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Form 990



Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter Social Security numbers on this form as it may be made public By law, the IRS generally cannot redact the information on the form

Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 07-01-2013, 2013, and ending 06-30-2014

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization

Baylor Regional Medical Center at Grapevine

Doing Business As

Number and street (or P O box if mail is not delivered to street address)Room/suite

2001 Bryan Street No 2200

City or town, state or province, country, and ZIP or foreign postal code

Dallas, TX 752013005

F Name and address of principal officer

Steve Newton

1650 W College

Grapevine, TX 76051

H(a) Is this a group return for subordinates?

☐ Yes☒ No

H(b) Are all subordinates included?

☐ Yes☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number

I Tax-exempt status

☒ 501(c)(3)☐ 501(c) ()

(Insert no)

☐ 4947(a)(1) or

☐ 527

J Website:

www.BaylorHealth.com

K Form of organization

☒ Corporation☐ Trust☐ Association☐ Other

L Year of formation

1981

M State of legal domicile

TX

Part I		Summary	
Activities & Governance	1	Briefly describe the organization's mission or most significant activities Faith based acute care hospital providing exemplary patient care to Grapevine, Texas and the surrounding communities	
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets	
	3	Number of voting members of the governing body (Part VI, line 1a)	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	
Revenue	5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	
	6	Total number of volunteers (estimate if necessary)	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	
	b	Net unrelated business taxable income from Form 990-T, line 34	
	8	Contributions and grants (Part VIII, line 1h)	
	9	Program service revenue (Part VIII, line 2g)	
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	
Expenses	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	
	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	
	14	Benefits paid to or for members (Part IX, column (A), line 4)	
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	
	b	Total fundraising expenses (Part IX, column (D), line 25) <input type="text" value="0"/>	
Net Assets or Fund Balances	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	
	19	Revenue less expenses Subtract line 18 from line 12	
	20	Total assets (Part X, line 16)	
	21	Total liabilities (Part X, line 26)	
	22	Net assets or fund balances Subtract line 21 from line 20	

Part II

Signature Block

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

Sign Here

Signature of officer

Date

Tern Foster VP Finance/CFO

Type or print name and title

Paid Preparer Use Only

Prnt/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name

Firm's EIN

Firm's address

Phone no

May the IRS discuss this return with the preparer shown above? (see instructions)

☐ Yes☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2013)

Part IIIStatement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1

Briefly describe the organization’s mission

Baylor Scott & White Health exists to serve all people by providing personalized health and wellness through exemplary care, education and research as a Christian ministry of healing

2

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

Yes

No

If "Yes," describe these new services on Schedule O

3

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

Yes

No

If "Yes," describe these changes on Schedule O

4

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

4a

(Code) (Expenses \$ 244,261,934 including grants of \$ 4,994,428) (Revenue \$ 325,603,827)

See Schedule OThe organization is comprised of two separately licensed hospitals Baylor Regional Medical Center at Grapevine (Baylor Grapevine) and Baylor Medical Center at Carrollton (Baylor Carrollton) The organization is affiliated with Baylor Scott & White Health (BSWH), a faith-based nationally acclaimed network of acute care hospitals and related health care entities providing quality patient care, medical education, medical research and other community services to the residents of North and Central Texas BSWH is the largest not-for-profit health care system in Texas, and one of the largest in the United States BSWH was formed from the 2013 combination of Baylor Health Care System and Scott & White Healthcare Baylor Grapevine is a faith-based, non-profit, 276-bed acute care hospital providing exemplary patient care to Grapevine, Texas and the surrounding communities Baylor Grapevine provides inpatient and outpatient medical services to treat individuals with diseases, illnesses and injuries of varying complexities Comprehensive services include all offerings typical of a quality acute care hospital with multidisciplinary interaction among physicians to help provide patients with innovative methods of prevention, diagnosis, treatment, education and support These services include comprehensive care for all stages of illness through all stages of life During the fiscal year, Baylor Grapevine admitted 11,501 patients resulting in 59,579 days of care, delivered 2,637 babies and received 39,553 emergency department visits Baylor Carrollton is a faith-based, non-profit, 216-bed acute care hospital providing exemplary patient care to the residents of Carrollton, Texas, and the surrounding communities Baylor Carrollton provides inpatient and outpatient medical services to treat individuals with diseases, illnesses and injunes of varying complexities Services include, but not limited to, asthma center, cardiac catheterization lab, clinical laboratory, comprehensive wound center, imaging services, vascular services lab, orthopedic services, oncology nurse navigator program, neurosurgery program, rehabilitation services, weight loss surgery support group and parent and family education classes During the fiscal year, Baylor Carrollton admitted 4,432 patients resulting in a total of 20,704 days of care, 1,059 babies were delivered and received 25,974 emergency department visits As part of its charitable mission, the organization is committed to providing free and/or subsidized care to both financially and medically indigent patients in the community During the year, the organization provided community benefits (as calculated in accordance with the State of Texas Statutory methodology) of \$28,667,033 The organization provided community benefits (as reported on the IRS Form 990, Schedule H) of \$15,765,286 during the tax year The Texas Annual Statement of Community Benefit Standard includes approximately \$17,592,626 of unreimbursed cost of Medicare that is not included in the IRS Form 990, Schedule H The organization is also committed to assisting with the preparation of future nurses at entry and advanced levels of the profession to establish a workforce of qualified nurses Through BSWH’s relationships with 15 North Texas schools of nursing, the organization maintains affiliations with schools of nursing During the fiscal year, the organization invested in training 238 nurses Total unreimbursed cost of these programs was \$529,125 Many times nursing graduates trained at Baylor Grapevine or Baylor Carrollton join the hospital’s staff or remain in the North Texas area to provide top quality nursing services to the community See schedule H for more information regarding these services and how Baylor Grapevine and Baylor Carrollton promotes the health of the communities

4b

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

4c

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

4d

Other program services (Describe in Schedule O)




















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

4e

Total program service expenses ▶ 244,261,934

Form 990 (2013)

Part IV Checklist of Required Schedules

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

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	287	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
1c		Yes	
2a		2,230	
2b		Yes	
3a		Yes	
3b		Yes	
4a			No
b			
5a			No
5b			No
5c			
6a			No
6b			
7			
7a			No
7b			
7c			No
7d			
7e			No
7f			No
7g			
7h			
8			
9			
9a			
9b			
10			
10a			
10b			
11			
11a			
11b			
12a			
12b			
13			
13a			
13b			
13c			
14a			No
14b			

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed▶
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶Terri Foster 1650 West College Street Grapevine, TX 76051 (817) 329-2555

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

Check if Schedule O contains a response or note to any line in this Part VII

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Paul Madeley MD Trustee	1 00 40 00	X						0	569,710	73,035
(2) George McClesky Trustee	1 00 7 00	X						0	0	0
(3) Ron Carter Trustee	1 00 10 00	X						0	1,086	0
(4) Roy Lamkin Chairman	1 00 10 00	X						0	1,534	0
(5) J Kent Newsome Trustee	1 00 7 00	X						0	0	0
(6) Walker Harman Trustee	1 00	X						0	3,305	0
(7) Amy Yeager Secretary	1 00 40 00			X				0	310,713	61,715
(8) Christopher York Chief Operating Officer	40 00			X				302,932	0	59,660
(9) Elizabeth Houser VP CNO	40 00			X				224,655	0	28,141
(10) Tern Foster VP Finance/CFO	40 00			X				300,314	0	25,890
(11) William Boyd Secretary	1 00 40 00			X				0	1,131,925	237,251
(12) Steve Newton President	40 00 1 00			X				462,105	241,018	170,704
(13) Michael Sanborn President	40 00				X			360,982	0	59,078
(14) Barbara Vaughn CNO/COO	40 00				X			172,154	0	24,427
(15) James McNatt VP Finance/Hosp. Fin. Off.	40 00				X			179,404	0	28,907
(16) Graciela Norales Director Pharmacy	40 00 40 00					X		127,613	38,233	21,090
(17) Sidney Phillips Director Pharmacy	40 00					X		149,727	0	29,123

Part VII

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization: 176

Section B. Independent Contractors

Section B. Independent Contractors

Form **990** (2013)

Part VIII

Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b					
	c	Fundraising events 1c					
	d	Related organizations 1d	365,907				
	e	Government grants (contributions) 1e					
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	6,453				
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f	372,360				
Program Service Revenue	2a	Patient Care	Business Code 621990	320,844,202	320,832,731	11,471	
	b	EHR Incentive	900099	3,029,715	3,029,715		
	c	Rent	531120	1,344,209	1,344,209		
	d	Shared Savings	900099	200,792	200,792		
	e	Education	611600	50,713	50,713		
	f	All other program service revenue		9,815	9,815		
	g	Total. Add lines 2a-2f	325,479,446				
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	5,546,049	124,381		5,421,668
4		Income from investment of tax-exempt bond proceeds					
5		Royalties	21,084			21,084	
6a		Gross rents	(i) Real	(ii) Personal			
		b	Less rental expenses				
		c	Rental income or (loss)				
		d	Net rental income or (loss)				
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
		b	Less cost or other basis and sales expenses				
		c	Gain or (loss)				
		d	Net gain or (loss)	14,601,585			14,601,585
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b		Less direct expenses	b				
c		Net income or (loss) from fundraising events					
9a		Gross income from gaming activities See Part IV, line 19	a				
b		Less direct expenses	b				
c		Net income or (loss) from gaming activities					
10a		Gross sales of inventory, less returns and allowances	a				
b		Less cost of goods sold	b				
c		Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code					
11a		Cafeteria/Vending	722210	715,563			715,563
b	Gift Shop/Retail	453220	283,960			283,960	
c							
d	All other revenue						
e	Total. Add lines 11a-11d		999,523				
12	Total revenue. See Instructions		347,020,047	325,592,356	11,471	21,043,860	

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☒

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	4,994,428	4,994,428		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4	Benefits paid to or for members.				
5	Compensation of current officers, directors, trustees, and key employees.	2,622,262		2,622,262	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7	Other salaries and wages.	89,773,364	89,260,639	512,725	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	2,858,143	2,832,507	25,636	
9	Other employee benefits.	10,994,662	10,931,340	63,322	
10	Payroll taxes.	6,529,234	6,490,011	39,223	
11	Fees for services (non-employees):				
a	Management.	131,896	131,896		
b	Legal.	95,944		95,944	
c	Accounting.	56,748		56,748	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	54,624,215	27,725,948	26,898,267	
12	Advertising and promotion.	272,993	179,700	93,293	
13	Office expenses.	2,680,433	2,387,964	292,469	
14	Information technology.	16,833,515	16,833,515		
15	Royalties.				
16	Occupancy.	14,218,048	9,829,960	4,388,088	
17	Travel.	95,284	67,688	27,596	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	113,731	112,242	1,489	
20	Interest.				
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	21,201,159	21,201,036	123	
23	Insurance.	85,171		85,171	
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a	Medical Supplies	46,078,464	46,078,464		
b	Non-Medical Supplies	3,257,312	3,234,691	22,621	
c	Recruiting	994,170	994,170		
d	Federal Income Tax	151		151	
e	All other expenses	1,714,564	975,735	738,829	
25	Total functional expenses. Add lines 1 through 24e.	280,225,891	244,261,934	35,963,957	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		34,536	1	33,930
	2	Savings and temporary cash investments		847,222	2	132,243
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		30,808,974	4	23,574,717
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net		1,842,099	7	415,288
	8	Inventories for sale or use		8,089,276	8	5,138,646
	9	Prepaid expenses and deferred charges		40,136	9	48,597
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a310,322,421			
	b	Less accumulated depreciation	10b124,846,953	278,511,095	10c	185,475,468
	11	Investments—publicly traded securities		265,611,746	11	353,511,339
	12	Investments—other securities See Part IV, line 11			12	
	13	Investments—program-related See Part IV, line 11		1,250,000	13	1,250,000
	14	Intangible assets		13,128,356	14	0
	15	Other assets See Part IV, line 11		1,699,732	15	1,611,514
	16	Total assets. Add lines 1 through 15 (must equal line 34)		601,863,172	16	571,191,742
Liabilities	17	Accounts payable and accrued expenses		23,096,862	17	5,706,409
	18	Grants payable			18	
	19	Deferred revenue		2,120,014	19	1,924,510
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties		58,529,630	23	0
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		425,131	25	0
	26	Total liabilities. Add lines 17 through 25		84,171,637	26	7,630,919
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		516,120,155	27	561,949,309
	28	Temporarily restricted net assets		1,571,380	28	1,348,010
	29	Permanently restricted net assets			29	263,504
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		517,691,535	33	563,560,823
	34	Total liabilities and net assets/fund balances		601,863,172	34	571,191,742

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	347,020,047
2	Total expenses (must equal Part IX, column (A), line 25)	2	280,225,891
3	Revenue less expenses Subtract line 2 from line 1	3	66,794,156
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	517,691,535
5	Net unrealized gains (losses) on investments	5	17,136,704
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-38,061,572
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	563,560,823

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

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

SCHEDULE A

(Form 990 or 990EZ)

Department of the
Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**
▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization Baylor Regional Medical Center at Grapevine	Employer identification number 75-1777119
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Part I

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

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

1	<input type="checkbox"/>	A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
2	<input type="checkbox"/>	A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
3	<input checked="" type="checkbox"/>	A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
4	<input type="checkbox"/>	A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state _____
5	<input type="checkbox"/>	An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
6	<input type="checkbox"/>	A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
7	<input type="checkbox"/>	An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
8	<input type="checkbox"/>	A community trust described in section 170(b)(1)(A)(vi) (Complete Part II)
9	<input type="checkbox"/>	An organization that normally receives (1) more than 33 ¹ / ₃ % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 ¹ / ₃ % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2). (Complete Part III)
10	<input type="checkbox"/>	An organization organized and operated exclusively to test for public safety See section 509(a)(4).
11	<input type="checkbox"/>	An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h a <input type="checkbox"/> Type I b <input type="checkbox"/> Type II c <input type="checkbox"/> Type III - Functionally integrated d <input type="checkbox"/> Type III - Non-functionally integrated
e	<input type="checkbox"/>	By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
f	<input type="checkbox"/>	If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
g	<input type="checkbox"/>	Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons? (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? (ii) A family member of a person described in (i) above? (iii) A 35% controlled entity of a person described in (i) or (ii) above?
h	<input type="checkbox"/>	Provide the following information about the supported organization(s)

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

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

Part II

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

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage						
14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))		14				
15 Public support percentage for 2012 Schedule A, Part II, line 14		15				
16a 33 1/3% support test—2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						▶
b 33 1/3% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						▶
17a 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
b 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions						▶

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

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage		
15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
b 33 1/3% support tests—2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶		

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Return Reference	Explanation	
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SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527
▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

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

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

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

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

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

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

Name of the organization Baylor Regional Medical Center at Grapevine	Employer identification number 75-1777119
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

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

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

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No
4a	Was a correction made?	<input type="checkbox"/> Yes <input type="checkbox"/> No
b	If "Yes," describe in Part IV	

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

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

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

Part II-A

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

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

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

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B

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

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	Yes		
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?		No	
e	Publications, or published or broadcast statements?		No	
f	Grants to other organizations for lobbying purposes?	Yes		6,254
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		74,063
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i	Other activities?		No	
j	Total. Add lines 1c through 1i.			80,317
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A

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

	Yes	No
1		
2		
3		

Part III-B

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

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

Part IV

Supplemental Information

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

Return Reference	Explanation
Part II-B, Line 1	Statement Regarding Legislative Activity Health care policy is critical to all Americans, and Baylor Regional Medical Center at Grapevine ("BRMCG") believes that health care providers must participate in forming health care policy by interacting with national, state and local representatives and their staff members to help them better understand the complexities and ramifications of key health care policies including, without limitation, those related to uninsured and indigent patient needs as well as the legislative and regulatory needs to assure the delivery of cost-efficient, quality health care. BRMCG has established relationships with persons and industry associations that often communicate BRMCG's positions on major health care issues. These contacts may include direct contact, telephone conversations and/or letters. Also, BRMCG may attempt to educate the local community on certain legislative initiatives that may impact BRMCG's ability to provide quality health care services to the community through direct mailings, media advertising or broadcast statements. The amount of resources (time and money) involved in these activities is insubstantial. BRMCG has not intervened in any political campaign.

Part IV	Supplemental Information <i>(continued)</i>
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[illegible]

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b**
▶ **Attach to Form 990.** ▶ **See separate instructions.** ▶ **Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization Baylor Regional Medical Center at Grapevine	Employer identification number 75-1777119
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Part I

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

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

Part II

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

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2

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

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3

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

4

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

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

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

7

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

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

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

Part III

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

1a

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b

Assets included in Form 990, Part X

▶ \$ _____

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

Cat No 52283D

Schedule D (Form 990) 2013

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

- 3

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

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other
- 4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5

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

☐ Yes

☐ No

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

- 1a

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

☐ Yes

☐ No
- b

If "Yes," explain the arrangement in Part XIII and complete the following table
- c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	
- 2a

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

☐ Yes

☐ No
- b

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

☐

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

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	0				
b Contributions	263,504				
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	263,504				

- 2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as
- a

Board designated or quasi-endowment

0 %

b

Permanent endowment

100 000 %

c

Temporarily restricted endowment

The percentages in lines 2a, 2b, and 2c should equal 100%
- 3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- (i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

b

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

3b

Yes

4

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

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		3,687,516		3,687,516
b Buildings		237,198,777	66,449,186	170,749,591
c Leasehold improvements				
d Equipment		69,436,128	58,397,767	11,038,361
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				185,475,468

Schedule D (Form 990) 2013

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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

Part XIII Supplemental Information

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

Return Reference	Explanation
Part V, Line 4	The Baylor Health Care System Foundation endowments provide support for the activities and purposes of Baylor Health Care System and its affiliated entities (collectively, "BHCS"). They enable BHCS to advance its medical objective and mission, including sponsorship of patient care, research, and educational and training programs.
Part X, Line 2	The filing organization does not have separate individual audited financial statements, however, the organization is included in Baylor Health Care System's combined audited financial statements (System). The System follows the provisions of ASC 740 "Income Taxes." As of June 30, 2014 and 2013, the System had no material gross unrecognized tax benefits.

[illegible]

SCHEDULE H
(Form 990)

Hospitals

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

► Information about Schedule H (Form 990) and its instructions is at *www.irs.gov/form990*.

Name of the organization
Baylor Regional Medical Center at Grapevine

Employer identification number
75-1777119

Part I

Financial Assistance and Certain Other Community Benefits at Cost

		Yes	No	
1a	Did the organization have a financial assistance policy during the tax year? If "No," skip to question 6a	1a	Yes	
b	If "Yes," was it a written policy?	1b	Yes	
2	If the organization had multiple hospital facilities, indicate which of the following best describes application of the financial assistance policy to its various hospital facilities during the tax year <input checked="" type="checkbox"/> Applied uniformly to all hospital facilities <input type="checkbox"/> Applied uniformly to most hospital facilities <input type="checkbox"/> Generally tailored to individual hospital facilities			
3	Answer the following based on the financial assistance eligibility criteria that applied to the largest number of the organization's patients during the tax year a Did the organization use Federal Poverty Guidelines (FPG) as a factor in determining eligibility for providing <i>free</i> care? If "Yes," indicate which of the following was the FPG family income limit for eligibility for <i>free</i> care <input type="checkbox"/> 100% <input type="checkbox"/> 150% <input checked="" type="checkbox"/> 200% <input type="checkbox"/> Other _____ % b Did the organization use FPG as a factor in determining eligibility for providing <i>discounted</i> care? If "Yes," indicate which of the following was the family income limit for eligibility for discounted care <input type="checkbox"/> 200% <input type="checkbox"/> 250% <input type="checkbox"/> 300% <input type="checkbox"/> 350% <input type="checkbox"/> 400% <input checked="" type="checkbox"/> Other _____ 50000 0000000000 % c If the organization used factors other than FPG in determining eligibility, describe in Part VI the income based criteria for determining eligibility for free or discounted care Include in the description whether the organization used an asset test or other threshold, regardless of income, as a factor in determining eligibility for free or discounted care 4 Did the organization's financial assistance policy that applied to the largest number of its patients during the tax year provide for free or discounted care to the "medically indigent"?	3a	Yes	
5a	Did the organization budget amounts for free or discounted care provided under its financial assistance policy during the tax year?	3b	Yes	
b	If "Yes," did the organization's financial assistance expenses exceed the budgeted amount?	4	Yes	
c	If "Yes" to line 5b, as a result of budget considerations, was the organization unable to provide free or discounted care to a patient who was eligible for free or discounted care?	5a	Yes	
6a	Did the organization prepare a community benefit report during the tax year?	5b		No
b	If "Yes," did the organization make it available to the public?	5c		
	Complete the following table using the worksheets provided in the Schedule H instructions Do not submit these worksheets with the Schedule H	6a	Yes	
		6b	Yes	

7

Financial Assistance and Certain Other Community Benefits at Cost

Financial Assistance and Means-Tested Government Programs	(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community benefit expense	(d) Direct offsetting revenue	(e) Net community benefit expense	(f) Percent of total expense
a Financial Assistance at cost (from Worksheet 1)			14,424,655	8,252,899	6,171,756	2 200 %
b Medicaid (from Worksheet 3, column a)			13,845,510	11,836,117	2,009,393	0 720 %
c Costs of other means-tested government programs (from Worksheet 3, column b)			10,607	0	10,607	0 %
d Total Financial Assistance and Means-Tested Government Programs			28,280,772	20,089,016	8,191,756	2 920 %
Other Benefits						
e Community health improvement services and community benefit operations (from Worksheet 4)			1,497,604	4,099	1,493,505	0 530 %
f Health professions education (from Worksheet 5)			517,426	0	517,426	0 180 %
g Subsidized health services (from Worksheet 6)			71,166	0	71,166	0 030 %
h Research (from Worksheet 7)						
i Cash and in-kind contributions for community benefit (from Worksheet 8)			5,494,338	2,905	5,491,433	1 960 %
j Total Other Benefits			7,580,534	7,004	7,573,530	2 700 %
k Total . Add lines 7d and 7j			35,861,306	20,096,020	15,765,286	5 620 %

Part IICommunity Building Activities

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

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

Part IIIBad Debt, Medicare, & Collection Practices

Section A. Bad Debt Expense

1

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

1

Yes

No

2

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

2

33,020,822

3

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

3

0

4

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

Section B. Medicare

5

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

5

59,964,629

6

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

6

81,261,487

7

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

7

-21,296,858

8

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

Section C. Collection Practices

9a

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

9a

Yes

No

b

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

9b

Yes

No

Part IVManagement Companies and Joint Ventures

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

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

Section A. Hospital Facilities

Name, address, primary website address,
and state license number

Schedule H (Form 990) 2013

Part V Facility Information (continued)

Section B. Facility Policies and Practices

(Complete a separate Section B for each of the hospital facilities or facility reporting groups listed in Part V, Section A)
Baylor Regional Med Cntr at Grapevine

Name of hospital facility or facility reporting group

If reporting on Part V, Section B for a single hospital facility only: line number of hospital facility (from Schedule H, Part V, Section A)

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

Part V

Facility Information (continued)

