

Shands Jacksonville HealthCare, Inc. and Subsidiaries

**Consolidated Basic Financial Statements, Required
Supplementary Information and Supplemental
Consolidating Information
June 30, 2018 and 2017**

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Index

June 30, 2018 and 2017

	Page(s)
Management's Discussion and Analysis (Unaudited).....	1-8
Report of Independent Auditors	9-10
Consolidated Basic Financial Statements	
Consolidated Basic Statements of Net Position.....	11
Consolidated Basic Statements of Revenues, Expenses, and Changes in Net Position	12
Consolidated Basic Statements of Cash Flows	13-14
Notes to Consolidated Basic Financial Statements	15-44
Required Supplementary Information	
Schedule of Changes in the Net Pension (Asset) Liability and Related Ratios (Unaudited).....	45
Schedule of Employer Contributions (Unaudited).....	46
Supplemental Consolidating Information	
Consolidating Basic Statements of Net Position.....	47-48
Consolidating Basic Statements of Revenues, Expenses, and Changes in Net Position	49-50
Note to Supplemental Consolidating Information	51

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Management's Discussion and Analysis (Unaudited)

June 30, 2018 and 2017

Introduction

Below is Shands Jacksonville HealthCare, Inc. and Subsidiaries' ("SJH" or the "Company") analysis of its financial performance for the year ended June 30 2018, with comparative information as of and for the years ended June 30, 2017 and 2016. This discussion has been prepared by management and should be read in conjunction with the consolidated basic financial statements and related note disclosures.

Organization

The Company, formerly known as Jacksonville Health Group, Inc., is a Florida not-for-profit corporation with direct or indirect legal control over numerous subsidiaries. The Company is an affiliated entity under common control of the University of Florida and receives operational services from Shands Teaching Hospital and Clinics, Inc. ("Shands").

Shands Jacksonville Medical Center, Inc. ("SJMC"), formerly known as University Medical Center, Inc. ("UMC"), is a Florida not-for-profit corporation and the principal operating subsidiary of the Company. SJMC operates a teaching hospital located in Jacksonville, Florida, through a lease with the City of Jacksonville (the "City"). During 2013, SJMC began doing business as UF Health Jacksonville.

On September 30, 1999, Methodist Medical Center, Inc., Methodist Health System, Inc. and The Methodist Hospital Foundation, Inc. (now known as Shands Jacksonville Properties, Inc., "SJP"), SJH, UMC and Shands completed an affiliation agreement (the "Affiliation") which allowed for the combination of the hospital operations of UMC and SJP under SJMC. SJH became the sole member of both SJMC and SJP.

Effective September 8, 2010, the Board of Directors of Shands approved a motion to reorganize its corporate structure. Under the reorganization, Shands would no longer be the sole corporate member of the Company, but would continue as an affiliated entity under common control of the University of Florida. Effective September 27, 2010, the Board of Directors of the Company approved the motion for Shands to no longer be the sole corporate member of the Company. The Company continues to receive management and operational services from Shands. As a part of the reorganization, the Company delivered a promissory note to Shands in the amount of approximately \$42,276,000, payable over 20 years, in acknowledgement of historical investments in the Company.

During September 2015, after assessment of each organization's financial position, the Company's Board of Directors agreed to accept an offer from the Shands' Board of Directors for a reduction of approximately \$17,687,000 in the note due to Shands, effective July 1, 2015, which increased the Company's net position by approximately \$17,687,000 as of July 1, 2015. Also, on September 25, 2015, the Company offered, and Shands accepted, application of an interest rate of 3% to the monthly amounts outstanding back to July 2011 through June 2015 for its share of EPIC implementation costs that Shands had allowed the Company to pay overtime on an interest-free basis. The impact of this action was to increase accounts payable by approximately \$1,584,000, which was recorded in the Company's 2016 financial results. The net result of the transactions agreed to during September 2015 of \$16,103,000 are reflected in other changes in net position in the Company's June 30, 2016 financial results.

On February 17, 2015, the Company opened the first of a multi-stage effort to expand to a new location north of downtown Jacksonville, Florida, where it is doing business collectively as UF Health North. This initial effort included the Company offering a ground lease to a developer that constructed a new medical office building in which the Company leases space that includes a free-standing emergency department, surgical suites and other hospital based operations (commonly referred to as "North Phase I"). On May 23, 2017, the Company completed construction on a new 92-bed tower (commonly referred to as "North Phase II"), which adjoins North Phase I. The Company is converting rooms at its original location

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Management's Discussion and Analysis (Unaudited)

June 30, 2018 and 2017

(known as "Downtown") from semi-private to private. The new bed tower does not increase the Company's total licensed beds, which remain at 695.

The accompanying consolidated basic financial statements include the accounts of the Company and its subsidiaries as of and for the years ended June 30, 2018 and 2017. The "Company" in these consolidated basic financial statements refers to the consolidated operations of these entities. Significant transactions between these entities have been eliminated.

Overview of the Consolidated Basic Financial Statements

Along with management's discussion and analysis, the annual financial report includes the independent auditors' report and the consolidated basic financial statements of the Company. The consolidated basic financial statements also include notes that explain in more detail some of the information in the consolidated basic financial statements. By referring to the accompanying notes to the consolidated basic financial statements, a broader understanding of issues impacting financial performance can be realized.

Required Financial Statements

The required statements are the consolidated basic statement of net position, the consolidated basic statement of revenues, expenses and changes in net position and the consolidated basic statement of cash flows. These statements offer short and long-term financial information about the Company's activities.

The consolidated basic statements of net position reflect all of the Company's assets, liabilities and deferred inflows and outflows and provide information about the nature and amounts of investments in resources (assets) and the obligations to creditors (liabilities). Assets, liabilities and deferred activity are presented in a classified format, which distinguishes between their current and long-term time frame. The difference between the assets plus deferred outflows and liabilities plus deferred inflows is reported as "net position."

As more fully described on page 15, the Company adopted GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions* ("GASB No. 75"), as of July 1, 2017 and, as required, adjusted net position as of July 1, 2016, which resulted in a decrease of approximately \$1,977,000, and which resulted in an increase of approximately \$537,000 in the previously reported excess of revenues over expenses before transfers, capital contributions and other changes in net position for the year ended June 30, 2017, which is reflected in the accompanying consolidated basic statements of revenues, expenses, and changes in net position for the year ended June 30, 2017. The following table reflects the net changes to the consolidated basic statement of net position as of June 30, 2017 resulting from retrospective application of GASB No. 75:

(in thousands of dollars)

	Balances as of June 30, 2017		Change
	As Reported	As Restated	
Deferred other postemployment benefits outflow:	-	\$ 913	\$ 913
Other liabilities	13,087	15,140	2,053
Deferred other postemployment benefits inflows	-	300	300
Net position, unrestricted	135,570	134,130	(1,440)

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Management's Discussion and Analysis (Unaudited)

June 30, 2018 and 2017

The consolidated basic statements of revenues, expenses and changes in net position present the change in net position resulting from revenues earned and expenses incurred. All changes in net position are reported as revenues are earned and expenses are incurred, regardless of the timing of related cash flows.

The consolidated basic statements of cash flows report cash receipts, cash payments, and net changes in cash resulting from operating, financing (capital and non-capital), and investing activities. The purpose of the statement is to reflect the key sources and uses of cash during the reporting period.

Financial Analysis of the Company

Consolidated Basic Statements of Net Position

The Company's net position is one indicator of the current financial condition of the Company. Changes in net position are an indicator of whether the overall financial condition of the organization has improved or worsened over a period of time. They also provide the basis for evaluating the capital structure, as well as assessing the liquidity and financial flexibility of the Company. However, the financial statement user should consider other nonfinancial factors, such as changes in economic conditions, population changes, regulations and government legislation affecting the health care industry. Assets, liabilities and deferred inflows and outflows are generally measured using current values, with the exception of capital assets, which are stated at historical cost less allowances for depreciation.

A summary of the Company's condensed consolidated basic statements of net position as of June 30 is presented below:

(in thousands of dollars)

	2018	2017	2016
Cash and cash equivalents and short-term investments	\$ 104,092	\$ 101,839	\$ 114,864
Other current assets	145,824	137,781	130,270
Capital assets, net	265,717	265,681	208,445
Other noncurrent assets	42,603	53,994	114,394
Total assets	<u>558,236</u>	<u>559,295</u>	<u>567,973</u>
Deferred outflows of resources	<u>6,285</u>	<u>7,830</u>	<u>7,340</u> ⁽¹⁾
Current liabilities	112,087	107,045	101,685
Noncurrent liabilities	251,426	262,859	270,349 ⁽¹⁾
Total liabilities	<u>363,513</u>	<u>369,904</u>	<u>372,034</u>
Deferred inflows of resources	<u>7,522</u>	<u>6,967</u>	<u>11,923</u> ⁽¹⁾
Net position			
Net investment in capital assets	51,263	51,330	44,247
Restricted			
Expendable	5,153	4,794	4,123
Unrestricted	137,070	134,130	142,986 ⁽¹⁾
Total net position, as restated as of June 30, 2017	<u>\$ 193,486</u>	<u>\$ 190,254</u>	<u>\$ 191,356</u>

⁽¹⁾ The 2016 amounts for these line items are not directly comparable to the 2018 and 2017 amounts due to the adoption of GASB No. 75 effective July 1, 2016.

Shands Jacksonville HealthCare, Inc. and Subsidiaries Management's Discussion and Analysis (Unaudited) June 30, 2018 and 2017

During 2018, cash and cash equivalents and short-term investments increased by approximately \$2.3 million, or 2.2%. Cash generated from operations was approximately \$64.6 million. During 2017, cash and cash equivalents and short-term investments decreased by approximately \$13.0 million, or 11.3%. Cash generated from operations was approximately \$64.4 million. See "Consolidated Basic Statements of Cash Flows" section below for further information regarding cash activity.

Other current assets increased by approximately \$8.0 million, or 5.8% during 2018. The increase is mainly due to \$7.7 million increase in net patient accounts receivable. During fiscal year 2017, other current assets increased by approximately \$7.5 million, or 5.8% during 2017. The increase consists of the following: an increase in net patient accounts receivable of \$3.8 million and a combined net increase in prepaid expenses, inventories and assets whose use is limited of approximately \$3.7 million.

The balance of capital assets, net, was consistent at June 30, 2018 with June 30, 2017. During 2017, capital assets, net, increased approximately \$57.2 million, or 27.5%, primarily related to North Phase II construction and equipment purchases, offset by an increase in accumulated depreciation.

Other noncurrent assets decreased approximately \$11.4 million, or 21.1%, during 2018, primarily from a \$6.9 million draw down of Series 2015 project fund balances for their intended purpose; a reduction in Series 2015 bond swap fair value of \$1.3 million; a \$2.8 million reduction of contributed capital in a direct service organization (GatorCare) that provides employee health plans. During 2017, other noncurrent assets decreased approximately \$60.4 million, or 52.8%, primarily from a \$58.7 million reduction for Series 2015 project fund balances for their intended purpose; a reduction in Series 2015 bond swap fair value of \$4.7 million; a \$1.0 million reduction of fair value of trustee held funds; offset by an increase deposits, investments and other receivables of \$4.0 million.

During 2018, deferred outflows of resources decreased by approximately \$1.5 million, or 19.7%, primarily related to the pension plan, a \$2.9 million decrease, offset by a \$1.5 million increase related to other postemployment benefits. During 2017, deferred outflows of resources increased by approximately \$0.5 million, or 6.7%, primarily related to \$0.9 million for other postemployment benefits and retrospective implementation of GASB No. 75, less a \$0.6 million decrease in the fair value of hedged derivatives, with the remainder related to the pension plan.

Current liabilities increased approximately \$5.0 million, or 4.7%, during 2018. Contributors include a \$2.4 million increase for accrued salaries and leave payable; a \$15.0 million increase in trade accounts payable and other accrued expenses; a \$1.0 million net increase for the current portion due on new long-term debt and leases, which are discussed further below; offset by a \$13.4 million decrease for estimated third party liabilities. During 2017, current liabilities increased approximately \$5.4 million, or 5.3%. Contributors include a \$5.7 million increase for accrued salaries and leave payable; a \$2.8 million increase in trade accounts payable and other accrued expenses; offset by a \$2.1 million decrease for estimated third party liabilities and a \$1.1 million net decrease for the current portion due on new long-term debt and leases, which are discussed further below.

Noncurrent liabilities decreased approximately \$11.4 million, or 4.3%, during 2018, primarily related to \$6.7 million for debt and capital lease payments and reclassifications to current portions due, offset by a new capital lease addition; a \$6.4 million reduction for pension activity; a \$0.6 million decrease in the market value of bonds swaps; offset by an increase of \$2.2 million for other accrued postretirement benefit accruals related to implementation of GASB No. 75. During 2017, noncurrent liabilities decreased approximately \$7.5 million, or 2.8%, primarily from \$9.1 million of debt and capital lease payments and reclassification to current portions due, a \$1.1 million decrease in market value of bond swaps; offset by an increase of \$2.7 million for other accrued postemployment benefit accruals primarily related to the implementation of GASB No. 75.

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Management's Discussion and Analysis (Unaudited)

June 30, 2018 and 2017

As of June 30, 2018, the Company has approximately \$244.0 million in long-term debt outstanding compared to approximately \$252.0 million at June 30, 2017. No new debt was issued in 2018. The decrease is from making payments as scheduled. As of June 30, 2018, the Company has approximately \$7.0 million of capital leases, which is an increase of \$2.3 million since the approximately \$4.7 million balance at June 30, 2017. The increase is net of scheduled payments and relates to renewing and expanding an existing agreement for smart cabinets. The expanded agreement now includes smart cabinets for North Phase II. On December 10, 2015, \$85.0 million Healthcare Facilities Revenue Bonds (UF Health – Jacksonville Project), Series 2015, were issued. The proceeds of this debt were used for financing, refinancing or reimbursement for costs of certain capital improvements including the cost of the construction and equipping North Phase II, other miscellaneous improvements and paying costs associated with the issuance of the Bonds. On June 29, 2015, the Company closed on the \$20 million issuance of City of Jacksonville, Florida Healthcare Facilities Revenue Bonds (UF Health Jacksonville Project), Series 2015, which matures on June 30, 2025. The purpose of Series 2015 Bonds was for financing, refinancing and reimbursing the costs of capital improvements and for paying for costs of issuance. On March 2, 2015, the Company borrowed \$6.2 million under a master lease agreement. On March 1, 2015, the Company entered into an interest only \$20 million Revolving Line of Credit Note, Series 2015A, and was advanced the entire amount, which is due and payable in full by March 6, 2020, unless extended. The proceeds of Series 2015A Note were used primarily for general corporate expenditures. During 2013, SJMC borrowed approximately \$123.6 million with the issuance of Healthcare Facilities Revenue Bonds Series 2013A and 2013B, for approximately \$64.2 million and \$59.4 million, respectively, on November 21, 2013. The proceeds of this issuance refunded the \$100 million Series 2013 Shands Jacksonville Medical Center Taxable Notes, paid for the cost of debt issuance, provided for a debt service reserve fund and was used to reimburse or fund capital projects.

