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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 2011 Open to Public Inspection
	The organization may have to use a copy of this return to satisfy state reporting requirements	

A For the 2011 calendar year, or tax year beginning 07-01-2011 and ending 06-30-2012		D Employer identification number 41-1813221	
B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending		E Telephone number (320) 251-2700	
C Name of organization CENTRACARE HEALTH SYSTEM Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite 1406 6TH AVENUE NORTH City or town, state or country, and ZIP + 4 ST CLOUD, MN 56303		G Gross receipts \$ 52,770,118	
F Name and address of principal officer TERENCE R PLADSON MD 1406 6TH AVE NORTH ST CLOUD, MN 56303		H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list (see instructions) H(c) Group exemption number ▶	
I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no) ☐ 4947(a)(1) or ☐ 527			
J Website: ▶ WWW.CENTRACARE.COM			
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶		L Year of formation 1995	M State of legal domicile MN

Part I	Summary
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Activities & Governance	1 Briefly describe the organization's mission or most significant activities THE CENTRACARE HEALTH SYSTEM WORKS TO IMPROVE THE HEALTH OF EVERY PATIENT, EVERY DAY		
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	14
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	9
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	350
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	608,668
b Net unrelated business taxable income from Form 990-T, line 34	7b		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	0	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	47,854,342	52,144,324
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,096,534	508,400
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-20,266	-9,581
		48,930,610	52,643,143
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	12,914,818	13,329,663
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ☐ 0		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	42,658,714	46,309,487
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	55,573,532	59,639,150
	19 Revenue less expenses Subtract line 18 from line 12	-6,642,922	-6,996,007
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	79,041,233	72,290,197
	21 Total liabilities (Part X, line 26)	48,557,140	50,337,911
	22 Net assets or fund balances Subtract line 21 from line 20	30,484,093	21,952,286

Part II	Signature Block
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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer			2013-04-29	
	GREG KLUGHERZ VP & CFO Type or print name and title				
Paid Preparer's Use Only	Preparer's signature		Date	Check if self-employed ☐	Preparer's taxpayer identification number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 ERNST & YOUNG US LLP 2901 DOUGLAS BLVD ROSEVILLE, CA 95661				EIN
					Phone no (916) 218-1900

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☐ No

Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1

Briefly describe the organization’s mission

THE CENTRACARE HEALTH SYSTEM WORKS TO IMPROVE THE HEALTH OF EVERY PATIENT, EVERY DAY

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes

☒

No

If “Yes,” describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes

☒

No

If “Yes,” describe these changes on Schedule O

4

Describe the organization’s program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ 42,506,046 including grants of \$ 0) (Revenue \$ 51,535,656)

SEE SCHEDULE O

4b

(Code) (Expenses \$ including grants of \$) (Revenue \$)

4c

(Code) (Expenses \$ including grants of \$) (Revenue \$)

4d

Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e

Total program service expenses \$ 42,506,046

Part IV

Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i> 	1	Yes
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? . . .	2	No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i> . . .	3	No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i> . . .	4	No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i> . . .	5	No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i> 	6	No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II.</i> 	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i> 	8	No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i> 	9	No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> 	10	No
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> 	11a	Yes
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i> 	11b	No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i> 	11c	No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i> 	11d	Yes
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> 	11e	Yes
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i> 	11f	No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> 	12a	No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> 	12b	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>	13	No
14a	Did the organization maintain an office, employees, or agents outside of the United States? . . .	14a	No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Part I.</i> . . .	14b	No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? <i>If "Yes," complete Schedule F, Part II and IV.</i> . . .	15	No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? <i>If "Yes," complete Schedule F, Part III and IV.</i> . . .	16	No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i>	17	No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i> . . .	18	No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i> . . .	19	No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i> . . .	20a	No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements . . .	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	Yes	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance					
Check if Schedule O contains a response to any question in this Part V ☐					
		Yes	No		
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. .	1a	46		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes		
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return. .	2a	350		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes		
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	Yes		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?	4a			No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	Organizations that may receive deductible contributions under section 170(c).				
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a			No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			
9	Sponsoring organizations maintaining donor advised funds.				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	Section 501(c)(7) organizations. Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b			
11	Section 501(c)(12) organizations. Enter				
a	Gross income from members or shareholders.	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b			
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b			
13	Section 501(c)(29) qualified nonprofit health insurance issuers.				
a	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state.	13a			
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b			
c	Enter the aggregate amount of reserves on hand.	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b			

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.
Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
1a	14		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	9
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	Yes
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	Yes
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	Yes
b	Other officers or key employees of the organization	15b	Yes
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	Yes
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	Yes

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	MN
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. ☐ Own website ☐ Another's website ☒ Upon request	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization.	GREG KLUGHERZ 1406 6TH AVE NORTH ST CLOUD, MN 56303 (320) 251-2700

