OVERLAKE HOSPITAL ASSOCIATION

Consolidated Financial Statements
and Consolidating Information

June 30, 2016 and 2015

(With Independent Auditors' Report Thereon)

KPMG LLP
Suite 2900
1918 Eighth Avenue
Seattle, WA 98101

Independent Auditors' Report

The Board of Directors
Overlake Hospital Association:

We have audited the accompanying consolidated financial statements of Overlake Hospital Association and subsidiaries, which comprise the consolidated balance sheets as of June 30, 2016 and 2015, and the related consolidated statements of operations and changes in net assets, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Overlake Hospital Association and subsidiaries as of June 30, 2016 and 2015, and the results of their operations and their cash flows for the years then ended, in accordance with U.S. generally accepted accounting principles.

Other Matters

Our audit was performed for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating information in Schedules 1 and 2 is presented for the purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

KPMG LLP

October 20, 2016

OVERLAKE HOSPITAL ASSOCIATION

Consolidated Balance Sheets

June 30, 2016 and 2015

(In thousands)

Assets		**2016**	**2015**
Current assets:			
Cash and cash equivalents	$	29,803	32,096
Receivables, net of allowance for uncollectibe accounts of $8,049 in 2016 and $8,425 in 2015		54,136	48,852
Current portion of pledges receivable		3,027	1,996
Current portion of assets whose use is limited		8,279	8,222
Supplies inventory		8,563	8,039
Prepaid expenses		9,600	7,712
Other current assets		8,114	7,290
Total current assets		121,522	114,207
Assets whose use is limited:			
Restricted by donors		8,776	11,144
Management designated		3,253	3,331
Funds held under bond indenture and collateral agreements		8,279	8,222
Less current portion		(8,279)	(8,222)
Total assets whose use is limited, net of current portion		12,029	14,475
Investments		353,423	334,954
Long-term portion of pledges receivable, net		387	1,353
Other long-term receivables, net		4,343	12,046
Land, buildings, and equipment, net		236,010	237,798
Other assets:			
Investments in joint ventures		2,714	2,752
Deferred financing costs, net		1,916	2,103
Prepaid pension		—	1,903
Other assets		2,751	3,648
Total other assets		7,381	10,406
Total assets	$	735,095	725,239

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OVERLAKE HOSPITAL ASSOCIATION

Consolidated Balance Sheets

June 30, 2016 and 2015

(In thousands)

Liabilities and Net Assets	**2016**	**2015**
Current liabilities:		
Current portion of long-term debt	$ 8,204	7,943
Accounts payable	18,208	15,212
Accrued liabilities	53,876	45,248
Accrued interest payable	3,844	3,936
Payable to third-party agencies	7,166	5,029
Total current liabilities	91,298	77,368
Long-term debt, net of current portion	166,508	175,026
Pension liability	2,435	—
Other long-term liabilities	10,740	17,055
Total liabilities	270,981	269,449
Net assets:		
Unrestricted net assets	452,353	442,076
Temporarily restricted net assets	6,185	8,232
Permanently restricted net assets	5,576	5,482
Total net assets	464,114	455,790
Total liabilities and net assets	$ 735,095	725,239

See accompanying notes to consolidated financial statements.

OVERLAKE HOSPITAL ASSOCIATION

Consolidated Statements of Operations and Changes in Net Assets

Years ended June 30, 2016 and 2015

(In thousands)

		2016	2015
Operating revenue:			
Patient service revenue	$	502,495	481,030
Provision for uncollectible accounts		(7,534)	(9,271)
Net patient service revenue		494,961	471,759
Other operating revenue		15,192	15,964
Contribution revenue		1,683	2,657
Net operating revenue		511,836	490,380
Operating expenses:			
Salaries		208,473	192,374
Registry		9,473	6,332
Employee benefits		50,674	45,172
Supplies		85,935	80,654
Purchased services		49,364	43,496
Interest		9,533	9,684
Depreciation and amortization		33,339	36,632
Rent, leases, and utilities		11,455	11,203
Hospital taxes and assessments		20,278	27,665
Marketing, insurance, and other		17,904	15,481
Total operating expenses		496,428	468,693
Excess of revenue over expenses from operations		15,408	21,687
Nonoperating revenue, net:			
Investment income		9,803	6,348
Loss on refinancing		—	(5,069)
Total nonoperating revenue, net		9,803	1,279
Excess of revenue over expenses		25,211	22,966
Other changes in unrestricted net assets:			
Net assets released for capital acquisitions		3,907	565
Change in pension liability		(6,583)	(2,248)
Change in net unrealized losses on investments		(12,543)	(4,460)
Other		285	197
Increase in unrestricted net assets		10,277	17,020
Changes in temporarily restricted net assets:			
Contributions		3,268	5,380
Investment income		296	248
Change in net unrealized losses on investments		(205)	(93)
Net assets released from restrictions		(5,406)	(2,376)
(Decrease) increase in temporarily restricted net assets		(2,047)	3,159
Changes in permanently restricted net assets:			
Contributions		94	15
Increase in permanently restricted net assets		94	15
Increase in net assets		8,324	20,194
Net assets, beginning of year		455,790	435,596
Net assets, end of year	$	464,114	455,790

See accompanying notes to consolidated financial statements.

OVERLAKE HOSPITAL ASSOCIATION

Consolidated Statements of Cash Flows

Years ended June 30, 2016 and 2015

(In thousands)

	2016	2015
Cash flows from operating activities:		
Change in net assets	$ 8,324	20,194
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation and amortization	33,339	36,632
Provision for uncollectible accounts	7,534	9,271
Loss on disposal of assets	(21)	14
Loss on refinancing of long-term debt	—	5,069
Restricted contributions received for capital and permanently restricted purposes	(1,012)	(1,946)
Net realized and unrealized losses on investments	12,698	6,176
Equity earnings in joint ventures	(2,339)	(2,218)
Changes in operating assets and liabilities:		
(Increase) decrease in:		
Receivables, net	(12,818)	(7,047)
Pledges receivable	(65)	(1,799)
Supplies inventory	(524)	(755)
Prepaid expenses	(1,888)	7,991
Other current assets	(824)	16,723
Other long-term receivables	7,703	81
Prepaid pension	1,903	(365)
Increase (decrease) in:		
Accounts payable	2,782	2,218
Accrued liabilities	8,628	(14,618)
Deferred safety net revenue	—	(9,807)
Accrued interest payable	(92)	(595)
Payable to third-party agencies	2,137	2,176
Pension liability	2,435	—
Other long-term liabilities	(6,315)	480
Net cash provided by operating activities	61,585	67,875
Cash flows from investing activities:		
Purchase of land, buildings, and equipment	(30,575)	(18,875)
Proceeds from disposal of assets	85	104
Proceeds from sale of investments and assets whose use is limited	34,415	202,101
Purchase of investments and assets whose use is limited	(63,194)	(235,853)
Distributions from joint ventures	2,377	2,372
Purchase of other assets	(55)	(110)
Net cash used in investing activities	(56,947)	(50,261)
Cash flows from financing activities:		
Restricted contributions received for capital and permanently restricted purposes	1,012	1,946
Principal payments on long-term debt	(7,943)	(12,078)
Proceeds from issuance of long-term debt	—	58,116
Refunding of long-term debt	—	(67,195)
Financing fees paid	—	(826)
Net cash used in financing activities	(6,931)	(20,037)
Net decrease in cash and cash equivalents	(2,293)	(2,423)
Cash and cash equivalents, beginning of year	32,096	34,519
Cash and cash equivalents, end of year	$ 29,803	32,096
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 9,625	10,279
Purchase of land, buildings, and equipment included in accounts payable	3,693	3,479
Exchange of shares in investments	—	16,915

See accompanying notes to consolidated financial statements.