The promissory note owed to Shands in an original amount of approximately \$42.3 million, as mentioned above, was recorded by the Company during 2011. In September 2015, the Company's Board of Directors agreed to accept the offer from the Shands Board of Directors to reduce the note due to Shands by approximately \$17,687,000, effective July 1, 2015. Beginning with the payment due on October 1, 2015, quarterly installments of principal and interest became \$402,310, with the interest rate and maturity date remaining unchanged. The impact of the Boards' actions was to increase the Company's net position by approximately \$17,687,000 as of July 1, 2015.

Also during September 2015, the Company offered, and Shands accepted, application of an interest rate of 3% to the monthly amounts outstanding back to July 2011 through June 2015 for its share of EPIC implementation costs that Shands had allowed the Company to pay overtime on an interest-free basis. The impact of this action was to increase accounts payable and decrease net position for interest incurred from inception of the arrangement through September 30, 2015 by approximately \$1,584,000, when recorded in the Company's 2016 financial results. During 2016, the Company paid the interest in its entirety.

The net result of September 2015 transactions was approximately \$16,103,000 and is reflected in other changes in net position in the Company's June 30, 2016 financial results.

During 2018, deferred inflows of resources increased by approximately \$0.6 million, or 8.0%, primarily related to a \$1.9 million increase for the pension plan, offset by a \$1.3 million decrease in the fair value of hedged derivatives, with the remainder related to other postemployment benefits. During 2017, deferred inflows of resources decreased by approximately \$5.0 million, or 41.6%, primarily related to a \$4.7 million decrease in the fair value of hedged derivatives and a \$0.6 million decrease related to the pension plan, offset by a \$0.3 million increase for other postemployment benefits and retrospective implementation of GASB No. 75.

The Company was in compliance with all financial covenants as of June 30, 2018 and 2017.

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Management's Discussion and Analysis (Unaudited)
June 30, 2018 and 2017

Consolidated Basic Statements of Revenues, Expenses and Changes in Net Position

The following table presents the Company's condensed consolidated basic statements of revenues, expenses and changes in net position. The table presents the extent to which the Company's overall net position increased (decreased) as a result of operations or other reasons.

(in thousands of dollars)

	2018	2017	2016
Net patient service revenue	\$ 705,617	\$ 683,620	\$ 650,587
Other operating revenue	<u>13,474</u>	<u>12,788</u>	<u>14,851</u>
Total operating revenues	719,091	696,408	665,438
Operating expenses	<u>684,007</u>	<u>655,713</u>	<u>625,042</u> ⁽¹⁾
Operating income	35,084	40,695	40,396
Nonoperating revenue (expenses), net	<u>40</u>	<u>(5,995)</u>	<u>(1,031)</u>
Excess of revenues over expenses before transfers and capital contributions	35,124	34,700	39,365
Other changes in net assets			
Transfers and expenditures in support of the University of Florida and its medical programs	(31,901)	(34,118)	(33,355)
Debt forgiveness, net	-	-	16,103
Capital contributions, net	<u>9</u>	<u>293</u>	<u>30</u>
Increase in net position	3,232	875	22,143 ⁽¹⁾
Net position			
Beginning of year, as reported	190,254	191,356	169,213
Adoption of GASB No. 75	<u>-</u>	<u>(1,977)</u>	<u>-</u>
Beginning of year, as restated as of July 1, 2016	190,254	189,379	169,213 ⁽¹⁾
End of year, as restated as of June 30, 2017	<u>\$ 193,486</u>	<u>\$ 190,254</u>	<u>\$ 191,356</u>

⁽¹⁾ The 2016 amounts for these line items are not directly comparable to the 2018 and 2017 amounts due to the adoption of GASB No. 75 effective July 1, 2016, the earliest period presented in the consolidated basic financial statements. Therefore, the net position presented above for the year ended June 30, 2016 does not reflect these items.

Patient Volumes

The following table reflects the associated volumes on a comparative basis to years ended June 30:

	2018	2017	2016
Inpatient admissions	28,107	26,829	26,869
Outpatient visits	587,462	578,821	535,524

During 2018, inpatient admissions, excluding observation cases, increased by 1,278, or 4.8%, and outpatient visits increased by 8,641, or 1.5%. The inpatient and outpatient increases are largely from UF Health North.

During 2017, inpatient admissions, excluding observation cases, decreased by 40, or 0.1%, and outpatient visits increased by 43,297, or 8.1%. The outpatient increase came largely from UF Health North and infusion oncology clinic and ancillary growth. UF Health North generated approximately 5,348

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Management's Discussion and Analysis (Unaudited)

June 30, 2018 and 2017

(3,713 acute and 1,635 observation) admissions, 2,884 surgical cases, 35,386 emergency room visits and 30,733 ancillary visits. Infusion oncology clinics, opened since March 2015, generated 33,511 outpatient clinic visits and 19,975 ancillary visits. The remainder of the outpatient visit increase is primarily from increased hematology-oncology clinic visits.

Operating Revenues

During 2018, patient service revenue, net of allowances for contractual discounts, charity care and bad debt expense, increased approximately \$22.0 million, or 3.2% over prior fiscal year-to-date, which is largely due to UF Health North and the favorable revenue deduction adjustment (\$2.3 million) from revising the self-disclosure reserve for Office of the Inspector General of the Department of Health and Human Services (the "OIG") over payments, which, upon settlement, was less than the original estimate. Downtown revenue was unfavorably impacted by Hurricane Irma in September 2017. During 2017, patient service revenue, net of allowances for contractual discounts, charity care and bad debt expense, increased approximately \$33.0 million, or 5.1%, primarily related to the outpatient volume increases, discussed above, largely from UF Health North and infusion oncology locations, and improved payor mix growth in Medicare (+1.4%) and commercial (+0.1%).

Other operating revenue increased during 2018 approximately \$0.7 million, or 5.4%. The increase is primarily related to a large donation. During 2017, other operating revenue decreased approximately \$2.1 million, or 13.9%, primarily related to a lack of electronic health record meaningful use grant revenue, as that program has now moved into the penalty phase, and a reduction in self-insured workers compensation stop loss insurance recoveries since prior year.

Operating Expenses

During 2018, operating expenses increased approximately \$28.3 million, or 4.3%. Salaries and benefits increased approximately \$18.7 million, or 6.1%, which is largely the result of additional staffing for North Phase II operations, as well as a scheduled 2% merit increase effective January 2018, and significant overtime during Hurricane Irma. Supplies and services increased approximately \$4.2 million, or 1.3%, due to a \$6.3 million increase in purchased services, a \$3.4 million increase in medical supplies, which were offset by favorable reduction of penalties (\$3.3 million) related to the OIG reserve adjustment mentioned above; reduced legal and professional fees (\$1.1 million) and lower recruiting expenses (\$0.9 million). Depreciation expense increased \$5.3 million, or 17.2%, primarily because of assets placed in service for North Phase II.

During 2017, operating expenses increased approximately \$30.7 million, or 4.9%. Salaries and benefits increased approximately \$23.7 million, or 8.4%, which is largely the result of additional staffing for UF Health North operations as well as a 2% merit increase effective November 2016, which was earlier than the originally scheduled increase in January 2017. Supplies and services increased by approximately \$8.1 million, or 2.6%, primarily related to pharmaceuticals and other medical supplies associated with increased volumes, as well as additional professional and purchased services for them. Depreciation expense decreased \$1.1 million, or 3.3%, primarily because of assets becoming fully depreciated.

Nonoperating Revenues (Expenses), net

Nonoperating revenue, net, for fiscal year 2018, were approximately \$40,000, which includes a net gain of disposal of assets of \$8.0 million, mainly from the sale of outpatient dialysis program assets; net investment gains of approximately \$1.2 million, which includes an increase in fair value of approximately \$0.03 million; approximately \$0.3 million of other nonoperating gains for an increase in fair value of the nonhedged derivatives; offset by interest expense of approximately \$9.6 million.

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Management's Discussion and Analysis (Unaudited)

June 30, 2018 and 2017

Nonoperating expenses, net, for fiscal year 2017, were approximately \$6.0 million, which includes interest expense of approximately \$7.3 million; other nonoperating losses of approximately \$0.1 million, including a fair value increase in nonhedged derivatives of approximately \$0.6 million; offset by net investment gains of approximately \$0.5 million, including the decrease in fair value of approximately \$1.8 million; and, a \$1.0 million gain on disposals of capital equipment. Included in 2017 investment gains is a favorable true-up of SJMC's investment share of First Coast Advantage, LLC proceeds from its December 2014 sale, which includes claim recoveries.

Consolidated Basic Statements of Cash Flows

The consolidated basic statements of cash flows provide additional information in regards to the Company's financial results by reporting the major sources and uses of cash.

During 2018, cash and cash equivalents increased by approximately \$13.2 million, or 14.6%. Cash inflows were primarily related to net cash provided in operating activities of \$64.6 million; redemption of short-term investments and assets whose use is restricted of \$38.3 million, which included drawing down over \$6.9 million from the Series 2015 \$85 million capital project funds for North Phase II; proceeds from the sale of capital assets, primarily those of the outpatient dialysis program, of \$8.3 million; and \$1.8 million of investment income. Cash outflows were primarily payments of \$26.2 million in support of UF and its medical programs; payments for acquisition of capital assets of \$33.8 million; purchases of short-term investments and assets whose use is restricted of \$20.6 million, which includes transfers of bank deposits to SPIA of \$20 million; and, debt, lease, other borrowing and interest payments of \$19.3 million. The Company provided \$2.0 million to fund the defined benefit pension plan.

During 2017, cash and cash equivalents increased by approximately \$16.5 million, or 22.4%. Cash inflows were primarily a result of net cash provided by operating activities of \$64.4 million, redemption of short-term investments and assets whose use is restricted of \$98.6 million and investment income received of \$1.8 million. Redemptions of short-term investments and assets whose use is restricted included drawing down nearly \$59.4 million from the Series 2015 \$85 million capital project funds to construct North Phase II; liquidating nearly \$19.7 million previously held in the Florida State Treasury's Special Purpose Investment Account (SPIA); and, another \$19.5 million of board designated funds were reclassified from operating cash to SPIA. Cash outflows included purchases of short-term investments and asset whose use is restricted of \$12.3 million, which includes transfers of bank deposits to SPIA of \$10 million and posting an additional \$1.1 million for swap collateral; payments of \$34.1 million in support of UF and its medical programs, payments for acquisition of capital assets of \$85.7 million, and debt, lease, other borrowing and interest payments of \$17.5 million. The Company provided \$2.1 million to fund the defined benefit pension plan.

Credit Ratings

The Company's underlying credit rating of BBB was published by Fitch Ratings in November 2017, with a stable outlook. Moody's Investor Service reaffirmed a Baa3 credit rating in January 2018, with a stable outlook.



Report of Independent Auditors

To the Board of Directors of
Shands Jacksonville HealthCare, Inc. and Subsidiaries

We have audited the accompanying consolidated basic financial statements of Shands Jacksonville HealthCare, Inc. and its subsidiaries (the "Company"), a component unit of the University of Florida, which comprise the consolidated basic statements of net position as of June 30, 2018 and 2017, and the related consolidated basic statements of revenues, expenses and changes in net position and of cash flows for the years then ended, and the related notes to the consolidated basic financial statements.

Management's Responsibility for the Consolidated Basic Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated basic financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated basic financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated basic financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated basic financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the consolidated basic 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 Company'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 basic 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 basic financial statements referred to above present fairly, in all material respects, the financial position of Shands Jacksonville HealthCare, Inc. and its subsidiaries as of June 30, 2018 and 2017, and the changes in financial position and cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.



Emphasis of Matter

As discussed in Note 2 to the consolidated basic financial statements, the Company adopted Governmental Accounting Standards Board Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions* and changed the manner in which it accounts for postemployment benefits other than pensions in 2018. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

The accompanying management's discussion and analysis (unaudited) ("MD&A") on pages 1 through 8, the schedule of changes in the net pension (asset) liability and related ratios (unaudited) on page 45, and the schedule of employer contributions (unaudited) on page 46 are required by accounting principles generally accepted in the United States of America to supplement the consolidated basic financial statements. Such information, although not a part of the consolidated basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the consolidated basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the consolidated basic financial statements, and other knowledge we obtained during our audits of the consolidated basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the consolidated basic financial statements taken as a whole. The supplemental consolidating information on pages 47 through 51 is presented for purposes of additional analysis and is not a required part of the consolidated basic financial statements. The supplemental consolidating 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 basic financial statements. The supplemental consolidating information has been subjected to the auditing procedures applied in the audit of the consolidated basic 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 basic financial statements or to the consolidated basic financial statements themselves and other additional procedures, in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplemental consolidating information is fairly stated, in all material respects, in relation to the consolidated basic financial statements taken as a whole.

PricewaterhouseCoopers L.L.P.

Certified Public Accountants
Jacksonville, Florida
September 25, 2018

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Consolidated Basic Statements of Net Position
June 30, 2018 and 2017

(in thousands of dollars)

	2018	2017
Assets		
Current assets		
Cash and cash equivalents	\$ 103,649	\$ 90,414
Short-term investments	443	11,425
Patient accounts receivable, net of allowance for uncollectibles of \$74,118 and \$74,649, respectively	115,095	107,422
Due from city and state agencies	66	-
Inventories	16,576	16,273
Prepaid expenses and other current assets	11,319	11,341
Assets whose use is restricted, current portion	2,768	2,745
Total current assets	<u>249,916</u>	<u>239,620</u>
Assets whose use is restricted, less current portion	26,005	32,752
Capital assets, net	265,717	265,681
Other assets	16,598	21,242
Total assets	<u>558,236</u>	<u>559,295</u>
Deferred outflows of resources		
Accumulated decrease in fair value of hedge derivatives	-	215
Deferred other postemployment benefits outflows	2,392	913
Deferred pension outflows	3,893	6,702
Total deferred outflows of resources	<u>6,285</u>	<u>7,830</u>
Liabilities		
Current liabilities		
Long-term debt, current portion	8,205	7,869
Capital lease obligations, current portion	1,788	1,105
Accounts payable and accrued expenses	61,745	46,748
Accrued salaries and leave payable	32,566	30,163
Estimated third-party payor settlements	7,783	21,160
Total current liabilities	<u>112,087</u>	<u>107,045</u>
Long-term liabilities		
Long-term debt, noncurrent portion	235,833	244,142
Capital lease obligations, noncurrent portion	5,180	3,577
Other liabilities	10,413	15,140
Total long-term liabilities	<u>251,426</u>	<u>262,859</u>
Total liabilities	<u>363,513</u>	<u>369,904</u>
Deferred inflows of resources		
Accumulated increase in fair value of hedge derivatives	2,862	4,171
Deferred other postemployment benefits inflows	233	300
Deferred pension inflows	4,427	2,496
Total deferred inflows of resources	<u>7,522</u>	<u>6,967</u>
Commitments and contingencies		
Net position		
Net investment in capital assets	51,263	51,330
Restricted		
Expendable	5,153	4,794
Unrestricted	137,070	134,130
Total net position, as restated as of June 30, 2017	<u>\$ 193,486</u>	<u>\$ 190,254</u>

The accompanying notes are an integral part of these consolidated basic financial statements.