Part VII

Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- 1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
 - List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
 - List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
 - List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organizations compensated any current or former officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O.)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) TERENCE R PLADSON MD PRESIDENT/CEO	40.0	X		X				948,477	0	213,721
(2) TOM LEITHER MD DIRECTOR	2.0	X						1,500	400,201	44,080
(3) KEITH LEAVELL MD DIRECTOR	2.0	X						1,500	431,900	65,819
(4) CHRISTOPHER COBORN DIRECTOR	2.0	X						0	0	0
(5) DAVID AGERTER MD DIRECTOR	2.0	X						0	0	0
(6) GENE WINDFELDT DIRECTOR - CHAIR	2.0	X						4,000	0	0
(7) ROBERT WHITE DIRECTOR - VICE CHAIR	2.0	X						1,500	0	0
(8) DENISE ROSIN DIRECTOR	2.0	X						0	0	0
(9) MIKE BENUSA DIRECTOR	2.0	X						1,500	0	0
(10) GARY MARSDEN DIRECTOR	2.0	X						1,500	0	0
(11) MOHAMED YASSIN MD DIRECTOR	2.0	X						1,500	0	0
(12) MARY JO WILLIAMSON DIRECTOR	2.0	X						0	0	0
(13) GREG KLUGHERZ CHIEF FINANCIAL OFFICER	0.0			X				0	524,194	103,652
(14) PAUL HARRIS VICE PRESIDENT	40.0			X				307,893	0	83,406
(15) JIM DAVIS VICE PRESIDENT	40.0				X			380,588	0	36,682
(16) JOSEPH BLONSKI MD PHYSICIAN	40.0					X		272,510	0	43,338
(17) MARK LARKIN VICE PRESIDENT	40.0					X		243,272	0	59,232

Part VII

1b	Sub-Total	▼			
c	Total from continuation sheets to Part VII, Section A	▼			
d	Total (add lines 1b and 1c)	▼	2,843,236	1,356,295	773,866

-33

3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? *If "Yes," complete Schedule J for such individual*

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*

Section B. Independent Contractors

\$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A)	(B)	(C)
Name and business address	Description of services	Compensation
ST CLOUD PATHOLOGISTS PA 1406 6TH AVE NORTH St Cloud, MN 56303	PATHOLOGY SERVICES	470,658
THE ADVISORY BOARD COMPANY PO BOX 79461 Baltimore, MD 21279	CONSULTING SERVICES	298,900
LITTLER MENDELSON PC PO BOX 45547 SAN FRANCISCO, CA 94145	LEGAL SERVICES	126,750

\$100,000 of compensation from the organization ➡ 3

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f \$ _____					
	h	Total. Add lines 1a-1f		0			
Program Service Revenue	2a	PROGRAM FEES	Business Code 541380	24,231,470	23,622,802	608,668	
	b	PROGRAM RENTAL INCOME	532000	4,793,827	4,793,827		
	c	CORPORATE ALLOC OF O/H CHARGES	900099	2,684,990	2,684,990		
	d	CORPORATE ALLOC OF INFO SYSTEMS	900099	14,499,681	14,499,681		
	e	CORPORATE ALLOC OF LEGAL	900099	844,884	844,884		
	f	All other program service revenue		5,089,472	5,089,472		
	g	Total. Add lines 2a-2f		52,144,324			
	Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		0		
4		Income from investment of tax-exempt bond proceeds . .		0			
5		Royalties		0			
6a		Gross rents	(i) Real 73,108	(ii) Personal			
b		Less rental expenses	82,689				
c		Rental income or (loss)	-9,581				
d		Net rental income or (loss)		-9,581			-9,581
7a		Gross amount from sales of assets other than inventory	(i) Securities 552,686	(ii) Other			
b		Less cost or other basis and sales expenses		44,286			
c		Gain or (loss)	552,686	-44,286			
d		Net gain or (loss)		508,400			508,400
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b		Less direct expenses	b				
c		Net income or (loss) from fundraising events . .		0			
9a		Gross income from gaming activities See Part IV, line 19	a				
b		Less direct expenses	b				
c		Net income or (loss) from gaming activities . .		0			
10a		Gross sales of inventory, less returns and allowances	a				
b	Less cost of goods sold	b					
c	Net income or (loss) from sales of inventory . .		0				
Miscellaneous Revenue		Business Code					
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		0				
12	Total revenue. See Instructions		52,643,143	51,535,656	608,668	498,819	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)
Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	0			
2	Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	2,893,121	2,893,121		
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	7,517,545	7,517,545		
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	0			
9	Other employee benefits	2,501,945	2,501,945		
10	Payroll taxes	417,052	417,052		
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	265,204		265,204	
c	Accounting	28,615		28,615	
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	0			
f	Investment management fees	497,760		497,760	
g	Other	536,627	536,627		
12	Advertising and promotion	0			
13	Office expenses	165,677	120,995	44,682	
14	Information technology	0			
15	Royalties	0			
16	Occupancy	1,854,546	1,854,546		
17	Travel	9,869	1,951	7,918	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	133,540	20,953	112,587	
20	Interest	1,581,110		1,581,110	
21	Payments to affiliates	29,798,244	8,131,295	21,666,949	
22	Depreciation, depletion, and amortization	1,262,986	1,262,963	23	
23	Insurance	146,675	15,098	131,577	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	PURCHASED SERVICES	3,405,337	3,405,337		
b	ADMIN SVCS FROM AFFILIATE	999,216	999,216		
c	CONTRACTED SERVICES	214,825	214,825		
d	MEDICAL SUPPLIES	8,928,262	8,928,262		
e					
f	All other expenses	-3,519,006	3,684,315	-7,203,321	
25	Total functional expenses. Add lines 1 through 24f	59,639,150	42,506,046	17,133,104	0
26	Joint costs. Check here ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			1,635,845	1	946,773
	2	Savings and temporary cash investments			11,901,364	2	12,226,526
	3	Pledges and grants receivable, net			0	3	0
	4	Accounts receivable, net			1,695,072	4	2,821,717
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			0	5	0
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			0	6	0
	7	Notes and loans receivable, net			1,772,003	7	1,667,033
	8	Inventories for sale or use			980,096	8	963,058
	9	Prepaid expenses and deferred charges			379,668	9	379,558
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	62,673,349			
	b	Less accumulated depreciation	10b	24,020,443	40,513,809	10c	38,652,906
	11	Investments—publicly traded securities			4,852,935	11	2,469,309
	12	Investments—other securities See Part IV, line 11			151,385	12	101,266
	13	Investments—program-related See Part IV, line 11			3,708,039	13	3,324,435
	14	Intangible assets			0	14	0
	15	Other assets See Part IV, line 11			11,451,017	15	8,737,616
	16	Total assets. Add lines 1 through 15 (must equal line 34)			79,041,233	16	72,290,197
Liabilities	17	Accounts payable and accrued expenses			15,979,153	17	17,653,610
	18	Grants payable			0	18	0
	19	Deferred revenue			0	19	0
	20	Tax-exempt bond liabilities			30,570,107	20	30,321,590
	21	Escrow or custodial account liability Complete Part IV of Schedule D			0	21	0
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			0	22	0
	23	Secured mortgages and notes payable to unrelated third parties			0	23	0
	24	Unsecured notes and loans payable to unrelated third parties			0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D			2,007,880	25	2,362,711
	26	Total liabilities. Add lines 17 through 25			48,557,140	26	50,337,911
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			30,484,093	27	21,952,286
	28	Temporarily restricted net assets			0	28	0
	29	Permanently restricted net assets			0	29	0
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			30,484,093	33	21,952,286
	34	Total liabilities and net assets/fund balances			79,041,233	34	72,290,197

