Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning 9/30 **, 2012, and ending** 9/28 , 2013

Rosscare
43 Whiting Hill Road, Suite 400
Brewer, ME 04412

A **Employer identification number** 01-0391038

B Telephone number (see the instructions) 207 973-7064

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 31,340,818.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)	229,726.			
	2	Ck ► ☐ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	2,340.	2,340.	2,340.	
	4	Dividends and interest from securities				
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain/(loss) from sale of assets not on line 10	-11,364.			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain			0.	
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule) See Statement 1	5,779,065.		5,779,065.	
	12	**Total.** Add lines 1 through 11	5,999,767.	2,340.	5,781,405.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages	1,966,643.		1,966,643.	1,969,814.
	15	Pension plans, employee benefits	435,748.		435,748.	435,765.
	16 a	Legal fees (attach schedule) See St 2	11,154.			
	b	Accounting fees (attach sch) See St 3	118,227.			
	c	Other prof fees (attach sch) See St 4	233,428.		233,428.	239,778.
	17	Interest	796,148.		796,148.	796,148.
	18	Taxes (attach schedule)(see instrs) See Stm 5	252,801.			
	19	Depreciation (attach sch) and depletion	734,514.		734,514.	
	20	Occupancy	467,834.		467,834.	467,641.
	21	Travel, conferences, and meetings	17,764.		17,764.	18,038.
	22	Printing and publications	428.		428.	428.
	23	Other expenses (attach schedule) See Statement 6	1,233,403.	2,792.	1,128,898.	1,132,978.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	6,268,092.	2,792.	5,781,405.	5,060,590.
	25	Contributions, gifts, grants paid Part XV	173,457.			172,224.
	26	**Total expenses and disbursements.** Add lines 24 and 25	6,441,549.	2,792.	5,781,405.	5,232,814.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-441,782.			
	b	**Net investment income** (if negative, enter -0-)		0.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Description		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing		835.	1,250.	1,250.
	2	Savings and temporary cash investments		1,168,814.	1,292,841.	1,292,841.
	3	Accounts receivable ►	516,837.			
		Less: allowance for doubtful accounts ►	77,428.	237,927.	439,409.	439,409.
	4	Pledges receivable ►				
		Less: allowance for doubtful accounts ►				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch) ►				
		Less· allowance for doubtful accounts ►				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		565,542.	355,570.	355,570.
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)				
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment: basis ►				
		Less accumulated depreciation (attach schedule) ►				
	12	Investments — mortgage loans				
	13	Investments — other (attach schedule)				
	14	Land, buildings, and equipment: basis ►	22,400,548.			
		Less accumulated depreciation (attach schedule) See Stmt 7 ►	6,942,643.	16,093,806.	15,457,905.	15,457,905.
	15	Other assets (describe ► See Statement 8)		12,386,468.	13,793,843.	13,793,843.
	16	**Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)		30,453,392.	31,340,818.	31,340,818.
LIABILITIES	17	Accounts payable and accrued expenses		546,458.	326,632.	
	18	Grants payable				
	19	Deferred revenue		101,079.	305,097.	
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule) Stmt 9		27,887,637.	27,438,456.	
	22	Other liabilities (describe ► See Statement 10)		150,237.	87,565.	
	23	**Total liabilities** (add lines 17 through 22)		28,685,411.	28,157,750.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ► ☒				
	24	Unrestricted		-4,794,333.	-3,829,886.	
	25	Temporarily restricted		23,166.	24,492.	
	26	Permanently restricted		6,539,148.	6,988,462.	
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► ☐				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	**Total net assets or fund balances** (see instructions)		1,767,981.	3,183,068.	
	31	**Total liabilities and net assets/fund balances** (see instructions)		30,453,392.	31,340,818.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,767,981.
2	Enter amount from Part I, line 27a	2	-441,782.
3	Other increases not included in line 2 (itemize) ► See Statement 11	3	1,856,880.
4	Add lines 1, 2, and 3	4	3,183,079.
5	Decreases not included in line 2 (itemize) ► See Statement 12	5	11.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	3,183,068.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	**(b)** How acquired P — Purchase D — Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
1a	Lifeline Units	P	Various	2/01/13
b	Lifeline Units	P	Various	3/01/13
c				
d				
e				

	(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
a			7,456.	-7,456.
b			3,908.	-3,908.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Column (h) gain minus column (k), but not less than -0-) **or** Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	
a				-7,456.
b				-3,908.
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-11,364.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	-11,364.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	**(b)** Adjusted qualifying distributions	**(c)** Net value of noncharitable-use assets	**(d)** Distribution ratio (column (b) divided by column (c))
2011	5,887,354.	994,977.	5.917075
2010	6,107,545.	592,543.	10.307345
2009	6,260,808.	659,070.	9.499458
2008	7,235,617.	656,738.	11.017509
2007	7,053,286.	746,456.	9.449031

2	**Total** of line 1, column (d)	2	46.190418
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	9.238084
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,120,674.
5	Multiply line 4 by line 3	5	10,352,881.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	10,352,881.
8	Enter qualifying distributions from Part XII, line 4	8	5,377,663.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter ________ **(attach copy of letter if necessary – see instrs)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			1	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	0.
6 Credits/Payments:				
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	516.		
b Exempt foreign organizations – tax withheld at source	6 b			
c Tax paid with application for extension of time to file (Form 8868)	6 c			
d Backup withholding erroneously withheld	6 d			
7 Total credits and payments. Add lines 6a through 6d			7	516.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	516.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ►	516.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
If the answer is 'Yes' to ***1a*** *or* ***1b****, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1 c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0. **e** Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3	X	
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► ME			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8 b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9	X	
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A | Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) See Statement 13	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► www.emhs.org/Rosscare

14 The books are in care of ► Jeffrey A. Sanford Telephone no. ► 207 973-7894

Located at ► 43 Whiting Hill Road Brewer ME ZIP + 4 ► 04412

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►			

Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1 a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5 a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5 b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6 b** X (No)

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7 b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Statement 14		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 — see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Valerie C. Sauda 885 Union Street, Suite 221 Bangor, ME 04401	Nursing Instr 40	62,500.	6,293.	0.

Total number of other employees paid over $50,000 ► 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Philips Lifeline PO Box 403109 Atlanta, GA 30384-3109	Monitoring Lifeline	103,512.
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SYLVIA ROSS LEGACY PROGRAM-Assistance to qualified applicants to reduce the cost of residency at the Sylvia Ross Home, assisted living apartments located on the campus of Ross Manor in Bangor.	183,457.
2 CONTINUING CARE INFO CENTER-Resource for anyone who has questions about available hospital and community health programs	464,612.
3 LIVESAFE-Home health care monitors worn by participants which signals help when activated	280,072.
4 DIRIGO PINES INN-Specialized elderly housing and assisted living Also see attached publication.	5,504,904.

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ►	0.

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.			
a Average monthly fair market value of securities		1 a	
b Average of monthly cash balances		1 b	1,137,740.
c Fair market value of all other assets (see instructions)		1 c	
d **Total** (add lines 1a, b, and c)		1 d	1,137,740.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	1,137,740.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	17,066.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,120,674.
6 **Minimum investment return.** Enter 5% of line 5		6	55,728.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☒ and do not complete this part.)

1 Minimum investment return from Part X, line 6 N/A		1	
2a Tax on investment income for 2012 from Part VI, line 5	2a		
b Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	

Part XII **Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes.		
a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1 a	5,232,814.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	144,849.
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,377,663.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,377,663.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:				
a	Average monthly fair market value of securities			1a	
b	Average of monthly cash balances			1b	1,137,740.
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	1,137,740.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	1,137,740.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	17,066.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	1,120,674.
6	**Minimum investment return.** Enter 5% of line 5 Short Year Modified Percentage 4.9727 %			6	55,728.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6 N/A			1	
2a	Tax on investment income for 2012 from Part VI, line 5	2a			
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	
3	Distributable amount before adjustments Subtract line 2c from line 1			3	
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	5,232,814.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	144,849.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,377,663.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,377,663.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only .				
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ ______				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV | Private Operating Foundations (see instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☒ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0.				0.
b 85% of line 2a					0.
c Qualifying distributions from Part XII, line 4 for each year listed	5,377,663.	5,887,354.	6,107,545.	6,261,688.	23,634,250.
d Amounts included in line 2c not used directly for active conduct of exempt activities					0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	5,377,663.	5,887,354.	6,107,545.	6,261,688.	23,634,250.
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	37,152.	33,711.	19,697.	21,908.	112,468.
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV | Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ► ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Ross Manor 758 Broadway Bangor, ME 04401	N/A	509(a)(2)	Provide financial assistance to qualified residents for assisted living at Sylvia Ross Home at Ross Manor	173,457.
Total			► **3a**	173,457.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a Geriatric educ & training					78,800.
b Geriatric pt care consult					4,739.
c Interest on Flex account					1.
d LiveSAFE units rental					306,150.
e Patient care revenue					2,975.
f Specialized elderly hous					5,386,400.
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,340.	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					-11,364.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,340.	5,767,701.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 5,770,041.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
1a-1f	All activities contributed importantly to the exempt purpose to provide treatment and housing to elderly persons in need of long term nursing care. A telephone reassurance program (Telecare) and emergency response service (LiveSAFE) as well as educational programs were provided. Rosscare provided elderly apartment living with varying levels of care and services, including full assisted living services, meals, activities, and 24-hour emergency response.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no.	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
N/A			

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☒ Yes ☐ No

b If 'Yes,' complete the following schedule.

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
EMH Real Estate	501(c)(2)	Sister organization
		Holds title to real property
TAMC Title Corp	501(c)(2)	Sister organization
		Holds title to real property

Sign Here

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 taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee

Date 7/31/14

Title Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Self-Prepared			

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2012

Name of the organization
Rosscare

Employer identification number
01-0391038

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. (Complete Parts I and II)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) $5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ ______

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2012) Page 1 of 1 of **Part 1**

Name of organization
Rosscare

Employer identification number
01-0391038

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Sylvia Ross Trust PO Box 923 Bangor, ME 04402-0923	$ 222,032.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
Rosscare

Employer identification number
01-0391038

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A	$	
		$	
		$	
		$	
		$	
		$	

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2012) Page 1 to 1 of **Part III**

Name of organization	**Employer identification number**
Rosscare	01-0391038

Part III *Exclusively* religious, charitable, etc, individual contributions to section 501(c)(7), (8) or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year. (Enter this information once. See instructions) ► $ N/A

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Geriatric educ & training	$ 78,800.		$ 78,800.
Geriatric pt care consult	4,739.		4,739.
Interest on Flex account	1.		1.
LiveSAFE units rental	306,150.		306,150.
Patient care revenue	2,975.		2,975.
Specialized elderly hous	5,386,400.		5,386,400.
Total	$ 5,779,065.	$ 0.	$ 5,779,065.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Eaton Peabody	$ 641.			
Machias Savings Bank	492.			
Rudman Winchell	10,021.			
Total	$ 11,154.	$ 0.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Affiliated Healthcare Management	$ 90,780.			
Berry Dunn	27,447.			
Total	$ 118,227.	$ 0.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LiveSAFE Monitoring Service	$ 89,165.		$ 89,165.	$ 94,501.
Management Fees	113,228.		113,228.	113,228.
Other Professional Fees	31,035.		31,035.	32,049.
Total	$ 233,428.	$ 0.	$ 233,428.	$ 239,778.

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Corporate taxes and licenses	$ 2,162.			
Employee Credential/Licenses	5,543.			
Property taxes	244,444.			
Sales tax	652.			
Total	$ 252,801.	$ 0.	$ 0.	$ 0.

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Advertising	$ 106,588.		$ 106,588.	$ 105,899.
Banking Services	47,271.	$ 1,811.		
Dues & Subscriptions	5,194.		5,194.	5,194.
Equipment Rental	87,697.		87,697.	87,402.
Food	260,468.		260,468.	260,340.
Information Technology	21,183.		21,183.	20,411.
Insurance	130,830.		125,411.	130,830.
Miscellaneous	1,326.		1,326.	1,447.
Postage	2,849.		2,849.	2,924.
Provision for bad debts	50,834.			
Repairs	131,969.		131,969.	131,969.
Shared Services Expense	195,707.	981.	194,726.	194,726.
Supplies	191,487.		191,487.	191,836.
Total	$ 1,233,403.	$ 2,792.	$ 1,128,898.	$ 1,132,978.

Statement 7
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Machinery and Equipment	$ 2,631,748.	$ 64,841.	$ 2,566,907.	$ 2,566,907.
Buildings	17,006,981.	6,873,331.	10,133,650.	10,133,650.
Improvements	1,212,600.	0.	1,212,600.	1,212,600.
Land	1,511,032.		1,511,032.	1,511,032.
Miscellaneous	38,187.	4,471.	33,716.	33,716.
Total	$ 22,400,548.	$ 6,942,643.	$ 15,457,905.	$ 15,457,905.

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Beneficial Interest in Perpetual Trusts	$ 6,983,112.	$ 6,983,112.
Interest in net assets held at EMHSF	29,842.	29,842.
Investment in Subsidiaries	5,888,309.	5,888,309.
Org costs & other long term investments	35,506.	35,506.
Replacement Reserve	856,959.	856,959.
Self-Insurance Funds Held by Trustee	115.	115.
Total	$ 13,793,843.	$ 13,793,843.

Statement 9
Form 990-PF, Part II, Line 21
Mortgages and Other Notes Payable

Mortgages Payable	Balance Due
Greystone Servicing Corp, Inc	$ 13,388,526.
Greystone Servicing Corp, Inc	3,444,311.
Total Mortgages Payable	$ 16,832,837.