Financial Assistance Policy		Yes	No		
9 Did the hospital facility have in place during the tax year a written financial assistance policy that Explained eligibility criteria for financial assistance, and whether such assistance includes free or discounted care?		9	Yes		
10 Used federal poverty guidelines (FPG) to determine eligibility for providing <i>free</i> care? If "Yes," indicate the FPG family income limit for eligibility for free care <u>200 00000000000000</u> % If "No," explain in Part VI the criteria the hospital facility used		10	Yes		
11 Used FPG to determine eligibility for providing <i>discounted</i> care? If "Yes," indicate the FPG family income limit for eligibility for discounted care <u>500 00000000000000</u> % If "No," explain in Part VI the criteria the hospital facility used		11	Yes		
12 Explained the basis for calculating amounts charged to patients? If "Yes," indicate the factors used in determining such amounts (check all that apply)		12	Yes		
a <input checked="" type="checkbox"/> Income level					
b <input checked="" type="checkbox"/> Asset level					
c <input checked="" type="checkbox"/> Medical indigency					
d <input type="checkbox"/> Insurance status					
e <input type="checkbox"/> Uninsured discount					
f <input checked="" type="checkbox"/> Medicaid/Medicare					
g <input checked="" type="checkbox"/> State regulation					
h <input type="checkbox"/> Residency					
i <input checked="" type="checkbox"/> Other (describe in Part VI)					
13 Explained the method for applying for financial assistance?		13	Yes		
14 Included measures to publicize the policy within the community served by the hospital facility? If "Yes," indicate how the hospital facility publicized the policy (check all that apply)		14	Yes		
a <input checked="" type="checkbox"/> The policy was posted on the hospital facility's website					
b <input type="checkbox"/> The policy was attached to billing invoices					
c <input type="checkbox"/> The policy was posted in the hospital facility's emergency rooms or waiting rooms					
d <input type="checkbox"/> The policy was posted in the hospital facility's admissions offices					
e <input type="checkbox"/> The policy was provided, in writing, to patients on admission to the hospital facility					
f <input checked="" type="checkbox"/> The policy was available upon request					
g <input checked="" type="checkbox"/> Other (describe in Part VI)					
Billing and Collections					
15 Did the hospital facility have in place during the tax year a separate billing and collections policy, or a written financial assistance policy (FAP) that explained actions the hospital facility may take upon non-payment?		15	Yes		
16 Check all of the following actions against an individual that were permitted under the hospital facility's policies during the tax year before making reasonable efforts to determine the individual's eligibility under the facility's FAP					
a <input type="checkbox"/> Reporting to credit agency					
b <input type="checkbox"/> Lawsuits					
c <input type="checkbox"/> Liens on residences					
d <input type="checkbox"/> Body attachments					
e <input type="checkbox"/> Other similar actions (describe in Section C)					
17 Did the hospital facility or an authorized third party perform any of the following actions during the tax year before making reasonable efforts to determine the individual's eligibility under the facility's FAP?				17	No
If "Yes," check all actions in which the hospital facility or a third party engaged					
a <input type="checkbox"/> Reporting to credit agency					
b <input type="checkbox"/> Lawsuits					
c <input type="checkbox"/> Liens on residences					
d <input type="checkbox"/> Body attachments					
e <input type="checkbox"/> Other similar actions (describe in Section C)					

Part V Facility Information *(continued)*

- 18** Indicate which efforts the hospital facility made before initiating any of the actions listed in line 17 (check all that apply)
- a** ☒ Notified individuals of the financial assistance policy on admission
 - b** ☐ Notified individuals of the financial assistance policy prior to discharge
 - c** ☒ Notified individuals of the financial assistance policy in communications with the individuals regarding the individuals' bills
 - d** ☒ Documented its determination of whether individuals were eligible for financial assistance under the hospital facility's financial assistance policy
 - e** ☐ Other (describe in Section C)

Policy Relating to Emergency Medical Care

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

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

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

Part V Facility Information *(continued)*

Section C. Supplemental Information for Part V, Section B. Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

[illegible]

Part V

Facility Information *(continued)*

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

How many non-hospital health care facilities did the organization operate during the tax year? **13**

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

Part VI

Supplemental Information

Provide the following information

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

Form and Line Reference	Explanation
Part I, Line 3c	and Line 3b In addition to providing free care to financially indigent patients at 200% of the federal poverty guidelines ("FPG"), the organization provides discounted care to the medically indigent which is based on both the FPG (up to 500%) and the percentage of the patient's total bills from all providers in relation to the patient's annual income Pursuant to the charity care policy, a patient's total balance due will not exceed 10% of total annual income if the patient qualifies as medically indigent The organization also provides discounted care to those individuals whose amount of total bills, after all payments from third parties, exceeds 50% of the patient's annual income (regardless of the level of income) if the patient is unable to pay the remaining bill

Form and Line Reference	Explanation
Part I, Line 6a	The organization prepares and files an Annual Report of Community Benefit Plan with the Texas Department of State Health Services. This report is made available through the organization's website at www.baylorhealth.com .

Form and Line Reference	Explanation
Part I, Line 7	A ratio of patient care cost to charges, as determined in Worksheet 2, was used to report the amounts in Part I, Lines 7a - 7d. For amounts reported on lines 7e - 7k, actual expenses for each community benefit activity are tracked and reported using both community benefit software and/or the organization's cost accounting system. Part I, Line 7b, Column (d) Includes payments from the State 1115 Waiver Medicaid Program for uncompensated care, which funds are to be used to expand indigent care. Part I, Line 7i, Column (c) Includes charity care payments of \$5,381,014 that are made directly to or on the behalf of a local public hospital and/or other nonprofit organizations for the treatment of indigent patients of those organizations.

Form and Line Reference	Explanation
Part I, Ln 7 Col(f)	The amount of bad debt expense included on Form 990, Part IX, line 25, but removed for Schedule H, Part I, Line 7, Column (f) totaled \$0

Form and Line Reference	Explanation
Part III, Line 4	<p>As stated in the combined audited financial statements, the organization maintains allowances for uncollectible accounts for estimated losses resulting from a payor's inability to make payments on accounts. The organization assesses the reasonableness of the allowance account based on the historical write-offs, cash collections, the aging of the accounts and other economic factors. Accounts are written off when collection efforts have been exhausted. Management continually monitors and adjusts its allowance associated with its receivable. Bad debt does not include amounts for patients who are known to qualify under the organization's charity care policy. The amount of bad debt attributable to patient's accounts is net of contractual allowance, payments received and recoveries of bad debt previously written off. The Organization has entered zero on Schedule H, Part III, Line 3, however, based on prior experience and certain demographics and other information obtained during admission, the organization believes a portion of the bad debt expenses (estimated to range from 1-5%) would be attributable to patients that would otherwise qualify for charity care. Despite all of the effort and ways the organization educates patients about qualifying for its charity care program as demonstrated in Part VI, question 3 below, many uninsured patients either refuse or fail to complete a charity care application or provide sufficient information at the time of admission, during their stay or after being discharged to qualify for assistance under the organization's charity care policy.</p>

Form and Line Reference	Explanation
Part III, Line 8	<p>The amount reported on Part III, Section B, line 7 was calculated in accordance with the Schedule H instructions utilizing the organization's allowable cost reported in the Medicare cost report based on a cost to charge ratio. However, the allowable costs in the Medicare cost report do not reflect the actual cost of providing care to patients since the Medicare cost report excludes many direct patient care costs that are essential to providing quality care to these patients. For example, certain coverage fees to physicians, cost of Medicare C and D, and other similar direct patient care expenses are specifically excluded as allowable cost in the cost reports. Using the same methodology to calculate the unreimbursed cost of providing charity care and Medicaid (using applicable Schedule H Worksheets) would result in a shortfall of \$26,031,553, which is \$4,734,695 higher than the shortfall reported on Part III, Section B, Line 7. The organization believes that all of the shortfall should be considered as a community benefit for the following reasons. First, the IRS Community Benefit Standard includes the provision of care to the elderly and Medicare patients. IRS Revenue Ruling 69-545 provides, in part, that hospitals serving patients with governmental health benefits, including for example Medicare, is an indication that the hospital operates for the promotion of health in the community. Second, the organization provides care to Medicare patients regardless of this shortfall, i.e., loss, and thereby relieves the state and federal government of the burden of paying the full cost for the care of Medicare beneficiaries. Medicare does not provide sufficient reimbursement to cover the entire cost of providing care to these patients causing the organization to use other surplus funds to cover the shortfall. It is expected that reimbursement under the Medicare program will continue to decline and therefore may further limit access to care due to the anticipated reduction of participating Medicare providers in the community. As a result, the care for these patients will likely increase at, and rest on the shoulders of, nonprofit hospitals or county hospital districts. Third, many of the Medicare participants have low fixed incomes and therefore would qualify for charity care or other means tested government programs absent being enrolled in the Medicare program. Fourth, Texas nonprofit hospitals must provide a minimum level of community benefit in order to obtain exemption from state and local taxes. According to the current Texas Health and Safety Code, the unreimbursed cost of Medicare is considered to be a community benefit in determining these state statutory requirements as it helps relieve a governmental burden of providing this care that would otherwise be provided through the county hospital system in Texas.</p>

Form and Line Reference	Explanation
Part III, Line 9b	The organization's debt collection policy and procedures prohibit any collection efforts for the portion of the patient account balance that qualifies for financial assistance under the organization's charity care policy. For any remaining balances due, the same collection policy and procedures are applied equally to all patient types.

Form and Line Reference	Explanation
Part VI, Line 2	During the fiscal year ending June 30, 2013, the Organization conducted a Community Health Needs Assessment (CHNA) to assess the health care needs of the community for each of its licensed hospital facilities and developed an implementation strategy to address the needs identified in the CHNAs. The CHNAs were conducted in accordance with state and federal guidelines including Internal Revenue Code Section 501(r) and the Texas Health and Safety Code Section 311. These CHNAs and implementation strategies have been made widely available to the public and are located on the Organizations website at the following address: www.BaylorHealth.com/Community

Form and Line Reference	Explanation
Part VI, Line 3	The organization is committed to promoting health in the community including providing or finding financial assistance programs to assist patients. Patients who may qualify for financial assistance through the organization's charity care program or other federal, state and local government programs are informed and educated about their eligibility in several ways including, but not limited to, the following: 1) posting signs and notices regarding the charity care policy in the emergency departments, admitting areas and business offices located throughout the organization, 2) annual posting regarding the organization's charity care program in the local newspapers, 3) information regarding financial assistance, including the organization's charity care policy, is posted on the organization's website, 4) notices about the organization's financial assistance policies are posted on each bill sent to patients including providing a phone number to access the customer service unit dedicated to answering patients billing questions, as well as provide information regarding financial assistance, and 5) the organization provides free financial counselors to help patients determine how to meet their financial obligations for services provided. Specifically financial counselors assist patients in applying for government assistance programs such as Medicaid or the organization's charity care program. Any patient may request to speak to a financial counselor when being treated at the organization. Uninsured patients who are admitted to the hospital will automatically receive help from a financial counselor. These services are provided in writing and through interpretation services in the primary language of the patient requesting assistance. Though the most often needed alternate language is Spanish, the organization can accommodate multiple languages including American Sign Language.

Form and Line Reference	Explanation
Part VI, Line 4	<p>The Organization has two licensed hospitals and each hospitals community is defined and summarized below. Additional information regarding the community can also be found in each of the hospitals community health needs assessment and implementation strategy located on the organizations website at www.BaylorHealth.com/Community. Baylor Regional Medical Center at Grapevine (Baylor Grapevine) is located in Tarrant County and its total service area includes zip codes primarily from the urban/suburban areas of Tarrant, Denton and Dallas counties covering more than 783,000 residents. The average household income is \$94,463 with 4.7 percent living below the federal poverty level. Additionally, 9.2 percent is uninsured and 9.0 percent of the population is enrolled in Medicaid. There are three designated medically underserved areas in the Baylor Grapevine service area. In addition to Baylor Grapevine, there are 11 other hospitals providing hospital care to the service area. Baylor Medical Center at Carrollton (Baylor Carrollton) is located in Denton County and its total service area includes zip codes primarily from the urban/suburban areas of Carrollton, Dallas, Frisco and Lewisville covering more than 592,000 residents. The average household income is \$90,884 with 4.7 percent living below the federal poverty level. Additionally, 10.2 percent is uninsured and 11.3 percent of the population is enrolled in Medicaid. There are no designated medically underserved areas in the Baylor Carrollton service area. In addition to Baylor Carrollton, there are eight other hospitals providing hospital care to the service area.</p>

Form and Line Reference	Explanation
Part VI, Line 5	<p>With the oversight of an independent volunteer community board and Baylor Scott & White Hospitals, the organization's parent, the organization, including both the Baylor Grapevine and Baylor Carrollton hospitals, has promoted health and benefited the community by providing exemplary health care, medical education, research and other community services. The organization's governing body is comprised of volunteer community representatives that provide leadership and governance for the organization. The members of the governing body contribute their wisdom, insights, and expertise to ensure the organization is fulfilling its mission and charitable purpose while providing efficient administrative support services and direction for the System. The members are well respected residents and/or own businesses in the organization's primary or secondary service area and understand the needs of the community. The medical staff of the organization is open to all physicians in the community who meet membership and clinical privileges requirements. Surplus funds are continuously utilized to maintain access to limited patient services or expand access points of care to patients throughout the community including, but not limited to, the following. The Organization provides financial assistance in the form of charity care to patients who are indigent and satisfy certain requirements. Additionally, the Organization is committed to treating patients who are eligible for means tested government programs such as Medicaid and other government sponsored programs including Medicare, which is provided regardless of the reimbursement shortfall, and thereby relieves the state and federal government of the burden of paying the full cost of care for these patients. Often, patients are unaware of the federal, state and local programs open to them for financial assistance, or they are unable to access them due to the cumbersome enrollment process required to receive these benefits. The Organization offers assistance in enrollment to these government programs or extends financial assistance in the form of charity care through the Organization's Financial Assistance Policy which can be located on the Organization's website at BaylorHealth.com/FinancialAssistance. Baylor Grapevine operates an emergency department accepting all patients without the regard for their ability to pay. The emergency department provides coverage 24 hours a day, seven days a week. The expanded 23,000 square foot facility is equipped with bedside check-in and triage, and advanced scanning equipment to speed a patient's diagnosis and treatment. Baylor Grapevine's involvement goes beyond the operating room and the patient floors, and reaches out to our community by way of treatment and prevention through events focused on community health education about chronic disease and issues related to maintaining a healthy lifestyle. These events include an annual Women's Health Day, Men's Health Day, the Southlake Senior Center Health Fairs, and numerous health educational programs. At these events, staff and physicians donate their time to educate the public on various health-related preventive measures and healthy lifestyle choices. Medical education is a crucial part of the Baylor Grapevine's mission. During a nurses training, clinical skills and professional competencies are developed to provide the nurse with the ability to take on increasing responsibility for patient care. Quality teaching programs add many dimensions to Baylor Grapevine's ability to serve patients. During the year, Baylor Grapevine provided education for nursing students from across the Dallas Fort Worth Metroplex to help improve the level of medical care for the entire community. Teaching programs also aid attending teaching nurse staff in keeping their own knowledge current. Upon completion of their education programs at Baylor Grapevine, many nurses remain in North Texas, providing a continuous supply of well-trained medical professionals for the region. Baylor Carrollton is committed to promoting an environment of wellness in its community and coaches residents to intentionally adopt healthier lifestyles to reduce the number of deaths associated with chronic disease. Throughout the year Baylor Carrollton offers free preventive health services to the community such as health screenings, health fairs, immunizations and community education. These efforts are targeted to meet the community health needs identified in the community health needs assessment conducted by the hospital. Baylor Carrollton provides a broad spectrum of medical and health care services to the North Dallas community. The medical staff comprises over five hundred physicians representing more than fifty specialties. Baylor Carrollton provides comprehensive diagnostic, surgical, and medical care for inpatients and outpatients, as well as 24-hour emergency care. Baylor Carrollton's emergency department is designated as an accredited chest</p>

Form and Line Reference	Explanation
Part VI, Line 5	pain center and the Hospital is accredited by the Joint Commission, the nation's oldest and largest hospital accreditation agency Baylor Carrollton is also committed to assisting with the preparation of future nurses at entry and advanced levels of the profession to establish a workforce of qualified nurses Through Baylor Scott & White's relationships with fifteen North Texas schools of nursing, Baylor Carrollton maintains affiliations with schools of nursing In the fiscal year ending June 30, 2014, the Hospital invested in training 62 nurses Total unreimbursed cost of these programs was \$56,465 Many times nursing graduates trained at Baylor Carrollton join the hospital's staff or remain in the North Texas area to provide top quality nursing services to the community

Form and Line Reference	Explanation
Part VI, Line 6	<p>The organization is affiliated with Baylor Scott & White Health, a faith based nationally acclaimed network of acute care hospitals and related health care entities providing quality patient care, medical education, medical research and other community services to the communities of North and Central Texas. Baylor Scott & White Health is the largest not-for-profit health care system in Texas, and one of the largest in the United States. Baylor Scott & White Health was formed from the 2013 combination of Baylor Health Care System and Scott & White Healthcare. Known for exceptional patient care for more than a century, the two organizations serve adjacent regions of Texas and operate on a foundation of complementary values and similar missions. Baylor Scott & White Health includes 43 hospitals, more than 500 patient care sites, more than 6,000 affiliated physicians, 35,000 employees and the Scott & White Health Plan. The System exists to serve all people through exemplary health care, education, research and community service. Community benefits are provided through the provision of charity care, governmental sponsored programs (such as Medicaid and Medicare), medical research, medical education, community health improvement services, donations to other nonprofit health care providers, and many other community service activities. During the year, the affiliated nonprofit hospitals reported community benefits (as reported to the Texas Department of State Health Services, and in accordance with the State of Texas Statutory methodology) in excess of \$701,800,000. The System's nonprofit hospitals provided community benefits (as reported on the IRS Form 990, Schedule H) in excess of \$357,480,000 during the tax year. The Texas Annual Statement of Community Benefit Standard includes approximately \$274,860,000 of unreimbursed cost of Medicare that is not included in the IRS Form 990, Schedule H. The System is comprised of separate legal entities including philanthropic foundations, a research institute, a physician network, acute care hospitals, short-stay hospitals, specialty hospitals, ambulatory surgery centers, a health plan and other health care providers all which fall under the common control of Baylor Scott & White Holdings. Under the guidance of an independent community board, the System follows one single mission, vision and values focusing on quality patient centered care while meeting the demands of health care reform, the changing needs of patients and extraordinary recent advances in clinical care. As part of the System, certain affiliates make grants and/or contributions to other related nonprofit affiliates to help financially support and/or fund worthy community benefits activities. The System has also established a patient transfer system among the affiliated hospitals allowing patients needing a particular level of care to be transferred as needed to a related hospital that can provide that service in an efficient and effective manner. As part of the System, all hospitals and other affiliated health care providers are required to adhere to high standards for medical quality, patient safety and patient satisfaction. These standards are set forth by Baylor Scott & White Holdings, the organization's parent, which helps ensure consistency across the System.</p>

Form and Line Reference	Explanation
Part VI, Line 7, Reports Filed With States	TX

Additional Data

Software ID:
Software Version:
EIN: 75-1777119
Name: Baylor Regional Medical Center at Grapevine

Section C. Supplemental Information for Part V, Section B.Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
Part V, Section B	Facility Reporting Group A

Section C. Supplemental Information for Part V, Section B.Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
Facility Reporting Group A consists of	- Facility 1 Baylor Regional Med Cntr at Grapevine, - Facility 2 Trinity MC, LLC dba Baylor Med Cntr at

Section C. Supplemental Information for Part V, Section B. Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
Facility 1 - - Baylor Regional Med Cntr at Grapevine Part V, Section B, line 3	<p>Creating healthy communities requires a high level of mutual understanding and collaboration with community individuals and partner groups. The development of the community health needs assessment brought together information from community health leaders and providers along with local residents for the purposes of researching, prioritizing and documenting the community health needs for the geographies served by the hospital facility. As an affiliate of Baylor Health Care System (BHCS), the hospital facility conducted its community health needs assessment with the assistance and direction of BHCS and the guidance of the BHCS Community Benefit Committee. The mission and role of the BHCS Community Benefit Committee is to assist the BHCS Board of Trustees in setting direction, identifying priorities, and monitoring performance in mission and vision integration into community benefits across the BHCS hospital system. The Committee is comprised of trustees (current System and community board members) and other community representatives appointed by the BHCS board of trustees. The hospital facility's community health needs assessment brings together information from a variety of sources. This assessment consolidates information from recent community health needs assessments conducted for the Texas Regional Healthcare Partnerships, the Dallas County Community Health Needs Assessment and the Consumer Health Report conducted by the National Research Corporation (NRC) for the hospital facility. Members from Baylor Health Care System participated in the development of these reports with other health care providers, community groups and others throughout the Dallas/Fort Worth Metroplex. These reports used a variety of methods to gather and assess the community including, but not limited to, surveys, meetings, and interviews. The hospital has also fostered continued community participation and outreach activities through membership in the Dallas Fort Worth Hospital Council. They have used data from this collaboration of health care providers, including data that served as the basis for this CHNA. This data drawn from a variety of local, state and federal sources represents the most recent evaluation of Dallas/Fort Worth residents' health status and the assets available to the community for improving health. In addition, data was drawn from the Healthy North Texas website (www.healthytexas.org), which was created under the direction of the Dallas Fort Worth Hospital Council Foundations Community Health Collaborative. The website features data regarding overall population health. It boasts more than 100 local health indicators that can be compared across other Texas regions and the nation. The information can be used to expose crucial health concerns in North Texas, including incidents of diabetes, breast cancer and suicide. The site also has a database of information detailing ways to combat these health ailments. Sponsors of the site include Blue Cross Blue Shield of Texas, Communities Foundation of Texas, HCA North Texas, JPS Health Network, Methodist Health System, Texas Health Resources, University of North Texas Health Science Center and Baylor Health Care System. More detailed information can be found in the hospital community health needs assessment and community benefit plan located at the following website: http://www.baylorhealth.com/About/Community/Assessments/Pages/Default.aspx</p>

Section C. Supplemental Information for Part V, Section B.Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
Facility 1 -- Baylor Regional Med Cntr at Grapevine Part V, Section B, line 4	As an affiliate of Baylor Health Care System, the hospital facility conducted its community health needs assessment with other related hospital facilities and with the assistance and direction of Baylor Health Care System. These related hospital facilities included the following: Baylor University Medical Center, Baylor All Saints Medical Center, Baylor Medical Center at Garland, Baylor Regional Medical Center at Grapevine, Baylor Regional Medical Center at Plano, Baylor Medical Center at Waxahachie, Baylor Medical Center at McKinney, Baylor Medical Center at Irving, Baylor Medical Center at Carrollton, Baylor Specialty Hospital, Our Childrens House at Baylor, Baylor Heart and Vascular Hospital, The Heart Hospital Baylor Plano, Baylor Medical Center at Frisco, Baylor Medical Center at Uptown, Irving/Coppell Surgical Hospital, Baylor Orthopedic and Spine Hospital at Arlington, Baylor Surgical Hospital at Fort Worth, Baylor Medical Center at Trophy Club, North Central Surgical Center, Baylor Institute for Rehabilitation at Dallas, Baylor Institute for Rehabilitation at Frisco, Baylor Institute for Rehabilitation at Northwest Dallas, Baylor Institute for Rehabilitation at Fort Worth, and Baylor Emergency Medical Center at Aubrey. Additionally, Baylor Health Care System also participated in numerous workgroups and studies used for other community health needs assessments conducted throughout the twelve county North Texas Region. The data and results of these various community health needs assessments were used by Baylor Health Care System and its affiliated hospital facilities to conduct their own community health needs assessments. Other hospital facilities in the community including county hospitals such as Parkland Memorial Hospital, John Peter Smith Hospital and other hospitals participated in these other community health needs assessments.

Section C. Supplemental Information for Part V, Section B.Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
Facility 1 -- Baylor Regional Med Cntr at Grapevine Part V, Section B, line 11	In addition to providing free care to financially indigent patients at 200% of the federal poverty guidelines (FPG), the organization provides discounted care to the medically indigent which is based on both the FPG (up to 500%) and the percentage of the patient's total bills from all providers in relation to the patient's annual income. Pursuant to the charity care policy, a patient's total balance due will not exceed 10% of total annual income if the patient qualifies as medically indigent. The organization also provides discounted care to those individuals whose amount of total bills, after all payments from third parties, exceeds 50% of the patient's annual income (regardless of the level of income) if the patient is unable to pay the remaining bill.