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	52,643,143
2	Total expenses (must equal Part IX, column (A), line 25)	2	59,639,150
3	Revenue less expenses Subtract line 2 from line 1	3	-6,996,007
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	30,484,093
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-1,535,800
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	21,952,286

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

OMB No 1545-0047

2011

Open to Public Inspection

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

Attach to Form 990 or Form 990-EZ. See separate instructions.

Name of the organization
CENTRACARE HEALTH SYSTEM

Employer identification number
41-1813221

Part I

Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1

☐

A church, convention of churches, or association of churches section 170(b)(1)(A)(i).

2

☐

A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)

3

☐

A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).

4

☐

A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state

5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)

6

☐

A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).

7

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi) (Complete Part II)

8

☐

A community trust described in section 170(b)(1)(A)(vi) (Complete Part II)

9

☐

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2). (Complete Part III)

10

☐

An organization organized and operated exclusively to test for public safety Seesection 509(a)(4).

11

☒

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☒

Type III - Functionally integrated

d

☐

Type III - Other

e

☒

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii)

a family member of a person described in (i) above?

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?

h

Provide the following information about the supported organization(s)

	Yes	No
11g(i)		No
11g(ii)		No
11g(iii)		No

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
See Additional Data Table									
Total									33,389,379

Part II

Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						

Section B. Total Support							
Calendar year (or fiscal year beginning in)		(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7	Amounts from line 4						
8	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9	Net income from unrelated business activities, whether or not the business is regularly carried on						
10	Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11	Total support (Add lines 7 through 10)						
12	Gross receipts from related activities, etc (See instructions)					12	
13	First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage		
14	Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14
15	Public Support Percentage for 2010 Schedule A, Part II, line 14	15
16a	33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	☐
b	33 1/3% support test—2010. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	☐
17a	10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization	☐
b	10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization	☐
18	Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions	☐

Part IIIPart III

Support Schedule for Organizations Described in IRC 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						

Section B. Total Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12.)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage			
15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15		
16 Public support percentage from 2010 Schedule A, Part III, line 15	16		

Section D. Computation of Investment Income Percentage			
17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17		
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18		
19a 33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization			
b 33 1/3% support tests—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization			
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions			

Part IV

Supplemental Information. Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

Additional Data

Software ID:

Software Version:

EIN: 41-1813221

Name: CENTRACARE HEALTH SYSTEM

Form 990, Schedule A, Part I, Line 11h - Provide the following information about the organizations the organization supports.

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section)	(iv) Is the organization in (i) listed in your governing document?		(v) Did you notify the organization in (i) of your support?		(vi) Is the organization in (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
(A) SAINT CLOUD HOSPITAL	410695596	03	Yes		Yes		Yes		24257975
(B) CENTRACARE CLINIC	411806657	03	Yes		Yes		Yes		6630316
(C) CENTRACARE HEALTH SYSTEM - MELROSE	411865315	03	Yes		Yes		Yes		991146
(D) CENTRACARE HEALTH SYSTEM - LONG PRAIRIE	411924645	03	Yes		Yes		Yes		951913
(E) CENTRAL MINNESOTA EMERGENCY PHYSICIANS	411708142	03	Yes		Yes		Yes		462262
(F) CENTRACARE HEALTH FOUNDATION	411855173	03	Yes		Yes		Yes		95767

SCHEDULE D
(Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
Attach to Form 990. See separate instructions.

