</u>
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ 11,295	10,923
Cash paid for income taxes	156	83
Amount included in accounts payable for construction in progress	1,404	(791)

See accompanying notes to consolidated financial statements.

MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

June 30, 2022 and 2021

(Dollars in thousands)

(1) Description of Organization

Organization

Meritus Medical Center, Inc. (the Hospital or the Company) is the parent corporation of the Meritus Healthcare Foundation, Inc. (the Foundation); the Meritus Insurance Company, Ltd. (MIC); Meritus Health ACO, LLC (MACO); and Meritus Holdings, LLC (Holdings), which owns Meritus Enterprises (MEI). These entities are collectively referred to as “Meritus.”

The Hospital is a not-for-profit acute-care hospital located in Hagerstown, Maryland and serves the residents of western Maryland, southern Pennsylvania, and the panhandle of West Virginia. The Hospital currently offers acute general hospital inpatient services, including adult medical/surgical care, obstetrics and newborn care, including a family birthing center, cardiac catheterizations, comprehensive inpatient rehabilitation, radiology and diagnostic services, inpatient and outpatient mental health services, a regional Level III Trauma Center, an intensive care unit, an intermediate care unit, and a pediatric unit. The Hospital also manages gifts, donations, or bequests given for the benefit of Meritus and owns real estate properties for rental to medical provider entities and development opportunities.

The Foundation is a not-for-profit corporation whose purpose is to raise philanthropic support for the capital and endowment campaigns of the Hospital. The Foundation also raises money for the Hospital’s medical programs, healthcare objectives, scientific research, educational programs, and related community activities. Resources for the Foundation’s activities are primarily provided by donors.

MIC is a Cayman Island captive insurance company, wholly owned by the Hospital that provides primary limits of insurance to Meritus for professional liability, employed physician’s professional liability, comprehensive general liability, deductible, and stop-loss coverage for health insurance.

As of June 30, 2022, MEI, a for-profit corporation, held ownership interests in the following joint venture:

- Diagnostic Imaging Services, LLC (DIS), an outpatient imaging services provider

Holdings is the sole member of Medical Practices of Antietam, LLC, which employs physicians and operates clinics in the Meritus primary service area.

As of June 30, 2022, Holdings, held ownership interests in the following joint venture:

- General Surgery Real Estate, LLC (GSRE), a real estate holding company

MEI also owns and operates Equipped for Life, a durable medical equipment company (EFL).

MACO is an Accountable Care Organization (ACO), wholly owned by the Hospital. MACO participates in the following CMS programs:

- Maryland Primary Care Program (MDPCP), as an approved Care Transformation Organization for Washington County, MD, effective January 1, 2019

MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

June 30, 2022 and 2021

(Dollars in thousands)

MSOM, Inc. (Meritus School of Osteopathic Medicine) was established to operate a proposed school of osteopathic medicine. Medical school enrollment trends indicate an ample supply of qualified applicants to support the proposed class size of 180 students. Construction of the school will begin in the fall of 2022, and the first class is planned to begin in August 2025. The Meritus Board of Directors have approved financial commitments totaling \$160,000, including a reserve obligation of \$50,000. Meritus will fund the project through current cash and investment holdings.

(2) Summary of Significant Accounting Policies

(a) Principles of Consolidation

The Company's consolidated financial statements include the subsidiaries in which the Company has more than 50% voting interests or when the Company is deemed to have control. Significant intercompany accounts and transactions have been eliminated in consolidation. The accompanying consolidated financial statements include the accounts of the Hospital, Holdings, MEI, the Foundation, MACO, and MIC. All material intercompany balances and transactions have been eliminated in consolidation.

(b) Use of Estimates

The preparation of consolidated financial statements, in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

(c) Cash and Cash Equivalents

Cash and cash equivalents consist of short-term, highly liquid investments that are readily convertible to cash and have original maturities of three months or less. Cash and cash equivalents are carried at cost that approximates fair value.

(d) Patient Accounts Receivable

Patient accounts receivable result from the healthcare services provided by Meritus and are recorded at the net realizable value based on certain assumptions determined by each payor. For third-party payors, including Medicare, Medicaid, and commercial insurance, the net realizable value is based on the estimated contract adjustments, which is based on approved discounts on charges as permitted by the Health Services Cost Review Commission (HSCRC). For self-pay accounts, which included patients who are uninsured and the patient responsibility portion for patients with insurance, the net realizable value is determined using estimates of historical collection experience. See note 2(m) for revenue recognition policies.

MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

June 30, 2022 and 2021

(Dollars in thousands)

(e) Assets Whose Use is Limited

Assets whose use is limited include assets set aside by the Board of Directors for specific purposes, for supplemental retirement benefit investments, to fulfill donor purposes, assets held by trustees under bond indenture agreement, and funds designated for insurance purposes. Amounts required to meet current liabilities are shown as current assets in the consolidated balance sheets. Cash and cash equivalents, as defined above, within assets whose use is limited are treated as investments.

(f) Investments and Investment Income

Investments in equity securities (i.e., investments that have readily determinable fair values and are not accounted for by the equity method) and all investments in debt securities are reported at fair value on the consolidated balance sheets. Institutional funds are recorded at their readily determinable fair values (RDFV). All securities with the exception of alternative investments are reported at fair value. Alternative investments are recorded under the equity method of accounting.

A significant portion of the Meritus' investments are held in an investment portfolio maintained for the benefit of Meritus and its affiliates and its subsidiaries. Investments are classified as trading securities except for certain investments, which are limited or restricted as to use or do not have the liquidity to qualify as trading securities and are classified as investments available for sale.

Investment income and realized gains are recorded as nonoperating revenue. Unrealized gains and losses on trading securities are recorded as nonoperating revenue. Unrealized gains and losses on available for sale investments are included in other changes in net assets. Investment income and realized gains and losses on assets restricted by donors for specific purposes or endowment are included in restricted net assets.

Investment income, which includes interest and dividends, on proceeds of borrowings that are held by a trustee are reported as other revenue. Other investment income, which includes interest, dividends and realized and unrealized gains and losses on assets limited as to use by Board of Directors, and funds designated for insurance purposes are recorded as nonoperating (losses) gains, net, unless the income or loss is restricted by donor or law.

Meritus' investments are managed by investment managers. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the consolidated financial statements.

(g) Supplies

Supplies for the Hospital are carried at cost on a weighted average basis.

MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

June 30, 2022 and 2021

(Dollars in thousands)

(h) Property, Plant and Equipment

Property, plant and, equipment acquisitions are recorded at cost. Those assets acquired by gift are carried at amounts established as fair value at the time of acquisition. Depreciation is provided over the estimated useful life of each class of depreciable assets and is computed using the straight-line method. Equipment under finance leases are amortized by the straight-line method over the shorter of the lease term or the estimated useful life of the equipment. Such amortization is included in depreciation and amortization in the consolidated financial statements. Interest cost incurred on borrowed funds during the period of construction of capital assets is capitalized as a component of the cost of acquiring those assets. No interest was capitalized during the year ended June 30, 2022 or 2021. Leasehold improvements are amortized over the lesser of the useful life or the lease life. Durable medical equipment held for resale is included in supplies. The remainder of durable medical equipment is rented to patients and is included in property, plant, and equipment. Assets are retired or disposed of at book value and related gains or losses are recorded for assets sold. Useful lives range as follows:

Land improvements	5–25 Years
Buildings	10–40 Years
Equipment	3–20 Years

Gifts of long-lived assets such as land, buildings, or equipment are reported as other changes in unrestricted net assets unless explicit donor stipulations specify how the donated assets must be used. When applicable, 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-lived assets must be maintained, expirations of donor restrictions, occur when the donated or acquired long-lived assets are placed into service.

Meritus continually evaluates whether events and circumstances have occurred that indicate the remaining estimated useful life of long-lived assets is appropriate, or whether the remaining balance may not be recoverable. When factors indicate that long-lived assets should be evaluated for possible impairment, Meritus uses an estimate of the related undiscounted operating income over the remaining life of the long-lived asset in measuring whether the long-lived asset is recoverable.

The impairment loss on these assets is measured as the excess of the carrying amount of the asset over its fair value. Fair value is based upon market prices, where available, or discounted cash flows. Management believes that no revision to the remaining useful lives is required, and there was no impairment of long-lived assets during the year ended June 30, 2022 or 2021.

(i) Deferred Financing Costs

Financing costs incurred in issuing debt have been capitalized and are being amortized over the life of the debt.

MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

June 30, 2022 and 2021

(Dollars in thousands)

(j) *Compensated Absences*

Meritus records a liability for amounts due to employees for future absences, which are attributable to services performed in the current and prior periods. This liability is included in accrued compensation benefit on the consolidated balance sheets.

(k) *Restricted Net Assets*

Restricted net assets are those whose use by Meritus have been limited by donors to a specific time period or purpose. When donor restrictions expire, that is, when a time restriction ends or a purpose restriction is accomplished, restricted net assets are reclassified into unrestricted net assets and reported as net assets released from restrictions. Restricted net assets also include funds that have been restricted by donors to be maintained by Meritus in perpetuity.

Donor-restricted contributions whose restrictions are met within the same year as received are reported as unrestricted contributions if for operating purposes and as other changes in unrestricted net assets if for capital purposes in the consolidated statements of operations and changes in net assets.

(l) *(Deficit) Excess of Revenues Over Expenses*

The consolidated statements of operations include a performance indicator, the (deficit) excess of revenue over expenses. Changes in unrestricted net assets that are excluded from the (deficit) excess of revenues over expenses, consistent with industry practice, include net assets released from restrictions for property, plant, and equipment.

(m) *Net Patient Service Revenue*

For services provided at the Hospital's campus, all payors are required to pay the Maryland Health Services Cost Review Commission (HSCRC) approved rates. The major third-party payors, as recognized by the HSCRC, are allowed discounts of up to 7.6% on approved rates. Net patient service revenue is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered.

The Hospital's charges are subject to review and approval by the HSCRC. The total rate of reimbursement for services to patients under the Medicare and Medicaid programs is based on an arrangement between the Centers for Medicare and Medicaid Service and the HSCRC. The Hospital has an agreement with the HSCRC under a rate regulation concept called Global Budget Revenue (GBR), which was renewed as of July 1, 2016 and renews annually. GBR is a revenue-constraint methodology that provides for inflation, bad debt, payor differential, and adjustments for population growth, but excludes case mix and volume changes. For the years ended June 30, 2022 and 2021, the regulated revenue cap was \$431,209 and \$437,449, respectively. The Hospital was below its GBR-regulated revenue cap in the years ending June 30, 2020 and 2021, mainly due to the impact of COVID-19 (note 15). The HSCRC issued regulations due to the impact of COVID-19 on all hospitals in Maryland that allows hospitals to carry over any undercharge less amount recouped from other federal programs to the following fiscal year GBR-regulated revenue cap. The regulated revenue cap for the year ending June 30, 2022 includes \$4,239 in undercharge carryover from fiscal year 2021. The regulated revenue cap for the year ending June 30, 2021 includes \$24,600 in undercharge carryover from fiscal year 2020.

MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

June 30, 2022 and 2021

(Dollars in thousands)

Services not located on the Hospital's campus and certain other services are not regulated by the HSCRC. Medicare and Medicaid pay the revenues associated with these services based upon established fee schedules. Commercial payors pay at negotiated rates for these services.

Laws and regulations governing the HSCRC, Medicare, and Medicaid programs are complex and subject to interpretation. As a result, there is at least a reasonable possibility that recorded estimates will change by a material amount in the near term. Meritus believes that it is in compliance with all applicable laws and regulations and is not aware of any pending or threatened investigations involving allegations of potential wrongdoing. While no such regulatory inquiries have been made, compliance with such laws and regulations can be subject to future government review and interpretation, as well as significant regulatory action.

Net patient service revenue is recognized, over time, as performance obligations are satisfied. Performance obligations are determined based on the nature of the services provided. Revenue for performance obligations satisfied over time is recognized at the estimated net realizable amounts from patients and third-party payors for services rendered.

The Company generates revenues, primarily by providing healthcare services to its customers. Revenues are recognized when control of the promised good or service is transferred to customers, in an amount that reflects the consideration to which the Company expects to be entitled from patients, third-party payors (including government programs and insurers), and others, in exchange for those goods and services.

The majority of the Company's healthcare services represent a bundle of services that are not capable of being distinct and as such, are treated as a single performance obligation satisfied over time as services are rendered. The Company also provides certain ancillary services that are not included in the bundle of services, and as such, are treated as separate performance obligations satisfied at a point in time, if and when those services are rendered.

The Company's estimate of the transaction price includes estimates of price concessions for such items as contractual allowances, charity care, potential adjustments that may arise from payment and other reviews, and uncollectible amounts, which are determined using a portfolio approach as a practical expedient to account for patient contracts as collective groups rather than individually. Estimates for uncollectible amounts are based on the aging of the accounts receivable, historical collection experience for similar payors and patients, current market conditions, and other relevant factors.

