Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545 0052

2013

For calendar year 2013, or tax year beginning 9/29 **, 2013, and ending** 9/27 , 2014

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

A Employer identification number 01-0391038

B Telephone number (see the instructions) 207 973-9081

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 31,226,935.

J Accounting method [ ] Cash [X] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	253,518.			
	2 Ck ► [ ] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	4,527.	4,527.	4,527.	
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-532.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	5,929,005.		5,929,005.	
	12 **Total.** Add lines 1 through 11	6,186,518.	4,527.	5,933,532.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages	2,125,969.		2,125,969.	2,133,939.
	15 Pension plans, employee benefits	460,125.		460,125.	460,876.
	16a Legal fees (attach schedule) See St 2	18,811.			
	b Accounting fees (attach sch) See St 3	229,141.		109,533.	109,533.
	c Other prof fees (attach sch) See St 4	151,525.		151,525.	152,153.
	17 Interest	737,467.		737,467.	737,467.
	18 Taxes (attach schedule)(see instrs) See Stm 5	305,250.			
	19 Depreciation (attach sch) and depletion	671,549.		671,549.	
	20 Occupancy	441,498.		441,498.	441,955.
	21 Travel, conferences, and meetings	19,691.		19,691.	19,912.
	22 Printing and publications	118.		118.	118.
	23 Other expenses (attach schedule) See Statement 6	1,223,235.	5,460.	1,216,057.	1,210,155.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	6,384,379.	5,460.	5,933,532.	5,266,108.
	25 Contributions, gifts, grants paid Part XV	192,004.			189,278.
	26 **Total expenses and disbursements.** Add lines 24 and 25	6,576,383.	5,460.	5,933,532.	5,455,386.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-389,865.			
	b **Net investment income** (if negative, enter 0)		0.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

RECEIVED
AUG 1 2015
OGDEN, UT
IRS-OSC

SCANNED AUG 1 9 2015

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing	1,250.	938.	938.
	2	Savings and temporary cash investments	1,292,841.	2,505,976.	2,505,976.
	3	Accounts receivable ► 48,679.			
		Less allowance for doubtful accounts ► 5,294.	439,409.	43,385.	43,385.
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	355,570.	295,240.	295,240.
	10a	Investments — U S and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule)			
	c	Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule)			
	14	Land, buildings, and equipment basis ► 22,470,331.			
		Less accumulated depreciation (attach schedule) See Stmt 7 ► 7,608,170.	15,457,905.	14,862,161.	14,862,161.
	15	Other assets (describe ► See Statement 8)	13,793,843.	13,519,235.	13,519,235.
	16	**Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	31,340,818.	31,226,935.	31,226,935.
LIABILITIES	17	Accounts payable and accrued expenses	326,632.	421,415.	
	18	Grants payable			
	19	Deferred revenue	305,097.	120,286.	
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) Stmt 9	27,438,456.	26,867,410.	
	22	Other liabilities (describe ► See Statement 10)	87,565.	18,528.	
	23	**Total liabilities** (add lines 17 through 22)	28,157,750.	27,427,639.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	-3,829,886.	-3,558,257.	
	25	Temporarily restricted	24,492.	24,575.	
	26	Permanently restricted	6,988,462.	7,332,978.	
		Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	3,183,068.	3,799,296.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	31,340,818.	31,226,935.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,183,068.
2	Enter amount from Part I, line 27a	2	-389,865.
3	Other increases not included in line 2 (itemize) ► See Statement 11	3	1,032,540.
4	Add lines 1, 2, and 3	4	3,825,743.
5	Decreases not included in line 2 (itemize) ► See Statement 12	5	26,447.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	3,799,296.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	LiveSAFE units	P	9/01/12	10/01/13
b	LiveSAFE units	P	11/01/13	3/01/14
c	Polycaster sander	P	12/19/07	1/01/14
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			188.	-188.
b			224.	-224.
c			120.	-120.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-188.
b				-224.
c				-120.
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	-532.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-224.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	5,377,663.	1,120,674.	4.798597
2011	5,887,354.	994,977.	5.917075
2010	6,107,545.	592,543.	10.307345
2009	6,260,808.	659,070.	9.499458
2008	7,235,617.	656,738.	11.017509

2	**Total** of line 1, column (d)	2	41.539984
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	8.307997
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,992,732.
5	Multiply line 4 by line 3	5	16,555,611.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	16,555,611.
8	Enter qualifying distributions from Part XII, line 4	8	5,555,507.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _______ **(attach copy of letter if necessary – see instrs)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► ☐ and enter 1% of Part I, line 27b			1	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	0.
6	Credits/Payments				
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6a	516.		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	516.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	516.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ►	516.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3	X	
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► ME			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9	X	
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► www.emhs.org/Rosscare

14 The books are in care of ► John J. Doyle Telephone no ► 207 973-9081
Located at ► 43 Whiting Hill Road Brewer ME ZIP + 4 ► 04412

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐
and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

			Line	Yes	No
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4 b		X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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

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

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

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

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

If 'Yes' to 6b, file Form 8870

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

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

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

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

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

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Valerie C. Sauda 885 Union Street, Suite 221 Bangor, ME 04401	Nursing Instr 40	65,143.	3,807.	0.
Jennifer Maskala 885 Union Street, Suite 221 Bangor, ME 04401	Manager 40	53,506.	457.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SYLVIA ROSS LEGACY PROGRAM-Assistance to qualified applicants to reduce the cost of residency at the Sylvia Ross Home, assisted living apartments located on the campus of Ross Manor in Bangor.	202,004.
2 CONTINUING CARE INFO CENTER-Resource for anyone who has questions about available hospital and community health programs	479,350.
3 LIVESAFE-Home health care monitors worn by participants which signals help when activated	270,388.
4 DIRIGO PINES INN-Specialized elderly housing and assisted living Also see attached publication.	5,608,753.

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	2,023,078.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,023,078.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,023,078.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	30,346.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,992,732.
6	**Minimum investment return.** Enter 5% of line 5	6	99,364.

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

1	Minimum investment return from Part X, line 6 N/A	1	
2a	Tax on investment income for 2013 from Part VI, line 5 2a		
b	Income tax for 2013 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	5,455,386.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	100,121.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,555,507.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,555,507.

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

Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ► $				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0.				0.
b 85% of line 2a					0.
c Qualifying distributions from Part XII, line 4 for each year listed	5,555,507.	5,377,663.	5,887,354.	6,107,545.	22,928,069.
d Amounts included in line 2c not used directly for active conduct of exempt activities					0.
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	5,555,507.	5,377,663.	5,887,354.	6,107,545.	22,928,069.
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	66,242.	37,152.	33,711.	19,697.	156,802.
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Ross Manor 758 Broadway Bangor, ME 04401	N/A	509(a)(2)	Provide financial assistance to qualified residents for assisted living at Sylvia Ross Home at Ross Manor	192,004.
Total			► 3a	192,004.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a Administrative support					4,326.
b Geriatric educ & training					93,503.
c Interest on Flex account					-2.
d LiveSAFE units rental					259,782.
e Patient care revenue					6,555.
f Specialized elderly hous					5,564,841.
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	485000		14	4,527.	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					-532.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				4,527.	5,928,473.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	5,933,000.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 8/5/15 Title: Treasurer

May the IRS discuss this return with the preparer shown below (see instructions)? [ ] Yes [X] No

Paid Preparer Use Only

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

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**
► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at *www.irs.gov/form990.*

OMB No 1545 0047

2013

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

Organization type (check one)

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

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
Rosscare	01-0391038

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Sylvia Ross Trust PO Box 923 Bangor, ME 04402-0923	$ 241,569.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	EMHS Foundation 43 Whiting Hill Road, Ste 400 Brewer, ME 04412	$ 5,610.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
Rosscare	01-0391038

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

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

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

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

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

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

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

Name of organization
Rosscare

Employer identification number
01-0391038

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

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Administrative support	$ 4,326.		$ 4,326.
Geriatric educ & training	93,503.		93,503.
Interest on Flex account	-2.		-2.
LiveSAFE units rental	259,782.		259,782.
Patient care revenue	6,555.		6,555.
Specialized elderly hous	5,564,841.		5,564,841.
Total	$ 5,929,005.	$ 0.	$ 5,929,005.

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

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Gross, Minsky & Mogul	$ 932.			
Rudman Winchell	17,879.			
Total	$ 18,811.	$ 0.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Affiliated Healthcare Management	$ 199,600.		$ 109,533.	$ 109,533.
Berry Dunn	29,541.			
Total	$ 229,141.	$ 0.	$ 109,533.	$ 109,533.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LiveSAFE Monitoring Service	$ 87,000.		$ 87,000.	$ 87,000.
Other Professional Fees	38,545.		38,545.	39,173.
Recruiting	13,702.		13,702.	13,702.
Temporary Staffing	12,278.		12,278.	12,278.
Total	$ 151,525.	$ 0.	$ 151,525.	$ 152,153.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Corporate taxes and licenses	$ 2,481.			
Employee Credential/Licenses	5,370.			
Property taxes	295,988.			
Sales tax	1,411.			
Total	$ 305,250.	$ 0.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Advertising	$ 87,063.		$ 87,063.	$ 87,754.
Banking Services	50,035.	$ 4,980.		
Dues & Subscriptions	7,202.		7,202.	7,202.
Equipment Rental	50,753.		50,753.	51,048.
Food	281,108.		281,108.	281,263.
Information Technology	21,118.		21,118.	21,722.
Insurance	173,500.		173,500.	173,500.
Miscellaneous	18,514.		18,514.	17,920.
Postage	3,447.		3,447.	3,472.
Provision for bad debts	-43,337.			
Repairs	169,082.		169,082.	169,082.
Shared Services Expense	194,573.	480.	194,093.	187,295.
Supplies	210,177.		210,177.	209,897.
Total	$ 1,223,235.	$ 5,460.	$ 1,216,057.	$ 1,210,155.

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

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Machinery and Equipment	$ 2,680,416.	$ 118,862.	$ 2,561,554.	$ 2,561,554.
Buildings	17,054,035.	7,484,311.	9,569,724.	9,569,724.
Improvements	1,216,958.	0.	1,216,958.	0.
Land	1,511,032.		1,511,032.	2,727,990.
Miscellaneous	7,890.	4,997.	2,893.	2,893.
Total	$ 22,470,331.	$ 7,608,170.	$ 14,862,161.	$ 14,862,161.

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

	Book Value	Fair Market Value
Beneficial Interest in Perpetual Trusts	$ 7,327,628.	$ 7,327,628.
Interest in net assets held at EMHSF	29,925.	29,925.
Investment in Subsidiaries	5,206,701.	5,206,701.
Org costs & other long term investments	34,258.	34,258.
Replacement Reserve	921,242.	921,242.
Self-Insurance Funds Held by Trustee	-519.	-519.
Total	$ 13,519,235.	$ 13,519,235.

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

Mortgages Payable	Balance Due
Greystone Servicing Corp, Inc	$ 13,159,184.
Greystone Servicing Corp, Inc	3,173,350.
Total Mortgages Payable	$ 16,332,534.

Other Notes Payable		Balance Due
Lender's Name:	Eastern Maine Healthcare Syste	
Relationship of Lender:	Parent company	
Date of Note:	9/09/2008	
Maturity Date:	10/01/2014	
Repayment Terms:	Monthly interest	
Interest Rate:	0.91%	
Security Provided:	None	
Purpose of Loan:	Working capital line of credit	
Desc. of Consideration:	None	
FMV of Consideration:	0.	
Original Amount:	8,543,104.	
Balance Due:		7,898,104.
Lender's Name:	Machias Savings Bank	
Date of Note:	4/15/2005	
Maturity Date:	4/14/2014	
Repayment Terms:	Monthly principal & int	
Interest Rate:	4.25%	
Security Provided:	Real property	
Purpose of Loan:	Working capital	
Desc. of Consideration:	None	
FMV of Consideration:	0.	
Original Amount:	2,000,000.	
Balance Due:		1,998,905.
Lender's Name:	Dirigo Pines Development Compa	
Relationship of Lender:	Affiliate	
Date of Note:	4/14/2005	
Maturity Date:	4/14/2016	
Repayment Terms:	Semi-annual princ & int	
Interest Rate:	3.25%	
Security Provided:	TIF proceeds	
Purpose of Loan:	Working capital	
Desc. of Consideration:	None	

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

Other Notes Payable		Balance Due
FMV of Consideration:	0.	
Original Amount:	1,000,000.	
Balance Due:		$ 637,867.
Total Other Notes Payable		$ 10,534,876.
Total Mortgages and Other Notes Payable		$ 26,867,410.

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

Reserve for Retiree Health Benefits	$ 19,023.
Reserve for Self-Insurance Program	-495.
Total	$ 18,528.

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

Change in interest in net assets held @ EMHS Foundation	$ 84.
Change in Unrealized Gain or Loss	344,515.
Post Retirement Health Benefit FAS158	69,549.
Transfer from Subsidiary	618,392.
Total	$ 1,032,540.