Name of the organization
CENTRACARE HEALTH SYSTEM

Employer identification number
41-1813221

Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	
	☐ Yes ☐ No	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit	
	☐ Yes ☐ No	

Part II

Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or pleasure) ☐ Preservation of an historically importantly land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

d

☐ Loan or exchange programs

b

☐ Scholarly research

e

☐ Other

c

☐ Preservation for future generations

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a	Beginning of year balance				
b	Contributions				
c	Investment earnings or losses				
d	Grants or scholarships				
e	Other expenditures for facilities and programs				
f	Administrative expenses				
g	End of year balance				

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Term endowment ▶

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i)

unrelated organizations

(ii)

related organizations

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
3b		

4

Describe in Part XIV the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	0	2,791,960		2,791,960
b Buildings	0	43,127,435	10,793,129	32,334,306
c Leasehold improvements				
d Equipment	0	16,753,954	13,227,314	3,526,640
e Other	0			
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				38,652,906

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
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Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization
CENTRACARE HEALTH SYSTEM

Employer identification number

41-1813221

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?		
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
	☒ Compensation committee ☒ Written employment contract ☒ Independent compensation consultant ☒ Compensation survey or study ☒ Form 990 of other organizations ☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment?		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a	The organization?		No
b	Any related organization?		No
	If "Yes," to line 5a or 5b, describe in Part III		
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a	The organization?		No
b	Any related organization?	Yes	
	If "Yes," to line 6a or 6b, describe in Part III		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III		No
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?		

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) TERENCE R PLADSON MD	(i)	745,962	191,627	10,888	194,986	18,735	1,162,198	0
	(ii)	0	0	0	0	0	0	0
(2) TOM LEITHER MD	(i)	1,500	0	0	0	0	1,500	0
	(ii)	343,052	55,362	1,787	18,375	25,705	444,281	0
(3) KEITH LEAVELL MD	(i)	1,500	0	0	0	0	1,500	0
	(ii)	369,507	60,029	2,364	34,875	30,944	497,719	0
(4) JIM DAVIS	(i)	278,990	52,884	48,714	15,380	21,302	417,270	42,794
	(ii)	0	0	0	0	0	0	0
(5) PAUL HARRIS	(i)	250,007	55,565	2,321	47,172	36,234	391,299	0
	(ii)	0	0	0	0	0	0	0
(6) GREG KLUGHERZ	(i)	0	0	0	0	0	0	0
	(ii)	368,764	76,230	79,200	87,297	19,538	631,029	74,990
(7) JOSEPH BLONSKI MD	(i)	257,006	5,089	10,415	18,492	24,846	315,848	0
	(ii)	0	0	0	0	0	0	0
(8) MARK LARKIN	(i)	187,162	41,995	14,115	28,501	30,731	302,504	12,245
	(ii)	0	0	0	0	0	0	0
(9) MARK BECKER	(i)	173,832	3,692	29,601	12,581	16,693	236,399	0
	(ii)	0	0	0	0	0	0	0
(10) DAN SWENSON	(i)	164,181	36,256	16,446	23,492	25,294	265,669	14,817
	(ii)	0	0	0	0	0	0	0
(11) GERRY GILBERTSON	(i)	163,941	36,256	53,291	37,298	8,578	299,364	49,781
	(ii)	0	0	0	0	0	0	0

Part III **Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
OFFICERS' COMPENSATION EXPLANATION	FORM 990, PART VII AND SCHEDULE J, PART I, LINE 4B	FURTHER EXPLANATION OF THE OFFICERS' COMPENSATION LISTED IN SECTION VII OF FORM 990 AND ON SCHEDULE J. THE CORPORATIONS' EXECUTIVES ARE ELIGIBLE TO PARTICIPATE IN BENEFIT PLANS WHICH INCLUDE TAX DEFERRED NON QUALIFIED INVESTMENT ACCOUNTS. THESE PLANS MAY PROVIDE, BUT ARE NOT CERTAIN TO PROVIDE, FOR PAYMENT OF TAX DEFERRED COMPENSATION TO THESE EXECUTIVES AT SOME TIME IN THE FUTURE. THE EXECUTIVE HAS NO LEGAL RIGHT TO THESE DOLLARS UNTIL, AND UNLESS, CERTAIN FUTURE EVENTS OCCUR. IN ACCORDANCE WITH THE INSTRUCTIONS TO THE FORM 990, THE AMOUNTS LISTED IN SECTION VII AND IN SCHEDULE J REFLECT THIS TAX DEFERRED COMPENSATION. THIS COMPENSATION IS POTENTIALLY REPORTED TWICE ON THE FORM 990. ONCE WHEN THE COMPENSATION IS DEFERRED OR ACCRUED AND AGAIN IF IT IS PAID TO THE EXECUTIVE. TERENCE PLADSON RECEIVED \$0 ACCRUED \$176,611. JIM DAVIS RECEIVED \$42,794 ACCRUED \$0. PAUL HARRIS RECEIVED \$0 ACCRUED \$37,166. GREG KLUGHERZ RECEIVED \$74,990 ACCRUED \$75,047. MARK LARKIN RECEIVED \$12,245 ACCRUED \$11,566. DAN SWENSON RECEIVED \$14,817 ACCRUED \$14,306. GERRY GILBERTSON RECEIVED \$49,781 ACCRUED \$27,188.
COMPENSATION CONTINGENT ON NET EARNINGS	SCHEDULE J, PART I, LINE 6B	THE ORGANIZATION PROVIDES INCENTIVE COMPENSATION TO DESIGNATED INDIVIDUALS BASED ON FOUR DISCRETE AREAS: A. COMPARISON BETWEEN BUDGETED AND ACTUAL NET OPERATING INCOME FOR CENTRACARE CLINIC OR CENTRACARE HEALTH SYSTEM, B. ACHIEVEMENT OF IMPROVEMENT IN PATIENT SATISFACTION GOALS AS COMPARED TO NATIONAL AND BASELINE RANKINGS, C. ACHIEVEMENT OF IMPROVEMENT IN OVERALL EMPLOYMENT ENGAGEMENT SCORES, AND D. ACHIEVEMENT OF UP TO THREE INDIVIDUAL GOALS WHICH ARE TIED TO THE CENTRACARE SYSTEM'S STRATEGIC PLAN. THE INCENTIVE COMPENSATION PAID OUT IS NOT A PORTION OR PERCENTAGE OF ACTUAL NET EARNINGS OF ANY CENTRACARE HEALTH SYSTEM AFFILIATE, HOWEVER NET EARNINGS GOALS ARE REQUIRED TO BE MET BEFORE INCENTIVE COMPENSATION IS PAID.

Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
CENTRACARE HEALTH SYSTEM

Employer identification number
41-1813221

Part I Bond Issues

(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A THE CITY OF ST CLOUD MN	41-6005515	78916VBB5	08-10-2009	201,078,369	HEALTH CARE REVENUE BONDS 2008D		X		X		X
B THE CITY OF ST CLOUD MN	41-6005515	78916VBX7	02-03-2010	187,558,690	HEALTH CARE RESERVE BONDS 2010AB		X		X		X
C THE CITY OF ST CLOUD MN	41-6005515		12-28-2011	10,000,000	HEALTH CARE RESERVE BONDS 2011A		X		X		X
D THE CITY OF ST CLOUD MN	41-6005515		12-28-2011	31,445,000	HEALTH CARE RESERVE BONDS 2011B		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	3,000,000	0	0	
2	Amount of bonds defeased	0	0	0	
3	Total proceeds of issue	201,078,369	187,558,690	10,000,000	31,445,000
4	Gross proceeds in reserve funds	1,408,277	11,776,763	0	
5	Capitalized interest from proceeds	0	0	0	
6	Proceeds in refunding escrow	0	0	0	
7	Issuance costs from proceeds	1,954,596	2,076,662	150,000	
8	Credit enhancement from proceeds	0	0	0	
9	Working capital expenditures from proceeds	0	0	0	
10	Capital expenditures from proceeds	0	0	1,014,676	
11	Other spent proceeds	0	0	0	31,445,000
12	Other unspent proceeds	0	0	8,835,324	
13	Year of substantial completion				

Part III Private Business Use

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		X		X		X
2	Are there any lease arrangements that may result in private business use of bond-financed property?	X		X			X		X

Part III

Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use?		X		X		X		
b	If 'Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c	Are there any research agreements that may result in private business use of bond-financed property?	X		X			X	X	
d	If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?	X		X				X	
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	0 %		0 %		1 500 %		1 920 %	
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	1 370 %		2 320 %		0 %		0 %	
6	Total of lines 4 and 5	1 370 %		2 320 %		1 500 %		1 920 %	
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X		X		X	

Part IV

Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X		X		X		X
2	Is the bond issue a variable rate issue?	X			X		X	X	
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X		X		X		X
b	Name of provider	0		0		0			
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								
4a	Were gross proceeds invested in a GIC?		X		X		X		X
b	Name of provider	0		0		0		0	
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5	Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
6	Did the bond issue qualify for an exception to rebate?		X		X		X		X

Part V

Procedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations ☒ Yes ☐ No

Part VI

Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule K (see instructions)