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Consolidated Basic Statements of Revenues, Expenses, and
Changes in Net Position
Years Ended June 30, 2018 and 2017

(in thousands of dollars)

	2018	2017
Operating revenues		
Net patient service revenue, net of provision for bad debts of \$66,261 and \$78,845, respectively	\$ 705,617	\$ 683,620
Other operating revenue	13,474	12,788
Total operating revenues	<u>719,091</u>	<u>696,408</u>
Operating expenses		
Salaries and benefits	325,097	306,357
Supplies and services	322,827	318,580
Depreciation and amortization	36,083	30,776
Total operating expenses	<u>684,007</u>	<u>655,713</u>
Operating income	<u>35,084</u>	<u>40,695</u>
Nonoperating revenues (expenses)		
Interest expense	(9,558)	(7,328)
Net investment gain, including change in fair value	1,226	512
Gain on disposal of capital assets, net	8,034	955
Other nonoperating losses, net	338	(134)
Total nonoperating revenue (expense), net	<u>40</u>	<u>(5,995)</u>
Excess of revenues over expenses before transfers and capital contributions	35,124	34,700
Transfers and expenditures in support of the University of Florida and its medical programs	(31,901)	(34,118)
Capital contributions, net	9	293
Increase in net position	<u>3,232</u>	<u>875</u>
Net position		
Beginning of year, as restated as of July 1, 2016	<u>190,254</u>	<u>189,379</u>
End of year, as restated as of June 30, 2017	<u>\$ 193,486</u>	<u>\$ 190,254</u>

The accompanying notes are an integral part of these consolidated basic financial statements.

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Consolidated Basic Statements of Cash Flows
Years Ended June 30, 2018 and 2017

(in thousands of dollars)

	2018	2017
Cash flows from operating activities		
Cash received from patients and third-party payors	\$ 686,076	\$ 677,797
Other receipts from operations	12,703	12,638
Salaries and benefits paid to employees	(320,904)	(304,770)
Payments to suppliers and vendors	(313,289)	(321,314)
Net cash provided by operating activities	<u>64,586</u>	<u>64,351</u>
Cash flows from noncapital financing activities		
Interest paid on Shands note	(715)	(754)
Payments in support of the University of Florida and its medical programs	(26,222)	(34,118)
Payments of long-term debt to Shands	(894)	(855)
Proceeds from disposal of noncapital assets	79	46
Net cash used in noncapital financing activities	<u>(27,752)</u>	<u>(35,681)</u>
Cash flows from capital and related financing activities		
Payments for capital assets	(33,764)	(85,670)
Proceeds from sale of capital assets	8,315	966
Payments of long-term debt and capital lease obligations	(9,060)	(9,391)
Interest paid	(8,647)	(6,469)
Capital contributions	9	293
Net cash used in capital and related financing activities	<u>(43,147)</u>	<u>(100,271)</u>
Cash flows from investing activities		
Investment income received	1,813	1,794
Redemption of short-term investments and assets whose use is restricted	38,322	98,628
Purchase of short-term investments and assets whose use is restricted	(20,587)	(12,304)
Net cash provided by investing activities	<u>19,548</u>	<u>88,118</u>
Net increase in cash and cash equivalents	13,235	16,517
Cash and cash equivalents		
Beginning of year	90,414	73,897
End of year	<u>\$ 103,649</u>	<u>\$ 90,414</u>

The accompanying notes are an integral part of these consolidated basic financial statements.

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Consolidated Basic Statements of Cash Flows (continued)
Years Ended June 30, 2018 and 2017

(in thousands of dollars)

	2018	2017
Reconciliation of operating income to net cash provided by operating activities		
Operating income	\$ 35,084	\$ 40,695
Adjustments to operating income to net cash provided by operating activities		
Depreciation and amortization	36,083	30,776
Provision for bad debts	66,261	78,845
Changes in		
Patient accounts receivable	(74,000)	(82,610)
Prepaid expenses, inventories and other current assets	(297)	(2,622)
Other assets	4,064	(4,499)
Accounts payable and accrued expenses	13,077	6,189
Estimated third-party payor settlements	(13,377)	(2,057)
Other liabilities	(2,309)	(366)
Total adjustments	29,502	23,656
Net cash provided by operating activities	\$ 64,586	\$ 64,351
Disclosure of supplemental cash flow information		
Capital assets purchased through capital lease obligations and other borrowings	\$ 4,267	\$ 25
Net increase (decrease) in fair value of investments	29	(1,801)
Net change in fair value of nonhedged derivatives and other nonoperating losses	338	(134)
Loss related to undepreciated costs on capital asset disposals	360	97
Accrued purchases of property and equipment	5,140	6,691

The accompanying notes are an integral part of these consolidated basic financial statements.

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Notes to Consolidated Basic Financial Statements

June 30, 2018 and 2017

1. Organization

Shands Jacksonville HealthCare, Inc. (“SJH” or the “Company”), formerly known as Jacksonville Health Group, Inc., is a not-for-profit corporation with direct control over Shands Jacksonville Medical Center, Inc. (“SJMC”) and direct or indirect control over numerous other entities, all of which are blended in the accompanying consolidated basic financial statements. During 2013, SJMC began doing business as UF Health Jacksonville. SJMC, formerly known as University Medical Center, Inc. (“UMC”), is a Florida not-for-profit corporation and the principal operating subsidiary of the Company. SJMC is licensed to operate a total of 695 beds at two locations; one in downtown and one in north Jacksonville, Florida. Through a lease with the City of Jacksonville (the “City”) under the terms described in Note 12, the downtown campus operates a teaching hospital and provides clinical settings for medical education programs of the University of Florida (“UF”). SJH is a component unit of UF.

SJH, SJMC and Shands Jacksonville Properties Inc. (“SJP”) are members of the Obligated Group as defined in the Master Trust Indenture dated June 1, 2013. Shands Jacksonville Foundation, Inc. and Shands Jacksonville Community Services, Inc. are affiliated with the Company but are not a part of the Obligated Group.

The President of UF, or his designee, is responsible for the oversight of the Company. The President of UF is appointed by a Board of Trustees that governs UF (the “UF Board”). The members of the UF Board are appointed by the Governor and Board of Governors of the state of Florida.

Under a 2010 reorganization, Shands Teaching Hospital and Clinics, Inc. (“Shands”) is no longer the sole corporate member of the Company, but continues as an affiliated entity under common control of UF. The Company continues to receive management and operational services from Shands.

2. Restatement of Prior Year Consolidated Basic Financial Statements

Effective July 1, 2016, the Company adopted GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions* (“GASB No. 75”). GASB No. 75 addresses accounting and financial reporting for other postemployment plans that are provided to the employees of state and local governmental employers. GASB No. 75 establishes standards for recognizing and measuring liabilities, deferred outflows of resources, deferred inflows of resources, and expense.

The effect of retrospectively adopting GASB No. 75 as of July 1, 2016 was as follows:

(in thousands of dollars)

Net position at June 30, 2016 (as previously reported)	\$ 191,356
Increase in net other postemployment benefit liability	(2,292)
Increase deferred other postemployment benefit outflows	315
Change in net position	<u>(1,977)</u>
Net position at July 1, 2016 (as restated)	<u>\$ 189,379</u>

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Notes to Consolidated Basic Financial Statements

June 30, 2018 and 2017

The impact of adopting GASB No. 75 on excess of revenues over expenses before transfers, capital contributions and other changes in net position for the year ended June 30, 2017 was a decrease in expense of approximately \$537,000, which is reflected in the accompanying consolidated basic statement of revenues, expenses, and changes in net position for the year ended June 30, 2017. As a result, the June 30, 2017 impact on net position by adopting GASB No. 75 was a net decrease of approximately \$1,440,000 and restated net position was approximately \$190,254,000.

3. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated basic financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, including all applicable effective statements of the Governmental Accounting Standards Board ("GASB"), on the accrual basis of accounting and include the accounts of the Company and its subsidiaries. Revenues and expenses are recognized on the accrual basis using the economic resources measurement focus. Significant intercompany accounts and transactions have been eliminated.

Use of Estimates

The preparation of these consolidated basic 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 amounts reported in the consolidated basic financial statements and accompanying notes. Actual results could differ from those estimates.

Tax Status

The Company and its subsidiaries are exempt from federal income taxes pursuant to Section 501(a) as organizations described in Section 501(c)(3) of the Internal Revenue Code and from state income taxes pursuant to Chapter 220 of the Florida Statutes.

Cash and Cash Equivalents

Cash and cash equivalents include investments in highly liquid instruments with maturities of three months or less when purchased, except those classified as assets whose use is restricted in the accompanying consolidated basic financial statements.

Investments

Investments are carried at fair value. Interest, dividends, and gains and losses on investments, both realized and unrealized, are included in nonoperating revenues (expenses) when earned.

The estimated fair value of investments is based on quoted market prices. Unrealized gains or losses on investments resulting from fair value fluctuations are recorded in the accompanying consolidated basic statements of revenues, expenses, and changes in net position in the period such fluctuations occur.

Inventories

Inventories consist principally of medical, surgical, and pharmaceutical supplies that are stated at the lower of cost (average cost method) or market.

Assets Whose Use is Restricted

Assets whose use is restricted are cash and cash equivalents comprised of a debt service reserve fund, swap collateral and internally designated funds for clinical support, education, research, and other health programs and amounts to be used for mandatory redemption of bonds.

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Notes to Consolidated Basic Financial Statements

June 30, 2018 and 2017

Capital Assets

Capital assets are recorded at cost, except for donated items, which are recorded at fair value at the date of receipt as an addition to net position. Buildings and equipment under capital leases are stated at the present value of minimum lease payments at the inception of the lease. Routine maintenance and repairs are expensed when incurred. Depreciation for financial reporting purposes is computed using the straight-line method over the estimated useful lives of the related depreciable assets. Capital assets under capital leases are amortized using the straight-line method over the shorter period of the lease term or the estimated useful life of the related assets. Such amortization is included in depreciation and amortization expense in the accompanying consolidated basic statements of revenues, expenses, and changes in net position. Gains and losses on dispositions are recorded in the year of disposal.

Costs of Borrowing

Interest costs incurred on borrowed funds during the period of construction or development of capital assets are capitalized as a component of the cost of acquiring those assets. Bond issue costs are expensed at the time of issuance. There was approximately \$1,230,000 and \$1,327,000 of net unamortized original premiums for the Series 2015 and 2013A Bonds at June 30, 2018 and 2017, respectively, which will be amortized over the remaining periods of the obligations using the effective interest method.

Deferred Outflows and Inflows of Resources

Deferred outflows of resources represent a consumption of net assets that is applicable to a future reporting period. Deferred inflows of resources represent an acquisition of net assets that is applicable to a future reporting period. Deferred outflows of resources have a positive effect on net position, similar to assets, and deferred inflows of resources have a negative effect on net position, similar to liabilities. Notwithstanding those similarities, deferred outflows of resources are not assets and deferred inflows of resources are not liabilities and accordingly are not included in those sections of the accompanying consolidated basic statements of net position, but rather, separately reported.

Accrued Personal Leave

The Company provides accrued time off to eligible employees for vacations, holidays, and short-term illness dependent on their years of continuous service and their payroll classification. The Company accrues the estimated expense related to personal leave based on pay rates currently in effect. Upon termination of employment, employees will have their eligible accrued personal leave paid in full. Accrued personal leave was approximately \$15,956,000 and \$15,427,000 as of June 30, 2018 and 2017, respectively, and is included in accrued salaries and leave payable in the accompanying consolidated basic statements of net position.

Defined Benefit Pension Plan

For purposes of measuring the net pension liability or asset, deferred outflows of resources and deferred inflows of resources related to the defined benefit plan, and defined benefit pension expense, information about the fiduciary net position of the Shands HealthCare Pension Plan (the "Plan") and additions to/deductions from the Plan's fiduciary net position have been determined on the same basis as they are reported to the Plan. For this purpose, benefit payments are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

Long-Term Debt

Long-term debt is comprised of tax exempt bond issues, a note payable and revolving debt.

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Notes to Consolidated Basic Financial Statements

June 30, 2018 and 2017

Net Position

Net position is categorized as “net investment in capital assets,” “restricted - expendable,” and “unrestricted.” Net investment in capital assets is intended to reflect the portion of net position that is associated with nonliquid capital assets, less outstanding balances due on borrowings used to finance the purchase or construction of those assets related to debt. Unspent debt proceeds are excluded from the calculation of net investment in capital assets and are included in unrestricted net position, unless the unspent amounts are externally restricted. Restricted – expendable have restrictions placed on their use through external constraints imposed by contributors. Unrestricted are those that do not meet the definition of net investment in capital assets and have no third-party restrictions on use.

Operating Revenues and Expenses

The Company’s consolidated basic statements of revenues, expenses, and changes in net position distinguish between operating and nonoperating revenues and expenses. Operating revenues result from exchange transactions associated with providing health care services, the Company’s principal activity. Operating expenses are all expenses incurred to provide health care services. Net investment income, interest expense, and gain (loss) on disposal of assets are reported as nonoperating revenues (expenses). Donations received for the purpose of acquiring or constructing capital assets are recorded below nonoperating revenues (expenses) as capital contributions, net.

Net Patient Service Revenue and Patient Accounts Receivable

SJMC has agreements with third-party payors that provide for payments to SJMC at amounts different from its established rates. Payment arrangements include prospectively determined rates per discharge, reimbursed costs, discounted charges, and per diem payments. Net patient service revenue and patient accounts receivable are reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered and include estimated retroactive revenue adjustments due to future audits, reviews, and investigations. Retroactive adjustments are considered in the recognition of revenue on an estimated basis in the period the related services are rendered, and such amounts are adjusted in future periods as adjustments become known or as years are no longer subject to such audits, reviews, and investigations. For the years ended June 30, 2018 and 2017, net patient service revenue increased by approximately \$10,043,000 and \$4,963,000, respectively, due to such adjustments.