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

Pension Liability FAS 158	$ 12,141.
Transfer to exempt parent - Eastern Maine Healthcare Systems	14,306.
Total	$ 26,447.

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

Transfers To Controlled Entity

Controlled Entity Name:	Eastern Maine Medical Center
Address:	489 State Street, PO Box 404
Address:	Bangor, ME 04402-0404
Federal EIN:	01-0211501

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

Description of Transfer:	Fees for services		
Amount of Transfer:		$	2,750.
Controlled Entity Name:	M. Drug, LLC		
Address:	PO Box 1779		
Address:	Bangor, ME 04402-1779		
Federal EIN:	27-2175482		
Description of Transfer:	Purchases of services		
Amount of Transfer:		$	990.
Controlled Entity Name:	Affiliated Materiel Services		
Address:	PO Box 1300		
Address:	Bangor, ME 04402-1300		
Federal EIN:	01-0381189		
Description of Transfer:	Purchases of supplies and services		
Amount of Transfer:		$	8,786.
Controlled Entity Name:	Affiliated Healthcare Management		
Address:	PO Box 1300		
Address:	Bangor, ME 04402-0811		
Federal EIN:	01-0349339		
Description of Transfer:	Purchases of services		
Amount of Transfer:		$	244,249.
Controlled Entity Name:	Affiliated Healthcare Management		
Address:	PO Box 811		
Address:	Bangor, ME 04402-0811		
Federal EIN:	01-0349339		
Description of Transfer:	Leases		
Amount of Transfer:		$	32,500.
Controlled Entity Name:	EMHS Foundation		
Address:	43 Whiting Hill Road, Suite 400		
Address:	Brewer, ME 04412		
Federal EIN:	22-2514163		
Description of Transfer:	Fees for services		
Amount of Transfer:		$	7,500.
Controlled Entity Name:	The Aroostook Medical Center (TAMC)		
Address:	PO Box 151, 140 Academy Street		
Address:	Presque Isle, ME 04769-0151		
Federal EIN:	01-0372148		
Description of Transfer:	Purchases of services		
Amount of Transfer:		$	87,000.
Controlled Entity Name:	Eastern Maine HomeCare		
Address:	PO Box 688		
Address:	Caribou, ME 04736-0688		
Federal EIN:	01-0328442		
Description of Transfer:	Purchases of services		
Amount of Transfer:		$	12,040.
Controlled Entity Name:	Eastern Maine Healthcare Systems		
Address:	43 Whiting Hill Road, Suite 400		
Address:	Brewer, ME 04412		
Federal EIN:	01-0527066		
Description of Transfer:	Supplies		

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

Amount of Transfer:		$ 930.
Controlled Entity Name:	Eastern Maine Healthcare Systems	
Address:	43 Whiting Hill Road, Suite 400	
Address:	Brewer, ME 04412	
Federal EIN:	01-0527066	
Description of Transfer:	Fees for services	
Amount of Transfer:		$ 194,573.
Controlled Entity Name:	Eastern Maine Healthcare Systems	
Address:	43 Whiting Hill Road	
Address:	Brewer, ME 04412	
Federal EIN:	01-0527066	
Description of Transfer:	Self-Insurance premiums	
Amount of Transfer:		$ 81,625.
Controlled Entity Name:	Eastern Maine Healthcare Systems	
Address:	43 Whiting Hill Road, Suite 400	
Address:	Brewer, ME 04412	
Federal EIN:	01-0527066	
Description of Transfer:	Leases	
Amount of Transfer:		$ 25,740.
Controlled Entity Name:	Eastern Maine Healthcare Systems	
Address:	43 Whiting Hill Road, Suite 400	
Address:	Brewer, ME 04412	
Federal EIN:	01-0527066	
Description of Transfer:	Equity transfer	
Amount of Transfer:		$ 14,306.
Controlled Entity Name:	Eastern Maine Healthcare Systems	
Address:	43 Whiting Hill Road, Suite 400	
Address:	Brewer, ME 04412	
Federal EIN:	01-0527066	
Description of Transfer:	Interest	
Amount of Transfer:		$ 94,558.
	Total	$ 807,547.

Transfers From Controlled Entity

Controlled Entity Name:	EMHS Foundation	
Address:	43 Whiting Hill Road, Suite 400	
Address:	Brewer, ME 04412	
Federal EIN:	22-2514163	
Description of Transfer:	Restricted contributions	
Amount of Transfer:		$ 5,610.
Controlled Entity Name:	Rosscare Nursing Homes, Inc.	
Address:	43 Whiting Hill Road, Suite 400	
Address:	Brewer, ME 04412	
Federal EIN:	01-0430751	
Description of Transfer:	Distribution from nursing homes	
Amount of Transfer:		$ 1,300,000.
Controlled Entity Name:	Eastern Maine HomeCare	
Address:	PO Box 688	

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

Address:	Caribou, ME 04736-0688	
Federal EIN:	01-0328442	
Description of Transfer:	Fees for services	
Amount of Transfer:		$ 2,481.
	Total	$ 1,308,091.

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

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
Peter G. Arabadjis, MD 9 Kell St Orono, ME 04473-4241	Board Member 0.50	$ 0.	$ 0.	$ 0.
Helen L. Genco, RN PO Box 658 Orono, ME 04473	Vice Chairman 0.50	0.	0.	0.
Derrick Hollings EMHS, 43 Whiting Hill Road Brewer, ME 04412	Treasurer 0.50	0.	0.	0.
James Jarvis, ME EMMC, 895 Union St., Ste. 12 Bangor, ME 04401	Board Member 0.50	0.	0.	0.
James H. Tobin, Jr. 350 Charleston Road Dexter, ME 04930-2503	Board Member 0.50	0.	0.	0.
Cynthia Hardy 193 Broad Street, Ste 2 Bangor, ME 04401	Chairman 0.50	0.	0.	0.
Lisa Harvey-McPherson EMHS, 43 Whiting Hill Road Brewer, ME 04412	Secretary 2.00	0.	0.	0.
Mary M. Hood, President EMHS, 43 Whiting Hill Rd Brewer, ME 04412	Ex-Officio 0.50	0.	0.	0.
Lenard Kaye 25 Texas Ave Bangor, ME 04401	Board Member 0.50	0.	0.	0.

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

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
Sandra M. Leonard PO Box 755 Bangor, ME 04402-0755	Board Member 0.50	$ 0.	$ 0.	$ 0.
Michael T. Young 35 Hildreth St Bangor, ME 04401	Board Member 0.50	0.	0.	0.
	Total	$ 0.	$ 0.	$ 0.

ROSSCARE

RESTATED BYLAWS

Adopted on February 3, 2014

ARTICLE 1

Name, Purpose, Registered Agent, Office, Seal

Section 1. Name. The name of this Corporation is Rosscare (hereinafter sometimes referred to as the "Corporation.").

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

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

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

Section 5. Corporate Seal. The Corporation shall have a circular seal containing the name of the Corporation, the year of its creation, and the word "Maine." The seal of the Corporation may, but need not, be affixed to any document executed by an authorized individual on behalf of the Corporation, and its absence therefrom shall not impair the validity of the document or of any action taken in pursuance thereof or in reliance thereon.

ARTICLE II
Member

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

Section 2. Powers.

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

b. **Joint Initiatory Powers.**

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

i. Amendments to the Corporation's Articles of Incorporation or Bylaws;
ii. Change in legal form of organization of the Corporation;
iii. Election of the Directors of the Corporation;
iv. Action concerning the Corporation's Operating budget and capital expenditures;
v. The Corporation's acquisition of assets or assumption of liabilities of a third party;
vi. Transfer of 5% or more of the assets of the Corporation;
vii. Financing transactions concerning the Corporation;
viii. Merger, consolidation, sale, lease, mortgage, pledge or other disposition of all or substantially all assets of the Corporation;
ix. Add or revise a health care service of the Corporation;
x. Discontinue or close a health care service of the Corporation;
xi. Action concerning the Corporation's component of EMHS Strategic Plan;
xii. Action concerning the Corporation's participation in key strategic affiliations with third parties not affiliated with EMHS; and
xiii. Dissolution of the Corporation.

In the event of any inconsistency between this Article II, Section 2 of these Bylaws and any other provision in these Bylaws, the provisions of this Article II, Section 2 shall control.

ARTICLE III
Board

Section 1. General Powers. Subject to the Joint Initiatory Powers of the Member, the business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number and Tenure; Qualifications. The president of the Member shall serve as a Director ex officio with voting power. The president of the Corporation shall serve as a Director ex officio with voting power. No other employee of the Corporation may serve on the Board of Directors or Governance Committee. Including the president of the Member and the president of the Corporation, the Board of Directors shall consist of no fewer than seven (7) and no more than fifteen (15) Directors. The term of office of an elected Director shall be three (3) years. The elected Directors shall be divided into three (3) equal delegations as near as may be. The Board shall set the number of elected Directors and there shall be elected by the Board, subject to ratification by the Member, one delegation each year in a regular three (3) year rotation at each Annual Meeting of the Corporation. Each elected Director shall hold office until such Director's successor shall have been elected and qualified. In the ordinary course, no elected Director may serve more than four (4) full consecutive terms. Subject to Member approval, exceptions may be made by the Board. No more than 49% of the Directors may be "financially interested" as defined in 13-B MRSA 713-A. Unless a majority of the Board is "independent" as defined in Article VI, any Director elected to replace another Director must be independent. Elected Directors shall be representative of the region served and of the skills needed in the management of the Corporation.

Section 3. Quorum. Unless otherwise provided in these Bylaws, at least fifty percent (50%) of the Directors in office at the time, present at any regular or special meeting of the Board of Directors, shall constitute a quorum for the transaction of business; provided, however, that if the President of the Member is not able to attend a meeting he or she shall not be counted in the denominator of the fraction used to calculate whether a quorum is present at such meeting. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum is present.

Section 4. Quorum Initially Present. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action is approved by at least a majority of the required quorum for each meeting.

Section 5. Regular Meetings. Following the election of the Board at the Annual Meeting of the Corporation, officers shall be elected and designated in accordance with Article IV, section 1, and the Board shall transact such other business as may properly come before the meeting. At least three (3) additional regular meetings of the Board shall be held without formal notice, at such times and places as may be fixed by the Board from time to time.

Section 6. Special Meetings. Special meetings of the Board shall be called by the Secretary at any time upon request of the Chair, the President, or any three Board members.

Section 7. Notice. Notice of any special meeting shall be given by any usual means of communication, including hand delivery, courier, telephone, facsimile transmission or electronic mail at least twenty-four (24) hours prior to the time of the holding of the meeting. Any oral notice may be communicated either to the Director or to a person at the office of the Director who the person giving notice has reason to believe will promptly communicate such notice to the Director. Any Board member may waive notice of any meeting by signing a waiver of notice, either before or after the meeting. The attendance of a Board member at a meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been properly called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of the meeting unless provided otherwise elsewhere in these Bylaws.

Section 8. Manner of Acting. Except as provided in Article IX, the act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board. Proxies shall not be used either to establish a quorum or to transact business. In the absence of a quorum, no business may be transacted except the adjournment of the meeting as herein provided. If at any time there are fewer Board members in office than one half of the number fixed in accordance with these Bylaws, the Board members may transact no other business than the filling of vacancies on the Board (subject to approval by the Member) until sufficient vacancies have been filled so that there are in office at least one half of the number of Board members fixed in accordance with these Bylaws.

Section 9. Action Without A Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if prior or subsequent to such action a written consent thereto is signed by all members of the Board and such written consent is filed with the minutes of the proceedings of the Board.

Section 10. Vacancies. Except as otherwise provided by law, any vacancy on the Board, whether by reason of death, resignation or removal, may be filled by the remaining Board members. Vacancies, when filled, shall be filled from a list of nominees submitted to the Board and approved by the Member prior to the meeting of the Board at which action is to be taken.

Section 11. Presumption of Assent. A Board member who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Board member's abstention or dissent shall be entered in the minutes of the meeting or unless such Board member shall file a written abstention or dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation by the next business day after adjournment of the meeting. Such rights of dissent shall not apply to a Board member who voted in favor of such action.

Section 12. Participation in Meeting by Telephone. Board members, or members of any Board committee, may participate in a meeting of the Board or such committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 13. Attendance. If a Board member fails to attend a majority of either Board meetings, committee meetings or educational sessions held in a calendar year, or three (3) consecutive Board meetings without being excused by the Chair, then the Chair shall inquire whether that Board member desires to remain on the Board.

Section 14. Place. The Board shall hold its meetings at the principal office of the Corporation or such other place as it may designate.

Section 15. Compensation of Board Members. Board members shall receive no compensation as such, provided, however, that they may be reimbursed from time to time for all reasonable expenses incurred on behalf of the Corporation.

Section 16. Resignation and Removal. Any Director or member of any committee may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein. If no time is specified, it shall take effect from the time of its receipt by the Secretary, who shall record such resignation, noting the day, hour and minute of its receipt. The acceptance of a resignation shall not be necessary to make it effective. Any Director elected by the Board may be removed by the Member with or without cause in accordance with section 704 of the Maine Nonprofit Corporation Act.