Section C. Supplemental Information for Part V, Section B.Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
Facility 1 -- Baylor Regional Med Cntr at Grapevine Part V, Section B, line 12i	The hospital has adopted a financial assistance policy written in accordance with Texas Health and Safety Code Chapter 311. In general, that statute defines charity care as providing, funding or otherwise financially supporting health care services to a person classified by the hospital as financially or medically indigent, or providing funding or otherwise financially supporting health care services provided to financially indigent persons through other nonprofit or public clinics, hospitals or hospital organizations. To determine if a patient meets the definition of financially or medically indigent in the statute, the number in the household is required. Additionally, although assets and other resources are not included in the calculation to determine whether a patient is financially or medically indigent, the organization's policy reserves the right to allow the patient's assets or other resources to be considered when determining if financial assistance will be granted.

Section C. Supplemental Information for Part V, Section B.Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
Facility 1 -- Baylor Regional Med Cntr at Grapevine Part V, Section B, line 14g	Measures to publicize the policy within the community served by the hospital facility, include but are not limited to, the following 1) posting signs and notices regarding the charity care policy in the emergency departments, admitting areas and business offices located throughout the organization 2) annual posting regarding the organization's charity care program in the local newspapers 3) information regarding financial assistance, including the organization's charity care policy, is posted on the organization's website 4) notices about the organization's financial assistance policies are posted on each bill sent to patients including providing a phone number to access the customer service unit dedicated to answering patients billing questions, as well as provide information regarding financial assistance and 5) the organization provides free financial counselors to help patients determine how to meet their financial obligations for services provided Specifically financial counselors assist patients in applying for government assistance programs such as Medicaid or the organization's charity care program Any patient may request to speak to a financial counselor when being treated at the organization Uninsured patients who are admitted to the hospital will automatically receive help from a financial counselor These services are provided in writing and through interpretation services in the primary language of the patient requesting assistance Though the most often needed alternate language is Spanish, the organization can accommodate multiple languages including American Sign Language

Section C. Supplemental Information for Part V, Section B.Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
Facility 1 -- Baylor Regional Med Cntr at Grapevine Part V, Section B, line 20d	The organizations financial assistance policy is developed to provide discounted care to those qualifying for financial assistance to where the amount charged under the policy will always be equal to or lower than the average of the three largest (by volume) negotiated commercial insurance rates. However, for those qualifying as medically indigent and whose income level is from 200% to 500% of the federal poverty level shall not be billed more than 10% of their annual income which is generally lower than the methodology listed above and the three methods listed in Question Part V, Line 20ac

Section C. Supplemental Information for Part V, Section B. Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
Facility 2 - - Trinity MC, LLC dba Baylor Med Cntr at C Part V, Section B, line 3	<p>Creating healthy communities requires a high level of mutual understanding and collaboration with community individuals and partner groups. The development of the community health needs assessment brought together information from community health leaders and providers along with local residents for the purposes of researching, prioritizing and documenting the community health needs for the geographies served by the hospital facility. As an affiliate of Baylor Health Care System (BHCS), the hospital facility conducted its community health needs assessment with the assistance and direction of BHCS and the guidance of the BHCS Community Benefit Committee. The mission and role of the BHCS Community Benefit Committee is to assist the BHCS Board of Trustees in setting direction, identifying priorities, and monitoring performance in mission and vision integration into community benefits across the BHCS hospital system. The Committee is comprised of trustees (current System and community board members) and other community representatives appointed by the BHCS board of trustees. The hospital facility's community health needs assessment brings together information from a variety of sources. This assessment consolidates information from recent community health needs assessments conducted for the Texas Regional Healthcare Partnerships, the Dallas County Community Health Needs Assessment and the Consumer Health Report conducted by the National Research Corporation (NRC) for the hospital facility. Members from Baylor Health Care System participated in the development of these reports with other health care providers, community groups and others throughout the Dallas/Fort Worth Metroplex. These reports used a variety of methods to gather and assess the community including, but not limited to, surveys, meetings, and interviews. The hospital has also fostered continued community participation and outreach activities through membership in the Dallas Fort Worth Hospital Council. They have used data from this collaboration of health care providers, including data that served as the basis for this CHNA. This data drawn from a variety of local, state and federal sources represents the most recent evaluation of Dallas/Fort Worth residents' health status and the assets available to the community for improving health. In addition, data was drawn from the Healthy North Texas website (www.healthytexas.org), which was created under the direction of the Dallas Fort Worth Hospital Council Foundations Community Health Collaborative. The website features data regarding overall population health. It boasts more than 100 local health indicators that can be compared across other Texas regions and the nation. The information can be used to expose crucial health concerns in North Texas, including incidents of diabetes, breast cancer and suicide. The site also has a database of information detailing ways to combat these health ailments. Sponsors of the site include Blue Cross Blue Shield of Texas, Communities Foundation of Texas, HCA North Texas, JPS Health Network, Methodist Health System, Texas Health Resources, University of North Texas Health Science Center and Baylor Health Care System. More detailed information can be found in the hospital community health needs assessment and community benefit plan located at the following website: http://www.baylorhealth.com/About/Community/Assessments/Pages/Default.aspx</p>

Section C. Supplemental Information for Part V, Section B.Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
Facility 2 -- Trinity MC, LLC dba Baylor Med Cntr at C Part V, Section B, line 4	As an affiliate of Baylor Health Care System, the hospital facility conducted its community health needs assessment with other related hospital facilities and with the assistance and direction of Baylor Health Care System. These related hospital facilities included the following: Baylor University Medical Center, Baylor All Saints Medical Center, Baylor Medical Center at Garland, Baylor Regional Medical Center at Grapevine, Baylor Regional Medical Center at Plano, Baylor Medical Center at Waxahachie, Baylor Medical Center at McKinney, Baylor Medical Center at Irving, Baylor Medical Center at Carrollton, Baylor Specialty Hospital, Our Childrens House at Baylor, Baylor Heart and Vascular Hospital, The Heart Hospital Baylor Plano, Baylor Medical Center at Frisco, Baylor Medical Center at Uptown, Irving/Coppell Surgical Hospital, Baylor Orthopedic and Spine Hospital at Arlington, Baylor Surgical Hospital at Fort Worth, Baylor Medical Center at Trophy Club, North Central Surgical Center, Baylor Institute for Rehabilitation at Dallas, Baylor Institute for Rehabilitation at Frisco, Baylor Institute for Rehabilitation at Northwest Dallas, Baylor Institute for Rehabilitation at Fort Worth, and Baylor Emergency Medical Center at Aubrey. Additionally, Baylor Health Care System also participated in numerous workgroups and studies used for other community health needs assessments conducted throughout the twelve county North Texas Region. The data and results of these various community health needs assessments were used by Baylor Health Care System and its affiliated hospital facilities to conduct their own community health needs assessments. Other hospital facilities in the community including county hospitals such as Parkland Memorial Hospital, John Peter Smith Hospital and other hospitals participated in these other community health needs assessments.

Section C. Supplemental Information for Part V, Section B.Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
Facility 2 -- Trinity MC, LLC dba Baylor Med Cntr at C Part V, Section B, line 11	In addition to providing free care to financially indigent patients at 200% of the federal poverty guidelines (FPG), the organization provides discounted care to the medically indigent which is based on both the FPG (up to 500%) and the percentage of the patient's total bills from all providers in relation to the patient's annual income. Pursuant to the charity care policy, a patient's total balance due will not exceed 10% of total annual income if the patient qualifies as medically indigent. The organization also provides discounted care to those individuals whose amount of total bills, after all payments from third parties, exceeds 50% of the patient's annual income (regardless of the level of income) if the patient is unable to pay the remaining bill.

Section C. Supplemental Information for Part V, Section B.Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
Facility 2 -- Trinity MC, LLC dba Baylor Med Cntr at C Part V, Section B, line 12i	The hospital has adopted a financial assistance policy written in accordance with Texas Health and Safety Code Chapter 311. In general, that statute defines charity care as providing, funding or otherwise financially supporting health care services to a person classified by the hospital as financially or medically indigent, or providing funding or otherwise financially supporting health care services provided to financially indigent persons through other nonprofit or public clinics, hospitals or hospital organizations. To determine if a patient meets the definition of financially or medically indigent in the statute, the number in the household is required. Additionally, although assets and other resources are not included in the calculation to determine whether a patient is financially or medically indigent, the organization's policy reserves the right to allow the patient's assets or other resources to be considered when determining if financial assistance will be granted.

Section C. Supplemental Information for Part V, Section B.Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
Facility 2 -- Trinity MC, LLC dba Baylor Med Cntr at C Part V, Section B, line 14g	Measures to publicize the policy within the community served by the hospital facility, include but are not limited to, the following 1) posting signs and notices regarding the charity care policy in the emergency departments, admitting areas and business offices located throughout the organization 2) annual posting regarding the organization's charity care program in the local newspapers 3) information regarding financial assistance, including the organization's charity care policy, is posted on the organization's website 4) notices about the organization's financial assistance policies are posted on each bill sent to patients including providing a phone number to access the customer service unit dedicated to answering patients billing questions, as well as provide information regarding financial assistance and 5) the organization provides free financial counselors to help patients determine how to meet their financial obligations for services provided Specifically financial counselors assist patients in applying for government assistance programs such as Medicaid or the organization's charity care program Any patient may request to speak to a financial counselor when being treated at the organization Uninsured patients who are admitted to the hospital will automatically receive help from a financial counselor These services are provided in writing and through interpretation services in the primary language of the patient requesting assistance Though the most often needed alternate language is Spanish, the organization can accommodate multiple languages including American Sign Language

Section C. Supplemental Information for Part V, Section B.Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
Facility 2 -- Trinity MC, LLC dba Baylor Med Cntr at C Part V, Section B, line 20d	The organizations financial assistance policy is developed to provide discounted care to those qualifying for financial assistance to where the amount charged under the policy will always be equal to or lower than the average of the three largest (by volume) negotiated commercial insurance rates. However, for those qualifying as medically indigent and whose income level is from 200% to 500% of the federal poverty level shall not be billed more than 10% of their annual income which is generally lower than the methodology listed above and the three methods listed in Question Part V, Line 20ac

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

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

Name and address	Type of Facility (describe)
Baylor Grapevine OP Radiology Ctr 2020 W Hwy 114 Suite 100 Grapevine, TX 76051	Radiology Center
Keller Diagnostic Imaging 601 Main St Keller, TX 76248	Radiology Center
Baylor Grapevine Breast Imaging 1631 Lancaster Dr Suite 130 Grapevine, TX 76051	Radiology Center
Baylor Diagnostic Imaging Center 4525 N Josey Lane Carrollton, TX 75010	Radiology Center
Baylor Grapevine Cardiac Rehab Ctr 1600 W College Suite 435 Grapevine, TX 76051	Radiology Center
Baylor Spine Center at Grapevine 1631 Lancaster Suite 230 Grapevine, TX 76051	Radiology Center
Baylor Ctr Pain Mgmt-Highland Village 2840 Village Parkway Highland Village, TX 76051	Radiology Center
Lewisville Radiology 751 Hebron Pkwy Suite 110 Lewisville, TX 75057	Radiology Center
Baylor Carrollton Senior Clinic 4323 N Josey Lane Suite 107A Carrollton, TX 75010	Radiology Center
The Colony Radiology 6053 Main Street Suite 125 The Colony, TX 75056	Radiology Center
Flower Mound Radiology 3101 Churchill Dr Suite 110 Flower Mound, TX 75022	Radiology Center
Weight Loss Surgery Center 2020 W Hwy 114 Suite 180 Grapevine, TX 76051	Radiology Center
Baylor Grapevine Diabetes Ctr 2020 W Hwy 114 Suite 120 Grapevine, TX 75077	Radiology Center

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization
Baylor Regional Medical Center at Grapevine

Employer identification number
75-1777119

Part I

General Information on Grants and Assistance

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

Part II

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) Dallas County Indigent Care Corporation PO Box 655999 Dallas, TX 75265	26-0610562	501(c)(3)	3,100,627		N/A	N/A	Indigent Care
(2) Baylor University Medical Center 2001 Bryan Street Suite 2200 Dallas, TX 75201	75-1837454	501(c)(3)	1,893,801		N/A	N/A	Indigent Care

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 2

3 Enter total number of other organizations listed in the line 1 table 0

Part III

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

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

Part IV

Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
Part I, Line 2	Monitoring Grants & Other Assistance As part of its mission, the organization provides grants and other assistance to related organizations and/or unrelated not-for-profit organizations which are religious, charitable, scientific, or educational in nature, within the meaning of Internal Revenue Code Section 501(c)(3), when the use will further one or more tenets of the organization's charitable mission and one of the following criteria for use of these funds is met (1) Fulfills a need identified by a community needs assessment conducted by the organization and/or outlined in an implementation strategy, (2) Serves an under-served community or group of people through medical mission work to improve their health status (3) promotes health in the community, (4) supports community buildings activities that protect or improves the community's health or safety and/or (5) provides positive visibility and good community relations with other organization serving the health needs of the community For related organizations, all grants and other assistance are subject to the policies and procedures set forth by BSWH which ensures all funds are used in accordance with the guidelines set forth above and in accordance with the related organization's exempt purpose Grants and other assistance provided to unrelated organizations are typically monitored by personal inspection Examples include providing assistance to entities where the filing organization's employee serves as a Board Member for the recipient organization or through attendance at community events where the filing organization employees work as volunteers or to help coordinate these events

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Baylor Regional Medical Center at Grapevine

Employer identification number
75-1777119

Part I

Questions Regarding Compensation

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

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table								

Part III Supplemental Information

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

Return Reference	Explanation
Part I, Line 1a	Tax indemnification and gross up payments - The organization provides tax indemnification where an authorized member of management determines there is justification to reimburse an individual for the tax impact on certain taxable, non-cash benefits provided to them. All tax indemnification payments provided are treated as taxable compensation. One person listed in the Form 990, Part VII, Section A, received this benefit during the tax year.
Part I, Line 1a	Discretionary spending account-The organization provides eligible employees who travel frequently in their personal vehicle an auto expense allowance in lieu of reimbursement for business mileage under the organization's business travel and expense reimbursement policy. All auto expense allowances are treated as taxable compensation. Three of the persons listed in the Form 990, Part VII, Section A, received this benefit during the tax year.
Part I, Line 4b	In order to recruit and retain key talent, BHCS offers a supplemental non qualified retirement plan to eligible employees. The plan provides an annual benefit (based on a percentage of compensation) to the employee that is paid to the employee on a future date upon vesting in the plan. The following individual(s) participated in and/or received payments (noted in parenthesis) from BHCS' supplemental non qualified retirement plan during the tax year: Scott Peek, T. Doug Lawson, Steve Newton, Paul Madeley, M.D. (\$147,205), Christopher York, Michael Sanborn, Amy Yeager and William Boyd (\$105,152). Also, select certain officers, as designated by BHCS's governing body, are eligible to participate in a Long Term Incentive Plan that is designed to recognize the key senior leaders' value and contribution to BHCS as well as align their compensation to the long term strategy of BHCS. Performance targets are based upon a percentage of the participants' base salary and are developed by independent third party expert(s) using market competitive data within the guidelines of reasonableness. The plan is based on BHCS's three-year performance against its peers, determined based on peer rankings or percentile rankings in quality, patient satisfaction and financial performance. At the end of three years, awards are determined by BHCS's governing body for participants. Payouts are partially made in cash and the remainder vests over an additional two year period. The following individuals participated in and/or received payments (noted in parenthesis) from this plan during the tax year: William Boyd (\$245,151), Doug Lawson (\$134,671), Steve Newton (\$153,895) and Scott Peek (\$84,580).
Part I, Line 7	The organization has adopted and implemented BHCS's, the organization's sole member, Performance Award Program to provide a market competitive total cash compensation incentive program that is designed to attract and retain key leaders and establish greater individual accountability and alignment to business performance. Payout targets are based upon a percentage of base pay and are developed by independent third party expert(s) using comparable market competitive data within the bounds of reasonableness and that are reviewed and approved by BHCS's governing body. Payout levels are based upon a combination of system, entity, and individual performance using various metrics related to quality, patient satisfaction, employee retention, and financial stewardship. BHCS's governing body may approve modifications to annual incentive awards provided under the program consistent with market comparability data.
Schedule J, Part III	Supplemental Information: Governing body compensation. The members of the governing body serve on a voluntary basis and receive no cash compensation from the organization for these duties as a member of the governing body. Some, but not all, members have received modest benefits incident to their service on the board and/or multiple board committees or received compensation as an employee of a related organization. These benefits include reimbursement for certain reasonable expenses paid on behalf of the member's spouse while accompanying the member on business travel on behalf of the related organization and/or a wellness physical. All such benefits are treated as taxable compensation to the extent required by law and are reported in the Form 990 where applicable.

Additional Data

Software ID:

Software Version:

EIN: 75-1777119

Name: Baylor Regional Medical Center at Grapevine

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
Paul Madeley MD Trustee	(i)	0	0	0	0	0	0	0
	(ii)	395,604	0	174,106	56,437	16,598	642,745	147,205
Amy Yeager Secretary	(i)	0	0	0	0	0	0	0
	(ii)	257,801	51,803	1,109	39,156	22,559	372,428	0
Christopher York Chief Operating Officer	(i)	247,390	44,011	11,531	38,607	21,053	362,592	0
	(ii)	0	0	0	0	0	0	0
Elizabeth Houser VP CNO	(i)	195,635	29,020	0	10,090	18,051	252,796	0
	(ii)	0	0	0	0	0	0	0
Terri Foster VP Finance/CFO	(i)	243,082	57,232	0	12,238	13,652	326,204	0
	(ii)	0	0	0	0	0	0	0
William Boyd Secretary	(i)	0	0	0	0	0	0	0
	(ii)	582,787	298,107	251,031	215,925	21,326	1,369,176	225,260
Steve Newton President	(i)	209,342	175,525	77,238	110,985	9,880	582,970	70,677
	(ii)	233,393	0	7,625	39,291	10,548	290,857	0
Michael Sanborn President	(i)	288,511	61,060	11,411	37,918	21,160	420,060	0
	(ii)	0	0	0	0	0	0	0
Barbara Vaughn CNO/COO	(i)	148,486	23,653	15	7,672	16,755	196,581	0
	(ii)	0	0	0	0	0	0	0
James McNatt VP Finance/Hosp Fin Off	(i)	157,541	21,863	0	8,316	20,591	208,311	0
	(ii)	0	0	0	0	0	0	0
Graciela Norales Director Pharmacy	(i)	111,766	6,180	9,667	4,021	9,762	141,396	0
	(ii)	38,233	0	0	4,025	3,282	45,540	0
Sidney Phillips Director Pharmacy	(i)	140,587	9,140	0	7,520	21,603	178,850	0
	(ii)	0	0	0	0	0	0	0
Ronald Jensen VP Medical Affairs	(i)	133,019	30,616	0	6,804	14,813	185,252	0
	(ii)	0	0	0	0	0	0	0
Kristin Rabenold Director Acute Care Womens	(i)	146,971	20,313	0	7,513	15,081	189,878	0
	(ii)	0	0	0	0	0	0	0
Elizabeth Martin Registered Nurse	(i)	158,648	500	1,457	4,282	14,158	179,045	0
	(ii)	0	0	0	0	0	0	0
Preshie Wilson Former Officer	(i)	0	0	0	0	0	0	0
	(ii)	133,102	12,400	0	6,787	9,610	161,899	0
Scott Peek Former Officer	(i)	0	0	0	0	0	0	0
	(ii)	290,959	108,864	51,303	91,178	23,869	566,173	39,110
T Doug Lawson Former Officer	(i)	0	0	0	0	0	0	0
	(ii)	399,016	187,841	73,702	136,114	24,228	820,901	60,850

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.**
▶ Attach to Form 990 or 990-EZ.
**▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.**

OMB No 1545-0047

2013

**Open to Public
Inspection**

Name of the organization Baylor Regional Medical Center at Grapevine	Employer identification number 75-1777119
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Return Reference	Explanation
Form 990, Part VI, Section A, line 6	Members or stockholders The organization is a Texas nonprofit membership organization in which Baylor Health Care System, a tax exempt, Texas nonprofit corporation, is the sole member

Return Reference	Explanation
Form 990, Part VI, Section A, line 7a	<p>Election of members of governing body by members, stockholders, or other persons As disclosed in Part VI, Line 4, Baylor Scott & White Holdings, a Texas nonprofit corporation, is currently the sole member of Baylor Health Care System (BHCS) and BHCS is the sole member of the organization Prior to October 1, 2013, BHCS had control and substantial reserved powers over the organization, including those to elect and remove the governing body of the organization Effective October 1, 2013, BHCS transferred control and its reserved powers over the organization to Baylor Scott & White Health, LLC and subsequently to Baylor Scott & White Holdings on March 1, 2014 The Baylor Scott & White Holdings Board of Trustees is comprised of a majority of independent community representatives that provide leadership and governance to Baylor Scott & White Holdings and its affiliated tax exempt entities including, the filing organization, to ensure it is meeting its charitable purpose</p>

Return Reference	Explanation
Form 990, Part VI, Section A, line 7b	<p>Governing body decisions subject to approval Prior to October 1, 2013, all rights and powers were reserved to the sole member, Baylor Health Care System (BHCS), except only those rights and powers expressly set forth in the bylaws, required by state or federal law, or to meet the requirements and standards promulgated by joint commission For example, the member's reserved rights and powers include, without limitation, approval of the organization's articles of incorporation and bylaws and amendments thereto, appointment and removal of members of the organization's governing body, approval of dissolutions and mergers, and other similar decisions over the organization Effective October 1, 2013, BHCS transferred control and its reserved powers over the organization to Baylor Scott & White Health, LLC and subsequently to Baylor Scott & White Holdings on March 1, 2014</p>

Return Reference	Explanation
Form 990, Part VI, Section B, line 11	<p>Process used to review the Form 990 The Form 990 is prepared and reviewed by BSWH's tax department During the return preparation process the tax department works with other functional areas including finance, accounting, treasury, legal, human resources, and corporate compliance for advice, information and assistance to prepare a complete and accurate return Upon completion, the Form 990 is reviewed by the organization's President, financial officer and/or other key officers A complete final copy of the return is provided to the organization's governing body prior to filing with the IRS</p>

Return Reference	Explanation
Form 990, Part VI, Section B, line 12c	<p>Process used to monitor and enforce compliance with the organization's conflict of interest policy. Persons with an actual or perceived ability to influence the organization have the duty to disclose annually and otherwise promptly as potential conflicts are identified, any familial, professional or financial relationships with entities or individuals that do, or seek to do business with the organization or that compete with the organization. These individuals include the organization's officers, governing body, management, physicians with administrative services agreements and other key personnel who interact with outside organizations or businesses on behalf of the organization. The BSW Holdings Board of Trustees Audit and Compliance Committee and the BSW Holdings Corporate Compliance Committee review all relevant disclosures submitted by these individuals to determine whether a conflict of interest exists and to determine an appropriate resolution, if necessary. Any individual with a perceived or potential conflict is prohibited from voting or participating in the decision making process regarding such transaction with that individual.</p>