Subsequent changes to the estimate of the transaction price are generally recorded as adjustments to net patient service revenue in the period of the change. Subsequent changes that are determined to be the result of an adverse change in the payor's or patient's ability to pay are recorded as bad debt expense. Bad debt expense for the year ended June 30, 2022 or 2021 was not significant to the consolidated financial statements.

MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

June 30, 2022 and 2021

(Dollars in thousands)

Patient service revenue as a percentage for the years ended June 30, 2022 and 2021, net of contractual allowances and other allowances, recognized in the period from these major payor sources based on primary insurance designation, is as follows:

	Third party	
	2022	2021
Net patient service revenue:		
Hospital inpatient	\$ 240,014	245,616
Hospital outpatient	190,463	184,125
Other outpatient	252,456	180,354
Gross charges	682,933	610,095
Less contractual and other allowances	(211,239)	(161,189)
Net patient service revenue	\$ 471,694	448,906

(n) Charity Care

Meritus provides care to patients who meet certain criteria under its charity care policy without charge or at amounts less than its established rates. Meritus does not pursue collection on amounts deemed to qualify as charity. Meritus also estimates that the direct and indirect cost of services and supplies furnished to patients eligible for charity care using a ratio of cost to gross charges based on internal data is \$14,943 and \$11,394 for the years ended June 30, 2022 and 2021, respectively.

Meritus' patient acceptance policy is based upon its mission statement and its charitable purposes. This policy results in Meritus' assumption of higher-than-normal credit risk from its patients. To the extent that Meritus realizes additional losses resulting from such higher credit risks and clients are not identified or do not meet Meritus' defined charity care policy, such additional losses are recognized as a reduction to net patient service revenue.

Meritus also sponsors certain other charitable programs, which provide substantial benefit to the broader community. Such programs include services to needy and elderly populations that require special support, as well as health and education for the general community welfare. In addition, all other uncollectible amounts resulting from the patients' inability to pay are recorded as a reduction to net patient service revenue, consistent with Meritus' policy.

(o) Other Revenue

Other revenue comprises rental income, gains and losses on disposal of assets, 340B contract pharmacy income, grants related to COVID-19 funding, including funding from the Coronavirus Aid, Relief, and Economic Security (CARES) Act and Federal Emergency Management Agency (FEMA) reimbursement (note 15), and other miscellaneous items.

MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

June 30, 2022 and 2021

(Dollars in thousands)

(p) Income Taxes

The Internal Revenue Service has ruled that the Hospital and the Foundation qualify under Section 501(c)(3) of the Internal Revenue Code and are, therefore, not subject to tax under present income tax regulations.

Holdings and MACO are considered a disregarded entity for tax purposes and are reported through the Hospital.

MEI accounts for income taxes through the current recognition of deferred tax liabilities and assets for the expected future tax consequences of temporary differences between tax bases and financial reporting bases of other assets and liabilities.

At present, no income, profit, or capital gain taxes are levied in the Cayman Islands and accordingly, no provision for taxation has been made for MIC. In the event that such taxes are levied, MIC has been granted an exemption until September 9, 2023 for any such taxes that might be introduced. MIC intends to conduct its affairs so as not to be liable for taxes in any other jurisdiction.

Meritus follows the accounting guidance for uncertainties in income tax positions, which requires that a tax position be recognized or derecognized based on a "more-likely-than-not" threshold. This applies to positions taken or expected to be taken in a tax return. Meritus does not believe its consolidated financial statements include any material uncertain tax positions. As of June 30, 2022, the Meritus tax years ended June 30, 2016 through June 30, 2022 for federal tax jurisdiction remain open to examination.

(q) Concentration of Credit Risk

Meritus invests its excess cash, investments, and assets in financial institutions, which are federally insured under the Federal Deposit Insurance Act (FDIA). Deposits in certain accounts exceed federally insured deposit limits. Meritus has experienced no losses on its deposits.

Meritus grants credit without collateral to the patients it serves who primarily live in the tristate area. The majority of these patients have either insurance through Blue Cross, another insurance company or a health maintenance organization, or qualify for the Maryland Medical Assistance or the Centers for Medicare and Medicaid Services (CMS) programs.

At June 30, Meritus' patient accounts receivable was made up of the following:

	<u>2022</u>	<u>2021</u>
Medical assistance HMO/Medicaid	15 %	20 %
Medicare	39	35
Commercial insurance, HMO, and other	27	25
Blue Cross/Blue Shield	15	12
Self-pay	4	8
	<u>100 %</u>	<u>100 %</u>

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(r) Deferred Compensation Plan

The Hospital is party to a 457(b) deferred compensation plan and a 457(f) deferred compensation plan, both are intended to provide retirement benefits to certain eligible employees. Assets are deposited with the plan managers, pursuant to this agreement, such that the value of the assets determined by the fair value approximately equals the related accrued deferred compensation liability. The funds are placed into a range of investment strategies from conservative to aggressive. The liability associated with this plan is included in accrued retirement benefits on the consolidated balance sheets.

(s) Management's Assessment and Plans

The Company adopted Accounting Standards Update (ASU) No. 2014-15, *Presentation of Financial Statements – Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern* (ASU 2014-15). ASU 2014-15 requires management to evaluate an entity's ability to continue as a going concern within one year after the date that the financial statements are issued (or available to be issued, when applicable). Management determined that there were no conditions or events that raise substantial doubt about the Company's ability to continue as a going concern and the Company will continue to meet its obligations through October 1, 2023.

(t) Reclassifications

Certain prior year amounts have been reclassified to conform with current period presentation, the effects of which are not material.

(3) Investments and Investment Income

Investments at June 30 consisted of the following:

	2022	2021
Short-term investments:		
Cash and cash equivalents	\$ 944	—
U.S. government notes	33,853	29,146
Fixed income bonds – corporate	15,548	54,591
Mutual funds	17,855	2,199
Asset backed securities	—	17,933
Certificates of deposit	—	58,531
Alternative investments	25,206	—
Total	\$ 93,406	162,400

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	<u>2022</u>	<u>2021</u>
Assets whose use is limited:		
Cash and cash equivalents	\$ 14,322	12,344
Fixed income:		
Corporate debt securities	77,542	6,141
Mortgage-backed securities	272	295
Asset backed securities	2,569	2,410
U.S. government notes	5,583	5,981
Equities:		
Mutual funds	27,090	67,947
Institutional funds:		
Domestic equities	41,974	50,509
International equities	9,651	39,173
Fixed income	1,030	13,107
Alternative investments	<u>113,980</u>	<u>74,337</u>
Total	\$ <u>294,013</u>	<u>272,244</u>

The amount of the board designated funds whose use is limited is \$260,730 and \$234,081 as of June 30, 2022 and 2021, respectively.

