

The Manchester Memorial Hospital

Independent Auditors' Report and
Financial Statements

As of and for the Years Ended
September 30, 2014 and 2013



Saslow Lufkin & Buggy, LLP
Accounting · Tax · Advisory

**The Manchester Memorial Hospital
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Table of Contents

	<u>Page</u>
Independent Auditors' Report	1
Financial Statements:	
Balance Sheets	2
Statements of Operations and Changes in Net Assets.....	3
Statements of Cash Flows	5
Notes to the Financial Statements	6



Independent Auditors' Report

To the Board of Trustees of
The Manchester Memorial Hospital:

We have audited the accompanying financial statements of The Manchester Memorial Hospital, (the Hospital) (a subsidiary of Eastern Connecticut Health Network, Inc.), which comprise the balance sheets as of September 30, 2014 and 2013, and the related statements of operations and changes in net assets and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these 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 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 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Hospital's preparation and fair presentation of the 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 Hospital'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 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 financial statements referred to above present fairly, in all material respects, the financial position of The Manchester Memorial Hospital, as of September 30, 2014 and 2013, and the results of its operations and changes in net assets, and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Saslow Lufkin & Buggy, LLP

January 27, 2015



**The Manchester Memorial Hospital
Balance Sheets
September 30, 2014 and 2013**

	2014	2013
Assets		
Current assets:		
Cash and cash equivalents	\$ 9,361,439	\$ 12,239,488
Current portion of investments held under bond indentures	653,623	1,300,096
Accounts receivable, less allowance for bad debts of \$4,290,092 in 2014 and \$5,861,878 in 2013	25,099,884	27,182,276
Inventory	3,873,042	3,245,125
Due from affiliates	142,498	370,120
Current portion of estimated settlements due from third-party payers	3,454,150	3,078,822
Prepaid expenses and other current assets	2,357,425	2,316,130
Total current assets	44,942,061	49,732,057
Assets whose use is limited - net of current portion:		
Donor restricted investments	1,778,680	1,806,681
Board designated investments	9,495,379	8,595,367
Investments held in trust for estimated self-insurance liabilities	1,488,787	1,258,026
Investments held under bond indentures	3,498,353	3,321,697
Beneficial interest in trust assets	9,599,529	5,700,199
Total assets whose use is limited - net of current portion	25,860,728	20,681,970
Interest in net assets of ECHN Community Healthcare Foundation, Inc.	7,323,190	7,278,631
Investments	1,339,234	4,366,493
Investments in joint ventures	3,849,302	3,501,635
Property, plant and equipment, net	55,717,642	54,574,351
Other assets:		
Estimated settlements due from third-party payers - net of current portion	685,669	6,135,548
Due from affiliated entities - net of current portion	20,113,458	25,064,484
Other - net	1,923,107	2,819,605
Total other assets	22,722,234	34,019,637
Total assets	\$ 161,754,391	\$ 174,154,774
Liabilities and Net Assets		
Current liabilities:		
Accounts payable and accrued expenses	\$ 21,842,838	\$ 21,391,578
Line of credit	5,600,000	6,500,000
Current portion of long-term debt and capital lease obligations	4,092,102	3,909,618
Current portion of due to affiliated entities	23,158	-
Due to third-party payers	4,285,117	2,943,941
Current portion of accrued pension and other postretirement benefits	1,025,166	4,683,769
Other current liabilities	2,653,756	2,482,951
Total current liabilities	39,522,137	41,911,857
Long-term debt and capital lease obligations - net of current portion	50,421,026	50,793,813
Estimated self-insurance liabilities	6,835,215	6,830,954
Accrued pension and other postretirement benefits - net of current portion	34,595,139	29,256,268
Due to affiliated entities	5,298,863	7,220,571
Other liabilities	283,594	409,571
Total liabilities	136,955,974	136,423,034
Net assets:		
Unrestricted	11,344,473	27,759,929
Temporarily restricted	974,762	1,392,902
Permanently restricted	12,479,182	8,578,909
Total net assets	24,798,417	37,731,740
Total liabilities and net assets	\$ 161,754,391	\$ 174,154,774

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

The Manchester Memorial Hospital
Statements of Operations and Changes in Net Assets
For the Years Ended September 30, 2014 and 2013

	2014	2013
Revenues:		
Net patient service revenues	\$ 178,026,737	\$ 175,818,082
Provision for bad debts	<u>(5,822,470)</u>	<u>(5,518,461)</u>
Net patient service revenues less provision for bad debts	172,204,267	170,299,621
Change in interest in unrestricted net assets of		
ECHN Community Healthcare Foundation, Inc.	496,356	961,465
Other revenues	15,370,698	15,458,360
EHR incentive payment revenue	986,834	1,410,667
Net assets released from restrictions		
used for operations	486,908	1,458,982
Total revenues	<u>189,545,063</u>	<u>189,589,095</u>
Expenses:		
Salaries and wages	83,606,297	83,909,349
Fringe benefits	25,720,253	27,658,791
Supplies and other	66,276,903	66,966,600
Depreciation and amortization	7,116,905	7,115,302
Interest and financing costs	2,589,201	2,685,044
Total expenses	<u>185,309,559</u>	<u>188,335,086</u>
Income from operations	4,235,504	1,254,009
Non-operating losses	<u>(1,743,322)</u>	<u>(1,466,699)</u>
Excess of revenues over (under) expenses	<u>\$ 2,492,182</u>	<u>\$ (212,690)</u>

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

The Manchester Memorial Hospital
Statements of Operations and Changes in Net Assets (continued)
For the Years Ended September 30, 2014 and 2013

	2014	2013
Unrestricted net assets:		
Excess of revenues over (under) expenses	\$ 2,492,182	\$ (212,690)
Change in unrealized (depreciation) appreciation on investments	(1,811,950)	88,791
Net change on interest rate swap agreement	8,379	110,862
Equity transfer to ECHN	(4,937,674)	(4,282,611)
Change in investment of ECHN Community		
Healthcare Foundation, Inc.	(644,016)	341,969
Transfers to other affiliated entities	(6,541,891)	(94,598)
Net assets released from restrictions used for capital	385,647	401,528
Pension and postretirement-related adjustments	(5,366,133)	26,481,163
Change in unrestricted net assets	(16,415,456)	22,834,414
Temporarily restricted net assets:		
Change in interest in net assets of ECHN Community		
Healthcare Foundation, Inc.	44,454	580,157
Investment income	321,703	178,208
Net assets released from restrictions for operations	(486,908)	(1,458,982)
Net assets released from restrictions used for capital	(385,647)	(401,528)
Change in unrealized (depreciation) appreciation on investments	(95,535)	39,846
Transfers from ECHN and other affiliates	183,793	550,132
Change in temporarily restricted net assets	(418,140)	(512,167)
Permanently restricted net assets:		
Contributions - beneficial interest trust assets	3,751,750	-
Change in beneficial interest in trust assets	148,523	403,720
Change in permanently restricted net assets	3,900,273	403,720
Change in net assets	(12,933,323)	22,725,967
Net assets at beginning of year	37,731,740	15,005,773
Net assets at end of year	\$ 24,798,417	\$ 37,731,740

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

The Manchester Memorial Hospital
Statements of Cash Flows
For the Years Ended September 30, 2014 and 2013

	2014	2013
Cash flows from operating activities:		
Change in net assets	\$ (12,933,323)	\$ 22,725,967
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation and amortization	7,116,905	7,115,302
Provision for bad debts	5,822,470	5,518,461
Unrealized depreciation (appreciation) on investments	1,907,485	(128,637)
Realized gains on investments	(2,469,881)	(2,092,667)
Income on investments in joint ventures	(772,667)	(463,999)
Transfers from other affiliated entities	11,295,772	3,827,077
Change in interest in net assets of ECHN Community Healthcare Foundation, Inc.	(44,559)	(1,079,439)
Change in beneficial interest in trust assets	(3,899,330)	(403,720)
Pensions and postretirement-related adjustments	5,366,133	(26,481,163)
Net change on interest rate swap	(125,977)	(282,891)
Changes in assets and liabilities:		
Accounts receivable, net	(3,740,078)	(6,165,881)
Inventory	(627,917)	(584,340)
Prepaid expenses and other current assets	(41,295)	(287,681)
Estimated settlements due to/from third-party payers	6,415,727	(4,064,190)
Due from affiliated entities	3,280,098	13,412,552
Other - net	896,498	(953,093)
Accounts payable and accrued expenses	622,065	3,745,527
Accrued pension and other post-retirement benefits	(3,685,865)	217,269
Estimated self-insurance liabilities	4,261	(2,983,848)
Other liabilities	-	7,687
Net cash provided by operating activities	14,386,522	10,598,293
Cash flows from investing activities:		
Purchases of property, plant and equipment	(8,260,196)	(10,293,692)
Sales (purchases) of investments, net	2,956,700	9,765,238
Distributions from joint ventures	425,000	450,000
Net cash used in investing activities	(4,878,496)	(78,454)
Cash flows from financing activities:		
Principal payments on long-term debt	(4,145,905)	(4,050,273)
Repayments on line of credit	(900,000)	-
Transfers to other affiliated entities	(11,295,772)	(3,827,077)
Proceeds from issuance of debt	3,955,602	3,182,312
Net cash used in financing activities	(12,386,075)	(4,695,038)
Change in cash and cash equivalents	(2,878,049)	5,824,801
Cash and cash equivalents at beginning of year	12,239,488	6,414,687
Cash and cash equivalents at end of year	\$ 9,361,439	\$ 12,239,488
Cash paid for interest	\$ 2,583,299	\$ 2,766,362
Equipment acquisitions under capital lease arrangements	\$ 1,972,926	\$ 1,887,415

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

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 1 - General

Organization - The Manchester Memorial Hospital (the Hospital or MMH) is a not-for-profit, 249-bed acute care hospital that provides inpatient, outpatient and emergency care services for residents of Manchester and surrounding towns. The Hospital is a subsidiary of Eastern Connecticut Health Network, Inc. (ECHN or the Network), which was formed in 1995 by a merger of MMH Corp. and Rockville Area Health Services, Inc. ECHN was organized to provide a broader health care system for the surrounding communities with quality medical care at a reasonable cost and to foster an environment conducive to health and well-being whether in the home or in the community.

Other related entities of MMH include:

The Rockville General Hospital, Inc. (RGH) - RGH is a not-for-profit hospital with 102 licensed beds, located in the Rockville section of Vernon, Connecticut. RGH, which admitted its first patient in 1921, is a short-term, acute care general hospital, which provides inpatient, outpatient and emergency care services for residents of Tolland County and nearby towns, for a total service area of 19 towns.

ECHN ElderCare Services, Inc. (EES) - EES is a not-for-profit, skilled nursing facility with 130 licensed beds and physical, occupational and speech rehabilitation services located in Tolland, Connecticut.