Return Reference	Explanation
Form 990, Part VI, Section B, line 15	<p>Process for determining compensation The organization, a controlled affiliate of BHCS, recognizes that those chosen to lead the organization are vital to its ongoing success and growth Thus, it must attract, retain and engage the highest quality officers and key employees to lead the organization and help BHCS maintain its national reputation for achieving high targets for medical quality, patient safety, and patient satisfaction A significant portion of the organization's officers' and key employees' total compensation is based on significant performance achievements This strategy, known as the Performance Award Program, places a greater emphasis on the importance of the organization achieving targeted improvements in the areas of people, quality, patient satisfaction and financial stewardship, annually Total executive compensation is part of an integrated talent management strategy developed by the BHCS Board of Trustees and its Compensation and Governance Committee (C&G Committee) to attract, motivate, and retain the best leadership resources for the organization Executive compensation is determined pursuant to guidelines outlined in the intermediate sanction rules under IRC Section 4958 including taking steps to meet the rebuttable presumption standard of reasonableness under Treasury Regulation 53.4958-6, as summarized below When making compensation decisions, the organization compares itself to similar-sized, and structured businesses including other integrated health care service systems and other similar-sized organizations, both locally and nationally The BHCS Board of Trustees and C&G Committee, on behalf of the organization, work directly with an independent compensation expert(s) to identify reasonable and competitive market rates as well as provide an annual review of the total compensation of the organization's top management officials and key employees The C&G Committee is made up of members of the BHCS Board of Trustees, who are independent, community volunteers Guided by the information provided by the independent compensation expert(s), the C&G Committee approves and recommends to the BHCS Board of Trustees salary increases, earned incentives, and benefit offerings for the organization's President, other officers and/or key employees to be comparable to similar organizations for similar services and/or positions Furthermore, the C&G Committee is charged with the responsibility of reviewing annually the major elements of the executive compensation program to assure designs remain consistent with the business needs, market practices, and compensation philosophy As part of the decision making process, the C&G Committee will often meet in executive session to discuss and review recommendations made by the independent compensation expert(s) During the executive session no officer or key employee whose compensation is being reviewed is present during these discussions All decisions are contemporaneously documented in the C&G Committee minutes which are timely reviewed and approved by the C&G Committee</p>

Return Reference	Explanation
Form 990, Part VI, Section C, line 19	<p>Process for making governing documents, conflict of interest policy, & financial statements available to the public The organization's articles of incorporation and amendments thereto are made available to the public by the filing of those documents with the Texas Secretary of State Also, the organization is included within the combined financial statements of BHCS that are made available to the public by the posting of those documents through DAC Bond and are attached to this return The organization's other governing documents and conflicts of interest policy are not made available to the public</p>

Return Reference	Explanation
Form 990, Part IX, line 11g	Contract Labor Program service expenses 8,256,998 Management and general expenses 27,825 Fundraising expenses 0 Total expenses 8,284,823 Other Purchased Services Program service expenses 8,801,643 Management and general expenses 373,644 Fundraising expenses 0 Total expenses 9,175,287 Repairs & Maintenance Program service expenses 3,943,427 Management and general expenses 993 Fundraising expenses 0 Total expenses 3,944,420 Professional Fees Program service expenses 3,116,329 Management and general expenses 118,539 Fundraising expenses 0 Total expenses 3,234,868 Lab Fees Program service expenses 2,489,762 Management and general expenses 0 Fundraising expenses 0 Total expenses 2,489,762 Patient Care Program service expenses 1,117,789 Management and general expenses 0 Fundraising expenses 0 Total expenses 1,117,789 Corporate Overhead Program service expenses 0 Management and general expenses 26,377,266 Fundraising expenses 0 Total expenses 26,377,266

Return Reference	Explanation
Form 990, Part XI, line 9	Transfers Between Entities Under Common Control -37,083,607 Changes in Net Assets of Related Foundation 274,898 Transfer to/from BHCS-Liability Reserve -1,252,863

Return Reference	Explanation
Part XII, Line 2c, Audit & Compliance Committee	As a result of the changes in the governance structure described in Part VI, Line 4, the oversight and selection process of the organization's audit and compilation of its financial statements including the selection of the independent accountant was transferred to the Audit and Compliance Committee of Baylor Scott & White Health LLC effective October 1, 2013 and subsequently transferred to Baylor Scott & White Holdings on March 1, 2014

Return Reference	Explanation
Part VI, Line 4, Changes to Organizational Documents	<p>The organization did not make any changes to its governing documents during the tax year, however, effective October 1, 2013, Baylor Health Care System, a Texas nonprofit corporation (BHCS), and Scott & White Healthcare ("SWHC"), a Texas nonprofit corporation, consummated their affiliation pursuant to an Affiliation Agreement (the "Agreement") dated June 19, 2013. BHCS and SWHC formed Baylor Scott & White Holdings (BSW Holdings), a Texas nonprofit corporation. While the receipt of the Internal Revenue Service (IRS) tax-exempt and public charity determination letter for BSW Holdings was pending, BHCS and SWHC formed a Texas limited liability company, Baylor Scott & White Health LLC (BSW Holdings LLC). On December 31, 2013, BSW Holdings received a favorable determination letter from the IRS regarding their tax-exempt and public charity status. Effective March 1, 2014, BSW Holdings LLC was merged into BSW Holdings. BSW Holdings is now the sole member of BHCS and SWHC and has control and substantial reserved powers over all BHCS and SWHC material affiliates including the organization, as more fully described in the exemption application filed with the Internal Revenue Service for BSW Holdings.</p>

Return Reference	Explanation
Form 990, Part VII, Hours for Related Organizations	Graciela Norales transferred to a related organization during the year. She devoted an average of 40 hours per week to the organizations before and after the transfer.

Return Reference	Explanation
Supplemental Information IRC Section 6038 Statement	<p>Disclosure Statement Related to Forms 5471, Information Return of U S Persons with Respect to Certain Foreign Corporations, Filed on Behalf of the Taxpayer In accordance with IRC Section 6038 and the constructive ownership rules of IRC Sections 958(a) and (b), the taxpayer is required to file Forms 5471, Information Return of U S Persons with Respect to Certain Foreign Corporations, with respect to certain controlled foreign corporations (CFCs) including Scott & White Assurance Ltd and Health Care Insurance Company of Texas, Ltd These filing requirements are or will be satisfied through the filing of Forms 5471 for these CFCs by other U S taxpayers identified below who have the same filing requirement</p> <p>Taxpayer Name Scott & White Memorial Hospital Taxpayer Address 2401 S 31st Street Temple, TX 76508 Taxpayer Identification Number of U S tax return with which the Forms 5471 were or will be filed 74-1166904 IRS Service Center where U S tax return was or will be filed Ogden Taxpayer Name Baylor Health Care System Taxpayer Address 2001 Bryan Street Suite 2200 Dallas, TX 75201 Taxpayer Identification Number of U S tax return with which the Forms 5471 were or will be filed 75-1812652 IRS Service Center where U S tax return was or will be filed Ogden</p>

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Baylor Regional Medical Center at Grapevine

Employer identification number
75-1777119

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.					
(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) Trinity MC LLC 2001 Bryan Street Suite 2200 Dallas, TX 75201 20-8889358	Acute Care Hospital	TX	85,334,070	0	Baylor Regional Medical Center at Grapevine

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
See Additional Data Table							

Part III

Identification of Related Organizations Taxable as a Partnership

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
See Additional Data Table												

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
See Additional Data Table									

Part V

Transactions With Related Organizations

Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

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

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

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

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

	Yes	No
1a	Yes	
1b	Yes	
1c	Yes	
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k	Yes	
1l	Yes	
1m	Yes	
1n		No
1o		No
1p	Yes	
1q		No
1r	Yes	
1s		No

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
See Additional Data Table			

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

[illegible]

Part VII

Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
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Additional Data

Software ID:

Software Version:

EIN: 75-1777119

Name: Baylor Regional Medical Center at Grapevine

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
(1) All Saints Health Foundation 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-1947007	Fundraising	TX	501(c)(3)	Line 7	Baylor All Saints Medical Center	Yes	
(1) Baylor All Saints Medical Center 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-1008430	Acute Care Hospital	TX	501(c)(3)	Line 3	Baylor Health Care System	Yes	
(2) Baylor Health Care System 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-1812652	Management Services	TX	501(c)(3)	Line 11b, II	Baylor Scott & White Holdings	Yes	
(3) Baylor Health Care System Employee Benefit Trust 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-1848557	VEBA	TX	501(c)(9)	Line 9	Baylor Health Care System	Yes	
(4) Baylor Health Care System Foundation 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-1606705	Fundraising	TX	501(c)(3)	Line 7	Baylor Health Care System	Yes	
(5) Baylor Health Services 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-1917311	Inactive	TX	501(c)(3)	Line 3	Baylor Health Care System	Yes	
(6) Baylor Institute for Rehabilitation at Gaston Episcopal Hospital 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-1037226	Rehabilitation Hospital	TX	501(c)(3)	Line 3	Baylor Health Care System	Yes	
(7) Baylor Medical Center at Carrollton 2001 Bryan Street Suite 2200 Dallas, TX 75201 45-4510252	Acute Care Hospital	TX	501(c)(3)	Line 3	Baylor Health Care System	Yes	
(8) Baylor Medical Center at Irving 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-2586857	Acute Care Hospital	TX	501(c)(3)	Line 3	Baylor Health Care System	Yes	
(9) Baylor Medical Center at Waxahachie 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-1844139	Acute Care Hospital	TX	501(c)(3)	Line 3	Baylor Health Care System	Yes	
(10) Baylor Medical Centers at Garland and McKinney 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-1037591	Acute Care Hospital	TX	501(c)(3)	Line 3	Baylor Health Care System	Yes	
(11) Baylor Regional Medical Center at Plano 2001 Bryan Street Suite 2200 Dallas, TX 75201 82-0551704	Acute Care Hospital	TX	501(c)(3)	Line 3	Baylor Health Care System	Yes	
(12) Baylor Research Institute 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-1921898	Research	TX	501(c)(3)	Line 4	Baylor Health Care System	Yes	
(13) Baylor Scott & White Health 2001 Bryan Street Suite 2200 Dallas, TX 75201 46-3131350	Management Services	TX	501(c)(3)	Line 11b, II	Baylor Scott & White Holdings	Yes	
(14) Baylor Scott & White Holdings 2001 Bryan Street Suite 2200 Dallas, TX 75201 46-3130985	Parent	TX	501(c)(3)	Line 11b, II	N/A		No
(15) Baylor Specialty Health Centers 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-1765385	Long Term Acute Care Hospitals	TX	501(c)(3)	Line 3	Baylor Health Care System	Yes	
(16) Baylor University Medical Center 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-1837454	Acute Care Hospital	TX	501(c)(3)	Line 3	Baylor Health Care System	Yes	
(17) Brenham Care Center 2401 S 31st Street Temple, TX 76508 74-2663229	Inactive	TX	501(c)(3)	Line 9	Scott & White Hospital-Brenham	Yes	
(18) HealthTexas Provider Network 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-2536818	Physician Services	TX	501(c)(3)	Line 3	Baylor Health Care System	Yes	
(19) Hillcrest Baptist Medical Center 100 Hillcrest Medical Blvd Waco, TX 76712 74-1161944	Acute Care Hospital	TX	501(c)(3)	Line 3	Scott & White Memorial Hospital	Yes	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(21) Hillcrest Family Health Center 100 Hillcrest Medical Blvd Waco, TX 76712 74-2730350	Physician Services	TX	501(c)(3)	Line 11a, I	Hillcrest Baptist Medical Center	Yes	
(1) Hillcrest Physician Services 100 Hillcrest Medical Blvd Waco, TX 76712 74-2967081	Physician Services	TX	501(c)(3)	Line 11a, I	Hillcrest Baptist Medical Center	Yes	
(2) Irving Healthcare Foundation 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-1570933	Fundraising	TX	501(c)(3)	Line 3	Baylor Medical Center at Irving	Yes	
(3) Scott & White Clinic 2401 S 31st Street Temple, TX 76508 74-2958277	Physician Services	TX	501(c)(3)	Line 9	Scott & White Healthcare	Yes	
(4) Scott & White Continuing Care Hospital 2401 S 31st Street Temple, TX 76508 20-2850920	Long Term Acute Care Hospital	TX	501(c)(3)	Line 3	Scott & White Healthcare	Yes	
(5) Scott & White EMS Inc 2401 S 31st Street Temple, TX 76508 75-3242749	Emergency Transport	TX	501(c)(3)	Line 9	Scott & White Memorial Hospital	Yes	
(6) Scott & White Foundation-Brenham 2401 S 31st Street Temple, TX 76508 74-2460815	Fundraising	TX	501(c)(3)	Line 7	Scott & White Hospital-Brenham	Yes	
(7) Scott & White Health Plan 2401 S 31st Street Temple, TX 76508 74-2052197	HMO/Insurance	TX	501(c)(4)		Scott & White Healthcare	Yes	
(8) Scott & White Healthcare 2401 S 31st Street Temple, TX 76508 26-4532547	Management Services	TX	501(c)(3)	Line 11a, I	Baylor Scott & White Holdings	Yes	
(9) Scott & White Healthcare Foundation 2401 S 31st Street Temple, TX 76508 27-3513154	Fundraising	TX	501(c)(3)	Line 7	Scott & White Healthcare	Yes	
(10) Scott & White Hospital-Brenham 2401 S 31st Street Temple, TX 76508 74-2519752	Acute Care Hospital	TX	501(c)(3)	Line 3	Scott & White Healthcare	Yes	
(11) Scott & White Hospital-College Station 2401 S 31st Street Temple, TX 76508 27-4434451	Acute Care Hospital	TX	501(c)(3)	Line 3	Scott & White Healthcare	Yes	
(12) Scott & White Hospital-Llano 2401 S 31st Street Temple, TX 76508 27-3026151	Acute Care Hospital	TX	501(c)(3)	Line 3	Scott & White Healthcare	Yes	
(13) Scott & White Hospital-Marble Falls 2401 S 31st Street Temple, TX 76508 46-4007700	Acute Care Hospital	TX	501(c)(3)	Line 3	Scott & White Healthcare	Yes	
(14) Scott & White Hospital-Round Rock 2401 S 31st Street Temple, TX 76508 20-3749695	Acute Care Hospital	TX	501(c)(3)	Line 3	Scott & White Healthcare	Yes	
(15) Scott & White Hospital-Taylor 2401 S 31st Street Temple, TX 76508 74-1595711	Acute Care Hospital	TX	501(c)(3)	Line 3	Scott & White Healthcare	Yes	
(16) Scott & White Medical Plan Trust 2401 S 31st Street Temple, TX 76508 74-2866102	VEBA	TX	501(c)(9)	Line 9	Scott & White Healthcare	Yes	
(17) Scott & White Memorial Hospital 2401 S 31st Street Temple, TX 76508 74-1166904	Acute Care Hospital	TX	501(c)(3)	Line 3	Scott & White Healthcare	Yes	
(18) Scott & White Memorial Hospital Employee Welfare Benefit Trust 2401 S 31st Street Temple, TX 76508 74-2939712	VEBA	TX	501(c)(9)	Line 9	Scott & White Healthcare	Yes	
(19) Southern Sector Health Initiative 2001 Bryan Street Suite 2200 Dallas, TX 75201 26-3087442	Diabetes Health & Wellness Center	TX	501(c)(3)	Line 11a, I	Baylor University Medical Center	Yes	

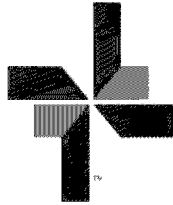
Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership[illegible]

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
Baylor All Saints Med Cntr at Ft Worth Condo Owners Association Inc 2001 Bryan Street Suite 2200 Dallas, TX 75201 26-1661900	Condo Association	TX	N/A	C				Yes	
Baylor Health Enterprises LP 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-1997378	Fitness Center/Pharmacy/Hotel	TX	N/A	C				Yes	
Baylor Health Network Inc 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-2463251	Billing/Collection	TX	N/A	C				Yes	
Baylor Med Ctr at Grapevine Condo Owners Association Inc 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-2747555	Condo Association	TX	Baylor Reg Med Ctr at Grapevine	C			100 000 %	Yes	
Baylor Quality Health Care Alliance LLC 2001 Bryan Street Suite 2200 Dallas, TX 75201 45-4015863	ACO	TX	N/A	C	2,311,295	755,414	12 500 %	Yes	
BMP Incorporated 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-1436779	Post Office	TX	N/A	C				Yes	
BUMCRoberts Condominium Owners Association Inc 2001 Bryan Street Suite 2200 Dallas, TX 75201 75-2897806	Condo Association	TX	N/A	C				Yes	
Charitable Remainder Trusts (63)	Investment	TX	N/A					Yes	
Charitable Lead Trusts (2)	Investment	TX	N/A					Yes	
Health Care Insurance Company of Texas Ltd PO Box GT 720 W Bay Rd Grand Cayman CJ 98-0403182	Investment	CJ	N/A	C				Yes	
Hillcrest Health Holdings Inc 3000 Herring St Waco, TX 76708 74-2793367	Management Services	TX	N/A	C				Yes	
Insurance Company of Scott & White 2401 S 31st Street Temple, TX 76508 74-3092083	Insurance	TX	N/A	C				Yes	
Scott & White Assurance Ltd 23 Lime Tree Bay Grand Cayman CJ 98-0589956	Investment	CJ	N/A	C				Yes	
Scott & White Properties Holdings Inc 2401 S 31st Street Temple, TX 76508 45-2920596	Investment	TX	N/A	C				Yes	
Scott & White Properties Inc 2401 S 31st Street Temple, TX 76508 74-2497061	Hotel Services	TX	N/A	C				Yes	

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
HealthTexas Provider Network	A	458,754	GAAP
Baylor Health Care System Foundation	C	365,907	GAAP
Baylor Health Care System	M	48,190,856	GAAP
Baylor University Medical Center	M	345,590	GAAP
HealthTexas Provider Network	M	1,854,114	GAAP
MEDCO Construction LLC	M	9,386,061	GAAP
Baylor Health Care System	P	548,966	GAAP
BIR JV LLP	M	1,081,119	GAAP
Baylor Health Care System	R	1,474,034	GAAP
BTDI JV LLP	A	314	GAAP
Baylor Medical Center at Irving	M	86,678	GAAP
Baylor University Medical Center	B	1,893,801	GAAP
HealthTexas Provider Network	K	83,138	GAAP
Baylor Quality Health Care Alliance LLC	L	200,792	GAAP
Texas Heart Hospital of the Southwest LLP	M	51,802	GAAP
Baylor University Medical Center	R	2,332,988	GAAP



Baylor Scott & White
H E A L T H

Baylor Health Care System

**Combined Financial Statements
and Supplementary Information**

For the Years Ended June 30, 2014 and 2013



BAYLOR HEALTH CARE SYSTEM

*Combined Financial Statements and Supplementary Information
Years Ended June 30, 2014 and 2013*

BAYLOR HEALTH CARE SYSTEM

Combined Financial Statements and Supplementary Information

Years Ended June 30, 2014 and 2013

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Independent Auditor's Report

To the Board of Trustees
Baylor Scott & White Holdings:

We have audited the accompanying combined financial statements of Baylor Health Care System and its subsidiaries ("the Company"), which comprise the combined balance sheets as of June 30, 2014 and 2013, and the related combined statements of operations and changes in net assets, and of cash flows for the years then ended.

Management's Responsibility for the Combined Financial Statements

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

Auditor's Responsibility

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

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

Opinion

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the financial position of Baylor Health Care System and its subsidiaries at June 30, 2014 and 2013, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

A handwritten signature in cursive script that reads "PricewaterhouseCoopers LLP".

November 12, 2014

BAYLOR HEALTH CARE SYSTEM

COMBINED BALANCE SHEETS - JUNE 30, 2014 AND 2013 (In thousands)

ASSETS	2014	2013	LIABILITIES AND NET ASSETS	2014	2013
CURRENT ASSETS			CURRENT LIABILITIES		
Cash and cash equivalents	\$ 585,632	\$ 285,045	Current maturities of long-term debt and capital lease obligations	\$ 44,834	\$ 37,907
Short-term investments	49,209	42,051	Long-term debt subject to short-term remarketing arrangements	95,000	95,000
THVG funds due from United Surgical Partners, Inc	63,271	48,396	Trade accounts payable	159,388	151,523
Accounts receivable			Payable under securities lending program	180,833	177,159
Patient, net of allowance for uncollectibles of \$145,395 in 2014 and \$148,457 in 2013	460,448	419,810	Accrued liabilities		
Affiliates, net	6,706	-	Payroll related	217,413	193,565
Other	143,313	118,870	Third-party programs	38,995	51,696
Invested collateral - securities lending program	180,833	177,159	Other	<u>140,900</u>	<u>141,963</u>
Other current assets	<u>122,780</u>	<u>120,698</u>			
Total current assets	<u>1,612,192</u>	<u>1,212,029</u>	Total current liabilities	<u>877,363</u>	<u>848,813</u>
LONG-TERM INVESTMENTS			LONG-TERM DEBT AND CAPITAL LEASE OBLIGATIONS, less current maturities	1,255,440	1,283,538
Unrestricted	1,767,917	1,620,845			
Restricted	<u>342,997</u>	<u>297,730</u>	OTHER LONG-TERM LIABILITIES		
Total long-term investments	<u>2,110,914</u>	<u>1,918,575</u>	Self insurance and other insurance liabilities	55,454	53,108
ASSETS WHOSE USE IS LIMITED			Interest rate swap liability, net	94,309	78,389
Other designated assets	28,844	23,474	Other	<u>133,659</u>	<u>129,272</u>
Self insurance retention trust	53,253	53,098	Total other long-term liabilities	<u>283,422</u>	<u>260,769</u>
Funds held by bond trustee	<u>52,534</u>	<u>136,906</u>	Total liabilities	<u>2,416,225</u>	<u>2,393,120</u>
Total assets whose use is limited	<u>134,631</u>	<u>213,478</u>	COMMITMENTS AND CONTINGENCIES		
ASSETS HELD FOR SALE	3,635	3,635	NONCONTROLLING INTERESTS – REDEEMABLE	281,160	180,986
PROPERTY AND EQUIPMENT, net	2,178,028	2,128,280	NET ASSETS		
CONTRIBUTIONS RECEIVABLE, net	51,437	59,570	Unrestricted - attributable to BHCS	3,296,390	2,806,732
INVESTMENTS OF INSURANCE SUBSIDIARY	2,141	2,161	Unrestricted - noncontrolling interests - nonredeemable	<u>125,024</u>	<u>120,666</u>
OTHER LONG-TERM ASSETS			Total unrestricted net assets	3,421,414	2,927,398
Equity investments in unconsolidated entities	43,316	13,999	Temporarily restricted	205,949	177,625
Goodwill and intangible assets, net	357,905	279,262	Permanently restricted	<u>190,044</u>	<u>180,104</u>
Other	<u>20,593</u>	<u>28,244</u>			
Total other long-term assets	<u>421,814</u>	<u>321,505</u>	Total net assets	<u>3,817,407</u>	<u>3,285,127</u>
Total assets	<u>\$ 6,514,792</u>	<u>\$ 5,859,233</u>	Total liabilities and net assets	<u>\$ 6,514,792</u>	<u>\$ 5,859,233</u>

BAYLOR HEALTH CARE SYSTEM

COMBINED STATEMENTS OF OPERATIONS AND CHANGES IN NET ASSETS

FOR THE YEARS ENDED JUNE 30, 2014 AND 2013

(In thousands)

	<u>2014</u>	<u>2013</u>
OPERATING REVENUE		
Net patient care revenue	\$ 4,491,674	\$ 4,055,561
Less patient related bad debt expense	<u>242,543</u>	<u>140,410</u>
Net patient care revenue, net of patient related bad debt expense	4,249,131	3,915,151
Other operating revenue	194,937	147,687
Net assets released from restrictions for operations	<u>59,232</u>	<u>60,802</u>
Total operating revenue	<u>4,503,300</u>	<u>4,123,640</u>
OPERATING EXPENSES		
Salaries, wages, and employee benefits	2,046,250	1,955,650
Supplies	770,203	742,405
Other operating expenses	940,680	837,583
Loss on fixed asset sales and disposals, net	365	722
Depreciation and amortization	239,510	231,531
Interest	<u>58,026</u>	<u>50,803</u>
Total operating expenses	<u>4,055,034</u>	<u>3,818,694</u>
INCOME FROM OPERATIONS BEFORE MERGER COSTS	<u>448,266</u>	<u>304,946</u>
MERGER COSTS	<u>12,897</u>	<u>2,125</u>
INCOME FROM OPERATIONS	<u>435,369</u>	<u>302,821</u>
NONOPERATING GAINS (LOSSES)		
Gains on investments, net	268,430	182,241
Interest rate swap activity	(15,994)	18,193
Contributions	431	548
Equity in losses of unconsolidated entities	(6,717)	(4,224)
Loss from extinguishment of debt	(39)	(1,027)
Other	<u>(417)</u>	<u>412</u>
Total nonoperating gains	<u>245,694</u>	<u>196,143</u>
REVENUE AND GAINS IN EXCESS OF EXPENSES AND LOSSES BEFORE TAXES	681,063	498,964
LESS INCOME TAX EXPENSE	<u>10,931</u>	<u>10,232</u>
REVENUE AND GAINS IN EXCESS OF EXPENSES AND LOSSES	670,132	488,732