Investment returns, net included in the consolidated statements of operations and changes in net assets comprise the following for the years ended June 30:

	<u>2022</u>	<u>2021</u>
Investment returns, net:		
Interest and dividends, net of investment fees of \$620 and \$718 in 2022 and 2021, respectively	\$ 3,135	1,482
Net realized gains (losses) on investments	26,357	6,014
Change in unrealized gains (losses) on investments	<u>(71,805)</u>	<u>38,488</u>
	\$ <u>(42,313)</u>	<u>45,984</u>

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As of June 30, 2022 and 2021, the Hospital had invested \$28,123 and \$13,577, or 20.2% and 5.0%, respectively, of the portfolio in certain alternative investments, which are invested in hedge funds. The following table summarizes redemption terms for the hedge fund-of-funds vehicles held as of June 30, 2022:

	<u>Fund 1</u>	<u>Fund 2</u>	<u>Fund 3</u>
Redemption timing:			
Redemption frequency	Semi-annually	Monthly	Weekly
Required notice	95 days	30 days	5 days

At June 30, 2022 and 2021, the Company has invested in \$220,894 and \$160,716 of investments and assets whose use is limited for which the value is based on either readily determinable fair value (RDFV) or net asset value (NAV). At June 30, 2022, \$81,708 was based on RDFV and \$139,186 was based on NAV. At June 30, 2021, \$86,379 was based on RDFV and \$74,337 was based on NAV. At June 30, 2022 and 2021, \$111,063 and \$50,289, respectively, of assets based on NAV are commingled funds with the majority having redemption terms of five days or less.

The redemption terms and notification requirements of the institutional funds range from daily to monthly.

(4) Fair Value Measurements

Meritus measures fair value as the price that would be received to sell an asset or paid to transfer a liability (the exit price) in an orderly transaction between market participants at the measurement date. The accounting guidance outlines a valuation framework and creates a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and the related disclosures. The fair value hierarchy is broken down into three levels based on the source of inputs as follows:

- Level I* – Quoted prices are available in active markets for identical assets or liabilities as of the report date. A quoted price for an identical asset or liability in an active market provides the most reliable fair value measurement because it is directly observable to the market.
- Level II* – Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the report date. The nature of these securities include investments for which quoted prices are available but traded less frequently and investments that are fair valued using other securities, the parameters of which can be directly observed.
- Level III* – Securities that have little to no pricing observability as of the report date. These securities are measured using management’s best estimate of fair value, where the inputs into the determination of fair value are not observable and require significant management judgment or estimation.

Financial instruments consist of cash equivalents, patient accounts receivable, investments, excluding those accounted for by the equity method, accounts payable and accrued expenses, and long-term debt. The carrying amounts reported in the consolidated balance sheets for cash equivalents, patient accounts

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receivable, and accounts payable and accrued expenses approximate fair value. Management's estimates of other financial instruments are described elsewhere in the notes to the consolidated financial statements.

Meritus does not have any Level 3 financial instruments as of June 30, 2022 or 2021.

Investments are valued using a market approach as follows:

Cash and cash equivalents – Cash equivalents are classified as Level 1 inputs and represent short-term, highly liquid investments that are readily convertible to cash and have original maturities of three months or less.

Stock and equity/institutional funds – Common stock and equity funds consist of stock and are valued based upon unadjusted quoted prices in the market.

Mutual Funds – Valued at the closing price reported in the active market in which the mutual fund is traded.

Fixed income bonds – Valued at the closing price reported in the active market in which the bond is traded.

The following table presents Meritus' assets measured at fair value on a recurring basis using the market approach, as of June 30:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
2022:				
Cash and cash equivalents \$	15,266	—	—	15,266
Mutual funds	44,944	—	—	44,944
Certificates of deposit	—	—	—	—
Fixed income bonds:				
Corporate debt securities	—	93,090	—	93,090
Mortgage-backed securities	—	272	—	272
Asset backed securities	—	2,569	—	2,569
U.S. government notes	—	39,436	—	39,436
Institutional funds:				
Domestic equities	—	41,974	—	41,974
International equities	—	9,652	—	9,652
Fixed income	—	1,030	—	1,030
Total assets \$	<u>60,210</u>	<u>188,023</u>	<u>—</u>	<u>248,233</u>

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	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
2021:				
Cash and cash equivalents \$	12,344	—	—	12,344
Mutual funds	70,146	—	—	70,146
Certificates of deposit	58,531	—	—	58,531
Fixed income bonds:				
Corporate debt securities	—	60,732	—	60,732
Mortgage-backed securities	—	295	—	295
Asset backed securities	—	20,343	—	20,343
U.S. government notes	—	35,127	—	35,127
Institutional funds:				
Domestic equities	—	50,509	—	50,509
International equities	—	39,173	—	39,173
Fixed income	—	13,107	—	13,107
Total assets \$	<u>141,021</u>	<u>219,286</u>	<u>—</u>	<u>360,307</u>

There were no Level 3 investments or transfers during the year ended June 30, 2022 or 2021.

(5) Property, Plant, and Equipment

Property, plant, and equipment at June 30 comprise the following:

	<u>2022</u>	<u>2021</u>
Land	\$ 25,123	24,820
Buildings and improvements	247,174	235,637
Leasehold improvements	4,164	3,601
Equipment	219,027	204,457
	<u>495,488</u>	<u>468,515</u>
Less accumulated depreciation and amortization	<u>(257,473)</u>	<u>(239,347)</u>
	238,015	229,168
Construction in progress	1,870	1,783
Property, plant, and equipment, net	\$ <u>239,885</u>	<u>230,951</u>

Total depreciation and amortization expense for property, plant, and equipment for the years ended June 30, 2022 and 2021 was \$26,516 and \$25,464, respectively.

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(6) Equity Investments in Affiliates

The following investments, recorded under the equity method of accounting, are included in the consolidated balance sheets.

The Hospital holds a 25% equity interest in Maryland Care, Inc. (MPC), a managed care organization (MCO) that was established to serve Maryland's Medicaid population as a result of the State's requirement for Medicaid patients to be a member of an MCO, and Maryland Care Management, Inc. (MCMI), a management services organization that provides management services to MPC. The Hospital holds a 41% equity interest in Cumberland Valley Surgery Center, LLC, an ambulatory surgery center.

Holdings holds a 50% interest in GSRE and held a 50% interest in GRI Real Estate that was dissolved on March 31, 2020, both are real estate holding companies. MEI has a 50% interest in DIS, which provides radiology imaging services.