ECHN Community Healthcare Foundation, Inc. (ECHF) - ECHF is a not-for-profit organization, whose purpose is to raise funds on behalf of ECHN and its not-for-profit subsidiaries. It was established in 2000, when the fund-raising efforts of ECHN were consolidated into a single not-for-profit foundation. ECHF focuses primarily on the capital and program needs of ECHN and its not-for-profit subsidiaries.

Eastern Connecticut Medical Professionals Foundation, Inc. (ECMPF) - ECMPF is a not-for-profit organization that currently operates physician office practices in the Network's service area and a hospitalist program that serves MMH and RGH. Its mission allows it to operate other not-for-profit, separately incorporated allied health ventures.

ECHN Enterprises, Inc. (Enterprises) - Enterprises is a for-profit organization formed under the laws of the State of Connecticut, with ECHN as the sole shareholder. Enterprises owns, leases and has an interest in real estate to support the mission and vision of ECHN. It is also the parent corporation of Haynes Street Property Management, LLC (HSPM). HSPM is a for-profit, limited liability company formed under the laws of the State of Connecticut, which manages the Glastonbury Wellness Center and sublets space to various MMH departments and physician offices, as well as to ECMPF.

Visiting Nurse and Health Services of Connecticut (VNHSC) - VNHSC is a not-for-profit, nonstock Connecticut corporation that provides and administers a comprehensive, multi-disciplinary home health program, hospice program and wellness programs to promote the health of individuals, families and groups in the Greater Northern Central Connecticut area. In addition, VNHSC is the sole member of A Caring Hand, LLC, which is a for-profit Connecticut limited liability company providing and administering homemaker, companion, live-in and personal care assistance services to individuals and families in the Greater Northern Central Connecticut area.

Connecticut Healthcare Insurance Company (CHIC) - CHIC, a captive insurance company, provides hospital and physician professional and general liability coverage to MMH, RGH, EES and all other subsidiaries of ECHN.

ECHN Corporate Services (ECHNCS) - ECHNCS is a for-profit stock corporation formed under the laws of the State of Connecticut, with ECHN as the sole shareholder. ECHNCS provides billing and other practice management services to the Network and other customers. It is also the parent corporation of Medical Practice Partners, LLC (MPP). MPP is a for-profit, limited liability company formed under the laws of the State of Connecticut, which provides practice management services to medical group practices throughout Connecticut.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 1 - General (continued)

CINECT - CINECT is a for-profit organization formed to develop a clinically integrated network of community providers that offers high-quality care, value, and an enhanced patient experience. CINECT's mission is to better manage the health of the communities that we serve. While formed during 2014 CINECT has not commenced operations as of September 30, 2014.

ECHN and each of its subsidiaries, except for Enterprises, CHIC and A Caring Hand, LLC, are separate Connecticut not-for-profit corporations, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (IRC) and governed by separate Boards of Trustees (the Board) - although the membership of the ECHN, MMH, and RGH boards are currently identical. ECHN, acting through its Board of Trustees, is the sole member of each of its subsidiaries. ECHN has various powers with regard to each of its members, which include approving all operating and capital budgets; controlling the investment of funds, location of services, agreements and transactions, affiliations, controlling changes, amendments or restatements of certificates of incorporation and bylaws, electing trustees and officers, appointing committees, adopting a system-wide vision and strategic plans and approving debt borrowings.

In August 2013, the ECHN Board of Trustees announced that it had signed a non-binding letter of intent to negotiate the sale of ECHN to a newly formed joint partnership between Tenet Healthcare Corporation (Tenet) and Yale New Haven Health System (YNHHS). On May 12, 2014, Corporators of ECHN voted favorably on the health system's proposed Asset Purchase Agreement (APA) between ECHN and a historic joint venture between Tenet and YNHHS.

On October 24, 2014, ECHN filed its Certificate of Need (CON) application with the Connecticut State regulatory offices, including the Department of Public Health Office of Health Care Access (OCHA) and the Office of the Attorney General. This formal application process is part of the continued pursuit of the acquisition of ECHN by a joint venture between Tenet and YNHHS.

It is anticipated that the state government's review of the application to continue over the next few months and ECHN is work diligently with state and federal regulators to meet all criteria for final approval of the proposed transaction. A definitive agreement is expected to be reached by sometime in early calendar year 2015.

As of September 30, 2014, management has not finalized a purchase agreement and the Trustees believe that the Network will continue with its normal operations and as a going concern for the foreseeable future.

Note 2 - Summary of Significant Accounting Policies

Basis of Presentation - The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP), as promulgated by the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC).

Use of Estimates - The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The Hospital's significant estimates relate to the valuation of investments and interest rate swap agreements, allowance for doubtful patient accounts receivable, contractual allowances on patient accounts receivables, self-insurance liabilities, estimated settlements due to and from third parties, conditional asset retirement obligations, postretirement and pension benefit costs and the related obligations.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 2 - Summary of Significant Accounting Policies (continued)

Cash and Cash Equivalents - The Hospital considers all highly liquid investments with original maturities of three months or less at date of purchase to be cash equivalents, excluding amounts whose use is limited or restricted by Board designation or other arrangements under trust agreements. Cash equivalents include money market funds. The Federal Deposit Insurance Corporation (FDIC) insures cash balance up to \$250,000 per depositor, per bank. At times, the Hospital maintains cash balances that are in excess of the insured FDIC limits. The Hospital maintains its cash at various banks and it is the Hospital's policy to monitor the financial strength of the banks on an ongoing basis.

Money market funds are not insured by the FDIC and are not a risk-free investment. Money market funds invest in a variety of instruments including mortgage-backed and asset-backed securities. Although a money market fund seeks to preserve its \$1 per share value, it is possible that a money market fund's value can decrease below \$1 per share.

Net Assets - Resources are reported for accounting purposes in separate classes of net assets based on the existence or absence of donor-imposed restrictions. In the accompanying financial statements, net assets that have similar characteristics have been combined as follows:

Permanently Restricted - Net assets subject to explicit donor-imposed stipulations that they be maintained by the Hospital in perpetuity are classified as permanently restricted. Such permanently restricted net assets include endowment funds and the Hospital's share of its beneficial interest in trust assets held by third parties. Generally, the donors of these assets permit the Hospital to use all or part of the investment return on these assets for operating purposes.

Temporarily Restricted - Net assets whose use by the Hospital is subject to explicit donor-imposed stipulations that can be fulfilled upon incurrence of expenditures by the Hospital pursuant to those stipulations or that expire by the passage of time are classified as temporarily restricted.

Unrestricted - Net assets that are not subject to explicit donor-imposed stipulations are classified as unrestricted. Unrestricted net assets may be designated for specific purposes by action of the Board or may otherwise be limited by contractual agreements with outside parties. Such designated assets are classified as assets whose use is limited in the accompanying balance sheets.

Revenues are reported as increases in unrestricted net assets, unless use of the related assets is limited by donor-imposed restrictions. Expenses are reported as decreases in unrestricted net assets. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in unrestricted net assets, unless their use is restricted by explicit donor stipulations or by law. Expirations of temporary restrictions on net assets, that is, the donor-imposed stipulated purpose has been accomplished and/or stipulated period has elapsed, are reported as reclassifications between the applicable classes of net assets.

Contributions, including unconditional promises to give, are recognized as revenues at the date the promise is received. Contributions of assets other than cash are recorded at their estimated fair value. Contributions to be received after one year are discounted at the appropriate rate commensurate with the risks involved. Amortization of the discount is included in other revenues. Contributions restricted for the acquisition of land, buildings and equipment are reported as temporarily restricted support. These contributions are reclassified to unrestricted net assets when the capital asset is acquired or constructed and placed in service.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 2 - Summary of Significant Accounting Policies (continued)

Assets Whose Use is Limited - Assets whose use is limited primarily include cash and investments held by trustees under indenture agreements, Board designated investments which include endowments and cash and investments set aside by the Board for future capital improvements over which the Board retains control and may, at its discretion, subsequently use for other purposes, beneficial interests in trust assets, donor restricted and other restricted investments. Amounts required to meet current liabilities of the Hospital have been classified as current assets in the balance sheets as of September 30, 2014 and 2013.

The income earned on restricted funds is generally available for operations of the Hospital and is recorded as revenue in unrestricted net assets, unless restricted by the donor or to pay future split interest obligations, at which time the income is added to the appropriate restricted net asset balance. However, if a specific gift instrument explicitly requires the permanent reinvestment of appreciation, or a portion thereof, such reinvested amounts are recorded within permanently restricted net assets. There were no gifts with reinvestment restrictions for the years ended September 30, 2014 and 2013.

The Hospital relies on a balanced strategy in which endowment returns are achieved through both capital appreciation and interest and dividends. The Hospital targets a diversified asset allocation of fixed income mutual funds, fixed income equity funds and money market funds.

Assets received as donations or bequests are recorded as contributions on the date received at the estimated fair value. The average cost method is used to determine realized gains or losses on sales of marketable equity securities.

Beneficial Interest in Trust Assets - MMH has been named sole or participating beneficiary in several perpetual trusts, for which third parties act as the trustee. Under the terms of these trusts, MMH has the irrevocable right to receive the income earned on the trust assets in perpetuity. The estimated present value of the future payments to MMH is recorded at the fair value of the assets held in the trust as beneficial interest in trust assets and is classified as permanently restricted. During the year ended September 30, 2014, MMH recorded an additional beneficial interest in trust asset of \$3,750,750.

The income from the trusts is included in the change in interest in net assets of ECHF as unrestricted and temporarily restricted support and other income. For the years ended September 30, 2014 and 2013, income of \$405,423 and \$220,205, respectively, was recorded in the statements of operations and changes in net assets. Changes in the fair value of the trust assets are recognized as changes in permanently restricted net assets. MMH records the beneficial interest in trust assets when it is notified of the existence of the trust or when information becomes available to record the fair value of the trust assets.

Investments - The Hospital's investment portfolio is classified as available for sale, with unrealized gains and losses excluded from the excess of revenues over expenses, unless the losses are deemed to be other than temporary. Investments in equity securities with readily determinable fair values and all investments in mutual funds are measured at fair value in the balance sheets.

Investment income or loss (including realized gains and losses on investments, interest and dividends) is included in the excess of revenues over expenses, unless the income or loss is restricted by donor or law.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 2 - Summary of Significant Accounting Policies (continued)

Other Than Temporary Impairments on Investments - The Hospital accounts for other than temporary impairments in accordance with FASB ASC 320 “*Debt and Equity Securities*” and continually reviews its securities for impairment conditions, which could indicate that an other than temporary decline in market value has occurred. In conducting this review, numerous factors are considered, which include specific information pertaining to an individual company or a particular industry, general market conditions that reflect prospects for the economy as a whole and the ability and intent to hold securities until recovery. The carrying value of investments is reduced to its estimated realizable value if a decline in fair value is considered to be other than temporary. The Hospital did not record any impairment charges for the years ended September 30, 2014 and 2013.