Laws and regulations governing the Medicare and Medicaid programs are extremely 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. It is management’s opinion that the estimated amounts, which are recorded as current liabilities in the accompanying consolidated basic statements of net position, represent the best estimate to date of the estimated liability for settlements of outstanding Medicare and Medicaid cost reports.

Medicare

The Company participates in the federal Medicare program. Approximately 30% and 27% of the Company’s net patient service revenue for the years ended June 30, 2018 and 2017, respectively, was derived from services to Medicare beneficiaries. Inpatient acute care services rendered to Medicare beneficiaries are reimbursed at prospectively determined rates per discharge. These rates vary according to a patient classification system that is based on clinical, diagnostic, and other factors.

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Notes to Consolidated Basic Financial Statements

June 30, 2018 and 2017

Inpatient nonacute services, outpatient services, and defined capital costs related to Medicare beneficiaries are reimbursed based upon a prospective reimbursement methodology. The Company is paid for certain reimbursable items at a tentative rate with final settlement determined after submission of annual cost reports by the Company and audits by the Medicare fiscal intermediary. The Company's classification of patients under the Medicare program and the appropriateness of their admission are subject to an independent review. As of June 30, 2018, Medicare cost reports through June 30, 2010, and for fiscal year ended June 30, 2015, were final settled by the Company's Medicare fiscal intermediary.

Medicaid

The Company participates in the State of Florida Medicaid program. The Agency for Health Care Administration is the administrator of the Statewide Medicaid Managed Care Managed Medical Assistance ("MMA") Program in the State of Florida. The MMA program is comprised of several types of managed care plans including Health Maintenance Organizations, Provider Service Networks, and Children's Medical Services Network. The majority of Medicaid beneficiaries are required to enroll in the MMA program. Approximately 15% and 19% of the Company's net patient service revenue for the years ended June 30, 2018 and 2017, respectively, was derived from services to Medicaid beneficiaries. Inpatient services rendered to Medicaid program beneficiaries are reimbursed at prospectively determined rates per discharge and outpatient services are reimbursed at prospectively determined rates based upon Enhanced Ambulatory Patient Groupings ("EAPGs"). Prior to July 1, 2017, outpatient services were reimbursed based upon a cost reimbursement methodology subject to certain ceilings.

In addition to the prospectively determined rates per discharge and EAPG payments received by the Company for the provision of health care services to Medicaid beneficiaries, the State of Florida provides supplemental Medicaid and disproportionate share payments to reflect the additional costs associated with treating the Medicaid population in Florida. These amounts are reflected in net patient service revenue in the accompanying consolidated basic statements of revenues, expenses and changes in net position. As of June 30, 2018, the Medicaid cost reports have been audited by Medicaid fiscal intermediary through June 30, 2015.

Medicaid reimburses providers based on Diagnosis Related Groups for inpatients and traditional interim cost based rates for outpatients. The Company qualified for additional Medicaid reimbursement for quarterly Graduate Medical Education ("GME") and transitional payments.

The Agency for Healthcare Administration ("AHCA"), administrator of the Statewide Medicaid program, implemented a Statewide Medicaid Managed Care Assistance Program ("MMA") comprised of Health Services Organizations, Provider Service Networks, and Children's Medical Service Network. The majority of Medicaid recipients are required to enroll in the MMA program.

The Company's Medicaid interim rates are based on the most recent "as filed" Medicaid cost reports. The outpatient rates used in fiscal year 2018 were based on the unaudited 2016 cost report. The outpatient rates used in fiscal year 2017 were based on the unaudited 2015 cost report.

Other Third-Party Payors

The Company has also entered into reimbursement agreements with certain commercial insurance carriers, health maintenance organizations, and preferred provider organizations. The basis for reimbursement under these agreements includes prospectively determined rates per discharge, discounts from established charges and prospectively determined per diem rates.

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Notes to Consolidated Basic Financial Statements

June 30, 2018 and 2017

Provision for Bad Debts and Allowance for Uncollectible Accounts

The provision for bad debts is based on management's assessment of historical and expected net collections, considering business and economic conditions, trends in federal and state governmental health care coverage, and other collection indicators. Throughout the year, management assesses the adequacy of the allowance for uncollectible accounts based upon these trends. The results of these reviews are then used to make any modification to the provision for bad debts to establish an appropriate allowance for uncollectible accounts. Patient accounts receivable are written off after collection efforts have been followed under the Company's policies.

Risk Management

The Company is exposed to various risks of loss from torts; theft of, damage to, and destruction of assets; business interruption; errors and omissions; employee injuries and illnesses; natural disasters; medical malpractice; and employee health, dental, and accident benefits. Commercial insurance coverage is purchased for claims arising from such matters in excess of self-insured limits. Settled claims have not exceeded this commercial coverage for the years ended June 30, 2018 and 2017.

The Company was granted sovereign immunity under the provision of Chapter 2011-114, Laws of Florida, and further codified in 768.28(2), Florida Statutes. As such, recovery in tort actions are limited to \$200,000 for any one person for one incident and all recovery related to one incident is limited to a total of \$300,000.

Derivative Financial Instruments

The Company uses interest rate swaps to manage net exposure to interest rate changes related to its borrowings and to lower its overall borrowing costs. The interest rate swaps are evaluated for hedge effectiveness. If the interest rate swap is determined to be an effective hedge, its fair value is an asset or liability with a corresponding deferred outflow or inflow in the accompanying consolidated basic statements of net position. The Company accounts for changes in fair value of interest rate swaps that do not qualify for hedge accounting within other nonoperating losses in the consolidated basic statements of revenues, expenses, and changes in net position.

Recent Accounting Pronouncements

In November 2016, the GASB issued GASB Statement No. 83, *Certain Asset Retirement Obligations* ("GASB No. 83"). GASB No. 83 addresses accounting and financial reporting for certain asset retirement obligations ("ARO's"), which are legally enforceable liabilities associated with the retirement of a tangible capital asset. GASB No. 83 is effective for fiscal years beginning after June 15, 2018. The Company is currently evaluating the impact GASB No. 83 will have on its consolidated basic financial statements.

In January 2017, the GASB issued GASB Statement No. 84, *Fiduciary Activities* ("GASB No. 84"). The principal objective of GASB No. 84 is to enhance the consistency and comparability of fiduciary activity reporting by state and local governments. GASB No. 84 is effective for fiscal years beginning after December 15, 2018. The Company is currently evaluating the impact GASB No. 84 will have on its consolidated basic financial statements.

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Notes to Consolidated Basic Financial Statements

June 30, 2018 and 2017

In June 2017, the GASB issued GASB Statement No. 87, *Leases* ("GASB No. 87"). GASB No. 87 establishes standards of accounting and financial reporting by lessees and lessors. GASB No. 87 will require a lessee to recognize a lease liability and an intangible right-to-use lease asset at the commencement of the lease term, with certain exceptions, and will require a lessor to recognize a lease receivable and a deferred inflow of resources at the commencement of the lease term, with certain exceptions. GASB No. 87 is effective for fiscal years beginning after December 15, 2019. The Company is currently evaluating the impact GASB No. 87 will have on its consolidated basic financial statements.

In April 2018, the GASB issued GASB Statement No. 88, *Certain Disclosures Related to Debt, including Direct Borrowings and Direct Placements* ("GASB No. 88"). The principal objective of GASB No. 84 is to improve the information that is disclosed in notes to government financial statements related to debt. GASB No. 88 is effective for fiscal years beginning after June 15, 2018. The Company is currently evaluating the impact GASB No. 88 will have on its consolidated basic financial statements.

In June 2018, the GASB issued GASB Statement No. 89, *Accounting for Interest Cost Incurred before the End of a Construction Period* ("GASB No. 89"). Upon adoption of GASB No. 89, interest costs incurred before the end of a construction period will be recognized as an expense in the period in which the cost is incurred. GASB No. 89 is effective for fiscal years beginning after December 15, 2019. The Company will adopt GASB No. 89 for the year ending June 30, 2021.

In addition, the Company adopted GASB Statement No. 81, *Irrevocable Split-Interest Agreements*, GASB Statement No. 85, *Omnibus 2017*, and GASB Statement No. 86, *Certain Debt Extinguishment Issues*, for the year ended June 30, 2018. The adoption of such statements did not have a material impact on the consolidated basic financial statements.

4. **Un-sponsored Community Benefit**

Community benefit is a planned, managed, organized, and measured approach to a health care organization's participation in meeting identified community health needs. It implies collaboration with a "community" to "benefit" its residents, particularly the poor and other underserved groups, by improving health status and quality of life. Community benefit projects and services are identified by health care organizations in response to findings of a community health assessment, strategic and/or clinical priorities, and partnership areas of attention.

Community benefit categories include financial assistance, community health services, health professions education, research, and donations. The Company has a long history of providing community benefits and has quantified these benefits using national guidelines developed by the Catholic Health Association in collaboration with the Voluntary Hospital Association ("VHA").

The Company has policies providing financial assistance for patients requiring care but who have limited or no means to pay for that care. These policies provide free or discounted health and health-related services to persons who qualify under certain income and assets criteria. Because the Company does not pursue collection of amounts determined to qualify for financial assistance, they are not reported as net patient service revenue. The Company maintains records to identify and monitor the level of financial assistance it provides. Charges forgone for services provided under the Company's financial assistance policy for the years ended June 30, 2018 and 2017 were approximately \$440,539,000 and \$425,747,000, respectively.

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Notes to Consolidated Basic Financial Statements

June 30, 2018 and 2017

In addition to direct financial assistance, the Company provides benefits for the broader community. The cost of providing these community benefits can exceed the revenue sources available. Examples of the benefits provided by the Company and general definitions regarding those benefits are described below:

- Community health services include activities carried out to improve community health. They extend beyond patient care activities and are usually subsidized by the health care organization. Examples include community health education, counseling and support services, and health care screenings.
- Health professional education includes education provided in clinical settings such as internships and programs for physicians, nurses, and allied health professionals. Also included are scholarships for health professional education related to providing community health improvement services and specialty in-service programs to professionals in the community.
- Donations include funds and in-kind services benefiting the community-at-large.

The Company's valuation of unsponsored community benefits at estimated cost for the years ended June 30, 2018 and 2017 is as follows:

<i>(in thousands of dollars)</i>	2018	2017
Financial assistance provided	\$ 89,822	\$ 88,699
Government support applied to charity care	<u>(26,276)</u>	<u>(26,276)</u>
Net unreimbursed financial assistance	<u>63,546</u>	<u>62,423</u>
Benefits for the broader community		
Community health services	343	282
Health professions education	28,522	30,837
Donations	<u>28</u>	<u>33</u>
Total quantifiable benefits for the broader community	<u>28,893</u>	<u>31,152</u>
Total community benefits	<u>\$ 92,439</u>	<u>\$ 93,575</u>

The estimated cost of financial assistance provided was determined by applying the Company's overall expense to charge ratio to total charges foregone. Cost of benefits for the broader community represents actual expenses incurred.

The Company also plays a leadership role in the communities it serves by providing additional community benefits that have not been quantified. This role includes serving as a state designated Level I trauma center and maintaining air ambulance services to help meet the emergency healthcare needs in Jacksonville.

In addition to the community benefits described above, the Company provides additional benefits to the community through advocacy of community service by employees. The Company's employees serve numerous organizations through board representation, in-kind and direct donations, fund-raising, youth sponsorship, and other related activities.

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Notes to Consolidated Basic Financial Statements
June 30, 2018 and 2017

5. Cash, Cash Equivalents, Investments and Assets Whose Use is Restricted

Cash, cash equivalents, investments and assets whose use is restricted are reported in the accompanying consolidated basic statements of net position as follows at June 30, 2018 and 2017:

<i>(in thousands of dollars)</i>	2018	2017
Current assets		
Cash and cash equivalents	\$ 103,649	\$ 90,414
Short-term investments	443	11,425
Assets whose use is restricted, current portion	<u>2,768</u>	<u>2,745</u>
	106,860	104,584
Long-term assets		
Assets whose use is restricted, less current portion	<u>26,005</u>	<u>32,752</u>
	<u>\$ 132,865</u>	<u>\$ 137,336</u>

The composition of cash, cash equivalents, investments and assets whose use is restricted at June 30, 2018 and 2017 is as follows:

<i>(in thousands of dollars)</i>	Market Value	Investment Maturities		
		Less Than 1 Year	1–3 Years	N/A
2018				
Certificates of deposit	\$ 6,505	\$ 6,505	\$ -	\$ -
Florida Treasury Investment Pool ("SPIA")	19,942	-	19,942	-
Money market funds	5,481	-	-	5,481
Bank deposits	<u>100,937</u>	<u>-</u>	<u>-</u>	<u>100,937</u>
	<u>\$ 132,865</u>	<u>\$ 6,505</u>	<u>\$ 19,942</u>	<u>\$ 106,418</u>

<i>(in thousands of dollars)</i>	Market Value	Investment Maturities		
		Less Than 1 Year	1–3 Years	N/A
2017				
Certificates of deposit	\$ 6,431	\$ 6,431	\$ -	\$ -
Florida Treasury Investment Pool ("SPIA")	37,739	-	37,739	-
Money market funds	5,419	-	-	5,419
Bank deposits	<u>87,747</u>	<u>-</u>	<u>-</u>	<u>87,747</u>
	<u>\$ 137,336</u>	<u>\$ 6,431</u>	<u>\$ 37,739</u>	<u>\$ 93,166</u>

The Florida State Treasury operates a special investment program for public entities and is called the Special Purpose Investment Account ("SPIA"). The Florida Treasury Investment Pool invests in a combination of short-term liquid instruments and intermediate fixed income securities. A maximum of 40% can be redeemed with 5 day notice including less than \$20 million with same day notice. The remaining 60% can be redeemed with 6 month notice. The 6 month notice can be waived by SPIA administration upon request.

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Notes to Consolidated Basic Financial Statements
June 30, 2018 and 2017

Assets whose use is restricted include amounts internally designated by the Board of Directors, amounts held by bond trustees, and swap collateral, which is comprised of the following at June 30, 2018 and 2017:

<i>(in thousands of dollars)</i>	2018	2017
Internally designated by the Board of Directors for clinical support, education, research and other health programs	\$ 19,500	\$ 19,500
Debt service reserve and project funds	6,505	13,252
Held by bank as collateral for interest rate swaps	<u>2,768</u>	<u>2,745</u>
	28,773	35,497
Less: Current portion	<u>(2,768)</u>	<u>(2,745)</u>
Long-term portion	<u>\$ 26,005</u>	<u>\$ 32,752</u>

Investment Risk Factors

There are many factors that can affect the value of investments. Some, such as concentration of credit risk, custodial credit risk, interest rate risk and foreign currency risk may affect both equity and fixed income securities. Equity securities respond to such factors as economic conditions, individual company earnings performance and market liquidity, while fixed income securities may be sensitive to credit risk and changes in interest rates.

