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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 2012 Open to Public Inspection
	The organization may have to use a copy of this return to satisfy state reporting requirements	

A For the 2012 calendar year, or tax year beginning 07-01-2012 , 2012, and ending 06-30-2013

B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	C Name of organization St Mary's Medical Center		D Employer identification number 41-0695604	
	Doing Business As ESSENTIA HEALTH ST MARY'S MEDICAL			
	Number and street (or P O box if mail is not delivered to street address) 407 East Third Street Suite	Room/suite	E Telephone number (218) 786-1421	
	City or town, state or country, and ZIP + 4 Duluth, MN 55805		G Gross receipts \$ 419,976,755	
	F Name and address of principal officer JAMES GARVEY 407 E 3RD STREET DULUTH, MN 55805		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 ☒ 0928	
I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () ☐ (insert no) ☐ 4947(a)(1) or ☐ 527				
J Website: ☒ www.essentiahealth.org				
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ☐			L Year of formation 1888	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 SEE SCHEDULE O		
	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	13
	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 2012 (Part V, line 2a)	5	3,547
	6 Total number of volunteers (estimate if necessary)	6	828
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	746,164
	7b Net unrelated business taxable income from Form 990-T, line 34	7b	245,414
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	28,584	191,705
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	363,604,769	399,477,651
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	5,097,598	14,916,363
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	4,627,700	4,707,236
		373,358,651	419,292,955
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	2,413,542	2,893,711
	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)	157,535,798	185,823,509
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) <u>431,182</u>		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	174,986,431	165,362,693
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	334,935,771	354,079,913
	19 Revenue less expenses Subtract line 18 from line 12	38,422,880	65,213,042
	Net Assets or Fund Balances		Beginning of Current Year
20 Total assets (Part X, line 16)		917,017,373	974,818,846
21 Total liabilities (Part X, line 26)		376,927,744	352,286,111
22 Net assets or fund balances Subtract line 21 from line 20		540,089,629	622,532,735

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	*****			2014-04-21	
	Signature of officer			Date	
	KEVIN BOREN CFO Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date
	Check ☐ if self-employed			PTIN	
	Firm's name			Firm's EIN	
	Firm's address			Phone no	

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

SEE SCHEDULE O

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 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 \$ 282,927,068 including grants of \$ 2,893,711) (Revenue \$ 399,477,651)

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 282,927,068

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)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part 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? If "Yes," complete Schedule C, Part II 	4 Yes	
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? If "Yes," complete Schedule C, Part III 	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? If "Yes," complete Schedule D, Part 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? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	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? If "Yes," complete Schedule D, Part VI 	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? If "Yes," complete Schedule D, Part VII 	11b Yes	
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? If "Yes," complete Schedule D, Part VIII 	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? If "Yes," complete Schedule D, Part IX 	11d Yes	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	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)? If "Yes," complete Schedule D, Part X 	11f	No
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	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? If "Yes," complete Schedule F, Parts I and IV 	14b Yes	
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 United States? If "Yes," complete Schedule F, Parts II and IV 	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 United States? If "Yes," complete Schedule F, Parts III and IV 	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? If "Yes," complete Schedule G, Part I (see instructions)	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? If "Yes," complete Schedule G, Part II	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H 	20a Yes	
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? 	20b Yes	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	Yes	
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? If "Yes," complete Schedule I, Parts I and III	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part I	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	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? If "Yes," complete Schedule L, Part IV	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	Yes	
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 direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	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? If "Yes," complete Schedule R, Part I	33		No
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	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? If "Yes," complete Schedule R, Part VI	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b 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.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
2b	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).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	Yes	
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	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, securities account, or other financial account)?		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?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
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 as charitable contributions?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	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?		No
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
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?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

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	13	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent	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	Yes
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	Yes
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	Yes
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	Yes
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	No
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	
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 this 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	No
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	

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 ☐ Other (explain in Schedule O)	
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 during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization	KEVIN BOREN 407 EAST THIRD STREET DULUTH, MN (218) 786-1421

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

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. 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 organization compensated any current officer, director, or trustee

[illegible]

Part VII

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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			
1b	Sub-Total									
c	Total from continuation sheets to Part VII, Section A									
d	Total (add lines 1b and 1c)							1,232,811	11,019,396	1,632,899

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶104

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3 Yes	
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? <i>If "Yes," complete Schedule J for such individual</i>	4 Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►0

Part VIII

Statement of Revenue

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

			(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	191,705			
	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				
Program Service Revenue	2a	PATIENT REVENUE	399,477,651	398,734,846	742,805	
		Business Code				
		621110				
	g	Total. Add lines 2a-2f	399,477,651			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	4,666,055		3,359	4,662,696
	4	Income from investment of tax-exempt bond proceeds	0			
	5	Royalties	0			
	6a	Gross rents	(i) Real			
			(ii) Personal			
		Less rental expenses	62,460			
	b	Less rental expenses	117,322			
	c	Rental income or (loss)	-54,862			
	d	Net rental income or (loss)	-54,862			-54,862
	7a	Gross amount from sales of assets other than inventory	(i) Securities	10,250,308		10,250,308
			(ii) Other			
		Less cost or other basis and sales expenses	10,278,840			
			17,360			
	b	Less cost or other basis and sales expenses				
	c	Gain or (loss)	45,892			
	d	Net gain or (loss)	-28,532			
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18		0		
	b	Less direct expenses				
	c	Net income or (loss) from fundraising events				
	9a	Gross income from gaming activities See Part IV, line 19		0		
	b	Less direct expenses				
	c	Net income or (loss) from gaming activities				
	10a	Gross sales of inventory, less returns and allowances		498,277		498,277
	a		1,018,863			
	b	Less cost of goods sold	520,586			
	c	Net income or (loss) from sales of inventory				
	Miscellaneous Revenue		Business Code	2,637,224		2,637,224
	11a	CAFETERIA REVENUE	722514			
	b	PARKING REVENUE	812930			
	c	CHILD CARE REVENUE	900099			
	d	All other revenue	7,206			
	e	Total. Add lines 11a-11d				
	12	Total revenue. See Instructions	4,263,821			
			419,292,955	398,734,846	746,164	19,620,240

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)

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	2,872,711	2,872,711		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	21,000	21,000		
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	1,531,943	1,055,550	476,393	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	15,432		15,432	
7	Other salaries and wages	140,802,012	130,100,256	10,457,192	244,564
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	10,345,389	5,534,471	4,800,358	10,560
9	Other employee benefits	23,158,548	20,204,962	2,916,190	37,396
10	Payroll taxes	9,970,185	9,000,844	949,739	19,602
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	0			
c	Accounting	0			
d	Lobbying	6,124		6,124	
e	Professional fundraising services See Part IV, line 17	0			
f	Investment management fees	1,627,864		1,627,864	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	4,430,900	2,099,304	2,331,596	
12	Advertising and promotion	10,099	3,517	2,379	4,203
13	Office expenses	17,195,628	14,329,418	2,855,860	10,350
14	Information technology	891,089	603,877	287,212	
15	Royalties	0			
16	Occupancy	4,429,506	215,691	4,182,340	31,475
17	Travel	1,145,162	974,250	164,554	6,358
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	429,604	258,887	166,097	4,620
20	Interest	-138,954		-138,954	
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	11,658,685	5,824,201	5,834,428	56
23	Insurance	871,565	871,565		
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	MEDICAL SUPPLIES	57,566,659	57,566,659		
b	AFFILIATE EXP/REV ALLOCATION	24,228,444	4,272,802	19,955,642	
c	AFFILIATE SUPPORT FEE	16,893,018	4,768,899	12,124,119	
d	UNRELATED BUSINESS TAX	141,750	141,750		
e	All other expenses	23,975,550	22,206,454	1,707,098	61,998
25	Total functional expenses. Add lines 1 through 24e	354,079,913	282,927,068	70,721,663	431,182
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ☐ if following SOP 98-2 (ASC 958-720)				

Part X

Balance Sheet

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

☐

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		372,765	1	471,622
	2	Savings and temporary cash investments		70,046,065	2	74,864,959
	3	Pledges and grants receivable, net		0	3	0
	4	Accounts receivable, net		53,078,014	4	56,375,786
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		0	5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		0	6	0
	7	Notes and loans receivable, net		187,626	7	186,363
	8	Inventories for sale or use		7,147,090	8	7,216,929
	9	Prepaid expenses and deferred charges		957,328	9	672,230
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a276,027,597			
	b	Less accumulated depreciation	10b195,914,472	72,634,031	10c	80,113,125
	11	Investments—publicly traded securities		0	11	0
	12	Investments—other securities See Part IV, line 11		238,672,987	12	281,119,684
	13	Investments—program-related See Part IV, line 11		600,000	13	400,000
	14	Intangible assets		0	14	0
	15	Other assets See Part IV, line 11		473,321,467	15	473,398,148
	16	Total assets. Add lines 1 through 15 (must equal line 34)		917,017,373	16	974,818,846
Liabilities	17	Accounts payable and accrued expenses		43,182,160	17	29,184,571
	18	Grants payable		0	18	0
	19	Deferred revenue		0	19	0
	20	Tax-exempt bond liabilities		0	20	0
	21	Escrow or custodial account liability Complete Part IV of Schedule D		0	21	0
	22	Loans and other 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	2,221,685
	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		333,745,584	25	320,879,855
	26	Total liabilities. Add lines 17 through 25		376,927,744	26	352,286,111
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		540,089,629	27	622,532,735
	28	Temporarily restricted net assets		0	28	0
	29	Permanently restricted net assets		0	29	0
	Organizations that do not follow SFAS 117 (ASC 958), 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		540,089,629	33	622,532,735
	34	Total liabilities and net assets/fund balances		917,017,373	34	974,818,846

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	419,292,955
2	Total expenses (must equal Part IX, column (A), line 25)	2	354,079,913
3	Revenue less expenses Subtract line 2 from line 1	3	65,213,042
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	540,089,629
5	Net unrealized gains (losses) on investments	5	8,078,486
6	Donated services and use of facilities	6	
7	Investment expenses	7	-3,359
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	9,154,937
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	622,532,735

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? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis	Yes	
2c	If "Yes," to line 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	
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
3b	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		

Additional Data

Software ID:

Software Version:

EIN: 41-0695604

Name: St Mary's Medical Center

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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			
SISTER KATHLEEN HOFER BOARD CHAIR	1 4 12 6	X		X				0	0	0
JOSEPH BIANCO MD BOARD DIRECTOR	1 4 58 6	X						0	279,780	43,532
DAVID GADDIE BOARD TREASURER	1 4 10 6	X		X				0	33,600	0
ALAN HODNIK BOARD DIRECTOR	1 4 8 6	X						0	0	0
SHERRY MATTSON BOARD DIRECTOR	1 4 8 6	X						0	10,700	0
SISTER DONNA SHROEDER BOARD DIRECTOR	1 4 8 6	X						0	0	0
SUSAN STREITZ MD BOARD DIRECTOR	1 4 58 6	X						0	309,934	26,923
SISTER MARY JOSEPHINE TORBORG BOARD DIRECTOR	1 4 8 6	X						0	0	0
MICHAEL VAN SCOY MD BOARD SECRETARY	1 4 58 6	X		X				0	343,740	51,932
CHUCK WALT BOARD DIRECTOR	1 4 8 6	X						0	7,400	0
SISTER SARAH SMEDMAN BOARD DIRECTOR	1 4 8 6	X						0	0	0
MELISSA NAJARIAN MD BOARD DIRECTOR THRU 4/13	1 4 58 6	X						0	461,675	52,386
DANIEL NIKCEVICH MD Board director	1 4 58 6	X						0	591,992	75,433
DANIEL MARKHAM BOARD DIRECTOR	1 4 8 6	X						0	0	0
BARBARA JOHNSON CHIEF FINANCIAL OFFICER	1 4 58 6			X				0	377,389	57,391
DANIEL MCGINTY ADMINISTRATOR THRU 4/13	1 4 58 6			X				0	643,756	102,111
JAMES GARVEY ADMINISTRATOR	1 4 58 6			X				0	0	0
HUGH RENIER MD VICE PRESIDENT MEDICAL AFFAIRS	1 4 58 6				X			391,904	0	78,509
MICHAEL METCALF EVP CLINICAL OPERATIONS	1 4 58 6				X			0	456,142	89,937
SCOTT JOHNSON MD CLINICAL CHIEF	1 4 58 6				X			0	620,507	56,828
THERESA GUNNARSON MD CLINICAL CHIEF	1 4 58 6				X			0	548,929	57,725
WILSON GINETE MD SECTION CHAIR	1 4 58 6				X			0	576,862	48,275
Michael Mcavoy VP HOSPITAL PROFESSIONAL SRVCS	1 4 58 6				X			0	223,697	44,344
SANDRA MCCARTHY CHIEF NURSING OFFICER	1 4 58 6				X			0	444,530	54,050
JEFFREY LYON MD CLINICAL CHIEF	1 4 58 6				X			0	295,831	43,856

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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			
VINCENT OHAJU MD CLINICAL CHIEF	1 4 58 6				X			0	664,210	52,947
NANCY PURSI REGISTERED NURSE	60 0 0 0					X		140,885	0	36,604
Richard Spehar DIRECTOR PHARMACY SERVICES	60 0 0 0					X		164,813	0	-9,620
KRISTEN ANDRIACCHI PERFUSIONIST	60 0 0 0					X		143,909	0	9,565
STEPHANIE NIXON PHARMACIST	60 0 0 0					X		138,967	0	23,175
STEPHEN FARRELL PERFUSIONIST	60 0 0 0					X		137,544	0	24,494
THOMAS PATNOE MD President & CMO	0 0 60 0						X	0	540,808	92,577
ROBERT NORMAN CHIEF FINANCIAL OFFICER	0 0 60 0						X	0	545,825	103,540
MARIBETH OLSON CHIEF OPERATING OFFICER	0 0 0 0						X	114,789	0	0
ROCKLON CHAPIN EVP HOSPITAL DIVISION	0 0 0 0						X	0	208,414	4,616
DENNIS DASSENKO CHIEF INFORMATION OFFICER	0 0 60 0						X	0	341,879	66,637
DIANE DAVIDSON CHIEF HUMAN RESOURCE OFFICER	0 0 60 0						X	0	357,764	65,373
MICHAEL MAHONEY VP OF Public Policy	0 0 60 0						X	0	256,549	49,794
ANN WATKINS VP SURGICAL SERVICES	0 0 60 0						X	0	214,083	41,857
ALBERT DEIBELE MD CLINICAL CHIEF	0 0 0 0						X	0	524,744	55,770
KIMBERLY BODDICKER MD SECTION CHAIR	60 0 0 0						X	0	470,983	51,228
BRAD DAVIS MD SECTION CHAIR	0 0 60 0						X	0	486,815	55,059
Ruth Mccutcheon Chief Operating Officer	0 0 60 0						X	0	180,858	26,051

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
St Mary's Medical Center

Employer identification number
41-0695604

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 described in **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 33¹/₃% 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 33¹/₃% 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 See **section 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 - Non-functionally integrated

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 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)		
11g(ii)		
11g(iii)		

(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 monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II

Support Schedule for Organizations Described in Sections 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
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 2012 (line 6, column (f) divided by line 11, column (f))		14				
15 Public support percentage for 2011 Schedule A, Part II, line 14		15				
16a 33 1/3% support test—2012. 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—2011. If the organization did not check a 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—2012. 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—2011. 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 IIISupport Schedule for Organizations Described in Section 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2012. 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—2011. 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.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.
▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

If the organization answered “Yes” to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered “Yes” to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered “Yes” to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization St Mary's Medical Center	Employer identification number 41-0695604
--	--

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1	Provide a description of the organization’s direct and indirect political campaign activities in Part IV	
2	Political expenditures	▶ \$ _____
3	Volunteer hours	_____

Part I-B Complete if the organization is exempt under section 501(c)(3).

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$ _____
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$ _____
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	☐ Yes ☐ No
4a	Was a correction made?	☐ Yes ☐ No
b	If “Yes,” describe in Part IV	

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1	Enter the amount directly expended by the filing organization for section 527 exempt function activities	▶ \$ _____
2	Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities	▶ \$ _____
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b	▶ \$ _____
4	Did the filing organization file Form 1120-POL for this year?	☐ Yes ☐ No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization’s funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV	

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A

Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A
- Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B
- Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)															
d Other exempt purpose expenditures															
e Total exempt purpose expenditures (add lines 1c and 1d)															
f Lobbying nontaxable amount Enter the amount from the following table in both columns															
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)															
h Subtract line 1g from line 1a If zero or less, enter -0-															
i Subtract line 1f from line 1c If zero or less, enter -0-															
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		☐ Yes	☐ No												

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B

Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
	a Volunteers?		No	
	b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		No	
	c Media advertisements?		No	
	d Mailings to members, legislators, or the public?		No	
	e Publications, or published or broadcast statements?		No	
	f Grants to other organizations for lobbying purposes?		No	
	g Direct contact with legislators, their staffs, government officials, or a legislative body?		No	
	h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
	i Other activities?	Yes		6,124
	j Total. Add lines 1c through 1i.			6,124
	2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
	b If "Yes," enter the amount of any tax incurred under section 4912			
	c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
	d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?		No	

Part III-A

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

			Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1		
2	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2		
3	Did the organization agree to carry over lobbying and political expenditures from the prior year?	3		

Part III-B

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
	a Current year	2a	
	b Carryover from last year	2b	
	c Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV

Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation
SCHEDULE C, PART II-B		ESSENTIA HEALTH ST. MARY'S MEDICAL CENTER PAYS DUES TO CERTAIN ORGANIZATIONS RELATED TO THE INDUSTRY WHICH HAVE LOBBYING EXPENSES. THE AMOUNT LISTED IS THE PERCENTAGE OF THE DUES PAID THAT WERE USED FOR LOBBYING.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
St Mary's Medical Center

Employer identification number
41-0695604

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 can 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 education)☐ Preservation of an historically important land area☐ Protection of natural habitat☐ Preservation of a certified historic structure☐ Preservation of open space

2

Complete lines 2a through 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, and not on a historic structure listed in the National Register

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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 section 170(h)(4)(B)(ii)?