Other Notes Payable		Balance Due
Lender's Name:	Eastern Maine Healthcare Syste	
Relationship of Lender:	Parent company	
Date of Note:	9/09/2008	
Maturity Date:	10/01/2013	
Repayment Terms:	Monthly interest	
Interest Rate:	1.18%	
Security Provided:	None	
Purpose of Loan:	Working capital line of credit	
Desc. of Consideration:	None	
FMV of Consideration:	0.	
Original Amount:	8,543,104.	
Balance Due:		7,898,104.
Lender's Name:	Machias Savings Bank	
Date of Note:	4/15/2005	
Maturity Date:	4/14/2014	
Repayment Terms:	Monthly principal & int	
Interest Rate:	3.25%	
Security Provided:	Real property	
Purpose of Loan:	Working capital	
Desc. of Consideration:	None	
FMV of Consideration:	0.	
Original Amount:	2,000,000.	
Balance Due:		1,999,446.
Lender's Name:	Dirigo Pines Development Compa	
Relationship of Lender:	Affiliate	
Date of Note:	4/14/2005	
Maturity Date:	4/14/2016	
Repayment Terms:	Semi-annual princ & int	
Interest Rate:	3.25%	
Security Provided:	TIF proceeds	
Purpose of Loan:	Working capital	
Desc. of Consideration:	None	

Statement 9 (continued)
Form 990-PF, Part II, Line 21
Mortgages and Other Notes Payable

Other Notes Payable		Balance Due
FMV of Consideration:	0.	
Original Amount:	1,000,000.	
Balance Due:		$ 708,069.
	Total Other Notes Payable	$ 10,605,619.
	Total Mortgages and Other Notes Payable	$ 27,438,456.

Statement 10
Form 990-PF, Part II, Line 22
Other Liabilities

Reserve for Retiree Health Benefits	$ 87,429.
Reserve for Self-Insurance Program	136.
Total	$ 87,565.

Statement 11
Form 990-PF, Part III, Line 3
Other Increases

change in interest in net assets held @ EMHSF	$ 1,326.
Change in Unrealized Gain or Loss	449,315.
Pension Liability FAS158	30,771.
Post Retirement Health Benefit FAS158	25,359.
Transfer from exempt parent-Eastern Maine Healthcare Systems	10.
Transfer from Subsidiary	1,350,099.
Total	$ 1,856,880.

Statement 12
Form 990-PF, Part III, Line 5
Other Decreases

Transfer to exempt parent - Eastern Maine Healthcare Systems	$ 11.
Total	$ 11.

Statement 13
Form 990-PF, Part VII-A, Line 11
Controlled Entity Transfers

Transfers To Controlled Entity

Controlled Entity Name: Eastern Maine Medical Center
Address: 489 State Street, PO Box 404
Address: Bangor, ME 04402-0404

Statement 13 (continued)
Form 990-PF, Part VII-A, Line 11
Controlled Entity Transfers

Federal EIN: 01-0211501
Description of Transfer: Fees for services
Amount of Transfer: $ 3,550.

Controlled Entity Name: DE Collections D/B/A Affil Collect
Address: PO Box 2759
Address: Bangor, ME 04402-2759
Federal EIN: 01-0366209
Description of Transfer: Purchases of services
Amount of Transfer: $ 27.

Controlled Entity Name: Affiliated Materiel Services
Address: PO Box 1300
Address: Bangor, ME 04402-1300
Federal EIN: 01-0381189
Description of Transfer: Purchases of supplies and services
Amount of Transfer: $ 20,836.

Controlled Entity Name: Affiliated Healthcare Management
Address: PO Box 811
Address: Bangor, ME 04402-0811
Federal EIN: 01-0349339
Description of Transfer: Purchases of services
Amount of Transfer: $ 250,115.

Controlled Entity Name: Affiliated Healthcare Management
Address: PO Box 811
Address: Bangor, ME 04402-0811
Federal EIN: 01-0349339
Description of Transfer: Leases
Amount of Transfer: $ 40,204.

Controlled Entity Name: EMHS Foundation
Address: 43 Whiting Hill Road, Suite 400
Address: Brewer, ME 04412
Federal EIN: 22-2514163
Description of Transfer: Fees for services
Amount of Transfer: $ 2,000.

Controlled Entity Name: The Aroostook Medical Center (TAMC)
Address: PO Box 151, 140 Academy Street
Address: Presque Isle, ME 04769-0151
Federal EIN: 01-0372148
Description of Transfer: Purchases of services
Amount of Transfer: $ 92,625.

Controlled Entity Name: Eastern Maine HomeCare
Address: PO Box 688
Address: Caribou, ME 04736-0688
Federal EIN: 01-0328442
Description of Transfer: Purchases of services
Amount of Transfer: $ 4,480.

Controlled Entity Name: Eastern Maine Healthcare Systems
Address: 43 Whiting Hill Road, Suite 400
Address: Brewer, ME 04412
Federal EIN: 01-0527066

Statement 13 (continued)
Form 990-PF, Part VII-A, Line 11
Controlled Entity Transfers

Description of Transfer: Supplies
Amount of Transfer: $ 788.

Controlled Entity Name: Eastern Maine Healthcare Systems
Address: 43 Whiting Hill Road, Suite 400
Address: Brewer, ME 04412
Federal EIN: 01-0527066
Description of Transfer: Fees for services
Amount of Transfer: $ 200,520.

Controlled Entity Name: Eastern Maine Healthcare Systems
Address: 43 Whiting Hill Road, Suite 400
Address: Brewer, ME 04412
Federal EIN: 01-0527066
Description of Transfer: Self-Insurance Premiums
Amount of Transfer: $ 3,382.

Controlled Entity Name: Eastern Maine Healthcare Systems
Address: 43 Whiting Hill Road, Suite 400
Address: Brewer, ME 04412
Federal EIN: 01-0527066
Description of Transfer: Leases
Amount of Transfer: $ 25,121.

Controlled Entity Name: Eastern Maine Healthcare Systems
Address: 43 Whiting Hill Road, Suite 400
Address: Brewer, ME 04412
Federal EIN: 01-0527066
Description of Transfer: Strategic Pool
Amount of Transfer: $ 11.

Controlled Entity Name: Eastern Maine Healthcare Systems
Address: 43 Whiting Hill Road, Suite 400
Address: Brewer, ME 04412
Federal EIN: 01-0527066
Description of Transfer: Interest
Amount of Transfer: $ 116,304.

Total $ 759,963.

Transfers From Controlled Entity

Controlled Entity Name: Eastern Maine Medical Center
Address: 489 State Street, PO Box 404
Address: Bangor, ME 04402-0404
Federal EIN: 01-0211501
Description of Transfer: Fees for services
Amount of Transfer: $ 4,739.

Controlled Entity Name: EMHS Foundation
Address: 43 Whiting Hill Road, Suite 400
Address: Brewer, ME 04412
Federal EIN: 22-2514163
Description of Transfer: Restricted Contributions
Amount of Transfer: $ 3,898.

Controlled Entity Name: Rosscare Nursing Homes, Inc.

Statement 13 (continued)
Form 990-PF, Part VII-A, Line 11
Controlled Entity Transfers

Address: 43 Whiting Hill Road, Suite 400
Address: Brewer, ME 04412
Federal EIN: 01-0430751
Description of Transfer: Distribution from nursing homes
Amount of Transfer: $ 500,000.

Controlled Entity Name: Dirigo Pines Development Co., LLC
Address: 9 Alumni Drive
Address: Orono, ME 04473
Federal EIN: 01-0537924
Description of Transfer: Fees for services
Amount of Transfer: $ 2,970.

Controlled Entity Name: Eastern Maine HomeCare
Address: PO Box 688
Address: Caribou, ME 04736-0688
Federal EIN: 01-0328442
Description of Transfer: Fees for services
Amount of Transfer: $ 665.

Controlled Entity Name: Eastern Maine Healthcare Systems
Address: 43 Whiting Hill Road, Suite 400
Address: Brewer, ME 04412
Federal EIN: 01-0527066
Description of Transfer: Strategic pool distribution
Amount of Transfer: $ 10.

Controlled Entity Name: Eastern Maine Healthcare Systems
Address: 43 Whiting Hill Road, Suite 400
Address: Brewer, ME 04412
Federal EIN: 01-0527066
Description of Transfer: Fees for services
Amount of Transfer: $ 541.

Total $ 512,823.

Statement 14
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
Peter G. Arabadjis, MD 9 Kell St Orono, ME 04473-4241	Vice Chairman 0.50	$ 0.	$ 0.	$ 0.
Helen L. Genco, RN PO Box 658 Orono, ME 04473	Board Member 0.50	0.	0.	0.

Statement 14 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
Derrick Hollings 43 Whiting Hill Road Brewer, ME 04412	Treasurer 0.50	$ 0.	$ 0.	$ 0.
James H. Tobin, Jr. 350 Charleston Road Dexter, ME 04930-2503	Board Member 0.50	0.	0.	0.
Cynthia Hardy 193 Broad Street, Ste 2 Bangor, ME 04401	Chairman 0.50	0.	0.	0.
Lisa Harvey-McPherson 43 Whiting Hill Road Brewer, ME 04412	Secretary 2.00	0.	0.	0.
Mary M. Hood, President EMHS, 43 Whiting Hill Rd Brewer, ME 04412-1005	Ex-Officio 0.50	0.	0.	0.
Lenard Kaye 25 Texas Ave Bangor, ME 04401	Board Member 0.50	0.	0.	0.
Sandra M. Leonard PO Box 755 Bangor, ME 04402-0755	Board Member 0.50	0.	0.	0.
Gary W. Smith 133 Center Street Bangor, ME 04401	Board Member 0.50	0.	0.	0.
Erik Steele, DO EMHS, 43 Whiting Hill Road Brewer, ME 04412	Vice President 0.50	0.	0.	0.
Michael Young 35 Hildreth St Bangor, ME 04401	Board Member 0.50	0.	0.	0.
	Total	$ 0.	$ 0.	$ 0.

Rosscare
01-0391038
Form 990-PF, Part V11-A, line 3

Minimum Filing Fee $10.00. An additional $10 filing fee if changing the purpose

File No. 19840099ND Pages 4
Fee Paid $ 10
DCN 2130392500053 AMEN
----FILED----------------------
01/25/2013

Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

DOMESTIC
NONPROFIT CORPORATION

STATE OF MAINE

ARTICLES OF AMENDMENT

Rosscare
(Name of Corporation)

Pursuant to 13-B MRSA §§802 and 803, the undersigned corporation executes and delivers the following Articles of Amendment:

FIRST: ("X" one box only.) ☒ public benefit corporation ☐ mutual benefit corporation

SECOND: Describe **NATURE OF CHANGE** (i.e. change in name of corporation, purpose, number of directors, adding or deleting section or revision of section, etc.) as well as **TEXT** of amendment. Attach additional pages as needed.

To amend the Articles of Incorporation by deleting Article Fifth and Article Seventh and inserting the attached (Exhibit A) in their stead.

THIRD: ("X" one box only.) The amendment was adopted on (date) November 27, 2012 as follows:

☒ By the members at a meeting at which a quorum was present and the amendment received at least a majority of the votes which members were entitled to cast.

☐ (If the Articles require more than a majority vote.) By the members at a meeting at which the amendment received at least the percentage of votes required by the Articles of Incorporation.

☐ By the written consent of all members entitled to vote with respect thereto.

☐ (If no members, or none entitled to vote thereon.) By majority vote of the board of directors.

FOURTH: The address of the registered office of the corporation in the State of Maine is 43 Whiting Hill Road, Brewer, Maine, 04412.

(street, city, state and zip code)

DATED 1/21/13

*By

(signature)

Lisa Harvey-McPherson, Secretary

(type or print name and capacity)

*By ______________________

(signature)

____

(type or print name and capacity)

MUST BE COMPLETED FOR VOTE OF MEMBERS

I certify that I have custody of the minutes showing the above action by the members.

(signature of clerk, secretary or asst. secretary)

---

*This document MUST be signed by any duly authorized officer. (13-B MRSA §104.1.B)

Please remit your payment made payable to the Maine Secretary of State.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101
TEL. (207) 624-7752

EXHIBIT A

To

ARTICLES OF AMENDMENT

For

ROSSCARE

ARTICLE FIFTH:

Section 1. **Membership.** Eastern Maine Healthcare Systems (sometimes referred to herein as the "Member" or "EMHS") shall be the sole Member of the Corporation.

Section 2. **Powers and Voting Rights of Member.**

a. **General Powers of Member.** The Member shall act on any matters brought to it by the Board of Directors of the Corporation and shall exercise such other powers as may be conferred on the Member by law, the Articles of Incorporation, or the Bylaws.

b. **Joint Initiatory Powers.** EMHS (acting independently) and the Corporation (subject to EMHS board approval) shall have the power and authority to authorize the following actions described as Joint Initiatory Powers. Any exercise of Joint Initiatory Powers shall further the goal of developing and strengthening patient care services within the EMHS System for the benefit of patients within the Corporation's service area, and such powers shall be exercised only after reasonable consultation between EMHS and the Corporation. Action initiated through EMHS's exercise of its Joint Initiatory Powers is subject to the right of the Corporation, upon a two-thirds vote of the full Board of Directors, to trigger the formal review function of the EMHS Council of Chairs, as described in the EMHS Bylaws and Council of Chairs committee charter. Action initiated through the Corporation's exercise of its Joint Initiatory Powers is subject to EMHS board approval or, if authorized through delegation by the EMHS board, EMHS CEO approval. The Joint Initiatory Powers are as follows:

   i. Amendments to the Corporation's Articles of Incorporation or Bylaws

   ii. Change in legal form of organization of the Corporation

   iii. Election of the Directors of the Corporation

   iv. Action concerning the Corporation's operating budget and capital expenditures

v. The Corporation's acquisition of assets or assumption of liabilities of a third party

vi. Transfer of 5% or more of the assets of the Corporation

vii. Financing transactions concerning the Corporation

viii. Merger, consolidation, sale, lease, mortgage, pledge or other disposition of all or substantially all assets of the Corporation

ix. Add or revise a health care service of the Corporation

x. Discontinue or close a health care service of the Corporation

xi. Action concerning the Corporation's component of EMHS Strategic Plan

xii. Action concerning the Corporation's participation in key strategic affiliations with third parties not affiliated with EMHS

xiii. Dissolution of the Corporation

ARTICLE SEVENTH:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. Upon the dissolution of the Corporation, and as directed by the Member in the exercise of its Joint Initiatory Powers, or as otherwise approved by the Member, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to one or more organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, and as a public benefit corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended.