Identifier	Return Reference	Explanation
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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization CENTRACARE HEALTH SYSTEM	Employer identification number 41-1813221
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Identifier	Return Reference	Explanation
PRIMARY EXEMPT PURPOSE	FORM 990, PART III, LINE 4A - ORGANIZATION'S PRIMARY EXEMPT PURPOSE	**TO OPERATE AN INTEGRATED MULTI-ORGANIZATIONAL HEALTH CARE SYSTEM DESIGNED TO PROVIDE ACCESS TO QUALITY HEALTH CARE SERVICES AT AN AFFORDABLE PRICE ** TO MANAGE AN INTEGRATED MULTI-ORGANIZATIONAL HEALTH CARE SY STEM THAT IS COMMITTED TO OPERATE THE ST CLOUD HOSPITAL AS A CATHOLIC HOSPITAL IN ACCORDANCE WITH THE ETHICAL AND RELIGIOUS DIRECTIVES FOR CATHOLIC HEALTHCARE SERVICES AS APPROVED OR REVISED BY THE NATIONAL CONFERENCE OF CATHOLIC BISHOPS AND AS RECOMMENDED BY THE BISHOP OF THE DIOCESE OF ST CLOUD THE INTEGRATED MULTI-ORGANIZATIONAL HEALTH CARE SY STEM RECOGNIZES THAT RESOURCES WILL BE NECESSARY TO FULFILL ITS CATHOLIC MISSION AND WILL CONTINUE TO ALLOCATE REASONABLE RESOURCES, WITHIN THE CAPABILITIES OF THE SY STEM, TO ALLOW THE ST CLOUD HOSPITAL TO CONTINUE ITS CATHOLIC MISSION AND TO PROVIDE FOR THAT MISSION IN ITS PLANNING AND OPERATIONS ** TO PROMOTE THE INTERESTS OF THE ST CLOUD HOSPITAL, CENTRACARE CLINIC, CENTRACARE HEALTH SY STEM - LONG PRAIRIE AND CENTRACARE HEALTH SY STEM - MELROSE, MINNESOTA NONPROFIT CORPORATIONS, IN THEIR ACTIVITIES RELATING TO HEALTH CARE, HEALTH EDUCATION AND TRAINING, SCIENTIFIC RESEARCH, HEALTH FACILITIES, HEALTH MANAGEMENT AND IN OTHER RELATED HEALTH CARE FIELDS ** TO PROMOTE THE INTERESTS OF ANY NONPROFIT AND FEDERALLY TAX-EXEMPTED ORGANIZATIONS THAT ARE AFFILIATED WITH CENTRACARE HEALTH SY STEM, THE PURPOSES OF SUCH ORGANIZATIONS WHICH ARE NOT INCONSISTENT WITH THOSE OF THE CORPORATION ** TO PROVIDE INPATIENT, OUTPATIENT, AND OTHER NECESSARY SERVICES EXCEPT FOR ABORTION AND ACTIVE EUTHANASIA WITHIN AN INTEGRATED HEALTH CARE DELIVERY SY STEM ** TO PROVIDE METHODS OF MEASURING HEALTH AND QUALITY HEALTH CARE ** TO PROVIDE HEALTH EDUCATION ** TO PROVIDE HEALTH AND MEDICAL RESEARCH ** TO PROVIDE EDUCATION FOR HEALTH CARE PROFESSIONALS ** TO PROMOTE AND FURTHER THE PROVISION OF HEALTH AND MEDICAL CARE SERVICES TO INDIVIDUALS WITH LIMITED OR NO FINANCIAL ABILITY TO PAY FOR SUCH SERVICES ** TO ASSUME RISK FOR DELIVERING THE HEALTH SERVICES TO A DEFINED POPULATION AND TO PROVIDE SUCH OTHER SERVICES AND PROGRAMS AS MAY, FROM TIME TO TIME, BE APPROPRIATE TO ACCOMPLISH THE CORPORATION'S CHARITABLE PURPOSE AUDITED FINANCIAL STATEMENTS FORM 990, PART IV, LINE 12B CENTRACARE HEALTH SY STEM IS INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENTS OF THE CENTRACARE HEALTH SY STEM WHICH WERE PREPARED IN ACCORDANCE WITH GAAP THESE FINANCIAL STATEMENTS ARE AUDITED BY AN INDEPENDENT CERTIFIED PUBLIC ACCOUNTING FIRM AND THE CONSOLIDATED FINANCIAL STATEMENTS RECEIVED AN UNQUALIFIED OPINION FROM THE ACCOUNTING FIRM
Describe the Process used by Management &/or Governing Body to Review 990	Form 990, Part VI, Question 11B	ANNUALLY AT THE BOARD'S APRIL MEETING, PRIOR TO FILING, THE FULL BOARD HAS AN OPPORTUNITY TO REVIEW THE IRS FORM 990 WITH THE STAFF, TO ASK QUESTIONS AND SEEK CLARIFICATIONS, AND TO APPROVE THE FINAL DOCUMENT
Description of Process to Monitor Transactions for Conflicts of Interest	Form 990, Part VI, Question 12c	THE BOARD MEMBERS ARE REQUIRED TO REVIEW AND SIGN A CONFLICTS OF INTEREST QUESTIONNAIRE ON A BI-ANNUAL BASIS ALL STAFF SIGN CONFLICTS OF INTEREST FORMS ON AN ANNUAL BASIS THE QUESTIONNAIRES ARE REVIEWED BY THE CORPORATE COMPLIANCE OFFICER AS WELL AS THE CORPORATE COMPLIANCE GROUP (A COMPLIANCE COMMITTEE WHICH INCLUDES INTERNAL MEMBERS AND OUTSIDE COUNSEL) THE RESPONSES TO THE QUESTIONNAIRES ARE THEN REVIEWED WITH THE EXECUTIVE COMMITTEE OF THE BOARD THE CORPORATE COMPLIANCE OFFICER IS RESPONSIBLE FOR MONITORING CONFLICTS OF INTERESTS RELATED TO BOARD AND STAFF, AND TO ALERT AFFECTED PARTIES WHEN A CONFLICT ARISES WHEN AN ACTUAL CONFLICT ARISES, THE AFFECTED PARTY IS ASKED TO RECUSE HIM OR HERSELF FROM THE DECISION MAKING PROCESS THE CORPORATE COMPLIANCE OFFICER ATTENDS BOARD MEETINGS AND SPECIFIED BOARD COMMITTEE MEETINGS WHERE CONFLICT ISSUES MAY ARISE
PROCESS FOR DETERMINING COMPENSATION	FORM 990, PART VI, LINES 15A AND 15B	THE COMPENSATION AND BENEFITS OF THE PRESIDENT AND THE VICE PRESIDENTS (NON-MEDICAL PROVIDERS) ARE SUBJECT TO FULL COMPENSATION AND BENEFITS COMPARABILITY STUDIES CONDUCTED BIENNIALY BY A THIRD-PARTY INDEPENDENT COMPENSATION CONSULTANT HOWEVER, THE COMPENSATION PORTION OF THE STUDY IS REVIEWED ANNUALLY BY THE CONSULTANT AND UPDATED FOR COMPENSATION COMMITTEE AND BOARD OF DIRECTORS REVIEW AND APPROVAL
PUBLICLY AVAILABLE DOCUMENTS	FORM 990, PART VI, LINE 19	GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE NOT REQUIRED BY LAW TO BE MADE AVAILABLE TO THE PUBLIC AND CENTRACARE HEALTH SY STEM DOES NOT MAKE THEM AVAILABLE
HOURS DEVOTED TO RELATED ORGANIZATIONS	FORM 990, PART VII	GREG KLUGHERZ, CHIEF FINANCIAL OFFICER OF CENTRACARE HEALTH SY STEM, ALSO DEVOTES 20 HOURS PER WEEK TO ST CLOUD HOSPITAL DAN SWENSON, ADMINISTRATOR OF CENTRACARE HEALTH SY STEM, DEVOTES 40 HOURS PER WEEK TO CENTRACARE HEALTH SY STEM - LONG PRAIRIE HOSPITAL GERRY GILBERTSON, ADMINISTRATOR OF CENTRACARE HEALTH SY STEM, DEVOTES 40 HOURS PER WEEK TO CENTRACARE HEALTH SY STEM - MELROSE HOSPITAL
OTHER CHANGES IN NET ASSETS	FORM 990, PART XI, LINE 5	CCHS equity transfers \$(2,047,306) CCSC equity transfers \$ 1,029,050 Unrealized G/L on Investments \$ (339,570) Pension adjustment \$ (177,974) ----- TOTAL \$(1,535,800)
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME TOM LEITHER, MD TITLE DIRECTOR HOURS 40
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME KEITH LEAVELL, MD TITLE DIRECTOR HOURS 40
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME GREG KLUGHERZ TITLE CHIEF FINANCIAL OFFICER HOURS 20
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME DAN SWENSON TITLE ADMINISTRATOR HOURS 40
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME GERRY GILBERTSON TITLE ADMINISTRATOR HOURS 40