☐ Yes☐ No

9

In Part XIII, 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 (ASC 958), 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 XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), 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 (ASC 958) relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶\$ _____

b

Assets included in Form 990, Part X

▶\$ _____

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 52283D

Schedule D (Form 990) 2012

Part III

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

3

Using the organization's acquisition, 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

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

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 XIII and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

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

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

☐

Part V

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

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and 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 current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment

b

Permanent endowment

c

Temporarily restricted endowment

The percentages in lines 2a, 2b, and 2c should equal 100%

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

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

b

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

3b

4

Describe in Part XIII 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		1,094,122		1,094,122
b Buildings		128,577,335	93,166,832	35,410,503
c Leasehold improvements		1,340,956	801,475	539,481
d Equipment		136,831,423	101,205,784	35,625,639
e Other		8,183,761	740,381	7,443,380
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				80,113,125

Part XI 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 XIII)	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 XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)		5	

Part XII 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 XIII)	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 XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)		5	

Part XIII 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, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
------------	------------------	-------------

SCHEDULE F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization
St Mary's Medical Center

Employer identification number
41-0695604

Part I

General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

- 1 For grantmakers. Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No
- 2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States.
- 3 Activites per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
Central America and the Caribbean			Send agents to seminar		15,758
Europe (Including Iceland and Greenland)			Send agents to seminar		14,173
North America			Send agents to seminar		32,186
Sub-Saharan Africa			Send agents to seminar		2,845
3a Sub-total					64,962
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					64,962

Part II

Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

- 2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶
- 3 Enter total number of other organizations or entities ▶

Part III

(a) Type of grant or assistance

(b) Region

(c) Number of recipients

(d) Amount of cash grant

(e) Manner of cash disbursement

(f) Amount of non-cash assistance

**(g) Description
of non-cash
assistance**

(h) Method of valuation (book, FMV, appraisal, other)

Part IV Foreign Forms

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*

☐ Yes

☒ No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)*

☐ Yes

☒ No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)*

☐ Yes

☒ No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)*

☐ Yes

☒ No
- 5

Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships. (see Instructions for Form 8865)*

☐ Yes

☒ No
- 6

Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).*

☐ Yes

☒ No

Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

[illegible]

SCHEDULE H
(Form 990)

Department of the Treasury
Internal Revenue Service

Hospitals

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, question 20.**
▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
St Mary's Medical Center

Employer identification number
41-0695604

Part I

Financial Assistance and Certain Other Community Benefits at Cost

		Yes	No	
1a	Did the organization have a financial assistance policy during the tax year? If "No," skip to question 6a	1a	Yes	
b	If "Yes," was it a written policy?	1b	Yes	
2	If the organization had multiple hospital facilities, indicate which of the following best describes application of the financial assistance policy to its various hospital facilities during the tax year ☒ Applied uniformly to all hospital facilities ☐ Applied uniformly to most hospital facilities ☐ Generally tailored to individual hospital facilities			
3	Answer the following based on the financial assistance eligibility criteria that applied to the largest number of the organization's patients during the tax year a Did the organization use Federal Poverty Guidelines (FPG) as a factor in determining eligibility for providing <i>free</i> care? If "Yes," indicate which of the following was the FPG family income limit for eligibility for <i>free</i> care ☐ 100% ☒ 150% ☐ 200% ☐ Other _____ %	3a	Yes	
b	Did the organization use FPG as a factor in determining eligibility for providing <i>discounted</i> care? If "Yes," indicate which of the following was the family income limit for eligibility for discounted care ☐ 200% ☐ 250% ☒ 300% ☐ 350% ☐ 400% ☐ Other _____ %	3b	Yes	
c	If the organization used factors other than FPG in determining eligibility, describe in Part VI the income based criteria for determining eligibility for free or discounted care. Include in the description whether the organization used an asset test or other threshold, regardless of income, as a factor in determining eligibility for free or discounted care			
4	Did the organization's financial assistance policy that applied to the largest number of its patients during the tax year provide for free or discounted care to the "medically indigent"?	4	Yes	
5a	Did the organization budget amounts for free or discounted care provided under its financial assistance policy during the tax year?	5a	Yes	
b	If "Yes," did the organization's financial assistance expenses exceed the budgeted amount?	5b	Yes	
c	If "Yes" to line 5b, as a result of budget considerations, was the organization unable to provide free or discounted care to a patient who was eligible for free or discounted care?	5c		No
6a	Did the organization prepare a community benefit report during the tax year?	6a	Yes	
b	If "Yes," did the organization make it available to the public?	6b	Yes	
	Complete the following table using the worksheets provided in the Schedule H instructions. Do not submit these worksheets with the Schedule H.			

7

Financial Assistance and Certain Other Community Benefits at Cost

Financial Assistance and Means-Tested Government Programs	(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community benefit expense	(d) Direct offsetting revenue	(e) Net community benefit expense	(f) Percent of total expense
a Financial Assistance at cost (from Worksheet 1)			2,599,438		2,599,438	0 760 %
b Medicaid (from Worksheet 3, column a)			63,683,073	40,302,337	23,380,736	6 870 %
c Costs of other means-tested government programs (from Worksheet 3, column b)						
d Total Financial Assistance and Means-Tested Government Programs			66,282,511	40,302,337	25,980,174	7 630 %
Other Benefits						
e Community health improvement services and community benefit operations (from Worksheet 4)	8	619	2,162,830		2,162,830	0 640 %
f Health professions education (from Worksheet 5)	35	511	957,024		957,024	0 280 %
g Subsidized health services (from Worksheet 6)						
h Research (from Worksheet 7)						
i Cash and in-kind contributions for community benefit (from Worksheet 8)						
j Total. Other Benefits	43	1,130	3,119,854		3,119,854	0 920 %
k Total. Add lines 7d and 7j	43	1,130	69,402,365	40,302,337	29,100,028	8 550 %

Part II

Community Building Activities

Complete this table if the organization conducted any community building activities during the tax year, and describe in Part VI how its community building activities promoted the health of the communities it serves.

	(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community building expense	(d) Direct offsetting revenue	(e) Net community building expense	(f) Percent of total expense
1	Physical improvements and housing					
2	Economic development					
3	Community support					
4	Environmental improvements					
5	Leadership development and training for community members					
6	Coalition building					
7	Community health improvement advocacy					
8	Workforce development	1	695,117		695,117	0 200 %
9	Other					
10	Total	1	695,117		695,117	0 200 %

Part III

Bad Debt, Medicare, & Collection Practices

Section A. Bad Debt Expense

1

Did the organization report bad debt expense in accordance with Heathcare Financial Management Association Statement No. 15?

1

Yes

2

Enter the amount of the organization's bad debt expense. Explain in Part VI the methodology used by the organization to estimate this amount.

2

13,856,195

3

Enter the estimated amount of the organization's bad debt expense attributable to patients eligible under the organization's financial assistance policy. Explain in Part VI the methodology used by the organization to estimate this amount and the rationale, if any, for including this portion of bad debt as community benefit.

3

4

Provide in Part VI the text of the footnote to the organization's financial statements that describes bad debt expense or the page number on which this footnote is contained in the attached financial statements.

Section B. Medicare

5

Enter total revenue received from Medicare (including DSH and IME).

5

108,376,690

6

Enter Medicare allowable costs of care relating to payments on line 5.

6

118,621,468

7

Subtract line 6 from line 5. This is the surplus (or shortfall).

7

-10,244,778

8

Describe in Part VI the extent to which any shortfall reported in line 7 should be treated as community benefit. Also describe in Part VI the costing methodology or source used to determine the amount reported on line 6. Check the box that describes the method used.

☐

Cost accounting system

☐

Cost to charge ratio

☒

Other

Section C. Collection Practices

9a

Did the organization have a written debt collection policy during the tax year?

9a

Yes

9b

If "Yes," did the organization's collection policy that applied to the largest number of its patients during the tax year contain provisions on the collection practices to be followed for patients who are known to qualify for financial assistance? Describe in Part VI.

9b

Yes

Part IV

Management Companies and Joint Ventures

(owned 10% or more by officers, directors, trustees, key employees, and physicians—see instructions)

(a) Name of entity	(b) Description of primary activity of entity	(c) Organization's profit % or stock ownership %	(d) Officers, directors, trustees, or key employees' profit % or stock ownership %	(e) Physicians' profit % or stock ownership %
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				

Section A. Hospital Facilities

Name, address, and primary website address

Schedule H (Form 990) 2012

Part V Facility Information (continued)

Section B. Facility Policies and Practices

(Complete a separate Section B for each of the hospital facilities or facility reporting groups listed in Part V, Section A)

ESSENTIA HEALTH ST MARY'S MEDICAL CEN

Name of hospital facility or facility reporting group

For single facility filers only: line Number of Hospital Facility (from Schedule H, Part V, Section A)

1

	Yes	No
Community Health Needs Assessment (Lines 1 through 8c are optional for tax years beginning on or before March 23, 2012)		
1 During the tax year or either of the two immediately preceding tax years, did the hospital facility conduct a community health needs assessment (CHNA)? If "No," skip to line 9 If "Yes," indicate what the CHNA report describes (check all that apply)	1 Yes	
a ☒ A definition of the community served by the hospital facility		
b ☒ Demographics of the community		
c ☒ Existing health care facilities and resources within the community that are available to respond to the health needs of the community		
d ☒ How data was obtained		
e ☒ The health needs of the community		
f ☒ Primary and chronic disease needs and other health issues of uninsured persons, low-income persons, and minority groups		
g ☒ The process for identifying and prioritizing community health needs and services to meet the community health needs		
h ☒ The process for consulting with persons representing the community's interests		
i ☒ Information gaps that limit the hospital facility's ability to assess the community's health needs		
j ☒ Other (describe in Part VI)		
2 Indicate the tax year the hospital facility last conducted a CHNA 20 <u>12</u>		
3 In conducting its most recent CHNA, did the hospital facility take into account input from representatives of the community served by the hospital facility, including those with special knowledge of or expertise in public health? If "Yes," describe in Part VI how the hospital facility took into account input from persons who represent the community, and identify the persons the hospital facility consulted	3 Yes	
4 Was the hospital facility's CHNA conducted with one or more other hospital facilities? If "Yes," list the other hospital facilities in Part VI	4 Yes	
5 Did the hospital facility make its CHNA report widely available to the public? If "Yes," indicate how the CHNA report was made widely available (check all that apply)	5 Yes	
a ☒ Hospital facility's website		
b ☒ Available upon request from the hospital facility		
c ☒ Other (describe in Part VI)		
6 If the hospital facility addressed needs identified in its most recently conducted CHNA, indicate how (check all that apply to date)		
a ☒ Adoption of an implementation strategy that addresses each of the community health needs identified through the CHNA		
b ☒ Execution of the implementation strategy		
c ☐ Participation in the development of a community-wide plan		
d ☐ Participation in the execution of a community-wide plan		
e ☒ Inclusion of a community benefit section in operational plans		
f ☒ Adoption of a budget for provision of services that address the needs identified in the CHNA		
g ☒ Prioritization of health needs in its community		
h ☒ Prioritization of services that the hospital facility will undertake to meet health needs in its community		
i ☐ Other (describe in Part VI)		
7 Did the hospital facility address all of the needs identified in its most recently conducted CHNA? If "No," explain in Part VI which needs it has not addressed and the reasons why it has not addressed such needs	7	No
8a Did the organization incur an excise tax under section 4959 for the hospital facility's failure to conduct a CHNA as required by section 501(r)(3)?	8a	No
b If "Yes" to line 8a, did the organization file Form 4720 to report the section 4959 excise tax?	8b	
c If "Yes" to line 8b, what is the total amount of section 4959 excise tax the organization reported on Form 4720 for all of its hospital facilities? \$_____		

Part V

Facility Information (continued)

Financial Assistance Policy		Yes	No
9 Did the hospital facility have in place during the tax year a written financial assistance policy that Explained eligibility criteria for financial assistance, and whether such assistance includes free or discounted care?		9	Yes
10 Used federal poverty guidelines (FPG) to determine eligibility for providing <i>free</i> care? If "Yes," indicate the FPG family income limit for eligibility for free care <u>150</u> % If "No," explain in Part VI the criteria the hospital facility used		10	Yes
11 Used FPG to determine eligibility for providing <i>discounted</i> care? If "Yes," indicate the FPG family income limit for eligibility for discounted care <u>300</u> % If "No," explain in Part VI the criteria the hospital facility used		11	Yes
12 Explained the basis for calculating amounts charged to patients? If "Yes," indicate the factors used in determining such amounts (check all that apply)		12	Yes
a ☒ Income level			
b ☒ Asset level			
c ☒ Medical indigency			
d ☒ Insurance status			
e ☒ Uninsured discount			
f ☒ Medicaid/Medicare			
g ☒ State regulation			
h ☐ Other (describe in Part VI)			
13 Explained the method for applying for financial assistance?		13	Yes
14 Included measures to publicize the policy within the community served by the hospital facility? If "Yes," indicate how the hospital facility publicized the policy (check all that apply)		14	Yes
a ☒ The policy was posted on the hospital facility's website			
b ☒ The policy was attached to billing invoices			
c ☒ The policy was posted in the hospital facility's emergency rooms or waiting rooms			
d ☒ The policy was posted in the hospital facility's admissions offices			
e ☒ The policy was provided, in writing, to patients on admission to the hospital facility			
f ☒ The policy was available upon request			
g ☐ Other (describe in Part VI)			
Billing and Collections			
15 Did the hospital facility have in place during the tax year a separate billing and collections policy, or a written financial assistance policy (FAP) that explained actions the hospital facility may take upon non-payment?		15	Yes
16 Check all of the following actions against an individual that were permitted under the hospital facility's policies during the tax year before making reasonable efforts to determine the patient's eligibility under the facility's FAP			
a ☐ Reporting to credit agency			
b ☐ Lawsuits			
c ☐ Liens on residences			
d ☐ Body attachments			
e ☐ Other similar actions (describe in Part VI)			
17 Did the hospital facility or an authorized third party perform any of the following actions during the tax year before making reasonable efforts to determine the patient's eligibility under the facility's FAP? If "Yes," check all actions in which the hospital facility or a third party engaged		17	No
a ☐ Reporting to credit agency			
b ☐ Lawsuits			
c ☐ Liens on residences			
d ☐ Body attachments			
e ☐ Other similar actions (describe in Part VI)			

Part V

Facility Information (continued)

- 18
- Indicate which efforts the hospital facility made before initiating any of the actions listed in line 17 (check all that apply)
- a

☒

Notified individuals of the financial assistance policy on admission
- b

☐

Notified individuals of the financial assistance policy prior to discharge
- c

☒

Notified individuals of the financial assistance policy in communications with the patients regarding the patients' bills
- d

☒

Documented its determination of whether patients were eligible for financial assistance under the hospital facility's financial assistance policy
- e

☐

Other (describe in Part VI)

Policy Relating to Emergency Medical Care

		Yes	No
19	Did the hospital facility have in place during the tax year a written policy relating to emergency medical care that requires the hospital facility to provide, without discrimination, care for emergency medical conditions to individuals regardless of their eligibility under the hospital facility's financial assistance policy? If "No," indicate why	Yes	
a	☐ The hospital facility did not provide care for any emergency medical conditions		
b	☐ The hospital facility's policy was not in writing		
c	☐ The hospital facility limited who was eligible to receive care for emergency medical conditions (describe in Part VI)		
d	☐ Other (describe in Part VI)		

Charges to Individuals Eligible for Assistance under the FAP (FAP-Eligible Individuals)

20	Indicate how the hospital facility determined, during the tax year, the maximum amounts that can be charged to FAP-eligible individuals for emergency or other medically necessary care		
a	☐ The hospital facility used its lowest negotiated commercial insurance rate when calculating the maximum amounts that can be charged		
b	☐ The hospital facility used the average of its three lowest negotiated commercial insurance rates when calculating the maximum amounts that can be charged		
c	☐ The hospital facility used the Medicare rates when calculating the maximum amounts that can be charged		
d	☒ Other (describe in Part VI)		
21	During the tax year, did the hospital facility charge any FAP-eligible individuals to whom the hospital facility provided emergency or other medically necessary services, more than the amounts generally billed to individuals who had insurance covering such care? If "Yes," explain in Part VI		No
22	During the tax year, did the hospital facility charge any FAP-eligible individuals an amount equal to the gross charge for any service provided to that individual? If "Yes," explain in Part VI		No

Part V

Facility Information (continued)

Section C. Other Health Care Facilities That Are Not Licensed, Registered, or Similarly Recognized as a Hospital Facility
(list in order of size, from largest to smallest)

How many non-hospital health care facilities did the organization operate during the tax year?

Name and address	Type of Facility (describe)
1	
2	
3	
4	
5	
6	
7	
8	
9	
10	

Complete this part to provide the following information

- 1
Required descriptions. Provide the descriptions required for Part I, lines 3c, 6a, and 7, Part II, Part III, lines 4, 8, and 9b, Part V, Section A, and Part V, Section B, lines 1j, 3, 4, 5c, 6i, 7, 10, 11, 12h, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22
- 2
Needs assessment. Describe how the organization assesses the health care needs of the communities it serves, in addition to any needs assessments reported in Part V, Section B
- 3
Patient education of eligibility for assistance. Describe how the organization informs and educates patients and persons who may be billed for patient care about their eligibility for assistance under federal, state, or local government programs or under the organization's financial assistance policy
- 4
Community information. Describe the community the organization serves, taking into account the geographic area and demographic constituents it serves
- 5
Promotion of community health. Provide any other information important to describing how the organization's hospital facilities or other health care facilities further its exempt purpose by promoting the health of the community (e g , open medical staff, community board, use of surplus funds, etc)
- 6
Affiliated health care system. If the organization is part of an affiliated health care system, describe the respective roles of the organization and its affiliates in promoting the health of the communities served
- 7
State filing of community benefit report. If applicable, identify all states with which the organization, or a related organization, files a community benefit report
- 8
Facility reporting group(s). If applicable, for each hospital facility in a facility reporting group provide the descriptions required for Part V, Section B, lines 1j, 3, 4, 5c, 6i, 7, 10, 11, 12h, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22