Credit Risk

This is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The Company invests either by participating in SPIA or through an investment agent. The agreement with the investment agent has specific objectives and guidelines, which includes issuer credit quality, a list of specific allowable investments and credit ratings.

The credit risk profile of the Company's investments and assets whose use is restricted as of June 30, 2018 and 2017 is as follows:

<i>(in thousands of dollars)</i>	Fair Value	Ratings		
		AAA	A1+/P1	A+f
2018				
Certificates of deposit	\$ 6,505	\$ -	\$ 6,505	\$ -
Florida Treasury Investment Pool ("SPIA")	19,942	-	-	19,942
Money market funds	<u>5,481</u>	<u>5,481</u>	-	-
	<u>\$ 31,928</u>	<u>\$ 5,481</u>	<u>\$ 6,505</u>	<u>\$ 19,942</u>

<i>(in thousands of dollars)</i>	Fair Value	Ratings		
		AAA	A1+/P1	A+f
2017				
Certificates of deposit	\$ 6,431	\$ -	\$ 6,431	\$ -
Florida Treasury Investment Pool ("SPIA")	37,739	-	-	37,739
Money market funds	<u>5,419</u>	<u>5,419</u>	-	-
	<u>\$ 49,589</u>	<u>\$ 5,419</u>	<u>\$ 6,431</u>	<u>\$ 37,739</u>

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Notes to Consolidated Basic Financial Statements
June 30, 2018 and 2017

Concentration of Credit Risk

Investments in any one issuer that represent 5% or more of the Company's investment portfolio are required to be disclosed. Investments issued or explicitly guaranteed by the U.S. government and investments in mutual funds, external investment pools, and other pooled investments are excluded from this requirement. As of June 30, 2018 and 2017, the Company did not have any investments that equaled or exceeded this threshold.

Custodial Credit Risk

As of June 30, 2018 and 2017, the Company's investments were not exposed to custodial credit risk since the full amount of investments were insured, collateralized, or registered in the Company's name.

Interest Rate Risk

The Company's investment agent guidelines limit maximum effective maturities to one year as a means of managing its exposure to fair value losses arising from increasing interest rates. While SPIA does hold some longer term maturities, participants have the ability to invest and obtain funds in the same day, subject to certain limitations.

Investment gain, net for fiscal years 2018 and 2017 is as follows:

<i>(in thousands of dollars)</i>	2018	2017
Investment income in provider service network	\$ 200	\$ 535
Dividends and interest income	997	1,778
Net increase (decrease) in the fair value of investments	<u>29</u>	<u>(1,801)</u>
Investment gain, net	<u>\$ 1,226</u>	<u>\$ 512</u>

6. Fair Value

The Company categorizes its fair value measurements within the fair value hierarchy. The hierarchy is summarized in the three broad levels listed below.

- Level 1 – quoted prices in active markets for identical investments.
- Level 2 – other significant observable inputs (including quoted prices for similar investments, interest rates, credit risks, etc.).
- Level 3 – significant unobservable inputs (including the Company's own assumptions in determining the fair value of investments).

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Notes to Consolidated Basic Financial Statements
June 30, 2018 and 2017

The recurring fair value measurement of investments at June 30, 2018 and 2017:

(in thousands of dollars)

	2018 Fair Value	2017 Fair Value
Investments measured by fair value level	\$ -	\$ -
Investments measured at the net asset value ("NAV")		
Florida Treasury Investment Pool ("SPIA")	19,942	37,739
Total investments measured at the NAV	<u>19,942</u>	<u>37,739</u>
Other		
Money markets funds and certificates of deposit	11,986	11,850
Cash collateral on deposit with swap counterparty	2,768	2,745
	<u>\$ 34,696</u>	<u>\$ 52,334</u>

The SPIA funds are combined with State Funds and are invested as part of the Florida Treasury Investment Pool and are measured at the NAV per share or its equivalent.

The Company's swaps are classified in Level 2 of the fair value hierarchy. The fair value of the nonhedged interest rate swap is estimated using the present value of expected discounted future cash flows based on the maturity date. The fair value of the hedged interest rate and total return swaps are estimated using the zero-coupon discounting method. This method calculates the future payments required by the swap, assuming that the current forward rates implied by the yield curve are the market's best estimate of future spot interest rates. These payments are then discounted using the spot rates implied by the current yield curve for a hypothetical zero-coupon rate bond due on the date of each future net settlement payment on the swaps. Fair value of the interest rate swaps are included in Note 9.

The Company's long-term debt is classified in Level 2 of the fair value hierarchy. The fair value of fixed rate debt is estimated based on dealer quotes for hospital taxable and tax-exempt debt with similar terms and maturities and using discounted cash flow analyses based on current interest rates for similar types of borrowing arrangements. The fair value of variable rate debt approximates its carrying value. The carrying amount at June 30, 2018 and 2017 is approximately \$242,808,000 and \$250,684,000, respectively. The estimated fair value at June 30, 2018 and 2017 is approximately \$253,194,000 and \$263,322,000, respectively.

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Notes to Consolidated Basic Financial Statements
June 30, 2018 and 2017

7. Capital Assets

A summary of changes in capital assets during fiscal years 2018 and 2017 is as follows:

<i>(in thousands of dollars)</i>	Balance at June 30, 2017	Additions	Deletions	Transfers	Balance at June 30, 2018
Land	\$ 23,918	\$ -	\$ -	\$ -	\$ 23,918
Buildings and leasehold improvements	360,114	-	(11)	18,110	378,213
Equipment	<u>241,153</u>	-	<u>(1,179)</u>	<u>35,739</u>	<u>275,713</u>
Totals at historical cost	625,185	-	(1,190)	53,849	677,844
Less accumulated depreciation for:					
Buildings and leasehold improvements	(210,232)	(14,592)	1	-	(224,823)
Equipment	<u>(175,492)</u>	<u>(21,491)</u>	<u>829</u>	-	<u>(196,154)</u>
	239,461	(36,083)	(360)	53,849	256,867
Construction-in-progress	<u>26,220</u>	<u>39,320</u>	<u>(2,841)</u>	<u>(53,849)</u>	<u>8,850</u>
Capital assets, net	<u>\$ 265,681</u>	<u>\$ 3,237</u>	<u>\$ (3,201)</u>	<u>\$ -</u>	<u>\$ 265,717</u>

<i>(in thousands of dollars)</i>	Balance at June 30, 2016	Additions	Deletions	Transfers	Balance at June 30, 2017
Land	\$ 23,918	\$ -	\$ -	\$ -	\$ 23,918
Buildings and leasehold improvements	293,101	-	-	67,013	360,114
Equipment	<u>225,258</u>	-	<u>(2,963)</u>	<u>18,858</u>	<u>241,153</u>
Totals at historical cost	542,277	-	(2,963)	85,871	625,185
Less accumulated depreciation for:					
Buildings and leasehold improvements	(197,708)	(12,524)	-	-	(210,232)
Equipment	<u>(160,032)</u>	<u>(18,226)</u>	<u>2,766</u>	-	<u>(175,492)</u>
	184,537	(30,750)	(197)	85,871	239,461
Construction-in-progress	<u>23,908</u>	<u>88,330</u>	<u>(147)</u>	<u>(85,871)</u>	<u>26,220</u>
Capital assets, net	<u>\$ 208,445</u>	<u>\$ 57,580</u>	<u>\$ (344)</u>	<u>\$ -</u>	<u>\$ 265,681</u>

Amortization expense on equipment held under capital lease which is included within depreciation and amortization expense in the consolidated basic statements of revenues, expenses, and changes in net position was approximately \$2,112,000 and \$2,536,000 for the years ended June 30, 2018 and 2017, respectively.

During 2018, the Company sold outpatient dialysis program assets for \$8,300,000 resulting in a gain on sale of capital assets of approximately \$8,036,000, which is included in the consolidated basic statement of revenues, expenses, and changes in net position for the year ended June 30, 2018.

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Notes to Consolidated Basic Financial Statements
June 30, 2018 and 2017

8. Long-Term Debt

Long-term debt is comprised of the following at June 30, 2018 and 2017:

<i>(in thousands of dollars)</i>	2018	2017
Notes Payable		
2011 Shands Note Payable, final maturity October 2030	\$ 15,321	\$ 16,215
Series 2015A, Revolving Line of Credit, matures March 2020, unless extended	20,000	20,000
Healthcare Facilities Revenue Bonds		
Series 2015, UF Health Project, final maturity June 2025	14,732	16,589
Series 2015, final maturity February 2045	85,000	85,000
Series 2013A, final maturity February 2033	60,655	62,490
Series 2013B, final maturity February 2029	47,100	50,390
	<u>242,808</u>	<u>250,684</u>
Net unamortized bond premium	1,230	1,327
Total long-term debt	<u>244,038</u>	<u>252,011</u>
Less: Current portion	(8,205)	(7,869)
Long-term portion	<u>\$ 235,833</u>	<u>\$ 244,142</u>

Changes in the Company's long-term debt, excluding any unamortized discounts or premiums were as follows:

<i>(in thousands of dollars)</i>	Balance at June 30, 2017	Additions	Reductions	Balance at June 30, 2018	Amounts Due Within One Year
Notes Payable					
2011 Shands Note Payable	\$ 16,215	\$ -	\$ (894)	\$ 15,321	\$ 936
Series 2015A, Revolving Line of Credit	20,000	-	-	20,000	-
Healthcare Facilities Revenue Bonds:					
Series 2015, UF Health Project	16,589	-	(1,857)	14,732	1,909
Series 2015	85,000	-	-	85,000	-
Series 2013A	62,490	-	(1,835)	60,655	1,930
Series 2013B	50,390	-	(3,290)	47,100	3,465
Total long-term debt	<u>\$ 250,684</u>	<u>\$ -</u>	<u>\$ (7,876)</u>	<u>\$ 242,808</u>	<u>\$ 8,240</u>

<i>(in thousands of dollars)</i>	Balance at June 30, 2016	Additions	Reductions	Balance at June 30, 2017	Amounts Due Within One Year
Notes Payable:					
2011 Shands Note Payable	\$ 17,071	\$ -	\$ (856)	\$ 16,215	\$ 894
Series 2015A, Revolving Line of Credit	20,000	-	-	20,000	-
Healthcare Facilities Revenue Bonds:					
Series 2015, UF Health Project	18,392	-	(1,803)	16,589	1,857
Series 2015	85,000	-	-	85,000	-
Series 2013A	64,240	-	(1,750)	62,490	1,835
Series 2013B	53,535	-	(3,145)	50,390	3,290
Total long-term debt	<u>\$ 258,238</u>	<u>\$ -</u>	<u>\$ (7,554)</u>	<u>\$ 250,684</u>	<u>\$ 7,876</u>

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Notes to Consolidated Basic Financial Statements
June 30, 2018 and 2017

The current portion of net unamortized bond discount was approximately \$35,000 as of June 30, 2018 and the current portion of net unamortized bond premium was approximately \$7,000 as of June 30, 2017.

Maturities of long-term debt including corresponding interest, over the next five years and in five-year increments thereafter are as follows:

(in thousands of dollars)

Year Ending June 30,	Debt Service	
	Principal	Interest
2019	\$ 8,240	\$ 10,495
2020	28,540	10,033
2021	6,815	9,402
2022	7,094	9,229
2023	7,376	9,048
2024-2028	58,733	40,648
2029-2033	63,045	30,234
2034-2038	19,120	14,624
2039-2043	24,710	9,048
2044-2047	19,135	1,708
	<u>\$ 242,808</u>	<u>\$ 144,469</u>

Cash paid for interest was approximately \$9,362,000 and \$7,223,000 for the years ended June 30, 2018 and 2017, respectively. Capitalized interest was approximately \$1,539,000 for the year ended June 30, 2017. No amounts were capitalized for the year ended June 30, 2018.

See Note 13 for further description of the 2011 Shands Note Payable.

Series 2015 Healthcare Facilities Revenue Bonds

On December 10, 2015, the Company issued \$85 million of tax exempt Healthcare Facilities Revenue Bonds (UF Health – Jacksonville Project), Series 2015, which matures on February 1, 2045. The proceeds of this debt will be used for financing, refinancing or reimbursement for costs of certain capital improvements including the cost of the construction and equipping of a new 92-bed patient tower on UF Health Jacksonville’s North Campus; other miscellaneous improvements and paying costs associated with the issuance of the bonds.

Series 2015 Healthcare Facilities Revenue Bonds

On June 29, 2015, the Company closed on the \$20 million tax exempt issuance of City of Jacksonville, Florida Healthcare Facilities Revenue Bonds (UF Health – Jacksonville Project), Series 2015, which matures on June 30, 2025. The purpose of Series 2015 is for financing, refinancing and reimbursing the costs of capital improvements and for paying for costs of issuance.

Series 2015A Revolving Line of Credit

On March 1, 2015, the Company entered into an interest only \$20 million Revolving Line of Credit Note, Series 2015A, and was advanced the entire amount, which is due and payable in full by March 2020, unless extended. The proceeds of the Revolving Line of Credit, Series 2015A were used primarily for general corporate expenditures.

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Notes to Consolidated Basic Financial Statements
June 30, 2018 and 2017

Series 2013A and 2013B Healthcare Facilities Revenue Bonds

On November 21, 2013, Florida Development Finance Corporation (“FDFC”) issued Healthcare Facilities Revenue Bonds (“Series 2013 A and B Bonds”) on behalf of SJMC. Series 2013A Bonds, for approximately \$64.2 million, is comprised of serial and term bonds. Series 2013B Bonds, for approximately \$59.4 million, issued initially in the R-FLOATs mode, with an R-FLOATs weekly period. The proceeds of this issuance were used to finance various capital improvement projects, pay for cost of issuance, provide a debt service reserve fund and refund the \$100 million of Series 2013 SJMC Taxable Notes. Although total cash flows related to the new debt service, excluding the increase for capital improvements, debt reserve funding and issues cost, will increase by approximately \$48.4 million, the Company will have an economic gain (the difference between the present values of the old and new debt service payments) of approximately \$1.7 million, in the event the Series 2013 A and B Bonds are held to maturity.

Debt Covenants

The Company’s Obligated Group is subject to certain restrictive covenants. At June 30, 2018, the Company’s most restrictive covenants require cash on hand of at least 50 days, a minimum debt service coverage ratio of 1.0, and a maximum funded debt to total assets ratio of not more than 0.70. In January 2018, the Company obtained an amendment to the cash on hand covenant with respect to the Series 2015A Revolving Line of Credit and the Series 2015, UF Health Project, Healthcare Facilities Revenue Bonds, which resulted in reduction from 60 days to 50 days at June 30, 2018. The cash on hand covenant reverts to 60 days on June 30, 2019 and going forward. The Company’s Obligated Group was in compliance at June 30, 2018.