Summary of financial information as of June 30, 2022 and 2021 and for the years then ended appears below for the significant equity investments:

	Maryland Care, Inc.		Diagnostic Imaging Services, LLC	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Assets	\$ 307,603	423,864	10,210	10,868
Liabilities	<u>131,037</u>	<u>247,875</u>	<u>4,167</u>	<u>4,319</u>
Equity	<u>\$ 176,566</u>	<u>175,989</u>	<u>6,043</u>	<u>6,549</u>
Revenue	\$ 1,375,003	1,332,116	20,477	20,578
Expenses	<u>1,366,425</u>	<u>1,288,715</u>	<u>18,103</u>	<u>18,804</u>
Net income	<u>\$ 8,578</u>	<u>43,401</u>	<u>2,374</u>	<u>1,774</u>
	Maryland Care Management, Inc.			
	<u>2022</u>	<u>2021</u>		
Assets	\$ 20,623	15,282		
Liabilities	<u>7,350</u>	<u>5,526</u>		
Equity	<u>\$ 13,273</u>	<u>9,756</u>		
Revenue	\$ 25,335	21,552		
Expenses	<u>21,939</u>	<u>17,952</u>		
Net income	<u>\$ 3,396</u>	<u>3,600</u>		

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(7) Long-Term Debt

Long-term debt at June 30 consists of the following:

	<u>2022</u>	<u>2021</u>
MHHEFA Revenue Bonds:		
Series 2015 3.50%–5.00% serial bonds, including issue premiums of \$11,716	\$ 241,836	247,498
Series 2022 2.59%	60,350	—
Mortgages and equipment loans with banks, with interest rates ranging from 2.24% to 7.75%	<u>20</u>	<u>125</u>
	302,206	247,623
Less current portion of long-term debt	(5,841)	(5,672)
Less debt issuance costs and discounts	<u>(1,969)</u>	<u>(1,871)</u>
	<u>\$ 294,396</u>	<u>240,080</u>

On July 9, 2015, Meritus issued Series 2015 Bonds to (i) refund all of the Maryland Health and Higher Educational Facilities Authority’s Revenue Bonds, Washington County Hospital Issue, Series 2008 (Series 2008 Bonds) and (ii) finance and refinance the cost of construction, renovation, and equipping of certain additional facilities for Meritus (the 2015 Project). The Series 2015 Bonds were issued in the principal amount of \$257,300 plus a premium of \$15,100. The Series 2015 Bonds proceeds, together with the outstanding Series 2008 Bonds escrow fund balance totaled \$22,000, and Meritus’ internal cash of \$7,400 were used to pay the cost of issuance, refund Series 2008 Bonds and receive \$20,000 of proceeds for capital expenditures. The Series 2015 Bonds are due in annual principal installments through 2045 and bear interest at 3.5% to 5.0% due semiannually in January and July.

The long-term debt related to the Series 2015 Bonds is reflected in the consolidated financial statements including the unamortized bond premium. The original issue bond premiums are being amortized over the life of the debt and are netted against interest expense in the consolidated statements of operations and changes in net assets.

On March 9, 2022, Meritus issued a taxable bond in the amount of \$60,350 (Series 2022 Bond) to finance past capital expenditures and pay for the cost of issuance. Maryland Health and Higher Educational Facilities Authority (MHHEFA) and Meritus amended the Master Loan Agreement dated as of July 1, 2015 to recognize the Series 2022 Bond as a parity debt by executing the First Supplemental Master Loan Agreement dated as of March 1, 2022. The Series 2022 Bond are due in various annual principal repayments commencing July 1, 2023 through 2037, and bears a fixed interest at 2.59% due monthly.

All bonds are collateralized by a first lien and claims on all receipts of Meritus, except restricted donations and contributions. In connection with the Series 2015 Bonds, the bond holders have a security interest in existing facilities of Meritus. All bonds require the Hospital to maintain certain financial ratios and stipulated insurance coverage as defined.

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Scheduled principal repayments on long-term debt are as follows for the next five years as of June 30:

2023	\$	5,841
2024		8,491
2025		8,814
2026		9,149
2027		9,599
Thereafter		<u>258,343</u>
	\$	<u><u>300,237</u></u>

(8) Leases Commitments

Meritus accounts for leases in accordance with Accounting Standards Codification (ASC) Topic 842, *Leases*, and determines if an arrangement contains a lease at the inception of the contract. Right-of-use assets and liabilities are recognized at the contract commencement date for the present value of lease payments over the lease term. Meritus uses its estimated incremental borrowing rate when no implicit rate is noted within the contract. A right-of-use asset and lease liability is not recognized for leases with an initial term of 12 months or less and rent expense for these types of leases are recognized on a straight-line basis over the lease term, or when incurred if a month-to-month lease.

Meritus utilizes operating leases primarily for real estate, including medical facilities and office space. The real estate lease agreements have initial terms of 5 to 20 years. Some real estate leases include one or more options to renew, the exercise of lease renewal options is at the Hospital's discretion. When determining the lease term, options to extend or terminate the lease were included when it was reasonably certain the Meritus would exercise that option.

Supplemental balance sheet information related to leases as of June 30 are as follows:

	<u>Balance sheet classification</u>	<u>2022</u>	<u>2021</u>
Operating leases:			
Operating lease ROU assets – current	Prepaid and other current assets	\$ 3,107	1,949
Operating lease ROU assets – noncurrent	Other assets	25,230	16,966
Operating lease ROU liabilities – current	Accounts payable and accrued expenses	3,107	1,949
Operating lease ROU liabilities – noncurrent	Other long-term liabilities	25,230	16,966

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Supplemental cash flow and other information related to leases as of and for the years ended June 30 are as follows:

<u>Other information</u>	<u>2022</u>	<u>2021</u>
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases (1)	\$ 9,422	191
Weighted average remaining lease term:		
Operating leases	12 Years	14 Years
Weighted average discount rate:		
Operating leases	4.4 %	4.4 %

(1) Included in other assets and accounts payable, accrued expenses, and long-term liabilities in the statement of cash flows.