Identifier	ReturnReference	Explanation
SCHEDULE H, Part VI, line 1		Provide the description required for Part I, lines 3c, 6a, 7g, 7, column (f), 7, Part II, Part III, lines 2, 3, 4, 8, 9b, Part V, lines 1j, 3, 4, 5a, 5c, 6i, 7, 10, 11, 12h, 14g, 16e, 17e, 18E, 19C, 19d, 20D, 21, 22 Part I, Line 3c In addition to the federal poverty guidelines, an asset threshold test is also applied Assets, excluding equity in home of \$100,000, must be below \$10,000 for a household of up to 2 and \$20,000 for a household of 3 or more Assets include bank accounts, IRAs, second vehicles, recreational vehicles, and any additional real estate If after application of discount from charity care the patient's remaining balance still exceeds the patient's annual household income, an additional discount of 50% will be applied to the patient's remaining balance If the remaining balance after the charity care discount is between 50 and 100% of the patient's annual household income, an additional discount of 25% will be applied to the patient's remaining balance Minnesota residents whose household income is less than \$125,000 may also be eligible for the MN Uninsured Discount for hospital bills PART 1, LINE 6A ESSENTIA HEALTH ST MARY'S MEDICAL CENTER'S community benefit information is consolidated into the Essentia Health community benefit information which is included in the Essentia Health annual report The annual report is made available to the public at www.essentiahealth.org Essentia Health, headquartered in Duluth, Minn , is an integrated health system serving patients in Minnesota, Wisconsin, North Dakota and Idaho and is ESSENTIA HEALTH ST MARY'S MEDICAL CENTER'S parent corporation PART I, LINE 7G Not Applicable PART I, LINE 7, COLUMN (F) Bad debt expense that was subtracted from total expense to obtain the % of community benefit to total expense amounted to \$13,856,195 PART I, LINE 7 The cost to charge ratio derived from Worksheet 2, Ratio of Patient Care Cost-to-Charges was used to calculate the costs for the following community benefits Charity Care and Unreimbursed Medicaid Actual costs were used for the remainder of the community benefits reported PART II The majority of the community building activities reported are physician recruitment expenses The hospital facility is located in a federally-designated medically underserved area and as such includes physician recruitment as a community building activity per the recommendation of the Catholic Health Association Community Benefit Guide PART III, LINE 2 Discounts, charity care, and bad debt expense are accounted for as reductions to revenue Bad debt expense on patient accounts would be identified as any balance on the account, less any previous payments and discounts, that has aged and is absent of any payments If, during the collection process, it becomes known that the patient qualifies for charity care, the amounts included within bad debt expense would be reclassified to charity care PART III, LINE 3 ESSENTIA HEALTH ST MARY'S MEDICAL CENTER engaged 3rd party to analyze the organization's bad debt for the year and identify patient accounts that would qualify for charity care Once identified, those patient accounts were reclassified to the charity care allowance out of bad debt Moving into the next fiscal year, ESSENTIA HEALTH ST MARY'S MEDICAL CENTER will be using a tool that identifies accounts that would qualify for charity care automatically and reclasses those accounts to charity care allowance As a result, we estimate \$0 of patient accounts written off to bad debt would qualify for charity care PART III, LINE 3 ESSENTIA HEALTH ST MARY'S MEDICAL CENTER is a part of a larger organization, Essentia Health Essentia Health and its member organizations incorporate the cost of bad debt as a community benefit As a tax exempt hospital, we must provide the necessary services regardless of the patient's ability to pay for that care In doing so, Essentia Health makes quality patient care available to all in our community, regardless of their economic means PART III, LINE 4 The page number of the audit that contains the footnote describing the organization's bad debt expense is page 12 PART III, LINE 8 The methodology used in determining the reported Medicare Allowable Costs begins with the hospital's general ledger system The costs are obtained from the general ledger and then adjusted and reported in accordance with Centers for Medicare Services (CMS) "cost finding" guidelines as published in their Provider Reimbursement Manual Once the Medicare allowable costs are determined from the hospital's cost report, any costs attributed to subsidized health services, and Medical Education, are removed PART III, LINE 8 Essentia Health St Mary's Medical Center is a part of a larger organization, Essentia Health Essentia Health and its member organizations incorporate the full value of the Medicare shortfall as a community benefit The rationale for the organization's opinion is providing care for the elderly and serving Medicare patients is an essential part of the community benefit standard Medicare, like Medicaid, does not pay the full cost of care and it is likely to get worse Many Medicare beneficiaries are poor and are eligible for Medicaid in addition to Medicare Medicare underpayment must be shouldered by the hospital in order to continue treating the community's elderly and poor These underpayments represent a real cost of serving the community Part III, Line 8 Each Essentia Health hospital is required to file a Medicare cost report 5 months after the close of their fiscal year The cost report provides Medicare with information that is used to determine utilization and spending trends but also is used to set future payment rates for most Medicare services If the interim payments paid to a hospital are higher or lower than the filed cost report allowable reimbursement there will be a settlement for that fiscal year This can be due to changes in utilization or cost of providing services for Critical Access Hospitals (CAH) or differences between interim and final payment factors for Disproportionate Share, Bad Debts, or Indirect Medical Education for non-CAH hospitals An estimate for these settlements is recorded at the close of the fiscal year If the estimate varies from the final settlement received 6-7 months after the fiscal year ends then these amounts are recorded as prior year Medicare revenue Part III, Line 9b The policies and procedures for internal and external collection practices take into account the extent to which the patient qualifies for the Community Care Program and financial assistance, a patient's good faith effort to apply for a governmental program or for financial assistance from Essentia Health St Mary's Medical Center and the patient's good faith effort to comply with his/her payment agreements Essentia Health St Mary's Medical Center offers extended payment plans to eligible patients and will not impose liens on primary residences Essentia Health St Mary's Medical Center trains its outside debt collection agencies and attorneys about the Community Care Program and how a patient may obtain more information about the Community Care Program or submit an application for Community Care Essentia Health St Mary's Medical Center requires its outside collection agencies and attorneys to refer patients who may be eligible for Community Care to Essentia Health St Mary's Medical Center If a patient has submitted application for Community Care after an account has been referred for collection activity, Essentia Health St Mary's Medical Center and its outside debt collection agencies suspend all collection activity until the patient's Community Care application has been processed and Essentia Health St Mary's Medical Center has notified the patient of its decision
Part VI, line 1 cont		Part V, Line 1j The Community Health Needs Assessment also includes a Community Health Profile The profile is based on data from the Behavioral Risk Factors Surveillance System and the University of Wisconsin Population Health Institute County Health Rankings Part V, Line 3 Three Community/Patient Focus Groups were held for community members to identify and prioritize their community health needs In addition, persons were consulted at Town Hall Meetings, which are the first step in addressing each prioritized health need During the Town Hall Meeting, intervention options for meeting the health need were presented, and participants identified an option for their community Individuals from the following organizations attended the Town Hall Meeting (names and titles available upon request) Arrowhead Regional Development Commission, Denfeld High School, Community Health Board, Duluth Community Garden Program, Duluth Local Initiatives Support Corporation, Fair Food Access Campaign, Generations Health Care Initiatives, Healthy Duluth Area Coalition, Lake Superior College, Institute for a Sustainable Future, Lake Superior Community Health Center, Minnesota Department of Health, St Louis County Public Health and Human Services, St Luke's, University of Minnesota Duluth, Walgreens, Whole Foods Co-op, YMCA, and Zeppa Family Foundation See the CHNA posted on the website listed in Part V, Line 5a for a list of organizations that were invited to, but did not attend the town hall meetings Employees of the Minnesota Department of Health, St Louis County Public Health and Human Services, and the Community Health Board (names and titles available upon request) attended the Town Hall Meeting and provided input on the intervention options for addressing the highest priority health need A wide variety of individuals attended the Community/Patient Focus Groups, including those from medically underserved, low-income, and minority populations and populations with chronic disease needs Furthermore, Community/Patient Focus Group participants were instructed to consider themselves as representatives of the community-at-large, which would include those previously-listed populations While 92% of individuals in St Louis County are Caucasian, data stratified by race/ethnicity were also presented at the Community/Patient Focus Groups Part V, Line 4 Essentia Health St Mary's Medical Center is affiliated with Essentia Health In the interest of efficiency, cost effectiveness, and alignment with Essentia Health population health strategies, the hospital facility's CHNA was conducted in a coordinated process with fourteen other Essentia Health hospital facilities While still allowing for tailoring to each particular hospital facility, procedures were standardized across hospital facilities The hospital facilities included in this coordinated process are Essentia Health Ada in Ada, MN, Clearwater Valley Hospital and Clinics, Inc in Orofino, ID, Essentia Health Deer River in Deer River, MN, Essentia Health Virginia in Virginia, MN, Essentia Health Holy Trinity Hospital in Graceville, MN, Essentia Health West in Fargo, ND, Minnesota Valley Health Center, Inc in Le Sueur, MN, Essentia Health Northern Pines in Aurora, MN, Essentia Health Sandstone in Sandstone, MN, Essentia Health Duluth in Duluth, MN, Essentia Health St Joseph's Medical Center in Brainerd, MN, Essentia Health St Mary's Hospital-Superior in Superior, WI, St Mary's Hospital, Inc in Cottonwood, ID, Essentia Health St Mary's Medical Center in Duluth, MN, and Essentia Health St Mary's-Detroit Lakes in Detroit Lakes, MN Since Essentia Health West joined the collaborative effort on February 1, 2013, not all aspects of the Essentia Health West CHNA are coordinated with those of the other hospital facilities Essentia Health St Mary's Medical Center did and will collaborate more closely with one of the Essentia Health hospital facilities in particular - Essentia Health Duluth in Duluth, MN - by holding joint Community/Patient Focus Groups, Town Hall Meetings, and Intervention Planning Meetings Additional collaboration between the two hospital facilities will occur throughout intervention implementation as the hospital facilities will execute joint interventions for each priority health need The hospital facility did not collaborate with any other hospital facility outside of the Essentia Health System Part V, Line 5a The CHNA is posted under the "Community Benefit/CHNA" tab on the hospital facility's homepage at http://www.essentiahealth.org/StMarysMedicalCenter/FindaClinic/Essentia-HealthSt-Marys-Center-46.aspx Part V, Line 5c Links to the report were emailed to the Minnesota Hospital Association (MHA) to catalog the assessments and make them available on their website to help members meet IRS requirements for wide dissemination of reports The MHA will also analyze the assessments to identify common themes, issues and needs on a statewide and regional basis Finally, the MHA will use the catalog as a vehicle for connecting hospitals with similar community needs with one another to explore joint implementation strategies, information sharing , or resources for making their community benefit activities as influential as possible Part V, Line 6i This box was not checked, so not applicable Part V, Line 7 Seven health needs were identified through the CHNA Of those health needs, three were selected as the highest priority health needs that have/will be addressed over the next three years as a part of the hospital facility's implementation strategies The hospital facility will not directly meet the four unprioritized health needs due to resource constraints Rather than inadequately addressing all health needs, the hospital facility will focus resources, financial and otherwise, on their community's three prioritized health needs in order to foster success in meeting those health needs Despite not directly meeting the unprioritized needs, interventions addressing the three prioritized health needs may partially address the unprioritized health needs that overlap with the prioritized health needs If the unprioritized health needs remain in the next CHNA cycle, they may be directly addressed at that time The four unprioritized health needs are as follows - Immunizations -Access to healthcare -Preventative care - Secondary prevention/screening Part V, Line 10 Checked "Yes", so not applicable Part V, Line 11 Checked "Yes", so not applicable Part V, Line 12h This box was not checked, so not applicable Part V, Line 14g This box was not checked, so not applicable Part V, Line 16e This box was not checked, so not applicable Part V, Line 17e This box was not checked, so not applicable Part V, Line 18e This box was not checked, so not applicable Part V, Line 19c This box was not checked, so not applicable Part V, Line 19d This box was not checked, so not applicable Part V, Line 20d For patients known to qualify for the financial assistance program, they are charged the same as their most common insurance payor Part V, Line 21 Answered "No" so not applicable Part V, Line 22 Answered "No" so not applicable

Identifier	ReturnReference	Explanation
Part VI, line 2		Needs assessment Describe how the organization assesses the health care needs of the communities it serves, in addition to any needs assessments reported in Part V , Section B In addition to the needs assessment, we assess community health needs through the programs we offer, requests we receive and staff involvement in their own communities We collaborate with other community organizations such as the United Way, Community Health Care Boards and Community Health Plan Steering Committees and other local organizations in common efforts to address community health care needs The Essentia Health Primary Care Patient and Family Advisory Council is another mechanism that is used to assess the community health care needs The goals of the council include the following 1 Strengthen communications among patients, families and care givers, and staff 2 Advocate for patient and family centered care 3 Foster accountability for a health care environment that is safe, accessible and supportive 4 Improve coordination of quality care 5 Provide input and feedback to Essentia leadership, physicians and staff 6 Facilitate a positive relationship between Essentia Health and the community Another area that plays a key role in the assessment is the Essentia Health Foundation Through the foundation's fund raising efforts the Newborn Intensive Care Unit at St Mary's Medical Center was totally renovated, which enabled Essentia to provide state of the art care to the smallest and most vulnerable patients we serve
Part VI, line 3		Describe how the organization informs and educates patients and persons who may be billed for patient care about their eligibility for assistance under federal, state, or local government programs or under the organization's Financial Assistance policy Essentia Health St Mary's Medical Center has financial assistance packets that contain information about their community care program as well as contact information on other federal and state government programs These packets are distributed to patients once a financial need has been determined either through patient request or staff referrals The Financial Assistance policy and application is available on the Essentia Health website at www.essentiahealth.org Because financial assistance packets are given to patients when a need is determined, they may be given to the patient at any point (admission, discharge, during the billing process) Essentia Health St Mary's Medical Center has Patient Account Representatives on staff to assist patients in Medicaid and other assistance programs (including the charity care program) that may be available to them Contact information for the Patient Account Representatives is available on the Essentia Health website and is also included on the back of the billing statements All hospital staff has been trained to refer patients to the Patient Account Representatives The Patient Account Representatives often assist patients with the application process, mailing and follow up

Identifier	ReturnReference	Explanation
Part VI, line 4		Community information Describe the community the organization serves, taking into account the geographic area and demographic constituents it serves Essentia Health St Mary's Medical Center is located in Duluth, MN St Mary's is a part of the larger Essentia Health system, which is defined in Part VI, line 6 Essentia Health St Mary's Medical Center operates 1 hospital that serves the St Louis County area The overall community is classified as suburban and rural Essentia Health St Mary's Medical Center covers a service region of approximately 465,000 people The service region age distribution is 20 0% under the age of 18, 61 6% between the ages of 18 and 65, and 18 4% over the age of 65 The racial makeup of the service region is 91 2% Caucasian, 1 1% Black or African American, 0 6% Asian, 1 3% Hispanic, and 5 8% other, predominantly Native American The gender split ratio is 49 9% women and 50 1% men The average income for the service area is approximately \$56,000 Approximately 9 2% of the population falls below the federal poverty guidelines Essentia Health St Mary's Medical Center, along with Essentia Health is committed to serve patients regardless of their ability to pay Approximately 1 6% net revenue dollars were from self pay patients In addition, approximately 13 19% of their net revenue dollars were Medicaid recipients As mentioned above, Essentia Health St Mary's Medical Center is part of a larger system, Essentia Health Essentia Health staffs hospitals and clinics in federally-recognized underserved areas and supports the health of its communities through an active outreach program that brings specialists like oncologists, cardiologists, neurologists and others into its smaller communities This eliminates barriers to care for many patients, particularly those who are elderly, living on low incomes, or are faced with other challenges that make it difficult to travel long distances for care There are 13 other hospitals outside of the Essentia Health umbrella that service the community
Part VI, line 5		Provide any other information important to describing how the organization's hospitals or other health care facilities further its exempt purpose by promoting the health of the community Essentia Health St Mary's Medical Center's board of directors is composed of volunteer representatives from the communities it serves Essentia Health St Mary's Medical Center has an open medical staff, so any qualified physician of the community is allowed to apply All applicants that apply must meet the credentialing standards and be approved by our governing board in order to come and provide services in our system In addition, the hospital facility provides on-site clinical experiences for medical students, nurses, therapists, technicians and other healthcare vocations We reinvest in the organization by acquiring the latest state of the art equipment and by investing in programs that are needed in our community including a complete renovation of the Newborn Intensive Care Unit, of St Mary's Medical Center during fiscal 2013 Essentia Health St Mary's Medical Center provides support and education to the community The hospital facility uses many volunteers to deliver a volume of services in order to enable staff to be more efficient in services provided A variety of media are used to reach the public on seasonal or problem health conditions in the community Essentia Health St Mary's Medical Center is active in the community and sponsors events that promote healthy lifestyles and health communities Essentia Health St Mary's Medical Center is a part of the Essentia Health East Region The Essentia Health East Region's consolidated community benefits are summarized below Benefits for person living in poverty Charity care at cost \$7,278,185 Cost-to-Charge Ratio Unreimbursed Medicaid \$69,326,423 Cost-to-Charge Ratio Total Charity Care and Means-Tested Government Programs \$76,604,608 Benefits for the broader community Community health improvement services and community benefit operations \$2,188,291 Actual Costs Health professions education \$2,202,988 Actual Costs Financial and in-kind contributions \$288,620 Actual Costs Total Other Benefits \$4,679,899 Community building activities \$2,357,891 Actual Costs Unpaid cost of public programs, Medicare \$83,076,337 Cost-to-Charge Ratio Other care provided without compensation (bad debt) \$23,417,575 Cost-to-Charge Ratio Discounts offered to uninsured patients \$1,860,659 Actual Costs Taxes and fees \$2,665,992 Actual Costs Total Community Benefit \$194,662,961 Essentia Health St Mary's Medical Center is a part of a larger system Essentia Health As a non-profit organization, Essentia Health is focused on reinvesting surplus revenues into medical training, programs and technology that improve patient care We are also committed to eliminating geographic barriers to care One of the most significant investments in 2013 was the development of Essentia Health's Accountable Care Organization and its accreditation by the National Committee for Quality Assurance (NCQA) A cornerstone of federal healthcare reform, ACOs are designed to improve care while reducing overall costs for patients and society as a whole We also continue to replace and upgrade facilities and technology, like MRIs, CT scanners and surgery suites to ensure patients in rural communities have access to these services in their home communities We are also investing in the development of medical homes, which are designed to improve health outcomes for patients, particularly those with chronic diseases Much of this work is not fully reimbursed by state or federal programs We also support the health of our communities through active research and clinical trials through the Essentia Institute of Rural Health Various Essentia Health organizations contributed approximately \$4 75 million in support to the Institute over the past year The Institute conducts clinical, translational and health services research with a primary focus on the needs of rural Americans

Identifier	ReturnReference	Explanation
Part VI, line 6		If the Organization is part of an affiliated health care system, describe the respective roles of the organization and its affiliates in promoting the health of the communities served Essentia Health St Mary's Medical Center is part of Essentia Health, an integrated health system of 16 hospitals, 65 clinics, eight long-term care facilities, two assisted living facilities, four independent living facilities in four states - Minnesota, Wisconsin, North Dakota and Idaho. The health system serves a predominantly rural population whose median incomes generally fall below averages of the states where they live. The presence of our clinics and hospitals ensures that people with few economic resources don't have to drive an hour or more to receive basic (and in some cases life-saving) medical care. In addition to staffing hospitals and clinics in federally-recognized underserved areas, we support the health of our communities through an active outreach program that brings specialists like oncologists, cardiologists, neurologists and others into our smaller communities. This eliminates barriers to care for many patients, particularly those who are elderly, living on low incomes, or are faced with other challenges that make it difficult to travel long distances for care. Our size and integrated structure allow us to offer patients services often found only in larger urban settings. Services ranging from chemotherapy to congestive heart failure management and hospice are available to patients in many of the rural communities we serve. Essentia Health also supports the health of our rural communities through active research and clinical trials by the Essentia Institute of Rural Health. The Institute conducts clinical, translational and health services research with a primary focus on the needs of rural Americans. Essentia Health is also serving patients through the use of the Epic electronic health record (EHR). The vast majority of Essentia's hospitals and clinics are using a fully-integrated EHR for patient care. Technology like the electronic health record and Essentia's telehealth program allows health clinicians to share test results and consult with colleagues in real time across great distances. Medical information is no longer lost in the shuffle of paper records - an important consideration in a region where patients must often be transferred to a larger Essentia facility for complex surgeries or medical care. Essentia is also actively working with government agencies and insurers to develop innovative, cost-effective approaches to care that will improve health outcomes while reducing overall costs to patients and insurers. This innovation can be found in our use of remote home monitors for patients with congestive heart failure to a focus on using a team-based approach to helping patients manage chronic diseases. Essentia Health is committed to helping patients and their families lead active and fulfilling lives in the small and large communities where they live. We hope to become a model of health care delivery, particularly in rural areas, in the years to come.
Part VI, Line 7		If applicable, identify all states with which the organization, or a related organization files a community benefit report. Essentia Health St Mary's Medical Center files a community benefit report in Minnesota.