(1) Description of Organization and Summary of Significant Accounting Policies

(a) Organization

Overlake Hospital Association (the Association) is a 501(c)(3) not-for-profit corporation located in Bellevue, Washington. The purpose of the Association is to promote and conduct health-related activities through its affiliation with other health-related organizations. The Association owns buildings adjacent to the Overlake Hospital Medical Center campus and currently leases space for mixed office use.

Overlake Hospital Medical Center (the Hospital) is a 501(c)(3) not-for-profit corporation located in Bellevue, Washington. The Hospital's primary service area is from Bothell to Black Diamond and from the Cascade Mountains to Lake Washington, including Mercer Island. The Hospital provides inpatient, outpatient, and emergency care services. The Association is the sole member of the Hospital.

The Hospital is affiliated with other healthcare related organizations including the following:

Overlake Medical Clinics, LLC (the Clinics) was formed to establish, own, and operate primary care clinics and other outpatient healthcare entities. The Hospital is the sole member of the Clinics.

Overlake Hospital Foundation (the Foundation) is a 501(c)(3) not-for-profit corporation. The purpose of the Foundation is to: (a) receive grants, bequests, donations, and contributions on behalf of; (b) provide fund-raising and other support to; and (c) make contributions to Overlake Hospital and its related tax-exempt corporations. The Hospital is the sole member of the Foundation.

Overlake Hospital Auxiliaries (the Auxiliaries) is a 501(c)(3) not-for-profit corporation. The purpose of the Auxiliaries is to promote, support, and advance the well-being of the Hospital through a variety of ways including serving as goodwill ambassadors to the community, conducting fund-raising activities, maintaining membership strength, and providing services to the Hospital for the benefit of its patients and their families. The Auxiliaries are controlled by the Hospital.

Overlake Provider Network, LLC (the Provider Network) was formed to: (a) develop a clinically integrated network among health care providers to allow providers to evaluate and modify their practice patterns through interdependence and cooperation in order to improve access, control costs, and promote the delivery of quality health care services; (b) develop and provide new models for the delivery of health care services, and otherwise improve access, efficiency, and the quality of care of patients; and (c) participate in activities designed and carried on to promote the general health of the community. The Hospital is the sole member of the Provider Network.

Overlake Medical Tower LLC (the Medical Tower) was formed to acquire, own, develop, and operate a medical office building and garage complex on the Hospital's campus. The Association is the sole member of the Medical Tower.

The consolidated financial statements of the Association include the accounts of the Association and all of the above listed affiliates.

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(b) Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Significant items subject to such estimates include the provision for contractual allowances and uncollectible accounts, fair value of financial instruments, reserves for employee benefit obligations, and self-insurance reserves for professional liability and workers' compensation.

(c) Basis of Presentation

The consolidated financial statements include the accounts of the Association and its affiliates. All significant intercompany transactions between the Association and its affiliates have been eliminated in consolidation.

(d) Cash and Cash Equivalents

The Association maintains cash on deposit at financial institutions, which at times exceed the limits insured by the Federal Deposit Insurance Corporation. This exposes the Association to potential risk of loss in the event the financial institution becomes insolvent.

(e) Provision for Uncollectible Accounts

The Hospital and the Clinics provide an allowance for potential uncollectible patient accounts receivable whereby such receivables are reduced to their estimated net realizable value. The Hospital estimates this allowance based on the aging of accounts receivable, historical collection experience, and other relevant factors. The Clinics estimate this allowance based on the historical collection experience by the clinic and other relevant factors. There are various factors that can impact the collection trends, such as changes in the economy, which in turn have an impact on unemployment rates and the number of uninsured and underinsured patients, the increased burden of co-insurance, and deductibles to be made by patients with insurance and business practices related to collection efforts. These factors continuously change and can have an impact on collection trends and the estimation process.

(f) Pledges Receivable

Pledges of financial support are recorded at fair value by the Foundation and Auxiliaries when a donor's unconditional promise to give has sufficient definition with respect to the amount and planned timing of the donation. Conditional promises to give and intentions to give are reported at fair value at the earlier of when the contingency is met or the date the gift is received. An allowance for uncollectible pledges is recorded based on an estimated percentage of pledges that may not be collectible based on historical experience. The Foundation and Auxiliaries anticipate collection of net pledges receivable over the next one to five years. Pledges over $250,000 not scheduled to be collected within one year are discounted.

(g) Assets Whose Use is Limited

Certain assets of the Hospital and the Foundation are held in trust under indenture agreements, are restricted by donor stipulations, or are management designated. Assets that have been management designated are subject to change in the future. These assets consist primarily of cash, accrued interest, money market funds, bond mutual funds, and equity mutual funds, and are recorded at fair value.

(h) Investments

Investments consist primarily of cash, money market funds, bond mutual funds, equity mutual funds, and an unregistered equity mutual fund, and are recorded at fair value. Investments are classified as other-than-trading with unrealized gains and losses included in changes in net assets unless the losses are considered other-than-temporary.

(i) Other-Than-Temporary Impairment

The Association reviews investments each period and assesses whether an other-than-temporary impairment has occurred. Each investment within the portfolio is evaluated individually. Major factors that are considered are: 1) fair value of the investment is below cost, 2) loss has been sustained over an extended period of time, and 3) whether the Association intends to sell or could be required to sell the investment security, or, if not, whether it has the ability to hold an investment for a reasonable period of time sufficient for a forecasted recovery of fair value up to or beyond the cost of the investment. Additional factors that might be considered include, but are not limited to: 1) credit risk of the investment, 2) decline attributable to adverse conditions specifically related to the investment, its industry, or geography, 3) investment has been downgraded by a rating agency, 4) dividends have been reduced or eliminated or scheduled interest has not been paid, 5) changes in the value of the investment after the close of the period, 6) trading in the investment has been suspended, and 7) discussion with investment advisor.

A decline in the market value of any other-than-trading security below cost that is deemed to be other-than-temporary results in an impairment to reduce the carrying amount to market value. The impairment is charged against nonoperating revenue and a new cost basis for the security is established.

(j) Land, Buildings, and Equipment

Land, buildings, and equipment acquisitions over $3 with a useful life of at least two years are recorded at cost. Improvements and replacements of buildings and equipment are capitalized; maintenance and repairs are expensed. The cost of land, buildings, and equipment sold or retired and the related accumulated depreciation are removed from the records and any resulting gain or loss is recorded. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets or lease term if shorter.

The fair value of a long-lived asset may change due to a number of factors such as a significant decrease in the market price of a long-lived asset, a significant adverse change in the manner in which the asset is used, a significant adverse change in legal factors or the business climate that could affect

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the value of the asset, or a change in expected useful life due to changes regarding obsolescence, planned replacement, or disposal. When management becomes aware of a situation that causes the fair value of a long-lived asset to be lower than the book value, management records an impairment and revises the estimated useful life as needed.