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
CENTRACARE HEALTH SYSTEM

Employer identification number
41-1813221

Part I

Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) CENTRACARE SURGERY CENTER LLC 1406 6TH AVE N ST CLOUD, MN 56303 61-1514974	SURGICAL CTR	MN	5,089,472	2,678,849	NA

Part II

Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) ST CLOUD HOSPITAL 1406 6TH AVE NORTH ST CLOUD, MN 56303 41-0695596	ACUTE/LT CARE	MN	501(C)(3)	3	NA	Yes	
(2) CENTRACARE HEALTH SYSTEM - MELROSE 11 NORTH 5TH AVE WEST MELROSE, MN 56352 41-1865315	ACUTE/LT CARE	MN	501(C)(3)	3	NA	Yes	
(3) CENTRACARE HEALTH SYSTEM - LONG PRAIRIE 20 SE 9TH STREET LONG PRAIRIE, MN 56347 41-1924645	ACUTE/LT CARE	MN	501(C)(3)	3	NA	Yes	
(4) CENTRAL MINNESOTA EMERGENCY PHYSICIANS 1406 6TH AVE NORTH ST CLOUD, MN 56303 41-1708142	EMERGENCY PHY	MN	501(C)(3)	3	NA	Yes	
(5) CENTRACARE CLINIC 1200 6TH AVE NORTH ST CLOUD, MN 56303 41-1806657	MULTI-SPECIAL	MN	501(C)(3)	3	NA	Yes	
(6) CENTRACARE HEALTH FOUNDATION 1406 6TH AVE NORTH ST CLOUD, MN 56303 41-1855173	FUNDRAISING	MN	501(C)(3)	7	NA	Yes	

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) BIG LAKE BLDING CO 1406 6TH AVE N ST CLOUD, MN 56303 20-8166381	MEDICAL BLDG	MN	NA	RELATED	78,353	2,351,771		No			No	60 000 %

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) CENTRACARE PHARMACY SERVICES INC 1406 6TH AVE NORTH ST CLOUD, MN 56303 41-1620618	RETAIL PHARMACIES	MN	NA	C CORP	2,512,263	3,060,581	100 000 %

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1

During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a

Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Sale of assets to related organization(s)

g

Purchase of assets from related organization(s)

h

Exchange of assets with related organization(s)

i

Lease of facilities, equipment, or other assets to related organization(s)

j

Lease of facilities, equipment, or other assets from related organization(s)

k

Performance of services or membership or fundraising solicitations for related organization(s)

l

Performance of services or membership or fundraising solicitations by related organization(s)

m

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n

Sharing of paid employees with related organization(s)

o

Reimbursement paid to related organization(s) for expenses

p

Reimbursement paid by related organization(s) for expenses

q

Other transfer of cash or property to related organization(s)

r

Other transfer of cash or property from related organization(s)

Yes

No

1a

Yes

1b

No

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

No

1n

Yes

1o

Yes

1p

Yes

1q

Yes

1r

Yes

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) See Additional Data Table			
(2)			
(3)			
(4)			
(5)			
(6)			

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII

Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation	
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Software ID:
Software Version:
EIN: 41-1813221
Name: CENTRACARE HEALTH SYSTEM