Identifier	ReturnReference	Explanation
Part VI, Line 8		If applicable, for each hospital facility in a facility reporting group provide the description required for Part V, Section B, Lines 1J, 3, 4, 5C, 6I, 7, 10, 11, 12H, 14G, 16E, 17E, 19C, 20D, 21, and 22 Not Applicable

**Grants and Other Assistance to Organizations,
Governments and Individuals in the United States**
Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

2012

Open to Public Inspection

Name of the organization
St Mary's Medical Center

41-0695604

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

[illegible]

- | | | | |
|----------|---|---|----------|
| 2 | Enter total number of section 501(c)(3) and government organizations listed in the line 1 table | ▶ | <u>2</u> |
| 3 | Enter total number of other organizations listed in the line 1 table | ▶ | |

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
(1) SCHOLARSHIPS	8	21,000			

Part IV

Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
FORM 990, SCHEDULE I, PART 1, LINE 2		PROCEDURES FOR MONITORING USE OF GRANT FUNDS Essentia Health St Mary's Medical Center provides grant monies to organizations that demonstrate the mission or values of Essentia Health The Board approves grant monies to community organizations that make a healthy difference in the Northland The Board also approves grants for healthcare initiatives that make a positive difference in the lives of patients in the area it serves The Board is provided an annual report of the use of funds Grant recipients are required to provide a written report for grants over \$5,000 Essentia Health St Mary's Medical Center Auxiliary provides scholarships to individuals in the medical field Scholarship winners are selected by the Auxiliary Scholarship Committee based on financial needs In addition, students have to be accepted into their major/program, i e medical school, nursing program, physical therapy program, etc medical school, nursing program, physical therapy program, etc

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
St Mary's Medical Center

Employer identification number
41-0695604

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 ☐ Travel for companions ☐ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ 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 of the expenses described above? If "No," complete Part III to explain	1b	
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?	2	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III ☒ Compensation committee ☒ Independent compensation consultant ☐ Form 990 of other organizations ☐ Written employment contract ☒ Compensation survey or study ☒ 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?	4a	Yes
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes
c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III	4c	No
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?	5a	No
b Any related organization? If "Yes," to line 5a or 5b, describe in Part III	5b	No
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?	6a	No
b Any related organization? If "Yes," to line 6a or 6b, describe in Part III	6b	No
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	7	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 Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III	8	No
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is 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, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(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 as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table								

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
Schedule J, Part I, Line 3		Establishing CEO's compensation. Essentia Health ST. MARY'S MEDICAL CENTER relied on Essentia Health, supporting organization of Essentia Health ST. MARY'S MEDICAL CENTER, methods for establishing Essentia Health ST. MARY'S MEDICAL CENTER's ADMINISTRATOR compensation: a compensation committee, independent compensation consultant, compensation survey or study, and approval by the board or compensation committee.
Schedule J, Part I, Line 4a		Severance payment. Former key employee, Maribeth Olson, received payment totaling \$105,840 in tax year 2012 related to her termination. The termination terms are from May 7, 2011 until May 7, 2012. Ms. Olson will receive pay totaling \$302,031 related to her termination. Former key employee, Rocklon Chapin, a former employee of related organization Essentia Health Duluth, received payment totaling \$194,400 in tax year 2012 related to his termination. The termination terms are from January 31, 2011 until July 31, 2012. Mr. Chapin will receive pay totaling \$501,019 & benefits totaling \$10,009 related to his termination. All other individuals listed as Formers in Form 990, Part VII, Section A, Line 1a remain employed within Essentia Health and its subsidiaries and are not receiving a termination payment.
Schedule J, Part I, Line 4b		Supplemental nonqualified retirement plan. Essentia Health's nonqualified retirement plan is offered to designated Essentia Health executives. There is a minimum two-year vesting date or automatically upon reaching retirement age, death, disability or involuntary termination without cause. Benefits are subject to income taxes upon vesting and payable from Essentia Health's general assets. Reported as Other Reportable Compensation in Schedule J, Part II, Column B (iii), the following individuals listed in Form 990, Part VII, Section A, Line 1a received payment of the vested benefit from the supplemental nonqualified retirement plan during the year: ROBERT NORMAN \$54,041; DANIEL MCGINTY \$87,283; ANN WATKINS \$10,727; MARIBETH OLSON \$8,949; HUGH RENIER, MD \$31,364; ROCKLON CHAPIN \$14,674; MICHAEL MCAVOY \$4,794; MICHAEL MAHONEY \$19,500; DIANE DAVIDSON \$30,546; BARBARA JOHNSON \$25,094. Reported as Retirement and Other Deferred Compensation in Schedule J, Part II, Column C, Essentia Health made contributions, subject to the vesting terms, during the year into the supplemental nonqualified retirement plan on behalf of the following individuals listed in Form 990, Part VII, Section A, Line 1a: ROBERT NORMAN \$45,627; DANIEL MCGINTY \$40,921; ANN WATKINS \$2,811; HUGH RENIER, MD \$24,228; MICHAEL MCAVOY \$3,063; MICHAEL MAHONEY \$2,451; BARBARA JOHNSON \$25,193; DIANE DAVIDSON \$21,482; THOMAS PATNOE, MD \$40,270; DANIEL NIKCEVICH, MD \$23,529; DENNIS DASSENKO \$22,857; MICHAEL METCALF \$37,400; SANDRA MCCARTHY \$42,921.

Software ID:
Software Version:
EIN: 41-0695604
Name: St Mary's Medical Center

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) 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 compensation				
HUGH RENIER MD	(i) (ii)	301,779 0	24,229 0	65,896 0	49,228 0	29,281 0	470,413 0	31,364 0
ROBERT NORMAN	(i) (ii)	0 421,115	0 66,529	0 58,181	0 71,277	0 32,263	0 649,365	0 54,041
BARBARA JOHNSON	(i) (ii)	0 303,431	0 46,526	0 27,432	0 50,193	0 7,198	0 434,780	0 25,094
MARIBETH OLSON	(i) (ii)	0 0	0 0	114,789 0	0 0	0 0	114,789 0	8,949 0
ROCKLON CHAPIN	(i) (ii)	0 0	0 0	0 208,414	0 0	0 4,616	0 213,030	0 14,674
MICHAEL METCALF	(i) (ii)	0 387,434	0 61,425	0 7,283	0 62,400	0 27,537	0 546,079	0 0
DENNIS DASSENKO	(i) (ii)	0 287,821	0 45,074	0 8,984	0 47,857	0 18,780	0 408,516	0 0
DIANE DAVIDSON	(i) (ii)	0 279,194	0 43,787	0 34,783	0 46,482	0 18,891	0 423,137	0 30,546
MICHAEL MAHONEY	(i) (ii)	0 212,556	0 22,995	0 20,998	0 27,451	0 22,343	0 306,343	0 19,500
JOSEPH BIANCO MD	(i) (ii)	0 279,195	0 0	0 585	0 25,000	0 18,532	0 323,312	0 0
THOMAS PATNOE MD	(i) (ii)	0 537,506	0 0	0 3,302	0 65,270	0 27,307	0 633,385	0 0
SUSAN STREITZ MD	(i) (ii)	0 308,591	0 0	0 1,343	0 25,000	0 1,923	0 336,857	0 0
MICHAEL VAN SCOY MD	(i) (ii)	0 343,185	0 0	0 555	0 25,000	0 26,932	0 395,672	0 0
ANN WATKINS	(i) (ii)	0 180,199	0 14,326	0 19,558	0 22,813	0 19,044	0 255,940	0 10,727
SCOTT JOHNSON MD	(i) (ii)	0 619,043	0 0	0 1,464	0 25,000	0 31,828	0 677,335	0 0
ALBERT DEIBELE MD	(i) (ii)	0 523,253	0 0	0 1,491	0 25,000	0 30,770	0 580,514	0 0
KIMBERLY BODDICKER MD	(i) (ii)	0 470,400	0 0	0 583	0 25,000	0 26,228	0 522,211	0 0
NANCY PURSI	(i) (ii)	139,047 0	1,500 0	338 0	26,220 0	10,384 0	177,489 0	0 0
Richard Spehar	(i) (ii)	164,110 0	0 0	703 0	-18,314 0	8,694 0	155,193 0	0 0
MELISSA NAJARIAN MD	(i) (ii)	0 460,859	0 0	0 816	0 25,000	0 27,386	0 514,061	0 0

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) 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 compensation				
DANIEL NIKCEVICH MD	(i)	0	0	0	0	0	0	0
	(ii)	589,434	0	2,558	48,529	26,904	667,425	0
THERESA GUNNARSON MD	(i)	0	0	0	0	0	0	0
	(ii)	548,286	0	643	25,000	32,725	606,654	0
WILSON GINETE MD	(i)	0	0	0	0	0	0	0
	(ii)	575,879	0	983	25,000	23,275	625,137	0
BRAD DAVIS MD	(i)	0	0	0	0	0	0	0
	(ii)	485,958	0	857	25,000	30,059	541,874	0
Michael Mcavoy	(i)	0	0	0	0	0	0	0
	(ii)	196,777	15,615	11,305	24,865	19,479	268,041	4,794
Ruth Mccutcheon	(i)	0	0	0	0	0	0	0
	(ii)	169,495	10,237	1,126	16,741	9,310	206,909	0
DANIEL MCGINTY	(i)	0	0	0	0	0	0	0
	(ii)	396,801	91,977	154,978	65,921	36,190	745,867	87,283
SANDRA MCCARTHY	(i)	0	0	0	0	0	0	0
	(ii)	409,405	9,384	25,741	42,921	11,129	498,580	0
JEFFREY LYON MD	(i)	0	0	0	0	0	0	0
	(ii)	294,903	0	928	25,000	18,856	339,687	0
VINCENT OHAJU MD	(i)	0	0	0	0	0	0	0
	(ii)	662,587	0	1,623	25,000	27,947	717,157	0
KRISTEN ANDRIACCHI	(i)	143,839	0	70	1,194	8,371	153,474	0
	(ii)	0	0	0	0	0	0	0
STEPHANIE NIXON	(i)	138,857	44	66	7,108	16,067	162,142	0
	(ii)	0	0	0	0	0	0	0
STEPHEN FARRELL	(i)	137,084	0	460	7,107	17,387	162,038	0
	(ii)	0	0	0	0	0	0	0

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization St Mary's Medical Center	Employer identification number 41-0695604
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Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 ▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?	(i) Written agreement?	
			To	From			Yes	No		Yes	No
Total ▶ \$											

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV

Business Transactions Involving Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) Ryan M Olson	Related to Maribeth Olson	34,548	See Part V		No

Part V

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

Identifier	Return Reference	Explanation
Schedule L, Part IV, Column D		Description of transaction Compensation of family member of FORMER KEY EMPLOYEE

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

2012

Open to Public
Inspection

Name of the organization St Mary's Medical Center	Employer identification number 41-0695604
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Identifier	Return Reference	Explanation
Form 990, Part C		DOING BUSINESS AS ESSENTIA HEALTH ST MARY'S MEDICAL CENTER

Identifier	Return Reference	Explanation
FORM 990, PART I, LINE 1		Organization's mission or most significant activities Throughout Essentia Health, we are called to make a healthy difference in people's lives As a member of the Essentia Health family, St Mary's Medical Center's mission as a Catholic, Benedictine sponsored facility is to promote Christ's ministry of holistic healing for all human life with special concern for the poor and powerless FORM 990, PART III, LINE 1 Organization's mission Throughout Essentia Health, we are called to make a healthy difference in people's lives As a member of the Essentia Health family, St Mary's Medical Center's mission as a Catholic, Benedictine sponsored facility is to promote Christ's ministry of holistic healing for all human life with special concern for the poor and powerless

Identifier	Return Reference	Explanation
FORM 990, PART III, LINE 4		STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS St Mary's Medical Center dba Essentia Health St Mary's Medical Center is organized and operated exclusively for charitable, scientific, and educational purposes In furtherance of its purposes, Essentia Health St Mary's Medical Center provides health care services in Minnesota through its 380 bed medical center The hospital offers a broad range of inpatient and outpatient state-of-art services for its patients, including Level II Emergency (trauma) services, intensive care units, neurosurgery, medical surgical care, orthopedics, neuroscience, digestive health, family and pediatrics services, and heart and vascular services In accordance with the Federal Emergency Medical Treatment and Active Labor Act, any person who presents at the hospital seeking treatment of an emergency medical condition is given a medical screening and necessary stabilizing treatment regardless of the person's ability to pay Beyond its hospital services, Essentia Health St Mary's Medical Center also offers educational programs for the community, such as parenting classes and child safety programs such as bicycle helmet fitting, bicycle safety, and pedestrian safety Essentia Health St Mary's Medical Center also participates in continuing education programs for health care professionals Essentia Health St Mary's Medical Center employs over 2,000 full time equivalents The hospital provided for over 77,000 hospital patient days and over 42,000 emergency visits Essentia Health St Mary's Medical Center provided over \$2,599,000 in charity care as well as an additional \$23,380,000 of costs incurred in excess of Medicaid payments received during the fiscal year ended June 30, 2013 Further community benefits provided during the fiscal year include community services of over \$2,162,000 and continuing education programs for health care professionals of over \$957,000

Identifier	Return Reference	Explanation
Form 990, Part V, Line 1a		1099 Reporting Vendor payments and Form 1099's were processed through Essentia Health on behalf of certain legal entities comprising Essentia Health system

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, Line 4		SIGNIFICANT CHANGES During the fiscal year ended June 30, 2013, the Bylaws of Essentia Health St Mary's Medical Center were amended The amendments modified the composition of Essentia Health St Mary's Medical Center's governing body to include at least three but no more than five members of the BSBA, provided that one of the BSBA member directors shall always be the current president of the BSBA or her designee The amendments also removed the special board reserved powers

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 6		Members of Organization ESSENTIA HEALTH EAST IS A GENERAL MEMBER OF ESSENTIA HEALTH ST MARY'S MEDICAL CENTER AND may elect one or more members of the governing body as described in Schedule O Part VI 7a Members, Essentia Health, Benedictine Sisters Benevolent Association, and ESSENTIA HEALTH EAST, have reserved powers with respect to ESSENTIA HEALTH St Mary's Medical Center as described in Schedule O Part VI Line 7b

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 7a		Members with right to elect governing body ESSENTIA HEALTH EAST appoints and removes ESSENTIA HEALTH St Mary's Medical Center's governing body

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 7b		Member with right to approve governing body decision Essentia Health St Mary's Medical Center is a subsidiary of Essentia Health, whose Board of Directors has reserved powers with respect to this corporation and its subsidiaries, and all of the other direct and indirect subsidiaries of Essentia Health (collectively, the "System") Essentia Health's reserved powers are as follows Strategic and Business Plans Authority to create, and to approve, the System's strategic and business plans Mission Authority to create, and to approve, the mission, purpose and vision statements for all entities in the System by the affirmative vote of at least 67% of the Essentia Health board of directors Debt Approval of the incurrence of debt by, and the creation of all mortgages, liens, security interests, or other encumbrances on the assets of, all entities in the System in excess of the single or annual aggregate dollar limits prescribed in writing by the Essentia Health board of directors, and the authority to cause all entities in the System to participate in System borrowing Governing Instruments Authority to cause, and to approve, amendments of the articles of incorporation and bylaws of all entities in the System Mergers and Acquisitions Authority to cause, and to approve, all mergers, consolidations, and dissolutions of all entities in the System Affiliations and Joint Ventures Authority to cause, and to approve, all affiliations, joint ventures and other alliances with third parties of all entities in the System Transfer of Assets Within the System Authority to transfer assets, including cash, between and among entities within the System, provided, however, that Essentia Health shall not have authority to require any entity in the System to transfer assets (a) that would cause such entity to be in default of its covenants or obligations under any bond or other financing documents, (b) from the Catholic entities to the secular entities or from the secular entities to the Catholic entities in a manner or to an extent that would cause the Catholic entities to be in violation of the Ethical and Religious Directives for Catholic Health Care Services (ERDs) in the judgment of the local ordinary, or (c) such that money generated by services at secular facilities within the System by procedures that are contrary to the ERDs would be used at the Catholic entities or money generated by Catholic entities would be used in the providing of services contrary to the ERDs at secular facilities within the System Transfer of Assets Outside the System Authority to cause, and to approve, the sale, lease or other transfer of assets of all entities in the System to parties outside of the System when the asset's value exceeds the single or annual aggregate dollar limits prescribed in writing by the Essentia Health board of directors Services Authority to cause, and to approve, the addition of new services and service locations and the discontinuance of services and service locations within all entities in the System Budgets Approval of capital and operating budgets of all entities in the System Professional Services Selection of the general legal counsel and external auditors of all entities in the System Approval of Parent Boards Approval of the election and removal, with or without cause, of 100% of the CAG and SMDC boards of directors (who shall be elected by the methods set forth in the CAG and SMDC governing documents, respectively, subject to Essentia's approval) Acquisitions Authority to cause, and to approve, all acquisitions by and formations of entities in the System Marketing Authority to implement System-wide marketing and promotional activities Compliance Plans Authority to create, and to approve, corporate compliance, safety and risk management plans for entities within the System Quality Plan Authority to create, and to approve, the System's quality plan Non-Budgeted Purchases Approval of non-budgeted capital purchases and leases in excess of the single or annual aggregate dollar limits prescribed in writing by Essentia Health for entities within the System Human Resources Authority to create human resource policies and procedures within the System Reserved Powers Authority to create additional Essentia Health reserved powers by the affirmative vote of at least 80% of the Essentia Health board of directors (excluding the Essentia Health CEO), provided, however, that any additional Essentia Health reserved powers shall not contravene or hinder the reserved powers of Benedictine Sisters Benevolent Association The Benedictine Sisters Benevolent Association ("BSBA") also has certain reserved powers over Essentia Health's Catholic facilities BSBA's reserved powers are as follows Mission Authority to approve the mission, purpose and vision statements for Catholic facilities and entities within the System Adherence to Ethical and Religious Directives for Catholic Health Care Services (ERDs)

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 7b		Authority to approve the methods, policies and procedures pertaining to the adherence of Catholic facilities and entities within the System to the ERDs, and to require the use of religious symbols, distinguishing elements and prayers Official Catholic Directory Authority to request the listing of qualified entities and facilities within the System in The Official Catholic Directory, subject to the approval of applicable Catholic authorities Catholic Health Association Authority to require Catholic facilities and entities within the System to join the membership of the Catholic Health Association of the United States Alienation of Stable Patrimony or Ecclesiastical Goods Authority to approve alienation of either stable patrimony or other ecclesiastical goods in the System if such goods involved in a specific transaction approved by Essentia Health pursuant to Section 2.8(g) or 2.8 (h) of the Affiliation Agreement have a dollar value equal to or greater than 70% of the amount established from time to time that requires approval from the Holy See, provided, however, that it is the intent of the parties that this provision not be applied to restrict or to impede Essentia from acting and making decisions on behalf of the system in the ordinary course of business but be applied to prevent the transfer of substantial assets of Catholic entities within the system to support the secular entities within the system without the prior approval of BSBA Amendments Authority to approve any amendments to the Articles of Incorporation or Bylaws of this corporation that would alter the number of Benedictine Sisters of St. Scholastica Monastery of Duluth or BSBA board of director members serving as members of such entity's board of directors, authority to approve any amendments to the Articles of Incorporation or Bylaws of Essentia's Catholic Subsidiaries which could materially affect such entity's identity as a Catholic institution, including without limitation any amendment that would alter the number of Benedictine Sisters of St. Scholastica Monastery of Duluth or BSBA board of director members serving as members of such entity's board of directors, and authority to cause Essentia Health to make amendments to the Articles of Incorporation or Bylaws of Essentia's Catholic Subsidiaries, which amendments BSBA in good faith are necessary to preserve such entity's identity as a Catholic institution Mission Effectiveness Authority to approve annual plans and evaluations relating to mission effectiveness and chaplaincy for the Catholic facilities and entities within the System Mergers and Dissolution Subject to the approval of the Benedictine Sisters of St. Scholastica Monastery of Duluth, authority to approve a proposed merger, consolidation, liquidation, dissolution, or the disposition of all or substantially all the assets