ARTICLE IV
Officers

Section 1. Officers. The officers of the Corporation shall consist of a Chair, Vice Chair, President, Secretary, Treasurer and such Vice Presidents and other officers as may be deemed necessary by the Board of Directors. Any two or more offices may be held by the same person.

The Chair and the Vice Chair shall be elected annually by the Board and shall hold office until their successors are chosen and have qualified or until their earlier resignation or removal from office. Neither the Chair nor Vice Chair may be elected to serve more than three (3) consecutive full one year terms.

The President of the Member shall appoint the Secretary, and in consultation with the Board, the President of this Corporation. The Secretary of this Corporation, and the President of this Corporation in consultation with the Board, may be removed from office by the President of the Member.

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

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

Section 3. Chair. The Chair shall preside at all meetings of the Board. Except where, by law, the signature of the President is required, the Chair shall possess the same power as the President to sign all certificates, contracts or other instruments when so authorized by the Board. The Chair shall exercise and perform such other duties as may be prescribed by the Board from time to time.

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

Section 5. President. The President shall be the chief executive officer of the Corporation. Subject to the control of the Board of Directors, the President shall have authority for directing the business and affairs of the Corporation including implementation of long range objectives, policies and plans. The President shall act as the representative of the Board in all matters in which the Board has not designated some other person to act. The President may sign deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President may sign checks, drafts, or other orders for the payment of money. The President shall be an ex officio voting member of the Board of Directors and of all committees of the Board (except when the President is disqualified from voting because of independence requirements such as the nomination function of the Governance Committee) and of committees of the clinical staff.

Section 6. Secretary; Assistant Secretary. The Secretary or the Assistant Secretary shall keep, in a book kept for such purposes, the records of all Member's and Directors' meetings, including records of all votes and minutes of such meetings; such book shall be kept by the Secretary at the registered office of the Corporation or by the Assistant Secretary at another office of the Corporation to which the Secretary has ready access. Wherever kept, such book shall be deemed to be in the custody of the Secretary. The Secretary may certify all votes, resolutions and actions of the Member and the Secretary or the Assistant Secretary may certify votes, resolutions and actions of the Board of Directors and its committees, and shall perform such other duties as the law and these Bylaws provide.

Section 7. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and keep full and accurate accounts of receipts and disbursements and books belonging to the Corporation and shall deposit all monies and other valuable effects in its name and to its credit in such depositories as may be designated by the Board of Directors or, if so authorized by the Board, designated by the Treasurer. The Treasurer shall disperse the funds of the Corporation as may be ordered by the Board, taking proper vouchers therefor, and shall render to the President and Directors at the regular meetings of the Board, or whenever they may require, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall have the authority to borrow money on behalf of the Corporation within the limits of authority, general or specific, as conferred by the Board and shall have the power to execute notes and other evidence of indebtedness in evidence of such borrowings. The Treasurer may sign checks, drafts or orders for the payment of money unless otherwise provided by resolution of the Board of Directors and shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

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

Section 9. Delegation of Authority. In the case of any absence of the President, the President of the Member, in consultation with the Board, may delegate some or all of the powers or duties of the President to any other officer or to any board member, employee or agent for whatever period of time seems desirable. The President, in consultation with the President of the Member, may similarly delegate powers or duties of other officers except the Chair and the Vice Chair.

Section 10. Resignation. Any officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein. If no time is specified, it shall take effect from the time of its receipt by the Secretary, who shall record such resignation, noting the day, hour and minute of its receipt. The acceptance of a resignation shall not be necessary to make it effective.

ARTICLE V
Committees

Section 1. Committees Generally. Committees of the Board shall be standing or special. Each committee shall carry out such functions as are designated by these Bylaws or as delegated by the Board from time to time. Except for committees which hold board-delegated authority, committees shall be advisory only. All committees shall be subject to the control of the Board. Committees may consult with such other persons as they deem desirable. Written minutes of all committee meetings shall be prepared and furnished to the Board at its next meeting.

Section 2. Standing Committees. Standing committees shall consist of the

a. Governance Committee,

b. Quality and Professional Affairs Committee, and

c. Finance Committee.

Section 3. Special Committees. The Chair may appoint a special committee for any specific purpose or function and shall prescribe its duties. Any such committee may be terminated at any time by the Chair and upon the completion of its duties shall cease to exist.

Section 4. Designations. Except as precluded by any requirement for committee member independence or otherwise specifically provided below: (i) the Chair shall designate annually the committee(s) on which he or she shall serve as a member; (ii) the Chair may participate in an ex officio voting capacity on any committee, even if not a member; (iii) the President shall be an ex officio voting member of each committee; and (iv) each committee chair and other members of each committee shall be appointed by the Chair annually for standing committees and as needed for other committees unless otherwise specifically provided below. Committee chairs shall serve no more than five (5) consecutive full one-year terms. Individuals other than Directors may serve on all committees, provided nevertheless that the chair of each committee shall always be a Director. Except as may be precluded by any requirement for committee member independence, the Chair and the President of Eastern Maine Healthcare Systems shall be permitted to attend and participate in an ex-officio non-voting capacity in all committee meetings.

Section 5. Quorum, Meetings. At least fifty percent (50%) of the members of any committee shall constitute a quorum at any meeting of that committee; provided, however, that if the President of the Corporation is not able to attend a meeting he or she shall not be counted in the denominator of the fraction used to calculate whether a quorum is present at such committee meeting. Each committee shall meet as often as indicated below. Special meetings may be called by the committee chair as needed. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, and any action may be taken if approved by at least a majority of the required quorum for each meeting, or such greater number as is required by these Bylaws.

Section 6. Vacancies. Vacancies in any committee shall be filled for the unexpired portion of the term in the same manner as the original position was filled.

Section 7. Governance Committee. The Governance Committee shall be appointed by the Board Chair and ratified by the Board of Directors. The committee shall consist of at least five persons, including the Board Chair, the President/CEO of the Corporation, and three other Board members. A majority of the committee must be "independent" as defined in Article VI. The Committee shall meet as needed, but no less than twice annually.

The Governance Committee will be responsible for monitoring the effectiveness of the Board and its committees. Responsibilities of the Committee include (i) planning Board members' development, including recruitment, orientation, education and evaluation of their effectiveness; (ii) reviewing corporate bylaws, board committee charters and board governance policies as necessary and recommending any changes to the Board; (iii) identifying and recommending candidates for committees of the Board; and (iv) conducting at least biennially Board self-evaluation and confirming compliance with the EMHS conflict of interest policy.

The Governance Committee also oversees the nominating function, which includes the following duties:

a) To nominate for election at the Annual Meeting those persons to serve as Directors; and

b) To nominate for election at the Annual Meeting those persons to serve as Chair and Vice Chair.

Only members of the Committee who are "independent" (as defined in Article VI) and not up for re-election may participate in the nomination process. If there are not at least three (3) such Committee members, the Chair may appoint one or more Board members who are so qualified to participate in the nomination process.

The Governance Committee shall also have authority to function as an Executive Committee, exercising such power and performing such duties and responsibilities in the management of the business and affairs of the Corporation as may be delegated to it from time to time by the Board, subject to any limitations imposed by the Board and by law; provided, however, that the delegation of such authority shall not operate to relieve the Board or any individual member of the Board of any responsibility imposed by the Articles of Incorporation, by the Bylaws, or by law. A majority of the committee must be "independent" as defined in Article VI when functioning as an Executive Committee.

Section 8. Quality and Professional Affairs Committee. The Quality and Professional Affairs Committee shall consist of at least seven members including the Chair, the President, at least one physician, at least one professional registered nurse, and at least three additional Board members. It shall be responsible for monitoring, evaluating and making recommendations to the Board with respect to the Corporation's quality improvement, risk management and safety activities. This committee shall meet regularly and at least four times annually.

Section 9. Finance Committee. The Finance Committee works to ensure that the Board meets its duty of care and fulfills its responsibility for the financial integrity, condition and performance of the Corporation. The Finance Committee shall consist of at least three Directors appointed by the Board Chair and the Corporation's President/CEO. Each of the chief financial officer of the Member and the Chief Financial Officer of the Corporation shall serve as staff liaison to the Committee. In addition, up to two non-Director members may be appointed if specific skill sets are desired. In meeting its responsibilities, the Finance Committee shall (i) monitor compliance with the Board's financial policies and procedures; (ii) recommend to the Board new or revised financial policies and procedures; and (iii) review audited financial statements annually.

The Board Chair shall have authority to appoint an Investment Subcommittee to assist the Board in fulfilling its responsibility for the prudent investment and safekeeping of the Corporation's investment assets.

ARTICLE VI

Fiduciary Duty; Prohibited Transactions; Divided Loyalty; Independence

Section 1. Fiduciary Duty.

a. **Discharge duties.** A Director shall discharge the Director's duties:
   i. In good faith; and
   ii. With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
   iii. In a manner the Director reasonably believes to be in the best interests of the Corporation.

b. **Rely on information.** In discharging the [Trustee's/Director's] duties, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
   i. One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
   ii. Legal counsel or a public accountant or other person as to matters the Director reasonably believes are within the person's professional or expert competence; or
   iii. A committee of the board of [directors/trustees] of which the Director is not a member, as to the matters within its jurisdiction, if the Director reasonably believes the committee merits confidence.

A Director is not acting in good faith if the Director relies on information, opinions, reports or statements that the Director knows or has reason to believe are unwarranted.

c. **Performance; compliance.** A Director is not liable for the performance of the duties of the Director's office if the Director acted in compliance with this section and, if a conflict-of-interest transaction is involved, the transaction was fair to the Corporation or was approved pursuant to section 718 of the Act.

Section 2. Prohibited Transactions. The Corporation shall make no loans to its Trustees, officers or their immediate family members. Any Director or officer who assents to or participates in making any such loan shall be liable to the Corporation for the amount loaned until repaid.

Section 3. Divided Loyalty and Conflict of Interest. Each Director shall notify the Board, and each officer shall notify the President, if he or she or an immediate family member has a voting or equity interest in, or serves as an officer, Director, general partner, supervisor or manager of, any entity in which the Corporation or a subsidiary proposes to invest, to which the Corporation or a subsidiary proposes to lend, with which the Corporation or a subsidiary proposes to transact business, or with which the Corporation or a subsidiary may be a competitor. In the event a Director or officer or immediate family member has such an interest, the Chair or the President, as applicable, shall recuse the individual from decision-making with respect to the interest and may withhold information relevant to it. The individual may be permitted by the Chair to address the Board with respect to any matter relevant to the interest upon full disclosure thereof, but the individual shall not remain present for any deliberation or voting on the matter, and shall not, if a Director, be counted toward a quorum. Any Director who disagrees with a decision of the Chair may appeal it to the Board.

Section 4. Disqualification. An individual shall be deemed disqualified to serve as a Director in the event that the Board of Trustees determines at any time the individual has failed to comply with the Corporation's Code of Conduct, Compliance Plan, Conflict of Interest Policy, or any other Board policy binding on Trustees. In such event, the Chair shall request the Member to remove the Director.

Any vacancy resulting from disqualification hereunder of an individual who serves as a Director by virtue of an office held with another body may be filled by that body's designation through the same nominating and governance procedures used to select the disqualified individual for the office. Any other vacancy resulting from the disqualification hereunder of a Director shall be filled as provided in Article III, Section 11.

Section 5. Independent Director. For purposes of these Bylaws, a Director will be regarded as independent only if he or she meets each of the following criteria as of the date of determination:

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

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

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

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

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

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

Section 6. Definitions. For purposes of this Article, (i) a "member of the immediate family" shall include a person's spouse, parents, children, grandchildren, siblings, mother-in-law, father-in-law, brothers-in-law, sisters-in-law and anyone, other than a domestic employee, who shares that person's home, in each case as of the date of determination; (ii) "affiliate" means another person or entity controlled by, or under common control with, the Corporation; and (iii) "executive officer" means any position, regardless of formal title, by virtue of which a person is empowered to make or participate in making substantive policy or financial decisions on behalf of an entity.

ARTICLE VII
Indemnification

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

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

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

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

Section 5. Agents. For purposes of this Article VII, the term "agent of the Corporation" shall include but not be limited to any person serving on a committee (administrative or Board) within the Corporation. Indemnification of agents, however, shall be limited to the amount by which the actual expenses of such person exceed any insurance coverage available to such person with respect to the matter being indemnified.

ARTICLE VIII
General Provisions

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

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

Section 3. Fiscal Year. The fiscal year of the Corporation shall end on the last Saturday in September.

Section 4. Bonding. All employees handling or directing the use of Corporate funds shall be bonded.

Section 5. Audit. At the end of the year the accounts of the Treasurer and all supporting accounts which the Board may authorize to be kept under his direction shall be audited by a firm of disinterested public accountants selected by the Member. The report of the audit shall be submitted to the Board.