Property, Plant and Equipment - Property, plant and equipment are stated at cost or, in the case of donated property, at fair value at the date of the gift, less accumulated depreciation and amortization. Major improvements and betterments to existing plant and equipment are capitalized. Expenditures for maintenance and repairs that do not extend the lives of the applicable assets are charged to expense as incurred. Upon disposition or retirement of property, plant and equipment, the cost and related accumulated depreciation and amortization are eliminated from the respective accounts and any resulting gain or loss is included within income or loss from operations.

Depreciation expense is computed on a straight-line basis over the estimated useful lives as follows:

Buildings	10 - 40 years
Building improvements	5 - 40 years
Machinery and equipment	3 - 15 years
Furniture and fixtures	5 - 20 years

Equipment under capital leases is amortized utilizing the straight-line method over the shorter of the lease term or the estimated useful life of the equipment. Depreciation and amortization expense was \$6,886,136 and \$6,855,286 for the years ended September 30, 2014 and 2013, respectively.

Interest cost incurred on borrowed funds during the construction period of capital assets is capitalized as a component of the cost of acquiring those assets.

Physician loan amortization totaling \$147,251 and \$108,724 for the years ended September 30, 2014 and 2013, respectively, are included within depreciation and amortization in the accompanying statements of operations and changes in net assets.

Gifts of property and equipment are reported as unrestricted support and are excluded from the excess of revenues over expenses, unless explicit donor stipulations specify how the donated assets must be used. Gifts of property and equipment with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire property and equipment are reported as restricted support. Absent explicit donor stipulations about how long those property and equipment must be maintained, expirations of donor restrictions are reported as released from restrictions when the donated or acquired property and equipment assets are placed in service.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 2 - Summary of Significant Accounting Policies (continued)

Investments in Joint Ventures - The Hospital has invested in joint ventures, which are accounted for under the equity method of accounting. These joint ventures include the Hospital's investment in the following:

	<u>2014</u>	<u>Ownership Percentage</u>	<u>2013</u>	<u>Ownership Percentage</u>
Northeast Regional Radiation Oncology Network, Inc.	\$ 3,299,195	25%	\$ 3,108,323	25%
Evergreen Endoscopy Center, LLC	359,698	50%	292,807	50%
Tolland Imaging Center	<u>190,409</u>	35%	<u>100,505</u>	35%
Total	<u>\$ 3,849,302</u>		<u>\$ 3,501,635</u>	

Distributions from these joint ventures for the years ended September 30, 2014 and 2013 was \$425,000 and \$450,000, respectively. The Hospital's share of the earnings of the joint ventures is reported as other revenues and is \$772,667 and \$463,999 for the years ended September 30, 2014 and 2013, respectively.

Summarized financial information from the financial statements of these organizations as of September 30, 2014 and 2013, and for the years then ended, is as follows:

<u>2014</u>	<u>Total Assets</u>	<u>Net Assets</u>	<u>Change in Net Assets</u>	<u>Excess of Revenues Over Expenses</u>
Northeast Regional Radiation Oncology Network, Inc.	\$ 13,250,462	\$ 13,196,779	\$ 763,486	\$ 335,595
Evergreen Endoscopy Center, LLC	\$ 1,595,233	\$ 429,991	\$ (155,623)	\$ 944,374
Tolland Imaging Center	\$ 775,884	\$ 544,026	\$ 256,871	\$ 241,197
<u>2013</u>	<u>Total Assets</u>	<u>Net Assets</u>	<u>Change in Net Assets</u>	<u>Excess of Revenues Over Expenses</u>
Northeast Regional Radiation Oncology Network, Inc.	\$ 12,490,586	\$ 12,433,293	\$ 212,661	\$ 295,288
Evergreen Endoscopy Center, LLC	\$ 1,746,503	\$ 585,614	\$ (208,332)	\$ 370,077
Tolland Imaging Center	\$ 934,135	\$ 287,155	\$ 72,449	\$ 65,048

Unamortized Bond Issue Costs - Financing costs associated with the issuance of long-term debt are amortized over the term of the bonds using the effective interest method. Amortization is included in interest and financing costs in the accompanying statements of operations and changes in net assets and the unamortized carrying value is recorded within other - net in the accompanying balance sheets. As of September 30, 2014 and 2013 all intangible assets have been fully amortized.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 2 - Summary of Significant Accounting Policies (continued)

Intangible Assets - Intangible assets, principally license enhancements, are amortized over the life of the respective intangible property. On average, this amortization period for license enhancements is 5 years. Amortization is included in depreciation and amortization in the accompanying statements of operations and changes in net assets and the unamortized carrying value is recorded within intangible assets - net in the accompanying balance sheets. Any residual value remaining after the amortization period is considered insignificant.

Excess of Revenues (Under) Over Expenses - The statements of operations and changes in net assets include the excess of revenues (under) over expenses. Changes in unrestricted net assets, which are excluded from the excess of revenues (under) over expenses, consistent with industry practice, include changes in unrealized appreciation (depreciation) on investments, net gain (loss) on interest rate swap that qualifies for hedge accounting; net assets released from restrictions used for capital acquisitions; pension and postretirement-related adjustments; transfers to and from affiliates and other changes in net assets.

For purposes of display, transactions deemed by management to be ongoing, major or central to providing of health care services are reported as operating revenues and operating expenses. Operating revenues include net patient service revenue, grant income and investment income. Peripheral or incidental transactions are reported as non-operating gains and losses. Non-operating gains and losses include investment income and expenses related to property management, losses recognized on investments representing declines in value considered to be other-than-temporary in nature, changes in the fair values of interest rate swaps that do not qualify for hedge accounting (net interest expense) and the costs associated with pursuing business combinations.

Charity Care - The Hospital provides care to patients who meet certain criteria under its charity care policy without charge, or at amounts less than its established and contractual rates. The Hospital does not pursue collection of amounts determined to qualify as charity care; as such, these amounts are not reported as revenue.

Deferred Revenue - Deferred revenue represents payments received for the services to be rendered in the next fiscal year and is recorded within other current liabilities in the accompanying balance sheets.

Net Patient Service Revenue - Net patient service revenue is reported at the estimated net realizable amounts from patients, third-party payers and others for services rendered, including estimated retroactive adjustments under reimbursement agreements with third-party payers. 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.

Contracts, laws and regulations governing Medicare, Medicaid, Blue Cross and the uncompensated care pool programs in the State of Connecticut are complex and subject to interpretation. As a result, there is at least a reasonable possibility that recorded estimates will change by a material amount in the near term. The Hospital records adjustments to the amounts accrued for estimated settlements related to prior years in the year they are determined.

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

Medicare - Acute care hospitals are subject to a federal prospective payment system for most Medicare inpatient hospital services and for certain outpatient services. Under this prospective payment methodology, Medicare pays a prospectively determined per-discharge or per-visit rate for non-physician services. These rates vary according to the Diagnosis Related Group or Ambulatory Payment Classification of each patient.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 2 - Summary of Significant Accounting Policies (continued)

Inpatient rehabilitation and mental health services, outpatient services, capital and medical education costs related to Medicare beneficiaries are paid based on a prospective payment system, subject to certain limitations. Certain other outpatient services are reimbursed according to fee screens.

Medicaid - Inpatient services rendered to Medicaid program beneficiaries are reimbursed at prospectively determined rates per discharge. Outpatient services rendered to Medicaid program beneficiaries are reimbursed under a cost-reimbursement methodology. The Hospital is reimbursed at a tentative rate with final settlement determined after submission of annual cost reports by the Hospital.

Other Payers - The Hospital has also entered into payment agreements with certain commercial insurance carriers, health maintenance organizations and preferred provider organizations. The basis for payment under these agreements includes rates per discharge, discounts from established charges, per diem rates and fee schedule payments.

Health Care Industry - The health care industry is subject to numerous laws and regulations of federal, state and local governments. These laws and regulations include, but are not limited to, matters such as licensure, accreditation, government health care program participation requirements, reimbursement for patient services and Medicare and Medicaid fraud and abuse. Government activity has increased with respect to investigations and allegations concerning possible violations of fraud and abuse statutes and regulations by health care providers. Violations of these laws and regulations could result in expulsion from government health care programs together with the imposition of significant fines and penalties, as well as significant repayments for patient services previously billed.

Management believes that the Hospital is in compliance with fraud and abuse regulations as well as other applicable government laws and regulations. Compliance with such laws and regulations can be subject to further governmental review and interpretation as well as regulatory actions unknown or unasserted at this time.

EHR Incentive Payment Revenue - The American Recovery and Reinvestment Act of 2009 authorized the Centers for Medicare and Medicaid Services (CMS) to award incentive payments to eligible health care providers who demonstrate Meaningful Use of certified electronic health records (EHR). These incentive programs are designed to support providers in this period of health information technology transition and instill the use of EHRs in meaningful ways to help our nation to improve the quality, safety, and efficiency of patient health care. Total revenue recorded for Medicare amounted to \$986,834 and \$1,410,667, respectively, for the years ended September 30, 2014 and 2013.

Future Operations - Current trends in the health care industry include mergers and other forms of affiliations among providers, increasing shifts to managed care, overall reduction in inpatient average length of stay, increasingly restrictive reimbursement policies by governmental and private payers and the prospect of significant changes in legislation at the state and national level. Management cannot assess or project the ultimate effect of these or other items on the future operations of the Hospital.

Interest in Net Assets of ECHF - ECHF was formed as a not-for-profit organization to supervise the development activities and engage in investment activities for the benefit of all of the ECHN subsidiaries. ECHN is the sole member of ECHF and ECHF's Board of Directors is appointed by ECHN. The Hospital follows the provisions of ASC 958 "Not-for-Profit Entities." Accordingly, the Hospital has reflected its proportionate interest in the net assets of ECHF in the Hospital's financial statements.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 2 - Summary of Significant Accounting Policies (continued)

Income Taxes - The Hospital is a not-for-profit organization, which is in compliance with the provisions of Internal Revenue Code (IRC) Sec. 501(c)(3) and is exempt from federal tax under IRC Sec. 501(a). At times, the Hospital is involved with activities that subject minor amounts of unrelated business federal income tax, which are paid as they come due in accordance with the IRC and the regulations there under. Such amounts are insignificant to the Hospital's financial statements.

The Hospital accounts for uncertain tax positions in accordance with provisions of FASB ASC 740, "*Income Taxes*," which provides a framework for how companies should recognize, measure, present and disclose uncertain tax positions in their financial statements. The Hospital may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The Hospital does not have any uncertain tax positions as of September 30, 2014 and 2013. As of September 30, 2014 and 2013, the Hospital did not record any penalties or interest associated with uncertain tax positions. The Hospital's prior three tax years are open and subject to examination by the Internal Revenue Service.