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 7b cont		Essentia Health East also has certain reserved powers over all East facilities within Essentia Health. Essentia Health East's reserved powers are as follows: - Quality, Safety and Service: Authority to recommend quality and safety initiatives and to review and execute approved quality and safety plans for the East Region. - Mission, Vision and Values: Authority to create a mission and a vision that support the mission and vision of Essentia Health, responsibility to oversee the mission performance, including charity care, of all facilities within the East Region, responsibility to adopt the values of Essentia Health. - Operating and Financial Performance: Responsibility to oversee the operating and financial performance of the East Region. - Development of Budgets, Strategic Plans and Strategy Map: Authority to develop and recommend, based on Essentia Health targets, capital and operating budgets for the East Region and its facilities, authority to recommend, within the Essentia Health context, regional and local strategic plans for the East Region, authority to develop East Region governance strategy map and balanced scorecard within Essentia Health's system strategy to meet system goals. - Execution of Approved Budgets and Strategic Plans: Responsibility to execute the approved capital and operating budgets and strategic and business plans for the East Region. - Non-budgeted Expenditures: Authority to approve non budgeted capital purchases and leases for East Region facilities within dollar limits defined by Essentia Health. - Accreditation and Licensure: Responsibility to oversee accreditation and licensure compliance for the facilities of the East Region. - Affiliations, Acquisitions and Joint Ventures: Authority to recommend proposed affiliations, acquisitions, joint ventures and other alliances, responsibility to oversee negotiation and implementation of approved acquisitions and operation of all approved affiliations, joint ventures and other alliances with third parties within the East Region. - Appointment of Directors: Authority to appoint or elect directors of the Direct Subsidiaries, and to remove such directors, with or without cause. - President: Authority to advise the CEO of Essentia Health regarding the appointment, removal and periodic evaluation of the President of SMDC. - Satisfaction: Responsibility to execute, evaluate and oversee patient, family and customer satisfaction with respect to services provided within the East Region and to ensure established goals are met. - Job Satisfaction: Responsibility to oversee job satisfaction and staff morale within the East Region facilities. - Human Resources: Responsibility to oversee implementation of Essentia Health human resource policies and procedures throughout the East Region. - Compliance: Responsibility to execute the approved Essentia Health corporate compliance and risk management plans for the East Region. - Credentialing: Responsibility to perform medical staff credentialing for the East Region facilities. - Nominations: Authority to nominate persons for appointment to the SMDC Board of Directors by Benedictine Sisters Benevolent Association and Essentia Health. - Amendments: Authority to suggest proposed amendments to the Articles of Incorporation and Bylaws of this corporation, the Direct Subsidiaries, and any subsidiaries thereof. - Compensation Plans: Responsibility to review and approve compensation of East Region executives and physicians for reasonableness and consistency with the law and Essentia Health's compensation philosophy. - President/Chief Medical Officer: By action of the President of this corporation, authority to appoint and remove, with or without cause, the President/Chief Medical Officer of any of the Direct Subsidiaries. - Public Policy: Responsibility to support Essentia Health public policy and advocacy plans. - Marketing: Responsibility to coordinate regional marketing and promotional activities consistent with Essentia Health marketing plans. - Philanthropy: Responsibility to coordinate philanthropy within the East Region consistent with Essentia Health foundation policies. - Professional Services: Responsibility to oversee East Region management's cooperation with external auditors and general legal counsel selected by Essentia Health and coordination of legal services through the Essentia Health Office of General Counsel. - Catholic Facilities: Responsibility to oversee implementation of BSBA-approved methods, policies and procedures pertaining to adherence by the East Region Catholic facilities with the Ethical and Religious Directives for Catholic Health Care Services and use of religious symbols, distinguishing elements and prayers. - Projects Involving Real Estate: Authority to recommend facility development projects, subject to the approval of Essentia Health, responsibility to oversee execution of approved development projects according to Essentia Health policies.

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 11a		FORM 990 REVIEW PROCESS The 2012 Form 990 including all schedules was reviewed by ESSENTIA HEALTH ST MARY'S MEDICAL CENTER's management and governing body on March 5, 2014 prior to filing with the Internal Revenue Service Each current director of the governing body received a copy of the 2012 Form 990 ESSENTIA HEALTH ST MARY'S MEDICAL CENTER's Chief Financial Officer led the review of the form and schedules and any questions were discussed

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 12c		Monitoring and enforcing Conflict of Interest policy Essentia Health's comprehensive conflict of interest program prevents, detects and resolves actual conflicts of interests or the actual or potential appearance of such Fiduciaries, defined as an Essentia Health board member/trustee, officer, board committee member, senior management employee, or any others considered to be in a position of influence, are covered under Essentia's conflict of interest program Upon initial appointment, each fiduciary must complete an initial conflict of interest statement and disclosure questionnaire At the conclusion of each fiscal year, each fiduciary must complete an annual conflict of interest statement and disclosure questionnaire As needed, a fiduciary will update his/her most recently completed questionnaire each time the fiduciary becomes aware of a financial interest, a potential conflict, or change to any information that the fiduciary previously reported Essentia Health's Chief Compliance Officer will collect the questionnaires and evaluate the disclosures If a fiduciary has a potential conflict of interest, the Chief Compliance Officer or designee may request additional information from the fiduciary, the management team, and others During the evaluation process, the Chief Compliance Officer may also consult with Essentia Health's Board and Audit Committee Chairs, senior management, legal department, or appropriate representatives from Essentia Health The Chief Compliance Officer reports to the Essentia Health Audit Committee and the Essentia Health Board of Directors any actual or potential conflicts of interest disclosed by the fiduciary, along with recommended actions The Essentia Health Board of Directors (or designee) will then determine whether to approve the situation or to implement special controls to manage the potential conflict of interest The Chief Compliance Officer will then officially notify the fiduciary in writing of the board's decision The decision of whether or not the disclosure constitutes a conflict or not will be at the Essentia Health Board of Director's (or designee) sole discretion, and its concern must be the welfare of Essentia Health and its affiliate(s) and the advancement of its purposes When the Essentia Health Board of Directors (or designee) considers a Fiduciary's disclosure as a Conflict of Interest, special controls will be identified to manage, eliminate or reduce the likelihood and/or appearance of a conflict arising Controls may include but are not limited to A If the conflict involves an on-going matter or relationship, the Fiduciary must not participate in Board, Board committee or management discussions related to the conflict and must recuse themselves and if appropriate, withdraw , from any Board meeting or portion thereof where the matter is being discussed and during the vote on the potential Conflict of Interest The Fiduciary may answer questions at the Board's or the Board Committee's request B If the conflict involves a specific transaction or decision, the Fiduciary will fully disclose their interest and all related material facts The Board or committee of the Board will determine whether the contemplated transaction may be authorized as just, fair, and reasonable to Essentia Health or its affiliate(s) If the Board determines a conflict does not exist, the Fiduciary may proceed with the transaction, however, he or she will not be eligible to vote on related issues should they arise If the Board determines a conflict does exist, the Fiduciary will be notified of the decision regarding whether the contemplated transaction will be authorized as just, fair, and reasonable

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 15 A&B		Process for determining compensation The Executive Compensation Committee of Essentia Health's board of directors is authorized to fulfill the board's responsibilities regarding executive compensation consistent with Essentia's mission, values and tax-exempt status, and the Executive Compensation Committee's Charter The Executive Compensation Committee meets at least twice annually to carry out its responsibilities, which include, but are not limited to, establishing, reviewing and modifying, as appropriate, reasonable compensation and benefits for designated Essentia executives who are officers or key employees of Essentia or any of its affiliates which may be paid by related organizations The Executive Compensation Committee engages qualified independent compensation advisors to provide objective and impartial comparative data and to express opinions on total compensation reasonableness The Executive Compensation Committee may request its independent advisors to monitor comparability data and marketplace trends, make appropriate recommendations regarding salary ranges, and periodically review the market competitiveness of Essentia executive compensation packages Prior to establishing or adjusting executive compensation, the Executive Compensation Committee will obtain and rely upon appropriate data as to comparability of the proposed compensation or adjustments The Executive Compensation Committee will adequately document the basis for its determination concurrently with making those determinations The Executive Compensation Committee minutes will include the terms of the approved compensation and the date approved, the Executive Compensation Committee members present during the review, discussion and approval of the proposed compensation and those who voted on the proposed compensation, identification of the comparability data obtained and relied upon by the Executive Compensation Committee and how the data was obtained, any actions by a member of the Executive Compensation Committee having a conflict of interest, and documentation of the basis for the determination The year this process was last undertaken for Essentia Health St Mary's Medical Center's Chief Financial Officer, Administrator (thru 4/13), EVP Clinical Operations, VP hospital professional services, and Chief Nursing Officer was 2012 and Essentia Health St Mary's Medical Center's Administrator was 2013

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 19		Availability of governing documents, conflict of interest policy, & financial statements to the public ESSENTIA HEALTH ST MARY'S MEDICAL CENTER makes its governing documents, conflict of interest policy, and financial statements available to the public upon request ESSENTIA HEALTH ST MARY'S MEDICAL CENTER is part of Essentia Health's consolidated financial statements which are included in Essentia Health's annual report posted on Essentia Health's web site

Identifier	Return Reference	Explanation
Form 990, Part IX, Line 24b		Affiliate expense and revenue allocation represents the portion of Essentia Health Duluth and The Duluth Clinic, Ltd revenue and expense related to Essentia Health St Mary's Medical Center, a related organization, which is allocated directly to Essentia Health St Mary's Medical Center. Net affiliate revenue and expense allocation of \$24,228,444 includes the following: Grants \$163, Program Service Revenue (\$8,141), Investment Income (\$301,571), Realized Loss (\$530,903), Miscellaneous Revenue \$922,003, Contributions \$453,371, Compensation \$9,026,794, payroll taxes \$505,967, pension plan contributions \$535,062, Accounting Fees \$759, Legal Fees \$163,566, Investment Management Fees \$82,860, Interest \$2,995,954, Other Purchased Services \$1,668,521, Advertising \$220,575, conference/conventions/meetings \$167,822, Depreciation & Amortization \$2,317,113, Information Technology \$3,924,715, Insurance (\$49,284), Medical Supplies (\$137,437), Occupancy (\$985,063), Office Expenses \$1,665,987, Travel \$144,521, Unrelated Business Income Taxes \$78,828, gain/loss on refinancing \$62,295, Other Expenses (\$368,836), and other employee benefits \$1,672,804.

Identifier	Return Reference	Explanation
Form 990, Part XI, Line 9		Other Changes in Net Assets The total amount of other changes in net assets includes Pension and other postretirement liability \$10,565,070 NET ASSET TRANSFER WITH RELATED ORGANIZATION, REALLOCATED INCOME STATEMENT ITEM TRANSFERRED TO ALIGN WITH ORGANIZATIONAL STRUCTURE (\$1,539,228) NET ASSET TRANSFER WITH RELATED ORGANIZATIONS, REALLOCATED BALANCE SHEET ITEMS TRANSFERRED TO ALIGN WITH ORGANIZATIONAL STRUCTURE \$129,126 Other changes in net assets (\$31) Total \$9,154,937

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
St Mary's Medical Center

Employer identification number
41-0695604

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)					
(a) Name, address, and EIN (if applicable) 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

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to 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 entity?	
						Yes	No
See Additional Data Table							

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to 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) Disproportionate 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) PMC GATEWAY IMAGING LLC 109 COURT AVE SANDSTONE, MN 55072 26-1634764	IMAGING SERVI	MN	NA	N/A	0	0			0			0 %

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to 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	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) ESSENTIA HLTH INS SVCE SPC LTD 94 Solaris Ave PO Box 69 GRAND CAYMAN, CAYMAN ISLANDS KY1-1102 CJ 000000000	INSURANCE	CJ	NA	FOREIGN CORP	0	0	0 %	Yes	
(2) EAST RANGE CLINICS LTD 910 6TH AVE N VIRGINIA, MN 55792 41-0909915	CLINICS	MN	NA	C CORP	0	0	0 %	Yes	

Part V

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

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

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 or (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 Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

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

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

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

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

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

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

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

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

Yes

No

1a

No

1b

Yes

1c

Yes

1d

No

1e

No

1f

1g

No

1h

No

1i

No

1j

Yes

1k

Yes

1l

No

1m

Yes

1n

No

1o

Yes

1p

Yes

1q

No

1r

Yes

1s

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-s)	(c) Amount involved	(d) Method of determining amount involved
See Additional Data Table			

Schedule R (Form 990) 2012

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]

Software ID:

Software Version:

EIN: 41-0695604

Name: St Mary's Medical Center

Part VII

Supplemental Information

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

Identifier	Return Reference	Explanation
SCHEDULE R, PART II, COLUMN (A)		Name The following Essentia Health entities have a doing business as name Legal Name, Doing Business As Name Brainerd Lakes Integrated Health System, Essentia Health Central Brainerd Medical Center, Inc , Essentia Health Brainerd Specialty Clinic Bridges Medical Center, Essentia Health Ada Deer River Healthcare Center, Inc , Essentia Health Deer River First Care Medical Services, Essentia Health Fosston Graceville Health Center, Essentia Health Holy Trinity Hospital Innovis Health, LLC, Essentia Health West Midwest Medical Equipment & Supply Inc , Essentia Health Medical Equipment and Supplies Northern Pines Medical Center, Essentia Health Northern Pines Pine Medical Center, Essentia Health Sandstone Polinsky Medical Rehabilitation Center, Essentia Health Polinsky Medical Rehabilitation Center SMDC Medical Center, Essentia Health Duluth St Joseph's Medical Center, Essentia Health St Joseph's Medical Center St Mary's Duluth Clinic Health System, Essentia Health East St Mary's Hospital of Superior, Essentia Health St Mary's Hospital-Superior St Mary's Medical Center, Essentia Health St Mary's Medical Center St Mary's Regional Health Center, Essentia Health St Mary's-Detroit Lakes

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
ESSENTIA HEALTH	C	130,298	ACTUAL COSTS
ESSENTIA HEALTH	M	16,893,018	ACTUAL COSTS
ESSENTIA HEALTH	Q	4,299,614	ACTUAL COSTS
ESSENTIA HEALTH	P	5,829,473	ACTUAL COSTS
ESSENTIA HEALTH	R	112,799	ACTUAL COSTS
ESSENTIA HEALTH	S	364,045	ACTUAL COSTS
ESSENTIA INSTITUTE OF RURAL HEALTH	J	99,996	ACTUAL COSTS
ESSENTIA INSTITUTE OF RURAL HEALTH	Q	1,480,896	ACTUAL COSTS
ESSENTIA INSTITUTE OF RURAL HEALTH	P	65,070	ACTUAL COSTS
ESSENTIA HEALTH FOUNDATION	B	1,072,395	ACTUAL COSTS
ESSENTIA HEALTH FOUNDATION	C	61,307	ACTUAL COSTS
ESSENTIA HEALTH FOUNDATION	Q	172,402	ACTUAL COSTS
ESSENTIA HEALTH FOUNDATION	P	65,986	ACTUAL COSTS
INNOVIS HEALTH LLC	Q	922,607	ACTUAL COSTS
MIDWEST MEDICAL EQUIPMENT AND SUPPLY	K	504,308	ACTUAL COSTS
MIDWEST MEDICAL EQUIPMENT AND SUPPLY	Q	407,151	ACTUAL COSTS
MIDWEST MEDICAL EQUIPMENT AND SUPPLY	P	60,985	ACTUAL COSTS
NORTHERN PINES MEDICAL CENTER	Q	922,367	ACTUAL COSTS
NORTHERN PINES MEDICAL CENTER	P	166,316	ACTUAL COSTS
PINE MEDICAL CENTER	Q	1,133,819	ACTUAL COSTS
PINE MEDICAL CENTER	P	182,673	ACTUAL COSTS
POLINSKY MEDICAL REHABILITATION CENTER	Q	598,550	ACTUAL COSTS
POLINSKY MEDICAL REHABILITATION CENTER	P	109,453	ACTUAL COSTS
ST JOSEPH'S MEDICAL CENTER	Q	425,641	ACTUAL COSTS
SMDC MEDICAL CENTER	Q	30,078,465	ACTUAL COSTS

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
SMDC MEDICAL CENTER	P	42,356,668	ACTUAL COSTS
STMARY'S HOSPITAL OF SUPERIOR	Q	2,109,925	ACTUAL COSTS
STMARY'S HOSPITAL OF SUPERIOR	P	509,683	ACTUAL COSTS
STMARY'S REGIONAL HEALTH CENTER	Q	111,805	ACTUAL COSTS
THE DULUTH CLINIC LTD	Q	13,645,437	ACTUAL COSTS
THE DULUTH CLINIC LTD	P	1,295,687	ACTUAL COSTS
CRITICAL CARE SERVICES	S	200,000	ACTUAL COSTS
NORTHERN PINES MEDICAL CENTER	O	61,440	ACTUAL COSTS
THE DULUTH CLINIC LTD	O	57,500	ACTUAL COSTS
SMDC MEDICAL CENTER	O	341,234	ACTUAL COSTS

CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION

Essentia Health
Years Ended June 30, 2013 and 2012
With Report of Independent Auditors

Ernst & Young LLP



Essentia Health

Consolidated Financial Statements
and Supplementary Information

Years Ended June 30, 2013 and 2012

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Report of Independent Auditors

The Board of Directors
Essentia Health

We have audited the accompanying consolidated financial statements of Essentia Health, which comprise the consolidated balance sheets as of June 30, 2013 and 2012, and the related consolidated statements of operations and changes in net assets and cash flows for the years then ended, and the related notes to the consolidated financial statements

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Essentia Health at June 30, 2013 and 2012, and the consolidated results of its operations and changes in net assets and its cash flows for the years then ended, in conformity with U S generally accepted accounting principles

Ernst + Young LLP

October 2, 2013

Essentia Health

Consolidated Balance Sheets
(Dollars in Thousands)

	June 30	
	2013	2012
Assets		
Current assets		
Cash and cash equivalents	\$ 99,387	\$ 75,696
Short-term investments	17,821	11,231
Current portion of assets whose use is limited	16,249	26,142
Patient accounts receivable, less allowances for uncollectible accounts of \$62,026 and \$50,702 at June 30, 2013 and 2012, respectively (Note 4)	216,140	225,979
Prepaid expenses and other receivables	34,523	30,262
Inventories	34,825	28,354
Total current assets	418,945	397,664
Assets whose use is limited, less current portion (Note 5)		
Funds designated by Board	550,880	422,695
Funds held by trustee	3,951	3,566
Funds held under self-insurance program	35,655	36,508
Other	64,119	51,523
	654,605	514,292
Property and equipment, net (Note 7)	619,867	591,094
Investments and other non-current assets, net (Note 8)	121,942	126,735
Total assets	<u>\$ 1,815,359</u>	<u>\$ 1,629,785</u>

	June 30	
	2013	2012
Liabilities and net assets		
Current liabilities		
Accounts payable	\$ 39,466	\$ 39,559
Payable to third-party payors	12,823	12,822
Accrued liabilities		
Salaries, wages, and benefits	143,721	123,336
Interest	9,118	7,265
Current portion of long-term debt (<i>Note 9</i>)	16,410	17,052
Other	13,654	14,424
Total current liabilities	235,192	214,458
Long-term debt (<i>Note 9</i>)	562,535	502,072
Professional, pension, and other non-current liabilities (<i>Notes 11 and 12</i>)	216,290	215,056
Total liabilities	1,014,017	931,586
Net assets		
Unrestricted	788,171	681,818
Temporarily restricted	11,694	15,505
Permanently restricted	1,477	876
Total net assets	801,342	698,199
Total liabilities and net assets	\$ 1,815,359	\$ 1,629,785

See accompanying notes.