(k) Deferred Financing Costs

The Association defers the costs of obtaining financing and amortizes these costs over the term of the related debt using the effective-interest method.

(l) Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets are assets that have been limited by donors to a specific time period or purpose. Permanently restricted net assets are assets that have been restricted by donors to be maintained by the Association in perpetuity.

(m) Net Patient Service Revenue

The Association is paid for services to Medicare inpatients under the Prospective Payment System, which provides for reimbursement based on diagnosis-related groupings (DRGs). Such DRG payments are prospectively established and may be greater or less than the Association's actual charges for its services. The majority of Medicare outpatient services are reimbursed based on ambulatory payment classifications (APCs). APC payments are prospectively established and may be greater or less than the Association's actual charges for its services. Payments for Medicare outpatient laboratory services and certain therapeutic services are based on a fee schedule.

The Association is paid for services provided to Medicaid inpatients under a DRG-based system. Payments for Medicaid outpatient services are reimbursed on a percentage of actual charges or a fee schedule.

The Association has agreements with third-party payors that provide for payments at amounts different from its established rates. Payment arrangements include prospectively determined rates per discharge, reimbursed costs, discounted charges, per diem payments and risk sharing agreements. Net patient service revenue is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered, including estimated retroactive adjustments under reimbursement agreements with third-party payors.

For services that are paid under cost-reimbursed contractual arrangements with Medicare, the Association is paid at an interim rate during the year. The difference between the interim rate and the actual reimbursement based on defined allowable costs results in a receivable from or a payable to third-party agencies.

The Medicare program's administrative procedures preclude final determination of amounts receivable from or payable to the Medicare program until after the Association's annual cost reports have been audited or otherwise reviewed and settled by Medicare. The estimated settlement receivable/payable for unsettled cost reports is included in the accompanying consolidated financial statements.

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Retroactive adjustments are accrued on an estimated basis in the period the related services are rendered and adjusted in future periods as final settlements are determined. The Association's net patient service revenue increased by $1,697 and $315 as a result of retroactive adjustments under reimbursement agreements with third-party payors during 2016 and 2015, respectively.

(n) Charity Care

The Association provides service to eligible patients at reduced or no cost based upon the individual patient's financial resources. The Association's policy provides for 100% charity to patients with income up to 200% of the federal poverty guidelines and from 65% to 98% charity to patients with income from 201% to 400% of the federal poverty guidelines. Records are kept to identify, approve, and monitor those costs that are incurred under the charity care policy. Because the Association does not expect payment, estimated charges for charity care are not included in revenue. In addition to the approved charity care described above, the Association believes that other uncollected accounts would be approved under its charity care policy if information about the patient's financial resources were shared with the Association. Such amounts are not considered charity care.

(o) Private Pay Discounts

The Association offers patients with no insurance prompt pay discounts for medically necessary services. A 30% prompt pay discount is granted for full payment within 30 days of the first billing statement. Prompt pay discounts are recorded as an adjustment to patient service charges.

(p) Donor-Restricted Gifts

Gifts received from or pledged by donors are reported as either temporarily or permanently restricted contributions if they are received with donor stipulations that limit the use of the donated assets or contain a time restriction. When a donor restriction expires, that is, when a stipulated time restriction ends or restricted purpose is accomplished, temporarily restricted net assets are reclassified as unrestricted net assets.

(q) Excess of Revenue over Expenses

The consolidated statements of operations and changes in net assets include excess of revenue over expenses. Changes in net assets that are excluded from excess of revenue over expenses include net assets released for capital acquisitions, certain changes in pension liability, change in net unrealized gains or losses on investments that are other-than-trading, appropriation of endowment assets for expenditure, contributions to temporarily and permanently restricted net assets, investment income from donor-designated endowments and net assets released from restrictions.

(r) Federal Income Taxes

The Association is an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code (IRC) and is generally not subject to federal income taxes. However, the Association is subject to income taxes on any net income that is derived from a trade or business, regularly carried on, and not in furtherance of the purposes for which it was granted exemption.

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(s) Recently Issued Accounting Standards

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard as issued was to be effective for the Association on July 1, 2017. In July 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of Effective Date*. This guidance approves a one-year deferral of the effective date of ASU 2014-09. The final ASU now requires the Association to adopt this standard on July 1, 2018. Early application is permitted as of the initial effective date of July 1, 2017, but not prior to that date. The standard permits the use of either the retrospective or cumulative effect transition method. The Association has not determined the impact this standard is expected to have on the financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases*, which, among other things, requires lessees to recognize most leases on-balance sheet. This will increase their reported assets and liabilities – in some cases very significantly. Lessor accounting remains substantially similar to current U.S. GAAP. ASU 2016-02 supersedes Topic 840, *Leases*. ASU 2016-02 is effective for the Association on July 1, 2019. Early adoption is permitted. ASU 2016-02 mandates a modified retrospective transition method for all entities. Adoption of this standard is expected to have a material impact on the Association's financial statements.

In June 2016, the FASB issued ASU 2016-13, *Measurement of Credit Losses on Financial Instruments*, which significantly changes the way entities recognize impairment of many financial assets by requiring immediate recognition of estimated credit losses expected to occur over their remaining life. The changes are effective for annual periods in fiscal years beginning after December 15, 2020, and interim periods in fiscal years beginning after December 15, 2021. All entities may early adopt the standard for annual and interim periods in fiscal years beginning after December 15, 2018. The Foundation has not determined the impact this standard is expected to have on the financial statements.

In August 2016, the FASB issued ASU 2016-14, *Presentation of Financial Statements of Not-for Profit Entities*, which, among other things requires a not for profit to: 1) present on the face of the statement of financial position amounts for two classes of net assets at the end of the period, rather than for the currently required three classes. The two classes are net assets with donor restrictions and net assets without donor restrictions; 2) present on the face of the statement of activities the amount of the change in each of the two classes of net assets; 3) continue to present on the face of the statement of cash flows the net amount for operating cash flows using either the direct or indirect method; 4) provide various enhanced disclosures; 5) report investment return net of external and direct internal investment expenses and no longer require disclosure of those netted expenses; and 6) use, in the absence of explicit donor stipulations, the placed-in-service approach for reporting expirations of restrictions on gifts of cash or other assets to be used to acquire or construct a long-lived asset and reclassify any amounts from net assets with donor restrictions to net assets without donor restrictions for such long-lived assets that have been placed in service as of the beginning of the period of adoption. ASU 2016-14 is effective for the Association on July 1, 2018. ASU 2016-02 should be applied on a

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(Dollars in thousands)

retrospective basis in the year that the Update is first applied. Adoption of this standard is expected to have a material impact on the Association's financial statements.