BYLAWS OF ROSSCARE

ARTICLE I
Name, Purpose, Registered Agent, Office, Seal

Section 1. **Name**. The name of this Corporation shall be Rosscare.

Section 2. **Purposes and Disposition of Assets**. The purposes of this Corporation and the disposition of its assets upon dissolution are as stated in its Articles of Incorporation.

Section 3. **Registered Agent**. The Secretary of the Corporation shall be the registered agent of the Corporation so long as the Secretary remains a resident of Maine. In the event of the disqualification or vacancy in the office of Secretary, the President shall be the registered agent.

Section 4. **Registered Office**. The registered office of the Corporation in the State of Maine shall be located in the City of Brewer, County of Penobscot. The Corporation may have such other offices, either within or without the State of Maine, as the Board of Directors may designate or as the business of the Corporation may require.

Section 5. **Corporate Seal**. The Corporation shall have a circular seal containing the name of the Corporation, the year of its creation, and the word "Maine."

ARTICLE II
Member

Section 1. **Member**. The Corporation shall have no individual Members. It shall have one corporate Member, which shall be Eastern Maine Healthcare Systems (sometimes referred to in these Bylaws as the "Member" or "EMHS").

Section 2. **Annual Meeting**. The annual meeting of the Member shall be held each year following the annual meeting of the Member's board, on such date and at such time and place to be designated by the Member. If for any reason the annual meeting is not held, any business which might properly be transacted at the annual meeting may be transacted at a special meeting.

Section 3. **Special Meetings**. Special meetings of the Member may be called at any time by the Member.

Section 4. **Notice.** Notice of all meetings of the Member shall be given by any usual means of communication specifying the time and place of the meeting at least three days in advance. The notice for special meeting shall state the purposes for which the meeting is called.

Section 5. **Powers of Member.**

a. General Powers of Member. The Member shall act on any matters brought to it by the Board of Directors of the Corporation, and shall exercise such other powers as may be conferred on the Member by law, the Articles of Incorporation, or by these Bylaws, except that the Member shall not exercise its authority under Section 704 of the Maine Nonprofit Corporation Act to remove- any Director except for "just cause" as defined in Section 6.

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a. **Joint Initiatory Powers.** EMHS (acting independently) and the Corporation (subject to EMHS board approval) shall have the power and authority to authorize the following actions described as Joint Initiatory Powers. Any exercise of Joint Initiatory Powers shall further the goal of developing and strengthening patient care services within the EMHS System for the benefit of patients within the Corporation's service area, and such powers shall be exercised only after reasonable consultation between EMHS and the Corporation. Action initiated through EMHS's exercise of its Joint Initiatory Powers is subject to the right of the Corporation, upon a two-thirds vote of the full Board of Directors, to trigger the formal review function of the EMHS Council of Chairs, as described in the EMHS Bylaws and Council of Chairs committee charter. Action initiated through the Corporation's exercise of its Joint Initiatory Powers is subject to EMHS board approval or, if authorized through delegation by the EMHS board, EMHS CEO approval. The Joint Initiatory Powers are as follows:

i. Amendments to the Corporation's Articles of Incorporation or Bylaws

ii. Change in legal form of organization of the Corporation

iii. Election of the Directors of the Corporation

iv. Action concerning the Corporation's Operating budget and capital expenditures

v. The Corporation's acquisition of assets or assumption of liabilities of a third party

vi. Transfer of 5% or more of the assets of the Corporation

vii. Financing transactions concerning the Corporation

viii. Merger, consolidation, sale, lease, mortgage, pledge or other disposition of all or substantially all assets of the Corporation

ix. Add or revise a health care service of the Corporation

x. Discontinue or close a health care service of the Corporation

xi. Action concerning the Corporation's component of EMHS Strategic Plan

xii. Action concerning the Corporation's participation in key strategic affiliations with third parties not affiliated with EMHS

xiii. Dissolution of the Corporation

In the event of any inconsistency between this Article II, Section 5 of these Bylaws and any other provision in these Bylaws, the provisions of this Article II, Section 5 shall control.~~The Member shall have the right to approve, or withhold approval of, the following actions taken or authorized by the Board of Directors, which shall not be effective unless so approved.~~

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~~A. Election of Directors pursuant to Article III;~~

~~B. Approval of all amendments, restatements, or modifications of the Articles of Incorporation or these Bylaws pursuant to Article IX below;~~

~~C. Approval of dissolution of the Corporation or its merger with or consolidation into another corporation;~~

~~D. Approval of the annual operating and capital budgets, and the long~~

~~range and strategic plans of the Corporation;~~

~~E. Approval of any change in the legal form of organization of the Corporation;~~

~~F. Approval of any sale, lease, mortgage, encumbrance or other disposition of corporate assets or property used in, or otherwise dedicated to, the accomplishment of the purposes of the Corporation in excess of three percent (3%) of the entity's total assets in any fiscal year that is not incurred in the ordinary course of business or included in any approved annual operating or capital budget plans.~~

Section 6. Just Cause Defined. The term "just cause" includes, but is not limited to, any and all actions or omissions which negatively affect the quality of patient care; non-compliance with these Bylaws, Quality and Staff policies, rules and regulations; conduct that is determined to be in competition to the detriment of Rosscare; conduct leading to disharmony within Rosscare; conviction of a serious crime; inability or refusal to comport oneself effectively or agreeably in a non-disruptive manner within the framework of the Corporation on a high plane; one or more violations of the Code of Conduct; failure to attend educational sessions; or meetings of the Board as required in Article III, Section 15, below. In its determination of what conduct may constitute "just cause" in any particular situation, the Member shall have the responsibility for acting in good faith, fairly, honestly and without malice, in the exercise of its discretion, and without being arbitrary or capricious.

ARTICLE III
Board

Section 1. **Responsibility.** Except as otherwise provided by the Articles of Incorporation or by the Bylaws, and subject to the Joint Initiatory Powers of the Member, the management of the affairs of this Corporation shall be vested in a Board of Directors (the "Board"). In addition to the foregoing, subject to the Joint Initiatory Powers of the Member, the Board shall have the sole power and authority to exercise this Corporation's rights as member or shareholder of any corporation of which this Corporation is a member or shareholder.

Section 2. **Number.** The minimum number of Directors shall be three (3) and the maximum number of Directors shall be nine (9) including the President of the Corporation and the President of the Member as ex officio Directors. Elected Directors shall have the skills required to fulfill the duties of Directorship.

No more than 49% of Directors may be "financially interested" as defined in 13-B MRSA 713-A. Unless a majority of the Board is "independent" as defined in Article VII, any Director elected to replace another Director must be independent.

The Board shall determine the number of Directors within the range prescribed by the Articles of Incorporation and as further limited by these Bylaws.

The Chair of the Member may attend and participate at all Board and committee meetings.

Section 3. **Election**. Directors shall be nominated by the Board and elected by the Member.

Section 4. **Terms**. Each Director shall hold office for a term of three (3) years or until his or her successor has been elected and installed. The terms of office of the Directors shall be established in such a manner that one-third (as nearly as may be) of the Directors' terms expire at each annual meeting. In the event of a change in the number of Directors, the staggering of terms shall be preserved. In the ordinary course, an elected Director shall serve no more than four (4) consecutive terms. Exceptions may be made in the discretion of the Board, subject to approval by the Member. Upon approval of these Bylaws by the Board of the Member, the Chair of the Corporation will assign deemed status as first, second and third or fourth to each current Director.

Section 5. **Quorum.** Except as may be otherwise provided in these Bylaws, a majority of the Directors present shall constitute a quorum at any meeting of the Board.

Section 6. **Quorum Initially Present**. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action is approved by at least a majority of the required quorum for such meeting.

Section 7. **Regular Meetings**. An annual meeting of the Board shall be held each year immediately following the Annual Meeting of the Member for the purpose of electing Directors and officers, and transacting such other business as may properly come before the meeting. Other regular meetings of the Board shall be held regularly without notice, at such times and places as may be fixed by the Board from time to time.

Section 8. **Special Meetings**. Special meetings of the Board shall be called by the Secretary at any time upon request of the Chair, the President, any three (3) Directors, or the President or Chair of the Member.

Section 9. **Notice**. Notice of any special meeting shall be given by any usual means of communication at least two (2) days prior to the meeting. Any Director may waive notice of any meeting by signing a waiver of notice, either before or after the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been properly called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of the meeting unless provided otherwise elsewhere in these Bylaws.

Section 10. **Manner of Acting**. Except as may otherwise be provided in these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. Proxies shall not be used either to establish a quorum or to transact business. In the absence of a quorum, no business may be transacted except the adjournment of the meeting as herein provided. If at any time there are fewer Directors in office than one half of the number fixed in accordance with these Bylaws, the Board members may transact no other business than the filling of vacancies on the Board until sufficient vacancies have been filled so that there are in office at least one half of the number of Directors fixed in accordance with these Bylaws.

Section 11. **Action Without a Meeting**. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if prior or subsequent to such action a written consent thereto is signed by all Directors in office and such written consent is filed with the minutes of the proceedings of the Board.

Section 12. **Vacancies**. Except as otherwise provided by law, any vacancy on the Board, whether by reason of death, resignation or removal, shall be filled as soon as reasonably practicable at a Special or Regular Meeting of the Directors.

Section 13. **Presumption of Assent**. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's abstention or dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation by the next business day after adjournment of the meeting. Such rights of dissent shall not apply to a Board member who voted in favor of such action.

Section 14. **Remote Participation in Meeting**. Directors, or members of any Board committee, may participate in a meeting of the Board or such committee by means of telephone or video conference or similar communications equipment by which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 15. **Attendance**. If a Director fails to attend a majority of either Board meetings, committee meetings or educational sessions held in a calendar year or three (3) consecutive Board meetings without being excused by the Chair prior to the meeting, then the Chair shall inquire whether that Director desires to remain on the Board.

Section 16. **Place.** The Board shall hold its meetings at the principal office of the Corporation or such other place as it may designate.

Section 17. **Compensation of Directors**. Directors shall receive no compensation as such, provided, however, that they may be reimbursed from time to time for all expenses incurred on behalf of the Corporation.

ARTICLE IV
Officers

Section 1. **Officers**. The officers of the Corporation shall consist of a Chair, Vice-Chair, President, Secretary, Treasurer, and such Vice Presidents and other officers as may be deemed to be necessary. The Chair and Vice-Chair shall be elected by the Board. The Chair and Vice Chair shall hold office until the next organizational meeting of the Directors and until their respective successors shall have been duly elected and qualified.

The President shall be selected by, and serve at the pleasure of the President of EMHS.

The President shall appoint the Secretary, Treasurer and other officers of the Corporation (except as provided above). The appointed officers shall serve at the pleasure of the President and shall have such powers and duties, in addition to those specified in these Bylaws, as may be delegated by the President.

Section 2. **Vacancy**. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled in the same manner as the office is regularly filled.

Section 3. **Chair**. The Chair shall preside at all meetings of the Board, and of the Member. Except where, by law, the signature of the President is required, the Chair shall possess the same power as the President to sign all certificates, contracts, or other instruments of the Corporation when he or she is so authorized by the Board. The Chair shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time. The Chair shall, in his/her discretion, attend and participate in such meetings of the subsidiary boards and committees as deemed desirable. The Chair and the Vice Chair_shall serve no more than five (5) consecutive one-year terms.

Section 4. **Vice Chair**. In the absence of the Chair of the Board or in the event of the Chair's disability, inability, or refusal to act, the Vice Chair of the Board shall perform all of the duties of the Chair and in so acting shall have all of the powers of the Chair. The Vice Chair shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or by the Chair.

Section 5. **President.** The President shall be the chief executive officer of the Corporation and shall have the necessary authority and responsibility to operate the Corporation in all of its activities, subject to such policies as may be adopted and such orders as may be issued by the Board or by any of its committees to which the Board has delegated power for such action. The President shall be a voting ex officio Director. The President shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to act. The President may sign deeds, mortgages, bonds, contracts, checks, drafts or other orders for the payment of money, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President. The President shall have such additional powers and duties as may be delegated by the Board. The President shall, in his/her discretion, attend and participate in such meetings of the subsidiary boards and committees as deemed desirable.

Section 6. **Secretary**. The Secretary shall keep or cause to be kept a book of minutes at the principal office of the Corporation, or at such other place as the Board may order, of all meetings of the Board and of the Member with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present at Board meetings, and the proceedings thereof. The Secretary shall keep or cause to be kept a register showing the name of the Members and their addresses. The Secretary shall give or cause to be given notice of all meetings of the Members and of meetings of the Board, required by these Bylaws or by law to be given, and the Secretary shall keep the seal of the Corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board from time to time.

Section 7. **Treasurer.** The Treasurer shall act as the chief financial officer of the Corporation and shall keep and maintain or cause to be kept and maintained adequate and correct amounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Director. The Treasurer shall be charged with safeguarding the assets of the Corporation and shall sign financial documents on behalf of the Corporation in accordance with the established policies of the Corporation. He or she shall have such other powers and perform such other duties as may be prescribed by the President from time to time.

The Treasurer is specifically delegated the authority to designate one or more banks for use by the Corporation in depositing and withdrawing funds, including the authority to determine the number of persons required to sign checks.