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity	(g) Section 512 (b)(13) controlled organization	
ST CLOUD HOSPITAL 1406 6TH AVE NORTH ST CLOUD, MN 56303 41-0695596	ACUTE/LT CARE	MN	501(C)(3)	3	NA	Yes	
CENTRACARE HEALTH SYSTEM - MELROSE 11 NORTH 5TH AVE WEST MELROSE, MN 56352 41-1865315	ACUTE/LT CARE	MN	501(C)(3)	3	NA	Yes	
CENTRACARE HEALTH SYSTEM - LONG PRAIRIE 20 SE 9TH STREET LONG PRAIRIE, MN 56347 41-1924645	ACUTE/LT CARE	MN	501(C)(3)	3	NA	Yes	
CENTRAL MINNESOTA EMERGENCY PHYSICIANS 1406 6TH AVE NORTH ST CLOUD, MN 56303 41-1708142	EMERGENCY PHY	MN	501(C)(3)	3	NA	Yes	
CENTRACARE CLINIC 1200 6TH AVE NORTH ST CLOUD, MN 56303 41-1806657	MULTI-SPECIAL	MN	501(C)(3)	3	NA	Yes	
CENTRACARE HEALTH FOUNDATION 1406 6TH AVE NORTH ST CLOUD, MN 56303 41-1855173	FUNDRAISING	MN	501(C)(3)	7	NA	Yes	

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization		(b) Transaction type(a-r)	(c) Amount Involved (\$)	(d) Method of determining amount involved
(1)	SYSTEM EXECUTIVES TO HEALTH SYSTEM - SCH	N	419,765	FMV
(2)	SYSTEM EXECUTIVES TO HEALTH SYSTEM - CCC	N	391,080	FMV
(3)	PHYSICIAN SALARIES - CENTRACARE CLINIC	O	8,131,295	FMV
(4)	PLAZA SPACE ALLOCATION - ST CLOUD HOSPITAL	O	1,402,617	FMV
(5)	PRACTICE SUPPORT - CENTRACARE CLINIC	O	298,260	FMV
(6)	EMPLOYEE EXPENSES - CENTRACARE CLINIC	O	420,622	FMV
(7)	Employee Expenses - CentraCare Pharmacy	P	1,915,695	FMV
(8)	Employee Expenses - St Cloud Hospital	P	4,439,271	FMV
(9)	Employee Expenses - CentraCare HEALTH FNDN	P	1,639,566	FMV
(10)	EMPLOYEE EXPENSES - CENTRACARE - LONG PRAIRIE	P	286,948	FMV
(11)	EMPLOYEE EXPENSES - CENTRACARE - MELROSE	P	279,424	FMV
(12)	EMPLOYEE EXPENSES - CENTRACARE - SBSC	P	126,804	FMV
(13)	EMPLOYEE EXPENSES - CENTRACARE - SURGERY CNTR	P	54,446	FMV
(14)	EMPLOYEE EXPENSES - CENTRACARE - CCC	P	62,401	FMV
(15)	LAB TESTING - CENTRACARE CLINIC	P	4,930,814	FMV
(16)	LAB TESTING - ST CLOUD HOSPITAL	P	14,154,211	FMV
(17)	IS EXPENSE ALLOCATION - ST CLOUD HOSPITAL	P	14,499,681	FMV
(18)	IS EXPENSE ALLOCATION - CCC	P	2,030,242	FMV
(19)	IS EXPENSE ALLOCATION - SBSC	P	56,134	FMV
(20)	IS EXPENSE ALLOCATION - MELROSE	P	219,631	FMV

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization		(b) Transaction type(a-r)	(c) Amount Involved (\$)	(d) Method of determining amount involved
(21)	IS EXPENSE ALLOCATION - LONG PRAIRIE	P	302,885	FMV
(22)	SHARED EXPENSE ALLOCATION - ST CLOUD HOSPITAL	P	2,570,687	FMV
(23)	SHARED EXPENSE ALLOCATION - CCHS-LONG PRAIRIE	P	105,956	FMV
(24)	SHARED EXPENSE ALLOCATION - CCHS-MELROSE	P	103,341	FMV
(25)	SHARED EXPENSE ALLOCATION - CENTRACARE CLINIC	P	747,634	FMV
(26)	EQUITY TRANSFER TO CENTRACARE CLINIC	Q	14,195,091	FMV
(27)	EQUITY TRANSFER TO CENTRACARE PHARMACY SERV	Q	848,119	FMV
(28)	EQUITY TRANSFER TO CENTRACARE SURGERY CENTER	Q	1,029,050	FMV
(29)	EQUITY TRANSFER FROM ST CLOUD HOSPITAL	R	12,317,701	FMV
(30)	EQUITY TRANSFER FROM CENTRACARE HEALTH-SBSC	R	574,730	FMV
(31)	EQUITY TRANSFER FROM CENTRACARE - MELROSE	R	494,501	FMV
(32)	EQUITY TRANSFER FROM CENTRACARE-LONG PRAIRIE	R	483,222	FMV
(33)	PRINCIPAL PAYMENTS FROM CENTRACARE PHARMACY	R	31,256	FMV
(34)	PRIN PAYMENTS FROM CENTRACARE - LONG PRAIRIE	R	69,326	FMV
(35)	PRIN PAYMENTS FROM CENTRACARE - MELROSE	R	112,207	FMV
(36)	CENTRACARE PHARMACY SERVICES INC	A	13,331	FMV
(37)	CENTRACARE HEALTH SYSTEM LONG PRAIRIE	A	145,668	FMV
(38)	CENTRACARE HEALTH SYSTEM - MELROSE	A	119,409	FMV
(39)	CENTRACARE PHARMACY SERVICES INC	A	119,608	FMV
(40)	CENTRACARE CLINIC	A	3,786,162	FMV

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved (\$)	(d) Method of determining amount involved
(41) ST CLOUD HOSPITAL	A	15,465	FMV