BAYLOR HEALTH CARE SYSTEM

COMBINED STATEMENTS OF OPERATIONS AND CHANGES IN NET ASSETS - continued

FOR THE YEARS ENDED JUNE 30, 2014 AND 2013

(In thousands)

	<u>2014</u>	<u>2013</u>
OTHER CHANGES IN UNRESTRICTED NET ASSETS		
Unrealized gains on investments, net	\$ 689	\$ 63
Net assets released from restrictions for capital expenditures	4,640	6,647
Other changes in net assets attributable to noncontrolling interests - nonredeemable	(40,882)	(46,017)
Revenue and gains in excess of expenses and losses attributable to noncontrolling interests - redeemable	(164,660)	(137,473)
Net assets acquired	24,588	-
Other	<u>(491)</u>	<u>4,954</u>
INCREASE IN UNRESTRICTED NET ASSETS	<u>494,016</u>	<u>316,906</u>
CHANGES IN TEMPORARILY RESTRICTED NET ASSETS		
Contributions	53,897	63,159
Realized gains and investment income, net	20,151	15,453
Unrealized gains on investments, net	20,378	12,810
Change in value of split-interest agreements	(1,138)	2,698
Net assets released from restrictions for operations	(59,232)	(60,802)
Net assets released from restrictions for capital expenditures	(4,640)	(6,647)
Other	<u>(1,092)</u>	<u>(1,255)</u>
INCREASE IN TEMPORARILY RESTRICTED NET ASSETS	<u>28,324</u>	<u>25,416</u>
CHANGES IN PERMANENTLY RESTRICTED NET ASSETS		
Contributions	8,246	1,829
Realized gains and investment income, net	380	194
Unrealized gains on investments, net	386	378
Change in value of split-interest agreements	(233)	1,268
Other	<u>1,161</u>	<u>1,151</u>
INCREASE IN PERMANENTLY RESTRICTED NET ASSETS	<u>9,940</u>	<u>4,820</u>
INCREASE IN NET ASSETS	532,280	347,142
NET ASSETS, beginning of year	<u>3,285,127</u>	<u>2,937,985</u>
NET ASSETS, end of year	<u><u>\$ 3,817,407</u></u>	<u><u>\$ 3,285,127</u></u>

See accompanying notes

BAYLOR HEALTH CARE SYSTEM

COMBINED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED JUNE 30, 2014 AND 2013

(In thousands)

	<u>2014</u>	<u>2013</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Increase in net assets	\$ 532,280	\$ 347,142
Adjustments to reconcile increase in net assets to net cash provided by operating activities		
Loss from extinguishment of debt	39	1,027
Unrealized gains on investments, net	(158,558)	(77,746)
Realized gains on sales of investments, net	(102,710)	(91,187)
Unrealized losses (gains) on interest rate swap, net	15,920	(28,588)
Contributions restricted for long-term purposes	(8,246)	(1,829)
Patient related bad debt expense	242,543	140,410
Depreciation and amortization	239,510	231,531
Loss on fixed asset sales and disposals, net	365	722
Change in value of split-interest agreements	1,371	(3,966)
Deferred rent	3,553	2,007
Net assets acquired	(24,588)	-
Other changes attributable to noncontrolling interests	205,542	183,032
Changes in operating assets and liabilities (net of acquisitions)		
Increase in net patient accounts receivable	(289,466)	(159,256)
Increase in other accounts receivable	(22,928)	(88,098)
Increase in other assets	(23,733)	(14,419)
Increase in trade accounts payable and accrued liabilities	17,180	35,145
Increase (decrease) in other liabilities	<u>3,026</u>	<u>(4,645)</u>
Net cash provided by operating activities	<u>631,100</u>	<u>471,282</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment	(269,118)	(263,725)
Cash proceeds from sales of assets	11,003	1,007
Cash paid for acquisitions, net of cash received	(10,260)	(26,005)
Increase in THVG funds due from United Surgical Partners, Inc	(14,675)	(3,394)
Net purchases of trading investments	64,893	(21,013)
(Payments) receipts on interest rate swap	(74)	15,500
Increase in other than trading investments	(2,356)	(503)
(Increase) decrease in investments of insurance subsidiaries	20	2
Increase in invested collateral-securities lending program	(3,674)	(11,878)
Decrease (increase) in assets whose use is limited	<u>78,847</u>	<u>(102,484)</u>
Net cash used in investing activities	<u>(145,394)</u>	<u>(412,493)</u>

BAYLOR HEALTH CARE SYSTEM

COMBINED STATEMENTS OF CASH FLOWS - continued

FOR THE YEARS ENDED JUNE 30, 2014 AND 2013

(In thousands)

	<u>2014</u>	<u>2013</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments on long-term debt	\$ (47,754)	\$ (241,813)
Proceeds from issuance of long-term debt	6,720	353,032
Increase in payable under securities lending program	3,674	11,878
Distributions to noncontrolling interests owners	(185,439)	(180,908)
Purchases of noncontrolling interests	(9,888)	(6,165)
Sales of noncontrolling interests	35,259	21,383
Cash receipts restricted for long-term purposes	12,942	8,115
Annuity payments to beneficiaries	<u>(633)</u>	<u>(614)</u>
Net cash used in financing activities	<u>(185,119)</u>	<u>(35,092)</u>
 NET INCREASE IN CASH AND CASH EQUIVALENTS	 300,587	 23,697
 CASH AND CASH EQUIVALENTS, beginning of year	 <u>285,045</u>	 <u>261,348</u>
 CASH AND CASH EQUIVALENTS, end of year	 <u>\$ 585,632</u>	 <u>\$ 285,045</u>
 SUPPLEMENTAL CASH FLOW DATA		
Cash paid for interest	<u>\$ 57,869</u>	<u>\$ 60,321</u>
Cash paid for income taxes	<u>\$ 9,005</u>	<u>\$ 8,859</u>
Property and equipment acquired under capital leases	<u>\$ 5,828</u>	<u>\$ 5,800</u>
Decrease in accounts payable due to property and equipment received but not paid	<u>\$ (555)</u>	<u>\$ (15,153)</u>

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements

For the Years Ended June 30, 2014 and 2013

1. ORGANIZATION

Baylor Health Care System (BHCS) is a Texas nonprofit corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code. The combined financial statements include the accounts of BHCS, Baylor University Medical Center (the "Medical Center"), Baylor Health Care System Foundation (BHCS Foundation), All Saints Health Foundation, Irving Healthcare Foundation, thirteen community and specialty medical centers located throughout the Dallas and Fort Worth metroplex, two wholly owned insurance subsidiaries, Baylor Quality Health Alliance, LLC, an accountable care organization, HealthTexas Provider Network, a physician practice organization and other related entities (collectively referred to as "Baylor"). Investments in certain related entities with 50.0% or less ownership are accounted for using the equity method. The transactions and balances for investments in certain related entities with greater than 50.0% ownership or where BHCS or its affiliates exercises board control are included in the accompanying combined financial statements with related noncontrolling interests reported in the combined financial statements. These entities include partnerships with Texas Health Ventures Group LLC, (THVG), providing short-stay hospital and outpatient surgery services, BIR JV, LLP, providing rehabilitation services, BTDI JV, LLP, providing imaging services, EBD JV, LLP and ESWCT, LC, providing emergency medical services, and THVG Bariatric, LLC, providing bariatric services. All significant intercompany accounts and transactions among entities included in the combined financial statements have been eliminated.

Effective October 1, 2013, BHCS and Scott & White Healthcare (SWH), a Texas nonprofit corporation, consummated their affiliation pursuant to an Affiliation Agreement (the "Agreement") dated June 19, 2013. BHCS and SWH formed BSW Health, a Texas nonprofit corporation now known as Baylor Scott & White Holdings (BSW Holdings), and BSW Health Service, a Texas nonprofit corporation now known as Baylor Scott & White Health (BSW Health).

While the receipt of Internal Revenue Service (IRS) tax-exempt and public charity determination letters for BSW Holdings and BSW Health was pending, BHCS and SWH formed two Texas limited liability companies, Baylor Scott & White Health LLC (BSW Holdings LLC) and Baylor Scott & White Health Service LLC (BSW Health LLC). On December 31, 2013, BSW Holdings and BSW Health each received a favorable determination letter from the IRS regarding their tax-exempt and public charity status. Effective March 1, 2014, BSW Holdings LLC was merged into BSW Holdings and BSW Health LLC was merged into BSW Health. BSW Holdings is now the sole member of BHCS and SWH and has control and substantial reserved powers over all BHCS and SWH material affiliates. BSW Holdings and its affiliates are collectively referred to as the "System" or "BSWH".

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

BSW Holdings has accounted for the combination as a merger of not-for-profit entities under Accounting Standards Codification (ASC) 958-805, *“Not-for-Profit entities: Business Combinations.”* Transition and integration are on-going with Baylor incurring approximately \$12,897,000 and \$2,125,000, in costs during fiscal year ended June 30, 2014 and 2013, respectively, as a result of the transaction which are included in merger costs in the combined statement of operations and changes in net assets. These combined financial statements reflect the results of operations and financial position of Baylor only.

The following summarizes significant changes in Baylor in 2014 and 2013.

THVG

The Medical Center has a majority ownership of 50.1% in THVG with USP North Texas, Inc (USP), a Texas corporation and subsidiary of United Surgical Partners, Inc (USPI) holding the remaining 49.9%. THVG had net patient care revenue included in the BHCS combined financial statements of approximately \$686,146,000 and \$691,586,000 in 2014 and 2013, respectively.

THVG completed the acquisition of three outpatient centers in 2014. In connection with these acquisitions, THVG recorded goodwill and intangible net assets, net of approximately \$15,477,000, fixed assets of approximately \$630,000 and other net liabilities of approximately \$16,107,000 in 2014.

EBD JV, LLP

Effective May 9, 2012, EBD JV, LLP (EBD JV), a Texas limited liability partnership, was formed between the Medical Center and Emerus Investment Company II, LLC (Emerus) for the purpose of owning, operating and managing licensed hospitals focused on providing high quality and cost effective emergency medical care services to patients in North Texas. Pursuant to a contribution agreement that closed on July 1, 2012, contributions of cash and 100% of the interests in a licensed hospital operated by Emerus were made to EBD JV, with the Medical Center receiving 51% of the ownership interests in EBD JV and Emerus receiving 49% of the ownership interests in EBD JV. In connection with this transaction, EBD JV recorded approximately \$9,214,000 in goodwill, \$1,074,000 of fixed assets, and \$10,288,000 of other net liabilities in 2013. As of June 30, 2014, EBD JV operates five hospitals with a total of 40 licensed beds.

Baylor Medical Center at McKinney

In July 2012, the System opened Baylor Medical Center at McKinney, a licensed 95 bed full service medical center and surrounding medical office campus dedicated to serving the residents of McKinney and surrounding communities.

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

THVG Bariatric, LLC

Effective January 1, 2013, THVG Bariatric, LLC (AIGB), a Texas limited liability company, was formed between the Medical Center and USP Bariatric, LLC for the purpose of owning, operating and managing licensed ambulatory surgical centers focused on providing bariatric related procedures and services to patients in North Texas. In connection with this transaction, AIGB recorded approximately \$13,418,000 in goodwill, \$1,529,000 in fixed assets, and \$14,947,000 in other net liabilities in 2013.

The Heart Hospital Baylor Denton

Effective May 31, 2013, Texas Heart Hospital of the Southwest, LLP (THHSW), a 50.1% owned affiliate of the System, purchased substantially all the assets of a 16 licensed bed hospital located in Denton, Texas. The hospital was renamed The Heart Hospital Baylor Denton and provides heart and vascular care to patients in Denton, Texas and operates 22 licensed beds. In connection with this transaction, THHSW recorded approximately \$5,559,000 of goodwill and intangible assets, \$28,282,000 of fixed assets, and \$33,841,000 of other net liabilities in 2013.

BTDI JV, LLP

Effective January 7, 2013, BTDI JV, LLP, a Texas Limited Liability partnership was formed between the Medical Center and Touchstone Imaging of Mesquite, LP (Touchstone) for the purpose of owning, operating, and managing independent diagnostic testing facilities to provide imaging services to patients in North Texas as part of an integrated health care delivery system affiliated with the System. The partnership became operational July 1, 2013. In connection with this transaction BTDI recorded approximately \$55,596,000 of goodwill and other intangible assets, \$22,337,000 of fixed assets and \$77,933,000 of other net liabilities in 2014.

Baylor Medical Center at Waxahachie

Effective September 3, 2013, Baylor Medical Center at Waxahachie (Waxahachie), a Texas nonprofit corporation, purchased the Waxahachie Ambulatory Surgery Center. In connection with this transaction, Waxahachie recorded approximately \$2,756,000 of goodwill, \$3,424,000 of fixed assets and \$6,180,000 of other net liabilities in 2014.

2. SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements of BHCS have been prepared in conformity with accounting principles generally accepted in the United States. The following is a summary of the significant accounting and reporting policies used in preparing the financial statements.

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

Adoption of New Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, "*Fair Value Measurement: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*," including an amendment to ASC 820, "*Fair Value Measurement*." The amendment changes the wording used to describe many of the requirements in U S GAAP for measuring fair value and for disclosing information about fair value measurements. Some of the amendments clarify the FASB's intent about the application of existing fair value measurement requirements. Other amendments change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. For nonpublic entities, the amendments are effective for annual periods beginning after December 15, 2011 and interim and annual periods thereafter, with early adoption permitted. Baylor applied the provisions of ASU 2011-04 in fiscal year 2013.

In July 2011, FASB issued ASU 2011-07, "*Health Care Entities (Topic 954): Presentation and Disclosure of Patient Service Revenue, Provision for Bad Debts, and the Allowance for Doubtful Accounts for Certain Health Care Entities*." This ASU requires certain health care entities to change the presentation of their statement of operations by reclassifying the provision for bad debts associated with patient service revenue from an operating expense to a deduction from patient service revenue (net of contractual allowances and discounts). Additionally, those health care entities are required to provide enhanced disclosure about their policies for recognizing revenue and assessing bad debts. The amendments also require disclosures of patient service revenue (net of contractual allowances and discounts) as well as qualitative and quantitative information about changes in the allowance for doubtful accounts. For nonpublic entities, the amendments are effective for the first annual period ending after December 15, 2012, and interim and annual periods thereafter, with early adoption permitted. The amendments to the presentation of the provision for bad debts related to patient service revenue in the statement of operations should be applied retrospectively to all prior periods presented. The disclosures required by the amendments in this ASU should be provided for the period of adoption and subsequent reporting periods. Baylor applied the provisions of ASU 2011-07 in fiscal year 2013.

In December 2011, FASB issued ASU 2011-11, "*Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities*." This ASU amends the disclosure requirements on offsetting as stated in Section 210-20-50 in order to more closely align the presentation of the financial statements prepared under the United States Generally Accepted Accounting Principles (US GAAP) and those prepared under the International Financial Reporting Standards (IFRS). The amendments under this update require entities to disclose both gross and net information related to instruments and transactions subject to an agreement similar to a master netting arrangement. The scope of this ASU applies to derivatives, sale and repurchase arrangements, reverse sale and repurchase arrangements, securities borrowing and

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

securities lending arrangements. Baylor applied the provisions of ASU 2011-11 in fiscal year 2014.

In October 2012, FASB issued ASU 2012-05, “*Statement of Cash Flows (Topic 230) – Not-for-Profit Entities: Classification of the Sale Proceeds of Donated Financial Assets*,” including an amendment to 230, “*Statement of Cash Flows*.” The amendment requires, with certain exception, a not-for-profit entity to classify in the statement of cash flows cash received from donated financial assets as an operating activity if those donated financial instruments were donated without any imposed limitations for sale and were converted nearly immediately into cash. Baylor applied the provisions of ASU 2012-05 in fiscal year 2014.

In January 2013, FASB issued ASU 2013-01, “*Balance Sheet (Topic 210) - Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*.” This ASU clarifies that the scope of ASU 2011-11 is limited to derivatives accounted for in accordance with Topic 815, including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with Section 210-20-45 or Section 815-10-45 or subject to an enforceable master netting arrangement or similar agreement. Baylor applied the provisions of ASU 2013-01 in fiscal year 2014.

In March 2014, FASB issued ASU 2014-06, “*Technical Corrections and Improvements Related to Glossary Terms*.” The amendments in this ASU relate to glossary terms and cover a wide range of topics in the codification. These amendments are presented in four sections, Deletion of Master Glossary Terms (Section A), Addition of Master Glossary Term Links (Section B), Duplicate Master Glossary Terms (Section C), and Other Technical Corrections Related to Glossary Terms (Section D). This ASU is limited to those amendments related to the Master Glossary, including technical corrections related to glossary links, glossary term deletions and glossary term name changes. Baylor applied the provisions of ASU 2014-06 in 2014.

Other Accounting Pronouncements

In October 2012, FASB issued ASU 2012-04, “*Technical Corrections and Improvements*.” The amendment clarifies multiple elements of the Codification and corrects unintended application of guidance which is not expected to have a significant effect on current accounting practice. Additionally, the ASU includes amendments identifying when the use of fair value should be linked to the definition of fair value in Accounting Standards Codification (ASC) 820, *Fair Value Measurements*. Baylor has not evaluated all of the updated provisions of ASU 2012-04, which are effective for fiscal years beginning after December 15, 2013.

In February 2013, FASB issued ASU 2013-04, “*Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation is Fixed at the*

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

Reporting Date.” The ASU requires measurement of obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date, as the sum of (a) the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and (b) any additional amount the reporting entity expects to pay on behalf of its co-obligors. Additionally, the amendment requires an entity to disclose the nature and amount of the obligation as well as other information about those obligations. The amendments are to be applied retrospectively to all prior periods presented for those obligations within the scope of the ASU that exist at the beginning of an entity’s fiscal year of adoption. Baylor has not evaluated all of the updated provisions of ASU 2013-04, which are effective for fiscal years ending after December 15, 2014.

In April 2014, FASB issued ASU 2014-08, “*Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity.*” This ASU amends the requirements for reporting discontinued operations by removing the following conditions in the current reporting requirements of discontinued operations: elimination of the operations and cash flows of the component from ongoing operations and the entity will not have any significant continuing involvement in the operations of the component after the disposal transaction. Additionally, only, if the disposal represents a strategic shift, having a major effect on an entity’s operations and financial results will the disposal of components be reported as discontinued operations. This amendment also adds that the disposal of an equity method investment that meets the definition of discontinued operations or a business or nonprofit activity that, on acquisition, meets the criteria to be classified as held for sale is to be reported in discontinued operations. Baylor has not evaluated all of the provisions of ASU 2014-08, which are effective for fiscal years beginning on or after December 15, 2015.

In May 2014, FASB issued ASU 2014-09, “*Revenue from Contracts with Customers (Topic 606).*” The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Baylor has not evaluated all of the provisions of ASU 2014-09, which are effective for fiscal years beginning after December 15, 2016.

In August 2014, FASB issued ASU 2014-15, “*Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern.*” This ASU amendment requires management to assess an entity’s ability to continue as a going concern. Management should evaluate whether conditions or events, considered in the aggregate, exist that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date that the financial statements are issued. Baylor has not evaluated all of the provisions of ASU 2014-15, which are effective for fiscal years ending after December 15, 2016.

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

Cash and Cash Equivalents

Cash equivalents are defined as investments which have original maturities of three months or less. Cash equivalents consist primarily of securities issued by the United States government or its agencies, certificates of deposit, commercial paper and dollar denominated foreign issuer investments.

THVG Funds Due From United Surgical Partners, Inc.

THVG participates in a shared services accounts payable program with USPI, wherein USPI has custody of substantially all of THVG's cash, paying THVG and its facilities interest income on the net balance at prevailing market rates. Amounts held by USPI on behalf of THVG totaled approximately \$63,271,000 and \$48,396,000 at June 30, 2014 and 2013, respectively. The funds due from USPI are available on demand.

Investments

Baylor has designated all of its investments as trading except for those investments held at the Baptist Foundation of Texas (BFT) for the benefit of the BHCS Foundation and the investments of All Saints Health Foundation. For all trading investments, the interest and dividends, realized gains and unrealized gains (losses) are included in gains on investments, net, in the accompanying combined statements of operations and changes in net assets. For other than trading investments, interest and dividends and realized gains (losses) are included in gains on investments, net, unless restricted by donor. Unrealized gains (losses) on other than trading investments are included in other changes in unrestricted net assets, unless restricted by donor.

Interest and dividends, realized gains and unrealized gains (losses) for the years ended June 30, 2014 and 2013 consisted of the following (in thousands):

	June 30, 2014			
	Interest and dividends	Realized gains	Unrealized gains	Total
Nonoperating gains	\$ 39,129	\$ 92,196	\$ 137,105	\$ 268,430
Other changes in unrestricted net assets	-	-	689	689
Changes in temporarily restricted net assets	10,016	10,135	20,378	40,529
Changes in permanently restricted net assets	<u>1</u>	<u>379</u>	<u>386</u>	<u>766</u>
	<u>\$ 49,146</u>	<u>\$102,710</u>	<u>\$ 158,558</u>	<u>\$ 310,414</u>

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

	June 30, 2013			
	Interest and dividends	Realized gains	Unrealized gains	Total
Nonoperating gains	\$ 34,684	\$ 83,062	\$ 64,495	\$ 182,241
Other changes in unrestricted net assets	-	-	63	63
Changes in temporarily restricted net assets	7,522	7,931	12,810	28,263
Changes in permanently restricted net assets	-	194	378	572
	<u>\$ 42,206</u>	<u>\$ 91,187</u>	<u>\$ 77,746</u>	<u>\$ 211,139</u>

Patient Accounts Receivable

Patient accounts receivable are stated at estimated net realizable value, and collateral is generally not required. Significant concentrations of patient accounts receivable at June 30 include

	<u>2014</u>	<u>2013</u>
Government-related programs	35%	36%
Managed care providers, commercial insurers and other payors	49%	48%
Self-pay patients	<u>16%</u>	<u>16%</u>
	<u>100%</u>	<u>100%</u>

Receivables from government-related programs (i.e., Medicare and Medicaid) represent the only concentrated group of payors for Baylor's receivables, and management does not believe that there is any unusual level of collectability risks associated with these government programs. Commercial and managed care receivables consist of receivables from various payors involved in diverse activities and subject to differing economic conditions and do not represent any concentrated collectability risks to Baylor.

Baylor maintains allowances for uncollectible accounts for estimated losses resulting from a payor's inability to make payments on accounts. Baylor assesses the reasonableness of the allowance account based on historical write-offs, cash collections, the aging of the accounts and other economic factors. Accounts are written off when collection efforts have been exhausted. Management continually monitors and adjusts its allowances associated with its receivables.

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

Securities Lending Program

Baylor participates in securities lending transactions with The Northern Trust Company, investment custodian, whereby a portion of its investments is loaned to selected established brokerage firms in return for cash and securities from the brokers as collateral for the investments loaned, usually on a short-term basis of 30 to 60 days. Collateral provided by brokers is maintained at levels approximating 102.0% of the fair value of the securities on loan and is adjusted for daily market fluctuations. Cash collateral received in connection with these loans is invested in a short-term pooled fund maintained by the lending agent. As of June 30, 2014 and 2013, the fair value of securities on loan was approximately \$177,139,000 and \$173,404,000, respectively, and is included in long-term investments in the accompanying combined balance sheets. The cash collateral held for loaned securities was approximately \$180,833,000 and \$177,159,000 as of June 30, 2014 and 2013, respectively, and is included in invested collateral - securities lending program in the accompanying combined balance sheets. Baylor's obligation to repay the collateral upon settlement of the lending transactions is reported as a payable under securities lending program in the accompanying combined balance sheets.