Asset Retirement Obligations - The Hospital recognizes a liability for the fair value of a conditional asset retirement obligation if the fair value of the liability can be reasonably estimated. Uncertainty about the timing and/or method of settlement of a conditional asset retirement obligation is factored into the measurement of the liability when sufficient information exists. The types of asset retirement obligations that the Hospital recognizes are those for which the Hospital has a legal obligation to perform an asset retirement activity, however, the timing and/or method of settling the obligation are conditional on a future event that may or may not be within its control. The fair value of a liability for the legal obligation associated with an asset retirement is recorded in the period in which the obligation is incurred. When the liability is initially recorded, the cost of the asset retirement is capitalized.

As of September 30, 2014 and 2013, the Hospital has recognized \$279,796, respectively, as an obligation to remove asbestos from various buildings upon retirement. This total is included in the balance sheets within other liabilities.

Accounting for Defined Benefit Pension and Other Postretirement Plans - The Hospital recognizes the overfunded or underfunded status of their defined-benefit pension and other postretirement benefit plans (collectively, "postretirement benefit plans") in the balance sheets as an asset or liability. The Hospital recognizes changes in the funded status of the plans in the year in which the changes occur as a change in unrestricted net assets presented below the excess of revenues (under) over expenses in its statements of operations and changes in net assets.

Inventory - The Hospital records inventory at cost using the average cost method.

Impairment of Long-Lived Assets - Long-lived assets to be held and used are reviewed for impairment whenever circumstances indicate that the carrying amount of an asset may not be recoverable. Long-lived assets to be disposed are reported at the lower of carrying amount or fair value, less cost to sell.

Concentration of Credit Risk - Financial instruments which potentially subject the Hospital to concentration of credit risk consist of accounts receivable, investments, including temporary cash investments, marketable equity and debt securities, mutual funds, government securities and interest rate swap agreements. The Hospital receives a significant portion of its payments for services rendered from a limited number of government and commercial third-party payers, including Medicare (a federal program), Medicaid (a State of Connecticut program) and various health insurance companies.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 2 - Summary of Significant Accounting Policies (continued)

Estimated Self-Insurance Liabilities - The liabilities for outstanding losses and loss related expenses and the related provision for losses and loss related expenses include estimates for malpractice losses, general liability and workers' compensation incurred but not reported claims, as well as losses pending settlement. Such liabilities are necessarily based on estimates and, while management believes the amounts provided are adequate, the ultimate liability may be in excess of or less than the amounts provided. As a result, there is at least a reasonable possibility that recorded estimates will change by a material amount in the near term. The methods for making such estimates and the resulting liability are actuarially reviewed on an annual basis, and any adjustments required are reflected in operations in the current period. The current portion of estimated self-insurance liabilities is recorded within other current liabilities in the accompanying balance sheets.

Interest Rate Swap Agreements - Interest rate swap agreements are recognized as either assets or liabilities in the balance sheet at fair value regardless of the purpose or intent for holding them. Changes in the fair value of interest rate swap agreements are recognized in non-operating losses, or if designated and effective as hedge transactions, as changes in unrestricted net assets.

Advertising Costs - The Hospital expenses advertising costs the first time the advertising takes place. The total amount charged to advertising expense was \$1,103,514 and \$1,201,535 for the years ended September 30, 2014 and 2013, respectively, and is recorded in supplies and other in the accompanying statements of operations and changes in net assets.

Accounting Pronouncements Adopted - In December 2011, the FASB issued Accounting Standards Update (ASU) 2011-11, "*Disclosures about Offsetting Assets and Liabilities*", which was later clarified by ASU 2013-01, "*Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*." This guidance contained new disclosure requirements regarding the nature of an entity's rights of setoff and related arrangements associated with its financial instruments and derivative instruments. This guidance became effective for the Hospital beginning on October 1, 2013, and did not have an impact on its financial statements.

In October 2012, the FASB issued ASU 2012-05, "*Statement of Cash Flows (Topic 230): Not-for-Profit Entities: Classification of the Sale Proceeds of Donated Financial Assets in the Statement of Cash Flows*." This guidance provides clarification on how entities classify cash receipts arising from the sale of certain donated financial assets in the statement of cash flows. This guidance became effective for the Hospital beginning on October 1, 2013, and did not have a material impact on its statements of cash flows.

Accounting Pronouncements Pending Adoption - In February 2013, the FASB issued ASU 2013-04, "*Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation is Fixed at the Reporting Date*." This guidance requires entities to measure obligations resulting from the joint and several liability arrangements for which the total amount of the obligation within the scope of this guidance is fixed at the reporting date. This guidance is effective for the Hospital beginning October 1, 2014, with early adoption permitted. The Hospital has not yet evaluated the impact this guidance may have on its financial statements.

Subsequent Events - Subsequent events have been evaluated through January 27, 2015, the date through which procedures were performed to prepare the financial statements for issuance. Management believes that there are no subsequent events having a material impact on the financial statements.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 3 - Assets Whose Use is Limited and Investments

Assets whose use is limited and investments as of September 30, 2014 and 2013, include the following:

	2014		2013	
	Cost	Fair Value	Cost	Fair Value
Board designated and donor-restricted:				
Money market funds	\$ 11,274,059	\$ 11,274,059	\$ 70,460	\$ 70,460
Mutual funds:				
Vanguard Developed Markets	-	-	4,503,434	5,030,336
Vanguard Wellington Fund	-	-	4,245,100	5,301,252
Total	<u>\$ 11,274,059</u>	<u>\$ 11,274,059</u>	<u>\$ 8,818,994</u>	<u>\$ 10,402,048</u>
Investments held in trust for estimated self-insurance liabilities:				
Money market funds	\$ 156,331	\$ 156,331	\$ 326,811	\$ 326,811
Fixed income mutual funds	533,791	534,245	289,522	291,975
Equity mutual funds	704,179	798,211	615,391	639,240
Total	<u>\$ 1,394,301</u>	<u>\$ 1,488,787</u>	<u>\$ 1,231,724</u>	<u>\$ 1,258,026</u>
Investments held under bond indentures:				
Money market funds	\$ 3,500,902	\$ 3,500,902	\$ 4,185,388	\$ 4,185,388
U.S. government securities	651,301	651,074	435,823	436,405
Total	<u>\$ 4,152,203</u>	<u>\$ 4,151,976</u>	<u>\$ 4,621,211</u>	<u>\$ 4,621,793</u>
Beneficial interest in trust assets	<u>\$ 8,108,851</u>	<u>\$ 9,599,529</u>	<u>\$ 4,692,910</u>	<u>\$ 5,700,199</u>
Investments:				
Money market funds	\$ 1,339,234	\$ 1,339,234	\$ 415,045	\$ 415,045
Mutual funds:				
Foreign large growth fund	-	-	512,473	660,784
Value index fund	-	-	343,205	446,061
Small cap fund	-	-	753,692	816,168
Short-term bond fund	-	-	985,681	997,588
Moderate allocation funds	-	-	839,103	1,030,847
Total	<u>\$ 1,339,234</u>	<u>\$ 1,339,234</u>	<u>\$ 3,849,199</u>	<u>\$ 4,366,493</u>
Total assets whose use is limited and investments	<u>\$ 26,268,648</u>	<u>\$ 27,853,585</u>	<u>\$ 23,214,038</u>	<u>\$ 26,348,559</u>

Interest and dividend income on the assets whose use is limited and investments, included within other revenues on the statements of operations and changes in net assets, totaled \$598,183 and \$511,313 for the years ended September 30, 2014 and 2013, respectively. The Hospital recognized \$3,695,558 and \$2,092,667, respectively of realized gains within other revenues for the years ended September 30, 2014 and 2013.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 4 - Fair Value Measurements

FASB ASC 820 “*Fair Value Measurements and Disclosures*” provides a framework for measuring fair value. That framework 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 FASB ASC 820 are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Hospital has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability’s fair value measurement level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

The following table presents the financial instruments carried at fair value as of September 30, 2014, by the valuation hierarchy.

<u>2014</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets:				
Money market funds	\$ 16,270,526	\$ -	\$ -	\$ 16,270,526
U.S. government securities	651,074	-	-	651,074
Mutual funds:				
Short-term bond fund	209,357	-	-	209,357
Foreign funds	155,728	-	-	155,728
Value index fund	616,571	-	-	616,571
Intermediate bond fund	209,854	-	-	209,854
Mid-cap fund	74,187	-	-	74,187
Multi-sector bond fund	66,759	-	-	66,759
Beneficial interest in trust assets	-	-	9,599,529	9,599,529
Total assets at fair value	<u>\$ 18,254,056</u>	<u>\$ -</u>	<u>\$ 9,599,529</u>	<u>\$ 27,853,585</u>
Liabilities:				
Obligations under interest rate swap agreements	\$ -	\$ 3,798	\$ -	\$ 3,798
Total liabilities at fair value	<u>\$ -</u>	<u>\$ 3,798</u>	<u>\$ -</u>	<u>\$ 3,798</u>

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 4 - Fair Value Measurements (continued)

The following table presents the financial instruments carried at fair value as of September 30, 2013, by the valuation hierarchy.

<u>2013</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets:				
Money market funds	\$ 4,997,704	\$ -	\$ -	\$ 4,997,704
U.S. government securities	436,405	-	-	436,405
Mutual funds:				
Short-term bond fund	1,289,563	-	-	1,289,563
Foreign large growth fund	660,784	-	-	660,784
Value index fund	446,061	-	-	446,061
Small cap fund	816,168	-	-	816,168
Moderate allocation funds	12,001,675	-	-	12,001,675
Beneficial interest in trust assets	-	-	5,700,199	5,700,199
Total assets at fair value	<u>\$ 20,648,360</u>	<u>\$ -</u>	<u>\$ 5,700,199</u>	<u>\$ 26,348,559</u>
Liabilities:				
Obligations under interest rate swap agreements	<u>\$ -</u>	<u>\$ 129,775</u>	<u>\$ -</u>	<u>\$ 129,775</u>
Total liabilities at fair value	<u>\$ -</u>	<u>\$ 129,775</u>	<u>\$ -</u>	<u>\$ 129,775</u>

During the years ended September 30, 2014 and 2013, the value of the beneficial interest in trusts increased for a change in market value of \$553,945 and \$623,925, respectively. In addition, the Hospital received \$405,423 and \$220,205 in distributions from these trusts in 2014 and 2013, respectively. During 2014 the Hospital recorded additional beneficial interest in trust assets in the amount of \$3,751,750. There were no additional amounts recorded in 2013.