9. Interest Rate Swaps

On June 30, 2018 and 2017, the Company had the following derivative instruments outstanding, which are recorded in other assets (liabilities) in the accompanying consolidated basic statements of net position:

<i>(in thousands)</i>		Company	Counterparty				2018	2017
Type	Objective	Notional Amount	Notional Amount	Effective Date	Maturity Date	Terms	Fair Value	Fair Value
Fixed rate payer interest rate swap	Hedge changes in interest rate	\$ 9,675	\$ 9,675	1/30/2004	2/1/2021	Receive 67% of USD-LIBOR-BBA, Pay Fixed 3.337%	\$ (257)	\$ (595)
Fixed rate payer interest rate swap	Hedge changes in interest rate	14,732	14,732	6/29/2015	6/30/2025	Receive 65% of USD-LIBOR-BBA + 120 basis point spread, Pay Fixed 2.7350%	109	(215)
Total return interest rate swap	Hedge costs of borrowing	87,268	85,000	12/10/2015	12/10/2020	Receive Fixed 5.25%, Pay 70% of USD-LIBOR-BBA + 195 basis point spread	2,753	4,171
							\$ 2,605	\$ 3,361

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Notes to Consolidated Basic Financial Statements

June 30, 2018 and 2017

The fair value of the nonhedged \$9,675,000 interest rate swap is estimated using the present value of expected discounted future cash flows based on the maturity date and is recorded in other nonoperating losses in the accompanying consolidated basic statements of revenues, expenses, and changes in net position. The fair value of the hedged \$14,732,000 and \$85,000,000 interest rate swaps are recorded in deferred inflows of resources in the accompanying consolidated basic statements of net position and is estimated using the zero-coupon method.

Credit Risk

The Company has sought to limit its counterparty risk by contracting only with highly rated entities. As of June 30, 2018 and 2017, the credit ratings, from various credit rating agencies, for Merrill Lynch Capital Services, Inc., the swap counterparty for the \$9,675,000 and \$85,000,000 swaps, are A+/A3/A- and A/Baa1/BBB+ at June 30, 2018 and 2017, respectively. The credit ratings, from various credit rating agencies, for the \$14,732,000 Compass Bank counterparty's swap are A-/A3/A- and A-/Baa1/BBB+ at June 30, 2018 and 2017, respectively.

Interest Rate Risk

The Company is not exposed to interest rate risk on its fixed rate payer interest rate swaps which hedge the changes in interest rates on the variable rate positions. The Company receives a fixed rate and pays a variable rate for the Series 2015 total return swap.

Basis Risk

The Company is exposed to basis risk on its fixed rate payer swap agreements because the variable rate payments received by the Company on the derivative instruments are based on a rate or index other than the interest rates the Company pays on its variable rate position.

Termination Risk

The interest rate swap agreements use the International Swap Dealers Association Master Agreement, which includes standard termination events provisions, such as failure to pay and bankruptcy.

Commitments

The Company's fixed rate interest rate swap agreements require collateral to be posted if the fair value of the interest rate swap is negative and meets certain thresholds. The threshold amount depends on the Company's unenhanced credit rating as determined by Fitch Ratings. The Company's total return swap requires collateral to be posted based on exposure when the product of the bond amounts multiplied by the difference between the fair market value price and the base price of the bond. Collateral balances were approximately \$2,768,000 and \$2,745,000 at June 30, 2018 and 2017, respectively.

10. Employee Benefit Plans

Defined Contribution Plan

SJMC has a defined contribution plan which allows participants to defer up to 6% of their salary, pursuant to Section 401(k) of the Internal Revenue Code and all limitations contained therein. Effective January 1, 2016, SJMC matches up to 6% of the salary of all eligible employees. Previously, SJMC made contributions of 3% of the salary of all eligible employees and matched employee contributions up to a maximum of an additional 2.25% of their salary. Contributions to this plan by SJMC were approximately \$9,167,000 and \$8,569,000 for the years ended June 30, 2018 and 2017, respectively.

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Notes to Consolidated Basic Financial Statements

June 30, 2018 and 2017

Defined Benefit Pension Plan

Plan Description

The Company participates in the Plan, which is an agent employer defined benefit pension plan that covers eligible Company employees who were hired as of June 30, 2010. The Plan was subsequently frozen effective July 1, 2013. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. The Plan's stand-alone financial statements are filed with the Internal Revenue Service Form 5500, which is available to the public on the Department of Labor's Employee Benefits Security Administration website.

Benefits Provided

On July 1, 2011, participants who were previously receiving benefits under the traditional pension formula began receiving cash balance accruals. Participants continued to accrue cash balance benefits through June 30, 2013, when the Plan was amended to cease accrual of cash balance benefits. This amendment will not cease the accrual of service for vesting or eligibility for early or normal retirement.

Benefit terms provide for annual cost-of-living adjustments to retired participants and beneficiaries of participants. Benefit payments are adjusted each October 1 following benefit commencement to reflect the changes in the Consumer Price Index for the twelve months ending the preceding June 30. The increase or decrease is limited to 3% per year, and may not decrease below the amount of benefit payable at retirement (for retired participants) or at the death of the participant (for beneficiaries of participants).

Employees Covered by Benefit Terms

At June 30, 2017, the measurement date for the pension liability, the following employees were covered by the benefit terms:

Participant data as of July 1, 2016

Active	5
Retired	527
Terminated vested	115
	<hr/>
	647
	<hr/>

Contributions

The Plan's funding policy is to make contributions to meet the minimum funding requirements of Internal Revenue Code Sections 412(a) and 430 as determined by an independent actuary. Additionally, the Company may contribute an amount above the required contribution. The Company's contributions of approximately \$2,017,000 and \$2,071,000 for the years ended June 30, 2018 and 2017, respectively, meet the minimum funding requirements of ERISA.

Net Pension Liability

The Company's net pension liability as of June 30, 2018 was measured as of June 30, 2017. The total pension liability used to calculate the net pension liability as of June 30, 2017 was determined based on the results of an actuarial valuation as of July 1, 2016 projected forward to June 30, 2017 using standard actuarial techniques.

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Notes to Consolidated Basic Financial Statements
June 30, 2018 and 2017

The total pension liability in the July 1, 2016 actuarial valuation was determined based on census data as of July 1, 2016 and the following actuarial assumptions:

Investment Rate of Return: 6.75%, net of pension plan investment expense, including inflation.

Inflation: 1.01% for the period July 1, 2016 through June 30, 2017, 1.10% for the period July 1, 2017 through June 30, 2018, and 2.0% per year thereafter.

Salary increase: Not applicable

Retirement Growth Account Interest Crediting Rate: 3.42% for the period July 1, 2016 through June 30, 2017, 3.17% for the period July 1, 2017 through June 30, 2018, and 4.10% per year thereafter. The 3.42% and 3.17% rates represent actual interest rate credited in each respective period.

Mortality rates were based upon the RP-2014 base mortality rates published in 2014 by the Society of Actuaries, adjusted to remove post-2006 improvement projections with future improvements in mortality from 2016 using the Mercer modified scale MMP-2016 applied on a generational basis.

The actuarial assumptions used in the July 1, 2016 valuation related to retirement and termination rates were based on the results of an actual experience study conducted in 2015 for the period July 1, 2010 through March 31, 2015.

The long-term expected rate of return on pension plan investments was determined using a building block method in which best-estimate ranges of expected real rates of return (expected returns, net of plan investment expenses and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and adding expected inflation. The target allocation and best estimates of arithmetic real rates of return for each major asset class are summarized in the following table:

Asset Class	Target Allocation	Real Rate of Return
Domestic equity	26.0 %	4.55 %
International equity	26.0	4.75 %
Core fixed income	12.5	1.70 %
Long duration fixed income	10.0	2.15 %
Long credit fixed income	10.0	2.80 %
High yield fixed income	8.0	3.40 %
Private equity	7.5	7.45 %
Total	<u>100.0 %</u>	

The discount rate used to measure the total pension liability was 6.75%. The projection of cash flows used to determine the discount rate assumed that employer contributions will be made in amounts equal to the actuarially determined contributions. Based on that assumption, the pension plan's fiduciary net position was projected to be available to make all projected future benefit payments of current active and inactive employees. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Notes to Consolidated Basic Financial Statements
June 30, 2018 and 2017

Changes in the net pension (asset) liability are summarized in the following table:

(in thousands of dollars)

	Increase (Decrease)		
	Total Pension Liability (a)	Plan Fiduciary Net Position (b)	Net Pension Liability (Asset) (a)-(b)
Balances at June 30, 2017	\$ 69,633	\$ 63,219	\$ 6,414
Changes for the year:			
Interest	4,494	-	4,494
Difference between expected and actual experience	754	-	754
Employer contributions	-	2,072	(2,072)
Net investment income	-	8,556	(8,556)
Benefit payments	(6,113)	(6,113)	-
Administrative expense	-	(646)	646
Other changes	(1,907)	-	(1,907)
Net changes	(2,772)	3,869	(6,641)
Balances at June 30, 2018	\$ 66,861	\$ 67,088	\$ (227)

The recurring fair value measurement of the Plan fiduciary net position at June 30, 2018 is as follows:

(in thousands of dollars)

	Fair Value	Quoted Prices	Other	Significant
		In Active Markets	Significant	Unobservable
		for Identical	Observable	Inputs
		Instruments	Inputs	(Level 3)
		(Level 1)	(Level 2)	
Investments by fair value level:				
Interest bearing cash	\$ 9	\$ 9	\$ -	\$ -
Fixed income funds	26,237	12,173	14,064	-
Equity funds	21,333	-	21,333	-
Common stock	16,997	16,997	-	-
Total investments by fair value level	64,576	\$ 29,179	\$ 35,397	\$ -
Investments measured at the NAV:				
Private equity funds	2,279			
Total investments measured at the NAV	2,279			
Total investments measured at fair value	66,855			
Other				
Other plan net assets, net	233			
	\$ 67,088			

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Notes to Consolidated Basic Financial Statements
June 30, 2018 and 2017

The recurring fair value measurement of the Plan fiduciary net position at June 30, 2017 is as follows:

(in thousands of dollars)

	<u>Fair Value</u>	<u>Quoted Prices In Active Markets for Identical Instruments (Level 1)</u>	<u>Other Significant Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
Investments by fair value level:				
Fixed income funds	\$ 27,212	\$ 12,683	\$ 14,529	\$ -
Equity funds	18,466	-	18,466	-
Common stock	14,549	14,549	-	-
Total investments by fair value level	<u>60,227</u>	<u>\$ 27,232</u>	<u>\$ 32,995</u>	<u>\$ -</u>
Investments measured at the NAV:				
Private equity funds	<u>2,708</u>			
Total investments measured at the NAV	<u>2,708</u>			
Total investments measured at fair value	<u>62,935</u>			
Other				
Other plan net assets, net	<u>284</u>			
	<u>\$ 63,219</u>			

Interest bearing cash, fixed income mutual funds and common stock classified in Level 1 of the fair value hierarchy are valued at quoted market prices for identical assets in active markets. The core fixed income fund, fixed income high yield fund and equity funds classified in Level 2 of the fair value hierarchy are valued at market prices for similar assets in active markets. Private equity funds are measured at the NAV per share or its equivalent.

Sensitivity of the Net Pension (Asset) Liability to Changes in the Discount Rate

The following presents the Company's net pension (asset) liability calculated using the discount rate of 6.75%, as well as the net pension (asset) liability using a discount rate that is 1% lower (5.75%) or 1% higher (7.75%):

(in thousands of dollars)

	<u>1% Decrease (5.75%)</u>	<u>Current Discount Rate (6.75%)</u>	<u>1% Increase (7.75%)</u>
Net pension liability (asset)	\$ 5,154	\$ (227)	\$ (4,898)

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Notes to Consolidated Basic Financial Statements
June 30, 2018 and 2017

Pension Expense and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Defined Benefit Pension

The Company recognized pension expense of approximately \$116,000 and \$1,655,000 for the years ended June 30, 2018 and 2017, respectively. At June 30, 2018, the Company reported deferred outflows of resources and deferred inflows of resources related to defined benefit pension from the following sources:

(in thousands of dollars)

	Deferred Outflows of Resource	Deferred Inflows of Resource
Differences between expected and actual experience	\$ 704	\$ 350
Changes of assumptions	1,172	2,685
Net differences between projected and actual earnings on pension plan investments	-	1,392
Contributions made during the year ended June 30, 2018 not yet recognized in net fiduciary position	2,017	-
Total	<u>\$ 3,893</u>	<u>\$ 4,427</u>

Amounts reported as deferred outflows of resources and deferred inflows of resources related to defined benefit pension will be recognized in pension expense as follows:

(in thousands of dollars)

Years Ending	
2019	\$ (675)
2020	(656)
2021	(334)
2022	(887)
Thereafter	-

Payable to the Defined Benefit Pension Plan

As of June 30, 2018 and 2017, there are no payables to the Plan.

11. Other Postemployment Benefits

SJMC sponsors the Shands Jacksonville Health Plan (the "Health Plan"), a single employer plan, which provides medical, dental or vision benefits for eligible retired employees and certain dependents.

Eligibility

Eligible retirees for medical benefits include those not yet Medicare eligible who are enrolled in the medical plan at the time of termination from the Company and are either at least 62 years of age with at least 10 years of service on the date of termination, or, they have worked 30 years for the Company and their date of hire was before January 1, 1976.

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Notes to Consolidated Basic Financial Statements

June 30, 2018 and 2017

Eligible retirees for dental and vision benefits include those who are enrolled in a dental or vision plan at the time of termination from the Company and are either are at least 62 years of age with at least 10 years of service on the date of termination, or, they have 35 years of service on the date of termination.

Eligible retirees can cover dependents for either medical, vision or dental benefits if the dependents are any of the following:

- The eligible retiree's lawful spouse
- The eligible retiree's domestic partner
- The eligible retiree's children who meet these criteria:
 - natural child, stepchild, adopted child (including a child legally placed with the retiree for adoption), foster child, domestic partner's child, or child for whom the retiree has been court appointed as the legal guardian or legal custodian, and
 - under age 26
- The eligible retiree's grandchild. This is the child of an eligible retiree's eligible child, to the maximum age of 18 months, and only if the grandchild's parent is also covered on the eligible retiree's medical plan.

Contributions

The Company's annual postemployment benefits expense is actuarially determined in accordance with GASB No. 75. Projections of benefits are based on the substantive plan (the plan as understood by the employer and the plan members) and include the types of benefits provided and announced future changes at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point.