(2) Net Patient Service Revenue

The following is the mix of patient charges by payor for the years ended June 30, 2016 and 2015:

	2016	2015
Medicare	26%	27%
Medicaid	2	2
Group health	19	18
Premera	13	12
Regence	13	11
Other third-party payors	25	28
Private pay	2	2
Total	100%	100%

(3) Hospital Safety Net Program

In June 2013, The Washington State legislature passed a Hospital Safety Net program that was subject to review by the Centers for Medicare and Medicaid Services (CMS). Under the program, Washington State nongovernmental hospitals are assessed a fee on all non-Medicare patient days. This fee is collected by the state and the state uses these funds to obtain federal Medicaid matching funds. In March 2015, CMS approved the managed care portion of the program for the period July 2013 to December 2013. This approval is also being applied to future periods as long as the program remains substantially the same, therefore allowing all revenues and expenses related to the program to be recognized. The law sunsets on June 30, 2017.

The following revenue and expense is recognized under the program in the consolidated statement of operations:

	2016		2015	
	Revenue	Expense	Revenue	Expense
Managed care portion of the program beginning July 1, 2013 and ending June 30, 2014	$ —	—	13,263	12,425
Hospital Safety Net program beginning July 1, 2014 and ending June 30, 2015	—	—	12,659	11,232
Hospital Safety Net program beginning July 1, 2015 and ending June 30, 2016	16,962	15,880	—	—
Total	$ 16,962	15,880	25,922	23,657

Safety net revenue recognized and not yet received as of June 30, 2016 and 2015 totaled $3,704 and $2,895, respectively. Safety net expenses recognized and not yet paid as of June 30, 2016 and 2015 totaled $3,970 and $2,808, respectively.

(4) Charity Care and Community Benefit

The Association provides care without charge or at reduced rates to patients who qualify for charity care according to the Association’s policy. The Association determines the cost of charity care using a cost to charge ratio following the regulatory guidelines. Total expenses are reduced by bad debt, other operating revenue, the hospital safety net assessment, and community benefit expense and patient charges are reduced by community benefit revenue in determining the cost to charge ratio. The ratio is then applied to the charges that were written off for charity to determine the cost of charity. For the years ended June 30, 2016 and 2015, the cost of providing charity was estimated at approximately $3,809 and $2,994, respectively.

The Association provides care to Medicaid patients at rates below the cost of providing services. For the years ended June 30, 2016 and 2015, payments were less than estimated cost by approximately $14,622 and $10,790, respectively.

The Association is also involved in an array of activities that benefit the broader community. Community education classes are offered in a wide range of health-related topics including preparing for childbirth, positive parenting, infant and child safety, adult first aid, CPR, women’s health, smoking cessation, weight loss, diabetes, balance, dementia, living wills, long-term care insurance, cholesterol, caregiver support, dealing with cancer, and depression. In addition to classes, the Association has a cancer resource center that coordinates support groups, counseling, and provides access to the latest information on cancer at no cost. The Association provides cholesterol, diabetes, and bone density screenings at various community events. The Association assists patients that need help enrolling in Medicaid. Education is part of the Association’s mission and is evidenced by the Association’s participation in several residency programs or by providing a clinical setting for college-based programs including nursing, pharmacy technicians, medical imaging technicians, physical, occupational, and respiratory therapists, dietetic interns, emergency medical technicians, physician assistants, midwives, and nurse practitioners. The Association operates a senior care clinic at a loss for the benefit of the community. The Association participates in clinical research projects. As a community member, the Association participates and helps sponsor many community events in the area it serves. The Association provides support to physician offices to implement electronic medical records upon request. The estimated net unreimbursed expenditures on community benefit programs were $6,213 and $5,600 in 2016 and 2015, respectively.

The Association works in partnership with a number of community agencies and provides volunteer support for programs and events that benefit the community. It is the Association’s belief that giving back to the community is an integral part of its mission.

(Dollars in thousands)

(5) Concentrations of Credit Risk

The Association grants credit without collateral to its patients, most of whom are local residents and are insured under third-party payor agreements. The mix of receivables from patients and third-party payors at June 30 is as follows:

	2016	2015
Medicare	21%	21%
Medicaid	3	2
Group health	13	15
Premera	10	11
Regence	12	11
Other third-party payors	31	28
Private pay	10	12
Total	100%	100%

(6) Provision for Uncollectible Accounts

The Association provides for an allowance against patient accounts receivable for amounts that could become uncollectible. The Association estimates this allowance based on the aging of accounts receivable, historical collection experience, and other relevant factors. There are various factors that can impact the collection trends, such as changes in the economy, which in turn have an impact on unemployment rates and the number of uninsured and underinsured patients, the increased burden of copayments to be made by patients with insurance coverage and business practices related to collection efforts. These factors continuously change and can have an impact on collection trends and the estimation process used by the Association. The Association records a provision for bad debts in the period of services on the basis of past experience, which has historically indicated that many patients are unresponsive or are otherwise unwilling to pay the portion of their bill for which they are financially responsible. The estimates made and changes affecting those estimates for the years ended June 30, 2016 and 2015 are summarized below:

	2016	2015
Changes in allowance for doubtful accounts:		
Allowance for doubtful accounts at beginning of year	$ 8,425	8,213
Write-off of uncollectible accounts, net of recoveries	(7,910)	(9,059)
Provision for uncollectible accounts	7,534	9,271
Allowance for doubtful accounts at end of year	$ 8,049	8,425

(Dollars in thousands)

(7) Assets Whose Use is Limited and Investments

Assets whose use is limited and investments, which are stated at fair value based primarily on quoted market prices, consisting of the following as of June 30, 2016 and 2015:

		2016	2015
Assets whose use is limited:			
Cash and accrued interest receivable	$	748	3,017
Money market funds		8,279	8,222
Bond mutual funds		4,449	4,434
Equity mutual funds		6,832	7,024
Assets whose use is limited	$	20,308	22,697
Investments:			
Cash and accrued interest receivable	$	3,576	1,015
Money market funds		22	38
Bond mutual funds		170,418	162,447
Equity mutual funds		179,407	171,454
Total investments	$	353,423	334,954

Components of unrestricted investment income (which is included in other nonoperating revenue, net) for the years ended June 30, 2016 and 2015 are as follows:

		2016	2015
Interest and dividends	$	9,793	7,878
Net realized gains (losses) on investments		10	(1,530)
Total investment income	$	9,803	6,348

Components of temporarily restricted investment income for the years ended June 30, 2016 and 2015 are as follows:

		2016	2015
Interest and dividends	$	256	341
Net realized gains (losses) on investments		40	(93)
Total investment income	$	296	248

(Continued)

(Dollars in thousands)

The following tables summarize the composition of the Association's assets whose use is limited and investments with unrealized losses as of June 30, 2016 and 2015:

	2016					
	Unrealized losses existing					
	Less than 12 months		12 Months or longer		Total	
Description of securities	**Fair value**	**Unrealized loss**	**Fair value**	**Unrealized loss**	**Fair value**	**Unrealized loss**
Bond mutual funds	$ —	—	26,053	(838)	26,053	(838)
Equity mutual funds	41,875	(2,444)	17,616	(1,910)	59,491	(4,354)
	$ 41,875	(2,444)	43,669	(2,748)	85,544	(5,192)

	2015					
	Unrealized losses existing					
	Less than 12 months		12 Months or longer		Total	
Description of securities	**Fair value**	**Unrealized loss**	**Fair value**	**Unrealized loss**	**Fair value**	**Unrealized loss**
Bond mutual funds	$ 105,701	(1,458)	7,058	(769)	112,759	(2,227)
Equity mutual funds	7,208	(181)	—	—	7,208	(181)
	$ 112,909	(1,639)	7,058	(769)	119,967	(2,408)

The Association recognized $0 and $814 of other-than-temporary impairment on assets whose use is limited and investments during the years ended June 30, 2016 and 2015, respectively.