The Hospital's valuation methodologies used to measure financial assets and liabilities at fair value are outlined below. Where applicable, the Hospital uses quoted prices in active markets for identical assets and liabilities to determine fair value (Level 1 inputs). This pricing methodology applies to money market funds, U.S. government securities and mutual funds.

If quoted prices in active markets for identical assets and liabilities are not available, then quoted prices for similar assets and liabilities, quoted prices for identical assets or liabilities in inactive markets or inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly, will be used to determine fair value (Level 2 inputs). The Level 2 classification includes the interest rate swap agreements. The interest rate swap agreements are valued based on a determination of market expectations relating to the future cash flows associated with the swap contract using sophisticated modeling based on observable market-based inputs, such as interest rate curves.

Assets and liabilities that are valued using significant unobservable inputs, such as extrapolated data, proprietary models, or indicative quotes that cannot be corroborated with market data are classified in Level 3 within the fair value hierarchy. The Level 3 classification includes the Hospital's beneficial interest in trusts. The value of the Hospital's assets is based on total fund values and the Hospital's corresponding beneficiary percentage.

Fair values of the Hospital's Series A and C Bonds are based on current traded value. The fair value of the Series A and C Bonds as of September 30, 2014 and 2013, is approximately \$29,456,918 and \$29,693,168, respectively. The fair value of the Hospital's remaining long-term debt approximates its carrying value.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 4 - Fair Value Measurements (continued)

As of September 30, 2014 and 2013, the Hospital's other financial instruments included accounts receivable, accounts payable and accrued expenses and estimated settlements due from third-party payers. The carrying amounts reported in the balance sheets for these financial instruments approximate their fair value.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Hospital believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Note 5 - Unamortized Bond Issue Costs

Unamortized bond issue costs that are recorded within other - net in the accompanying balance sheets, as of September 30, 2014 and 2013, are as follows:

	2014	2013
Deferred financing costs	\$ 2,202,270	\$ 2,202,270
Less: accumulated amortization	(970,161)	(734,395)
Total	\$ 1,232,109	\$ 1,467,875

Note 6 - Property, Plant and Equipment

Property, plant and equipment as of September 30, 2014 and 2013, consists of the following:

	2014	2013
Land and land improvements	\$ 2,914,220	\$ 2,852,720
Building and building improvements	94,860,684	93,843,242
Fixed equipment	22,712,135	21,909,186
Moveable equipment	74,491,997	69,886,755
	194,979,036	188,491,903
Less: accumulated depreciation and amortization	(141,480,889)	(134,774,977)
	53,498,147	53,716,926
Construction in progress	2,219,495	857,425
Total	\$ 55,717,642	\$ 54,574,351

For the years ended September 30, 2014 and 2013, the Hospital capitalized interest related to construction financed with tax-exempt debt of \$20,000 and \$127,452, respectively. The cost to complete the construction in progress is \$3,733,794 and \$2,223,045 as of September 30, 2014 and 2013, respectively. For the years ended September 30, 2014 and 2013, the Hospital disposed of property, plant and equipment in the amounts of \$186,024 and \$15,673,704, respectively, all of which were fully depreciated assets.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 7 - Related Party Transactions

The Network provides certain administrative and operating services to the Hospital and allocates these expenses along with revenues back to the Hospital. The allocation percentage is as follows: MMH 71.1% and 70.76%, RGH 27.7% and 27.94%, and EES 1.2% and 1.3%, respectively during the years ended September 30, 2014 and 2013. The net expenses allocated were \$20,591,391 and \$21,157,189 for the years ended September 30, 2014 and 2013, respectively.

Amounts due from related entities as of September 30, 2014 and 2013, consist of the following:

	<u>2014</u>	<u>2013</u>
ECMPF	\$ 11,038,330	\$ 15,368,566
ECHF	142,497	349,211
ECHN	2,683,137	6,291,283
CHIC	4,754,198	4,204,000
EES	-	21,562
Enterprises	<u>1,637,794</u>	<u>1,901,460</u>
	20,255,956	28,136,082
Less: allowance for uncollectible accounts	<u>-</u>	<u>(2,701,478)</u>
Total	<u>\$ 20,255,956</u>	<u>\$ 25,434,604</u>

Amounts due from affiliates consist of operational, working capital, due from CHIC for insurance recoveries and other advances made to ECHN and its affiliates. In 2014, management conducted a review of the intercompany balances and wrote down balances deemed uncollectible. Management believes the amounts due from affiliates as of September 30, 2014, are collectible and can be repaid through the individual entities net asset value and/or ECHN's overall consolidated net asset value.

The Hospital transferred equity to ECHN in the amount of \$4,937,674 and \$4,282,611 for the years ended September 30, 2014 and 2013, respectively, to help support the ECHN activities.

Amounts due to related entities as of September 30, 2014 and 2013, consist of the following:

	<u>2014</u>	<u>2013</u>
RGH	\$ 5,298,863	\$ 7,220,571
EES	<u>23,158</u>	<u>-</u>
Total	<u>\$ 5,322,021</u>	<u>\$ 7,220,571</u>

Note 8 - Medical Malpractice Insurance

In fiscal year 2007, ECHN established a single-parent captive, CHIC, which covers all of its subsidiaries, including the Hospital. CHIC provides malpractice and general insurance coverage for ECHN and its subsidiaries at \$3,000,000 per occurrence and \$9,000,000 in the aggregate for the years ending September 30, 2014 and 2013.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 8 - Medical Malpractice Insurance (continued)

Effective October 1, 2009, CHIC also provided an excess healthcare professional liability and umbrella liability insurance policy on a claims made basis covering healthcare professional liability, general care liability, automobile liability, employers liability, helipad liability and non-owned aircraft liability. The limit provided is \$30,000,000 for each loss event and in the annual aggregate excess of the primary coverage layers described above. This coverage is fully reinsured.

Claims that fall within CHIC's policies for medical malpractice and general liability insurance have been asserted against the Hospital by various claimants. The claims are in various stages and some may ultimately be brought to trial. CHIC has employed independent actuaries to estimate the ultimate costs, if any, of the resolution of such claims. Management believes these reserves provide an adequate reserve for loss contingencies.

The Hospital does not self-insure any malpractice risks other than exposures greater than its excess coverage's, however, as of September 30, 2014 and 2013, the Hospital has recorded a liability for estimated incurred but not reported claims, as it currently has a claims-made policy with CHIC. In addition, the Hospital recorded additional claims liabilities and insurance recoveries from CHIC in the amount of \$4,754,198 and \$4,204,000 as of September 30, 2014 and 2013, respectively.

Note 9 - Estimated Self-Insurance Liabilities

The Hospital is self-insured for workers' compensation insurance coverage. The Hospital participates in Workers' Compensation Trust, a revocable trust, for the purpose of setting aside assets based on actuarial funding recommendations. As of September 30, 2014 and 2013, the Hospital has a \$450,000 and \$400,000, respectively limit per occurrence for workers' compensation claims. Prior to September 30, 2013, the per occurrence limit was \$350,000. The Hospital has employed independent actuaries to estimate the ultimate costs, if any, of workers' compensation claims. Accrued workers' compensation reserves have been discounted at 5% as of September 30, 2014 and 2013, and in management's opinion provide an adequate reserve for loss contingencies.

Note 10 - Pension and Other Postretirement Benefits

ECHN has a defined benefit pension plan that covered substantially all of the employees of the Hospital and RGH. The benefits are based upon years of service and compensation for the five highest years during the employee's last 10 years of service. MMH contributes amounts sufficient to meet the minimum funding requirements of the Employee Retirement Income Security Act of 1974, as well as such additional amounts as deemed appropriate.

On December 31, 2008, ECHN implemented a soft freeze on the defined-benefit pension plan. During September 2013 the Trustees passed a resolution to freeze all benefits related to the defined-benefit pension plan. Qualifying employees with age and service credits greater than 65 were given the option to stay in the defined-benefit pension plan or freeze their defined benefits and enter into a defined contribution plan. All other employees were required to enter into the defined contribution plan. Under the defined contribution plan, ECHN contributes 3% of eligible employees' salaries. This contribution is non-guaranteed for all employees except certain union workers. During fiscal year 2014 and 2013, the Hospital incurred expenses of \$1,766,045 and \$1,626,254, respectively, related to this plan.

MMH and RGH also sponsor a postretirement benefit plan that provides health care benefits to those employees who retire. The criterion to receive this benefit is to be vested in the pension plan, attain age 55 or older and start collecting under the defined benefit plan described above once retired. The retiree must be enrolled into the medical plan on the date of retirement to be eligible for the continuation. MMH full-time registered nurse retirees (retired prior to October 1, 2005 and were eligible per the Union contract) are grandfathered and required to pay at least 50% of the total cost of the medical and dental coverage they elect for themselves under the plan.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 10 - Pension and Other Postretirement Benefits (continued)

The Hospital and RGH as of September 30, 2014 and 2013 have no unrecognized actuarial losses related to the defined benefit pension plan.

Grandfathered eligible retirees are required to pay 100% of the total cost of the medical and dental coverage they elect for an eligible spouse.

The effects of Medicare Prescription Drug, Improvement and Modernization Act of 2003 were reflected as of September 30, 2014 and 2013, assuming that ECHN will continue to provide a prescription drug benefit to retirees that is at least actuarially equivalent to Medicare Part D and that ECHN will receive the federal subsidy.

The subsidy reduced plan liabilities by approximately \$60,000 and \$900,000 for the years ended September 30, 2014 and 2013, respectively. Subsidies of \$82,280 and \$90,769 were received in the years ended September 30, 2014 and 2013, respectively. Future benefits of \$193,769 are expected to be paid and future subsidies of \$57,671 are expected to be received related to the year ended September 30, 2015.