Essentia Health

Consolidated Statements of Operations and Changes in Net Assets (Dollars in Thousands)

	Year Ended June 30	
	2013	2012
Unrestricted revenue		
Patient service revenue (Note 4)	\$ 1,658,319	\$ 1,543,349
Provision for bad debts (Note 4)	(81,546)	(72,192)
Net patient service revenue	1,576,773	1,471,157
Other operating revenue	71,678	75,082
Total unrestricted revenue	1,648,451	1,546,239
Expenses (Note 14)		
Salaries, wages, and related benefits	1,015,296	952,962
Professional fees	31,580	25,504
Supplies	244,086	235,273
Purchased services	63,067	64,927
Professional liability and general insurance	16,656	8,545
Utilities	19,304	17,518
Repairs and maintenance	35,070	30,057
Depreciation and amortization	75,520	67,571
Interest	22,731	21,341
Other	94,393	89,662
Total expenses	1,617,703	1,513,360
Income from operations before nonrecurring costs	30,748	32,879
Nonrecurring costs	1,338	—
Income from operations	29,410	32,879
Non-operating gains (losses), net		
Investment income on funds designated by Board	6,962	5,931
Net realized gains	23,436	8
Net change in unrealized gains and losses on trading securities	14,114	(18,534)
Gain (loss) on disposal of property, net	133	(520)
Gain (loss) on swap agreements	3,949	(11,770)
Gain on affiliation	10,767	—
Other, net	4,510	6,272
Total non-operating gains (losses), net	63,871	(18,613)
Excess of revenue and gains over expenses and losses	93,281	14,266

	Year Ended June 30	
	2013	2012
Unrestricted net assets		
Excess of revenue and gains over expenses and losses	\$ 93,281	\$ 14,266
Net change in unrealized gains and losses on other-than-trading securities	(1)	(46)
Pension and other postretirement liability adjustments	9,167	(46,350)
Other, net	3,906	2,068
	106,353	(30,062)
Discontinued operations		
Decrease in net assets of discontinued operations	—	(1,400)
Loss on disposal of discontinued operations	—	(4,439)
	—	(5,839)
Increase (decrease) in unrestricted net assets	106,353	(35,901)
Temporarily restricted net assets		
Contributions	1,892	2,515
Net assets released from restrictions and other changes, net	(5,703)	(2,846)
Decrease in temporarily restricted net assets	(3,811)	(331)
Permanently restricted net assets		
Contributions and other changes, net	601	167
Total increase (decrease) in net assets	103,143	(36,065)
Net assets at beginning of year	698,199	734,264
Net assets at end of year	\$ 801,342	\$ 698,199

See accompanying notes.

Essentia Health

Consolidated Statements of Cash Flows (Dollars in Thousands)

	Year Ended June 30	
	2013	2012
Operating activities		
Increase (decrease) in net assets	\$ 103,143	\$ (36,065)
Adjustments to reconcile increase (decrease) in net assets to net cash provided by operating activities		
Depreciation and amortization	75,520	67,571
Provision for uncollectible accounts	81,546	72,192
(Gain) loss on swap agreements	(3,949)	11,770
Share of joint ventures and related organizations' net income, net	(5,674)	(5,501)
Net change in unrealized gains and losses on other-than-trading securities	1	46
Net change in unrealized gains and losses on trading securities	(14,114)	18,534
Pension and other postretirement liability adjustments	(9,167)	46,350
Restricted contributions and investment income	(1,892)	(2,515)
Gain on affiliation	(5,144)	—
Loss on disposal of discontinued operations	—	4,478
Changes in assets and liabilities		
Patient accounts receivable	(62,202)	(61,056)
Accounts payable and accrued liabilities	13,975	(12,336)
Professional, pension, and other non-current liabilities	10,175	5,882
Other	(10,618)	(8,391)
Net cash provided by operating activities	<u>171,600</u>	<u>100,959</u>
Investing activities		
Purchase of property and equipment, net	(86,987)	(77,291)
Change in investments in joint ventures and related organizations, net	4,461	4,417
Purchase of trading securities, net	(117,253)	(12,159)
Purchase of securities and assets whose use is limited classified as other-than-trading, net	(480)	(5,242)
Net cash used in investing activities	<u>(200,259)</u>	<u>(90,275)</u>
Financing activities		
Proceeds from issuance and borrowings of long-term debt	173,265	10,010
Principal payments on long-term debt	(122,422)	(22,179)
(Decrease) increase in funds held by trustee	(385)	188
Restricted contributions and investment income	1,892	2,515
Net cash provided by (used in) financing activities	<u>52,350</u>	<u>(9,466)</u>
Net increase in cash and cash equivalents	23,691	1,218
Cash and cash equivalents at beginning of year	75,696	74,478
Cash and cash equivalents at end of year	<u>\$ 99,387</u>	<u>\$ 75,696</u>
Supplemental disclosure of cash flow information		
Interest paid, net of capitalized interest	<u>\$ 21,298</u>	<u>\$ 22,523</u>

See accompanying notes

Essentia Health

Notes to Consolidated Financial Statements *(Dollars in Thousands)*

June 30, 2013

1. Organization

Essentia Health (Essentia), a Minnesota nonprofit corporation headquartered in Duluth, Minnesota, is an integrated health system serving patients in Minnesota, Wisconsin, North Dakota, and Idaho

Essentia is the parent company of the following tax-exempt entities

- St Mary's Duluth Clinic Health System (operating as Essentia Health East (EH East)) in Duluth, Minnesota
- Brainerd Lakes Integrated Health System (operating as Essentia Health Central (EH Central)) in Brainerd, Minnesota
- Innovis Health LLC (operating as Essentia Health West (EH West)) in Fargo, North Dakota
- Critical Access Group (CAG), formerly known as Essentia Community Hospitals & Clinics (ECHC)
- Essentia Institute of Rural Health (EIRH)
- Essentia Health Insurance Services (EHIS), a Cayman-based captive insurance company
- Essentia Health Foundation (EHF), a merger of Innovis Health Foundation, SMDC Foundation, and ECHC Foundation, effective July 1, 2011

Many Essentia entities have adopted an operating name as part of a system-wide rebranding strategy using the Essentia brand

Essentia is a regional leader in the development and advancement of business, clinical, and financial models for the delivery of high-quality and cost-effective health care. Essentia provides integrated health care delivery through its physician group practices, ambulatory and out-patient centers, acute care hospitals (including tertiary referral centers), and community, rural, and critical access hospitals

Essentia has been determined to qualify as a tax-exempt charitable, educational, and scientific organization under Section 501(c)(3) of the Internal Revenue Code (the Code) and also has been determined to be exempt from state income tax under Minnesota Statute 290.05, Subdivision 2

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

1. Organization (continued)

EH East directly or indirectly controls the following tax-exempt entities

Legal Entity	Operating Name, If Applicable	Location
St Mary's Medical Center	Essentia Health St Mary's Medical Center	Duluth, Minnesota
The Duluth Clinic, Ltd	N/A	Duluth, Minnesota
SMDC Medical Center	Essentia Health Duluth	Duluth, Minnesota
Nat G Polinsky Memorial Rehabilitation Center, Inc	Essentia Health Polinsky Medical Rehabilitation Center	Duluth, Minnesota
Midwest Medical Equipment and Supplies, Inc	Essentia Health Medical Equipment & Supplies	Duluth, Minnesota
Northern Pines Medical Center	Essentia Health Northern Pines	Aurora, Minnesota
Pine Medical Center	Essentia Health Sandstone	Sandstone, Minnesota
St Mary's Hospital of Superior	Essentia Health St Mary's Hospital – Superior	Superior, Wisconsin
Deer River Healthcare Center, Inc (since September 2012)	Essentia Health – Deer River	Deer River, Minnesota
Essentia Health Virginia, LLC (since January 2013)	Essentia Health – Virginia	Virginia, Minnesota

EH Central is the sole corporate member of the following tax-exempt entities

Legal Entity	Operating Name	Location
St Joseph's Medical Center	Essentia Health St Joseph's Medical Center	Brainerd, Minnesota
Brainerd Medical Center, Inc	Essentia Health Brainerd Specialty Clinic	Brainerd, Minnesota

EH West is the sole member of the following tax-exempt entities

Legal Entity	Operating Name, If Applicable	Location
St Mary's Regional Health Center	Essentia Health St Mary's – Detroit Lakes	Detroit Lakes, Minnesota
St Mary's Innovis Health Bridges Medical Center	N/A	Detroit Lakes, Minnesota
First Care Medical Services	Essentia Health Ada	Ada, Minnesota
Graceville Health Center	Essentia Health Fosston	Fosston, Minnesota
	Essentia Health Holy Trinity Hospital	Graceville, Minnesota

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

1. Organization (continued)

CAG is the sole corporate member of the following tax-exempt entities

Operating Name	Location
Minnesota Valley Health Center	Le Sueur, Minnesota
Clearwater Valley Hospital and Clinics	Orofino, Idaho
St Mary's Hospital	Cottonwood, Idaho
St Benedict's Family Medical Center (through October 1, 2011)	Jerome, Idaho

In September 2012, Essentia affiliated with Deer River Healthcare Center, Inc (Deer River), a nonprofit health care system located in Deer River, Minnesota. Included in Essentia's 2013 consolidated statement of operations and changes in net assets is the gain on affiliation (reported as a non-operating gain) and Deer River's results of operations subsequent to the date of affiliation. Deer River's assets and liabilities are included at fair value as of the date of affiliation in Essentia's consolidated balance sheet.

Effective October 1, 2011, Essentia Health agreed to transfer ownership of St Benedict's Family Medical Center (SBFMC) to St Luke's Health System, an unrelated entity. For the year ended June 30, 2012, the loss on disposal of SBFMC of \$4,439 and SBFMC's loss prior to its transfer of \$1,400 are included in discontinued operations.

In addition to their membership rights, Essentia and Benedictine Sisters Benevolent Association (BSBA), a sponsor of Essentia's Catholic hospitals, have retained various reserved powers over Essentia's hospitals.

Essentia's investments in joint ventures and related organizations are accounted for under the equity method and recorded in investments and other non-current assets in the consolidated balance sheets as follows:

	June 30	
	2013	2012
Benedictine Health System	\$ 58,533	\$ 58,533
St Francis Regional Medical Center	32,044	30,203
Rainy Lake Medical Center	832	1,166
Brainerd Lakes Surgery Center	1,225	1,143
Other joint ventures	893	905
	<u>\$ 93,527</u>	<u>\$ 91,950</u>

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

1. Organization (continued)

Essentia's share of net income (loss) on its investments in joint ventures and related organizations is included in excess of revenue and gains over expenses and losses in the accompanying consolidated statements of operations and changes in net assets as follows

	Year Ended June 30	
	2013	2012
Other operating revenue	\$ 1,084	\$ 1,153
Non-operating gains, net	4,590	4,348
	<u>\$ 5,674</u>	<u>\$ 5,501</u>

In accordance with a reorganization agreement between Benedictine Health System (BHS) and Essentia effective December 31, 2007, upon any subsequent dissolution or sale of BHS or any of BHS' subsidiaries, Essentia would be entitled to receive the net proceeds of the dissolved or sold entity up to BHS' net asset value as of December 31, 2007. As a result, Essentia has recorded a \$58,533 investment in BHS at June 30, 2013 and 2012.

The following is a summary of the combined operating results and balance sheet information of the joint ventures and related organizations as of and for the years ended June 30

	2013	2012
Total revenue	\$ 420,554	\$ 403,209
Excess of revenue and gains over expenses	18,081	16,010
Total assets	547,945	516,517
Net assets	214,110	205,632

2. Summary of Significant Accounting Policies

Basis of Presentation

The consolidated financial statements represent the consolidated financial position, results of operations, and cash flows of Essentia. All significant interaffiliate accounts and transactions have been eliminated in consolidation.

Essentia Health

Notes to Consolidated Financial Statements (continued) *(Dollars in Thousands)*

2. Summary of Significant Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with U S generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the amounts reported in these consolidated financial statements and accompanying notes. Estimates also affect the reported amounts of revenue and expenses during the reporting period. Although estimates are considered to be fairly stated at the time that the estimates were made, actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include currency on hand, demand deposits with banks or other financial institutions, and short-term investments with maturities of 90 days or less from the date of purchase. Cash deposits are federally insured in limited amounts.

Short-Term Investments

Short-term investments are stated at fair value and include corporate bonds and notes with maturities of one year or less from the date of purchase, certificates of deposit, and certain mutual funds. Short-term investments are available to meet Essentia's operating cash requirements.

Accounts Receivable

Accounts receivable are stated at net realizable value. The allowance for uncollectible accounts is based upon management's ongoing assessment of historical and expected net collections for each major payor source considering historical business and economic conditions, trends in health care coverage, and other collection indicators. For receivables associated with services provided to patients who have third-party insurance coverage (including copayment and deductible amounts from patients), Essentia analyzes contractually due amounts and provides an allowance for contractual adjustments and a provision for uncollectible accounts. For receivables associated with private-pay patients, Essentia records a significant provision for uncollectible accounts in the period of service on the basis of its historical experience, which indicates that many patients are unable or unwilling to pay the portion of their bill for which they are financially responsible.

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

2. Summary of Significant Accounting Policies (continued)

Essentia follows established guidelines for placing certain past-due patient balances with collection agencies, subject to certain restrictions on collection efforts as determined by Essentia. Accounts are written off when all reasonable internal and external collection efforts have been performed. These adjustments are accrued on an estimated basis and are revised as needed in future periods. The allowance for uncollectible accounts as a percentage of accounts receivable has increased from 22% for the year ended June 30, 2012 to 29% for the year ended June 30, 2013, consistent with industry trends.

Inventories

Inventories, including drugs and supplies, are stated at the lower of cost (principally on the first-in, first-out basis) or market.

Assets Whose Use Is Limited

Assets whose use is limited are composed primarily of investments held for trading, which are stated at fair value, and include assets designated by the Board of Directors (over which the Board retains control and may, at its discretion, subsequently use for other purposes) for future capital improvements and retirement of debt, investments of EHIS, which was formed as a professional liability funding arrangement, assets held by trustees under indenture agreements for construction and debt service payments, and other assets, which consist of donor-restricted assets provided on behalf of certain members of Essentia.

Investment income earned on funds held by the bond trustee is reported as other operating revenue since the interest expense on the related bonds is reported as an operating expense. All other investment income (including realized gains and losses on investments, interest, dividends, declines in value determined to be other than temporary, and net change in unrealized gains and losses on trading securities) is reported as non-operating income, other than changes in unrealized gains and losses on other-than-trading securities that are determined to be temporary, which are reported as other changes in unrestricted net assets. Realized gains and losses are determined using the specific identification method.

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

2. Summary of Significant Accounting Policies (continued)

Essentia reviews its other-than-trading securities for impairment conditions, which could indicate that an other-than-temporary decline in market value has occurred. In conducting this review, management considers numerous factors, which include specific information pertaining to an individual company or a particular industry, general market conditions that reflect prospects for the economy as a whole, and the ability and intent to hold the securities until recovery. The carrying value of investments is reduced to its estimated realizable value if a decline in fair value is considered to be other than temporary. The gross unrealized gains from other-than-trading securities at June 30, 2013, were \$122. There were no unrealized losses. At June 30, 2012, gross unrealized gains and losses from other-than-trading securities were \$4 and \$71, respectively. Based on management's analysis, no other-than-temporary loss was recognized during the years ended June 30, 2013 and 2012.

Net unrealized gains on trading securities held at June 30, 2013 and 2012, were \$31,829 and \$17,715, respectively.

Derivative Financial Instruments

Essentia uses interest-rate, constant-maturity, fixed-payer, and basis-swap instruments (see Note 9) as part of a risk management strategy to manage exposure to fluctuations in interest rates and to manage the overall cost of its debt. Derivatives are used to hedge identified and approved exposures and are not used for speculative purposes.

All derivatives are recognized as either assets or liabilities and are measured at fair value. Essentia uses pricing models for various types of derivative instruments that take into account the present value of estimated future cash flows. None of the swaps has been designated as a hedge. Accordingly, all changes in the fair values of the swaps and the net difference between interest received and paid are reported as non-operating gains or losses in the consolidated statements of operations and changes in net assets.

Property and Equipment

Property and equipment are stated at cost, if purchased, or at fair market value on the date received, if donated, less accumulated depreciation and amortization. Depreciation is provided on a straight-line basis over estimated useful lives but not for a term in excess of the associated ground leases, if any.

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

2. Summary of Significant Accounting Policies (continued)

Maintenance and repairs are charged to expense as incurred. Major improvements that extend the useful life of the related item are capitalized and depreciated. The cost and accumulated depreciation of property and equipment retired or disposed of are removed from the related accounts, and any residual value after considering proceeds is charged or credited to income.

Intangible Assets

Identifiable intangible assets are amortized on a straight-line basis over a range of 15 to 40 years based on the expected useful lives. Deferred financing costs, consisting primarily of underwriting fees and discounts, credit enhancement fees, and legal fees, are amortized using the interest method over the period that the obligation is outstanding.

Asset Impairment

Essentia periodically evaluates whether events and circumstances have occurred that may affect the estimated useful life or recoverability of the net book value of property and equipment and the unamortized excess cost over net assets acquired. If such events or circumstances indicate that the carrying amounts may not be recoverable, an impairment loss is recorded based on an undiscounted cash flow analysis.

Insurance

The provision for estimated self-insured general and professional liability claims includes estimates of the undiscounted ultimate costs for both reported claims and claims incurred but not reported (IBNR). Most of Essentia's members are self-insured for workers' compensation claims, and the estimated liability is discounted.

Costs of Borrowing

Interest incurred on borrowed funds during the period of construction of capital assets is capitalized as a component of the cost of acquiring those assets. For the years ended June 30, 2013 and 2012, capitalized interest totaled \$224 and \$1,060, respectively.

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

2. Summary of Significant Accounting Policies (continued)

Charity and Uncompensated Care

Essentia provides health care services to patients who meet certain criteria under its charity care policies without charge or at amounts less than established rates. Since Essentia does not pursue collection of these amounts, they are not reported as revenue.

EHR Incentive Payments

The American Recovery and Reinvestment Act of 2009 provides for Medicare and Medicaid incentive payments beginning in calendar year 2011 for eligible hospitals and professionals that implement and achieve meaningful use of certified electronic health record (EHR) technology. Essentia adopted the gain contingency model to recognize Medicare and Medicaid EHR incentive payments as revenue. EHR incentive payments are recognized as other operating revenue when attestation that the EHR meaningful use criteria for the required period of time has been completed and fully demonstrated.