Costs of medical and dental benefits are shared between the Company and the retiree. Vision benefit costs are the responsibility of the retirees.

Retiree medical contribution increases are calculated so that the expected Company's cost per capita is capped at \$8,845 and increasing 2% annually beginning in 2017 to \$9,022. All future contribution increases for medical benefits beyond the cap are passed on to the retiree and not reflected in the liability since it has no impact on the Company's liability, with the exception of 4 grandfathered retirees eligible for post-65 coverage who have no contribution increases.

Retiree dental contribution increases are based on the dental annual rates of increases healthcare cost trends presented below.

Other Postemployment Benefits Liability

The Company's reported liability for postemployment benefits obligations is calculated using the entry age normal level percent of pay method. As allowable under the terms of GASB No. 75, the Company has elected to measure the total postemployment liability one year prior to the fiscal year end reporting date, with a valuation date of March 31, 2017, rolling forward the obligation to July 1, 2017 using standard actuarial techniques. There are no significant changes known which would impact the total postemployment liability between the measurement date and the reporting date, other than typical plan experience.

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Notes to Consolidated Basic Financial Statements
June 30, 2018 and 2017

For purposes of the June 30, 2017 measurement date, the number of plan participants consisted of the following:

Participant data as of July 1, 2017	Medical	Dental
Retirees	27	212
Spouses	3	50
Surviving Spouses	-	-
	<u>30</u>	<u>262</u>

As of July 1, 2017, there were 234 fully eligible active employees and 4,271 active but not fully eligible employees.

Changes in the total reported liability for postemployment benefits obligations for the years ended June 30, 2018 and 2017 are summarized as follows:

(in thousands of dollars)

	2018	2017
Balance, beginning of year	\$ 4,601	\$ 4,221
Changes for the year		
Service cost	163	105
Interest	128	154
Change in benefit terms	403	-
Difference between expected and actual experience	235	(367)
Changes of assumptions	1,552	802
Benefit payments	(257)	(314)
Net changes	<u>2,224</u>	<u>380</u>
Balances, end of year	<u>\$ 6,825</u>	<u>\$ 4,601</u>

The Company does not maintain a separate legal trust to house assets used to fund postemployment benefits, has no obligation to make contributions in advance of when insurance premiums or claims are due for payment and currently pays for postemployment benefits on a pay-as-you-go basis.

Significant actuarial assumptions used at each respective measurement date are as follows:

Discount rate on 20-year General Obligation Municipal Bonds

- 3.60% per annum for the July 1, 2017 measurement date
- 2.85% per annum for the July 1, 2016 measurement date

Medical healthcare cost trend rates

- Initial/ultimate 6.4%/4.5% increases for the July 1, 2017 measurement date
- Initial/ultimate 6.7%/4.5% increases for the July 1, 2016 measurement date

Dental healthcare cost trend rates of initial/ultimate 4.9%/4.5% increases for both the July 1, 2017 and July 1, 2016 measurement dates.

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Notes to Consolidated Basic Financial Statements
June 30, 2018 and 2017

Mortality was based on the RP-2014 Mortality Annuitant/Non-Annuitant no collar adjusted to remove post-2007 mortality improvements. MMP-2016 projection scale applied on a generational basis.

Sensitivity of the net Other Postemployment Benefits Liability to the Changes in the Healthcare Cost Trend Rates

The following shows the total other postemployment liability of the plan as well as what the liability would be if it were calculated using healthcare cost trend rates that are 1 percentage point higher and 1 percentage point lower.

(in thousands of dollars)

	1% Decrease	Current Trend	1% Increase
Net other postemployment benefit liability	\$ 6,053	\$ 6,825	\$ 7,773

Sensitivity of the net Other Postemployment Benefits Liability to the Changes in the Discount Rate

The following shows the total other postemployment liability of the plan as well as what the liability would be if it were calculated using the discount rate of 3.60% and the effect on the liability of using a discount rate that is 1 percentage point lower (2.60%) and 1 percentage point higher (4.60%).

(in thousands of dollars)

	1% Decrease (2.60%)	Current Discount Rate (3.60%)	1% Increase (4.60%)
Net other postemployment benefit liability	\$ 7,749	\$ 6,825	\$ 6,077

The components of postemployment benefits expense for the year ended June 30, 2018 are summarized as follows:

(in thousands of dollars)

Service cost	\$ 163
Interest	128
Change in benefit terms	403
Amortization of differences between expected and actual experience	(24)
Amortization of changes of assumptions	432
Total other postemployment benefits expense	<u>\$ 1,102</u>

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Notes to Consolidated Basic Financial Statements
June 30, 2018 and 2017

Deferred outflows related to postemployment benefits obligations at June 30, 2018 are summarized as follows:

(in thousands of dollars)

	Deferred Outflows of Resource	Deferred Inflows of Resource
Differences between expected and actual experience	\$ 193	\$ 233
Changes of assumptions	1,775	-
Contributions made during the year ended June 30, 2018 not yet recognized in net fiduciary position	424	-
Total	<u>\$ 2,392</u>	<u>\$ 233</u>

Deferred outflows related to changes in assumptions and the difference between expected and actual plan experience will be amortized into expense in the following years ended June 30:

(in thousands of dollars)

Years Ending	
2019	\$ 409
2020	409
2021	409
2022	367
Thereafter	141

12. Commitments and Contingencies

Leases

SJMC entered into an amended lease agreement with the City as of October 1, 1987, further amended as of October 1, 1999, with respect to the former UMC facilities to provide for a lease term expiring in 2067 with an additional 30-year renewal option. The agreement provides for annual rentals of \$1 for the lease term. The leased assets are returned to the possession of the City at the termination of the lease. SJMC is responsible for the management, operation, maintenance, and repair of the facilities.

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Notes to Consolidated Basic Financial Statements
June 30, 2018 and 2017

The following is a schedule, by year, of future minimum lease payments under non-cancelable operating leases as of June 30, 2018:

(in thousands of dollars)

Years Ending	
2019	\$ 16,813
2020	15,336
2021	12,819
2022	9,267
2023	8,090
Thereafter	<u>37,441</u>
Total minimum lease payments	<u>\$ 99,766</u>

Rent expense related to operating leases for the years ended June 30, 2018 and 2017 was approximately \$18,992,000 and \$18,827,000, respectively.

Total gross assets under capital leases included in capital assets were approximately \$22,874,000 and \$18,608,000 at June 30, 2018 and 2017, respectively. Accumulated amortization on capital leases at June 30, 2018 and 2017 was approximately \$16,127,000 and \$13,937,000, respectively.

Future capital lease payments are as follows:

(in thousands of dollars)

Years Ending	
2019	\$ 1,962
2020	1,932
2021	1,897
2022	<u>1,563</u>
Total minimum lease payments	7,354
Less: Amount representing interest	<u>(386)</u>
Present value of net minimum lease payments	<u>\$ 6,968</u>

Construction and Other Commitments

The Company has contracts for construction and remodeling of facilities and for the purchase and maintenance of computer application software for its core operation systems. The remaining commitments relating to these contracts is \$5,601,000, which includes retainage of \$460,000 at June 30, 2018.

Professional Liability

SJMC participates with other health care providers in the University of Florida J. Hillis Miller Health Center/Jacksonville Self-Insurance Program ("UFJSIP"). UFJSIP is an operating unit of the Board of Governors of the State of Florida ("FBOG"). UFJSIP provides occurrence-based coverage to the Company. Insurance in excess of the coverage provided by UFJSIP is provided by the University of Florida Healthcare Education Insurance Company ("UFHEIC"). UFHEIC is wholly owned by FBOG. UFHEIC provides coverage to the Company on a claims reported basis. UFHEIC obtains reinsurance for a substantial portion of the insurance coverage that it provides to

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Notes to Consolidated Basic Financial Statements

June 30, 2018 and 2017

the participants in its insurance program. The policies between both UFJSIP and UFHEIC and SJMC are not retrospectively rated. The costs incurred by the Company related to these policies are expensed in the period that coverage is provided.

SJMC could be subject to malpractice claims in excess of insurance coverage through UFJSIP or UFHEIC; however, the estimated potential loss, if any, cannot be estimated. Management of the Company is not aware of any potential uninsured losses that could materially affect the financial position of the Company.

Self-Insurance

The Company has a self-insurance plan for health and medical coverage for the employees of the Company. Amounts contributed by the Company and its employees to the plan are determined by the level of benefits coverage selected by each employee. Expenses related to the self-insured health and medical plan for the years ended June 30, 2018 and 2017 were approximately \$30,923,000 and \$26,834,000, respectively.

SJMC is self-insured for workers' compensation up to \$600,000 per occurrence, and has purchased excess coverage from commercial carriers up to the amount allowed by Florida Statutes. Total workers' compensation expense for the years ended June 30, 2018 and 2017 was approximately \$778,000 and \$911,000, respectively.

Litigation

The Company is involved in litigation arising in the normal course of business. After consultation with legal counsel, management believes that these matters will be resolved without material adverse effect on the Company's future consolidated basic financial position or results of operations.

Other Industry Risks

The health care industry is subject to numerous laws and regulations of federal, state, and local governments. Compliance with these laws and regulations can be subject to government review and interpretation, as well as regulatory actions unknown and unasserted at this time. Recently, federal government activity has increased with respect to investigations and allegations concerning possible violations by health care providers of regulations, which could result in the imposition of significant fines and penalties, as well as significant repayments of previously billed and collected revenue from patient services. There have also been numerous lawsuits filed against non-profit hospitals related to charity care. These lawsuits allege various hospital practices related to the uninsured, including, among other things, charging uninsured patients more than what insurers would pay for the same services, rapidly rising prices, and aggressive collection policies. Management believes that the Company is in compliance with current laws and regulations and that the Company's ultimate exposure from any such matters would not have a material effect on the Company's consolidated basic financial statements.

In addition, the Affordable Care Act requires organizations who receive overpayments from Medicare and other federal programs whether due to inappropriate billings, lack of required documentation, or other reasons, to report and return such amounts. The Company routinely conducts reviews of the accuracy of the billing system in place, as well investigates any allegations that may indicate inappropriate billings or receipt of overpayments. The Company has made and will continue to make routine refunds of any identified overpayments to the fiscal intermediaries. The Company may also make repayments to the Office of the Inspector General of the Department of Health and Human Services (the "OIG") through the use of the Self-Referral Disclosure Protocol. Such overpayments result from inaccurate or ineligible billings. In some cases, these disclosures

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Notes to Consolidated Basic Financial Statements

June 30, 2018 and 2017

may result in the Company refunding the overpayment and paying penalties as they may be assessed.

During the year ended June 30, 2016, the Company became aware of inaccurate billings in a certain department and has made use of the Self-Referral Disclosure Protocol, discussed above, and accrued a liability for the estimated amount of the overpayments and corresponding penalties as such amounts were estimable and probable of payment. During the year ended June 30, 2018, the Company settled this matter with the OIG and paid such amounts due pursuant to the settlement.

At June 30, 2018, the Company believes that the liability recorded in estimated third party payor settlements on the consolidated basic statement of net position is the Company's best estimate of amounts due to Medicare, Medicaid and other third party payors for settlements related to outstanding cost reports and any overpayments. These matters, once resolved, could result in settlements that differ from the amounts accrued.

13. Transactions with Related Parties

As of June 30, 2018, SJMC and University of Florida Jacksonville Physicians, Inc. ("UFJP") were contingently liable as joint and several co-guarantors for the payment of 100% of both the principal and interest on \$8,500,000 of Industrial Revenue Bonds related to the indebtedness of the Faculty Clinic, Inc. The guarantees were issued in connection with the Industrial Revenue Bonds, which were used to build the facility in which SJMC and UFJP are currently tenants. The bonds were issued on January 11, 1989, bearing variable interest rates and mature on July 1, 2019. At June 30, 2018, the outstanding amount of the Industrial Revenue Bonds is \$800,000. The bonds are collateralized by an irrevocable letter of credit with a bank which expires in August 2019.

Shands, a related party controlled by UF, entered into a Support Services Agreement to support, as needed, the management team of SJMC in the administrative functions of the hospital through the provision of services and personnel. Expenses related to these services were approximately \$7,383,000 and \$6,882,000 for the years ended June 30, 2018 and 2017, respectively. At June 30, 2018 and 2017, the Company owed Shands approximately \$1,080,000 and \$428,000, respectively.

SJMC supports UF College of Medicine – Jacksonville's clinical, teaching and research activities and contracts for certain medical services from UFJP. These expenditures were approximately \$67,118,000 and \$70,869,000 for the years ended June 30, 2018 and 2017, respectively, of which approximately \$31,901,000 and \$34,118,000 for the years ended June 30, 2018 and 2017, respectively, are transfers and expenditures in support of UF and its medical programs included under this caption in the accompanying consolidated basic statements of revenue, expenses, and changes in net position. At June 30, 2018 and 2017, payables related to this arrangement amounted to approximately \$7,783,000 and \$402,000, respectively, and are included in accounts payable and accrued expenses in the accompanying consolidated basic statements of net position.

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Notes to Consolidated Basic Financial Statements
June 30, 2018 and 2017

At June 30, 2018 and 2017, the Company has a note payable (“2011 Shands Note Payable”) of approximately \$15,321,000 and \$16,215,000, respectively, due to Shands. The 2011 Shands Note Payable is payable in quarterly principal and interest installments of \$402,310, with interest at 4.5% annually and matures on October 1, 2030. The current portion of the note payable of approximately \$936,000 and \$894,000 is included within long-term debt, current portion, and the long-term portion of the note payable of approximately \$14,385,000 and \$15,321,000 is included within long-term debt, noncurrent portion, at June 30, 2018 and 2017, respectively, in the accompanying consolidated basic statements of net position.

14. Concentrations of Credit Risk

SJMC grants credit without collateral to its patients, many of whom are local residents and are insured under third-party payor agreements. The mix of net receivables from patients and third-party payors is as follows:

	2018	2017
Medicare	26%	25%
Medicaid	25%	27%
Managed Care	21%	21%
Other third-party payors	28%	27%
	<u>100%</u>	<u>100%</u>

Certain financial instruments potentially subject the Company to concentrations of credit risk. These financial instruments consist primarily of cash and cash equivalents, investments and patient accounts receivable. Concentrations of credit risk with respect to patient accounts receivable are limited to Medicare, Medicaid and various commercial payors. The Company places its cash and cash equivalents and investments with what management believes to be high-quality financial institutions and thus limits its credit exposure. The Company has deposits in excess of the federal insured amount of \$250,000. Management does not anticipate nonperformance risk by the financial institutions.

15. Subsequent Events

The Company has assessed the impact of subsequent events through September 25, 2018, the date the audited consolidated basic financial statements were issued, and has concluded that there are no such events that require adjustment to or disclosure in the consolidated basic financial statements.