The pension and postretirement plans change in benefit obligation and change in plan assets for the years ended September 30, 2014 and 2013, are as follows (information presented is for the Network (MMH and RGH combined), based on September 30 measurement date):

	Pension Benefits		Other Postretirement Benefits	
	2014	2013	2014	2013
Change in benefit obligation:				
Benefit obligation, beginning of year	\$ 192,294,259	\$ 223,101,495	\$ 4,193,572	\$ 4,633,005
Service cost	1,511,408	2,709,867	54,345	72,548
Interest cost	9,912,203	9,475,222	183,189	162,852
Plan participants' contributions	-	-	252,224	296,951
Receipt of Medicare Part D reimbursement	-	-	82,280	90,769
Plan amendments	-	-	(1,500,168)	-
Curtailments	-	(7,795,069)	-	-
Actuarial loss (gain)	18,293,175	(26,124,678)	103,272	(499,239)
Benefits paid	(9,352,892)	(9,072,578)	(520,055)	(563,314)
Benefit obligation, end of year	<u>\$ 212,658,153</u>	<u>\$ 192,294,259</u>	<u>\$ 2,848,659</u>	<u>\$ 4,193,572</u>
Change in plan assets:				
Fair value of plan assets, beginning of year	\$ 152,290,851	\$ 149,218,728	\$ -	\$ -
Actual return on plan assets	21,778,598	9,144,701	-	-
Employer contributions	4,800,000	3,000,000	185,551	175,594
Plan participants' contributions	-	-	252,224	296,951
Receipt of Medicare Part D reimbursement	-	-	82,280	90,769
Benefits paid	(9,352,892)	(9,072,578)	(520,055)	(563,314)
Fair value of plan assets, end of year	<u>\$ 169,516,557</u>	<u>\$ 152,290,851</u>	<u>\$ -</u>	<u>\$ -</u>
Accrued pension and other postretirement benefits	<u>\$ (43,141,596)</u>	<u>\$ (40,003,408)</u>	<u>\$ (2,848,659)</u>	<u>\$ (4,193,572)</u>
Accumulated benefit obligation	<u>\$ 212,658,153</u>	<u>\$ 192,294,259</u>	<u>\$ -</u>	<u>\$ -</u>

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 10 - Pension and Other Postretirement Benefits (continued)

The amounts recognized in the Network's consolidated balance sheets as of September 30, 2014 and 2013 are as follows:

	Pension Benefits		Other Postretirement Benefits	
	2014	2013	2014	2013
Current liabilities	\$ 1,120,000	\$ 5,700,000	\$ 193,769	\$ 385,518
Noncurrent liabilities	42,021,596	34,303,408	2,654,890	3,808,054
Net amount recognized	\$ 43,141,596	\$ 40,003,408	\$ 2,848,659	\$ 4,193,572

The allocation of the accrued pension and postretirement benefits for the years ended September 30, 2014 and 2013 is as follows:

	Pension Benefits		Other Postretirement Benefits	
	2014	2013	2014	2013
MMH	\$ 33,243,046	\$ 30,733,609	\$ 2,377,259	\$ 3,206,428
RGH	9,898,550	9,269,799	471,400	987,144
	\$ 43,141,596	\$ 40,003,408	\$ 2,848,659	\$ 4,193,572

The plan's components of net periodic benefit cost for the years ended September 30, 2014 and 2013, are as follows (pension benefits information presented is for MMH and RGH combined):

	Pension Benefits		Other Postretirement Benefits	
	2014	2013	2014	2013
Service cost	\$ 1,511,408	\$ 2,709,867	\$ 54,345	\$ 72,548
Interest cost	9,912,203	9,475,222	183,189	162,852
Expected return on plan assets	(12,179,861)	(11,692,676)	-	-
Amortization of prior service (credits) costs	-	(234,992)	77,724	77,724
Curtailement (gain)	-	(1,148,330)	-	-
Amortization of net loss (gain)	887,441	4,123,868	(105,863)	(55,153)
Net periodic benefit cost	\$ 131,191	\$ 3,232,959	\$ 209,395	\$ 257,971

The allocation of the net periodic benefit cost for the years ended September 30, 2014 and 2013, is as follows:

	Pension Benefits		Other Postretirement Benefits	
	2014	2013	2014	2013
MMH	\$ 103,762	\$ 2,475,143	\$ 174,744	\$ 197,246
RGH	27,429	757,816	34,651	60,725
	\$ 131,191	\$ 3,232,959	\$ 209,395	\$ 257,971

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 10 - Pension and Other Postretirement Benefits (continued)

The assumptions used to determine pension and postretirement benefit obligations as of September 30, 2014 and 2013, are as follows:

	Pension Benefits		Other Postretirement Benefits	
	2014	2013	2014	2013
Discount rate	4.54%	5.27%	4.11%	4.54%
Expected long-term rate of return	8.00%	8.00%	N/A	N/A
Rate of compensation increase	0.00%	3.00%	N/A	N/A
Initial medical trend rate	N/A	N/A	9.44%	7.62%
Ultimate medical trend rate	N/A	N/A	4.50%	4.50%
Number of years to ultimate medical trend rate	N/A	N/A	13 years	14 years

The assumptions used to determine net periodic benefit cost of the pension and postretirement plans for the years ended September 30, 2014 and 2013, were as follows:

	Pension Benefits		Other Postretirement Benefits	
	2014	2013	2014	2013
Discount rate	5.27%	4.32%	4.54%	3.64%
Expected long-term rate of return	8.00%	8.00%	N/A	N/A
Rate of compensation increase	3.00%	3.00%	N/A	N/A
Initial medical trend rate	N/A	N/A	9.44%	7.62%
Ultimate medical trend rate	N/A	N/A	4.50%	4.50%
Number of years to ultimate medical trend rate	N/A	N/A	13 years	14 years

The medical trend rate assumption has a significant effect on the amounts reported. A one-percentage point change in assumed health care cost trend rates would have the following effects:

	One- Percentage Point Increase	One- Percentage Point Decrease
Effect on year end postretirement benefit obligation	\$ 225,033	\$ (233,728)
Effect on total of service and interest cost components	\$ 20,880	\$ (18,565)

The pension plan's weighted-average asset allocations as of September 30, 2014 and 2013, by asset category, are as follows:

Asset category:	Pension Benefits	
	2014	2013
Equity securities	0%	56%
Debt securities	99%	43%
Cash and cash equivalents	1%	1%
	100%	100%

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 10 - Pension and Other Postretirement Benefits (continued)

The investment objective of ECHN is to invest the plan assets in a manner that, together with contributions, will provide for sufficient resources to pay current and projected obligations over the life of the plan. The plan shall be diversified across asset classes to achieve an optimal balance between risk and return and between income and growth of assets through capital appreciation. Consistent with funding requirements, a secondary objective of the plan is to source benefit payments primarily through existing plan assets and anticipated future returns thereby minimizing future cash contributions. The investment objectives shall be implemented in a de-risking framework designed to manage the plan's funded status volatility and minimize future cash contributions. The funded status of the plan shall be measured by the ratio of plan assets to the projected benefit obligation. To reduce the volatility as much as possible, the goal is to attain and/or maintain a funded status of at least a 105% funding level and allocate its assets as outlined below.

The plan has approved an asset allocation strategy that shall change over time in response to future changes in the plan's funded status. Such changes in asset allocation strategy are intended to allocate additional assets to the fixed income asset class should the plan's funded status improve. Accordingly, the fixed income asset class shall be invested in such a manner that its interest rate sensitivity correlates highly with that of the plan's liabilities. Other asset classes are intended to provide additional return with associated higher levels of risk. If the plan's funded status deteriorates beyond stated thresholds, the strategy dictates that additional assets will not be re-allocated to the return-seeking assets.

Fair value methodologies used to assign plan assets to levels in accordance with FASB ASC 820 are consistent with the inputs described in Note 4.

The following table presents the investments of the defined benefit plan carried at fair value as of September 30, 2014 and 2013, by the valuation hierarchy.

<u>2014</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets:				
Cash and cash equivalents	\$ 708,333	\$ -	\$ -	\$ 708,333
Fixed income mutual funds:				
Long duration	150,668,190	-	-	150,668,190
US core opportunistic	7,500,003	-	-	7,500,003
US passive	7,558,893	-	-	7,558,893
Guaranteed investment contract	-	-	3,081,138	3,081,138
Total assets at fair value	<u>\$ 166,435,419</u>	<u>\$ -</u>	<u>\$ 3,081,138</u>	<u>\$ 169,516,557</u>
<u>2013</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets:				
Cash and cash equivalents	\$ 633,333	\$ -	\$ -	\$ 633,333
Fixed income mutual funds:				
Long duration	64,833,809	-	-	64,833,809
US core opportunistic	13,328,905	-	-	13,328,905
US passive	2,935,983	-	-	2,935,983
Guaranteed investment contract	-	-	3,230,137	3,230,137
Equity mutual funds:				
Small/mid cap	8,925,030	-	-	8,925,030
Large cap	31,678,381	-	-	31,678,381
International	26,725,273	-	-	26,725,273
Total assets at fair value	<u>\$ 149,060,714</u>	<u>\$ -</u>	<u>\$ 3,230,137</u>	<u>\$ 152,290,851</u>

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 10 - Pension and Other Postretirement Benefits (continued)

The changes within the level 3 investments as of September 30, 2014 and 2013 is as follows:

2014	Guaranteed Investment Contract
Balance as of October 1, 2013	\$ 3,230,137
Investment income	133,795
Expenditures	(282,794)
Balance as of September 30, 2014	\$ 3,081,138
2013	
Balance as of October 1, 2012	\$ 3,195,313
Investment income	326,682
Expenditures	(291,858)
Balance as of September 30, 2013	\$ 3,230,137

During fiscal year 2015, ECHN anticipates contributing \$1,120,000 to the defined benefit plan.

The future benefit payments, which reflect estimated future service and expected to be paid from the plans for the year ended September 30, 2014, are as follows:

	Pension Benefits	Other Postretirement Benefits
2015	\$ 9,255,587	\$ 193,769
2016	\$ 9,656,312	\$ 205,006
2017	\$ 10,171,865	\$ 224,486
2018	\$ 10,703,439	\$ 235,707
2019	\$ 11,264,848	\$ 247,455
2020-2024	\$ 63,572,682	\$ 1,227,224

The Hospital also has a defined contribution employee savings plan covering substantially all employees. Eligible employees who contribute to the plan will have 20% - 50%, depending upon years of service, of contributions matched by the Hospital, up to a maximum of 6% of annual compensation. The Hospital incurred expenses related to the employee savings plan amounting to \$1,561,141 and \$1,309,432 for the years ended September 30, 2014 and 2013, respectively.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 11 - Long-Term Debt and Line of Credit

Long-term debt and capital lease obligations as of September 30, 2014 and 2013, consist of the following:

	<u>2014</u>	<u>2013</u>
The Hospital's portion of Connecticut Health and Educational Facilities Authority (CHEFA) Hospital Revenue Bonds, ECHN Issue Series 2000A bearing interest at rates ranging from 5.625% to 6.375%, net of unamortized original issue discount of \$20,134 and \$24,358 in 2014 and 2013, respectively.	\$ 4,119,866	\$ 4,510,642
The Hospital's portion of CHEFA Hospital Revenue Bonds, ECHN Issue Series 2005C, bearing interest at rates ranging from 4.00% to 5.125%, net of amortized original issue premium of \$254,344 and \$270,240 in 2014 and 2013, respectively.	25,402,544	25,995,940
The Hospital's portion of CHEFA Hospital Revenue Bonds, ECHN Series D Bonds, bearing interest at a variable rate, adjusted weekly.	9,537,191	9,749,545
The Hospital's portion of the CHEFA Demand Revenue Bonds, ECHN Series E bearing interest at a variable rate, adjusted weekly.	1,709,000	1,758,000
Loan payable to Sovereign Bank, face amount of \$5,200,000 due and payable in semi-annual principal and interest installments maturing on January 3, 2022 and bearing interest at 3.38%.	4,154,222	4,674,222
Promissory note payable to Rockville Bank, due and payable in monthly principal and interest installments, maturing on July 1, 2025, bearing interest at 5.87%.	742,092	791,933
Promissory note payable to Webster Bank due and payable in monthly principal and interest installments with a balloon payment due on May 1, 2018, bearing interest at 4.22%.	601,219	615,659
Promissory note payable to Webster Bank due and payable in monthly principal and interest installments with a balloon payment due on December 1, 2017, bearing interest at 4.11%.	554,013	568,058
Promissory note payable to Webster Bank due and payable in monthly principal and interest installments with a balloon payment due on May 1, 2019, bearing interest at 5.14%.	517,406	-
Promissory notes payable with Philips Medical Capital, payable in monthly installments, maturing in fiscal year 2021 and bearing interest at rates between 4.3% and 6.8%	1,719,701	-
Capital lease obligations (see Note 13)	<u>5,455,874</u>	<u>6,039,432</u>
Total long-term debt	54,513,128	54,703,431
Less: current maturities	<u>(4,092,102)</u>	<u>(3,909,618)</u>
Long-term debt - net	<u>\$ 50,421,026</u>	<u>\$ 50,793,813</u>

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 11 - Long-Term Debt and Line of Credit (continued)

Line of credit obligations as of September 30, 2014 and 2013, consist of the following:

	2014	2013
Revolving line of credit with TD Bank in 2014 and 2013, bearing interest at a variable rate.	<u>\$ 5,600,000</u>	<u>\$ 6,500,000</u>

In February 2000, the Hospital, RGH and EES (collectively, the Series A Obligated Group) entered into an agreement and open-ended mortgage with the Connecticut Health and Educational Facilities Authority (CHEFA) in connection with the issuance of CHEFA Hospital Revenue Bonds, Eastern Connecticut Health Network, Issue Series 2000A (the Series A Bonds). A portion of the proceeds from the Series 2000A Bonds, net of the original issue discount and amounts used to establish required reserve accounts, was placed in an irrevocable trust from which the remaining debt service payments for defeased CHEFA bonds will be paid. The remainder was used to finance additions and renovations for various facilities. The Series A Obligated Group has been legally released from any future debt service on the defeased bonds. The Series A Bonds are due on various dates through July 1, 2030.

On October 1, 2005, the Hospital, RGH, EES and ECHF (collectively, the Series C Obligated Group) entered into an agreement and open-ended mortgage with the CHEFA to borrow \$37,065,000 in connection with the issuance of CHEFA Hospital Revenue Bonds, Eastern Connecticut Health Network Issue, Series C (the Series C Bonds). The proceeds from the Series C Bonds, net of the original issue premium and amounts used to establish required reserve accounts, were placed in an irrevocable trust to advance refund and defease a portion of the Series 2000A Bonds. MMH, RGH and EES (collectively, the Series A Obligated Group) have been legally released from any future debt service on the portion of defeased Series 2000A Bonds. The Series C Bonds are due on various dates through July 1, 2030.

In May 2009, the Hospital, RGH, EES and ECHF (collectively, the Series D Obligated Group) entered into an agreement and open-ended mortgage with CHEFA in connection with the issuance of CHEFA Hospital Revenue Bonds, Eastern Connecticut Health Network, Issue Series D (the Series D Bonds). The proceeds from the Series D Bonds, net of amounts used to establish required reserve accounts, were used to finance renovations at MMH, an expansion at EES and other campus improvements. The Series D Bonds are due on various dates through May 14, 2039.

In December 2010, the Hospital, RGH, EES and ECHF (collectively, the Series E Obligated Group) entered into an agreement and open-ended mortgage with CHEFA in connection with the issuance of CHEFA Hospital Revenue Bonds, Eastern Connecticut Health Network, Issue Series E (the Series E Bonds). The proceeds from the Series E Bonds, net of amounts used to establish required reserve accounts, were used to refinance the Series B Bonds and fund interest rate swap agreement termination payments relating to the Series B Bonds. The Series E Bonds are due on various dates through July 1, 2034.

Under the terms of the Series A, Series B, Series C, Series D and Series E Bonds, the Series A Obligated Group, Series B Obligated Group, Series C Obligated Group, Series D Obligated Group and Series E Obligated Group (the "Obligated Groups") are required to maintain certain deposits with a trustee. Such deposits are included in assets whose use is limited. The indenture also places limits on the incurrence of additional borrowings and dispositions of property and requires that the Obligated Groups satisfy certain measures of financial performance as long as the bonds are outstanding.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 11 - Long-Term Debt and Line of Credit (continued)

The Obligated Groups are required to comply with certain financial covenants (as defined in the trust agreements), including a debt service coverage ratio, day's cash on hand requirement and minimum cash to debt ratio. As of September 30, 2014 and 2013, the Obligated Groups were in compliance with the financial covenants.

Under the terms of the CHEFA agreements, each member of the Obligated Groups is jointly and severally liable for the full and prompt payment of the amounts owed by the Obligated Groups. Total debt of the Obligated Groups was \$75,932,222 and \$78,853,222 as of September 30, 2014 and 2013, respectively. The debt is also secured by the gross receipts of the Obligated Groups.

In June 2012, the Obligated Group entered into a loan agreement with CHEFA for \$5,200,000 in connection with purchase of equipment and renovation costs. The proceeds of the loan, net of disbursements, are included in the current portion of assets whose use is limited. Semi-annual principal and interest payments are due through January 2022.

The Hospital is party to various capital leases, which are described in Note 13.

The annual maturities of the Hospital's portion of the long-term debt and capital lease obligations in each of the succeeding five years and thereafter as of September 30, 2014 are as follows:

2015	\$	4,092,102
2016		4,137,162
2017		3,320,503
2018		3,821,805
2019		3,053,354
Thereafter		35,853,992
		54,278,918
Plus premium - net		234,210
Total		\$ 54,513,128

On November 11, 2010, ECHN entered into a \$6,500,000 unsecured line of credit with TD Bank, N.A. This line of credit carries an interest rate of LIBOR plus 2.25% and expires one year after issuance date. ECHN renewed this line of credit in 2013. In 2014, the line of credit agreement was modified. The amount available was reduced to \$5,750,000, the interest rate was increased to LIBOR plus 2.50% and the maturity was extended to September 29, 2015. As of September 30, 2014 and 2013, MMH had \$5,600,000 and \$6,500,000, respectively, outstanding under this line of credit.

The Hospital is subject to various financial covenants related to these debt agreements. The Hospital was in compliance with these covenants in 2014. The Hospital received a waiver for violating a debt service coverage ratio for 2013.

Note 12 - Derivatives

The Hospital uses derivative instruments, specifically interest rate swap agreements, to manage its exposure to changes in the interest rate on its CHEFA bonds. The use of derivative instruments exposes the Hospital to additional risks related to the derivative instrument, including market risk, credit risk and termination risk as described below and the Hospital has defined risk management practices to mitigate these risks, as appropriate.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 12 - Derivatives (continued)

Market risk represents the potential adverse effect on the fair value and cash flow of a derivative instrument due to changes in interest rates or rate spreads. Market risk is managed through ongoing monitoring of interest rate exposure based on set parameters regarding the type and degree of market risk that the Hospital will accept. Credit risk is the risk that the counterparty on a derivative instrument may be unable to perform its obligation during the term of the contract. When the fair value of a derivative contract is positive, the counterparty owes the Hospital, which creates credit risk.

Credit risk is managed by setting stringent requirements for qualified counterparties at the date of execution of a derivative transaction and requiring counterparties to post collateral in the event of a credit rating downgrade or if the fair value of the derivative contract exceeds a negotiated threshold.

Termination risk represents the risk that the Hospital may be required to make a significant payment to the counterparty, if the derivative contract is terminated early. Termination risk is assessed at onset by performing a statistical analysis of the potential for a significant termination payment under various scenarios designed to encompass expected interest rate changes over the life of the proposed contract. The test measures the ability to make a termination payment without a significant impairment to the Hospital's ability to meet its debts or liquidity covenants.

In May 2009, ECHN entered into an interest rate swap agreement to manage the interest cost and risk associated with \$15,250,000 of its Series D variable rate debt. Under the terms of this agreement, ECHN pays a fixed rate of 3.89%. Changes in the fair value of this swap are recorded in the statement of operations and changes in net assets.

Effective May 14, 2014, the interest rate swap agreement on the Series D variable rate debt expired. The Hospital's portion of the swap agreement in force related to this strategy as of September 30, 2014 and 2013 and the approximate liability and interest (income) expense recognized by the Hospital are as follows:

	<u>2014</u>	<u>2013</u>
Notional amount of contract	\$ -	\$ 9,749,545
Fair value of swap contract recognized in MMH other liabilities	\$ -	\$ 118,000
Net interest (income) expense recognized in MMH non-operating losses	\$ (117,600)	\$ (172,000)

In June 2012, ECHN entered into an interest rate swap agreement to manage the interest cost and risk associated with \$5,200,000 of its debt with Sovereign Bank. Under the terms, ECHN pays a fixed rate of 3.38%. The swap is accounted for as a cash flow hedge in accordance with ASC 815, "Accounting for Derivative Instruments and Hedging Activities." This accounting treatment requires the effective portion of the gain or loss on a derivative instrument designated and qualifying as a cash flow hedging instrument to be reported as a component of other changes in unrestricted net assets and to be reclassified into operations in the same period or periods during which the hedged forecasted transaction affects earnings. The remaining gain or loss on the derivative instrument, if any, shall be recognized currently in non-operating losses.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 12 - Derivatives (continued)

The Hospital's portion of the swap agreement related to this strategy as of September 30, 2014 and 2013, is as follows:

	<u>2014</u>	<u>2013</u>
Notional amount of contract	\$ 4,154,222	\$ 4,674,222
Fair value of swap contract recognized in MMH other liabilities	\$ 3,800	\$ 12,000
Unrealized (gain) loss recognized as a change in unrestricted net assets	\$ (8,200)	\$ (111,000)

The counterparty to the above swap transactions is a major financial institution that meets ECHN's criteria for financial stability and creditworthiness.

Note 13 - Lease Commitments

The Hospital leases equipment under various capital lease agreements, with varying expiration dates. The net carrying value of equipment under the capital leases was \$6,891,509 and \$6,834,436 as of September 30, 2014 and 2013, respectively. The Hospital leases various office spaces and certain equipment under operating leases that expire in various years through fiscal year 2019. Certain leases may be renewed at the end of their term.