Essentia recognized EHR revenue of \$14,337 (consisting of Medicare revenue of \$10,036 and Medicaid revenue of \$4,301) and \$19,917 (consisting of Medicare revenue of \$15,466 and Medicaid revenue of \$4,451) during the years ended June 30, 2013 and 2012, respectively, of which \$1,076 and \$7,591 was receivable at June 30, 2013 and 2012, respectively.

Essentia's attestation of compliance with the meaningful use criteria is subject to audit by the federal government or its designee. In addition, Medicare EHR incentive payments received are subject to retrospective adjustment upon final settlement of the applicable cost report from which payment amounts were determined.

Excess of Revenue and Gains Over Expenses and Losses

The consolidated statements of operations and changes in net assets include excess of revenue and gains over expenses and losses. Changes in unrestricted net assets, which are excluded from excess of revenue and gains over expenses and losses, include unrealized gains and losses on other-than-trading securities that are determined to be temporary, and pension and other postretirement liability adjustments.

Essentia Health

Notes to Consolidated Financial Statements (continued) *(Dollars in Thousands)*

2. Summary of Significant Accounting Policies (continued)

Donor-Restricted Gifts

Unconditional promises to give cash and other assets to Essentia are reported at fair value at the date the promise is received. Conditional promises and indications of intentions to give are reported at fair value at the date the conditions are met.

Gifts are reported as temporarily restricted net assets if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction is fulfilled, temporarily restricted net assets are reclassified to other operating income or to an increase in unrestricted net assets in the consolidated statements of operations and changes in net assets depending on whether the donor's restriction was for the purchase of property and equipment or for research and education, respectively. Donor-restricted contributions whose restrictions are met within the same year as received are included directly in operating income or in increase in unrestricted net assets in the accompanying consolidated financial statements.

Permanently restricted net assets are held in perpetuity.

Deferred Taxes

Essentia records a valuation allowance for deferred tax assets when it is more likely than not that some portion of the deferred tax assets will not be realized. The ultimate realization of these deferred tax assets depends on the ability of the taxable affiliates to generate sufficient taxable income in the future.

Reclassifications

Certain prior year amounts in the consolidated financial statements have been reclassified to conform to the 2013 presentation. These reclassifications had no effect on the change in net assets or net assets as previously reported.

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

2. Summary of Significant Accounting Policies (continued)

Adoption of New Accounting Standard

Effective July 1, 2012, Essentia adopted Accounting Standards Updated (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which was issued by the Financial Accounting Standards Board in May 2011. The amendments in ASU 2011-04 result in common fair value measurement and disclosure requirements in GAAP and International Financial Reporting Standards (IFRSs). The guidance also changes the wording used to describe many of the requirements in GAAP for measuring fair value and for disclosing information about fair value measurements. The adoption of this guidance did not have a material impact on the consolidated financial statements.

3. Service to the Community

In the furtherance of its charitable purpose, Essentia provides a wide variety of benefits to the communities it serves, including offering various community-based social service programs, such as free clinics, health screenings, in-home caregiver services, social service and support counseling for patients and families, pastoral care, crisis intervention, transportation to and from the health care campuses, and the donation of space for use by community groups.

In addition, a large number of health-related educational programs are provided for the benefit of the community, including health enhancements and wellness, classes on specific medical conditions, unreimbursed costs of medical education, telephone information services, and costs related to programs designed to improve the general health status of the community.

Essentia also provides medical care without charge or at a reduced cost primarily through (a) services provided at no charge to the uninsured and (b) services provided to patients expressing a willingness to pay but who are determined to be unable to pay because of socioeconomic factors. The cost of providing charity care is measured by applying an overall cost to charge ratio to the charges incurred. Total cost includes salaries, wages and related benefits, professional fees, supplies, purchased services, repairs and maintenance, and general and administrative expenses. Charity care provided was approximately \$13,400 and \$10,600 for the years ended June 30, 2013 and 2012, respectively.

Essentia Health

Notes to Consolidated Financial Statements (continued)

(Dollars in Thousands)

4. Net Patient Revenue

Patient service revenue, net of contractual allowances and discounts (but before bad debt), is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered and includes estimated retroactive revenue adjustments due to future audits, reviews, and investigations. Differences between amounts originally recorded and finally settled are included in operations in the year in which the differences become known. Certain reimbursement arrangements are subject to retroactive audits and adjustments.

Essentia derives patient revenue primarily from patients covered under the Medicare and Medicaid programs and agreements with commercial insurers and managed care organizations as well as from private-pay patients. The basis for payment under agreements with commercial insurers and managed care organizations includes prospectively determined rates, discounts from established charges, and allowable cost.

Essentia provides care to patients under the Medicare and Medicaid programs and contractual arrangements with other third-party payors. The Medicare and Medicaid programs pay for inpatient and most outpatient services at predetermined rates under a prospective payment system.

Essentia has contracted with Blue Cross and Blue Shield of Minnesota, Wisconsin, and North Dakota (collectively, BCBS) to provide patient care to its members and is reimbursed based on negotiated rates.

Essentia has negotiated “total cost-of-care” payor contracts with various health plan payors. Under these agreements, Essentia receives a portion of the savings achieved in providing care to enrollees who are attributed to Essentia. Attribution to Essentia is based on receiving the majority of care from Essentia providers. Some of the contracts also have incentives related to the quality of care delivered.

Essentia utilizes a process to identify and appeal settlements by Medicare and other payors. Additional reimbursement is recorded in the year the appeal is successful. During the years ended June 30, 2013 and 2012, additional revenue due to successful appeals and cost report settlements amounted to approximately \$10,100 and \$8,300, respectively.

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

4. Net Patient Revenue (continued)

Laws and regulations governing the Medicare and Medicaid programs are extremely complex and subject to interpretation. While management believes that Essentia is in material compliance with fraud and abuse laws and regulations, as well as other applicable government laws and regulations, there is at least a reasonable possibility that recorded estimates will change by a material amount in the near term. Changes in reimbursement from the Medicare program, including reduction of funding levels, could have an adverse effect on Essentia.

The mix of patient revenue from patients and third-party payors, net of contractual expense (but before bad debt), for the years ended June 30 is summarized below:

	2013	%	2012	%
Medicare	\$ 572,180	34%	\$ 493,562	32%
Medicaid	194,016	12	162,371	11
BCBS	411,433	25	403,341	26
Private-pay, managed care, commercial insurance, and other payors	480,690	29	484,075	31
	\$ 1,658,319	100%	\$ 1,543,349	100%

Net patient revenue is presented net of Medicare, Medicaid, managed care, and other third-party contractual adjustments of \$1,542,294 and \$1,457,687 for the years ended June 30, 2013 and 2012, respectively.

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

	2013	2012
Medicare	\$ 59,744	\$ 63,347
Medicaid	22,778	24,168
BCBS	42,277	49,171
Private-pay, managed care, commercial insurance, and other payors	91,341	89,293
	\$ 216,140	\$ 225,979

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

5. Investments and Assets Whose Use Is Limited

At June 30, assets whose use is limited consisted of and were limited for the following purposes

	<u>2013</u>	<u>2012</u>
Cash and cash equivalents	\$ 34,550	\$ 65,062
Domestic equity securities	131,772	105,421
International equity securities	32,609	41,676
Equity mutual funds	91,718	36,437
Debt security mutual funds	131,214	79,680
Corporate debt securities	15,352	19,726
Hedged funds	219,979	178,981
Other	13,660	13,451
	<u>\$ 670,854</u>	<u>\$ 540,434</u>
 Funds designated by Board	 \$ 551,253	 \$ 423,141
Funds held by trustee	7,010	9,630
Funds held under self-insurance program	42,918	42,207
Other	69,673	65,456
	<u>670,854</u>	<u>540,434</u>
 Less current portion	 16,249	 26,142
Total non-current assets whose use is limited	<u>\$ 654,605</u>	<u>\$ 514,292</u>

Essentia invests in certain alternative investments, principally hedge funds and funds of hedge funds. These investments are accounted for using the equity method. At June 30, 2013 and 2012, Essentia's ownership percentage of alternative investments ranged from 0.03% to 9% and from 0.03% to 11%, respectively. Through these investments, Essentia may be indirectly involved in investment activities such as securities lending, short sales of securities, options, warrants, trading in futures and forward contracts, swap contracts, and other derivative products. Derivatives are used to maintain asset mix or adjust portfolio risk exposure. While these financial instruments may contain varying degrees of risk and have varying degrees of liquidity, mostly ranging from 60 days to 365 days, Essentia's risk is limited to its capital balance in each investment.

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

5. Investments and Assets Whose Use Is Limited (continued)

Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of certain investments will occur in the near term and that such changes could materially affect the amounts reported in the consolidated financial statements subsequent to year-end

Investment return for the years ended June 30 consists of and was reported in the consolidated statements of operations and changes in net assets as follows

	<u>2013</u>	<u>2012</u>
Dividends and interest	\$ 10,450	\$ 9,778
Net realized gains	23,454	8
Net change in unrealized gains and losses on trading investments	14,114	(18,534)
Net change in unrealized gains and losses on other-than-trading investments	(1)	(46)
	<u>48,017</u>	<u>(8,794)</u>
Less investment expenses related to investment return	3,292	3,677
	<u>\$ 44,725</u>	<u>\$ (12,471)</u>
Other operating revenue	\$ 196	\$ 170
Non-operating gains (losses)	44,512	(12,595)
Other changes in unrestricted net assets	(1)	(46)
Other changes in temporarily restricted net assets	18	—
	<u>\$ 44,725</u>	<u>\$ (12,471)</u>

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

6. Fair Value of Financial Instruments

Financial instruments carried at fair value as of June 30, 2013, for each caption on the consolidated balance sheet, are analyzed by the fair value hierarchy as follows

	Level 1	Level 2	Level 3	Total Fair Value
Assets				
Cash and cash equivalents	\$ 99,387	\$ —	\$ —	\$ 99,387
Short-term investments				
Cash and cash equivalents	17,103	—	—	17,103
Other	610	108	—	718
Current assets whose use is limited, excluding alternative investments (hedged funds), which are accounted for on the equity method				
Cash and cash equivalents	10,642	—	—	10,642
Other	1,511	—	—	1,511
Assets whose use is limited, excluding alternative investments (hedged funds), which are accounted for on the equity method				
Cash and cash equivalents	23,907	—	—	23,907
Domestic equity securities	130,945	—	—	130,945
International equity securities	32,194	—	—	32,194
Equity mutual funds	91,564	—	—	91,564
Debt security mutual funds	131,100	—	—	131,100
Corporate debt securities	—	15,352	—	15,352
Other	7,304	6,356	—	13,660
Total assets valued at fair value	\$ 546,267	\$ 21,816	\$ —	\$ 568,083
Liabilities				
Swap liabilities	\$ —	\$ —	\$ 15,828	\$ 15,828

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

6. Fair Value of Financial Instruments (continued)

Financial instruments carried at fair value as of June 30, 2012, for each caption on the consolidated balance sheet, are analyzed by the fair value hierarchy as follows

	Level 1	Level 2	Level 3	Total Fair Value
Assets				
Cash and cash equivalents	\$ 75,696	\$ —	\$ —	\$ 75,696
Short-term investments				
Cash and cash equivalents	10,501	—	—	10,501
Other	520	210	—	730
Current assets whose use is limited, excluding alternative investments (hedged funds), which are accounted for on the equity method				
Cash and cash equivalents	21,194	—	—	21,194
Other	1,300	422	—	1,722
Assets whose use is limited, excluding alternative investments (hedged funds), which are accounted for on the equity method				
Cash and cash equivalents	43,868	—	—	43,868
Domestic equity securities	104,652	—	—	104,652
International equity securities	41,256	—	—	41,256
Equity mutual funds	36,437	—	—	36,437
Debt security mutual funds	79,569	—	—	79,569
Corporate debt securities	—	19,562	—	19,562
Other	5,638	7,555	—	13,193
Swap assets	—	—	3,278	3,278
Total assets valued at fair value	<u>\$ 420,631</u>	<u>\$ 27,749</u>	<u>\$ 3,278</u>	<u>\$ 451,658</u>
Liabilities				
Swap liabilities	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 27,154</u>	<u>\$ 27,154</u>

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The disclosure framework consists of a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

6. Fair Value of Financial Instruments (continued)

Essentia's valuation methodologies for assets and liabilities measured at fair value is as follows

- Fair value for Level 1 is based upon quoted market prices
- Fair value for Level 2 is based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets. Inputs are obtained from various sources, including market participants, dealers, and brokers
- Fair value for Level 3 is based on unobservable market data, primarily credit valuation adjustments (CVAs) for derivative financial instruments. The fair value is determined by an independent third party utilizing a discounted cash flow methodology for valuing derivative financial instruments. The valuations reflect a credit spread adjustment to the London Interbank Offered Rate (LIBOR) swap curve in order to reflect CVAs for non-performance risk. The credit spread adjustment is derived from other comparably rated entities' bonds priced in the market. As of June 30, 2013 and 2012, Essentia's fair value of swaps included a CVA of \$1,703 and \$3,338, respectively

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

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

6. Fair Value of Financial Instruments (continued)

The following table is a rollforward of the consolidated balance sheet amounts for financial instruments classified by Essentia in Level 3 of the valuation hierarchy

	<u>Swap Assets and Liabilities, Net</u>
Fair value at June 30, 2011	\$ (13,083)
Realized and unrealized losses, net on swap agreements included in excess of revenue and gains over expenses and losses	(11,770)
Settlements	<u>977</u>
Fair value at June 30, 2012	(23,876)
Realized and unrealized losses, net on swap agreements included in excess of revenue and gains over expenses and losses	3,949
Settlements	<u>4,099</u>
Fair value at June 30, 2013	<u><u>\$ (15,828)</u></u>

Carrying amounts of cash and cash equivalents, patient accounts receivable, accounts payable, payable to third-party payors and accrued liabilities are reasonable estimates of fair value due to the short-term nature of these financial instruments

Fair value of fixed rate long-term debt (Level 2) is completed by a third party and based on quoted market prices for these issues or, where such prices are not available, the estimated present value of future cash flows, discounted at interest rates available at the reporting date to Essentia for new debt of similar type and remaining maturity. At June 30, 2013 and 2012, the fair value of Essentia's long-term debt was approximately \$605,800 and \$551,300, respectively, compared with its carrying value of \$578,945 and \$519,123. Fair value of variable rate long-term debt (Level 2) approximated its carrying value at both June 30, 2013 and 2012.

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

7. Property and Equipment

Property and equipment at June 30 are summarized as follows

	<u>2013</u>	<u>2012</u>
Land and land improvements	\$ 38,384	\$ 35,388
Buildings and building improvements	724,444	694,309
Furniture and equipment	537,486	546,392
	<u>1,300,314</u>	<u>1,276,089</u>
Accumulated depreciation and amortization	(701,043)	(704,640)
	<u>599,271</u>	<u>571,449</u>
Construction-in-progress	20,596	19,645
	<u>\$ 619,867</u>	<u>\$ 591,094</u>

In January 2009, Essentia incurred a financing obligation relating to a building completed and placed into service, resulting from agreements to lease a portion of a medical office building. Since the transaction did not qualify for sale-leaseback treatment, the building is treated as a financing transaction. The completed building cost of \$10,272 at June 30, 2013 and 2012, and the related other long-term liability of \$8,432 and \$8,849 at June 30, 2013 and 2012, respectively, are included in the accompanying consolidated balance sheets.

8. Investments and Other Non-Current Assets

Investments and other non-current assets at June 30 are summarized as follows

	<u>2013</u>	<u>2012</u>
Notes receivable	\$ 6,454	\$ 8,672
Investment in joint ventures and related organizations	93,527	93,120
Deferred financing costs, less accumulated amortization of \$5,072 in 2013 and \$4,362 in 2012	10,274	10,787
Intangible assets, less accumulated amortization of \$654 in 2013 and \$550 in 2012	1,606	1,710
Fair value of swap asset (Note 9)	—	3,278
Other	10,081	9,168
	<u>\$ 121,942</u>	<u>\$ 126,735</u>

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

9. Long-Term Debt

Long-term debt at June 30 consists of the following

	Annual Interest Rate	2013	2012
Essentia Obligated Group Revenue Bonds			
Senior Secured Notes, due through 2035	3.99%	\$ 159,525	\$ —
Series 2011, due through 2015	4.75%	25,296	25,383
Series 2010, due through 2035	Variable rate	—	103,855
Series 2008, due through 2037	3.00% to 5.50%	231,211	231,457
Series 2008, due through 2040	4.90% to 5.10%	105,605	105,559
Other revenue bonds	2.00% to 5.57%	7,410	19,632
Other, primarily mortgages payable with annual principal payments through 2051	Various	49,898	33,238
Total debt		578,945	519,124
Less current portion		16,410	17,052
		\$ 562,535	\$ 502,072

Essentia's Obligated Group consists of Essentia, CAG, EH East, Essentia Health St. Mary's Medical Center, Essentia Health Duluth, The Duluth Clinic, Ltd., Essentia Health Polinsky Medical Rehabilitation Center, Essentia Health St. Mary's Hospital – Superior, EH Central, Essentia Health St. Joseph's Medical Center, Essentia Health Brainerd Specialty Clinic, Essentia Health St. Mary's – Detroit Lakes, St. Mary's Innovis Health, and EH West.

Certain indebtedness of members of the Obligated Group and related entities is secured by notes issued under the Amended and Restated Master Trust Indenture, dated as of April 1, 1999 (the Master Trust Indenture (MTI)), and related documents, which require Obligated Group members to be jointly and severally obligated for the debt service on all obligations issued thereunder.

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

9. Long-Term Debt (continued)

All Obligated Group members have pledged certain unrestricted receivables and certain pass-through obligations for payment of long-term indebtedness issued under the MTI. No pass-through obligations were subject to the pledge as of June 30, 2013. Most of the non-Obligated Group's debt is secured by certain assets of the entity that have borrowed the proceeds from the debt issue.

In February 2013, Essentia issued non-rated, taxable Senior Secured Notes in the amount of \$159,525. The outstanding Variable Rate Revenue Bonds, Series 2010, in the amount of \$101,305 and certain other revenue bonds totaling \$7,087 were refinanced. As a result of the refinancing, Essentia recorded a non-operating loss of \$454.

In March 2011, Essentia issued Revenue Bonds, Series 2011, in the amount of \$25,155. The bonds are subject to semiannual interest-only payments until February 2015, at which time the outstanding principal balance becomes due.

In February 2010, Essentia restructured a portion of the outstanding Variable Rate Demand Revenue Bonds, Series 2008, which included converting \$234,195 of Series 2008A, Series 2008B, and Series 2008C-1 Variable Rate Demand Bonds to fixed rate bonds with annual interest rates ranging from 3.00% to 5.50%.

A portion of the proceeds of various bond issuances and funds available under prior bond indentures that are deemed to be legally defeased have been deposited into escrow accounts and invested in certain U.S. government obligations, which will be sufficient to pay the principal and interest on refunded bonds.

In June 2011, Essentia entered into a long-term master revolving line of credit with a bank under which it may borrow up to an aggregate of \$60,000. The annual interest rate is based on LIBOR plus an applicable margin (1.15% at June 30, 2013). The line of credit terminates in June 2014, at the option of the bank. The line of credit is secured by a note issued under the MTI and is an obligation of the Essentia Obligated Group. As of June 30, 2013 and 2012, there were no amounts outstanding under the line of credit.