Property and Equipment

Property and equipment are stated at cost on the date of purchase or fair value on the date of contribution or business acquisition. Property and equipment and related accumulated depreciation and amortization are summarized below (in thousands):

	Useful Life	2014	2013
Land	-	\$ 153,414	\$ 140,680
Buildings and improvements	5-40 Years	2,211,719	2,041,969
Major movable equipment and other	3-20 Years	1,401,294	1,489,525
Construction-in-progress	-	338,420	188,184
		4,104,847	3,860,358
Accumulated depreciation and amortization		(1,926,819)	(1,732,078)
		<u>\$ 2,178,028</u>	<u>\$ 2,128,280</u>

Property and equipment financed under capital leases totaled approximately \$442,696,000 and \$445,933,000 at June 30, 2014 and 2013, respectively, and related accumulated amortization was approximately \$124,663,000 and \$113,003,000 at June 30, 2014 and 2013, respectively. Amortization expense is included in depreciation and amortization expense in the accompanying combined statements of operations and changes in net assets.

Depreciation and amortization expense is calculated using the straight-line method over the estimated useful lives of the property and equipment or the lease term, whichever is less. Routine maintenance and repairs are charged to expense as incurred. Expenditures that increase capacities or extend useful lives are capitalized.

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

Goodwill and Intangible Assets

Goodwill and intangible assets recorded in connection with acquisitions completed by Baylor are accounted for under ASC 350, “*Intangibles – Goodwill and Other*.” Goodwill consists of costs in excess of tangible and intangible net assets acquired. Intangible assets consist of management service contract rights and other intangibles. Most of these intangible assets have indefinite lives.

Goodwill and indefinite-lived intangible assets are tested for impairment annually or more frequently if changing circumstances warrant. No impairments were identified for the years ended June 30, 2014 and 2013.

Baylor amortizes finite-lived intangible assets over their respective lives to the estimated residual values and reviews for impairment in the same manner as long-lived assets discussed below. No impairments were identified for the years ended June 30, 2014 and 2013.

At June 30, 2014 and 2013, intangible assets and goodwill consisted of the following (in thousands):

	2014		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Intangible assets			
Finite-lived intangible assets	\$ 7,521	\$ (314)	\$ 7,207
Indefinite-lived intangible assets	<u>11,734</u>	<u>-</u>	<u>11,734</u>
Total intangible assets	19,255	(314)	18,941
Goodwill	<u>343,007</u>	<u>(4,043)</u>	<u>338,964</u>
Total intangible assets and goodwill	<u>\$ 362,262</u>	<u>\$ (4,357)</u>	<u>\$ 357,905</u>
	2013		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Intangible assets			
Finite-lived intangible assets	\$ 7,042	\$ (1,340)	\$ 5,702
Indefinite-lived intangible assets	<u>10,535</u>	<u>-</u>	<u>10,535</u>
Total intangible assets	17,577	(1,340)	16,237
Goodwill	<u>267,068</u>	<u>(4,043)</u>	<u>263,025</u>
Total intangible assets and goodwill	<u>\$ 284,645</u>	<u>\$ (5,383)</u>	<u>\$ 279,262</u>

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

Impairment of Long-Lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset, or related groups of assets, may not be recoverable from estimated future cash flows. In the event of impairment, measurement of the amount of impairment may be based on appraisal, fair values of similar assets or estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset. No impairment was identified in 2014 or 2013.

Income Taxes

Due to the organizational structure, certain of Baylor's entities are taxable under the Internal Revenue Code and some entities are tax exempt but are required to pay income taxes for unrelated business activities. The overall impact of federal income taxes to Baylor's combined financial statements is not significant. In addition, certain of Baylor's entities file partnership income tax returns in the U.S. federal jurisdiction and franchise tax returns in the State of Texas.

The Texas franchise tax applies to certain of the System's entities for any tax reports filed on or after January 1, 2010. The tax is calculated on a margin base and is therefore reflected in the System's combined statements of operations and changes in net assets for the years ended June 30, 2014 and 2013 as income tax expense.

The System follows the provisions of ASC 740, "*Income Taxes*." As of June 30, 2014 and 2013, the System had no material gross unrecognized tax benefits.

Insurance

BHCS provides for the basic self-insured retention limits for hospital professional liability and general liability coverage through the Self Insurance Retention Trust (SIRT). Excess policies that covered claims that exceeded \$10,000,000 per incident and \$50,000,000 in the aggregate for hospital professional liability and claims that exceeded \$2,000,000 per incident and \$7,000,000 in the aggregate for general liability were provided by Health Care Insurance Company of Texas (HCICT), a wholly owned insurance company of BHCS domiciled in the Cayman Islands.

In 2013, the excess policies were reinsured by ACE American Insurance Co, Zurich, Beazley with Barbican, Catlin with Chaucer, Alterra fka Max Re, and Ironshore. In 2014, the excess policies were reinsured by ACE American Insurance Company, Zurich, Ironshore, AWAC Bermuda, OneBeacon, and Swiss Re.

BHCS provides for the basic self-insured retention limits for professional liability coverage for physicians in HealthTexas Provider Network, a wholly owned subsidiary of BHCS,

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

through the SIRT. An excess policy that covered claims for physician liability that exceeded \$750,000 per incident and \$15,000,000 in the aggregate in 2014 and 2013 was provided by HCICT and reinsured by ACE Limited in both years for limits of \$250,000 per medical incident and \$7,000,000 in the aggregate.

To minimize its exposure to credit risk associated with reinsurance, Baylor continuously evaluates and monitors the financial condition of its reinsurers. At June 30, 2014, Baylor's reinsurers had an A.M. Best rating of at least A- ("Excellent"). Management does not anticipate any material losses as a result of these concentrations. All of Baylor's insurance business comprises insurance of certain risks of Baylor who are all engaged in the provision of medical and health care services. Accordingly, Baylor's underwriting risks are not diversified.

Reserves for Losses and Loss Adjustment Expenses

The reserves for losses and loss adjustment expenses represent the SIRT's estimates using case basis evaluations and actuarial analysis, which are based on the SIRT's loss history data and industry loss statistics. The reserves for losses and loss adjustment expenses are based upon management's best estimate of the ultimate liability for outstanding losses and loss adjustment expenses determined in comparison with historical loss statistics. Management believes that the reserves for losses and loss adjustment expenses are adequate. However, because of the extended period of time over which losses are settled and the general uncertainty surrounding the estimates, the ultimate settlement cost of the losses and the related loss adjustment expenses could vary and these differences could be material. The estimate is continuously reviewed and, as adjustments to the liability become necessary, they are reflected in current operations.

Liabilities for outstanding claims, including estimates for claims incurred but not reported, as well as reported claims pending settlement, are actuarially determined and discounted using an interest rate of 2.0% in 2014 and 2013. Total undiscounted reserves for losses and loss adjustment expenses were approximately \$52,149,000 and \$49,591,000 at June 30, 2014 and 2013, respectively. Discounted reserves for losses and loss adjustment expenses including a risk margin at an approximate seventy percent confidence level were approximately \$53,253,000 and \$51,258,000 at June 30, 2014 and 2013, respectively.

Contributions and Gifts

When received or pledged, unrestricted gifts are reported as contributions to unrestricted net assets, and donor-restricted items are reported as contributions to temporarily or permanently restricted net assets. These donor-restricted contributions are restricted as to use and are transferred from temporarily restricted net assets to unrestricted net assets when the restrictions are satisfied or in the case of endowment funds, when related earnings are appropriated for expenditure.

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

Appropriations from the Baptist General Convention of Texas of approximately \$161,000 and \$159,000 in 2014 and 2013, respectively, are included in other operating revenue in the accompanying combined statements of operations and changes in net assets

Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets are donor restricted as to use and are transferred from temporarily restricted net assets to unrestricted net assets when the restrictions are satisfied. Temporarily restricted net assets are primarily available for patient care, medical education, and research.

Permanently restricted net assets include donor restrictions that the principal be invested in perpetuity and only the income from the investments be expended for designated purposes. Income on endowment funds restricted for specified purposes is reported in the accompanying combined statements of operations and changes in net assets as temporarily restricted realized gains and investment income and unrealized gains (losses) on investments.

Income on endowment funds which is required by donors to be invested in perpetuity is reported in the accompanying combined statements of operations and changes in net assets as permanently restricted realized gains and investment income and unrealized gains (losses) on investments.

Revenue and Gains in Excess of Expenses and Losses

The combined statements of operations and changes in net assets include revenue and gains in excess of expenses and losses. Other changes in unrestricted net assets which are excluded from revenue and gains in excess of expenses and losses, consistent with industry practice, include unrealized gains on investments other than trading securities, transactions related to noncontrolling interests, and net assets released from restrictions for capital expenditures.

Derivative Financial Instruments

ASC 815, *"Derivatives and Hedging,"* requires that all derivative financial instruments be recognized in the financial statements and measured at fair value regardless of the purpose or intent for holding them. Changes in the fair value of derivative financial instruments are recognized periodically in nonoperating gains (losses). Baylor's policy is to not hold or issue derivatives for trading purposes and to avoid derivatives with leverage features.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Reclassifications

Certain reclassifications were made to the 2013 financial statements to conform to the 2014 presentation.

3. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value measurements

As defined in ASC 820, fair value is based on the prices that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In order to increase consistency and comparability in fair value measurements, ASC 820 establishes a three-tier fair value hierarchy for disclosure of fair value measurements.

The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

- Level 1 - Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 - Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, and inputs that are observable by market participants for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 - Inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability are unobservable and developed based on the best information available in the circumstances.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The carrying values of cash and cash equivalents, THVG funds due from USPI, patient accounts receivable, other receivables, assets held as collateral – securities lending program, investments of insurance subsidiaries, accounts payable, payable under securities lending program, accrued liabilities, and estimated third-party payer settlements payable are reasonable estimates of their fair value due to the short-term nature of these financial instruments.

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

Fair values of short-term investments and long-term investments are generally based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets. Inputs are obtained from various sources including market participants, dealers, and brokers. This applies to investments such as domestic equities, U S treasuries, exchange-traded mutual funds, and agency securities.

Alternative Investments

Investments held consist of marketable securities as well as securities that do not have readily determinable fair values. Private equity investments, real estate investments and hedge funds are collectively referred to as “alternative investments.” These are included in unrestricted long-term investments in the accompanying combined balance sheets, other than those held at BFT. The investments in alternative investments are valued by management at fair value utilizing the net asset value (NAV) provided by the underlying investment companies unless management determines some other valuation is more appropriate. Such fair value estimates do not reflect early redemption penalties as Baylor does not intend to sell such investments before the expiration of the early redemption periods. The fair values of the securities held by limited partnerships that do not have readily determinable fair values are determined by the general partner and are based on historical cost, appraisals, or other estimates that require varying degrees of judgment. If no public market exists for the investment securities, the fair value is determined by the general partner taking into consideration, among other things, the cost of securities, prices of recent significant placements of securities of the same issuer, and subsequent developments concerning the companies to which the securities relate. As this valuation methodology is based primarily on unobservable inputs, these investments represent Level 3 assets. Any hedge funds valued at NAV which are redeemable by Baylor at NAV per share (or its equivalent) at the measurement date are transferred from Level 3 assets to Level 2 assets. Any hedge funds valued at NAV that were classified in prior year as Level 2 assets that are not redeemable by Baylor at NAV per share (or its equivalent) at the measurement date are transferred from Level 2 assets to Level 3 assets.

Included in collective investment funds held at BFT for the BHCS Foundation are alternative investment interests in private equity funds and oil and gas interests. These interests are included in restricted long-term investments in the accompanying combined balance sheets. These alternative investments are in limited partnership interests and are carried at the NAV provided by the underlying investment companies unless management determines some other valuation is more appropriate. As this valuation methodology is based primarily on unobservable inputs, these investments represent Level 3 assets. Also included in Level 3 assets for the BHCS Foundation are other real estate and oil and gas interests which are carried at lower of cost or market.

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

Beneficial Interest

The BHCS Foundation and Irving Healthcare Foundation record charitable remainder trusts, where they are not the trustee, at the discounted present value of the estimated future cash flows. These trusts are reported in contributions receivable, net in the accompanying combined balance sheets. When a third-party serves as trustee, the beneficial interest is required to be measured at fair value on a recurring basis. As beneficial interests utilize multiple unobservable inputs, including no active markets, and are measured using management's assumption about risk inherent in the valuation technique, beneficial interests in split-interest agreements represent Level 3 assets.

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

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BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

The following tables set forth below, by level, the financial assets and liabilities measured at fair value on a recurring basis (in thousands)

	June 30, 2014			
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Assets:				
Cash and cash equivalents				
Cash	\$ 536,820	\$ 536,820	\$ -	\$ -
Money market funds	<u>48,812</u>	<u>48,812</u>	-	-
Total cash and cash equivalents	<u>585,632</u>	<u>585,632</u>	-	-
Short-term investments				
Mutual funds	32,468	32,468	-	-
Certificates of deposit	199	199	-	-
Fixed income securities	5,343	4	5,339	-
U S government securities	10,274	-	10,274	-
Other	<u>925</u>	<u>925</u>	-	-
Total short-term investments	<u>49,209</u>	<u>33,596</u>	<u>15,613</u>	-
Invested collateral	<u>180,833</u>	<u>180,833</u>	-	-
Unrestricted long-term investments				
Cash	749	749	-	-
Mutual funds	405	368	-	37
Equity securities	707,888	427,257	280,631	-
Fixed income securities	249,766	-	249,766	-
U S government securities	99,452	-	99,452	-
Mortgage-backed securities	137,125	-	137,125	-
Hedge fund/diversifiers alternative investments	356,965	-	254,028	102,937
Private equity alternative investments	138,020	-	-	138,020
Real estate alternative investments	77,423	-	-	77,423
Other	<u>124</u>	-	-	<u>124</u>
Total unrestricted long-term investments	<u>1,767,917</u>	<u>428,374</u>	<u>1,021,002</u>	<u>318,541</u>

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

	June 30, 2014			
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Assets (continued):				
Restricted long-term investments				
Cash	\$ 7,137	\$ 7,137	\$ -	\$ -
Mutual funds	48,627	48,627	-	-
Equity securities	99,287	63,457	35,830	-
Fixed income securities	27,609	108	27,501	-
U S government securities	11,160	-	11,160	-
Mortgage-backed securities	13,947	-	13,947	-
Hedge fund/diversifiers alternative investments	31,174	-	22,256	8,918
Private equity alternative investments	29,750	-	-	29,750
Real estate alternative investments	16,827	-	-	16,827
Split-interest agreements	640	-	640	-
Real estate	246	-	-	246
Cash surrender value of life insurance	1,221	-	-	1,221
Common funds, held at Baptist Foundation of Texas (BFT)				
Group investment fund	43,810	-	43,810	-
Group bond fund	2,741	-	2,741	-
Group equity fund	6,155	-	6,155	-
Other funds	<u>2,666</u>	<u>1,316</u>	<u>-</u>	<u>1,350</u>
Total restricted long-term investments	<u>342,997</u>	<u>120,645</u>	<u>164,040</u>	<u>58,312</u>
Assets whose use is limited				-
Cash	55,006	55,006	-	-
Mutual funds	23,510	23,510	-	-
Equity securities	21,494	13,339	8,155	-
Fixed income securities	18,104	-	18,104	-
U S governments securities	7,779	-	7,779	-
Mortgage-backed securities	<u>8,738</u>	<u>-</u>	<u>8,738</u>	<u>-</u>
Total assets whose use is limited	<u>134,631</u>	<u>91,855</u>	<u>42,776</u>	<u>-</u>

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

	June 30, 2014			
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Assets (continued):				
Contributions receivable, net				
Beneficial interest in split-interest agreements	\$ 17,984	\$ -	\$ -	\$ 17,984
Total contributions receivable, net	<u>17,984</u>	<u>-</u>	<u>-</u>	<u>17,984</u>
Investments of insurance subsidiary				
Cash	76	76	-	-
Fixed income securities	<u>2,065</u>	<u>-</u>	<u>2,065</u>	<u>-</u>
Total investments of insurance subsidiary	<u>2,141</u>	<u>76</u>	<u>2,065</u>	<u>-</u>
Total assets at fair value	<u>\$3,081,344</u>	<u>\$1,441,011</u>	<u>\$1,245,496</u>	<u>\$ 394,837</u>
Liabilities:				
Interest rate swap agreements, net of collateral	\$ 94,309	\$ -	\$ 94,309	\$ -
Total liabilities at fair value	<u>\$ 94,309</u>	<u>\$ -</u>	<u>\$ 94,309</u>	<u>\$ -</u>

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BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

	June 30, 2013			
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Assets:				
Cash and cash equivalents				
Cash	\$ 221,558	\$ 220,380	\$ 1,178	\$ -
Money market funds	<u>63,487</u>	<u>63,487</u>	<u>-</u>	<u>-</u>
Total cash and cash equivalents	<u>285,045</u>	<u>283,867</u>	<u>1,178</u>	<u>-</u>
Short-term investments				
Mutual funds	30,389	30,389	-	-
Certificates of deposit	3,318	3,318	-	-
Equity securities	5	5	-	-
Fixed income securities	7,238	23	7,215	-
U S government securities	206	-	206	-
Other	<u>895</u>	<u>895</u>	<u>-</u>	<u>-</u>
Total short-term investments	<u>42,051</u>	<u>34,630</u>	<u>7,421</u>	<u>-</u>
Invested collateral	<u>177,159</u>	<u>177,159</u>	<u>-</u>	<u>-</u>
Unrestricted long-term investments				
Cash	511	483	28	-
Mutual funds	376	347	-	29
Equity securities	558,744	342,052	216,692	-
Fixed income securities	222,786	1	222,759	26
U S government securities	106,282	-	106,073	209
Mortgage-backed securities	136,874	-	136,874	-
Hedge fund/diversifiers alternative investments	334,676	-	240,083	94,593
Private equity alternative investments	136,047	-	-	136,047
Real estate alternative investments	71,977	-	-	71,977
Municipal bonds	46,000	-	46,000	-
Common funds, held at Baptist Foundation of Texas (BFT)				
Group investment fund	5,129	-	5,129	-
Group bond fund	315	-	315	-
Group equity fund	750	-	750	-
Other funds	331	117	-	214
Other	<u>47</u>	<u>-</u>	<u>-</u>	<u>47</u>
Total unrestricted long-term investments	<u>1,620,845</u>	<u>343,000</u>	<u>974,703</u>	<u>303,142</u>

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

	June 30, 2013			
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Assets (continued):				
Restricted long-term investments				
Cash	\$ 4,767	\$ 4,639	\$ 128	\$ -
Mutual funds	41,633	41,633	-	-
Equity securities	85,678	54,340	31,338	-
Fixed income securities	26,682	104	26,575	3
U S government securities	11,260	-	11,238	22
Mortgage-backed securities	14,472	-	14,472	-
Hedge fund/diversifiers alternative investments	30,373	-	21,070	9,303
Private equity alternative investments	22,863	-	-	22,863
Real estate alternative investments	15,128	-	-	15,128
Split-interest agreements	626	-	626	-
Real estate	246	-	-	246
Cash surrender value of life insurance	1,218	-	-	1,218
Common funds, held at Baptist Foundation of Texas (BFT)				
Group investment fund	33,620	-	33,620	-
Group bond fund	2,067	-	2,067	-
Group equity fund	4,919	-	4,919	-
Other funds	<u>2,178</u>	<u>773</u>	<u>-</u>	<u>1,405</u>
Total restricted long-term investments	<u>297,730</u>	<u>101,489</u>	<u>146,053</u>	<u>50,188</u>
Assets whose use is limited				
Cash	138,688	138,602	86	-
Mutual funds	18,118	18,118	-	-
Equity securities	20,262	12,895	7,367	-
Fixed income securities	17,844	2	17,840	2
U S governments securities	8,831	-	8,816	15
Mortgage-backed securities	<u>9,735</u>	<u>-</u>	<u>9,735</u>	<u>-</u>
Total assets whose use is limited	<u>213,478</u>	<u>169,617</u>	<u>43,844</u>	<u>17</u>

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements – continued

	June 30, 2013			
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Assets (continued):				
Contributions receivable, net				
Beneficial interest in split-interest agreements	\$ 19,232	\$ -	\$ -	\$ 19,232
Total contributions receivable, net	<u>19,232</u>	<u>-</u>	<u>-</u>	<u>19,232</u>
Investments of insurance subsidiary				
Cash	28	28	-	-
Fixed income securities	<u>2,133</u>	<u>-</u>	<u>2,133</u>	<u>-</u>
Total investments of insurance subsidiary	<u>2,161</u>	<u>28</u>	<u>2,133</u>	<u>-</u>
Total assets at fair value	<u><u>\$2,657,701</u></u>	<u><u>\$1,109,790</u></u>	<u><u>\$1,175,332</u></u>	<u><u>\$ 372,579</u></u>
Liabilities:				
Interest rate swap agreements, net of collateral	\$ 78,389	\$ -	\$ 78,389	\$ -
Total liabilities at fair value	<u><u>\$ 78,389</u></u>	<u><u>\$ -</u></u>	<u><u>\$ 78,389</u></u>	<u><u>\$ -</u></u>

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BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

The following tables are a roll forward of the combined balance sheet amounts for financial instruments classified by Baylor within Level 3 of the valuation hierarchy defined above for fiscal years 2014 and 2013 (in thousands)

	June 30, 2014						
	Private Equity	Real Estate	Hedge Funds	Other Funds	Split-Interest Agreements	Common Investment Funds	Total
Balance at beginning of year	\$ 158,910	\$ 87,105	\$ 103,896	\$1,816	\$ 19,232	\$ 1,620	\$ 372,579
Realized gains (losses)	23,666	1,546	2,993	4	(3,056)	-	25,153
Unrealized gains (losses), net	9,675	7,889	36,052	81	1,410	(180)	54,927
Purchases	21,833	2,184	19,482	5	398	-	43,902
Settlements	(46,314)	(4,474)	(35,436)	(74)	-	(90)	(86,388)
Transfers out of Level 3	-	-	(61,976)	(204)	-	-	(62,180)
Transfers into level 3	-	-	46,844	-	-	-	46,844
Balance at end of year	<u>\$ 167,770</u>	<u>\$ 94,250</u>	<u>\$ 111,855</u>	<u>\$1,628</u>	<u>\$ 17,984</u>	<u>\$ 1,350</u>	<u>\$ 394,837</u>

	June 30, 2013						
	Private Equity	Real Estate	Hedge Funds	Other Funds	Split-Interest Agreements	Common Investment Funds	Total
Balance at beginning of year	\$ 138,642	\$ 79,254	\$ 135,546	\$1,718	\$ 15,171	\$ 1,743	\$ 372,074
Realized gains	16,557	970	12,786	15	2,990	-	33,318
Unrealized gains (losses), net	6,409	5,237	11,538	(7)	1,056	(123)	24,110
Purchases	32,896	2,548	11,508	212	15	-	47,179
Settlements	(35,594)	(904)	(34,250)	(34)	-	-	(70,782)
Transfers out of Level 3	-	-	(46,235)	(170)	-	-	(46,405)
Transfers into level 3	-	-	13,003	82	-	-	13,085
Balance at end of year	<u>\$ 158,910</u>	<u>\$ 87,105</u>	<u>\$ 103,896</u>	<u>\$1,816</u>	<u>\$ 19,232</u>	<u>\$ 1,620</u>	<u>\$ 372,579</u>

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BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

At June 30, 2014 and 2013, alternative investments recorded at net asset value consisted of the following (in thousands)