Section 6. Proxy Attorney. The President and Treasurer are each authorized to act as proxy attorney for the Corporation with respect to any stock, bond, security or other ownership or debt interest or membership interest held by the Corporation in any other corporation, partnership or entity.

Section 7. Budget. The annual operating and capital budgets of the Corporation shall be adopted by the Board subject to the approval of the board of directors of the Member.

ARTICLE IX

Amendments

Amendments. These Bylaws and the Articles of Incorporation may be altered, amended, or repealed, in whole or in part, and the Corporation may participate in mergers or consolidations, or may be dissolved, by the Member in the exercise of its Joint Initiatory Powers in accordance with Article II above. In the alternative, subject to review and approval by the board of directors of the Member, the Corporation may participate in a merger or consolidation, or may be dissolved, or these Bylaws or the Articles of Incorporation may be amended at any regular or special meeting of the Board at which a quorum of two-thirds of all Directors then in office is present by an affirmative vote of two-thirds of the Directors present, provided written notice of the proposed amendments shall have been given in the call of the meeting, or provided such proposed amendment shall have been filed in writing at the Board meeting next preceding the meeting at which action on the amendment is to be taken.

Date Adopted: February 3, 2014

ATTESTED BY:

Glenn Martin, Secretary

M. Michelle Hood, FACHE
EMHS President and CEO

Evelyn S. Silver, PhD
EMHS Board Chair

Each year in the EMHS Annual Report, we present relevant topics, the important work going on throughout our system, and the continuing transformation of the healthcare landscape. As we pause to reflect on 2014, the dominate theme that resounds from Presque Isle to Portland and Blue Hill to Waterville is captured in one word—change.

At EMHS, in the past few years, we have reinvented leadership and governance structures and decision-making processes to better address the remarkable evolution of healthcare delivery and reimbursement that is predominant in our present environment. This restructuring is critical to ensure our system is well poised to provide the people of Maine with the right care, at the right time, and in the right place. Below are just a few highlights from this past year of initiatives that we believe are symbolic of the progress we continue to make:

"Restructuring is critical to ensure our system is well poised to provide the people of Maine with the right care, at the right time, and in the right place."

- EMHS continues to make healthcare transformation and population health come to life. Through our Difference in Care report (released in October), we share timely statistical improvement as well as show how we are energizing and engaging employees, patients, providers, and communities in this challenging effort

- We continue to work collaboratively at the national level, looking at not only making a difference in healthcare in Maine, but to be a change leader throughout the country. The Northern New England Accountable Care Collaborative is creating resources necessary to propel the reinvention of our care model. In addition, our work in the High Value Healthcare Collaborative (co-owned with Dartmouth, MaineHealth, and the University of Vermont Medical Center) this past year has been focused on sepsis care and prevention, patient engagement, and shared decision-making pilot projects.

- In mid-2014, EMHS completed a Community Health Needs Assessment of the northern two-thirds of Maine—including the counties of Aroostook, Cumberland, Hancock, Kennebec, Penobscot, Piscataquis, Somerset, and Washington. This report is foundational and imperative to achieving our mission of improving the health and well-being of the communities we serve, and we are busy building work plans with partners in each of these counties to address the findings of the assessment.

- In addition, our community health work will advance as we embark on a three-year initiative to improve the health of Maine's population in the seven most northern counties. This opportunity is made possible through a $4.05 million cooperative agreement with the Centers for Disease Control and Prevention where EMHS will lead a collaborative of eleven Healthy Maine Partnerships and other strategic community partners to reduce barriers that affect health, such as improving access to healthy foods, increasing opportunities for physical activity, preventing and managing chronic diseases, and educating and empowering people to lead healthy lives.

This great work would not be possible without the efforts of the thousands of dedicated individuals who bring their talents and skills to EMHS sites of service across Maine. In addition, our team is superbly supported by more than 100 volunteer board members who give countless hours of guidance on behalf of their communities. Change is never easy, but all of us at EMHS are determined to create a healthcare delivery system of the future as we pursue our 2020 vision to be a nationally recognized model of excellence in healthcare.

M Michelle Hood

M. Michelle Hood, FACHE, EMHS President and CEO

Evelyn S. Silver

Evelyn S. Silver, PhD, EMHS Board Chair

EMHS
Access to Quality Healthcare

Home Office HIGHLIGHTS

LEADERSHIP
President and CEO:
M. Michelle Hood, FACHE
Board Chair: Evelyn S. Silver, PhD

Home Office EMPLOYEES 797

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

LOCATIONS
Brewer, Bangor, Orono (employees are also located at member organizations statewide).

- Awarded a $4.05 million cooperative agreement by the Centers for Disease Control and Prevention, which will go towards leading a collaborative of strategic partners to serve seven northern Maine communities in a three-year initiative to improve population health
- Welcomed Kyle Johnson as EMHS system vice president and chief information officer and Robert Thompson, MD, as EMHS senior vice president and chief medical officer
- EMHS Move and Improve—One of four statewide recipients recognized by the Wellness Council of Maine with the Empower Award for empowering employees to reach their full potential through wellness during the Maine Wellness Leadership Summit held in September
- Under the Office of the Chief Medical Officer, promoted April Giard, APRN, previously EMHS system director of Information Systems Applications and Nursing Informatics, as EMHS chief nursing information officer and is in the process of hiring a chief medical information officer (both positions will advance communication and collaboration among physicians, mid-level providers, and nurses)
- Renewed focus on consistency, quality, and patient experience by promoting two long-time employees to the senior leadership team: Iyad Sabbagh, MD, vice president, chief quality officer, and associate chief medical officer and Amy Cotton, FNP, vice president, EMHS Patient Engagement; a vice president of EMHS Clinical Performance will join this team to complete the clinical leadership dyad
- Elected Evelyn Silver, PhD, of Dedham, as new board chair—a retired senior advisor to the president of the University of Maine and previously vice chair for the EMHS Board from 2011 to 2014

LEFT: Nicole Hammar, lead health educator, EMHS accepts the Empowering Wellness Award 2014 from the Wellness Council of Maine. RIGHT: Members of the 2014 EMHS Dodgeball Team.

Systemwide
EMPLOYEES
10,421

Systemwide HIGHLIGHTS

- Reported by Moody's, a national financial rating service, as having a Baa1 long-term rating

- Entered into a Letter of Intent with Maine Coast Memorial Hospital in August, allowing both organizations to explore and evaluate a structure for a closer relationship

- Elevated quality, efficiency, and patient experience, as well as further standardized care across the system through continued EMHS Reinvented team initiatives; notable achievements include, the Core Practice team launching their first pilot at TAMC, a systemwide rollout of a patient and family advisory kit, the creation of systemwide leadership individual development plans, and the development of more efficient and effective service lines

- Continued participation with the High Value Healthcare Collaborative—EMHS teams are currently involved in both a national sepsis performance improvement pilot project and a patient engagement, shared decision-making pilot project

- Promoted John Ronan as president and CEO of Blue Hill Memorial Hospital and a senior vice president of EMHS (he was previously the hospital's chief operating officer/chief strategy officer) and Colleen Hilton, RN, president and CEO of VNA, also became president and CEO of Eastern Maine HomeCare

- Hosted first annual Physician Leadership Summit in May, which brought physician leaders from across EMHS together to address current care delivery challenges and how, together, we can break down barriers to improving the health of even our most chronically ill patients

ABOVE: LifeFlight Bangor has developed a partnership with EMMC NICU to provide flight transport for babies in community hospitals who have an emergent need for the neonatal team's services. This new team includes a specially trained LifeFlight paramedic and a nurse from the EMMC NICU that has been trained to provide critical care in an aviation environment. This new service significantly reduces that dangerous out-of-hospital time for seriously ill or injured babies and ensures access to critical healthcare in a fraction of the time it takes to go by ground.

Inland Hospital
EMHS MEMBER

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

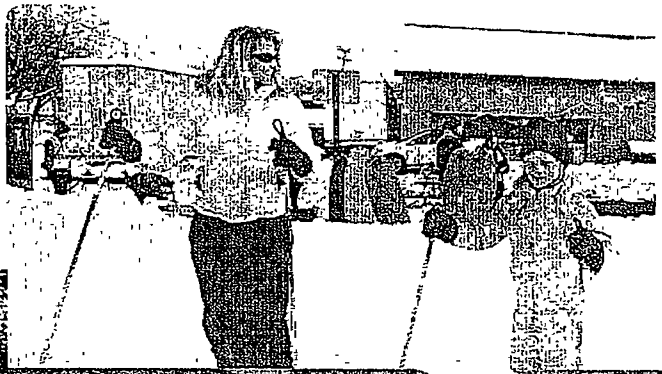
EMPLOYEES 707

DESCRIPTION
A dynamic healthcare organization with a 48-bed community hospital in Waterville, a 105-bed continuing care center on the hospital campus, and 21 primary and specialty care physician practices in Waterville and five surrounding communities.

LOCATIONS
Waterville, Fairfield, Oakland, North Anson, Augusta, Unity, Madison

HIGHLIGHTS

- Awarded an "A" grade for safety and quality (second time in two years), and named as a Top Rural Hospital (fourth time in five years) by The Leapfrog Group, a national coalition of independent purchasers of healthcare
- Lakewood Continuing Care Center, located on the Inland campus—Received the 2014 American Health Association Bronze Award for Commitment to Quality
- Received Avatar Award for Exceeding Patient Expectations (eighth year in a row) and Most Wired Hospital Award (second year in a row)
- More than 300 families in central Maine participated in the Let's Go! Family Fun Series event, which is part of Inland's commitment to fight childhood obesity
- Welcomed new providers to the Inland staff: Denise Bouchard, family nurse practitioner; Alicia Brown, DO, family physician; Linda Kelly, nurse practitioner, Neurology; Mark Klemperer, MD, OB/GYN; Syed Rahmatullah, MD, cardiologist; Richard Samson, DPM, podiatrist; Barbara Segal, MD, rheumatologist; and Gloria Simms, MD, neurologist
- Inland Hospital and Sebasticook Valley Hospital (Pittsfield) collaborated to enhance diabetes, OB/GYN, and surgical services for our communities



LEFT AND TOP RIGHT: Central Maine families get active together at Inland's free monthly Let's Go! Family Fun Series.
BOTTOM RIGHT: Governor LePage congratulates John Dalton, Inland president and CEO, and his wife, Jackie. The Daltons received the Mid-Maine Chamber of Commerce's highest honor, the Distinguished Community Service Award for their devotion to community activities and interests.

Mercy
EMHS MEMBER

LEADERSHIP

President and CEO: Eileen Skinner
Board Chair: Tom Yoder

EMPLOYEES
1,870

DESCRIPTION

Mercy Health System includes Mercy Hospital, Gary's House, McAuley Residence, Mercy Recovery Center, and VNA Home Health Hospice. Mercy Health System provides a broad range of medical and surgical services, as well as nine primary care locations, five express care locations, and 17 sub-specialty physician practices ranging from thoracic and spine surgery to ear, nose, and throat and cancer care.

LOCATIONS

Portland, Westbrook, Gorham, Windham, Yarmouth, Standish, South Portland, Falmouth, West Falmouth

HIGHLIGHTS

- Successfully opened Mercy's Express Care+ at the Fore River location in Portland, Maine, increasing the total number of express care facilities Mercy offers to the southern Maine population to five, also, opened Mercy Primary Care South, located in South Portland
- Selected as one of 35 hospitals nationwide to participate in the American College of Cardiology Patient Navigator Program, providing personalized services to heart disease patients to avoid a readmission to the hospital
- Continued to work closely with each member of the medical neighborhood, a MeHAF grant-funded payment reform initiative: Amistad, Healthcare for the Homeless, Opportunity Alliance, Portland Public Health, and Portland Community Health Center to include referrals and all ancillary services
- Presented with a grant from the Tyler Family Foundation to build the Tyler Suite at the State Street location, providing a welcoming and peaceful space for patients and families facing life-threatening and terminal illness
- Maintained an "A" safety score from The Leapfrog Group; became recertified by The Joint Commission in the Total Hip/Knee Program and the Spine Surgery Program; and earned a full, three-year National Accreditation Program for Breast Center (NAPBC) from the American College of Surgeons—Mercy also continues to exceed goals for patient satisfaction for the hospital survey
- The Orthopaedic Institute—Increased volume by 39 percent since 2010, making up 41 percent of all surgical cases

LEFT: John Moloney, MD, FACC; Lisa Thomas, MD, FACC; Wayne Kruithoff, MD, FACC; Craig Brett, MD, FACC; and Frederick Poulin, MD, FACC TOP LEFT: Fore River Chapel BOTTOM RIGHT: Today, Becky is cancer-free and thankful for a close-knit group of highly skilled providers collaborating across disciplines to provide fully accredited, award-winning care.

Gregg Phillips and Elizabeth Dougherty's Story:

Adding Peace of Mind Back into Our Daily Lives

Semi-retired small business owners, Gregg Phillips and Elizabeth Dougherty, don't take their health or the cost of health insurance for granted. When they moved to the small coastal town of Brooklin, life seemed pretty idyllic. He is a boat builder, she has a small gift store; their home was paid for and they were content and enjoying life. Life then took an unexpected turn.