Essentia has a revolving line of credit with a bank under which it may borrow up to an aggregate of \$30,000. There were no outstanding borrowings at June 30, 2013 and 2012.

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

9. Long-Term Debt (continued)

The aggregate annual maturities of long-term debt, excluding the line of credit, for each of the five years subsequent to June 30, 2013, are as follows

2014	\$ 16,410
2015	41,810
2016	8,800
2017	26,279
2018	15,016

The MTI contains various covenants, including the requirement for the Essentia Obligated Group to maintain certain financial ratios, limit the incurrence of significant additional indebtedness, and limit transfers to non-Obligated Group members

The proceeds of bonds, which were placed in various trust funds to be used in accordance with the applicable indenture provisions, are as follows at June 30

	2013	2012
Bond interest, principal, and construction funds	\$ 3,108	\$ 6,426
Debt service reserve funds	3,902	3,204
	7,010	9,630
Less current portion	3,059	6,064
Total long-term portion	\$ 3,951	\$ 3,566

At June 30, 2013, the following is a summary of the outstanding positions under swap arrangements

Instrument Type	Notional Amount	Maturity Date	Rate Paid	Rate Received
Fixed-payer swaps	\$ 50.875	2032 to 2037	3 30% to 3 373%	68% of 1-month LIBOR
Basis swaps	\$ 217.495	2030 to 2040	SIFMA	68% of 1-month or 3-month LIBOR plus 0 105% to 0 605%

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

9. Long-Term Debt (continued)

Interest paid and received is based on swap rates, which are derived from LIBOR, the Securities Industry and Financial Markets Association (SIFMA), and the International Swaps and Derivatives Association (ISDA)

Swap assets are reported in investments and other non-current assets and swap liabilities in professional, pension, and other non-current liabilities in the consolidated financial statements, as follows

	Notional Amount	Assets		Liabilities		Non-Operating Gain (Loss)	
		2013	2012	2013	2012	2013	2012
Interest rate swaps	\$ —	\$ —	\$ —	\$ —	\$ 3,283	\$ (322)	\$ (1,317)
Constant maturity swap	—	—	3,278	—	—	721	(811)
Fixed-payer swaps	50,875	—	—	8,647	16,910	3,152	(11,113)
Basis swaps	217,495	—	—	7,181	6,961	398	1,471
Total swaps	<u>\$ 268,370</u>	<u>\$ —</u>	<u>\$ 3,278</u>	<u>\$ 15,828</u>	<u>\$ 27,154</u>	<u>\$ 3,949</u>	<u>\$ (11,770)</u>

Certain of Essentia's derivative instruments contain provisions that require Essentia to post collateral when the net liability of the derivative instruments is greater than predetermined thresholds ranging from \$10,000 to \$20,000. No collateral was required at June 30, 2013 or 2012.

Derivative transactions contain credit risk in the event the parties are unable to meet the terms of the contract, which is generally limited to the fair value due from counterparties on outstanding contracts. At June 30, 2013 and 2012, the counterparty with fair values due to Essentia had a Standard & Poor's credit quality rating of A-

10. Income Taxes

Deferred tax assets at June 30, 2013 and 2012, relate primarily to depreciation along with federal and state net operating loss (NOL) carryovers. As of June 30, 2013, Essentia had federal NOLs of \$4,332 and state NOLs of \$4,296, expiring in varying amounts through 2033. Due to the operating performance of Essentia's taxable subsidiaries, a full valuation allowance of \$1,894 and \$1,853 has been established at June 30, 2013 and 2012, respectively, since it is more likely than not that none of the deferred tax asset will be realized.

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

10. Income Taxes (continued)

The statute of limitations for tax years ended June 30, 2010 through June 30, 2013, remains open to examination by the major U S taxing jurisdictions to which Essentia is subject. In addition, for all tax years prior to June 30, 2010, generating an NOL, tax authorities have the right to adjust the amount of the NOL.

11. Employee Benefit Plans

Essentia sponsors two defined benefit retirement plans (Defined Benefit Plans), which cover certain groups of Essentia's employees. Although the Defined Benefit Plans are closed to new participants, certain plan participants continue to accrue benefits. Essentia also provides other postemployment benefits to certain eligible participants, including a partial subsidy for health insurance coverage.

A summary of the change in the benefit obligation, the change in plan assets and the resulting funded status, the amounts recognized in the consolidated balance sheets, and the components of net periodic benefit of the Defined Benefit Plans as of June 30 (measurement date) are as follows:

	Year Ended June 30	
	2013	2012
Change in benefit obligation		
Benefit obligation at beginning of year	\$ 223,819	\$ 186,234
Service cost	2,770	2,358
Interest cost	10,323	10,529
Actuarial (gain) loss	(160)	30,587
Benefits paid	(6,747)	(5,889)
Benefit obligation at end of year	<u>230,005</u>	<u>223,819</u>
Change in plan assets		
Fair value of plan assets at beginning of year	123,066	129,391
Actual return (loss) on plan assets	15,336	(8,614)
Contributions	8,346	8,478
Benefits paid	(6,747)	(5,889)
Expenses paid	(300)	(300)
Fair value of plan assets at end of year	<u>139,701</u>	<u>123,066</u>
Net liability recognized (underfunded plan)	<u>\$ (90,304)</u>	<u>\$ (100,753)</u>

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

11. Employee Benefit Plans (continued)

Accumulated benefit obligation was \$193,825 and \$195,326 at June 30, 2013 and 2012, respectively

Effective July 1, 2012, Essentia elected to change the amortization period for unrecognized actuarial gains and losses from the average remaining working period to the average future lifetime of plan participants. Since over 90% of plan participants are inactive, Essentia believes that the average future lifetime of plan participants provides a better estimate of the amortization expense. The change in amortization period, which is considered to be a change in accounting method, has no impact on Essentia's consolidated balance sheet but results in a decrease in future pension expense (\$1,909 for the year ended June 30, 2013).

Changes in plan assets and benefit obligations recognized in unrestricted net assets during the years ended June 30 consist of

	2013	2012
Current year actuarial (gain) loss	\$ (5,954)	\$ 49,237
Amortization of actuarial loss	(3,981)	(2,887)
Total	\$ (9,935)	\$ 46,350

Actuarial losses included in unrestricted net assets that have not been recognized in net periodic pension cost at June 30, 2013 and 2012, were \$83,493 and \$93,428, respectively. It is expected that actuarial losses recognized in net periodic pension cost during the year ending June 30, 2014, will be \$3,300. Unrecognized actuarial losses are amortized on a straight-line basis.

Components of net periodic pension cost for the years ended June 30 are as follows:

	2013	2012
Service cost	\$ 2,770	\$ 2,358
Interest cost	10,323	10,529
Expected return on plan assets	(9,542)	(10,036)
Amortization of unrecognized net actuarial loss	3,981	2,887
Expenses paid	300	300
Benefit cost	\$ 7,832	\$ 6,038

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

11. Employee Benefit Plans (continued)

	2013	2012
Weighted average assumptions		
Discount rate at end of year (used to determine benefit obligation)	4.54% to 4.76%	4 20% to 4 64%
Discount rate at beginning of year (used to determine net periodic benefit cost)	4.20% to 4.64%	5 29% to 5 80%
Expected annual return on plan assets	7.75%	7 75%
Rate of annual compensation increase	1.60% to 2.40%	2 00% to 2 60%
Health care cost annual trend rate	8.50%	8 50%

The overall weighted average return on plan assets is determined by applying management's judgment to the results of computer modeling, historical trends, and benchmarking data

The Investment Committee of the Defined Benefit Plans, which consists of at least two members of the Board of Directors and a minimum of four staff members, annually reviews and approves the investment policy and asset allocation targets. The Investment Committee activities are supported by an independent investment consulting firm. The investment policy covers responsibilities of the investment managers, investment objectives, asset allocation targets and ranges, asset guidelines, and manager review criteria. The Investment Committee reviews asset allocation quarterly to determine if the current structure is appropriate and whether any changes are necessary. All assets are invested with outside managers.

The current target allocation and the actual asset allocation as of June 30 are as follows:

	Asset Allocation		
	Target	2013	2012
Equity securities	30%–90%	40%	38%
Debt securities	15%–50%	11	18
Cash and cash equivalents	0%–55%	8	7
Other (primarily alternative investments)	0%–40%	41	37
Total		100%	100%

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

11. Employee Benefit Plans (continued)

The fair value of the Defined Benefit Plans' pension plan assets was determined using the fair value hierarchy, as defined in Note 6, at June 30, 2013

	Level 1	Level 2	Level 3	Total
Assets				
Cash and cash equivalents	\$ 11,647	\$ —	\$ —	\$ 11,647
Domestic equity securities	32,566	—	—	32,566
International equity securities	9,061	—	—	9,061
Equity mutual funds	14,461	—	—	14,461
Debt security mutual funds	13,843	—	—	13,843
Alternative investments	—	—	48,406	48,406
Immediate Participation Guarantee				
Contracts	—	—	8,464	8,464
Other	1,253	—	—	1,253
	<u>\$ 82,831</u>	<u>\$ —</u>	<u>\$ 56,870</u>	<u>\$ 139,701</u>

The fair value of the Defined Benefit Plans' pension plan assets was determined using the fair value hierarchy, as defined in Note 6, at June 30, 2012

	Level 1	Level 2	Level 3	Total
Assets				
Cash and cash equivalents	\$ 8,728	\$ —	\$ —	\$ 8,728
Domestic equity securities	28,473	—	—	28,473
International equity securities	9,280	—	—	9,280
Equity mutual funds	8,586	—	—	8,586
Debt security mutual funds	13,472	—	—	13,472
Alternative investments	—	—	45,812	45,812
Immediate Participation Guarantee				
Contracts	—	—	8,715	8,715
	<u>\$ 68,539</u>	<u>\$ —</u>	<u>\$ 54,527</u>	<u>\$ 123,066</u>

Fair value methodologies for Level 1 and Level 2 investments are consistent with the inputs described in Note 6. Fair value for Level 3 alternative investments is based on the fair value of the underlying assets as estimated in an unquoted market, which approximates the equity method of accounting. Fair values of alternative investments are determined by the investment managers or general partners. Fair values may be based on estimates that require varying degrees of judgment. The fair value reflects net contributions to the investee and an ownership share of realized and unrealized investment income and expenses. The financial statements of the investees are audited annually by independent auditors.

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

11. Employee Benefit Plans (continued)

The following table is a rollforward of the pension plan assets classified within Level 3 of the valuation hierarchy defined above

	Alternative Investments	Immediate Participation Guarantee Contracts	Total
Fair value at June 30, 2011	\$ 39,439	\$ 8,856	\$ 48,295
Purchases, issuances, and settlements, net	9,341	(449)	8,892
Actual return on plan assets	(2,968)	308	(2,660)
Fair value at June 30, 2012	45,812	8,715	54,527
Purchases, issuances, and settlements, net	(2,742)	(374)	(3,116)
Actual return on plan assets	5,336	123	5,459
Fair value at June 30, 2013	<u>\$ 48,406</u>	<u>\$ 8,464</u>	<u>\$ 56,870</u>
Change in unrealized gains on investments held at June 30, 2013	<u>\$ 4,028</u>	<u>\$ (148)</u>	<u>\$ 3,880</u>

During 2014, Essentia expects to make pension contributions of \$7,997 to the Defined Benefit Plans

The following benefits, which reflect expected future service, are expected to be paid

2014	\$ 8,572
2015	8,839
2016	9,341
2017	9,687
2018	11,463
2019–2022	67,882

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

11. Employee Benefit Plans (continued)

Other Plans

Under a collective bargaining agreement, Essentia contributes to a union-sponsored multiemployer retirement plan. The risks of participation in these multiemployer plans differ from those of single-employer plans in the following aspects: a) assets contributed to the multiemployer plan by one employer may be used to provide benefits to employees of other participating employers, b) if a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers, and c) if Essentia chooses to stop participating in its multiemployer plan and if the plan is underfunded, Essentia may be required to pay those plans an amount based on the underfunded status of the plan, referred to as the withdrawal liability.

Essentia's participation in the multiemployer plan for the years ended June 30, 2013 and 2012, is outlined in the table below. The "EIN/Pension Plan Number" column provides the Employee Identification Number (EIN) and the three-digit plan number, if applicable. Unless otherwise noted, the most recent Pension Protection Act zone status available in 2013 and 2012 is for the plan's year-end at December 31, 2012 and 2011, respectively. The zone status is based on information that Essentia received from the plan and is certified by the plan's actuary. Among other factors, plans in the red zone are generally less than 65% funded, plans in the yellow zone are less than 80% funded, and plans in the green zone are at least 80% funded. The "FIP/RP Status Pending/Implemented" column indicates plans for which a financial improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented. The last column lists the range of expiration dates of various collective-bargaining agreements to which the plans are subject.

Pension Fund	EIN/Pension Plan Number	Pension Protection Act Zone Status		FIP/RP Status Pending/Implemented	Contributions of Essentia		Surcharge Imposed	Expiration Date of Collective-Bargaining Agreement
		2013	2012		2013	2012		
Steelworkers Pension Trust	23-6648508-499	Green	Green	N A	\$ 3,669	\$ 3,638	No	June 30, 2013 to September 30, 2015

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

11. Employee Benefit Plans (continued)

The union-sponsored multiemployer plan was at least 80% funded at December 31, 2012 and 2011. Total amounts expensed under the union-sponsored multiemployer plan were \$3,682 and \$3,652 for the years ended December 31, 2012 and 2011, respectively. Essentia is required to make contributions ranging from 3% to 5% of covered employees' gross earnings for the year ending December 31, 2013.

At the date Essentia's consolidated financial statements were issued, Form 5500 was not available for the union-sponsored multiemployer plan's year ended December 31, 2012.

Substantially all of Essentia's entities have individual defined contribution plans covering most of their employees. Contributions are based on a percentage of eligible employees' salaries. Total pension expense relating to the union-sponsored multiemployer retirement plan and defined contribution pension plans was \$44,726 and \$43,209 for the years ended June 30, 2013 and 2012, respectively.

12. Insurance

EHIS provides insurance coverage to most of Essentia's members (except the critical access hospitals) on a claims-made basis with limits of \$5,000 per claim and \$12,000 in the aggregate per policy year for professional liabilities and \$3,000 per claim and \$6,000 in the aggregate for each policy year for general liabilities. Premiums are based on claims experience. Essentia's rural critical access hospitals are insured by a commercial insurance policy with a \$25 deductible and limits of \$2,000 per claim and \$6,000 in the aggregate per policy year on a claims-made basis for both professional liability and general liability risks.

Essentia has self-funded the estimated value of professional and general liability claims, which amounted to \$26,461 and \$22,063 at June 30, 2013 and 2012, respectively, based on historical data, and includes IBNR claims. Essentia has purchased excess professional and general liability insurances from the commercial insurance market with limits totaling \$35,000 per claim and in the aggregate per policy year.

Essentia is self-insured for workers' compensation claims, employee health care claims, and unemployment compensation risks, with stop-loss coverage above certain limits. Essentia is required to post security under its self-insured workers' compensation program, which was \$14,120 and \$12,189 at June 30, 2013 and 2012, respectively. Essentia has entered into a surety bond agreement to comply with this requirement.

Essentia Health

Notes to Consolidated Financial Statements (continued) (Dollars in Thousands)

13. Commitments and Contingencies

During 2013, Essentia began work on various remodeling projects, construction of a parking structure, and an overall EH West expansion and remodeling project. The total cost of the projects is anticipated to be \$109,980, most of which will be debt-financed. Construction-in-progress was approximately \$1,035 as of June 30, 2013.

Essentia has leases for equipment and satellite office facilities, which are classified as operating leases. Rental expense under these operating leases totaled \$21,578 and \$20,192 for the years ended June 30, 2013 and 2012, respectively.

Future minimum lease payments on operating leases in effect on June 30, 2013, for each of the five subsequent years and thereafter are as follows:

2014	\$ 14,644
2015	11,668
2016	10,586
2017	9,162
2018	7,368
Thereafter	46,461
	<u>\$ 99,889</u>

In connection with a corporate reorganization of BSBA, assets and liabilities of certain facilities were transferred to Essentia in 1985. BSBA retains title to the land occupied by these facilities and has leased the land to the facilities through June 30, 2040. Minimum annual lease payments are \$31,658 over the remaining lease period, adjusted for inflation. Lease payments were \$822 and \$798 for the years ended June 30, 2013 and 2012, respectively.

Essentia has guaranteed amounts totaling \$7,825 and \$8,177 as of June 30, 2013 and 2012, respectively. No liability is recorded related to these guarantees.

Essentia is a defendant in legal proceedings arising in the ordinary course of business. Although the outcome of these proceedings cannot be determined, in the opinion of management, they will not have a material adverse effect on Essentia's financial position or its results of operations. However, there can be no assurance that this will be the case.

At June 30, 2013, 39% of employees are represented by 38 collective bargaining agreements, of which 14 will expire within one year.

Essentia Health

Notes to Consolidated Financial Statements (continued)

(Dollars in Thousands)

14. Functional Expenses

Essentia does not report expense information by functional classification because its resources and activities are directed primarily to providing health care services to residents in communities that it serves

15. Nonrecurring Costs

During 2013, Essentia restructured its operations and incurred nonrecurring costs of \$1,338 related to staff reductions, which were recorded as nonrecurring operating expenses

16. Subsequent Events

Essentia's management evaluated events and transactions occurring subsequent to June 30, 2013, through October 2, 2013, the date of issuance of the financial statements. During this period, there were no subsequent events requiring recognition or disclosure in the consolidated financial statements.

Supplementary Information

Report of Independent Auditors on Supplementary Information

The Board of Directors
Essentia Health

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The schedule of community service and charity care provided is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has not been subjected to the auditing procedures applied in our audits of the consolidated financial statements, and accordingly, we express no opinion on it.

Ernst & Young LLP

October 2, 2013

Essentia Health

Schedule of Community Service and Charity Care Provided (Unaudited) (Dollars in Thousands)

Essentia maintains records to identify and monitor the level of community service and charity care provided. These records include management's estimate of the cost of services and supplies furnished for community service programs, the cost to provide charity care, and the cost in excess of reimbursement from public programs, which were estimated as follows for the years ended June 30, 2013 and 2012:

	Year Ended June 30	
	2013	2012
Cost of providing charity care	\$ 13,358	\$ 10,664
Costs in excess of Medicaid payments	68,346	51,960
Medicaid surcharge and MinnesotaCare tax	21,084	19,756
Community services	5,334	5,401
Subsidized health services	—	22
Education and work force development	3,623	2,858
Research	3,477	3,376
Cash and in-kind donations	929	583
Total cost of community benefits*	<u>116,151</u>	<u>94,620</u>
Cost in excess of Medicare payments	123,337	121,921
Other care provided without compensation (bad debt, at cost)	39,944	35,289
Discounts offered to uninsured patients	5,663	5,246
Taxes and fees	3,547	3,116
Total value of community contributions	<u>\$ 288,642</u>	<u>\$ 260,192</u>
Cost of community benefits as a percent of total operating expenses	<u>7.2%</u>	<u>6.3%</u>
Value of community contributions as a percent of total operating expenses	<u>17.8%</u>	<u>17.2%</u>

*As defined in the Catholic Health Association/VHA Inc. guidelines

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