	June 30, 2014			
	Fair Value	Unfunded Commitments	Redemption	Redemption
			Frequency if Currently Eligible	Notice Period
Equity long short hedge funds ^a	\$ 10.772	\$ -	quarterly, annually	60-90 days
Event driven investments ^b	85.185	4.842	quarterly, annually	30-90 days
Relative value investments ^c	89.834	-	monthly, quarterly	30-90 days
Tactical trading investments ^d	47.781	-	daily, monthly	2-90 days
Risk parity ^e	154.567	-	monthly	5-30 days
Real estate funds - open ended ^f	54.897	-	quarterly	90 days
Real estate funds - close ended ^g	39.353	809		
Group mortgage loan and real estate fund ^h	628	-		
Oil and gas funds ⁱ	536	-		
Private equity funds ^j	167.770	61.091		
Total	<u>\$ 651.323</u>	<u>\$ 66.742</u>		

	June 30, 2013			
	Fair Value	Unfunded Commitments	Redemption	Redemption
			Frequency if Currently Eligible	Notice Period
Equity long short hedge funds ^a	\$ 14.774	\$ -	quarterly, annually	60-90 days
Event driven investments ^b	86.326	6.750	quarterly, annually	30-90 days
Relative value investments ^c	83.710	-	monthly, quarterly	30-90 days
Tactical trading investments ^d	47.878	-	daily, monthly	2-90 days
Risk parity ^e	132.361	-	monthly	5-30 days
Real estate funds - open ended ^f	48.838	-	quarterly	90 days
Real estate funds - close ended ^g	38.267	909		
Group mortgage loan and real estate fund ^h	811	-		
Oil and gas funds ⁱ	623	-		
Private equity funds ^j	158.910	56.556		
Total	<u>\$ 612.498</u>	<u>\$ 64.215</u>		

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

- a) Equity long/short strategy involves managers buying long equities that are expected to increase in value and selling short equities that are expected to decrease in value. Typically, equity long/short investing is based on stock by stock fundamental analysis of the individual companies, in which investments are made. There may also be an overall analysis of the risks and opportunities offered by industries, sectors, countries, and the macroeconomic situation. Long/short covers a wide variety of strategies. There are generalists, and managers who focus on certain industries and sectors or certain regions. Managers may specialize in a category — for example, large cap or small cap, value or growth. There are many trading styles, with frequent or dynamic traders and some longer-term investors. Returns are generally more correlated with the direction of the equity markets, although reduction in market risk exposure through shorting is expected to enhance the absolute and risk-adjusted returns relative to the overall performance of the asset class. The fair values of the investments in this class have been estimated using the net asset value per share of the funds.
- b) Event-driven investing is a strategy which seeks to exploit pricing inefficiencies that may occur before or after a corporate event, such as an earnings call, bankruptcy, merger, acquisition, or spinoff. Returns are less correlated with the general direction of market movements primarily due to the idiosyncratic nature of individual events. Several investment managers include quarterly % redemption limits. The fair values of the investments in this class have been estimated using the net asset value per share of the funds.
- c) Relative value strategies are designed to focus on large, long-term mispricing in the global fixed-income, equity and credit markets, capturing relative-value anomalies via multi-product trades. Returns are relatively uncorrelated with the general direction of market movements since they avoid taking a directional bias with regards to the price movement of a specific stock or market. Several investment managers include quarterly % redemption limits and/or early redemption penalties. The fair values of the investments in this class have been estimated using the net asset value per share of the funds.
- d) Tactical trading strategies generally invest on a large scale around the world using economic theory to justify the decision making process on either a discretionary or systematic basis. Strategies are typically based on forecasts and analysis about interest rates trends, the general flow of funds, political changes, government policies, inter-government relations, and other broad systemic and technical factors. Returns are relatively uncorrelated with the general direction of market movements. Several investment managers include quarterly % redemption limits. The fair values of the investments in this class have been estimated using the net asset value per share of the funds.

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

- e) The risk parity class strategy invests across global markets including equities, nominal government bonds, inflation linked bonds, commodities, and emerging markets on a risk balanced framework. Typically these strategies incorporate leverage to increase the risk contribution from low volatility asset classes (e.g., inflation linked bonds and nominal government bonds). The fair values of the investments in this class have been estimated using the net asset value per share of the funds.
- f) This class includes a real estate fund that invests in U.S. commercial real estate. The fair values of the investments in this class have been estimated using the net asset value, which is based on the ownership interest of the partners' capital. Redemptions are available on a quarterly basis, subject to the discretion of the General Partners. The General Partners may elect to establish a redemption queue should the level redemptions for a given quarter be detrimental to the fund's overall performance.
- g) This class includes several real estate funds that invest primarily in U.S. commercial real estate and industries related to real estate, with some having minimal exposure outside of the U.S. The fair values of the investments in this class have been estimated using the net asset value, which is based on the ownership interest of partners' capital. These partnerships are illiquid and therefore do not have a redemption feature. Distributions from each fund will be received as the underlying investments of the funds are liquidated. It is estimated that the underlying assets of these funds will be liquidated over the next six years.
- h) This class is primarily invested in real estate and loans secured by real estate located in the Dallas/Fort Worth area. The fair value of the investments have been estimated based on internal appraisals using the fund management's knowledge of the properties, current real estate market for similar properties and recent sales of comparative properties. This fund is illiquid and redemption is subject to fund management approval. Distributions from the fund will be received as the underlying investments are liquidated. It is estimated that the underlying assets of the fund will be liquidated over the next 2 to 10 years. This fund is closed to new investors.
- i) This class is primarily invested in mineral properties located in Texas and Wyoming. The fair value of the mineral properties have been estimated by multiplying the most recent twelve months of royalty income, excluding lease bonus income, times a factor of four. The fund's management used a multiple of four for the valuation based on current industry methodology, recent market transactions, and the fund's extensive experience in mineral properties. This fund is illiquid and redemption is subject to fund management approval. Royalty income is distributed quarterly subject to fund management approval (\$80 per unit per quarter in 2013 and \$0.825 per unit per quarter in 2014). Distributions from the fund will be received as the underlying investments are depleted. This fund is closed to new investors.

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

- j) This class currently includes 31 unique private equity limited partnerships that each invest in a variety of mostly private companies. These investments have a drawdown structure where a portion of commitments (which are made upon entering the partnership) are called gradually over the first 3-6 years of the partnership's life. It is expected that most of the unfunded commitments should be called within the next 6 years. These partnerships are illiquid and therefore do not have a redemption feature. Instead, the nature of the investments in this class is that distributions are received as the investment in the underlying companies is sold. It is estimated that the current underlying assets of these partnerships should be liquidated within the next 10 years. The investments are valued based on each partnership's valuation policy which is then subject to annual third party financial audits. Financial audits are available, on average, approximately 90 days following year end. Therefore, the valuation at year end reflects the latest reported manager valuation with adjustments for new capital calls and distributions.

Long-term Debt

Baylor's long-term debt obligations, excluding capital leases, are reported in the accompanying combined balance sheets at carrying value which totaled approximately \$987,754,000 and \$1,001,626,000 at June 30, 2014 and 2013, respectively. The fair value of these obligations is estimated based primarily on quoted market prices for related bonds and is therefore classified as Level 2. The fair value of Baylor's long-term debt obligations, excluding capital leases totaled approximately \$1,026,514,000 and \$1,015,370,000 at June 30, 2014 and 2013, respectively.

4. ENDOWMENTS

Baylor's endowments consist of donor-restricted and board-designated endowment funds for a variety of purposes. The net assets associated with endowment funds are classified and reported based on the existence or absence of donor imposed restrictions.

Baylor has interpreted the State of Texas Uniform Prudent Management of Institutional Funds Act (UPMIFA) as not requiring the maintaining of purchasing power of permanently restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, Baylor classifies as permanently restricted net assets, (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure of Baylor in a manner consistent with the standard of prudence prescribed by UPMIFA. In accordance with

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

UPMIFA, Baylor considers the following factors in making a determination to appropriate or accumulate endowment funds

- 1) The duration and preservation of the fund
- 2) The purposes of Baylor and the donor restricted endowment fund
- 3) General economic conditions
- 4) The possible effect of inflation and deflation
- 5) The expected total return from income and the appreciation of investments
- 6) Other resources of Baylor and
- 7) The investment policies of Baylor

Endowment net asset composition by type of fund as of June 30, is as follows (in thousands)

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>2014 Total</u>
Donor-restricted endowment funds	\$ 1,162	\$ 91,166	\$ 178,170	\$ 270,498
Board-designated endowment funds	<u>3,565</u>	<u>-</u>	<u>-</u>	<u>3,565</u>
Total endowment funds	<u>\$ 4,727</u>	<u>\$ 91,166</u>	<u>\$ 178,170</u>	<u>\$ 274,063</u>

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>2013 Total</u>
Donor-restricted endowment funds	\$ (678)	\$ 65,126	\$ 168,197	\$ 232,645
Board-designated endowment funds	<u>3,326</u>	<u>-</u>	<u>-</u>	<u>3,326</u>
Total endowment funds	<u>\$ 2,648</u>	<u>\$ 65,126</u>	<u>\$ 168,197</u>	<u>\$ 235,971</u>

Changes in endowment net assets for the years ended June 30, is as follows (in thousands)

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total 2014</u>
Endowment net assets, beginning of year	\$ 2,648	\$ 65,126	\$ 168,197	\$ 235,971
Investment income and realized gains	1,307	18,206	192	19,705
Net appreciation and unrealized gains	771	18,613	-	19,384
Gifts	-	5	8,121	8,126
Appropriation of endowment assets for expenditure	(4)	(10,702)	-	(10,706)
Other	<u>5</u>	<u>(82)</u>	<u>1,660</u>	<u>1,583</u>
Endowment net assets, end of year	<u>\$ 4,727</u>	<u>\$ 91,166</u>	<u>\$ 178,170</u>	<u>\$ 274,063</u>

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total 2013</u>
Endowment net assets, beginning of year	\$ 1,218	\$ 53,137	\$ 165,475	\$ 219,830
Investment income and realized gains	896	14,145	146	15,187
Net appreciation and unrealized gains	674	11,733	-	12,407
Gifts	-	83	1,658	1,741
Appropriation of endowment assets for expenditure	(429)	(13,471)	-	(13,900)
Additions to endowments related to matured trusts	-	-	10	10
Other	<u>289</u>	<u>(501)</u>	<u>908</u>	<u>696</u>
Endowment net assets, end of year	<u>\$ 2,648</u>	<u>\$ 65,126</u>	<u>\$ 168,197</u>	<u>\$ 235,971</u>

Permanently Restricted Net Assets

The portion of perpetual endowment funds that is required to be retained permanently either by explicit donor stipulation or by State of Texas UPMIFA follows (in thousands)

	<u>2014</u>	<u>2013</u>
Education	\$ 35,754	\$ 34,828
Patient care	91,852	84,507
Research	48,365	46,665
General operations	<u>2,199</u>	<u>2,197</u>
Total endowment assets classified as permanently restricted net assets	<u>\$ 178,170</u>	<u>\$ 168,197</u>

Endowment Funds with Deficits

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the value of the initial and subsequent donor gift amounts (deficit). When donor endowment deficits exist, they are classified as a reduction of unrestricted net assets. Deficits of this nature reported in unrestricted net assets were approximately \$10,000 and \$94,000 as of June 30, 2014 and 2013, respectively. These deficits resulted from unfavorable market fluctuations and authorized appropriation that was deemed prudent.

Return Objectives and Risk Parameters

Baylor follows an investment policy that attempts to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of endowment assets. Under this policy, the return objective for the endowment assets, measured over a full market cycle, shall be to maximize the return against various indices, based

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

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

Relationship of Endowment Spending Practices to Investment Objectives

Baylor determines the appropriation of endowment funds for expenditure reimbursement through the budgeting process. Distribution policies for Baylor's endowments govern the amount of endowment funds that may be appropriated during this process. In establishing its policies, Baylor considered the long-term expected return on its endowments. Accordingly, over the long-term, Baylor expects the current distribution policies to allow its endowments to grow at an average of the long-term rate of inflation and maintain its purchasing power. In order to maintain the purchasing power of endowment assets, expenditures are based on investment performance and spending is curbed in response to deficit situations. The corresponding approved allocations are distributed periodically in accordance with Baylor's policies. Over the long term, Baylor expects its endowment to grow consistent with its intention to maintain the purchasing power of the endowment assets as well as to provide additional real growth through new gifts.

5. LONG-TERM DEBT AND CAPITAL LEASE OBLIGATIONS

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

	<u>2014</u>	<u>2013</u>
	(In thousands)	
Baylor Health Care System -		
Series 2000 Taxable Notes (Auction Rate Securities) -		
Serial Notes, variable interest (0.12% at June 30, 2014),		
payable monthly, principal payable 2019 through 2025	\$ 19,700	\$ 19,700
Series 2006A Revenue Bonds -		
Serial Bonds, variable interest payable weekly, principal		
payable through 2014	-	14,770
Series 2009 Revenue Bonds -		
Serial Bonds, fixed interest rate of 5.00%, payable		
semi-annually, principal payable through 2019	12,445	13,645

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

	<u>2014</u>	<u>2013</u>
	(In thousands)	
Series 2009 Revenue Bonds -		
Term Bonds, fixed interest rate of 5.75%, payable semi-annually, principal payable 2020 through 2024	\$ 52,555	\$ 52,555
Series 2009 Revenue Bonds -		
Term Bonds, fixed interest rate of 6.25%, payable semi-annually, principal payable 2025 through 2029	140,290	140,290
Series 2011A Revenue Bonds -		
Term Bonds, fixed interest rate ranging from 2.00% to 5.00%, payable semi-annually, principal payable through 2030	95,670	97,535
Series 2011B Revenue Bonds -		
Window Variable Rate Demand Bonds, variable interest (0.19% at June 30, 2014) payable monthly, principal payable 2032 through 2050	50,000	50,000
Series 2011C, D & E Revenue Bonds -		
Variable Rate Demand Bonds, variable interest (0.03% to 0.06% at June 30, 2014), payable monthly, principal payable 2032 through 2050	135,355	135,355
Series 2011F & G Revenue Bonds -		
Floating Rate Note, variable interest rates (0.82% to 0.85% at June 30, 2014) payable monthly, principal payable 2032 through 2040	75,000	75,000
Series 2013A Revenue Bonds -		
Term Bonds, fixed interest rate ranging from 3.38% to 5.00%, payable semi-annually, principal payable 2028 through 2043	168,565	168,565
Series 2013B Revenue Bonds -		
Window Variable Rate Demand Bonds, variable interest (0.15% at June 30, 2014) payable monthly, principal payable 2033 through 2050	45,000	45,000

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

	<u>2014</u>	<u>2013</u>
	(In thousands)	
Series 2013C Revenue Bonds (Taxable) -		
Term Bonds, fixed interest rate of 4.45%, payable semi-annually, principal payable 2033 through 2043	\$ 63,045	\$ 63,045
Term Loan -		
Variable interest priced every 30 days (1.13% at June 30, 2014) payable quarterly, principal payable 2018 through 2031	91,655	91,655
Building Lease - Crutcher Annex		
Interest of 2.85% payable monthly, principal and interest payments through May 2025	12,674	13,506
HRT Properties of Texas, Ltd., Building Leases -		
Interest of 4.88%, payable monthly, principal and interest payments through September 2017	9,341	11,052
Baylor Medical Center at Irving - Building Lease -		
Interest of 3.68% payable monthly, principal and interest payments through March 2045	162,457	165,183
Texas Heart Hospital of the Southwest, LLP - Denton Building Lease -		
Interest of 5.50%, payable monthly, principal and interest payments through 2030	25,000	25,000
Baylor Medical Center at Carrollton -		
Building Lease - Interest of 9.50%, payable monthly, principal and interest payments through December 2033	58,503	59,486
Irving-Coppell Surgical Hospital -		
Equipment Notes Payable -		
Interest ranging from 4.88% to 8.32%, payable monthly, principal and interest payments through January 2015	557	1,078
Texas Health Ventures Group (THVG) -		
Equipment Notes Payable -		
Interest ranging from 4.9% to 8.0%, payable monthly, principal and interest payments through December 2018	24,229	32,610

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

	<u>2014</u>	<u>2013</u>
	(In thousands)	
Building Lease, Frisco Medical Center, LLP - Interest at 11.52%, payable monthly, principal and interest payments 2014 through June 2027	\$ 60,381	\$ 56,545
Building Lease, Arlington Ortho - Interest at 8.61%, payable monthly, principal and interest payments through January 2030	22,776	23,140
Building Lease, Dallas Uptown - Interest Rate at 9.30%, payable monthly, principal and interest payments through January 2031	23,154	23,376
Building Lease, Lewisville Surgicare - Interest at 11.39%, payable monthly, principal and interest payments through December 2022	4,705	4,990
Building Lease, Grapevine Surgicare Partners - Interest at 12.66%, payable monthly, principal and interest payments through October 2021	3,623	3,863
Other - Interest ranging from 1.69% to 12.00%, payable monthly, principal and interest payments through May 2029	11,592	13,249
Other Baylor Capital Leases and Long-Term Debt	<u>24,635</u>	<u>12,447</u>
	1,392,907	1,412,640
Net unamortized original issue premium	2,367	3,805
Current maturities	(44,834)	(37,907)
Long-term debt subject to short-term remarketing arrangements	<u>(95,000)</u>	<u>(95,000)</u>
	<u>\$ 1,255,440</u>	<u>\$ 1,283,538</u>

In March 2008, BHCS entered into a three-year taxable revolving line of credit with Bank of America, N A and JP Morgan Chase Bank, N A. In June 2011, this facility was expanded to \$275,000,000 with the addition of two new banks. Under this line of credit, BHCS may borrow at variable rates through January 15, 2015. In June 2014, the facility maturity date was extended from June 13, 2014 to January 15, 2015. There were no outstanding borrowings as of June 30, 2014.

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

In June 2011, BHCS issued \$359,220,000 of Hospital Revenue Bonds through the Tarrant County Cultural Education Facilities Finance Corporation. Proceeds, net of underwriter's discount, totaling approximately \$364,815,000 were used to repay \$75,000,000 in borrowings under the taxable revolving line of credit and refund \$150,000,000 of Series 2006B and 2006C Revenue Bonds. The remaining bond proceeds are deposited into the fund's account for costs of issuance and future project expenditures.

The 2011 Window variable rate demand bonds are subject to long-term amortization periods and may be put to Baylor at the option of the bondholders in connection with certain remarketing arrangements. To the extent the bondholders may, under the terms of the debt, put their bonds within 12 months after June 30, 2014, the principal amount of such bonds has been classified as a current obligation in the accompanying combined balance sheets. Management believes the likelihood of a material amount of bonds being put to Baylor to be remote. However, management has taken steps to provide various sources of liquidity in the event any bonds were to be put back to Baylor.

On November 2, 2012, BHCS provided notice of redemption on the outstanding 2002A Series Bonds. The bonds were redeemed on December 3, 2012 for a redemption price equal to 100% of the principal amount of \$62,185,000 and accrued interest in the amount of approximately \$165,000 for an aggregate redemption of \$62,350,000. A loss on extinguishment of debt of approximately \$1,027,000 was recorded upon the redemption of the 2002A Series Bonds.

In April 2013, BHCS issued \$276,610,000 of Hospital Revenue Bonds, Hospital Refunding Revenue Bonds, and Taxable Hospital Revenue Bonds through the Tarrant County Cultural Education Facilities Finance Corporation. Proceeds, net of underwriter's discount, totaling approximately \$278,753,000 were used to repay \$112,400,000 in borrowings under the taxable revolving line of credit. The remaining bond proceeds are deposited into the fund's account for costs of issuance and future project expenditures.

The 2013 issuance included \$45,000,000 of Window variable rate demand bonds. These bonds are subject to long-term amortization and may be put to Baylor at the option of the bondholders in connection with certain remarketing arrangements. To the extent the bondholders may, under the terms of the debt, put their bonds within 12 months after June 30, 2014, the principal amount of such bonds has been classified as a current obligation in the accompanying combined balance sheets. Management believes the likelihood of a material amount of bonds being put to Baylor to be remote. However, management has taken steps to provide various sources of liquidity in the event any bonds were to be put back to Baylor.

On February 21, 2014, BHCS and S&W completed the substitution of each of their existing master trust indentures (the "Old MTIs") with a new Master Indenture of Trust and Security.

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

Agreement, dated February 1, 2014 (the “New MTI”), among BHCS, S&W, and other affiliates from time to time obligated thereunder, and the Bank of New York Mellon Trust Company, National Association, which secures all outstanding notes previously issued by BHCS and S&W under the Old MTIs. At the time of its execution and delivery the New MTI formed a single obligated credit group consisting of the following entities as Obligated Affiliates: BHCS, S&W, the Medical Center, Baylor All Saints Medical Center, a Texas nonprofit corporation, Baylor Regional Medical Center at Grapevine, a Texas nonprofit corporation, Waxahachie, Baylor Regional Medical Center at Plano, a Texas nonprofit corporation, Scott & White Memorial Hospital, a Texas nonprofit corporation (SWMH), Scott & White Clinic, a Texas nonprofit corporation, Scott & White Hospital – Round Rock, a Texas nonprofit corporation, Scott & White Continuing Care Hospital, a Texas nonprofit corporation, and Hillcrest Baptist Medical Center, a Texas nonprofit corporation.

Effective April 1, 2014, BSW Holdings was admitted as an Obligated Affiliate under the New MTI. In addition, effective April 8, 2014, BSW Holdings was appointed as the Combined Group Representative under the New MTI, replacing BHCS in that role.

Future maturities of long-term debt and capital lease obligations as of June 30, 2014, are shown below (in thousands):

	<u>Long-Term Debt</u>	<u>Capital Lease Obligations</u>	<u>Total</u>
2015	\$ 128,100	\$ 40,951	\$ 169,051
2016	29,042	41,303	70,345
2017	46,673	41,366	88,039
2018	21,752	40,465	62,217
2019	7,382	39,326	46,708
Thereafter	<u>754,805</u>	<u>554,880</u>	<u>1,309,685</u>
	987,754	758,291	1,746,045
Less imputed interest	<u>-</u>	<u>(353,138)</u>	<u>(353,138)</u>
	<u><u>\$ 987,754</u></u>	<u><u>\$ 405,153</u></u>	<u><u>\$ 1,392,907</u></u>

BHCS originally executed interest rate swaps with two counterparties, Goldman Sachs Mitsui Marine Derivative Products, L P (GSMMDP) and Merrill Lynch Capital Services, Inc (MLCS) and subsequently novated four of its five swaps with MLCS to an affiliate, Bank of America, National Association (BANA). In February 2013, BHCS entered into novation agreements with GSMMDP, MLCS and BANA to transfer notional amounts of certain of its outstanding interest rate swaps to Wells Fargo Bank, N A and Deutsche Bank AG. At the same time, BHCS also suspended the fixed payments and variable receipts under 11 of its 12 interest rate swaps until January 15, 2016. In addition, as part of the swap restructuring,

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

GSMMDP, Goldman Sachs Bank USA and BHCS entered into a novation agreement that moved certain swaps from GSMMDP to Goldman Sachs Bank USA. On January 15, 2016, the swap agreements and respective fixed and variable rate payments will commence between BHCS and its swap counterparties. BHCS is subject to collateral threshold and posting requirements under its swap agreements during the suspension period and after the suspension ends. At June 30, 2014, BHCS was not required to post collateral to meet the requirements with its swap counterparties.

None of BHCS's swaps are designated as hedging instruments. Net cash payments during the years ended June 30, 2014 and 2013, totaled approximately \$74,000 and \$10,289,000, respectively.