Section 8. **Second Certifying Officer**. The Treasurer is designated as a second certifying officer for the execution of documents, pursuant to Section 104(1)(B)(2) of the Maine Nonprofit Corporation Act.

Section_9. **Delegation of Authority**. In the case of any absence of the President, the Board may delegate some or all of the powers or duties of the

President to any other Director, officer or to any employee or agent for whatever period of time seems desirable. The President may similarly delegate powers or duties of other officers except the Chair and the Vice Chair.

ARTICLE V
Committees

The Board of Directors may, from time to time, appoint such committees as it may deem necessary or advisable for carrying out the purposes and work of the Corporation, and may delegate to such committees such authority. Committees shall be chaired by a board member and the majority shall be board members. Individuals other than Directors may be appointed to committees. The tenure of each committee shall be fixed by the Board of Directors.

ARTICLE VI
Indemnification

Section 1. **Indemnification.** The Corporation shall in all cases indemnify any individual who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding. Nevertheless, no indemnification shall be provided for any person with respect to any matter as to which such person shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that such person's action was in the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or conviction adverse to such person or by settlement or plea of nolo contendere or its equivalent shall not of itself create a presumption that such person did not act in good faith in the reasonable belief that such person's action was in the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

Section 2. **Advances Against Expenses.** Expenses incurred in defending any civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board, in the manner herein provided, upon receipt of an undertaking by or on behalf of the Board member, officer, employee or agent to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as provided in Section 1.

Section 3. **Other Rights.** The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any bylaw, agreement, or vote of disinterested Directors, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such a person. A right to indemnification required by these Bylaws may be enforced by a separate action against the Corporation, if an order for indemnification has not been entered by a court in any action, suit or proceeding in respect to which indemnification is sought.

Section 4. **Insurance**. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against, and incurred by such person in any such capacity, or arising out of such status, whether or not the Corporation would have the power to indemnify such person against such liability under this section.

Section 5. **Agents.** For purposes of this Article VI, the term "agent of the Corporation" shall mean any person serving on a committee within, or teaching in an educational program of, an entity with respect to service on committees or teaching activities.

No other person or entity shall be deemed an "agent of the Corporation" unless so designated by the Board.

ARTICLE VII
Fiduciary Duty

Section 1. **Loans**. The Corporation shall make no loans to its Directors, officers or their immediate family members. Any Director or officer who assents to or participates in making any such loan shall be liable to the Corporation for the amount loaned until repaid.

Section 2. **Divided Loyalty and Conflict of Interest**. Each Director shall notify the Board, and each officer shall notify the President, if he or she or an immediate family member has a voting or equity interest in, or serves as an officer, director, general partner, supervisor or manager of, any entity (other than a subsidiary or an entity controlled by a subsidiary) in which the Corporation or a subsidiary proposes to invest, to which the Corporation or a subsidiary proposes to lend, with which the Corporation or a subsidiary proposes to transact business, or with which the Corporation or a subsidiary may be a competitor. In the event a Director or officer or immediate family member has such an interest, the Chair or the President, as applicable, shall recuse the individual from decision-making with respect to the interest and may withhold information relevant to it. The individual may be permitted by the Chair to address the Board with respect to any matter relevant to the interest upon full disclosure thereof, but the individual shall not remain present for any deliberation or voting on the matter, and shall not, if a Director, be counted toward a quorum. Any Director who disagrees with a decision of the Chair may appeal it to the Board.

Section 3. **Independent Director.** For purposes of these Bylaws, a Director will be regarded as independent only if he or she meets each of the following criteria as of the date of determination:

a. The Director is not, nor within the last three years has been, an employee of the Corporation or any of its affiliates. Former service as board chair or as interim chief executive officer of the Corporation, or any affiliate of the Corporation, shall not, in and of itself, be deemed to constitute employment for purposes of determining whether a Director is independent.

b. Neither the Director nor any member of the immediate family of the Director has, within any of the last three fiscal years of the Corporation, accepted payments from the Corporation and/or its affiliates aggregating in excess of $10,000 other than compensation to an immediate family member employed by the Corporation or any of its affiliates in a non-executive capacity, compensation for former service as chair or interim chief executive officer, or benefits received under a tax-qualified retirement plan.

c. Neither the Director nor any member of the immediate family of the director has, within the last three years, been a shareholder, director, member, manager or partner of, or has been employed in a professional capacity by, an external auditor that has performed audit services for the Corporation or any of its affiliates within its last three fiscal years.

d. Neither the Director nor any member of the immediate family of the Director has, within the last three years, been employed as an executive officer by any company the compensation committee of which includes any executive officer of the Corporation or its affiliates.

e. Neither the Director nor any member of the immediate family of the Director is, or has been within the last three years, a partner, member, shareholder or executive officer of a company that made payments to, or received payments from, the Corporation and/or its affiliates in an amount which, in any of the last three fiscal years of the Corporation, aggregated more than $10,000. For purposes of this section, (i) charitable contributions shall not be deemed to constitute payments, and (ii) a Director who owns not more than 2% of any class of securities registered under the Securities Exchange Act of 1934 shall not, by virtue of such ownership alone, be deemed not to be an independent Director notwithstanding the fact that the company in which the Director holds such ownership makes payments to, or receives payments from, the Corporation in excess of the limits established by this section.

f. The Board of Directors has affirmatively determined that the Director has no other material relationship with the Corporation or its affiliates (either directly or as a partner, shareholder, member, manager, director or officer of an organization that has a relationship with the Corporation or its affiliates) that would interfere with the exercise of independent judgment by the Director.

Section 4. **Definitions.** For purposes of this Article, (i) a "member of the immediate family" shall include a person's spouse, parents, children, grandchildren, siblings, mother-in-law, father-in-law, brothers-in-law, sisters-in-law and anyone, other than a domestic employee, who shares that person's home, in each case as of the date of determination; (ii) "affiliate" means another person or entity controlled by, or under common control with, the Corporation; and (iii) "executive officer" means any position, regardless of formal title, by virtue of which a person is empowered to make or participate in making substantive policy or financial decisions on behalf of an entity.

ARTICLE VIII
General Provisions

Section 1. **Loans**. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

Section 2. **Deposits**. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board or, if so authorized, the Treasurer may select.

Section 3. **Resignations**. Any Director, officer or member of any committee may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein. If no time is specified, it shall take effect from the time of its receipt by the Secretary, who shall record such resignation, noting the day, hour and minute of its receipt. The acceptance of a resignation shall not be necessary to make it effective.

Section 4. **Fiscal Year**. The fiscal year of the Corporation shall end on the last Saturday in September.

Section 5. **Bonding**. All employees handling or directing the use of Corporate funds shall be bonded.

Section 6. **Audit.** At the end of the year the accounts of the Treasurer and all supporting accounts which the Board may authorize to be kept under his direction may be audited by a firm of disinterested public accountants engaged by the Member. The report of the audit shall be submitted to the Board.

Section 7. **Proxy Attorney**. The Chair, Vice-Chair, President and Treasurer are each authorized to act as proxy attorney for the Corporation with respect to any stock, bond, security or other ownership or debt interest or membership interest held by the Corporation in any other corporation, partnership or other entity.

ARTICLE IX
Amendments

These Bylaws and the Articles of Incorporation may be altered, amended, or repealed, in whole or in part, and the Corporation may participate in mergers or consolidations, or may be dissolved, by the Member in the exercise of its Joint Initiatory Powers in accordance with Article II above. In the alternative, ~~S~~subject to the approval of the Member, these Bylaws and the Articles of Incorporation may be amended or new Bylaws or Articles may be adopted, by a two-thirds (2/3) majority vote of Directors at any duly called regular or special meeting of the Board at which a quorum of two-thirds (2/3) of the Directors is present provided that the notice thereof specifies the amendment or adoption as an item of business to be transacted.

As Amended ~~December 17~~_____________, ~~2009~~2012.

Certified by: ________________________________
Secretary
Rosscare

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . ► ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868.

Electronic filing (e-file). *You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a* corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ► ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: Rosscare

Employer identification number (EIN) or: 01-0391038

Number, street, and room or suite number If a P O box, see instructions: 43 Whiting Hill Road, Suite 400

Social security number (SSN):

City, town or post office, state, and ZIP code. For a foreign address, see instructions: Brewer, ME 04412

Enter the Return code for the return that this application is for (file a separate application for each return) . . . 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Jeffrey A. Sanford

Telephone No. ► 207 973-7894 FAX No. ► 207 973-7139

- If the organization does not have an office or place of business in the United States, check this box . . . ► ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ► ☐ If it is for part of the group, check this box ► ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 5/15 , 20 14 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

► ☐ calendar year 20 ____ or

► ☒ tax year beginning 9/30 , 20 12 , and ending 9/28 , 20 13

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3 a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions . .	3 a	$ 0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3 b	$ 516.
c **Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions . . .	3 c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . ► ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print

File by the extended due date for filing your return. See instructions

Name of exempt organization or other filer, see instructions: Rosscare

Employer identification number (EIN) or: 01-0391038

Number, street, and room or suite number. If a P O box, see instructions: 43 Whiting Hill Road, Suite 400

Social security number (SSN):

City, town or post office, state, and ZIP code. For a foreign address, see instructions.: Brewer, ME 04412

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	[illegible]	[illegible]
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► Jeffrey A. Sanford
  Telephone No. ► 207 973-7894 FAX No. ► 207 973-7139
- If the organization does not have an office or place of business in the United States, check this box . . ► ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . ______ . If this is for the whole group, check this box ► ☐ If it is for part of the group, check this box ► ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 8/15, 20 14.

5 For calendar year ____ , or other tax year beginning 9/30, 20 12, and ending 9/28, 20 13

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension . Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax return.

8 a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8 a	$ 0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8 b	$ 516.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8 c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► Title ► Treasurer Date ► 5/5/14

Rosscare
01-0391038
Form 990-PF, Part IX-A

Reinventing Healthcare for Maine Families

THE [illegible] OF [illegible] IN CARE

ANNUAL REPORT LETTER

M. Michelle Hood, FACHE
EMHS President and CEO

P. James Nicholson, CPA
EMHS Board Chair

Our letters in the past several annual reports have focused on change and reinvention We have written about reinventing the care delivery model, reinventing management and governance structures and processes, as well as reinventing the EMHS brand All of those activities continue to successfully evolve and mature in our traditional scope of work

This year, our letter focuses on recent developments at EMHS that position us to be successful in our rapidly changing national healthcare delivery and reimbursement environment While our population health management effort certainly is not the only strategic initiative EMHS has pursued in the last year, we wish to specifically share our current success in that area through the following updates

- EMHS has been widening its sphere of influence as it relates to both clinical services and transformation of the healthcare delivery and reimbursement models It is our belief that we can best serve the people of Maine by creating or contributing to an environment that is focused on moving healthcare delivery away from a fee-for-service model to a population health approach To build the bridge to this future, we have been widening our network The work of Beacon Health, our accountable care organizational home, has succeeded in forming a network of partner providers to join us in a sophisticated, well-coordinated, chronic illness-oriented approach aimed at improving healthcare for Maine people In addition, through Beacon Health, we are establishing new partnerships with insurers and employers who share our vision We expect these partnerships to grow in scope and sophistication in the years ahead

Cover photo Bangor resident Jack Branscombe is shown with his young friend, Daemon Jack is wearing an EMHS LiveSAFE Emergency Response button LiveSAFE is provided locally by CA Dean Memorial Hospital, EMMC, Eastern Maine HomeCare, Inland Hospital, Rosscare, and TAMC More information about LiveSAFE can be found by visiting these EMHS member websites

> *"...recent developments at EMHS... position us to be successful in our rapidly changing national healthcare delivery and reimbursement environment."*

- We are also founding shareholders in the Northern New England Accountable Care Collaborative (NNEACC) This joint venture with MaineHealth, Dartmouth Hitchcock, and The Dartmouth Institute is providing us with analytic and predictive modeling competencies that will contribute to accelerated clinical performance improvement and management of population health risk

- As we have engaged with development of the regional NNEACC initiative, a national opportunity has been presented to us We are now participating in a twenty system effort, the High Value Health Collaborative (HVHC), which is focused on advancing best practice clinical services across its membership serving 70,000,000 patients nationally Together with HVHC partners – Dartmouth, Mayo Clinic, Intermountain Healthcare, UCLA, Providence Health and many other prominent providers – we are setting an aggressive agenda for clinical transformation

The growth of our services, outreach, and partnerships are reflective of EMHS' vision to be a nationally recognized model of excellence in healthcare We expect the journey to be an exciting and challenging one, and hope you will join us in our efforts We hope you enjoy reading about the many other positive contributions EMHS members have made during the last year, as illustrated in this report Together, we are all working towards excellence in providing patients with the right care, in the right place, and at the right time

Sincerely,

M. Michelle Hood

M Michelle Hood, FACHE
EMHS President and CEO

P James Nicholson, CPA
EMHS Board Chair

Mercy
EMHS MEMBER

■ LEADERSHIP

Eileen Skinner, FACHE, President and CEO, Mercy, Colleen Hilton, CEO, VNA Home Health Hospice, Thomas Yoder, Jr , Board Chair

■ [illegible]

2,116 (includes VNA)

■ DESCRIPTION

Mercy Hospital is a Catholic healthcare organization sponsored by the Sisters of Mercy and has served the greater Portland area since 1918 with acute care and outpatient services, Mercy community-oriented programs include McAuley Residence, Gary's House, and The Recovery Center Mercy's affiliate and partner, VNA Home Health Hospice, provides care in home-based settings