"My wife had heart trouble, and we had to mortgage our home and make some big compromises for our health," shares Gregg.

That's when the couple realized that maintaining their way of life was deeply entangled with being healthy. Due to their financial issues, they could only afford health insurance coverage for Elizabeth. They rolled the dice each year hoping Gregg wouldn't require any medical attention. "We sacrificed a lot, and I really had to be mindful of how I lived to try avoiding needing medical attention."

Thankfully, that changed in 2014 when they were both able to get affordable healthcare coverage through Maine Community Health Options, which is offered through the health insurance marketplace. "It's comforting to know I had insurance too, and if something was wrong, I could pay for it."

Gregg hadn't seen a doctor for two years. So, when he had his first appointment at Blue Hill Family Medicine with Mike Murnik, MD, and his team, he was pleasantly surprised at the enhancements. "It was more streamlined, I got all of my preventive care up-to-date, and they scheduled my appointment with a specialist for some health issues I'd been having."

"Having insurance and access to a primary care team, it's like a weight is gone; we have an increased sense of security and peace of mind."

Blue Hill Family Medicine healthcare team— Standing, left to right: Tara Perez, practice manager; Susan Haines, RN, EMHS Beacon Health care coordinator; Michael Murnik, MD, Blue Hill Family Medicine; Kelly Bates, medical assistant; sitting: Audreyauna Shepard, scheduling specialist.

Acadia Hospital
EMHS MEMBER

LEADERSHIP
President and CEO: Daniel B. Coffey
Board Chair: Michael T. Shea

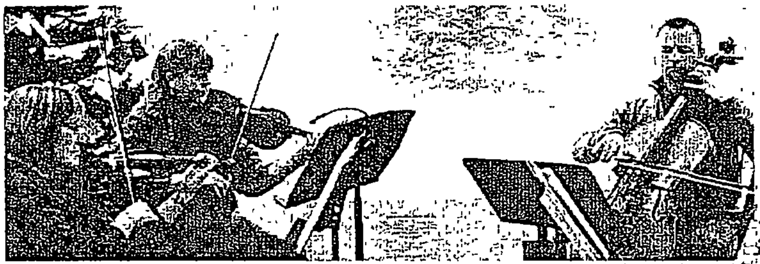
EMPLOYEES
618

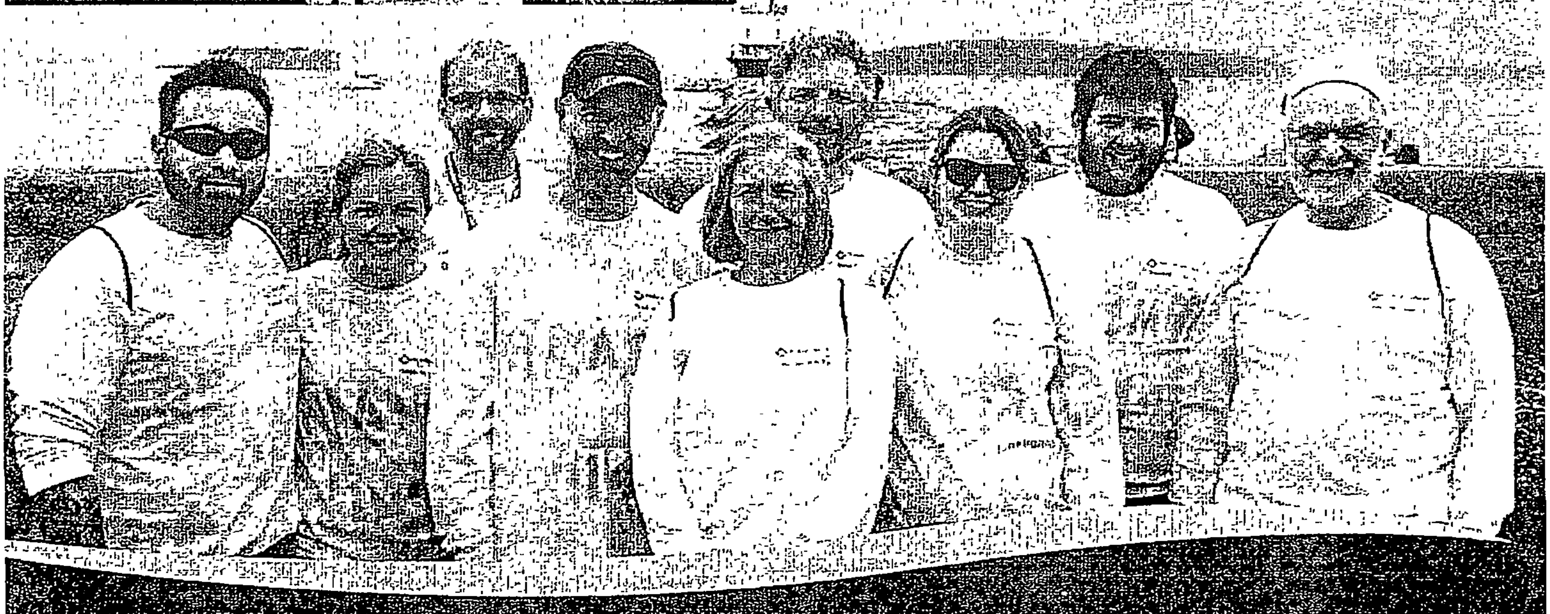
DESCRIPTION
Acadia Hospital operates a 100-bed acute care, regional, psychiatric hospital located in Bangor, Maine. The hospital is the sole corporate member of Acadia Healthcare that provides a substance use treatment program, case management services, and other outpatient mental health services in Penobscot, Waldo, and Knox counties. Acadia Healthcare is the sole member of Restorative Health, LLC that operates an outpatient mental health clinic in Bangor.

LOCATION
Bangor

HIGHLIGHTS

- Collaborated with the Bangor Symphony Orchestra to develop a music and wellness program for patients with performances by the Juniper String Quartet
- Dedicated the Cyr Interfaith Chapel, made possible by a gift from Sue and Joe Cyr
- Expanded mental health services into primary care practices and hospital emergency departments, in part through televideo (telepsychiatry) technology
- Continued to fund and provide an experienced certified mental health rehabilitation technician (MHRT) to the Bangor Police Department to assist in community outreach and mental health interventions
- Implemented a new case management program known as a behavioral health home
- Began offering school-based services in Knox County





TOP: Members of the Bangor Symphony Orchestra's Juniper String Quartet perform for Acadia patients and staff as part of a new music and wellness program. BELOW: Acadia's Team M.I.G.H.T.Y. (Mental Illness Gets Hope Through You) once again traveled to South Portland joining hundreds of others in support of The National Alliance on Mental Illness (NAMI) and those living with a mental illness. Being involved in community events and educational outreach fits well with Acadia's mission of empowering people to improve their lives.

Eastern Maine HomeCare
EMHS MEMBER

LEADERSHIP
President and CEO:
Colleen Hilton, RN, BSN
Board Chair: Bruce Reddy

EMPLOYEES
131

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

LOCATIONS
Bangor, Bar Harbor, Ellsworth, Caribou, Houlton

HIGHLIGHTS

- More than 1.3 million miles traveled by staff, providing 73,670 homecare, hospice, and telehealth visits across northern, eastern, and central Maine
- Welcomed VNA Home Health Hospice to EMHS; both organizations advanced collaborative clinical, educational, and administrative services during this first year
- EMHC Community Care Team (CCT)—Expanded to become the largest CCT program in Maine, serving 43 patient-centered medical homes and MaineCare health homes from the Canadian border to southern Maine
- Hospice of Eastern Maine volunteer, Kathy Vanaria—Received recognition as a To Those Who Care recipient
- Hospice of Aroostook—Raised more than $6,000 to support hospice care in Aroostook County with their Tour of France fundraising event

VNA HOME HEALTH HOSPICE

LEADERSHIP
CEO: Colleen Hilton, RN, BSN
Board Chair: Lauren Epstein

EMPLOYEES
238

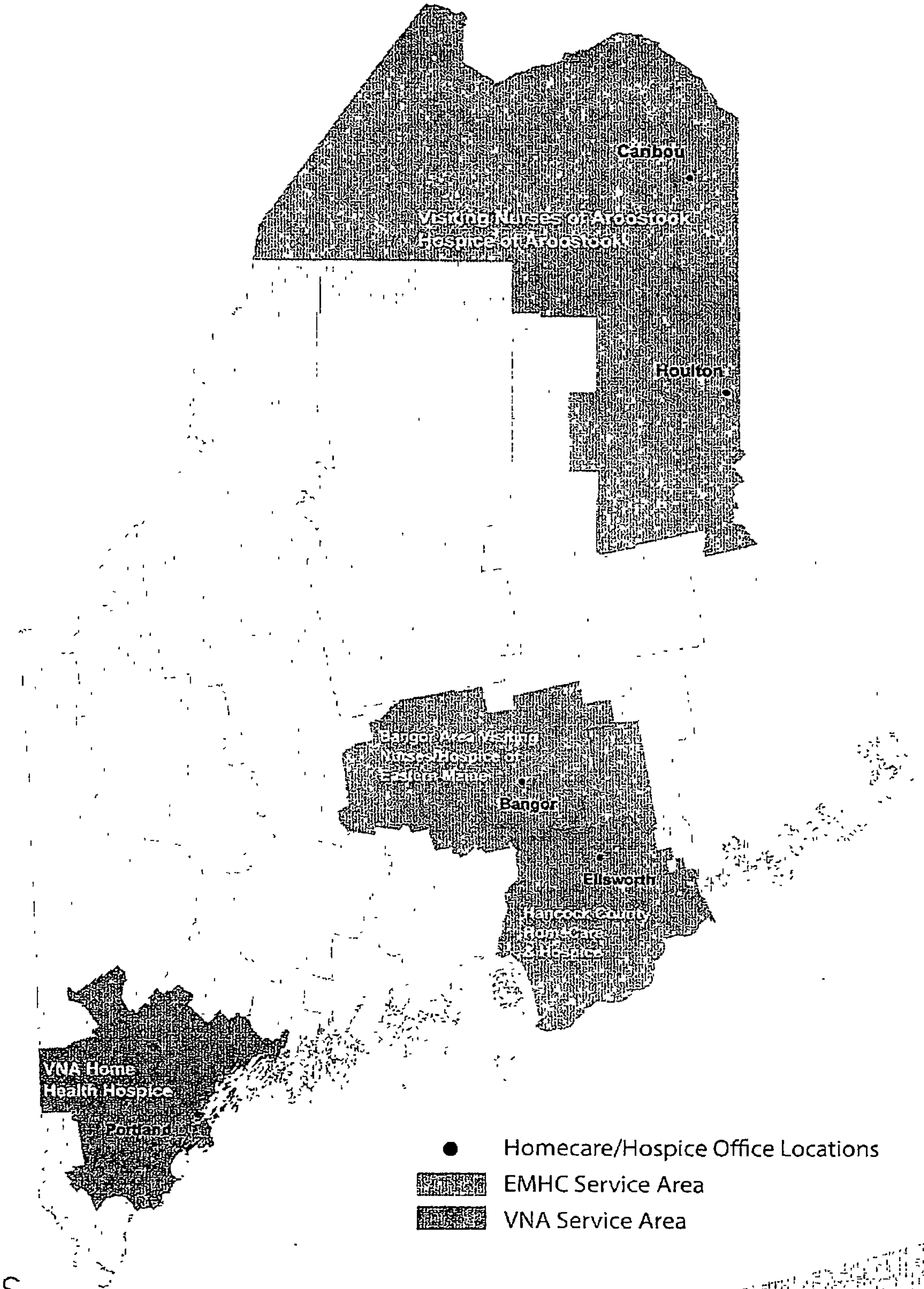
DESCRIPTION
VNA Home Health Hospice has been the trusted choice for home healthcare in southern Maine since 1921 VNA offers a continuum of care including companionship services, home health services, and hospice.

LOCATION
South Portland

HIGHLIGHTS

- Partnered with Martin's Point Health Care in providing innovative telehealth services for Martin's Point patients who are at high risk for hospitalization and who do not qualify for traditional homecare services, improving clinical outcomes and reducing the cost of care
- Provided more than 34,000 telemonitoring encounters and continued to expand the ways technology can improve the lives of those we serve; four telehealth nurses also achieved the Certified Heart Failure Nurse (CHFN) designation, which validates their knowledge, experience, and clinical judgment in diagnosing, treating, and managing patients with heart failure
- Using evidence-based best practice standards to keep patients home, achieved a rehospitalization rate of 9.9 percent compared to the national rate of 11.4 percent
- LifeStages—Achieved a growth rate of 40 percent in 2014 by offering the services the community needs to stay in their homes safely as they age
- Along with Eastern Maine HomeCare, began the process of learning about each other in preparation of a merger that will create one of the largest providers of homecare services in the state
- Hosted Driven, a fundraising art show focused on art created by artists 65 years of age and older, demonstrating a commitment and focus on healthy aging

Eastern Maine HomeCare and VNA Home Health Hospice
Service Areas



EMHS Planning
Created on 4/11/2014 rdp

TAMC

EMHS MEMBER

LEADERSHIP

President and CEO: Sylvia Getman
Board Chair: Gene Lynch II

EMPLOYEES
1,000

DESCRIPTION

The Aroostook Medical Center (TAMC) is northern Maine's leading provider of healthcare services, an advocate for the people they serve, and the area's largest employer. TAMC is a nonprofit organization with passionate employees dedicated to serving the healthcare needs of the people of Aroostook County with outstanding skill and compassion, working closely with their partners to bring the best technology, physicians, and standards of care to the people of northern Maine.