The majority of the Association's investments and assets whose use is limited are in bond and equity mutual funds. Unrealized losses on these investments and assets whose use is limited are due to the economic environment.

(8) Disclosure about Fair Value of Financial Instruments

Generally Accepted Accounting Principles established a framework for measuring fair value that provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under Accounting Standards Codification (ASC) 820-10-50, *Fair Value Measurement – Overall*, are described below:

- Level 1 – Valuation is based upon quoted prices for identical instruments traded in active markets. At June 30, 2016 and 2015, Level 1 securities include primarily overnight repurchase agreements, money market funds, and mutual funds.
- Level 2 – Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model based valuation techniques for which all significant assumptions are observable in the market. At June 30, 2016 and 2015, Level 2 securities include an unregistered mutual fund.

- Level 3 – Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect the Association's estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of discounted cash flow models and similar techniques. At June 30, 2015, Level 3 securities include an equity fund limited partnership. At June 30, 2016, there were no Level 3 securities.

Fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Association maximizes the use of observable inputs and minimizes the use of unobservable inputs when developing fair value measurements. Fair value measurements for assets and liabilities where there is limited or no observable market data and, therefore, are based primarily upon estimates calculated by the Association, are based on the economic and competitive environment, the characteristics of the asset or liability, and other factors. Therefore, the results cannot be determined with precision and may not be realized upon an actual settlement of the asset or liability. There may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows, that could significantly affect the results of the current or future values.

Following is a description of valuation methods and assumptions used for assets recorded at fair value and for estimating fair value for financial instruments not recorded at fair value but required to be disclosed:

(a) Cash

The carrying amounts, at cost, equal fair value.

(b) Long-Term Debt

Long-term debt is carried at amortized cost; however, accounting standards require the Association to disclose the fair value. The fair value of the Association's long-term debt is estimated based on the future cash flows at the discounted current rates available to the Association for debt of similar type and maturity, which are Level 2 inputs. Any call provisions that apply are taken into account when valuing the debt. The carrying value of the long-term debt is $174,712 and $182,969 as of June 30, 2016 and 2015, respectively. The estimated fair value of the long-term debt is $191,874 and $191,256 as of June 30, 2016 and 2015, respectively.

(Dollars in thousands)

(c) Marketable Securities

The tables below present the balances of assets measured at fair value on a recurring basis as of June 30, 2016 and 2015:

	2016				
	Investments at estimated fair value				
		Quoted prices in active markets for identical assets (Level 1)	Valuation techniques based on observable market data (Level 2)	Valuation techniques incorporating information other than observable market data (Level 3)	Total
Cash and accrued interest	$	748	—	—	748
Money market funds		8,279	—	—	8,279
Bond mutual funds		4,449	—	—	4,449
Equity mutual funds		6,832	—	—	6,832
Total assets whose use is limited	$	20,308	—	—	20,308
Cash and accrued interest	$	3,576	—	—	3,576
Money market funds		22	—	—	22
Bond mutual funds		170,418	—	—	170,418
Equity mutual funds		167,324	12,083	—	179,407
Total investments	$	341,340	12,083	—	353,423

(Dollars in thousands)

	2015			
	Investments at estimated fair value			
	Quoted prices in active markets for identical assets (Level 1)	Valuation techniques based on observable market data (Level 2)	Valuation techniques incorporating information other than observable market data (Level 3)	Total
Cash and accrued interest	$ 3,017	—	—	3,017
Money market funds	8,222	—	—	8,222
Bond mutual funds	4,434	—	—	4,434
Equity mutual funds	7,024	—	—	7,024
Total assets whose use is limited	$ 22,697	—	—	22,697
Cash and accrued interest	$ 1,015	—	—	1,015
Money market funds	38	—	—	38
Bond mutual funds	162,447	—	—	162,447
Equity mutual funds	158,826	12,628	—	171,454
Total investments	$ 322,326	12,628	—	334,954

The changes in Level 3 assets and liabilities measured at fair value on a recurring basis are summarized as follows:

	Amount
Ending balance at June 30, 2014	$ 15,960
Total unrealized gains included in changes in net assets	955
Exchange of limited partnership shares for mutual fund shares	(16,915)
Ending balance at June 30, 2015	$ —

(Dollars in thousands)

(9) Land, Buildings, and Equipment

The Association's land, buildings, and equipment accounts, and related accumulated depreciation accounts, as of June 30, 2016 and 2015 are set forth below:

		2016	2015
Assets:			
Land	$	7,601	7,601
Land improvements		4,957	4,734
Buildings and improvements		272,720	271,783
Equipment:			
Fixed		43,649	38,971
Movable		201,429	193,188
Construction in progress		6,364	3,533
Total land, buildings, and equipment		536,720	519,810
Accumulated depreciation:			
Land improvements		4,073	3,976
Buildings and improvements		129,176	127,257
Equipment:			
Fixed		29,642	28,545
Movable		137,819	122,234
Total accumulated depreciation		300,710	282,012
Total land, buildings, and equipment, net	$	236,010	237,798

The Association recorded $32,515 and $35,761 of depreciation expense in 2016 and 2015, respectively. The following is a summary of asset lives used for calculating depreciation:

	Asset lives
Land improvements	8–40 years
Buildings and improvements	2–40 years
Fixed equipment	2–30 years
Movable equipment	2–20 years

Interest on borrowed funds during construction is a component of the cost of assets. The amount capitalized represents interest on funds expended for construction. Capitalization of interest ceases when the asset is placed in service. No interest was capitalized in 2016 and 2015.

(Continued)

(Dollars in thousands)

(10) Financing

(a) Long-Term Debt

Long-term debt, as of June 30, 2016 and 2015, is as follows:

		2016	2015
Revenue bonds, Series 2010, 3.75% to 5.70%, due in annual principal installments ranging from $1,305 to $5,700, until 2038, net of discount of $123 and $133 as of June 30, 2016 and 2015, respectively, callable on or after July 2020.	$	95,377	96,672
Revenue bonds, Series 2014, 4.00% to 5.00%, due in annual principal installments ranging from $1,225 to $3,200, until 2038, including a premium of $3,992 and $4,315 as of June 30, 2016 and 2015, respectively, callable on or after July 2024.		54,427	57,810
Note payable to a financial institution, 3.34%, secured by a deed of trust on land, building, and rental income due in monthly payments including interest of $373 from September 2012 through August 2022.		24,908	28,487
Total long-term debt		174,712	182,969
Less current portion		(8,204)	(7,943)
Long-term debt, net of current portion	$	166,508	175,026

The principal amounts due by year are as follows:

Fiscal year:		
2017	$	8,204
2018		8,640
2019		9,190
2020		9,419
2021		9,817
Thereafter		125,573
		170,843
Add net unamortized bond premiums		3,869
	$	174,712

The obligated group for the revenue bonds (the bonds) consists of the Hospital and the Association. As security for the payment of the bonds, the Hospital has granted the Trustee a security interest in the Hospital's gross revenue and liens against the Hospital's equipment and the moneys in the trust funds as described below. The bonds are also secured by a deed of trust on the Hospital's land and buildings. A trust fund has been established for the regular deposit of interest and principal payments of the bonds. In addition, the Hospital was required to maintain a debt reserve fund until the Hospital delivered to the Bond Trustee a report or reports from all the rating agencies then maintaining a rating on the Series 2010 Bonds to the effect that the Hospital is then rated by such rating agencies at least "A", if rated by Fitch or S&P and at least "A2" if rated by Moody's, and the Series 2003 and Series 2005 bonds are either retired or refunded. The balance of the debt reserve funds was approximately $14,809 as of June 30, 2014. Both funds are reflected within assets whose use is limited on the accompanying consolidated financial statements.