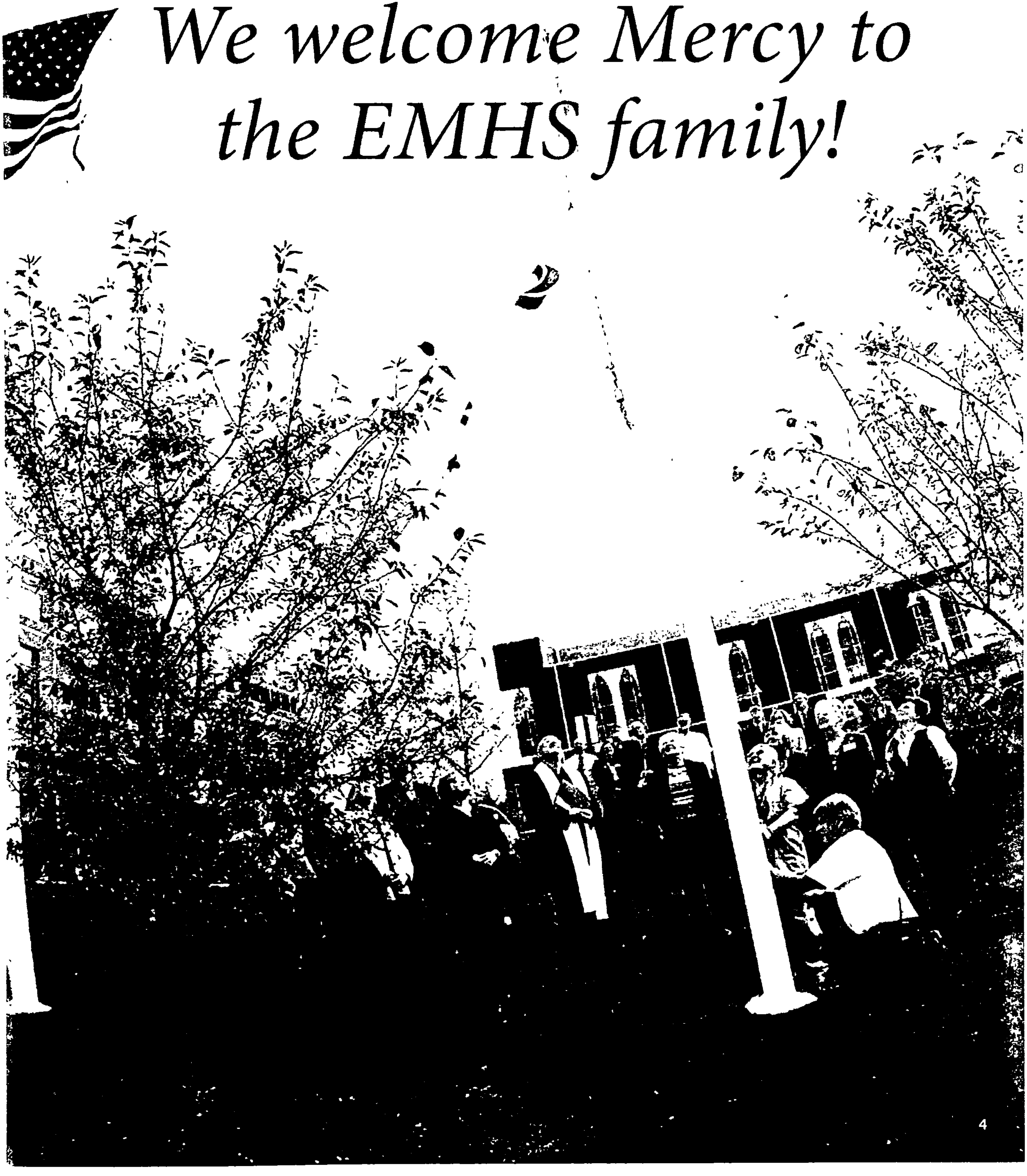
■ LOCATION

Portland, with primary care services also located in Falmouth, West Falmouth, Gorham, Westbrook, Standish, Windham, and Yarmouth

ON OCTOBER 4, 2013, EMHS OFFICIALLY WELCOMED MERCY HOSPITAL AND VNA HOME HEALTH HOSPICE INTO THE EMHS FAMILY. Mercy will continue to deliver the high-quality, compassionate care they are known for in the Portland area, but now as part of an extensive Maine-based healthcare system Patients will experience the same standard of quality and safety, but will also benefit from EMHS' leading-edge health information technology EMHS will benefit from Mercy's extensive work on the development of an ambulatory network and VNA's extensive home-based care systems, which are central to improving the health of our communities We are very excited by the advantages our patients and communities will gain from this new relationship and look forward to the year ahead as we more fully integrate Mercy and VNA into EMHS

On that warm October day, leaders and employees from across Mercy, VNA Home Health Hospice, and EMHS came together to celebrate Mercy and VNA as the newest members of EMHS Pictured here are some photos from that day

We welcome Mercy to the EMHS family!



EMHS
HOME OFFICE

LEADERSHIP
M Michelle Hood, FACHE, President and CEO, P James Nicholson, CPA, Board Chair

EMPLOYEES
584

DESCRIPTION
EMHS provides Maine communities with access to the right care, at the right time, and in right place, while striving for efficiencies to control costs The Home Office of EMHS works in support of more than 10,000 employees throughout the system, including eight hospitals, emergency transport companies, home health agencies, and numerous long-term care and assisted living facilities

LOCATION
Brewer

EMHS (Home Office) Highlights

- Named a Best Place to Work in Maine by the Society for Human Resource Management with the distinction of being one of only 13 large companies (250+ employees) in Maine to be recognized
- Successfully led a Bangor area community-wide emergency preparedness drill in June along with other system members and community organizations
- Celebrated the close of the three-year, multimillion dollar federal grant for the Bangor Beacon Community in March, leading the way for EMHS' Pioneer accountable care work through Beacon Health
- Broke ground on the Dougherty Recreational Complex, a joint project with the city of Brewer to develop a new park aimed at providing Brewer citizens with a safe and accessible way to enjoy the outdoors
- Hired Miles Theeman as EMHS vice president and chief sales and marketing officer, transitioned Scott Oxley to vice president of EMHS Corporate Services, hired Doug Michael as chief community health and grants officer, and promoted Suzanne Spruce to chief communications officer — all moves made in anticipation of the retirement of EMHS' vice president of Business Development, Jerry Whalen
- Welcomed George F Eaton, II, Esquire, as associate general counsel and senior governance advisor

Many first responders and EMHS organizations participated in a community-wide emergency drill organized by the EMHS Center for Emergency Preparedness at both the State Street and Union Street Miller Drug locations in Bangor

Employees at the EMHS Home Office in Brewer (and EMHS' V-GO robot - center) take a moment to pose for a photo after hearing that EMHS had received the recognition as a Best Place to Work in Maine

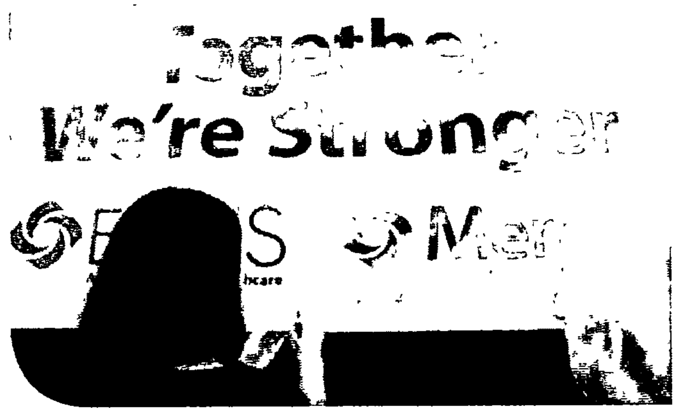
Click here for more 2013 highlights

EMHS
Access to Quality Healthcare

During a Bangor Chamber Breakfast in June, Michelle Hood, EMHS president and CEO, speaks with WVOM's George Hale before presenting on the future of accountable care

EMHS (Systemwide) Highlights

- Mercy Hospital and VNA Home Health Hospice became the newest EMHS members
- Joined the elite national High Value Healthcare Collaborative — comprised of 19 health systems representing 200 hospitals and 70 million patients across the country — to improve care and lower costs
- One of five health organizations nationally to receive the 2013 NOVA Award by the American Hospital Association for the Bangor Beacon Community, a community-wide collaborative program focused on improving community health
- Terri Vieira became a senior vice president of EMHS after being appointed president and CEO of SVH
- For the first time in EMHS history, the system had a public bond offering based on its own credit rating, the offering raised $155 million by selling $144 million in tax-exempt bonds for Phase I of the EMMC Modernization Project ($197M), more than a billion dollars in orders were received from investment firms and Maine retail investors purchased $12M of the bonds
- Leadership Reinvented, EMHS' business strategy to create a new model of EMHS that will better serve our communities, makes strides in areas such as shared services, productivity, quality, safety, and service



Mercy and EMHS employees sign a banner as a symbol of welcoming Mercy (including VNA Home Health Hospice) as an official member of the EMHS family

Michelle Hood, EMHS president and CEO, and James Raczek, MD, EMMC chief medical officer and chief operating officer, accept the 2013 Nova Award

Dennis Welsh, executive vice president and corporate compliance officer at CA Dean, shares information about EMHS' Leadership Reinvented Shared Services team during the EMHS Leadership Development Institute in October

Click here for more 2013 highlights

Acadia Hospital

EMHS MEMBER

LEADERSHIP

Daniel B Coffey, President and CEO, Michael T Shea, Board Chair

DESCRIPTION

Acadia Hospital is Maine's comprehensive resource for information and treatment of mental illness and chemical dependency Acadia Hospital is empowering people to improve their lives

EMPLOYEES

638

LOCATION

Bangor

Nearly 200 people, comprised of community members, donors, Acadia Hospital employees, and members of the Leonard family, gathered together Friday, June 28 on Acadia's campus to dedicate a new healing garden in memory of Anita Leonard As one of the founders of Acadia Hospital, along with her husband Ralph Leonard, Anita was fondly remembered by hospital officials and family members during the brief program

The RetroRockerz take the stage at the Battle of the Bands to benefit Acadia Hospital Youth Services

Acadia Hospital was well represented at the annual NAMI-Maine Walk, held on the campus of Southern Maine Community College in South Portland on September 29, 2013

Acadia Hospital Highlights

- Dedicated the Anita Leonard Healing Garden
- Raised $43,165 in support of Acadia Youth Services at the Battle of the Bands fundraising event, which more than 500 people attended
- Recognized by the American Hospital Association as being a "Most Wired" hospital in the small and rural hospital category
- Awarded best student film at the Lewiston-Auburn Film Festival, The Road Back was also featured in an article in the June, 2013 edition of Boys' Life magazine and reached nearly 30,000 views on Acadia's YouTube channel
- Achieved improvement in core quality indicators
- Continued to exhibit patient artwork through Acadia's Artisan Project, select pieces were also exhibited in the Eastern Maine Community College library

Click here for more 2013 highlights

Affiliated

AFFILIATED HEALTHCARE SYSTEMS
EMHS MEMBER

LEADERSHIP

Miles J. Theeman, President and CEO, Richard I. Stone, Board Chair

EMPLOYEES

428

DESCRIPTION

Affiliated is a taxable company with the primary mission to enhance the clinical care delivery systems within EMHS by providing cost-effective, integrated support services for its member organizations and pursuing profitable, sustainable growth opportunities

LOCATION

Bangor, Portland, and Rutland, Vermont

Affiliated Highlights

- Affiliated Materiel Services (non-acute division) achieved its seventh consecutive year of record gross revenues — more than doubling its revenue from sales to governmental organizations, as well as increasing the total orders processed to more than 100 contracts with these organizations
- Affiliated Materiel Services logistics division completed the "one warehouse" concept whereby all receiving, picking, and shipping are streamlined and housed under common management
- Lighthouse Web Solutions provided services to EMHS member organizations that resulted in more than $200,000 in cost savings and earned three eHealthcare Leadership Awards
- Affiliated completed the conversion of accounts receivable collections and medical transcription services from wholly owned companies to joint venture partnerships with other Maine-based organizations
- Capital Ambulance upgraded its fleet of patient monitoring/defibrillators to the newest lifesaving technology
- Affiliated employees demonstrated their commitment to their community by donating to the United Way Pantry Project with more than 1,600 pounds of food items collected for distribution by the Good Shepherd Food Bank AHS was the top contributor in the greater Bangor area

In June, the AHS Miller Drug locations on Union Street and State Street in Bangor partnered with other EMHS member organizations, other community organizations, and first responders during an emergency preparedness drill

Beloved Capital Ambulance paramedic, Paul Knowlton, retired after a successful and fulfilling 37 year career

Click here for more 2013 highlights

Beacon Health
EMHS MEMBER℠

■ LEADERSHIP
M Michelle Hood, FACHE, President and CEO, P James Nicholson, CPA, Board Chair

■ EMPLOYEES
49

■ DESCRIPTION
Beacon Health is a statewide network of providers and nurse care coordinators who provide high quality care tailored to the needs of the community and patient Beacon Health is committed to being innovative and inclusive in delivering care that helps our family and friends lead full, healthy lives

■ LOCATION
Brewer

Beacon Health Highlights

- Earned distinction as one of the top five Pioneer Accountable Care Organizations in the nation (out of 32 Pioneers)
- The cost to care for Medicare patients down 4 9 percent, hospital readmission rates down 13 2 percent
- Ninety-three percent of our patients said they are satisfied with their provider and healthcare team
- Nurse care coordinators followed up with patients who were recently cared for in hospitals, skilled nursing facilities, or seen in emergency departments or walk-in care clinics
- Contract signed with State of Maine Employee Health Commission to cover more than 5,000 State of Maine employees and their dependents through the Beacon Health network, providing access to more than 600 primary care providers in nearly 100 practices