Future minimum payments under capital leases and non-cancelable operating leases as of September 30, 2014, consists of the following:

	<u>Capital Leases</u>	<u>Operating Leases</u>
2015	\$ 2,227,491	\$ 1,647,520
2016	2,013,436	1,475,856
2017	1,030,666	1,133,053
2018	376,558	885,735
2019	110,954	806,289
Thereafter	7,591	3,685,704
	<u>5,766,696</u>	<u>\$ 9,634,157</u>
Less: interest on capital lease	<u>310,822</u>	
Principal amount of capital lease	<u>\$ 5,455,874</u>	

Rent expense under operating and month-to-month leases was \$2,328,809 and \$2,519,523 for the years ended September 30, 2014 and 2013, respectively.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 14 - Concentration of Credit Risk

The Hospital grants credit without collateral to its patients, most of who are insured under third-party payer agreements. The mix of patient accounts receivable as of September 30, 2014 and 2013, before allowances for doubtful accounts, consists of the following:

	2014	2013
Medicare	23%	24%
Self-pay	31%	40%
Managed care	23%	18%
Medicaid	14%	3%
Commercial insurance	4%	9%
Other	5%	6%
	100%	100%
	100%	100%

Note 15 - Net Patient Service Revenue

Net patient service revenue for the years ended September 30, 2014 and 2013, consists of the following:

	2014	2013
Patient service revenue:		
Inpatient services	\$ 232,383,939	\$ 225,513,086
Outpatient services	369,575,729	337,511,330
	601,959,668	563,024,416
Gross patient service revenue	601,959,668	563,024,416
Deductions - allowances	(423,932,931)	(387,206,334)
Net patient service revenue	\$ 178,026,737	\$ 175,818,082

In addition, the Hospital provides for a provision for bad debts. For receivables associated with services provided to patients who have third-party coverage, the Hospital analyzes contractually due amounts and provides an allowance for doubtful accounts and a provision for bad debts (for example, for expected uncollectible deductibles and copayments on accounts for which the third-party payer has not yet paid, or for payers who are known to be having financial difficulties that make the realization of amounts due unlikely). For receivables associated with self-pay patients (which includes both patients without insurance and patients with deductible and co-payment balances due for which third-party coverage exists for part of the bill), the Hospital records a significant provision for bad debts in the period of service on the basis of its past experience, which indicates that many patients are unable or unwilling to pay the portion of their bill for which they are financially responsible.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 15 - Net Patient Service Revenue (continued)

For uninsured patients that do not qualify for financial assistance, the Hospital offers a discount off its standard rates for services provided. The difference between the discounted rates and the amounts actually collected after all reasonable collection efforts have been exhausted is written off against the allowance for doubtful accounts in the period they are determined uncollectible. The Hospital's allowance for doubtful accounts covers all accounts greater than 6 months for both self-pay accounts receivable and third party payers as of September 30, 2014 and 2013. The Hospital's self-pay and third-party payers write-offs totaled \$7,298,402 and \$7,198,083 for 2014 and 2013, respectively. The Hospital did not change its charity care or financial assistance policy during 2014 or 2013.

At September 30, 2014 and 2013, 29.9% and 33.1% of net patient accounts receivable were from governmental payers (Medicare and Medicaid) and 70.1% and 66.9% were from nongovernmental payers, respectively. Nongovernmental payers are primarily insurance companies and self-pay payers. Management has recorded an allowance for doubtful accounts, as noted above, which, in its opinion, is sufficient to provide for risk of nonpayment.

Note 16 - Community Benefit

ECHN's mission is to improve the health of the people and communities ECHN serves.

ECHN provides quality health care to all, regardless of their ability to pay. Charity care is provided to those who are eligible based on ECHN's policy. ECHN also incurs unpaid costs for government programs because reimbursement is not sufficient to cover costs associated with Medicare and Medicaid patients. In addition to the charity care responsibilities, ECHN provides numerous other community benefits. These community benefits include medical education and research, community health education, screenings, support groups, counseling services and in-kind support. To address the need for health care providers, a number of programs are offered for young people who may be interested in a career in health care.

ECHN utilizes guidelines developed by various organizations to quantify community benefit activities. ECHN defines community benefit activities as those that improve access to care, as well as the health of the broader community. In addition to charity care and the unpaid costs of government sponsored health care (Medicare and/or Medicaid shortfalls), community benefit activities will normally fall into one of the following categories: nonbilled community health services / community health improvement services, health professions education, subsidized health services, research, financial and in-kind contributions, community building activities and community benefit operations.

The Hospital provides care to patients who meet certain criteria under its charity care policy without charge or at amounts less than its established rates. Because the Hospital does not pursue collection of amounts determined to qualify as charity care, they are not reported as revenue. The amount of traditional charity care provided, determined on the basis of cost, was estimated at \$577,404 and \$1,162,736 for the years ended September 30, 2014 and 2013, respectively.

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 17 - Functional Expenses

The Hospital provides general health care services to residents within its geographic location. Expenses relating to providing these services for the years ended September 30, 2014 and 2013, are as follows:

	<u>2014</u>	<u>2013</u>
Health care services	\$ 151,029,570	\$ 149,205,354
General and administrative	<u>34,279,989</u>	<u>39,129,732</u>
Total	<u>\$ 185,309,559</u>	<u>\$ 188,335,086</u>

Note 18 - Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets as of September 30, 2014 and 2013, are available for the following purposes:

	<u>2014</u>	<u>2013</u>
Departmental and endowment purposes	\$ 904,815	\$ 1,104,812
Capital campaign and pledges	<u>69,947</u>	<u>288,090</u>
Total	<u>\$ 974,762</u>	<u>\$ 1,392,902</u>

Permanently restricted net assets as of September 30, 2014 and 2013, consist of the following:

	<u>2014</u>	<u>2013</u>
Beneficial interest in trust assets	\$ 9,599,529	\$ 5,700,199
Endowments restricted for:		
Other departmental purposes	2,415,789	2,400,189
Charity care	457,740	320,818
Special needs	-	151,579
Cancer research	<u>6,124</u>	<u>6,124</u>
Total	<u>\$ 12,479,182</u>	<u>\$ 8,578,909</u>

The composition of the Hospital's endowment by net asset class as of September 30, 2014, are as follows:

<u>2014</u>	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor-restricted endowment funds	\$ -	\$ 184,049	\$ 1,594,631	\$ 1,778,680
Board-designated endowment funds	<u>9,495,379</u>	<u>-</u>	<u>-</u>	<u>9,495,379</u>
Net assets, September 30, 2014	<u>\$ 9,495,379</u>	<u>\$ 184,049</u>	<u>\$ 1,594,631</u>	<u>\$ 11,274,059</u>

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 18 - Temporarily and Permanently Restricted Net Assets (continued)

The composition of the Hospital's endowment by net asset class as of September 30, 2013, are as follows:

<u>2013</u>	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor-restricted endowment funds	\$ -	\$ 212,994	\$ 1,593,687	\$ 1,806,681
Board-designated endowment funds	<u>8,595,367</u>	<u>-</u>	<u>-</u>	<u>8,595,367</u>
Net assets, September 30, 2013	<u>\$ 8,595,367</u>	<u>\$ 212,994</u>	<u>\$ 1,593,687</u>	<u>\$ 10,402,048</u>

The Hospital's endowments consist of multiple funds established for a variety of purposes. The endowments include both donor-restricted endowment funds and funds designated by the Board of Directors to function as endowments. As required by GAAP, endowments, including funds designated by the Board of Directors to function as endowments, are classified and reported based on the existence or absence of donor restrictions.

The Hospital has interpreted the relevant laws as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure.

The Hospital considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds: (1) the duration and preservation of the fund; (2) the purposes of the Hospital and the donor-restricted endowment fund; (3) general economic conditions; (4) the possible effect of inflation and deflation; (5) the expected total return from income and the appreciation of investments; (6) other resources of the Hospital and (7) the investment policies of the Hospital.

The Hospital has adopted investment and spending policies for endowment assets that attempt to provide a reasonably stable and predictable stream of earnings to support the operations of the endowments and to preserve and enhance over time the real value of the endowment assets. Under this policy, as approved by the Board of Directors, the endowment assets are invested in a manner that is intended to produce a real return, net of inflation and investment and management costs, over the long-term. Actual returns in any given year may vary from this amount.

The Investment Committee of the Board is responsible for defining and reviewing the investment policy to determine an appropriate long-term asset allocation policy. The asset allocation policy reflects the objective with allocations structured for capital growth and inflation protection over the long-term.

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

The Manchester Memorial Hospital
Notes to the Financial Statements
As of and for the Years Ended September 30, 2014 and 2013

Note 18 - Temporarily and Permanently Restricted Net Assets (continued)

The Hospital appropriated \$97,944 and \$723,955 for the years ended September 30, 2014 and 2013, respectively.

Changes in endowment net assets for the fiscal years ended September 30, 2014 and 2013, are as follows:

<u>2014</u>	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Net assets, September 30, 2013	\$ 8,595,367	\$ 212,994	\$ 1,593,687	\$ 10,402,048
Interest income and dividends	471,227	34,338	-	505,565
Realized gains	1,786,132	130,199	-	1,916,331
Unrealized appreciation on investments	(1,487,520)	(95,538)	-	(1,583,058)
Appropriated for expenditure	97,944	(97,944)	-	-
Contributions	33,428	-	944	34,372
Fees	(1,199)	-	-	(1,199)
	<u>\$ 9,495,379</u>	<u>\$ 184,049</u>	<u>\$ 1,594,631</u>	<u>\$ 11,274,059</u>
<u>2013</u>	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Net assets, September 30, 2012	\$ 7,434,591	\$ 718,895	\$ 1,593,687	\$ 9,747,173
Interest income and dividends	257,297	35,431	-	292,728
Realized gains	1,019,325	142,777	-	1,162,102
Unrealized appreciation on investments	360,199	39,846	-	400,045
Appropriated for expenditure	723,955	(723,955)	-	-
Transfer (from) to endowment	(1,200,000)	-	-	(1,200,000)
	<u>\$ 8,595,367</u>	<u>\$ 212,994</u>	<u>\$ 1,593,687</u>	<u>\$ 10,402,048</u>

From time to time, the fair value of assets associated with individual donor restricted endowment funds may fall below the level that the donor or relevant law requires the Hospital to retain as a fund of perpetual duration. In accordance with GAAP, deficiencies of this nature are reported in unrestricted net assets. As of September 30, 2014 and 2013, there were no funds that were below the level required by donor or law.

Note 19 - Commitments and Contingencies

The Hospital is involved in various legal actions arising from the normal course of its activities. Although the ultimate outcome is not determinable at this time, management, after taking into consideration the advice of legal counsel, believes that the resolution of these pending matters will not have a material adverse effect, individually or in the aggregate, upon the balance sheets or the related statements of operations and changes in net assets, or cash flows of the Hospital.

The Hospital and the Hospital's defined benefit pension plans invest in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term.