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Schedule of Changes in the Net Pension (Asset) Liability and Related Ratios
(Unaudited)
Years Ended June 30, 2018 and 2017

(in thousands of dollars)

	2018	2017
Total pension liability		
Service cost	\$ -	\$ -
Interest	4,494	4,738
Changes of benefit terms	-	-
Differences between expected and actual experience	754	(714)
Changes of assumptions	(1,907)	(2,637)
Benefit payments	(6,113)	(7,942)
Net change in total pension liability	<u>(2,772)</u>	<u>(6,555)</u>
Total pension liability – beginning	<u>69,633</u>	<u>76,188</u>
Total pension liability – ending (a)	<u>\$ 66,861</u>	<u>\$ 69,633</u>
Plan fiduciary net position		
Employer contributions	\$ 2,072	\$ 1,241
Net investment income	8,556	487
Benefit payments	(6,113)	(7,942)
Administrative expense	(646)	(663)
Net change in fiduciary net position	<u>3,869</u>	<u>(6,877)</u>
Plan fiduciary net position – beginning	<u>63,219</u>	<u>70,096</u>
Plan fiduciary net position – ending (b)	<u>\$ 67,088</u>	<u>\$ 63,219</u>
Net pension liability (asset) – ending (a)-(b)	<u>\$ (227)</u>	<u>\$ 6,414</u>
Plan fiduciary net position as a percentage of total pension liability	100.34%	90.79%

Notes to Schedule

Covered payroll information is not provided as the plan is frozen and contributions are not determined by current payroll as benefit accruals ceased July 1, 2013.

Changes of assumptions 2018

Mortality was updated from MMP-2007 to MMP 2016 projection scale.

The interest credit assumption was updated from 3.42% to 3.17% for 2017/2018 to reflect the actual rate in effect for the year. The ultimate interest credit rate was unchanged.

The cost of living assumption was updated to 1.01% for 2016/2017 and 1.1% for 2017/2018.

The ultimate cost of living rate was unchanged at 2.00%.

Changes of assumptions 2017:

The investment return assumption was increased from 6.5% to 6.75% to reflect the updated capital market outlook.

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Schedule of Employer Contributions (Unaudited)
June 30, 2008 Through June 30, 2018

<i>(in thousands of dollars)</i>	2018	2017
Actuarially determined contribution	\$ -	\$ -
Contributions in relation to the actuarially determined contribution	<u>2,017</u>	<u>2,071</u>
Contribution excess	<u>\$ (2,017)</u>	<u>\$ (2,071)</u>

Notes to Schedule

Contributions are based on ERISA minimum funding requirements and shown for the plan year. Assumptions and methods used to determine those contributions vary by year, but for the most recent year are:

Valuation date	July 1, 2017
Actuarial cost method	Unit Credit
Asset valuation method	2-year smoothing
Inflation	N/A
Discount	PPA segmented yield curve rate of 4.16% for the first 5 years, 5.72% for the next 15 years, and 6.48% thereafter
Salary increase	N/A
Retirement age	Traditional plan and retirement growth account retirement rates vary by age
Mortality	The prescribed static annuitant and non-annuitant mortality tables are based on the RP-2000 mortality table and are projected with mortality improvement to valuation plus 7, and 15 years based on Scale AA.

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Consolidating Basic Statement of Net Position
June 30, 2018

(in thousands of dollars)

	Shands Jacksonville Medical Center Obligated Group ⁽¹⁾	Other	Eliminations	Consolidated Total
Assets				
Current assets				
Cash and cash equivalents	\$ 99,596	\$ 4,053	\$ -	\$ 103,649
Short-term investments	442	1	-	443
Patient accounts receivable, net	115,095	-	-	115,095
Due from city and state agencies	66	-	-	66
Inventories	16,576	-	-	16,576
Prepaid expenses and other current assets	55,815	11,895	(56,391)	11,319
Assets whose use is restricted, current portion	2,768	-	-	2,768
Total current assets	<u>290,358</u>	<u>15,949</u>	<u>(56,391)</u>	<u>249,916</u>
Assets whose use is restricted, less current portion	26,005	-	-	26,005
Capital assets, net	244,766	20,951	-	265,717
Other assets	14,400	2,198	-	16,598
Total assets	<u>575,529</u>	<u>39,098</u>	<u>(56,391)</u>	<u>558,236</u>
Deferred outflows of resources				
Deferred other postemployment benefits outflows	2,392	-	-	2,392
Deferred pension outflows	3,893	-	-	3,893
Total deferred outflows of resources	<u>6,285</u>	<u>-</u>	<u>-</u>	<u>6,285</u>
Liabilities				
Current liabilities				
Long-term debt, current portion	8,205	-	-	8,205
Capital lease obligations, current portion	1,788	-	-	1,788
Accounts payable and accrued expenses	76,023	42,113	(56,391)	61,745
Accrued salaries and leave payable	32,566	-	-	32,566
Estimated third-party payor settlements	7,783	-	-	7,783
Total current liabilities	<u>126,365</u>	<u>42,113</u>	<u>(56,391)</u>	<u>112,087</u>
Long-term liabilities				
Long-term debt, noncurrent portion	235,833	-	-	235,833
Capital lease obligations, noncurrent portion	5,180	-	-	5,180
Other liabilities	10,410	3	-	10,413
Total long-term liabilities	<u>251,423</u>	<u>3</u>	<u>-</u>	<u>251,426</u>
Total liabilities	<u>377,788</u>	<u>42,116</u>	<u>(56,391)</u>	<u>363,513</u>
Deferred inflows of resources				
Accumulated increase in fair value of hedge derivatives	2,862	-	-	2,862
Deferred other postemployment benefits inflows	233	-	-	233
Deferred pension inflows	4,427	-	-	4,427
Total deferred inflows of resources	<u>7,522</u>	<u>-</u>	<u>-</u>	<u>7,522</u>
Commitments and contingencies				
Net position				
Net investment in capital assets	30,312	20,951	-	51,263
Restricted				
Expendable	3,395	1,758	-	5,153
Unrestricted	162,797	(25,727)	-	137,070
Total net position	<u>\$ 196,504</u>	<u>\$ (3,018)</u>	<u>\$ -</u>	<u>\$ 193,486</u>

(1) Per the Master Trust Indenture dated June 1, 2013, the Obligated Group is comprised of Shands Jacksonville HealthCare, Inc., Shands Jacksonville Medical Center, Inc. and Shands Jacksonville Properties, Inc.

Shands Jacksonville HealthCare, Inc. and Subsidiaries
Consolidating Basic Statement of Net Position
June 30, 2017

(in thousands of dollars)

	Shands Jacksonville Medical Center Obligated Group ⁽¹⁾	Other	Eliminations	Consolidated Total
Assets				
Current assets				
Cash and cash equivalents	\$ 85,792	\$ 4,622	\$ -	\$ 90,414
Short-term investments	11,419	6	-	11,425
Patient accounts receivable, net	107,422	-	-	107,422
Inventories	16,273	-	-	16,273
Prepaid expenses and other current assets	54,974	11,653	(55,286)	11,341
Assets whose use is restricted, current portion	2,745	-	-	2,745
Total current assets	<u>278,625</u>	<u>16,281</u>	<u>(55,286)</u>	<u>239,620</u>
Assets whose use is restricted, less current portion	32,752	-	-	32,752
Capital assets, net	244,108	21,573	-	265,681
Other assets	19,044	2,198	-	21,242
Total assets	<u>574,529</u>	<u>40,052</u>	<u>(55,286)</u>	<u>559,295</u>
Deferred outflows of resources				
Accumulated decrease in fair value of hedge derivatives	215	-	-	215
Deferred other postemployment benefits outflows	913	-	-	913
Deferred pension outflows	6,702	-	-	6,702
Total deferred outflows of resources	<u>7,830</u>	<u>-</u>	<u>-</u>	<u>7,830</u>
Liabilities				
Current liabilities				
Long-term debt, current portion	7,869	-	-	7,869
Capital lease obligations, current portion	1,105	-	-	1,105
Accounts payable and accrued expenses	59,204	42,830	(55,286)	46,748
Accrued salaries and leave payable	30,163	-	-	30,163
Estimated third-party payor settlements	21,160	-	-	21,160
Total current liabilities	<u>119,501</u>	<u>42,830</u>	<u>(55,286)</u>	<u>107,045</u>
Long-term liabilities				
Long-term debt, noncurrent portion	244,142	-	-	244,142
Capital lease obligations, noncurrent portion	3,577	-	-	3,577
Other liabilities	15,134	6	-	15,140
Total long-term liabilities	<u>262,853</u>	<u>6</u>	<u>-</u>	<u>262,859</u>
Total liabilities	<u>382,354</u>	<u>42,836</u>	<u>(55,286)</u>	<u>369,904</u>
Deferred inflows of resources				
Accumulated increase in fair value of hedge derivatives	4,171	-	-	4,171
Deferred other postemployment benefits inflows	300	-	-	300
Deferred pension inflows	2,496	-	-	2,496
Total deferred inflows of resources	<u>6,967</u>	<u>-</u>	<u>-</u>	<u>6,967</u>
Commitments and contingencies				
Net position				
Net investment in capital assets	29,757	21,573	-	51,330
Restricted				
Expendable	3,395	1,399	-	4,794
Unrestricted	159,886	(25,756)	-	134,130
Total net position, as restated ⁽²⁾	<u>\$ 193,038</u>	<u>\$ (2,784)</u>	<u>\$ -</u>	<u>\$ 190,254</u>

(1) Per the Master Trust Indenture dated June 1, 2013, the Obligated Group is comprised of Shands Jacksonville HealthCare, Inc., Shands Jacksonville Medical Center, Inc. and Shands Jacksonville Properties, Inc.

(2) The Company adopted GASB No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*, as of July 1, 2017 and, as required, adjusted net position as of July 1, 2016 and restated the consolidated basic financial statement of net position as of June 30, 2017.

Shands Jacksonville HealthCare, Inc. and Subsidiaries

Consolidating Basic Statement of Revenues, Expenses, and Changes in Net Position

Year Ended June 30, 2018

(in thousands of dollars)

	Shands Jacksonville Medical Center Obligated Group ⁽¹⁾	Other	Eliminations	Consolidated Total
Operating revenues				
Net patient service revenue, net of provision for bad debts of \$66,261	\$ 705,617	\$ -	\$ -	\$ 705,617
Other operating revenue	11,100	2,673	(299)	13,474
Total operating revenues	<u>716,717</u>	<u>2,673</u>	<u>(299)</u>	<u>719,091</u>
Operating expenses				
Salaries and benefits	324,792	305	-	325,097
Supplies and services	321,402	1,724	(299)	322,827
Depreciation and amortization	35,461	622	-	36,083
Total operating expenses	<u>681,655</u>	<u>2,651</u>	<u>(299)</u>	<u>684,007</u>
Operating income	<u>35,062</u>	<u>22</u>	<u>-</u>	<u>35,084</u>
Nonoperating revenues (expenses)				
Interest	(9,558)	-	-	(9,558)
Net investment gain, including change in fair value	1,192	34	-	1,226
Gain on disposal of capital assets, net	8,034	-	-	8,034
Other nonoperating gain, net	338	-	-	338
Total nonoperating revenue, net	<u>6</u>	<u>34</u>	<u>-</u>	<u>40</u>
Excess of revenues over expenses before transfers and capital contributions	35,068	56	-	35,124
Transfers and expenditures in support of the University of Florida and its medical programs	(31,901)	-	-	(31,901)
Capital contributions, net	299	(290)	-	9
Increase (decrease) in net position	<u>3,466</u>	<u>(234)</u>	<u>-</u>	<u>3,232</u>
Net position				
Beginning of year, as restated ⁽²⁾	<u>193,038</u>	<u>(2,784)</u>	<u>-</u>	<u>190,254</u>
End of year	<u>\$ 196,504</u>	<u>\$ (3,018)</u>	<u>\$ -</u>	<u>\$ 193,486</u>

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Shands Jacksonville HealthCare, Inc. and Subsidiaries

Consolidating Basic Statement of Revenues, Expenses, and Changes in Net Position

Year Ended June 30, 2017

(in thousands of dollars)

	Shands Jacksonville Medical Center Obligated Group ⁽¹⁾	Other	Eliminations	Consolidated Total
Operating revenues				
Net patient service revenue, net of provision for bad debts of \$78,845	\$ 683,620	\$ -	\$ -	\$ 683,620
Other operating revenue	10,503	2,584	(299)	12,788
Total operating revenues	<u>694,123</u>	<u>2,584</u>	<u>(299)</u>	<u>696,408</u>
Operating expenses				
Salaries and benefits	306,022	335	-	306,357
Supplies and services	317,311	1,568	(299)	318,580
Depreciation and amortization	30,154	622	-	30,776
Total operating expenses	<u>653,487</u>	<u>2,525</u>	<u>(299)</u>	<u>655,713</u>
Operating income	<u>40,636</u>	<u>59</u>	<u>-</u>	<u>40,695</u>
Nonoperating revenues (expenses)				
Interest	(7,328)	-	-	(7,328)
Net investment gain, including change in fair value	489	23	-	512
Gain on disposal of capital assets, net	955	-	-	955
Other nonoperating gain (losses), net	566	(700)	-	(134)
Total nonoperating expense, net	<u>(5,318)</u>	<u>(677)</u>	<u>-</u>	<u>(5,995)</u>
Excess (deficit) of revenues over expenses before transfers and capital contributions	35,318	(618)	-	34,700
Transfers and expenditures in support of the University of Florida and its medical programs	(34,118)	-	-	(34,118)
Capital contributions, net	1,089	(796)	-	293
Increase (decrease) in net position	<u>2,289</u>	<u>(1,414)</u>	<u>-</u>	<u>875</u>
Net position				
Beginning of year, as restated ⁽²⁾	190,749	(1,370)	-	189,379
End of year, as restated ⁽²⁾	<u>\$ 193,038</u>	<u>\$ (2,784)</u>	<u>\$ -</u>	<u>\$ 190,254</u>

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Shands Jacksonville HealthCare, Inc. and Subsidiaries

Note to Supplemental Consolidating Information

Note to Supplemental Consolidating Information

The accompanying consolidating information presents the financial position and results of operations of each of the significant component operating units and affiliates of the Company as of June 30, 2018 and 2017 and for the years then ended, in conformity with accounting principles generally accepted in the United States of America, including applicable statements of the GASB, on the accrual basis of accounting. The accompanying consolidating information presents adjustments necessary to eliminate significant intercompany accounts and transactions. The accompanying consolidating information is presented for purposes of additional analysis of the consolidated basic financial statements rather than to present the financial position and results of operations of the individual companies and is not a required part of the consolidated basic financial statements.