On July 23, 2014, the Hospital exercised the optional redemption of the outstanding Series 2003 bonds. $1,548 of the Debt Service Reserve Fund was released and used to redeem the 2003 bonds and the remainder was paid from Hospital cash.

On August 6, 2014, the $67,195 of outstanding Series 2005 bonds were advanced refunded through the issue of the Series 2014 bonds. The Series 2014 bonds were issued in the principal amount of $53,495 plus a premium of $4,621. The proceeds of the bonds, less $886 for the Series 2014 issuance costs were placed in escrow for the advance refunding of the Series 2005 bonds. In addition, $13,262 from the Debt Service Reserve Fund was released and placed in escrow to advance refund the Series 2005 bonds. The debt service reserve fund was closed after the transfer of funds.

Under the terms of the loan agreements, the Hospital has agreed to maintain certain financial ratios and comply with certain other covenants.

(b) Line of Credit and Other Debt Obligations

The Association had access to standby letters of credit up to $2,500 from a financial institution. The financial institution has issued a $750 standby letter of credit as of June 30, 2015. Interest rates were based on 100 basis points times the outstanding amount. The Hospital canceled the standby letter of credit in 2016.

(11) Retirement Program

The Hospital's retirement program consists of a Cash Account Plan (the Plan), a Voluntary Employee Tax Deferred Plan 403(b) (the Voluntary Plan), and a Contribution Plan 401(a) (the Contribution Plan).

(a) The Plan

The Plan is a defined benefit, noncontributory plan with a defined contribution feature. The Plan covers all qualified employees hired prior to September 1, 2008, including employees of the Hospital's controlled affiliates, complies with the Employee Retirement Income Security Act of 1974 and is accounted for in accordance with ASC 715-20-50, *Compensation – Retirement Benefits – Defined Benefit Plans – General*. The measurement date of the Plan is June 30.

Effective January 1, 2009, the Plan is frozen to new participants. Employees of the Hospital hired on or after September 1, 2008 or under the age of 41 as of December 31, 2008 participate in a retirement program (Service Plus Program) and effective January 1, 2009 do not accrue additional benefits under the Plan. Any existing benefits for such participants are frozen as of December 31, 2008 except for interest.

(Dollars in thousands)

Employees hired prior to September 1, 2008 and who had reached the age of 41 or older as of December 31, 2008 were given the choice to continue to accrue benefits under the Plan or participate in the Service Plus Program. Eligible participants must be credited with 1,000 hours during the year to receive an employer contribution. Employees become vested in the Plan according to a step schedule with full vesting at three years.

A summary of the change in benefit obligation and change in plan assets for the years ended June 30, 2016 and 2015 is as follows:

		2016	2015
Benefit obligation at beginning of year	$	54,411	52,143
Service cost		2,932	3,051
Interest cost		2,110	1,924
Benefits paid		(3,283)	(2,713)
Expenses paid		(269)	(221)
Actuarial loss		3,871	227
Benefit obligation at end of year		59,772	54,411
Fair value of plan assets at beginning of year		56,314	53,681
Actual return on plan assets		435	1,427
Employer contribution		4,140	4,140
Benefits paid		(3,283)	(2,713)
Expenses paid		(269)	(221)
Fair value of plan assets at end of year		57,337	56,314
Funded status		(2,435)	1,903
Net amount recognized in the consolidated balance sheets	$	(2,435)	1,903
Amounts recognized in unrestricted net assets consist of:			
Accumulated loss	$	(14,294)	(7,711)
Net actuarial loss	$	(14,294)	(7,711)

(Dollars in thousands)

A summary of the components of net periodic benefit cost for the years ended June 30, 2016 and 2015 is as follows:

		2016	2015
Service cost	$	2,932	3,051
Interest cost		2,110	1,924
Expected return on plan assets		(3,391)	(3,468)
Amortization of prior service cost		—	10
Amortization of loss		243	10
Net periodic benefit cost	$	1,894	1,527

The estimated accumulated loss that will be amortized into net periodic benefit cost over the next fiscal year is $996 and $244, respectively.

Weighted average assumptions used to determine benefit obligations at June 30, 2016 and 2015 were as follows:

	2016	2015
Discount rate	3.26%	4.08%
Rate of compensation increase	5.75	5.75
Measurement date	June 30, 2016	June 30, 2015

Weighted average assumptions used to determine net benefit cost for the years ended June 30, 2016 and 2015 were as follows:

	2016	2015
Discount rate	4.08%	3.90%
Long-term rate of return on assets	6.09	6.55
Rate of compensation increase	5.75	5.75

To develop the expected long-term rate of return on assets assumption, the Hospital considered the historical returns and the future expectations for returns for each asset class, as well as the target asset allocation of the pension portfolio. This resulted in the selection of 6.09% and the 6.55% long-term rate of return on assets assumption for the years ended June 30, 2016 and 2015, respectively, which reflects a lower return expectation than the Plan has experienced historically, in recognition that future returns may not be as strong as past returns.

The expected employer contribution for the year ending June 30, 2017 is $3,270.

(Continued)

(Dollars in thousands)

Benefit payments expected to be paid over the next 10 years ending June 30 are as follows:

2017	$ 5,900
2018	4,000
2019	4,300
2020	4,600
2021	4,900
2022–2026	20,200
	$ 43,900

The objectives of the Plan's investment policy is to fully fund the actuarial accrued liability of the Plan, secondarily to maximize return within reasonable and prudent levels of risk in order to minimize contributions, and to maintain sufficient liquidity to meet benefit payment obligations on a timely basis. In 2016, The Plan's investment policy was changed from a target allocation of 40% debt securities and 60% equity securities with a range of plus or minus 5% to a target allocation of 60% bond ETF securities and 40% equity securities with a range of plus or minus 5%. The equity portion of the portfolio is further diversified across U.S. and non-U.S. equities as well as growth, value, and small and large capitalizations. The asset allocation between bond ETF securities and equity securities will follow an established glidepath based on funded status of the plan. The asset allocation of the Plan will be maintained as close to the target allocation as reasonably possible. Investment risk and returns are reviewed on an ongoing basis through quarterly investment portfolio reviews. The Plan's asset allocations as of the measurement date by asset category are as follows:

	2016	2015
Asset category:		
Equity securities	40%	63%
Bond ETF securities	60	—
Debt securities	—	37
Total	100%	100%

(Dollars in thousands)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30, 2016:

	Investments at estimated fair value			
	Investments at fair as value determined by quoted prices in active markets (Level 1)	**Valuation techniques based on observable market data (Level 2)**	**Valuation techniques incorporating information other than observable market data (Level 3)**	**Total**
Mutual funds:				
Domestic equity funds	$ 15,098	—	—	15,098
International equity funds	7,608	—	—	7,608
Money market funds	218	—	—	218
Closed end taxable funds:				
Bond ETF	34,413	—	—	34,413
Total investments	$ 57,337	—	—	57,337

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30, 2015:

	Investments at estimated fair value			
	Investments at fair as value determined by quoted prices in active markets (Level 1)	**Valuation techniques based on observable market data (Level 2)**	**Valuation techniques incorporating information other than observable market data (Level 3)**	**Total**
Mutual funds:				
Fixed income funds	$ 20,981	—	—	20,981
Domestic equity funds	24,872	—	—	24,872
International equity funds	10,373	—	—	10,373
Money market funds	88	—	—	88
Total mutual funds	$ 56,314	—	—	56,314

(Continued)

(Dollars in thousands)

The changes in Level 3 assets measured at fair value on a recurring basis are summarized as follows:

		Limited partnership
Ending balance at June 30, 2014	$	4,256
Total gains (unrealized) included in changes in net assets		255
Exchange of limited partnership shares for mutual fund shares		(4,511)
Ending balance at June 30, 2015	$	—

(b) The Voluntary Plan

The Voluntary Plan is a 403(b) plan. The Voluntary Plan is entirely employee funded. All employees may participate in the program and have a choice of investments with varying levels of risk and return. New employees are automatically enrolled in the Voluntary Plan.

(c) The Contribution Plan

Plan eligibility commences on the date of hire. Employees are divided into two groups. Group I employees include those hired prior to September 1, 2008, who had attained at least 41 years of age on December 31, 2008, and elected to continue to accrue benefits under the Overlake Hospital Medical Center Cash Account Plan. Group II employees include those hired after August 31, 2008 and employees hired prior to September 1, 2008 who did not attain at least 41 years of age on December 31, 2008 or otherwise elected to become a Group II employee. Employees who were eligible to elect between coverage as a Group I or a Group II employee but did not make an election were treated as a Group I employee under the Contribution Plan.

Participants must be credited with 1,000 hours of service during the year in order to receive employer contributions. Each year the Hospital makes matching contributions to the Plan based on a percentage of employee contributions to the Voluntary Plan up to a specified maximum percent of the employee's eligible compensation. The Hospital's matching contributions are summarized as follows:

> Group I employees receive 50% of employee contributions to the Voluntary Plan up to 3% of eligible compensation.
>
> Group II Employees receive 100% of employee contributions to the Voluntary Plan, up to a maximum of 4% or 6% of the employee's eligible compensation for participants with less than five or up to a maximum of 6% of the employee's eligible compensation for participants with more years of service at the start of the plan year, respectively.

In addition, the Hospital makes a nonelective contribution equal to 2% of eligible compensation for each Group II employee subject to certain limitations imposed under the IRC. The Hospital contributed approximately $9,351 and $8,025 for the years ended June 30, 2016 and 2015, respectively, and is reflected in employee benefits in the consolidated statements of operations and changes in net assets.

(Dollars in thousands)

(12) Commitments

The Association and its affiliates lease certain equipment and office space that are accounted for as operating leases. Total rental expense for all operating leases for the years ended June 30, 2016 and 2015 was approximately $6,531 and $6,296, respectively. The following is a schedule of future noncancelable operating lease payments as of June 30, 2016:

Fiscal year:		
2017	$	4,356
2018		4,462
2019		4,534
2020		3,904
2021		3,512
Thereafter		10,979
Operating lease obligations	$	31,747

The Association has outstanding construction contracts of $18,880 and $16,209 as of June 30, 2016 and 2015, respectively.

(13) Professional Liability Insurance, Workers' Compensation, and Health Benefits

The Association maintains claims-made professional liability insurance coverage through a commercial carrier. The policy for the years ended June 30, 2016 and 2015 has a $250 deductible per occurrence. The Association also carries excess coverage policies for its professional liability program.

Based upon an actuarial valuation, the Association has recorded an estimated liability (undiscounted) for its deductible portion of claims incurred but not reported as well as the deductible portion of claims reported and not paid of $13,369 and a receivable of $8,075 as of June 30, 2016. Based upon an actuarial valuation, the Association has recorded an estimated liability (undiscounted) for its deductible portion of claims incurred but not reported as well as the deductible portion of claims reported and not paid of $19,202 and a receivable of $15,368 as of June 30, 2015.

In 2005, the Association started a retrospective premium risk sharing agreement with an insurer related to the professional liability policy. The agreement ended with claims filed as June 30, 2015. There is one year with open claims remaining that could affect the risk sharing. Management estimates a payable of $0 as of June 30, 2016 and 2015 related to this risk sharing agreement.

The Association is self-insured for workers' compensation. The accrued liabilities for the self-insured components of this plan include the unpaid portion of claims that have been reported and estimates for claims that have been incurred but not reported. The Association also carries an excess coverage policy for its workers' compensation program. The Association has recorded an undiscounted liability for workers' compensation claims based on an actuarial estimate of approximately $2,471 and a receivable of $240 as of June 30, 2016. The Association has recorded an undiscounted liability for workers' compensation claims based on an actuarial estimate of approximately $2,332 and a receivable of $232 as of June 30, 2015.

(Dollars in thousands)

The Association is self-insured for medical, dental, and prescription drugs. The accrued liabilities for the self-insured components of this plan include the unpaid portion of claims that have been reported and estimates for claims that have been incurred but not reported. The Association also carries an excess coverage policy for its medical, dental, and prescription program. The Association has recorded an undiscounted liability for medical, dental, and prescription drugs claims based on an actuarial estimate of approximately $1,479 and a receivable of $1 as of June 30, 2016. The Association has recorded an undiscounted liability for medical, dental, and prescription drugs claims based on an actuarial estimate of approximately $1,447 and a receivable of $60 as of June 30, 2015.

(14) Litigation and Compliance with Laws and Regulations

The Association is involved in litigation and regulatory investigations arising in its normal course of business. After consultation with legal counsel, management estimates that these matters will be resolved without material adverse effect on the Association's future financial position or results from operations.

The healthcare industry is subject to numerous laws and regulations of federal, state, and local governments. These laws and regulations include, but are not necessarily limited to, matters such as licensure, accreditation, government healthcare program participation requirements, reimbursement for patient services, and Medicare and Medicaid fraud and abuse. Governmental activity includes investigations and allegations concerning possible violations of fraud and abuse statutes and regulations by healthcare providers. Violations of these laws and regulations could result in expulsion from government healthcare programs, together with the imposition of significant fines and penalties, as well as significant repayments for patient services previously billed. Compliance with such laws and regulations can be subject to future government review and interpretation as well as regulatory actions unknown or unasserted at this time.