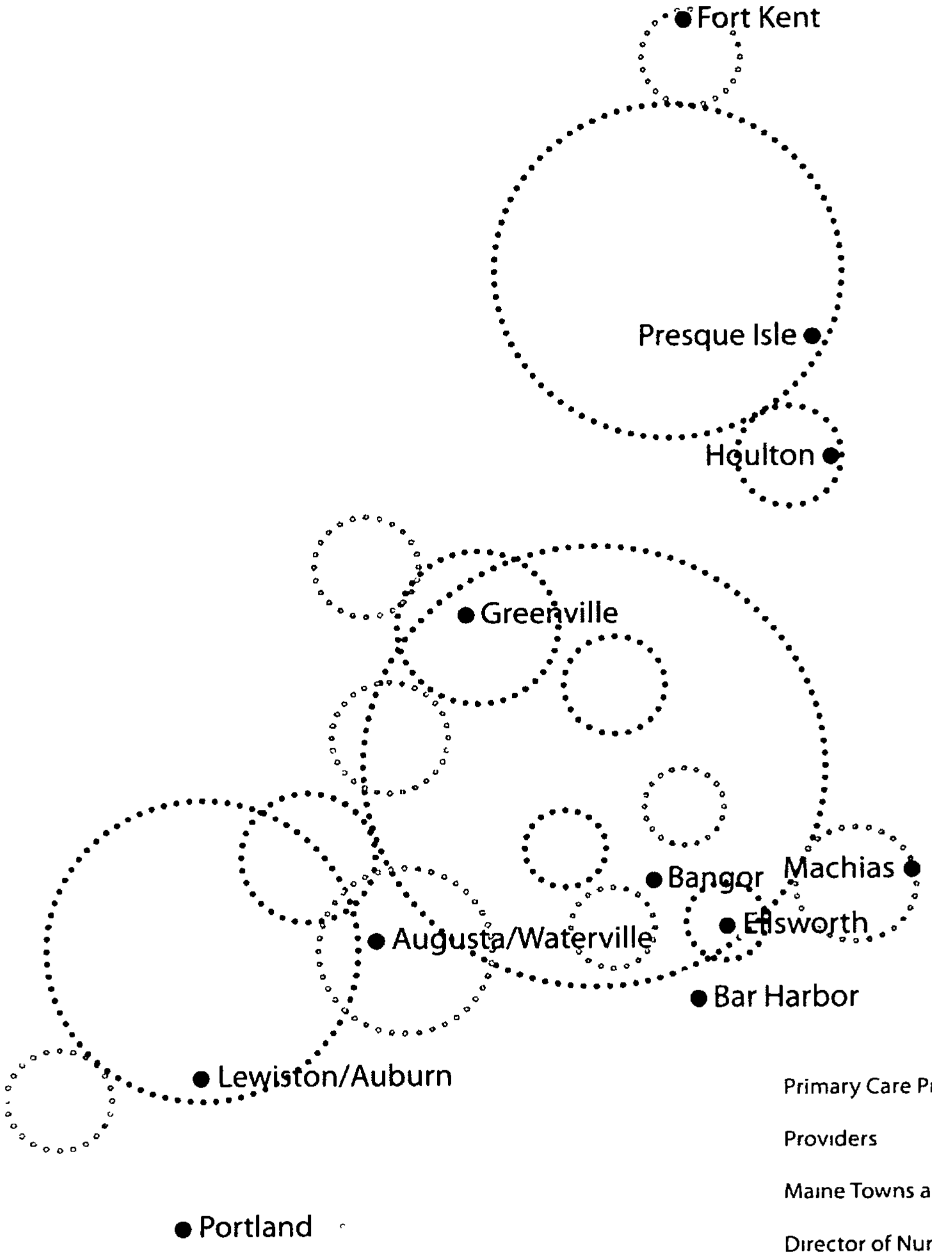
Matt DeRosby, PA-C, at EMMC's Brewer Family Medicine is providing a same-day visit for his patient David Goodness after a sports injury

Ayodele Olugbemi, MD, is helping to keep healthcare local at TAMC's Mars Hill Family Medicine, which patient Rudy Bell appreciates

For more on Beacon Health, visit EMHSDifferenceinCare.org

Click here for more 2013 highlights

The Beacon Health Statewide Network



BEACON HEALTH MEMBERS

- Acadia Hospital
- Blue Hill Memorial Hospital
- Charles A. Dean Memorial Hospital
- Eastern Maine Medical Center
- Inland Hospital
- Mercy Hospital
- Sebasticook Valley Health
- TAMC

PARTNERS

- Mount Desert Island Hospital
- Bridgton Hospital
- Rumford Hospital
- St. Joseph Healthcare
- Central Maine Medical Center
- Downeast Community Hospital
- Maine Coast Memorial Hospital
- Northern Maine Medical Center
- Three Rivers Primary Care
- Sebasticook Family Doctors
- Fish River Primary Care
- Health Access Network
- Katahdin Valley Health Center

	2012	2013	2014
Primary Care Practices	25	54	72
Providers	11	350	600
Maine Towns and Cities	14	31	42
Director of Nurse Care Coordination	–	1	1
Regional Managers of Nurse Care Coordination	–	3	3
Nurse Care Coordinators	12	46	55
Patients we care for	9,400	26,000	60,000

"Walking the Walk" is Life Changing

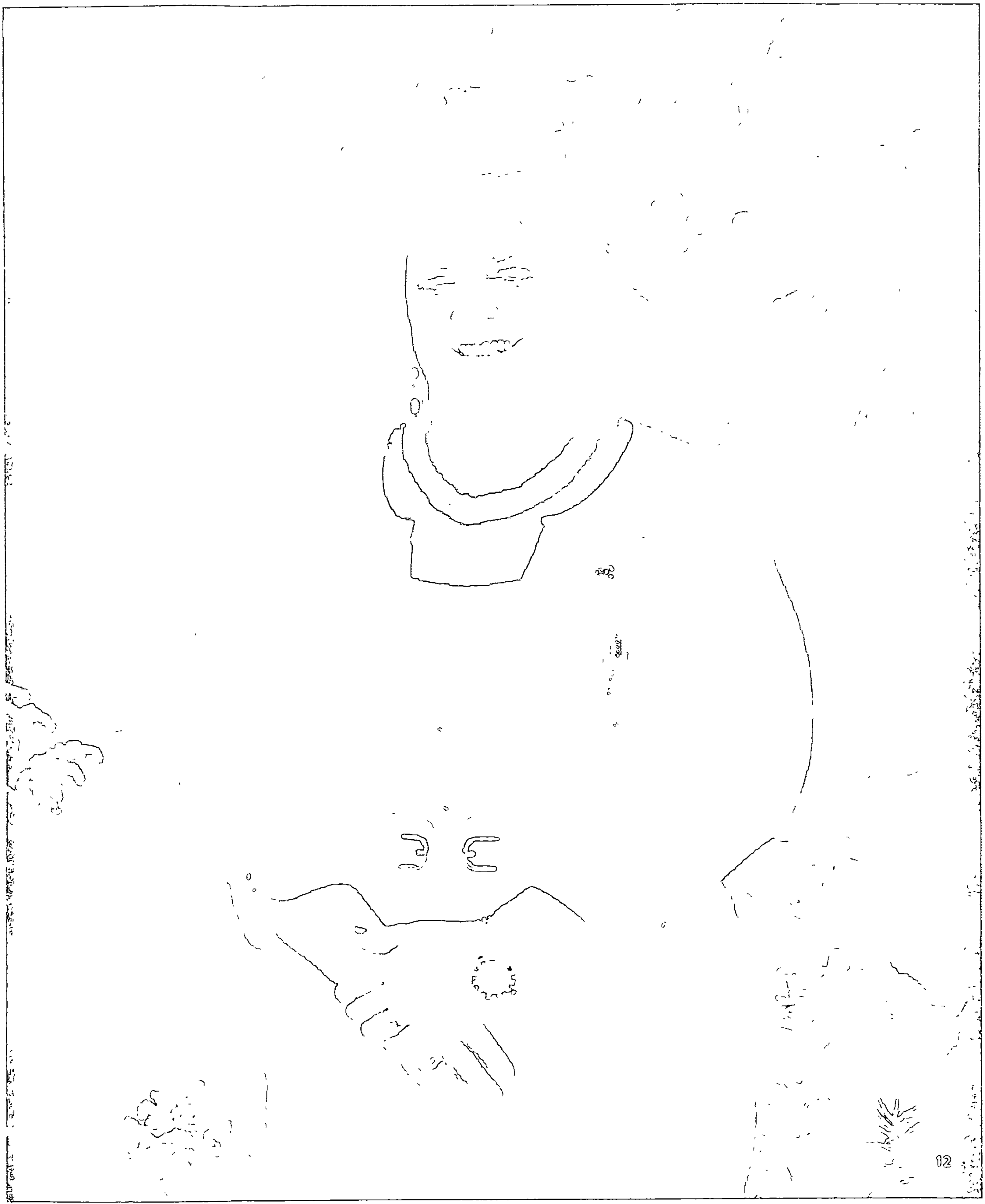
Roxanne Holmbom is feeling like a new woman. She's dressing differently, has more energy, and for the first time is truly enjoying all the outdoor wonders of Greenville. "As the Human Resources manager for CA Dean, I'm practicing what I preach, I'm eating healthy, exercising, and truly enjoying myself!"

For more than a decade, employees have relied on Roxanne to know the "ins and outs" of the health plan so she could help them get the most out of their benefits This year, however, she decided to take her own words to heart It started at her yearly wellness visit at CA Dean's Northwoods practice in Sangerville with her provider Kathleen Thibault, DO "She took the time to talk with me about the picture of my health — I was 50 years old and time was of the essence. She kindly and candidly made me realize that tackling my ever-growing health risk wasn't going to get any easier, and that she would be right here to help me"

Ready to make changes, Roxanne accessed all the support the EMHS health plan offered. Working closely with her provider, participating in Weight Watchers at Work, and signing up for health coaching gave her every advantage to create a new healthier lifestyle "I'm reaping the benefits now, I've lost more than 30 pounds, am down four clothing sizes, walk/ran two 5K road races, and I hike nearly every weekend In addition, my cholesterol is practically normal." Slowly and deliberately, as advised by her healthcare team, Roxanne became more active, changed her diet, and paid closer attention to her medications.

"The previous year was a hard one for me Within six months, I lost both of my parents due to health issues I want to do everything I can to be my healthiest and I am so thankful for all the support that is right here and a part of my benefits package — I'm sure it's already adding life to my years"

For more life-changing stories, visit
EMHSDifferenceinCare.org



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Blue Hill Memorial Hospital

EMHS MEMBER

■ LEADERSHIP

Gregory Roraff, FACHE, President and CEO, Frank Wanning, Board Chair

■ EMPLOYEES

334

■ DESCRIPTION

Blue Hill Memorial Hospital is a 25-bed critical access hospital We are dedicated to improving the health and wellness of our communities by providing primary and specialty healthcare of outstanding quality and caring for patients with respect and compassion

■ LOCATION

Blue Hill, Bucksport, Castine, and Stonington

Runners take off at the sixth annual BHMH 5K Fun Run

Implementation of a medication verification barcoding system ensures patient safety

BHMH employees serve up a healthy meal monthly at the Simmering Pot community supper

Blue Hill Memorial Hospital Highlights

- Recognized nationally by The Leapfrog Group as a Top Rural Hospital
- Recognized by the American Hospital Association as being a "Most Wired" hospital in the small and rural hospital category
- Launched a new website (bhmh org) with new features and content
- Welcomed four new providers Richard Littlefield, DO, OB/GYN, Blue Hill Women's Health Care, Aoife O'Brien, certified nurse midwife, Blue Hill Women's Health Care, Fred Watters, FNP, Island Family Medicine and Blue Hill Cardiovascular Medicine, and Barrett Grimnes, PA, Blue Hill Orthopedics
- Committed to consistently staff the Emergency Department with physicians to ensure the highest quality care for their patients
- Supported community outreach events and programs including a Living with Cancer series, early childhood development screenings, The Jackson Laboratory Blue Hill Women's Discovery Luncheon, annual BHMH 5K Fun Run, Recipes for Wellness at the Simmering Pot community suppers, and the annual Women's Wellness Fair

Click here for more 2013 highlights

Charles A. Dean Memorial Hospital

EMHS MEMBER

LEADERSHIP

Geno Murray, President and CEO,
David S Richards, Board Chair

[illegible]

167

DESCRIPTION

CA Dean is a 25-bed critical access hospital nestled near the shores of Moosehead Lake Northwoods Healthcare is a division of CA Dean providing family practice and specialty services at clinics in Greenville, Monson, and Sangerville

LOCATION

Greenville, Monson,
Sangerville

CA Dean Memorial Hospital

Named a Top 100 Critical Access Hospital in the country by iVantage Health Analytics

Recognized nationally by the Leapfrog Group as a Top Rural Hospital

Renovated the Monson Clinic after it was damaged by a neighboring structure fire and dedicated it to an honorary board member, Wayne Huff

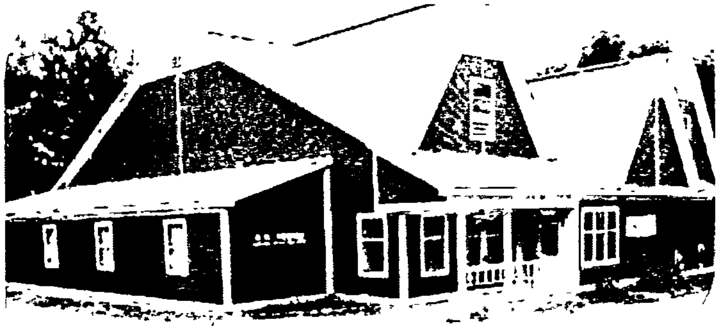
Purchased a state-of-the-art digital mammography machine and bone densitometer and opened the Lyn Cima Imaging Center

Welcomed four new family practice providers Dana Green, PA-C, Karen Leggett, DO, Kathleen Thibault, DO, and Elisa Thompson, MD