LOCATIONS

Presque Isle, Mars Hill, Caribou, Fort Fairfield

- Began work on new centers for cancer, orthopedic, cardiac, and eye care; improvements were also made in the medical/surgical and women's and children's inpatient units through ongoing work at TAMC's main campus, representing the most significant changes in two decades—the Fort Fairfield Health Center (primary care) and Mars Hill's Aroostook Health Center (rehabilitation and long-term care) facilities are also undergoing renovations

HIGHLIGHTS

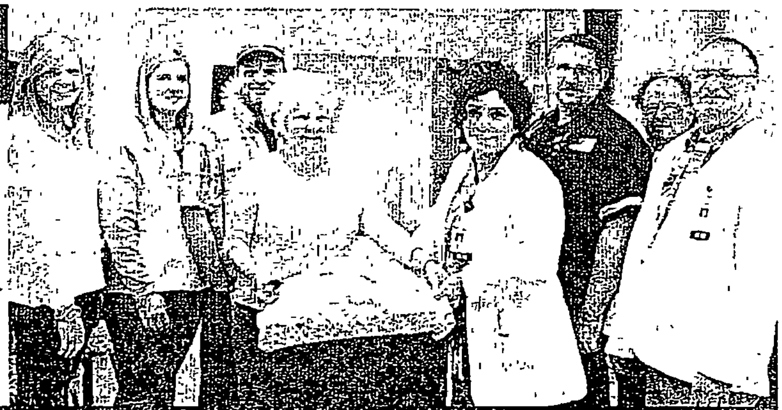
- Expanded specialty care offerings in northern Maine by bringing in new providers and introducing advanced technology in urology, orthopedics, rheumatology, dermatology, ophthalmology, and pediatric care

- Engaged with several community organizations to introduce a significant number of health promotion and wellness activities throughout the region, including a Summer Fit and Fun series, Discovery Days activities for youth, run/walk and triathlon activities, community health fairs and screenings, programs for seniors, and winter activities

- Honored with several awards and commendations, including second consecutive ranking by the American Hospital Association as one of the nation's Top 25 Most Wired Rural Hospitals, Avatar's Exceeding Patient Expectations award, and ranking among top hospitals in Maine for maternity care

- TAMC president and CEO, Sylvia Getman—Made the *Mainebiz* Next List of Maine's Ten Key Players Shaping the Future of the State's Economy for her work in "guiding a rural healthcare system during a time of rapid change"

- Provided northern Maine patients the latest in imaging technology that is close to home and that increases patient comfort with new MRI (magnetic resonance imaging) technology; more than 2,200 MRI scans are performed annually at the region's largest medical center



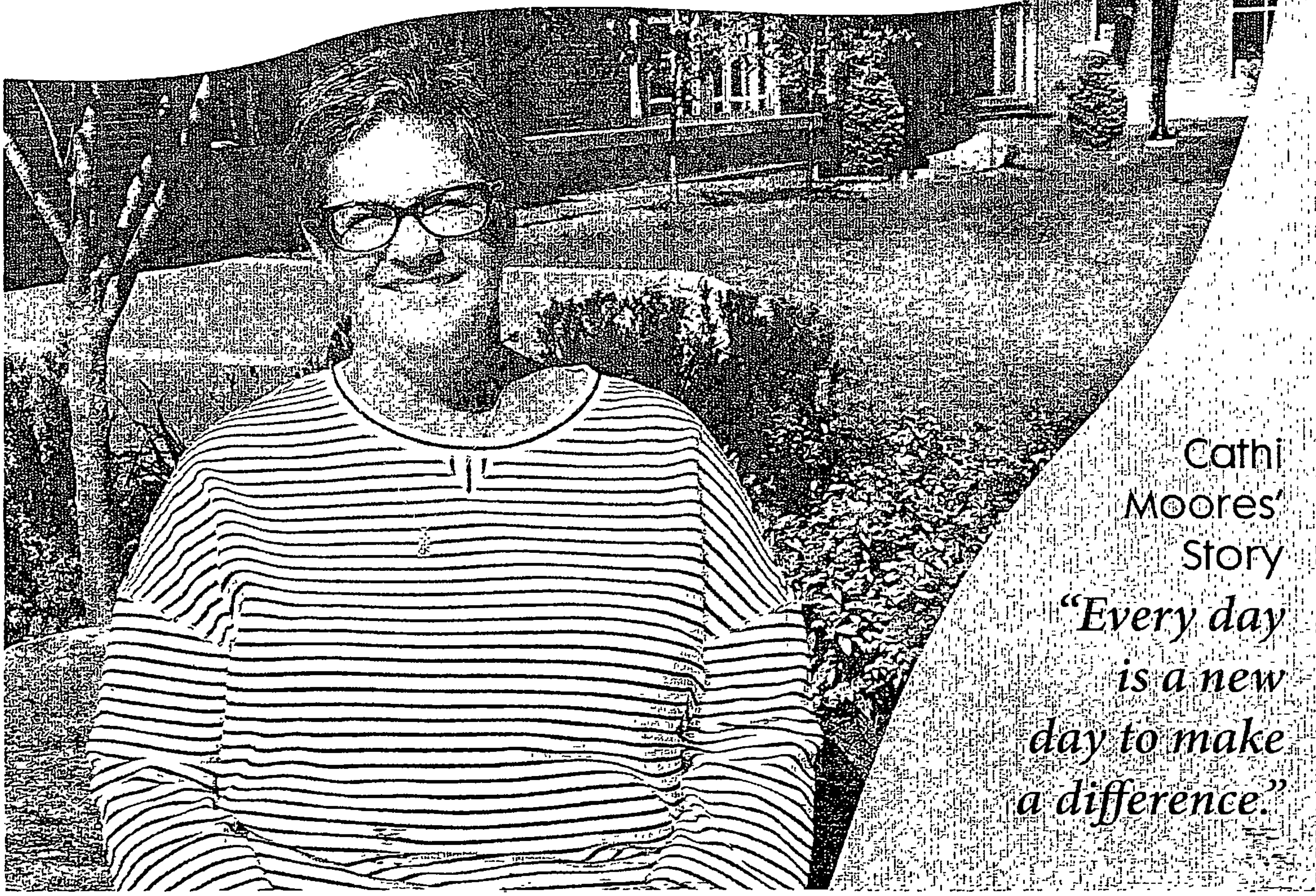
LEFT: Some of the students and adult volunteers participating in the TAMC-sponsored Youth Ski Program at the Nordic Heritage Center last winter take a moment to pose for a photo. RIGHT: Family members of Abigail Ladner, who passed away last November as the result of injuries she sustained from a tragic automobile accident, present the first basket of Abby's Angel Tags to members of the Emergency Department and Critical Care Transport teams at TAMC.

Engaging our patients in their care and supporting them in living healthy lives is what our 55 EMHS Beacon Health nurse care coordinators do, every day. When Cathi Moores, a nurse with nearly 30 years' experience, saw a nurse care coordinator job posted, she didn't hesitate to apply. "The program is a belief in people. We do things for a reason, but are afforded the flexibility to reach patients the way that works for them."

Cathi is part of the care team at Mercy's Family Care in Standish. She supports two providers and all their patients. As a two-time cancer survivor herself, she understands the importance of listening in order to help patients get the support they need to improve their health. "It allows me to really dig deep in my community to find out what services can benefit our patients and bring them together to make a meaningful difference—it's very rewarding."

The EMHS Beacon Health care coordination program is the first clinically driven program in the country to achieve a National Committee on Quality Assurance (NCQA) designation. NCQA is considered the gold standard of quality. A nurse care coordinator is a part of each EMHS primary care practice team across our state. Since they became part of our delivery model, we have seen many of our chronic disease patients learn how to manage their illnesses and improve their quality of life. We have seen a reduction in emergency department visits and hospital stays. Most importantly, our patients are telling us our nurse care coordinators are supporting them and encouraging a new way of life.

Cathi and many other nurse care coordinators are excited by this new opportunity in their career field. It's allowing them to make connections with patients that are truly transformational. "It's a new opportunity for nurses to share their passion. I love coming to work every day; I feel like I am making a difference."



Cathi Moores' Story

"Every day is a new day to make a difference."

Charles A. Dean Memorial Hospital

EMHS MEMBER

LEADERSHIP

President and CEO: Geno Murray
Board Chair: Linda Gilbert

EMPLOYEES
176

DESCRIPTION

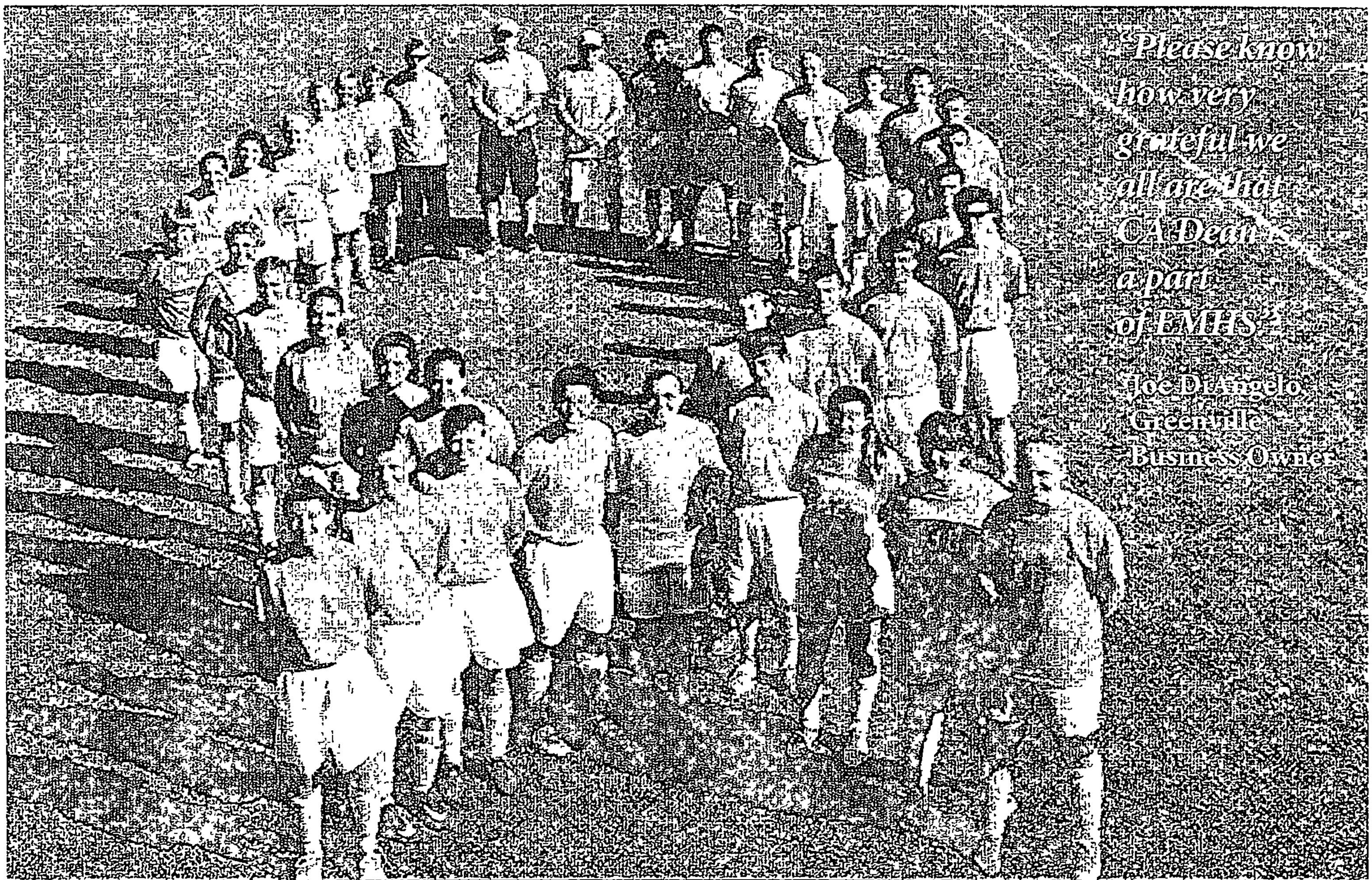
Charles A. Dean Memorial Hospital is a 25-bed critical access hospital nestled in the Moosehead Lake region. CA Dean has outpatient family practice clinics in Greenville, Monson, and Sangerville, as well as a specialty clinic in Greenville.