Future maturities of operating lease liabilities as of June 30, 2022 are as follows:

	<u>Leases</u>
Year ending June 30:	
2023	\$ 4,280
2024	3,980
2025	3,654
2026	3,230
2027	2,738
Thereafter	<u>18,216</u>
Total minimum lease payments	36,098
Impact of present value discount	<u>(7,761)</u>
Present value of minimum lease payments	\$ <u><u>28,337</u></u>

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The components of the lease cost and rent expense, which is recorded within supplies and other in the consolidated statements of operations and changes in net assets for the years ended June 30 are as follows:

<u>Lease cost</u>	<u>2022</u>	<u>2021</u>
Operating lease cost:		
Operating lease cost	\$ 3,740	3,737
Short-term lease expense	<u>1,067</u>	<u>895</u>
Total operating lease cost	\$ <u>4,807</u>	<u>4,632</u>

(9) Income Taxes

Holdings and its subsidiaries file a consolidated federal return and separate state returns. The income tax expense for the years ended June 30 consists of:

	<u>2022</u>	<u>2021</u>
Current:		
Federal	\$ (127)	(43)
State	<u>(39)</u>	<u>(25)</u>
	<u>(166)</u>	<u>(68)</u>
Deferred:		
Federal	(131)	(137)
State	<u>(41)</u>	<u>(42)</u>
	<u>(172)</u>	<u>(179)</u>
	\$ <u>(338)</u>	<u>(247)</u>

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The significant components of the deferred tax assets and deferred tax liabilities, which are included in prepaid and other current assets and other assets at June 30, are as follows:

	<u>2022</u>	<u>2021</u>
Deferred tax asset:		
Accrued vacation	\$ 99	101
Deferred compensation	565	800
Allowance for bad debts	25	16
NOL carryover	1,040	1,020
Fixed assets	121	134
Other	68	80
	<u>1,918</u>	<u>2,151</u>
Deferred tax liabilities:		
Unrealized gain/loss	(16)	(92)
Captive insurance premiums	(10)	(7)
	<u>(26)</u>	<u>(99)</u>
	\$ <u>1,892</u>	\$ <u>2,052</u>

In assessing deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based upon positive operation trends through 2022 and projections for future taxable income, management believes that it is more likely than not that the Company will realize the benefits of the deductible differences at June 30, 2022 and 2021. Accordingly, the Company has determined that there is no valuation allowance as of June 30, 2022 or 2021. The amount of the deferred tax asset considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carryforward period are reduced.

As of June 30, 2022 or 2021, the Company has no unrecognized tax benefits. Therefore, the Company does not expect any impact on the effective tax rate related to recognition of unrecognized tax benefits. In addition, there are no anticipated reversals of uncertain tax positions in the next 12 months. The Company's policy is to recognize interest and penalties related to unrecognized tax benefits as a component of income tax expense. As of June 30, 2022 or 2021, the Company has no accrued interest or penalties related to uncertain tax positions.

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(10) Post Retirement Benefit Plans

Defined Contribution Plans

Meritus has a 401(k) Savings Plan. The plan is available to all Meritus employees. Meritus matches employee contributions for an amount up to 6% of each employee's base salary, subject to limitations. Meritus temporarily suspended matching contributions from July 1, 2020 through December 31, 2020. Meritus made a one-time, flat-dollar nonelective, employer contribution based on FTE status.

Amounts charged to expense for the years ended June 30, 2022 and 2021 were \$7,192 and \$3,456, respectively.

The Hospital has frozen a 403(b) plan. Effective July 1, 2011, the plan was frozen to future contributions. On December 31, 2020, the plan was terminated, and assets were distributed or rolled over to the participant's other retirement accounts.

The Hospital and MEI each maintain an employee funded supplemental nonqualified retirement plan for certain employees. The plan requires the benefits be paid upon termination, retirement, or death. The related liability is \$5,622 and \$7,005 at June 30, 2022 and 2021, respectively. Management has designated investments for the intended purpose of funding the liability when payable.

(11) Insurance Coverage

Meritus has a wholly owned insurance captive, MIC, to provide primary limits of insurance of \$1,000 per occurrence/\$3,000 aggregate for professional and general liability. In addition, MIC purchased reinsurance in the amount of \$30,000 to cover any potential liabilities above the \$1,000/\$3,000 primary limits, which were covered by MIC. The self-insured liabilities determined by an actuary for professional and general liability claims are included in other long-term liabilities in the consolidated balance sheets. As of June 30, 2022 and 2021, Meritus recorded a liability of \$7,096 and \$5,518, respectively.

Consistent with most companies with similar insurance operations, the liability for losses is ultimately based on management's reasonable expectations of future events. It is reasonably possible that the expectations associated with these amounts could change in the near term (i.e., within one year) and that the effect of such changes could be material to the consolidated financial statements.

In 2022 and 2021, the Company participated in a self-insured plan for workers' compensation claims. Stop-loss coverage has been purchased through a commercial carrier for claims in excess of \$450. As of June 30, 2022 and 2021, Meritus recorded a liability of \$2,300 and \$3,600 respectively, which is included in accrued salaries, wages, and withholdings in the consolidated balance sheets.

(12) Risk and Uncertainties

The Company provides general acute healthcare services in the State of Maryland. The Company and other healthcare providers are subject to certain inherent risks, including the following:

- Dependence on revenues derived from reimbursement by the federal Medicare and state Medicaid programs
- Regulation of hospital rates by the State of Maryland Health Services Cost Review Commission

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- Government regulation, government budgetary constraints, and proposed legislative and regulatory changes
- Lawsuits alleging malpractice or other claims.

Such inherent risks require the use of certain management estimates in the preparation of the Company's consolidated financial statements and it is reasonably possible that a change in such estimates may occur.

The Medicare and state Medicaid reimbursement programs represent a substantial portion of the Company's revenues and the Company's operations are subject to a variety of other federal, state, and local regulatory requirements. Failure to maintain required regulatory approvals and licenses and/or changes in such regulatory requirements could have a significant adverse effect on the Company.

Changes in federal and state reimbursement funding mechanisms and related government budgetary constraints could have a significant adverse effect on the Company.

The federal government and many states have aggressively increased enforcement under Medicare and Medicaid antifraud and abuse laws and physician self-referral laws (STARK law and regulation). Federal healthcare reform initiatives continue to prompt a national review of federally funded healthcare programs. In addition, the federal government and many states continue to fund programs to audit and recover potential overpayments to providers from the Medicare and Medicaid programs. The Company has devoted resources to implement a compliance program to monitor conformance with applicable laws and regulations, but the possibility of future government review and enforcement action exists. However, any negative findings from a future proceeding, if any, could result in substantial financial penalties or awards against the Company, exclusion from future participation in the Medicare and Medicaid programs, and if criminal proceedings were initiated against the Company, possible criminal penalties. At this time, the Company cannot predict the ultimate outcome of any potential inquiries, or the potential range of damages, if any.