(15) Functional Expenses

The Association provides healthcare services to residents within its geographic service area. Expenses related to providing these services for the years ended June 30, 2016 and 2015 are as follows:

		2016	2015
Healthcare services	$	400,888	379,929
General and administrative		94,216	87,611
Fundraising		1,324	1,153
Total operating expenses	$	496,428	468,693

(Dollars in thousands)

(16) Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets are available for the following purposes as of June 30, 2016 and 2015:

		2016	2015
Health care services	$	2,485	2,881
Purchase of building improvements and equipment		2,754	5,091
Health education		859	165
Indigent care		87	95
Total temporarily restricted net assets	$	6,185	8,232

Permanently restricted net assets as of June 30, 2016 and 2015 are assets that have been restricted by donors to be held in perpetuity, the income from which is expendable to support healthcare services, health education, and indigent care.

(17) Endowments

The Foundation's endowments consist of 19 individual funds established for a variety of purposes including both donor-restricted endowment funds and funds designated by management to function as endowments. Quasi endowment net assets associated with endowment funds, including funds designated by management, are classified and reported based on the existence or absence of donor-imposed restrictions.

(18) Subsequent Events

The Association has performed an evaluation of subsequent events through October 20, 2016, which is the date these consolidated financial statements were issued.

Schedule 1

OVERLAKE HOSPITAL ASSOCIATION

Consolidating Information – Balance Sheets

June 30, 2016 and 2015

(In thousands)

	Association	Hospital	Medical Tower	Eliminating entries	Total 2016	Total 2015
Current assets:						
Cash and cash equivalents	$ 240	22,645	6,918	—	29,803	32,096
Receivables, net	—	54,136	—	—	54,136	48,852
Current portion of pledges receivable	—	3,027	—	—	3,027	1,996
Current portion of assets whose use is limited	—	8,279	—	—	8,279	8,222
Supplies inventory	—	8,563	—	—	8,563	8,039
Prepaid expenses	52	9,290	258	—	9,600	7,712
Other current assets	—	8,114	—	—	8,114	7,290
Receivable from affiliates	—	1,696	—	(1,696)	—	—
Total current assets	292	115,750	7,176	(1,696)	121,522	114,207
Assets whose use is limited, net of current portion	—	12,029	—	—	12,029	14,475
Investments	—	349,847	3,576	—	353,423	334,954
Long-term portion of pledges receivables, net	—	387	—	—	387	1,353
Other long-term receivables, net	—	4,343	—	—	4,343	12,046
Land, buildings, and equipment, net	6,472	203,245	26,293	—	236,010	237,798
Other assets:						
Investments in joint ventures	—	2,714	—	—	2,714	2,752
Deferred financing costs, net	—	1,812	104	—	1,916	2,103
Prepaid pension	—	—	—	—	—	1,903
Other assets	—	2,751	—	—	2,751	3,648
Interest in net assets of consolidated affiliates	459,222	—	—	(459,222)	—	—
Total other assets	459,222	7,277	104	(459,222)	7,381	10,406
Total assets	$ 465,986	692,878	37,149	(460,918)	735,095	725,239
Current liabilities:						
Current portion of long-term debt and capital leases	$ —	4,505	3,699	—	8,204	7,943
Payable to affiliates	1,690	—	6	(1,696)	—	—
Accounts payable	7	17,984	217	—	18,208	15,212
Accrued liabilities	145	53,680	51	—	53,876	45,248
Accrued interest payable	—	3,774	70	—	3,844	3,936
Payable to third-party agencies	—	7,166	—	—	7,166	5,029
Total current liabilities	1,842	87,109	4,043	(1,696)	91,298	77,368
Long-term debt, net of current portion	—	145,299	21,209	—	166,508	175,026
Other long-term liabilities	30	13,145	—	—	13,175	17,055
Total liabilities	1,872	245,553	25,252	(1,696)	270,981	269,449
Net assets:						
Unrestricted net assets	464,114	435,564	11,897	(459,222)	452,353	442,076
Temporarily restricted net assets	—	6,185	—	—	6,185	8,232
Permanently restricted net assets	—	5,576	—	—	5,576	5,482
Total net assets	464,114	447,325	11,897	(459,222)	464,114	455,790
Total liabilities and net assets	$ 465,986	692,878	37,149	(460,918)	735,095	725,239

See accompanying independent auditors' report.

Schedule 2

OVERLAKE HOSPITAL ASSOCIATION

Consolidating Information – Operations and Changes in Net Assets

Years ended June 30, 2016 and 2015

(In thousands)

	Association	Hospital	Medical Tower	Eliminating entries	Total 2016	Total 2015
Operating revenue:						
Patient service revenue	$ —	502,495	—	—	502,495	481,030
Provision for uncollectible accounts	—	(7,534)	—	—	(7,534)	(9,271)
Net patient service revenue	—	494,961	—	—	494,961	471,759
Other operating revenue	1,689	11,395	8,640	(6,532)	15,192	15,964
Contribution revenue	—	1,683	—	—	1,683	2,657
Net operating revenue	1,689	508,039	8,640	(6,532)	511,836	490,380
Operating expenses:						
Salaries	—	208,473	—	—	208,473	192,374
Registry	—	9,473	—	—	9,473	6,332
Employee benefits	—	50,674	—	—	50,674	45,172
Supplies	15	85,863	57	—	85,935	80,654
Purchased services	191	47,642	1,531	—	49,364	43,496
Interest	—	8,646	887	—	9,533	9,684
Depreciation and amortization	384	31,322	1,633	—	33,339	36,632
Rent, leases, and utilities	887	16,648	452	(6,532)	11,455	11,203
Marketing, insurance, taxes, and other	63	37,527	592	—	38,182	43,146
Total operating expenses	1,540	496,268	5,152	(6,532)	496,428	468,693
Excess of revenue over expenses from operations	149	11,771	3,488	—	15,408	21,687
Nonoperation revenue, net:						
Investment income	—	9,800	3	—	9,803	6,348
Loss on refinancing	—	—	—	—	—	(5,069)
Total nonoperating revenue, net	—	9,800	3	—	9,803	1,279
Interest in net assets of consolidated affiliates	7,900	—	—	(7,900)	—	—
Excess of revenue over expenses	8,049	21,571	3,491	(7,900)	25,211	22,966
Other changes in unrestricted net assets:						
Net assets released for capital acquisitions	—	3,907	—	—	3,907	565
Change in pension liability	—	(6,583)	—	—	(6,583)	(2,248)
Change in net unrealized losses on investments	—	(12,543)	—	—	(12,543)	(4,460)
Appropriation of endowment assets for expenditure	—	285	—	—	285	197
Other	275	—	(275)	—	—	—
Increase in unrestricted net assets	8,324	6,637	3,216	(7,900)	10,277	17,020
Changes in temporarily restricted net assets:						
Contributions	—	3,268	—	—	3,268	5,380
Investment income	—	296	—	—	296	248
Change in net unrealized losses on investments	—	(205)	—	—	(205)	(93)
Net assets released from restrictions	—	(5,406)	—	—	(5,406)	(2,376)
(Decrease) increase in temporarily restricted net assets	—	(2,047)	—	—	(2,047)	3,159
Changes in permanently restricted net assets:						
Contributions	—	94	—	—	94	15
Increase in permanently restricted net assets	—	94	—	—	94	15
Increase in net assets	8,324	4,684	3,216	(7,900)	8,324	20,194
Net assets, beginning of year	455,790	442,641	8,681	(451,322)	455,790	435,596
Net assets, end of year	$ 464,114	447,325	11,897	(459,222)	464,114	455,790

See accompanying independent auditors' report.