LOCATIONS

Greenville, Monson, Sangerville

HIGHLIGHTS

- Hosted 4-H kids program about muscles and bones, which included dissecting a cow leg with Mario Turi, MD, orthopedic surgeon
- Sponsored a backpack program for students in the Greenville school system with food insecurities and also secured $2,500 to use to support the backpack program
- Received recognition for being one of the Top 100 Hospitals for Patient Satisfaction by the National Rural Health Association
- Experienced great success in provider recruitment, hiring five new providers



ABOVE: Participants of the fourth Annual Breast Cancer Awareness game in Greenville. CA Dean sponsored the event along with Greenville's Sports Boosters and EMHS, providing t-shirts and socks for both teams (proceeds from the hospital's concession stand went to the mammography department).

EASTERN MAINE MEDICAL CENTER
EMHS MEMBER

LEADERSHIP

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

EMPLOYEES
3,946

DESCRIPTION

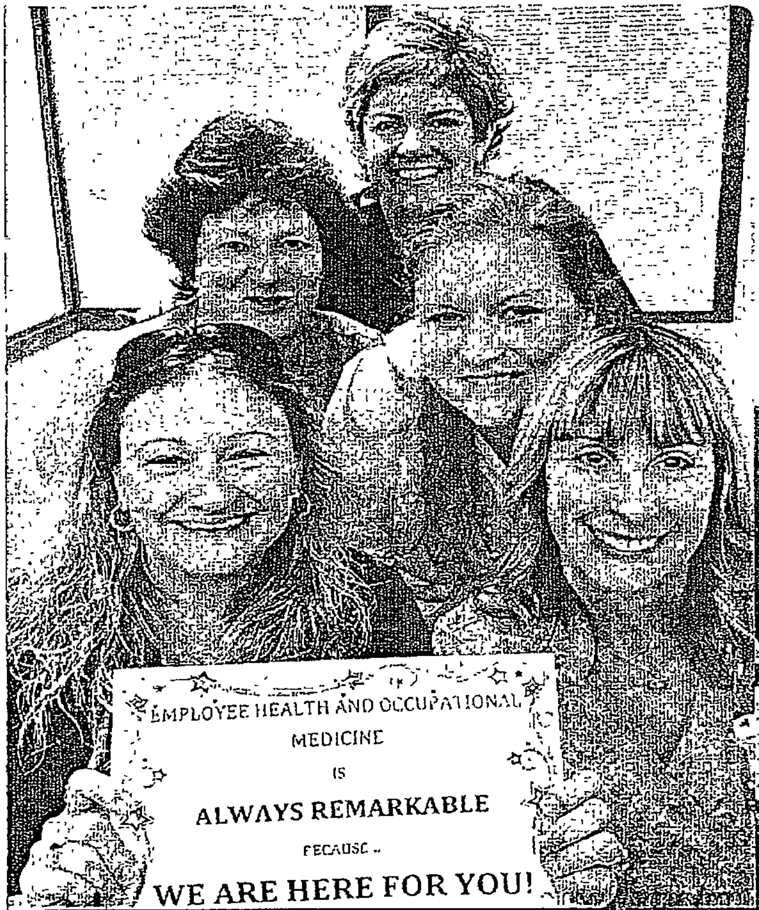
Eastern Maine Medical Center (EMMC) is the acute care specialty referral hospital for northern, eastern, and central Maine, providing leading-edge programs in cancer, surgery, and cardiac care, among many others. EMMC also provides progressive, patient-centered care in several ambulatory and diagnostic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

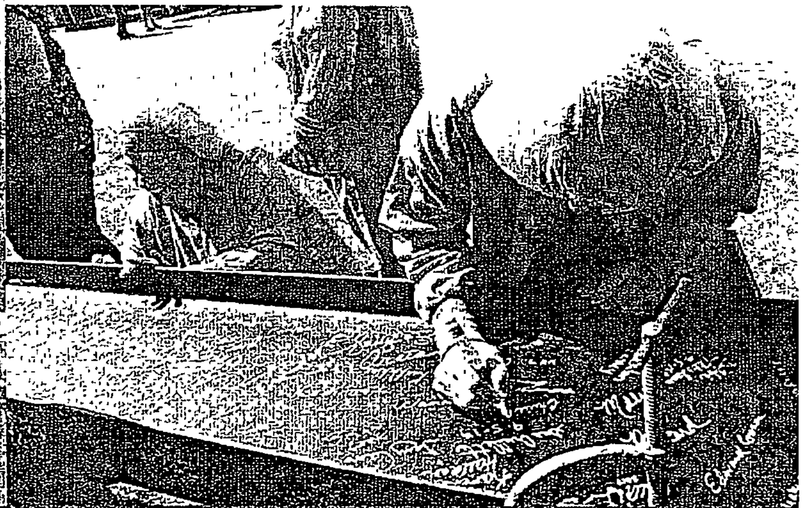
LOCATIONS

Bangor, Brewer, Hampden, Orono

HIGHLIGHTS

- Earned an "A" Hospital Safety Score from the Leapfrog Group, an independent, national nonprofit that scores hospitals on preventable errors, injuries, accidents, and infections
- Increased community access to specialty care through the opening of EMMC Neurology Specialists and EMMC Rheumatology Specialists, and the introduction of a sports health and lung cancer screening program
- Opened a Translational Research Lab at EMMC Cancer Care, bringing together oncologists, cancer researchers, community members, and cancer patients to contribute to scientific discovery and innovations in cancer treatments
- Recruited 14 new primary care providers to expand access to residents of Bangor and surrounding areas and launched MatchMe.emmc.org, creating a simple way for patients to select a primary care provider who is right for them
- Progressed through the first phase of the Modernization Project, the largest improvement project in EMMC's history, with expected completion of phase one in early 2015
- Recognized as the nation's only Surgical Profitability Compass Excellence in Innovation winner for concentrated work in promoting quality and consistency and reducing surgical costs





LEFT: EMMC employees helped launch the Always Remarkable campaign by submitting photos showing what makes their department "Always Remarkable." **RIGHT:** Board members, donors, and employees left a lasting mark on EMMC's Modernization Project by signing a beam that will be used in construction of the new building.

Blue Hill Memorial Hospital
EMHS MEMBER

LEADERSHIP
President and CEO:
John Ronan, FACHE
Board Chair: Frank Wanning

EMPLOYEES
326

DESCRIPTION
Blue Hill Memorial Hospital (BHMH) is a 25-bed critical access hospital offering primary and selected specialty healthcare services.

LOCATIONS
Blue Hill, Bucksport, Castine, Stonington

- Awarded Leapfrog Top Rural Hospital designation for delivering high quality care
- Received exceptional patient survey responses, resulting in Exemplary Service—Accolades include Overall Best Performer, Exceeding Patient Expectations, and Best Performer in Cleanliness awards

HIGHLIGHTS

- New senior leadership team committed to BHMH's success: President and CEO, John Ronan, FACHE; chief financial officer, Wendy Jones; chief nursing officer, Kathy Lirakis, RN; and vice president of Clinical and Support Services, Mark Hankinson
- Added several new programs and services, such as a physiatry clinic; cardiac rehabilitation enhancements; Saturday family medicine appointments; MRIs and lab hours; expansion of noninvasive cardiology testing services (including space renovations, technology upgrades in the form of a new nuclear medicine camera, and the addition of stress echocardiogram); and new women's health physical therapy services for the treatment of incontinence and pre-and postpartum pain syndromes
- Held third annual BHMH Women's Wellness Fair, providing screenings, information, demonstrations, education, and a little pampering to over 275 local women of all ages
- Welcomed two new providers: Michael Murnik, MD, medical director of Blue Hill Memorial Hospital Family Medicine and Tiana Larson, certified nurse midwife at Blue Hill Women's Health Care

LEFT: Blue Hill chief financial officer, Wendy Jones, with her daughter, Acadia, at the Fun Run held on August 2, 2014. TOP RIGHT: Early Childhood Health Fair at Island Family Medicine offered developmental health and wellness screenings for children ages 18 months to 5 years. BOTTOM RIGHT: Blue Hill Family Medicine's Stacey Walden, DO; Zoe Tenney, FNP; and Amy Branson, RN serving soup at Recipes for Wellness at Simmering Pot, a community supper for the Blue Hill area.

Affiliated
AFFILIATED HEALTHCARE SYSTEMS
EMHS MEMBER

LEADERSHIP

President: Scott A. Oxley (also EMHS Vice President, Corporate Services)

EMPLOYEES
578

DESCRIPTION

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

LOCATIONS

Bangor and Portland, Maine; Rutland, Vermont

HIGHLIGHTS

- MedComm, LLC—Continual coordination of safe and professional transportation and implementation of a new state-of-the-art phone system and recording system, allowing them to serve the people of Maine in a more reliable and technologically advanced way

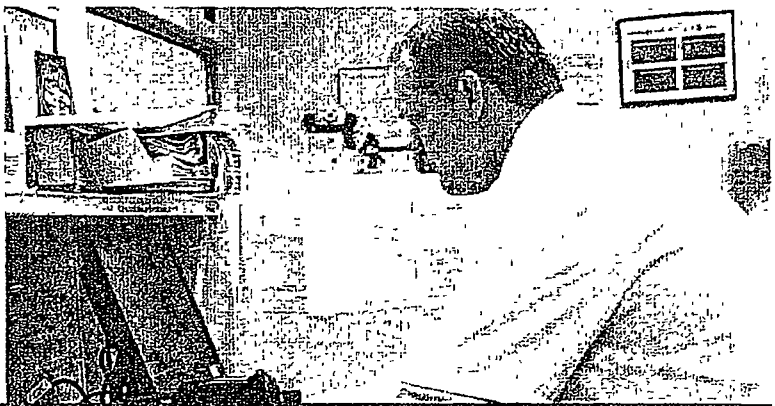
- Capital Ambulance—Transported its two hundred fifty thousandth patient and celebrated its twenty-fifth anniversary in December

- Affiliated Laboratory, Inc.—Acquired five new physician practices as clients during the year, adding market share in the Augusta area

- Alliance Health Documentation, LLC—Increased its customer base and number of employees by 30 percent during the year

- Lighthouse Web Solutions—Recognized with four Site Awards at the seventeenth Annual Healthcare Internet Conference (awards included: Best in Class from Krames-Staywell for search engine optimization efforts and one of 18 Site of the Year websites by Kentico Content Management Software, a CMS software provider)

- Affiliated Materiel Services (AMS)—Completed the move of its courier division into the new Uniship Courier Services, LLC, a joint venture with Dahl Chase Pathology Associates, and AMS physician office sales division was sold to Cardinal Health in June 2014 (going forward, AMS will focus its efforts on low unit of measure services to Maine hospitals)



LEFT: Ivy Butera, certified pharmacy technician, checks inventory for the next day's orders. RIGHT: David Ingalls, pharmacist, prepares a prescription at Miller Drug Whiting Hill Road. Miller Drug is owned by Affiliated and has four locations: Riverside at EMMC, State Street in Bangor, Westgate in the EMMC Healthcare Mall on Union Street, and Whiting Hill Road in Brewer.