Launched the Northwoods Kids Program, to provide healthcare-related events and games for kids each month

Vikki Ryder, Radiology technologist with CA Dean's new digital mammography machine

Northwoods-Greenville is one of three Charles A Dean Memorial Hospital area clinics providing primary care services to families in the Moosehead Lake region



Owen Graffam enjoys some of the fun during a pumpkin giveaway and decorating contest event, a part of the new Northwoods Kids program

Click here for more 2013 highlights

EMHS
FOUNDATION

LEADERSHIP
Michael R Crowley, President,
John J Quirk, Jr , Board Chair

[illegible]
26

DESCRIPTION
EMHS Foundation is the center of development and philanthropy support services for EMHS members Together, community leaders, donors, and volunteers bring crucial support to ensuring access to quality healthcare

LOCATION
Bangor, Blue Hill, Greenville, Pittsfield, Presque Isle, Waterville, Portland

EMHS Foundation Highlights

- EMHS members have continued to benefit from the generosity of our donors, with nearly 11,500 donors representing 46 states, the District of Columbia, and three Canadian provinces, making nearly 25,000 gifts totaling more than $9 2 million
- EMHS hospitals and local healthcare providers have benefited from community confidence with capital campaigns receiving tremendous support to modernize patient care at EMMC, Inland Hospital, and SVH
- EMMC received its largest cash contribution in its history through a generous $1 million gift to support the *Remarkable Begins with You* campaign by Bangor residents Len and Renee Minsky
- Legacy giving continues strong, with $35 million in 350 endowments supporting patient care, specialized services, research, and wellness initiatives
- Thousands of individuals participated in events throughout the region, raising funds to support wellness programs in Blue Hill, digital mammography in Greenville, and critical care transport in Presque Isle
- Personalized donor service continues to be a top priority with ongoing support for grassroots fundraising efforts and a new website, which allows donors to access their giving history and obtain information

More than 1,500 participants and 200 volunteers contributed to raising more than $412 500 to support local cancer research at the fourth annual EMMC Champion the Cure Challenge, bringing the total since 2010 to more than $1 15 million

Click here for more 2013 highlights

Eastern Maine HomeCare

EMHS MEMBER

LEADERSHIP

Lisa Harvey-McPherson, RN, MBA, MPPM, President and CEO, Edward W Gould, Esq , Board Chair

EMPLOYEES

209

DESCRIPTION

Eastern Maine HomeCare (EMHC) includes Bangor Area Visiting Nurses, Hospice of Eastern Maine, Hancock County HomeCare and Hospice, Visiting Nurses of Aroostook, and Hospice of Aroostook Eastern Maine HomeCare provides services across northern, eastern, and central Maine

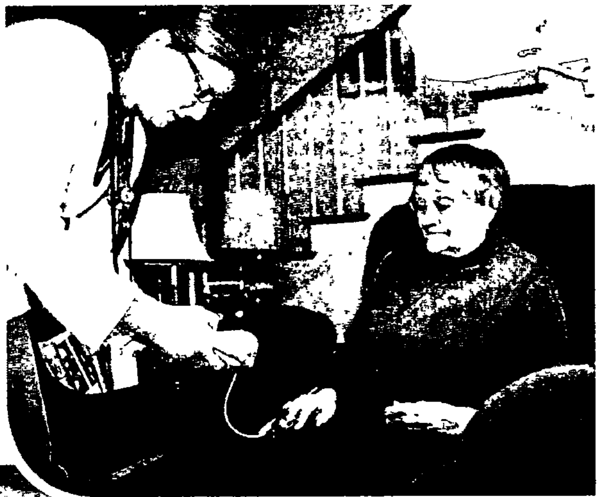
LOCATION

Bangor, Bar Harbor, Ellsworth,
Caribou (headquarters), Houlton

Eastern Maine HomeCare Highlights

- Eastern Maine HomeCare staff made more than 70,000 homecare, hospice, and telehealth visits to more than 3,400 patients with clinicians driving nearly 1.5 million miles to serve patients
- For every $1 spent on a Medicare patient receiving home health services, Medicare saves $3 in costs per patient (results measured using EMHS Beacon Health information)
- Six staff members received OASIS clinical specialist certifications improving the care planning process for their patients
- The Community Care Team expanded from serving three EMMC physician practices to 28 practices from Waterville to Fort Fairfield
- Bangor Area Visiting Nurses celebrated 100 years of service 1913 - 2013

Eastern Maine HomeCare nurse, Margaret, with patient, Janice, in her home using telehealth



Lori Buckingham, Eastern Maine HomeCare community care team [illegible] checks in with patient, Emily Tarbox, in her Fort Fairfield home

Click here for more 2013 highlights

EASTERN MAINE
MEDICAL CENTER
EMHS MEMBER

■ LEADERSHIP

Deborah Carey Johnson, RN, President and CEO, Liane Judd, Board Chair

■ EMPLOYEES

3,960

■ DESCRIPTION

Eastern Maine Medical Center is the acute care specialty referral hospital for northern, eastern, and central Maine, providing leading edge programs in cancer, surgery, and cardiac care, among many others EMMC also provides progressive, patient-centered care in several ambulatory and diagnostic facilities and physician practice settings

■ LOCATION

Bangor, Brewer, Hampden, Orono

In 2007, EMMC and the other EMHS member hospitals made the bold commitment to completely eliminate preventable medical errors This summer, after six years of consistent progress, EMMC took a significant leap toward achieving this vision for the months of July and August, the medical center had zero preventable errors in the Centers for Medicare and Medicaid Services' (CMS) core measures for heart attack, heart failure, pneumonia, and surgery Pictured here, the Performance Improvement/Data Management team joined all EMMC employees by wearing green to celebrate this success Green is the color of the "good" indicator for core measures

EMMC broke ground on its Modernization Project on September 3, 2013 The project creates modern, private rooms, renovates and builds operating rooms that better support our expert surgeons, renovates EMMC's Women and Infants spaces, and consolidates our Heart Center services

"After wellness coaching, I feel more self-aware and capable of setting and achieving goals Wellness coaching has helped me make some positive changes in my life," says Ami Johnson, MHR, EMMC Human Resources specialist who received wellness coaching through EMMC's award-winning Employee wellness program

Eastern Maine Medical Center

Earned an "A" Hospital Safety Score from the Leapfrog Group

Received Joint Commission recertification for EMMC Total Joint Care and EMMC Primary Stroke Care and reverification from the American College of Surgeons for EMMC Trauma Care

Platinum Well Workplace Award received from Wellness Council of America

Completed merger with Northeast Cardiology Associates, more closely aligning cardiac services for patients

Broke ground on the "Modernization Project," the largest improvement project in EMMC's history

Achieved Get With The Guidelines-Stroke Gold Plus Achievement Award, for highest quality patient care program

Click here for more 2013 highlights

Inland Hospital
EMHS MEMBER

LEADERSHIP
John Dalton, President and CEO,
John Fortier, Board Chair

EMPLOYEES
714

DESCRIPTION
A dynamic healthcare organization with a 48-bed community hospital in Waterville, a 105-bed continuing care center on the hospital campus, and 18 primary and specialty care physician offices

LOCATION
Waterville, Fairfield, Oakland, Unity, North Anson, Madison

Inland Hospital

Completed a $5 7 million renovation of Inland's medical-surgical unit, creating a state-of-the-art healing environment with beautiful private rooms and more efficient space for enhanced care giving — community support exceeded $1 5 million in the project's capital campaign

Named a Top Rural Hospital by the Leapfrog Group, and also earned an "A" grade in Leapfrog's national Hospital Safety Score

Achieved "Stage 6" on the Electronic Medical Record Adoption Model by the Healthcare Information and Management Systems Society and named a "Most Wired Hospital" by the American Hospital Association

Chosen as a "Best Hospital for Patient Experience in Obstetrics" based on women's preferences, recommendation rating and clinical excellence by WomenCertified, Inc , the voice of female consumers

Received "Exceeding Patient Expectations" award for dedication to service excellence for the seventh year in a row from Avatar, an international patient survey company

Received $9 4 million in repayment for overdue MaineCare bills dating back to 2004


Tara Elliott-Greene, RN, Acute Care Unit team leader cares for a patient in one of the new private rooms at Inland Hospital

Governor Paul LePage presented Inland and other EMHS hospitals with a check for payment of overdue MaineCare bills in September, 2013


Inland's Let's Go! Family Fun Series registered 300 families in the Waterville area for the program that fights childhood obesity by connecting families to free and low-cost ways to stay active together

Click here for more 2013 highlights

Rosscare

EMHS MEMBER

■ LEADERSHIP

Lisa Harvey-McPherson, RN, MBA, MPPM, President and CEO, Cynthia R Hardy, Board Chair

■ DESCRIPTION

Rosscare's philosophy is to value aging and strive to improve the lives of older adults through a network of senior services that provide resources, education, housing, and support services for older adults, their families and the caregivers throughout the EMHS service region

■ EMPLOYEES

106 (includes Rosscare Home Office and Dirigo Pines)

■ LOCATION

Bangor, Orono, Lincoln, Dexter, Millinocket

Debbie Lancaster receives the 2013 LPN Excellence in Gerontological Nursing Award

Dirigo Pines resident, Bill Anderson (seen here with Ann LePage, Maine's First Lady), was recognized by the Maine Health Care Association for Lifetime Achievement

Rosscare's annual team celebration on the patio of Dirigo Pines Inn

Rosscare Highlights

- LiveSAFE Emergency Response services expanded to EMMC, CA Dean Memorial Hospital, Inland Hospital, and Eastern Maine Homecare
- The Center for Healthy Aging launched a new mental health counseling service for residents of Rosscare affiliated nursing homes
- Dirigo Pines Inn was awarded the 2013 Annual Safety Excellence Award at the Annual Eastern Maine Group (EMG) Workers Compensation Trust Fund meeting for workplace safety and claims management
- Stillwater Healthcare received the 2013 Maine Health Care Association Innovation Award for their multisensory room to improve dementia care
- Ross Manor's Debbie Lancaster, LPN, received the national 2013 LPN Excellence in Gerontological Nursing Award
- Dirigo Pines Retirement Community welcomed new executive director, JoAnn Gallant

Click here for more 2013 highlights

SVH

SEBASTICOOK VALLEY HEALTH

EMHS MEMBER

LEADERSHIP

Teresa P Vieira, President and CEO,
Michael Gallagher, Board Chair

EMPLOYEES

333

DESCRIPTION

Twenty-five bed critical access hospital with a women's health center, surgical, special care, and swing bed units, rehabilitation centers, occupational health services, diagnostics, cardiopulmonary services, primary, walk-in, and specialty practices, diabetes and nutrition clinic; sleep study center, and community health services including dental health and transportation

LOCATION

Pittsfield, Clinton, Detroit, Newport

Sebasticook Valley Health

Primary care locations in Pittsfield, Clinton, and Newport became National Committee for Quality Assurance (NCQA) Level III Patient-Centered Medical Homes

Celebrated 50 years of care by opening our newly renovated inpatient wing featuring private rooms

Hosted numerous community outreach activities including annual Duck Race and Breast Cancer Awareness Walk, "Caring for our Communities" Community Health Fair, "Living Well" workshops, diabetes support group meetings, and a fundraising golf tournament

Awarded "Most Wired" by the American Hospital Association

One of only 448 hospitals nationwide to receive Healthcare Information Management Systems Society analytics stage six implementation for use of technology solutions to enhance patient safety and quality of care

Recognized nationally by the Leapfrog Group as a Top Rural Hospital

Gaye Kasprzak, SVH Accounts Payable specialist walks with friends during SVH's nineteenth annual Breast Cancer Awareness Walk held in Pittsfield This fundraiser supports breast cancer services at SVH Women's Health

SVH staff mingles during the Milestone Celebrations held to commemorate the completion of SVH's new inpatient wing in July

Gaye Kasprzak, SVH Accounts Payable specialist walks with friends during SVH's nineteenth annual Breast Cancer Awareness Walk held in Pittsfield This fundraiser supports breast cancer services at SVH Women's Health

Click here for more 2013 highlights

“I don’t believe in having a

IF SALLY PATTERSON WERE TO PAINT A picture of her nursing career, it would be filled with the rich hues and vivid colors you find in Maine during peak foliage. During the past 37 years, she has helped care for newborns who are chronically and critically ill, as well as those receiving homecare.

Two years ago she joined the Eastern Maine HomeCare Community Care Team because she believed it was a cutting-edge approach to deliver the best healthcare in Maine. Community care teams are made up of nurses and social workers that work directly with primary care providers and nurse care coordinators to help support patients who need extra help or services. “We go into the home, which helps us see how a patient is living and we can identify ways to help them improve their health.”

In September, Sally found herself on the doorstep of 2[illegible]-year-old Troy Sapiel, a patient at EMMC’s Center for Family Medicine. He had become homebound due to a muscular disease. “He couldn’t stand up, he could barely use his arms and hands, and his condition seemed to be worsening by the day.” Troy’s health insurance didn’t cover in-home care and that’s what he needed.

job you don't love!”

A Community Care Team Nurse Story

Sally immediately started collaborating with Troy's many providers while Heather Reid, a social worker on the team, began the process to enroll Troy in MaineCare and Social Security Disability Insurance. "Our team stepped in to advocate for him, his safety, and his health."

Because of the community care team intervention, Troy is getting stronger by the day. He was admitted to the rehab floor of EMMC and is learning how to use braces and other equipment that will allow him to live a full life. "I call Sally 'my girl.' She came to me, was honest, and helpful. Without her, I'd still be in my apartment and it probably wouldn't be good," smiles Troy.

The relationships are meant to be brief and intense until the patient gets what they need and has a plan in place for success. Troy isn't quite there yet, but that day is certainly in his sights now. He is one of the more than 1000 Mainers who have benefited from this team approach to healthcare.