As a result of recently enacted and pending federal healthcare reform legislation, substantial changes are anticipated in the United States healthcare system. Such legislation includes numerous provisions affecting the delivery of healthcare services, the financing of healthcare costs, reimbursement to healthcare providers, and the legal obligations of health insurers, providers, and employers. These provisions are currently slated to take effect at specified times over the next decade. This federal healthcare reform legislation did not affect the 2022 or 2021 consolidated financial statements.

Litigation

Additionally, Meritus is involved in litigation and regulatory investigations arising in the course of business. After consultation with legal counsel, management estimates that these matters will be resolved without a material adverse effect on Meritus' financial position or results of operations.

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(13) Functional Expenses

Meritus provides general healthcare services to residents within its geographic location. Expenses related to providing these services for the years ended June 30 are as follows:

		Program services	General and administrative	Fundraising	Total
2022:					
Salaries and wages	\$	188,403	47,904	—	236,307
Employee benefits		37,534	7,286	—	44,820
Professional fees		27,117	3,132	—	30,249
Supplies and other		113,804	17,134	312	131,250
Interest		8,987	2,185	—	11,172
Depreciation and amortization		22,576	3,940	—	26,516
Total expenses	\$	<u>398,421</u>	<u>81,581</u>	<u>312</u>	<u>480,314</u>

		Program services	General and administrative	Fundraising	Total
2021:					
Salaries and wages	\$	146,886	50,403	—	197,289
Employee benefits		33,202	7,789	—	40,991
Professional fees		14,624	3,353	—	17,977
Supplies and other		105,497	19,273	209	124,979
Interest		8,579	2,344	—	10,923
Depreciation and amortization		20,302	5,162	—	25,464
Total expenses	\$	<u>329,090</u>	<u>88,324</u>	<u>209</u>	<u>417,623</u>

MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

June 30, 2022 and 2021

(Dollars in thousands)

(14) Liquidity and Availability of Financial Assets

The following reflects financial assets as of June 30, 2022 and 2021, reduced by amounts not available for general expenditure because of contractual or donor-imposed restrictions within one year.

	2022	2021
Financial assets as of June 30	\$ 460,918	500,098
Less those unavailable for general expenditures within one year, due to:		
Contractual and donor-imposed restriction:		
Funds designated for insurance purpose	(15,598)	(19,208)
Assets held by trustee	(10,917)	(10,789)
Supplemental retirement benefits investment	(5,624)	(7,022)
Donor restricted	(1,144)	(1,144)
Financial assets available within one year to meet cash needs for general expenditures within one year	\$ 427,635	461,935

Included in financial assets available are \$260,730 and \$234,801 of funds set aside for long-term investments as designated by the Board of Directors as of June 30, 2022 and 2021, respectively.

(15) COVID-19

The CARES Act, which was enacted on March 27, 2020, authorizes \$100 billion in funding to hospitals and other healthcare providers to be distributed through the Public Health and Social Services Emergency Fund (the PHSSEF). Payments from the PHSSEF are intended to compensate healthcare providers for lost revenues and incremental expenses incurred in response to the COVID-19 pandemic and are not required to be repaid provided the recipients attest to and comply with certain terms and conditions, including limitations on balance billing and not using PHSSEF funds to reimburse expenses or losses that other sources are obligated to reimburse. The U.S. Department of Health and Human Services (the HHS) initially distributed \$30 billion of this funding based on each provider's share of total Medicare fee-for-service reimbursement in 2019, but announced that \$50 billion in CARES Act funding (including the \$30 billion already distributed) will be allocated proportional to providers' share of 2018 net patient revenue. HHS indicated that distributions of the remaining \$50 billion were targeted primarily to hospitals in COVID-19 high impact areas, to rural providers, and to reimburse providers for COVID-19-related treatment of uninsured patients. Meritus received approximately \$9,956 in payments from the initial PHSSEF payments of which \$9,956 were recognized as revenue for the year ended June 30, 2020. No additional PHSSEF payments were received in the year ended June 30, 2022 or 2021. The Company received \$5,492 in PHSSEF Phase 3 payments on August 24, 2022 and is currently evaluating if it has met the terms and conditions of the program to recognize the amount for the year ended June 30, 2023.

MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

June 30, 2022 and 2021

(Dollars in thousands)

As a way to increase cash flow to Medicare providers impacted by the COVID-19 pandemic, the CARES Act expanded the Medicare Accelerated and Advance Payment Program. Inpatient acute care hospitals may request accelerated payments of up to 100% of the Medicare payment amount for a 6-month period (not including Medicare Advantage payments). CMS based payment amounts for inpatient acute-care hospitals on the provider's Medicare fee-for-service reimbursements in the last 6 months of 2019. Such accelerated payments are interest free for inpatient acute-care hospitals for 12 months, and the program requires CMS to recoup the payments beginning 12 months after receipt by the provider, by withholding future Medicare fee-for-service payments for claims until the full accelerated payment has been recouped. The program requires any outstanding balance remaining after 17 months to be repaid by the provider or be subject to an interest rate currently set at 4%. The payments are made for services a healthcare entity has provided or will provide to its Medicare patients who are the healthcare entity's customers. In April 2020, Meritus received approximately \$66,070 of accelerated payments, which have been accrued on the consolidated balance sheet as of June 30, 2020 as a contract liability and is included in advances from third-party payors, in accordance with ASC Topic 606. As of June 30, 2022 and 2021, CMS recouped \$56,291 and \$8,285, respectively, of the advance. The accrued contract liability as of June 30, 2022 and 2021 was \$9,779 and \$57,785, respectively.

The Company received loan proceeds in the amount of \$1,293 under the Paycheck Protection Program established as part of the CARES Act, primarily for DIS. The loan forgiveness application was accepted on March 16, 2022, and loan proceeds were recognized as a credit to salary expenses as of June 30, 2022. No additional draws were received as of June 30, 2022.

The Company received a letter of final determination from the Federal Emergency Management Agency (FEMA) in the amount of \$3,816 on March 17, 2022, which the Company recognized the entire amount in other revenue for the year ended June 30, 2022. On August 9, 2022, the Company received another letter of final determination from FEMA in the amount of \$10,498, which is expected to be recognized in other revenue for the year ending June 30, 2023.

Lastly, the Washington County Health Department granted Meritus \$6,700 in CARES Act public health response funding. As of June 30, 2021, the Company had \$3,075 in qualified grant expenditures, of which \$2,091 was recorded within other operating revenue and \$984 recorded as a change in net assets. No additional payments were received from Washington County Health Department for CARES Act public health response in the year ended June 30, 2022.