The following table summarizes the fair value of interest rate swaps as of June 30, 2014 and 2013 (dollar amounts in thousands)

	2014 Interest Rate Agreements	Notional* Amount	Fair Value		Change in Fair Value	
			2014	2013	2014	2013
Fixed Payer Swaps	11	\$ 415,555	\$ (94,309)	\$ (78,389)	\$(15,920)	\$ 28,588

*Notional Amount is the face value of a financial instrument used in the calculation of interest

The following table summarizes the fair value of interest rate swaps, by counterparty, as of June 30, 2014 and 2013 (in thousands)

	Notional* Amount	2014 Fair Value	2013 Fair Value
Goldman Sachs Bank USA	\$ 155,760	\$ (34,556)	\$ (28,311)
Deutsche Bank AG	102,735	(24,496)	(20,412)
Wells Fargo Bank, N A	83,320	(18,963)	(15,942)
BANA	73,740	(16,294)	(13,652)
GSMMDP	-	-	(72)
Total interest rate swap liability, net	<u>\$415,555</u>	<u>\$ (94,309)</u>	<u>\$ (78,389)</u>

* Notional Amount is the face value of a financial instrument used in the calculation of interest

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

6. NONCONTROLLING INTERESTS

Baylor controls and therefore consolidates certain investees of its subsidiaries. Baylor regularly engages in the purchase and sale of noncontrolling interests in these investees that do not result in a change of control. These transactions are accounted for as equity transactions as they are undertaken among Baylor, its consolidated subsidiaries, and noncontrolling interests, and their cash flow effect is classified within financing activities. Baylor reflects noncontrolling interests in subsidiaries as either noncontrolling interests – redeemable in the mezzanine section of the accompanying combined balance sheets, or noncontrolling interests – nonredeemable in net assets in the combined balance sheets, according to ASC 810.

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BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

The activity for unrestricted net assets presented as attributable to BHCS and noncontrolling interest - nonredeemable for the years ended June 30, 2014 and 2013 are summarized below (in thousands)

	<u>Attributable to BHCS</u>	<u>Noncontrolling Interests - Nonredeemable</u>	<u>Total Unrestricted Net Assets</u>
Balances as of June 30, 2012	\$ 2,490,551	\$ 119,941	\$ 2,610,492
Revenue and gains in excess of expenses and losses	442,448	46,284	488,732
Unrealized gains on investments, net	63	-	63
Net assets released from restrictions for capital expenditures	6,647	-	6,647
Distributions to noncontrolling interests	-	(45,307)	(45,307)
Purchases of noncontrolling interests	-	(485)	(485)
Sales of noncontrolling interests	-	233	233
Other changes in controlling interest	(458)	-	(458)
Revenue and gains in excess of expenses and losses attributable to noncontrolling interests - redeemable	(137,473)	-	(137,473)
Other	4,954	-	4,954
Change in unrestricted net assets	<u>316,181</u>	<u>725</u>	<u>316,906</u>
Balances as of June 30, 2013	2,806,732	120,666	2,927,398
Revenue and gains in excess of expenses and losses	626,550	43,582	670,132
Unrealized gains on investments, net	689	-	689
Net assets released from restrictions for capital expenditures	4,640	-	4,640
Distributions to noncontrolling interests	-	(43,222)	(43,222)
Purchases of noncontrolling interests	-	(1,627)	(1,627)
Sales of noncontrolling interests	-	5,625	5,625
Other changes in controlling interest	(1,658)	-	(1,658)
Revenue and gains in excess of expenses and losses attributable to noncontrolling interests - redeemable	(164,660)	-	(164,660)
Net assets acquired	24,588	-	24,588
Other	(491)	-	(491)
Change in unrestricted net assets	<u>489,658</u>	<u>4,358</u>	<u>494,016</u>
Balances as of June 30, 2014	<u>\$ 3,296,390</u>	<u>\$ 125,024</u>	<u>\$ 3,421,414</u>

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

The activity for noncontrolling interests - redeemable for the years ended June 30, 2014 and 2013 is summarized below (in thousands)

Balance as of June 30, 2012	\$ 148,008
Net income attributable to noncontrolling interests - redeemable	137,473
Distributions to noncontrolling interests	(135,601)
Purchases of noncontrolling interests	(5,680)
Sales of noncontrolling interests	21,150
Noncontrolling interest of acquired entities	<u>15,636</u>
Balance as of June 30, 2013	180,986
Net income attributable to noncontrolling interests - redeemable	164,660
Distributions to noncontrolling interests	(142,217)
Purchases of noncontrolling interests	(8,261)
Sales of noncontrolling interests	31,692
Noncontrolling interest of acquired entities	<u>54,300</u>
Balance as of June 30, 2014	<u>\$ 281,160</u>

7. NET PATIENT CARE REVENUE

BHCS has agreements with third-party payors that provide for payments to BHCS at amounts different from its established rates. Payment arrangements include prospectively determined rates per case, reimbursed costs, discounted charges, and per diem payments. Net patient care revenue (exclusive of charity care – see Note 8) is recognized at the time service is rendered and is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered, including estimated contractual adjustments under reimbursement agreements with third-party payors.

Contractual adjustments are accrued on an estimated basis in the period the related services are rendered and adjusted in future periods as final settlements are determined. These contractual adjustments are related to the Medicare and Medicaid programs and managed care contracts. Baylor offers a 35% discount to uninsured patients.

Net patient care revenue from the Medicare and Medicaid programs accounted for approximately 31% and 30% of total net patient care revenue in 2014 and 2013, respectively. Net patient care revenue from managed care contracts accounted for approximately 65% and 68% of total net patient care revenue in 2014 and 2013, respectively. Net patient care revenue from other payors accounted for approximately 4% and 2% of total net patient care revenue in 2014 and 2013, respectively.

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

Federal Regulations require the submission of annual cost reports covering medical costs and expenses associated with services provided to program beneficiaries. Medicare and Medicaid cost report settlements are estimated in the period services are provided to beneficiaries. Laws and regulations governing the Medicare and Medicaid programs are extremely complex and subject to interpretation. As a result, there is a reasonable possibility that recorded estimates may change by a material amount as interpretations are clarified and cost reports are settled.

These initial estimates are revised as needed until the final cost report is settled. Net patient care revenue from the Medicare and Medicaid programs increased approximately \$11,441,000 and \$38,401,000 in 2014 and 2013, respectively, due to changes in allowances previously estimated for amounts due to Medicare and Medicaid, as a result of changes in regulations and final settlement of numerous cost reports.

During fiscal years 2014 and 2013, certain Baylor hospitals participated in the Medicaid Section 1115 waiver program entitled "Texas Healthcare Transformation and Quality Improvement Program" (Waiver Program). The Waiver Program provides for two pools of Medicaid supplemental funding (an uncompensated care pool and a delivery system reform incentive pool).

BHCS (on behalf of Baylor University Medical Center, Baylor Medical Center at Irving, Baylor Medical Centers at Garland and McKinney (d/b/a Baylor Medical Center at Garland), Baylor Specialty Health Centers (d/b/a Our Children's House at Baylor), Baylor Specialty Health Centers (d/b/a Baylor Specialty Hospital), and Baylor Medical Center at Carrollton) and Baylor Heart and Vascular Center LLP are parties to the Dallas and Neighboring Counties Indigent Care Affiliation Agreement and under this agreement participate in the Waiver Program.

Baylor All Saints Medical Center, Baylor Regional Medical Center at Grapevine, and Baylor Medical Center at Waxahachie are parties to the Tarrant County Indigent Care Affiliation Agreement and under this agreement participate in the Waiver Program.

Baylor All Saints Medical Center is a party to the Somervell County Indigent Care Affiliation Agreement and under this agreement participates in the Waiver Program.

Baylor Medical Center at Waxahachie is a party to the Ellis County Indigent Care Affiliation Agreement and under this agreement participates in the Waiver Program.

As recipients of Waiver Program payments, these Baylor hospitals are subject to extensive federal and state laws, regulations, conditions of participation, and certification requirements.

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

For fiscal years 2014 and 2013, Baylor hospitals received Waiver Program payments totaling approximately \$152,233,000 and \$94,692,000, respectively, which amount is recognized as net patient care revenue. Any anticipated additional amounts are recorded as other receivables in the accompanying balance sheet.

Baylor hospitals also voluntarily participate in indigent care corporations (established by the Baylor hospitals and other private hospitals) to support the delivery of charity care provided by physicians and other professional services providers to indigent and other needy patients under certain services agreements, with the compensation set in advance, consistent with fair market value, and commercially reasonable for the services performed. For fiscal years 2014 and 2013, Baylor hospitals provided approximately \$62,766,000 and \$72,890,000, respectively, to indigent care corporations for professional and other services performed under the various services agreements, which amount is recorded as other operating expenses in the combined statement of operations and changes in net assets.

After June 30, 2014, management made the decision to withdraw Baylor Specialty Health Centers (d/b/a Baylor Specialty Hospital) from the Dallas and Neighboring Counties Indigent Care Affiliation Agreement effective September 30, 2014. Baylor All Saints Medical Center has withdrawn from the Somervell County Indigent Care Affiliation Agreement effective September 30, 2014. Baylor Medical Center at Waxahachie will withdraw from the Ellis County Indigent Care Affiliation Agreement effective December 31, 2014.

In a letter dated September 30, 2014 to the Texas Health and Human Services Commission ("THHSC"), the Centers for Medicare & Medicaid Services ("CMS") announced that it is deferring the federal share (Federal Financial Participation ("FFP")) of Waiver Program uncompensated care payments to hospitals that are parties to indigent care affiliation agreements in certain counties, including Dallas County and Tarrant County. The initial total amount of the deferral is \$74,891,536 in FFP for Waiver Program uncompensated care payments made during the third quarter of federal fiscal year 2014 to private hospitals in Dallas, Tarrant, and Nueces Counties (\$47,403,926 for private hospitals in Dallas and Tarrant Counties only). CMS describes that private hospitals in Travis County may be added to the deferral (CMS review of Travis County arrangements was not completed in time for the September 30th deferral letter). THHSC reports that since issuance of the deferral letter, CMS has removed eight private hospitals (including Baylor Medical Center at Waxahachie) and one public hospital from the deferral list, which, according to THHSC, results in an approximate \$11,700,000 reduction in the total deferred amount (Dallas, Tarrant, and Nueces Counties) to about \$63,200,000. Baylor hospitals subject to the deferral are BHCS (on behalf of Baylor University Medical Center, Baylor Medical Center at Irving, Baylor Medical Centers at Garland and McKinney (d/b/a Baylor Medical Center at Garland), Baylor Specialty Health Centers (d/b/a Our Children's House at Baylor), and Baylor Medical Center at Carrollton), Baylor Heart and Vascular Hospital, Baylor All Saints Medical Center and

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

Baylor Regional Medical Center at Grapevine CMS indicates that the deferral amount may increase and even include delivery system reform incentive pool payments if the agency identifies other funding arrangements that it believes do not comply with applicable federal requirements. If CMS and THHSC do not resolve the deferral, CMS will issue a disallowance notice. THHSC may request reconsideration of any CMS disallowance determination by appealing to the Department of Health & Human Services' Departmental Appeals Board.

8. CHARITY CARE

Baylor provides care to patients who lack financial resources and are deemed medically or financially indigent. Because Baylor does not pursue collection of amounts determined to qualify as charity care, these amounts have been removed from net patient care revenue as described in Note 7. The gross patient charges related to this care along with estimates for possible future charity care write-offs related to current accounts receivable totaled approximately \$553,745,000 and \$641,544,000 in 2014 and 2013, respectively. The estimated direct and indirect cost of providing these services, calculated using the ratio of patient care cost to charges, was approximately \$177,464,000 and \$210,187,000 in 2014 and 2013, respectively. In addition, Baylor provides services through government-sponsored indigent health care programs (such as Medicaid) to other indigent patients.

Baylor also commits time and resources to endeavors and critical services which meet otherwise unfulfilled community needs. Many of these activities are entered into with the understanding that they will not be self-supporting or financially viable. The expenditures for medical research activities and direct medical education are reported in Note 10.

9. RETIREMENT BENEFITS

Baylor maintains two 401(k) defined contribution plans for eligible employees. Employees are eligible to contribute to the plan immediately with no minimum service or age requirement.

Baylor matches amounts contributed by employees, up to 5.0% of the employee's base compensation. Employees gradually vest in Baylor's matching contribution over five years. Retirement benefits equal the amounts accumulated to the employee's individual credit at the date of retirement.

Baylor's contributions to the 401(k) plan totaled approximately \$44,225,000 and \$42,037,000 for 2014 and 2013, respectively, and are included in salaries, wages, and employee benefits expenses in the accompanying combined statements of operations and changes in net assets.

ASC 715, "*Compensation – Retirement Benefits*," requires Baylor to recognize the funded status (i.e., the difference between the fair value of plan assets and the benefit obligation) of

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

its defined benefit pension and other postretirement benefit plans in the accompanying combined balance sheets with a corresponding adjustment to unrestricted net assets. The net unrecognized actuarial losses and unrecognized prior service benefits are recognized as a component of future net periodic cost pursuant to Baylor's policy for amortizing such amounts. Further, actuarial gains and losses that arise in subsequent periods and are not recognized as net periodic pension cost in the same periods are recognized as other changes in unrestricted net assets. Those amounts are recognized as a component of net periodic cost.

BHCS and six of its affiliated hospitals provided a defined benefit plan, the Baylor Health Care System Retirement Security Plan (the "BEST Plan"), for employees, which was discontinued on January 1, 1984. All BEST Plan assets were invested in cash and cash equivalents at June 30, 2014 and 2013.

The following table sets forth the benefit obligations, plan assets and funded status of the BEST Plan as of June 30 (in thousands):

	<u>2014</u>	<u>2013</u>
Fair value of plan assets	\$ 81	\$ 375
Benefit obligation	<u>(21,075)</u>	<u>(20,462)</u>
Unfunded benefit obligation	<u>\$ (20,994)</u>	<u>\$ (20,087)</u>

All Saints Health System provided a defined benefit plan, the All Saints Health System Pension Plan (the "All Saints Plan"), for employees of All Saints, which was frozen to future benefit accruals as of January 1, 2002, with the All Saints Health System purchase by BHCS.

The All Saints Plan assets were invested in cash and cash equivalents and equity securities at June 30, 2014, and cash and cash equivalents, equity securities, and fixed income securities at June 30, 2013.

The following table sets forth the benefit obligations, plan assets and funded status of the All Saints Plan as of June 30 (in thousands):

	<u>2014</u>	<u>2013</u>
Fair value of plan assets	\$ 20,783	\$ 18,828
Benefit obligation	<u>(25,885)</u>	<u>(25,011)</u>
Unfunded benefit obligation	<u>\$ (5,102)</u>	<u>\$ (6,183)</u>

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

10. FUNCTIONAL EXPENSES

Baylor provides general health care services to residents within its geographic area. Expenses related to providing these services are as follows for the years ended June 30 (in thousands):

	<u>2014</u>	<u>2013</u>
Patient care	\$ 2,967,363	\$ 2,821,252
Education	36,259	38,265
Research	47,931	51,886
General and administrative	904,155	842,133
Other	<u>112,223</u>	<u>67,283</u>
	<u>\$ 4,067,931</u>	<u>\$ 3,820,819</u>

Other includes expenses related to Baylor's construction activities, professional office building management, and fundraising.

11. TRANSACTIONS WITH RELATED PARTIES

Baylor is affiliated with entities controlled by BSW Holdings. Baylor enters into various transactions with BSW Holdings and its affiliates which include the purchase and sale of goods and services. Baylor recorded a due from affiliates, net in 2014, totaling approximately \$6,706,000 for construction costs and clinical services.

12. COMMITMENTS AND CONTINGENCIES

Baylor leases various equipment and property under operating leases. These payments are due monthly through December 2035. Future minimum lease commitments under operating leases that have initial or remaining noncancelable lease terms in excess of one year as of June 30, 2014 are as follows (in thousands):

2015	\$ 75,487
2016	69,400
2017	64,060
2018	59,473
2019	55,337
Thereafter	<u>266,608</u>
	<u>\$ 590,365</u>

Baylor has incurred rental expense for both cancelable and noncancelable equipment and space leases totaling approximately \$93,123,000 and \$85,101,000 in 2014 and 2013, respectively.

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

The Irving Hospital Authority (“Authority”) entered into a Master Agreement (“Master Agreement”) with Baylor Medical Center at Irving (Irving) and BHCS and a Lease Agreement (“Lease Agreement”) with Irving

Under the terms of the Lease Agreement, Irving agreed to manage and lease substantially all properties of the Authority over an initial lease term of 20 years, beginning August 1, 1995, with an option to renew the lease for two additional 10 year terms. An Amended and Restated Lease Agreement (“Amended Lease Agreement”) was entered into by the Authority and Irving effective April 1, 2010, to extend the lease thirty five years through March 31, 2045, and to supersede nearly all the obligations of the original Master Agreement and Lease Agreement.

The Amended Lease Agreement is accounted for as a capital lease with (a) fixed rent payments of approximately \$8,825,000 per year, as adjusted by a September 24, 2010 amendment to the Amended Lease Agreement, plus (b) a contingent rent payment equal to 20.0% of the excess operating cash flow derived from the prior fiscal year’s operations, as defined in the Amended Lease Agreement. No contingent rent payments were due under the Amended Lease Agreement in 2013. Irving accrued \$2,596,000 at June 30, 2014 for the contingent rent payment due to the Authority within five business days following the issuance of Irving’s audited statements of operations and changes in net assets.

BHCS signed a Limited Joinder to evidence its agreement with the BHCS obligations included in the Amended Lease Agreement and to covenant that BHCS will pay the rent and the early termination fee/liquidated damages if Irving fails to pay those obligations. During the initial six year term of the Revised Lease Agreement, Irving pays BHCS a management fee, based on a percentage of the excess operating cash flow, as defined in the Revised Lease Agreement. BHCS continues to be required to contribute \$100,000 per year to Irving, to be matched by the Irving Healthcare Foundation, for community health projects, which are mutually agreed upon by BHCS and Irving. BHCS contributed \$100,000 directly to Irving in 2014 and 2013, respectively. At the end of the lease term the leased facilities will be surrendered to the Authority. At June 30, 2014, no liability under the Revised Lease Agreement was recorded as no amount can be reasonably estimated.

On November 1, 2006, BHCS entered into a five-year affiliation agreement (that automatically renews for additional five year-terms) with Hopkins County Hospital District d/b/a Hopkins County Memorial Hospital, located in Sulphur Springs, Texas (approximately 79 miles northwest of Dallas). The hospital services are also supported locally by an independent Hopkins Memorial Health Care Foundation. Under the affiliation agreement, BHCS provides certain services for a fee which include MedAssets sponsorship, advisory services, physician recruitment and access to continuing education programs. Hopkins County Hospital District is not owned or controlled by any member of Baylor.

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

On February 1, 2007, BHCS entered into a five-year affiliation agreement (that automatically renews for additional five-year terms) with 99-bed Decatur Hospital Authority d/b/a Wise Regional Health System, located in Decatur, Texas (approximately 40 miles northwest of Fort Worth) Under the affiliation agreement, BHCS provides certain services for a fee which include advisory services, physician recruitment and access to continuing education programs Decatur Hospital Authority is not owned or controlled by any member of Baylor

On October 1, 2008, BHCS entered into a five-year affiliation agreement (that automatically renews for additional five-year terms) with Glen Rose Medical Foundation d/b/a Glen Rose Medical Center, a 16-bed hospital located in Glen Rose, Texas (approximately 54 miles southwest of Fort Worth) As of March 24, 2010, the agreement was assigned to Somervell County Hospital Authority, which assumed operation of the hospital Under the affiliation agreement, BHCS provides certain services for a fee which include MedAssets sponsorship, advisory services, physician recruitment and access to continuing education programs Somervell County Hospital Authority is not owned or controlled by any member of Baylor

On January 1, 2009, BHCS entered into a five-year affiliation agreement (that automatically renews for additional five-year terms) with Hunt Memorial Hospital District, which operates Hunt Regional Medical Center at Greenville and Hunt Regional Community Hospital at Commerce Hunt Regional Medical Center at Greenville is located approximately 45 miles northeast of Dallas and is a 201-bed acute care hospital Hunt Regional Community Hospital at Commerce is located approximately 65 miles northeast of Dallas and is a 24-bed critical access facility Under the affiliation agreement, both organizations remain independent, but BHCS provides certain services for a fee including MedAssets sponsorship, advisory services, physician recruitment and access to continuing education programs Hunt Memorial Hospital District is not owned or controlled by any member of Baylor

On July 25, 2012, Baylor Heart and Vascular Hospital (BHVH) entered into a three-year affiliation agreement (that automatically renews for additional one-year terms) with Hunt Memorial Hospital District Under the affiliation agreement, both organizations remain independent, but BHVH provides Catherization Lab management for a fee Hunt Memorial Hospital District is not owned or controlled by any member of Baylor

On December 17, 2013, BHCS entered into a five-year affiliation agreement (that automatically renews for additional five-year terms) with Essent PRMC LP d/b/a Paris Regional Medical Center Paris Regional Medical Center is a 360-bed hospital, located in Paris, Texas (approximately 105 miles northeast of Dallas) Under the affiliation agreement, both organizations remain independent, but BHCS provides certain services for a fee including advisory services, physician recruitment and access to continuing education programs Paris Regional Medical Center is not owned or controlled by any member of Baylor

BAYLOR HEALTH CARE SYSTEM

Notes to Combined Financial Statements - continued

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

Management believes that Baylor is in compliance with applicable fraud and abuse laws and regulations as well as other applicable federal and state laws and regulations.

13. SUBSEQUENT EVENTS

Baylor Scott & White Assurance SPC

On July 1, 2014, (i) Health Care Insurance Company of Texas, Ltd (HCICT), a Cayman Islands company whose sole shareholder was BHCS, merged into Scott & White Assurance Ltd (SWAL), a Cayman Islands company whose sole shareholder was acting by and through its Board of Trustees and in connection with such merger, the shares of HCICT held by BHCS were cancelled, (ii) following which SWAL was re-registered as a Cayman Islands segregated portfolio company and changed its name to Baylor Scott & White Assurance SPC (BSWA), (iii) following which SWMH distributed the shares of BSWA held by it to its sole member S&W, following which S&W distributed such shares to its sole member BSW Holdings, following which BSW Holdings contributed such shares to BHCS, following which BHCS contributed such shares to the Medical Center which, as a result of such transactions, became the sole shareholder of BSWA.

Interest Rate Swaps

Effective July 30, 2014, BSWH consolidated its separate International Swaps and Derivatives Association (ISDA) agreements with Goldman Sachs Bank USA (Goldman) and related swap portfolios at BHCS and SWH under a single BSWH ISDA. This required the negotiation and development of a new BSWH ISDA and the subsequent novations of each of the Goldman swaps under the legacy BHCS and SWH ISDA's to the new BSWH ISDA with an aggregate notional amount of \$250,155,000.

Baylor has performed an evaluation of subsequent events through November 12, 2014, which is the date the financial statements were available to be issued.



**Report of Independent Auditors
on Accompanying Information**

To The Board of Trustees
Baylor Scott & White Holdings:

The report on our audits of the basic combined financial statements of Baylor Health Care System and subsidiaries as of June 30, 2014 and 2013 and for the years then ended appears on page one of this document. Those audits were conducted for the purpose of forming an opinion on the basic combined financial statements taken as a whole. The accompanying other community benefits information is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has not been compiled, reviewed, or audited by us and, accordingly we do not express an opinion or provide any assurance on it.

PricewaterhouseCoopers LLP

November 12, 2014

BAYLOR HEALTH CARE SYSTEM

OTHER COMMUNITY BENEFITS - UNAUDITED

Nonprofit hospitals are required to report community benefits under the requirements of Texas Health and Safety Code Chapter 311. For Texas state law purposes, unaudited community benefits include the unreimbursed cost of charity care, the unreimbursed cost of government-sponsored indigent health care (i.e., Medicaid), the unreimbursed cost of government-sponsored health care (i.e., Medicare), medical education, and other community benefits and services. The amount of community benefits reportable for Texas state law purposes by all Baylor nonprofit hospitals totaled approximately \$494,840,000 and \$638,155,000 in 2014 and 2013, respectively.