Primary care providers are now able to offer extra support to some of their patients, thanks to the new members of their team. Eastern Maine HomeCare's Community Care Team members Heather Reid, LCSW, and Sally Patterson, RN, are collaborating to make sure EMMC patient Troy Sapiel gets the services he needs to thrive at home.

TAMC

EMHS MEMBER

■ LEADERSHIP
Sylvia Getman, President and CEO, Lynn Lombard, Board Chair

■ EMPLOYEES
1,000

■ DESCRIPTION
TAMC is Aroostook County's leading provider of healthcare services, an advocate for the people we serve, and the area's largest employer We are a nonprofit organization with passionate employees dedicated to serving the healthcare needs of the people of Aroostook County with outstanding skill and compassion We work closely with our partners to bring the best technology, physicians, and standards of care to the people of northern Maine

■ LOCATION
Presque Isle, Mars Hill, Ashland, Caribou, Fort Fairfield

A surprised nine-year-old, Hadley McLean of Presque Isle, along with her parents Tim and Holly McLean, join TAMC President and CEO Sylvia Getman in unveiling her feature profile as the December 2012 County Cancer Hall of Courage honoree at an open house at TAMC's North Street Health Care Facility

TAMC Medical/Surgical floor nurses Wanda Cote, RN, (left) and Paula Bacon, RN, BSN, verify a patient blood infusion order by accessing the secure electronic patient record TAMC's innovative use of technology earned the healthcare organization recognition, ranking it among the nation's top 25 "Most Wired" small and rural hospitals

U S Army Sergeant Kyle Patterson, 25, connected via Skype to the operating room at TAMC from his post in Afghanistan, smiles as he looks at his newborn baby daughter, Gracelyn, shortly after she was delivered

TAMC Highlights

- Invited by the Joint Commission to participate in a Patient-Centered Medical Home pilot survey, placing TAMC in the lead role in the outpatient medical home model in northern Maine
- Awarded a nearly $195,000 grant by Maine Health Access Foundation to connect patients with primary care and help drive down the number of frequent emergency department visits
- Became the first hospital in Maine and second in the nation to convert to heating and cooling using compressed natural gas (CNG), projected savings of $400,000 to $500,000 annually
- Earned both the Exceeding Patient Expectations Award and the prestigious Blue Sail award for innovation from Avatar Solutions
- Named one of the nation's top 25 "Most Wired" small and rural hospitals by the American Hospital Association
- Opened the County Cancer Hall of Courage to honor and recognize cancer survivors and to inspire others who are currently being treated for cancer

Click here for more 2013 highlights

2013 *financials*

Eastern Maine Healthcare Systems

CONSOLIDATED BALANCE SHEET

Years Ended September 28, 2013 and September 29, 2012

(in thousands of dollars)

	2013	2012
ASSETS		
Total current assets	$275,259	$240,577
Assets limited as to use		
Capital replacement and other designated uses	307,225	224,051
Self-insurance funds and other trusts	206,536	57,050
Donor restricted gifts	60,448	55,625
Total assets limited as to use	574,209	336,726
Property and equipment, net	374,852	338,064
Amounts due from State of Maine (Medicaid)	21,604	109,448
Other long-term assets	23,677	16,016
Total assets	$1,269,601	$1,040,831
LIABILITIES		
Total current liabilities	$180,636	$172,997
Accrued post-employment benefits	137,949	149,641
Long-term debt	311,308	152,788
Other long-term liabilities	43,505	53,576
Total liabilities	673,398	529,002
Total net assets	596,203	511,829
Total liabilities and net assets	$1,269,601	$1,040,831

Eastern Maine Healthcare Systems

CONSOLIDATED STATEMENTS OF OPERATIONS

Years Ended September 28, 2013 and September 29, 2012

(in thousands of dollars)

	2013	2012
Net operating revenue	$1,026,518	$1,009,190
Operating expenses		
Salaries and employee benefits	609,505	578,085
Supplies and other	378,740	371,780
Total expenses	988,245	949,865
Income from operations	38,273	59,325
Investment gains and losses	10,067	1,167
Excess of revenue over expenses before discontinued operations	48,340	60,492
Discontinued operations	15,264	824
Excess of revenue over expenses before noncontrolling interest	63,604	61,316
Noncontrolling interest	(23)	3
Excess of revenue over expenses	$63,581	$63,319
Operating margin	3.73%	5.88%
Total margin	6.04%	6.06%
Reinvestment in clinical equipment, technological advancements, and facilities	$81,166	$39,975

member *contributions to our community*

ACADIA HOSPITAL

Community Health Improvement Services	$119,521
Health Professions Education	$315,985
Community Building Activities	$10,871
Community Benefit Operations	$196,000

TOTAL COMMUNITY BENEFIT: $12,382,245

Unrecoverable Interest Cost on funds used to subsidize state MaineCare/Medicaid underpayments of **$7.5M**	$677,422
Traditional Charity Care	$6,970,757
Unpaid Cost of Public Programs	
Medicare.	$4,091,689

PHILANTHROPY: $74,604

BLUE HILL MEMORIAL HOSPITAL

Community Health Improvement Services	$40,632
Community Building Activities	$33,722
Community Benefit Operations	$220,000

TOTAL COMMUNITY BENEFIT: $1,919,515

Unrecoverable Interest Cost on funds used to subsidize state MaineCare/Medicaid underpayments of **$1.4M**	$131,138
Traditional Charity Care	$1,170,416
Unpaid Cost of Public Programs	
Medicare	$323,607

PHILANTHROPY: $50,732

CHARLES A. DEAN MEMORIAL HOSPITAL

Community Health Improvement Services	$17,507
Community Benefit Operations:	$99,701
Unrecoverable Interest Cost on funds used to subsidize state MaineCare/Medicaid underpayments of **$1.3M**	$113,164

TOTAL COMMUNITY BENEFIT: $1,032,560

Traditional Charity Care	$376,499
Unpaid Cost of Public Programs	
Medicaid	$316,363
Medicare	$109,326

PHILANTHROPY: $483

EASTERN MAINE HOMECARE

Community Health Improvement Services	$175,724
Community Benefit Operations	$73,094

TOTAL COMMUNITY BENEFIT: $699,691

Traditional Charity Care	$14,213
Unpaid Cost of Public Programs	
Medicaid	$436,660

PHILANTHROPY: $278,338

EMHS

Community Health Improvement Services	$3,088,621
Health Professions Education	$36,311
Research	$164,139

TOTAL COMMUNITY BENEFIT: $3,853,324

Financial and In-Kind Contributions	$118,370
Community Building Activities	$29,221
Community Benefit Operations	$416,662

PHILANTHROPY: $65,879

EASTERN MAINE MEDICAL CENTER

Community Health Improvement Services	$1,591,038
Health Professions Education	$2,807,322
Subsidized Health Services	$68,132
Research	$1,699,547
Financial and In-Kind Contributions	$10,105

TOTAL COMMUNITY BENEFIT: $107,809,582

Community Benefit Operations	$1,689,000
Unrecoverable Interest Cost on funds used to subsidize state MaineCare/Medicaid underpayments of **$83.0M**	$7,516,293
Traditional Charity Care	$13,336,812
Unpaid Cost of Public Programs	
Medicaid	$48,237,121
Medicare	$30,854,212

PHILANTHROPY: $3,118,359

INLAND HOSPITAL

Community Health Improvement Services	$47,830
Health Professions Education	$281
Financial and In-Kind Contributions	$35,564
Community Building Activities	$38,219

TOTAL COMMUNITY BENEFIT: $9,682,000

Community Benefit Operations	$230,694
Unrecoverable Interest Cost on funds used to subsidize state MaineCare/Medicaid underpayments of **$12.6M**	$1,143,250
Traditional Charity Care	$1,515,322
Unpaid Cost of Public Programs	
Medicaid	$2,771,754
Medicare	$3,899,086

PHILANTHROPY: $660,747

ROSSCARE

Community Health Improvement Services	$14,755
Health Professions Education	$239

TOTAL COMMUNITY BENEFIT: $17,422

Community Building Activities	$428
Community Benefit Operations	$2,000

PHILANTHROPY: $3,898

SEBASTICOOK VALLEY HEALTH

Community Health Improvement Services	$333,899
Subsidized Health Services	$49,699
Research	$119,585
Community Building Activities	$4,500
Community Benefit Operations	$149,400

TOTAL COMMUNITY BENEFIT: $1,822,418

Unrecoverable Interest Cost on funds used to subsidize state MaineCare/Medicaid underpayments of **$1.9M**	$169,430
Traditional Charity Care	$932,717
Unpaid Cost of Public Programs	
Medicare	$63,188

THE AROOSTOOK MEDICAL CENTER

Community Health Improvement Services	$64,532
Community Building Activities	$1,567
Community Benefit Operations	$55,000

TOTAL COMMUNITY BENEFIT: $16,820,239

Unrecoverable Interest Cost on funds used to subsidize state MaineCare/Medicaid underpayments of **$12.3M**	$1,117,710
Traditional Charity Care	$1,849,705
Unpaid Cost of Public Programs	
Medicaid	$5,186,266
Medicare	$8,545,459

PHILANTHROPY: $80,265

EMHS TOTAL

Community Health Improvement Services	$5,494,059
Health Professions Education	$3,160,138
Subsidized Health Services·	$117,831
Research	$1,983,271
Financial and In-Kind Contributions.	$164,039
Community Building Activities.	$118,528
Community Benefit Operations	$3,131,551

TOTAL COMMUNITY BENEFIT:

$156,038,996

Unrecoverable Interest Cost on funds used to subsidize state MaineCare/Medicaid underpayments of **$120.0M**	$10,868,407
Traditional Charity Care	$26,166,441
Unpaid Cost of Public Programs	
Medicaid	$56,948,164
Medicare	$47,886,567

PHILANTHROPY: $4,333,305

EMHS
Access to Quality Healthcare℠

The right care,

At the right time,

In the right place.

Eastern Maine HomeCare

TAMC

● Caribou

● Presque Isle

Eastern Maine HomeCare

● Houlton

Charles A. Dean Memorial Hospital

● Greenville

Dirigo Pines Inn

EASTERN MAINE MEDICAL CENTER

EMHS FOUNDATION

Affiliated

● Orono

Acadia Hospital

Eastern Maine HomeCare

Rosscare

EASTERN MAINE MEDICAL CENTER

Affiliated

EMHS

Pittsfield ●

● Bangor

● Brewer

Inland Hospital

SVH

Blue Hill Memorial Hospital

Ellsworth ●

● Waterville

Blue Hill ●

Eastern Maine HomeCare

Mercy

VNA Home Health & Hospice

Affiliated

● Portland

Strategic Affiliates:
Houlton Regional Hospital
Millinocket Regional Hospital

FY 2013 -*EMHS by the numbers*

6

EMHS Hospitals named Healthcare's Most Wired by the American Hospital Association

2

Inpa

Out

Su

LIFEFLIGHT — EMHS AND CENTRAL MAINE HEALTHCARE

FISCAL YEAR 2013

Air Transports: **1132**

Ground Transports: **321**

Total Scene Calls: **256**

Scene Call Percentage of Total Air Transports: **22.6%**

Number of Towns Responded to for Scene Calls: **117**

HIGHEST REASON FOR TRANSPORT

Medical category with highest number of air transports:

Traumatic Injury

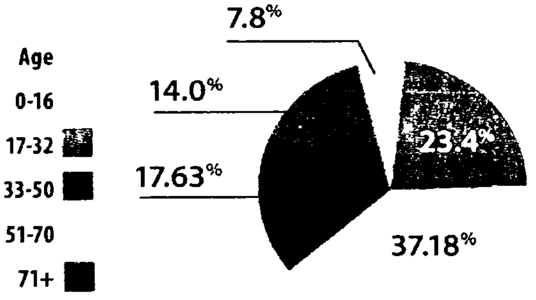
Traumatic Injury Transports:

233

Traumatic Injury % of total transports:

20.5%

AIR TRANSPORT PERCENTAGE BY AGE



LOADED AIR MILES

Patient transport air miles:

[illegible]

JOINT VENTURES

Penobscot Logistics Solutions: Warehousing

[illegible] Trucking

Med Comm: EMS dispatch and billing

Advanced Collections Services LLC: Collection service

LifeFlight — Partnership of EMHS and Central Maine Healthcare: Critical care transport

Rosscare Nursing Homes: Assisted living facilities

County Physical Therapy: Physical therapy services

Accountable care collaboration

7,214
Employees
(FTEs)

78,069
Emergency
Department
Visits

673
Long-term
Care Beds

4
U.S. Hospitals named
[illegible]

7
Integrated
Physician
Organization

713
Employed
Physicians

[illegible],097
Outpatient
Visits

7
Hospital
Members

533
EMMC Heart
[illegible]

4
Emergency
Transport
Members

389,438
Primary Care
Clinic Visits

[illegible]

2/3
of Maine
Served by
EMHS

[illegible]
[illegible]

9
Nursing Home
& Retirement
Communities

2,140
Births

4
[illegible] hospitals receive
Grade A safety score by
[illegible]

588
Staffed Acute
Care Beds

26,341
[illegible]

13
Joint
Ventures

HOMECARE, HOSPICE, & TELEHEALTH

52,786 Homecare visits

18,332 Telehealth visits

1.38 Million miles traveled

3,471 Patients

EMHS
Access to Quality Healthcare

EMHS MEMBERS

Acadia Hospital

Affiliated Healthcare Systems

Blue Hill Memorial Hospital

Charles A. Dean Memorial Hospital

Eastern Maine HomeCare

Eastern Maine Medical Center

EMHS Foundation

Inland Hospital

Mercy Hospital

Rosscare

Sebasticook Valley Health

TAMC

VNA Home Health Hospice

Healthcare services provide
Maine people with good jobs
even during hard times. The
12,000 EMHS employees
thank you for entrusting
your health to us.

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