Due to the recent enactment of the CARES Act and the PPPHCE Act, there is still a high degree of uncertainty surrounding their implementation, and the public health emergency continues to evolve. We continue to assess the potential impact of the CARES Act, the PPPHCE Act, the potential impact of future stimulus measures, if any, and the impact of other laws, regulations, and guidance related to COVID-19 on our business, results of operations, financial condition, and cash flows.

(16) Subsequent Events

Meritus evaluated subsequent events through September 30, 2022, the date these consolidated financial statements were available to be issued. All material matters are disclosed in the notes to the consolidated financial statements.

SUPPLEMENTARY INFORMATION

MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

Consolidating Balance Sheet

June 30, 2022

(Dollars in thousands)

Assets	Meritus Medical Center	Meritus Healthcare Foundation	Meritus other	Consolidating total	Consolidating entries	Consolidated total
Current assets:						
Cash and cash equivalents	\$ 20,047	—	812	20,859	—	20,859
Short-term investments	93,406	—	—	93,406	—	93,406
Current portion of assets whose use is limited	10,917	—	—	10,917	—	10,917
Accounts receivable	33,191	—	8,882	42,073	—	42,073
Supplies	7,381	—	992	8,373	—	8,373
Prepaid and other current assets	21,869	60	2,327	24,256	(8,771)	15,485
Total current assets	186,811	60	13,013	199,884	(8,771)	191,113
Assets limited as to use	260,431	5,012	17,653	283,096	—	283,096
Property, plant, and equipment, net	234,259	—	5,626	239,885	—	239,885
Equity investments in affiliates	50,863	—	3,146	54,009	(3,124)	50,885
Other assets	19,383	100	19,883	39,366	(849)	38,517
Total assets	\$ 751,747	5,172	59,321	816,240	(12,744)	803,496

MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

Consolidating Balance Sheet

June 30, 2022

(Dollars in thousands)

Liabilities and Net Assets	Meritus Medical Center	Meritus Healthcare Foundation	Meritus other	Consolidating total	Consolidating entries	Consolidated total
Current liabilities:						
Accounts payable and accrued expenses	\$ 22,774	43	8,111	30,928	—	30,928
Accrued salaries, wages, and withholdings	13,427	—	1,389	14,816	—	14,816
Accrued compensation benefit	11,421	—	2,844	14,265	—	14,265
Advances from third-party payors	25,894	—	3,441	29,335	—	29,335
Accrued interest payable	5,587	—	—	5,587	—	5,587
Current maturity of long-term debt	5,841	—	—	5,841	—	5,841
Total current liabilities	84,944	43	15,785	100,772	—	100,772
Long-term debt, net of current portion	294,396	—	—	294,396	—	294,396
Accrued retirement benefits	3,569	—	2,053	5,622	—	5,622
Other long-term liabilities	14,952	—	26,174	41,126	(8,771)	32,355
Total liabilities	397,861	43	44,012	441,916	(8,771)	433,145
Stockholder's equity:						
Common stock	—	—	820	820	(820)	—
Paid-in capital	—	—	1,150	1,150	(1,150)	—
Total stockholders' equity	—	—	1,970	1,970	(1,970)	—
Net assets:						
Unrestricted	351,867	1,911	13,339	367,117	(1,154)	365,963
Restricted net assets	2,019	3,218	—	5,237	(849)	4,388
Total net assets	353,886	5,129	13,339	372,354	(2,003)	370,351
Total liabilities and net assets	\$ 751,747	5,172	59,321	816,240	(12,744)	803,496

See accompanying independent auditors' report.

MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

Consolidating Statement of Operations and Changes in Net Assets

Year ended June 30, 2022

(Dollars in thousands)

Fiscal period ending June 30, 2022	Meritus Medical Center	Meritus Healthcare Foundation	Meritus other	Consolidating total	Consolidating entries	Consolidated total
Unrestricted revenue, gains and other support:						
Net patient revenue	\$ 381,142	—	105,617	486,759	(15,065)	471,694
Other revenue	16,132	308	(681)	15,759	(1,371)	14,388
Equity earnings in affiliates	3,024	—	1,203	4,227	—	4,227
Net assets released from restriction used for operations	951	938	—	1,889	(890)	999
	401,249	1,246	106,139	508,634	(17,326)	491,308
Operating expenses:						
Salaries and wages	183,614	2	52,691	236,307	—	236,307
Benefits	36,426	1	8,880	45,307	(487)	44,820
Professional fees	19,978	—	10,271	30,249	—	30,249
Supplies and other	108,860	105	38,234	147,199	(15,949)	131,250
Interest	11,170	—	2	11,172	—	11,172
Depreciation and amortization	24,951	—	1,565	26,516	—	26,516
	384,999	108	111,643	496,750	(16,436)	480,314
Operating income (loss)	16,250	1,138	(5,504)	11,884	(890)	10,994
Nonoperating (losses), net:						
Investment returns, net	(38,928)	(1,342)	(2,043)	(42,313)	—	(42,313)
Other, net	(697)	(1,522)	—	(2,219)	890	(1,329)
Income tax expense	(34)	—	(304)	(338)	—	(338)
(Deficit) of revenue over expenses	\$ (23,409)	(1,726)	(7,851)	(32,986)	—	(32,986)

MERITUS MEDICAL CENTER, INC. AND SUBSIDIARIES

Consolidating Statement of Operations and Changes in Net Assets

Year ended June 30, 2022

(Dollars in thousands)

Fiscal period ending June 30, 2022	Meritus Medical Center	Meritus Healthcare Foundation	Meritus other	Consolidating total	Consolidating entries	Consolidated total
Unrestricted net assets:						
(Deficit) of revenues over expenses	\$ (23,409)	(1,726)	(7,851)	(32,986)	—	(32,986)
Equity transfers	(62,476)	—	62,476	—	—	—
Other	1,955	196	(152)	1,999	—	1,999
	(83,930)	(1,530)	54,473	(30,987)	—	(30,987)
(Decrease) increase in unrestricted net assets						
Restricted net assets:			—			
Contributions	898	528	—	1,426	(890)	536
Other, net	(1,734)	(1,245)	—	(2,979)	1,794	(1,185)
Net assets released to restriction for operations	(951)	(938)	—	(1,889)	890	(999)
	(1,787)	(1,655)	—	(3,442)	1,794	(1,648)
(Decrease) increase restricted net assets						
(Decrease) increase in net assets	(85,717)	(3,185)	54,473	(34,429)	1,794	(32,635)
Net assets:						
Beginning of year	439,603	8,314	(39,164)	408,753	(5,767)	402,986
End of year	\$ 353,886	5,129	15,309	374,324	(3,973)	370,351

See accompanying independent auditors' report.