Beacon Health Statewide Network

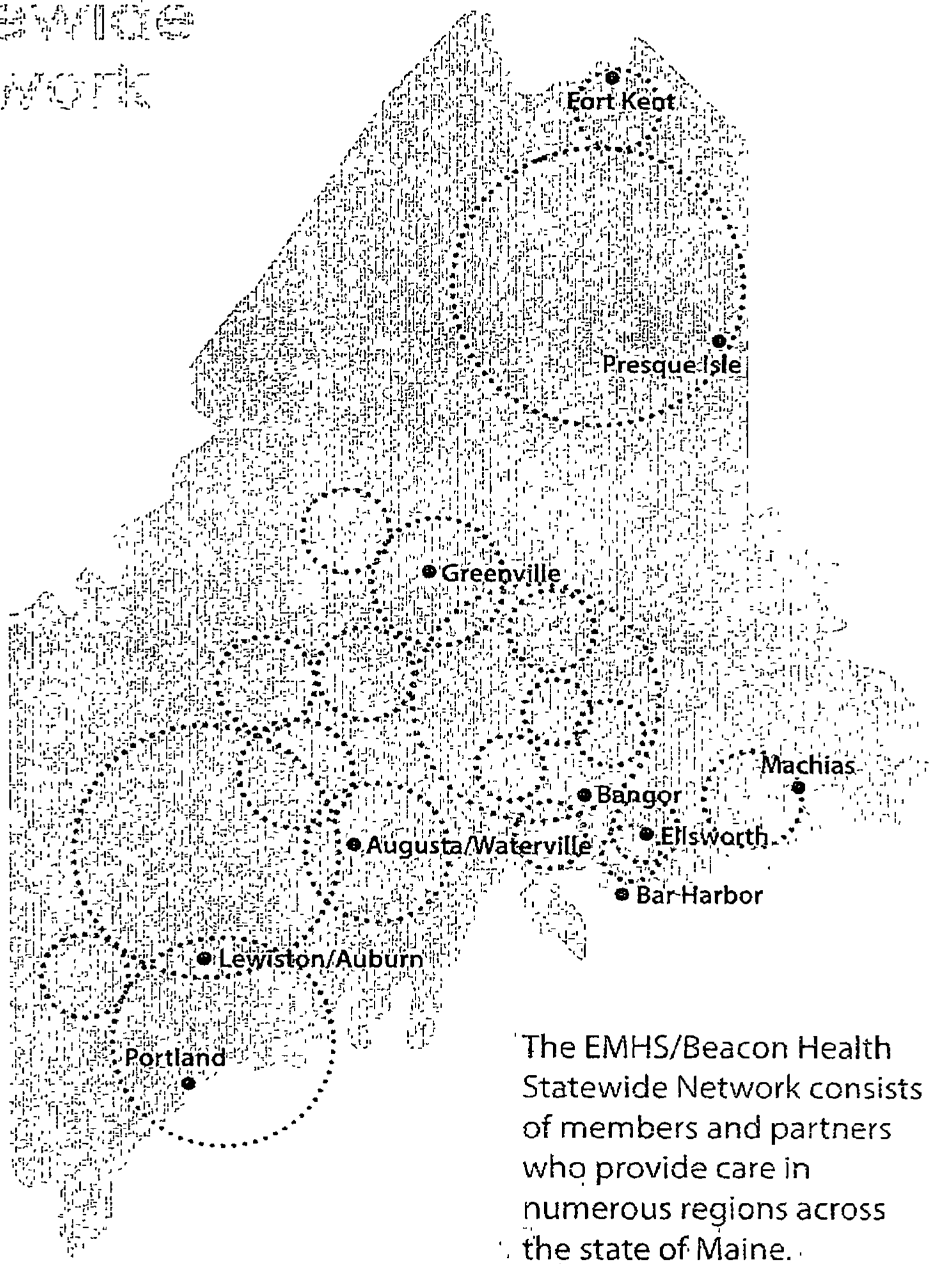
<u>EMHS MEMBERS</u>

- Acadia Hospital
- Blue Hill Memorial Hospital
- CA Dean Memorial Hospital
- Eastern Maine Medical Center
- Inland Hospital
- Mercy Hospital
- Sebasticook Valley Health
- The Aroostook Medical Center

<u>BEACON HEALTH PARTNERS</u>

- Mount Desert Island Hospital
- Bridgton Hospital
- Rumford Hospital
- St. Joseph Healthcare
- Central Maine Medical Center
- Down East Community Hospital
- Maine Coast Memorial Hospital
- Northern Maine Medical Center
- Sebasticook Family Doctors

Updated 1/6/15



The EMHS/Beacon Health Statewide Network consists of members and partners who provide care in numerous regions across the state of Maine.

Beacon Health
EMHS MEMBER

LEADERSHIP
President and CEO:
M. Michelle Hood, FACHE
Board Chair: Evelyn S. Silver, PhD

EMPLOYEES
57

DESCRIPTION
Beacon Health provides the leadership, expertise, and structure to support and build a consistent high quality statewide network of providers, nurse care coordinators, pharmacists, and primary care practice managers. Engaging patients in their care and tailoring healthcare delivery to meet their needs and the needs of all the communities being served, Beacon Health is committed to being innovative and inclusive so the care delivered to families, friends, and neighbors allows them to lead full and healthy lives.

LOCATION
Brewer (employees are also located at member organizations statewide)

Beacon Health by the numbers 2015

Patients: 100,000

Primary Care Practices: 126

Providers: 534

Maine Towns and Cities: 67

Nurse Care Coordinators: 65

Director of Care Coordination: 1

Regional Managers of Nurse Care Coordination: 3

Transitions of Care Coordinators: 5

Social Workers: 5

Health Managers: 4

Wellness Coordinators: 5

Quality, Clinical, and Utilization Specialists: 5

Post-Acute Care Coordinator: 1

HIGHLIGHTS

- Rated one of the top five quality Pioneer accountable care organizations out of 23 in the nation
- EMHS Beacon Health Care Coordination—First provider-based program in the country to receive National Committee for Quality Assurance (NCQA) accreditation (considered the gold standard for improving healthcare across the country since 1990)
- Eighty-nine percent of care-coordinated patients say they are receiving very good to excellent care, 93 percent of patients say their provider communicates well with them (Beacon Health patient satisfaction survey results)
- Patients are seeing their primary care teams 23.7 percent more, going to the emergency department three percent less often, and were hospitalized 21 percent less since the implementation of care coordination in 2012
- Improved cost trends for Medicare patients from January through December 2013, inpatient costs decreased from $344 to $307 and went down overall from $872 to $831
- Signed contract with Anthem Blue Cross Blue Shield to cover more than 40,000 people across the state through the Beacon Health network, providing access to more than 405 primary care providers in 114 practices

"When my husband came home from EMMC after a heart-related issue, I was pleasantly surprised to get a phone call the next day from Christy Kraft, a nurse care coordinator at EMHS Beacon Health. I think this is a wonderful benefit and it has certainly helped us to better understand his treatment plan. I am confident it's kept him out of the hospital. Thank you."
- Sandra Gates (pictured above with husband Dwight Gates)

Rosscare

EMHS MEMBER

LEADERSHIP

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

EMPLOYEES
100
including Rosscare Home Office and Dirigo Pines

DESCRIPTION

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

LOCATIONS

Bangor, Dexter, Dover-Foxcroft, Lincoln, Millinocket, Orono

HIGHLIGHTS

- Welcomed Hibbard Rehabilitation and Nursing Center as the newest partnership home of Rosscare and First Atlantic

- Supported high-risk patients to age safely at home by collaborating with Eastern Maine HomeCare to provide EMHS LiveSAFE Emergency Response units to homecare patients

- The LiveSAFE Antique Appraisal—Provided sponsorships for 24 people in the community to help subsidize the monthly fee of EMHS LiveSAFE, a personal emergency response service for the elderly and disabled—The sixth annual Antique Appraisal at Dirigo Pines is scheduled for Saturday, April 25, 2015

- Helped ten community members benefit from reduction in the cost of residency at the Sylvia Ross Home, located on the campus of Ross Manor in Bangor, the largest number of people since the program's introduction

- Dirigo Pines Inn, Orono—Introduced a new short-term stay program so caregiving family members can take a break from caring for a loved one during instances such as travel, following hospitalizations, and needed respite time—Successful implementation has led to some long-term placements

- Katahdin Health Care, Millinocket—Recognized as a 2014 recipient of the Bronze Commitment to Quality Award for its dedication to improving the lives of residents through quality care and also rated Best Nursing Home 2014 by *U.S. News and World Report*

LEFT: Dott Poole, Stillwater Health Care housekeeper and laundry aide, received an Excellence in Caregiving Award from the Maine Health Care Association (shown here with resident, Elizabeth McAskill, during the facility's annual casino night). **RIGHT:** The Piney Knoll Putting Green has been a big hit with Dirigo Pines residents since its opening in May.

SEBASTICOOK VALLEY HEALTH
EMHS MEMBER

LEADERSHIP

President and CEO: Teresa P. Vieira
Board Chair: Michael Gallagher

EMPLOYEES
343

DESCRIPTION

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

LOCATIONS

Pittsfield, Clinton, Newport, Detroit

HIGHLIGHTS

- First hospital in Maine to be recognized four years in a row for quality excellence by a national organization; in December, received Top Rural Hospital in Maine honors by The Leapfrog Group
- Recognized for the second year as a winner in the sixteenth annual Health Care's Most Wired Survey, conducted by *Hospitals & Health Networks*, which assesses hospital performance in four facets of information: infrastructure, business and administrative management, clinical quality, and safety and clinical integration
- Received 2013 Avatar Solutions awards for Exceeding Patient Expectations and Exemplary Service: Most Improved Physician Office
- Launched comprehensive collaboration with Inland Hospital involving shared specialized services, such as neurology, rheumatology, endocrinology, diabetes and nutrition, and wound care
- Celebrated the completion of the inpatient room modernization with a ribbon-cutting ceremony and later sealed a time capsule to be opened in 2038
- In June, celebrated the official close of the successful capital campaign, It's the Right Thing to Do, which raised over $1.1 million from local communities to modernize inpatient rooms



LEFT: Staff preparing to provide flu shots at SVH's drive-through flu clinic held in October in Pittsfield. **TOP:** Terri Vieira, president and CEO, and Michael Gallagher, chair, SVH Board of Trustees, sign a letter to the future that was placed inside the 2038 time capsule, which is on display in the main lobby of Sebasticook Valley Hospital. **BOTTOM RIGHT:** Walkers depart for the 20th Anniversary Breast Cancer Awareness Walk held on October 18, 2014 in Pittsfield.

EMHS FOUNDATION

LEADERSHIP

President: Michael R. Crowley
Board Chair: John J. Quirk, Jr.

EMPLOYEES
30

DESCRIPTION

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

LOCATIONS

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

- Raised more than $13.6 million for EMHS member organizations from nearly 13,000 donors representing 50 states, the District of Columbia, and four Canadian provinces

- Continued to advocate for enhanced patient care and privacy through the completion of capital campaigns at Inland Hospital, Sebasticook Valley Hospital (SVH), and an ongoing campaign at Eastern Maine Medical Center

HIGHLIGHTS

- Cultivated a new generation of philanthropists through the University of Maine's BearFest, which included 754 participants who raised nearly $50,000 to benefit pediatric healthcare at EMHS members through Children's Miracle Network Hospitals

- Distributed funds according to donor intent to beneficiaries including cancer care, capital projects, cardiac care, charity care, critical care, education and research, and women's and children's services

- Organized, managed, and hosted events throughout the state, including those in Waterville, to raise donations to purchase cardiac equipment; in Pittsfield, to raise funds for no-cost cancer screenings; and in Portland, to support quality hospice care

LEFT: The twenty-seventh annual EMHS Foundation Children's Miracle Network Hospitals telethon at Bangor Mall raised nearly $590,000 and celebrated the donors, sponsors, and volunteers of the program. RIGHT: A cancer survivor and her daughter take part in the 5K event at the fifth annual EMMC Champion the Cure Challenge. The event, which had more than 2,220 participants, 200 volunteers, and 100 business sponsors, raised more than $542,000 to benefit cancer research at EMMC Cancer Care, bringing the total raised to $1.6 million since 2010.

Member Contributions
TO OUR COMMUNITY

**Charity Care: The cost of care provided to uninsured, low-income patients who are not expected to pay all or part of a bill. Charity Care does not include bad debts arising from the failure to pay by patients expected to pay for such services.*

Total Community Benefit: $10,158,367
Philanthropy: $43,049

ACADIA HOSPITAL

Community Building Activities................$12,487
Community Benefit Operations $110,000
Community Health
Improvement Services..........................$16,833
Health Professions Education $174,665
Subsidized Health Services........................$19,858
Research $750

Unrecoverable Interest Cost on funds used to subsidize state MaineCare/Medicaid underpayment of **$1.4M** $92,239
Traditional Charity Care*.....................$4,794,619
Unpaid Cost of Public Programs:
Medicare... .$4,936,916

Total Community Benefit: $2,167,002
Philanthropy: $126,710

BLUE HILL MEMORIAL HOSPITAL

Community Building Activities $49,933
Community Benefit Operations............. $230,000
Community Health
Improvement Services.......................... $44,207
Financial and In-Kind
Contributions.. $13,824

Unrecoverable Interest Cost on funds used to subsidize state MaineCare/Medicaid underpayment of **$0.2M**.....................$13,261
Traditional Charity Care*........................$972,231
Unpaid Cost of Public Programs:
Medicare...$843,546

Total Community Benefit: $1,268,990
Philanthropy: $1,039

CHARLES A. DEAN MEMORIAL HOSPITAL

Community Benefit Operations $100,701
Community Health
Improvement Services.............................$27,100
Traditional Charity Care* $448,235

Unpaid Cost of Public Programs:
Medicare...$177,324
Medicaid.............................. ....$515,630

Total Community Benefit: $1,559,459
Philanthropy: $19,215

EMHS

Community Benefit Operations $337,193
Community Building Activities.............$146,279
Community Health
Improvement Services.........................$153,444

Health Professions Education...................$23,913
Financial and In-Kind
Contributions...................................$371,137
Research...$527,493

Total Community Benefit: $420,602
Philanthropy: $324,611

EASTERN MAINE HOMECARE

Community Benefit Operations...............$52,000
Traditional Charity Care*.............................$8,604

Unpaid Cost of Public Programs:
Medicaid.. $359,998

EASTERN MAINE MEDICAL CENTER

Total Community Benefit: $107,433,089
Philanthropy: $1,989,761

Community Benefit Operations	$1,969,000
Community Building Activities	$2,053
Community Health Improvement Services	$552,512
Health Professions Education	$2,159,917
Subsidized Health Services	$47,029
Research	$2,325,785
Financial and In-Kind Contributions	$10,000
Unrecoverable Interest Cost on funds used to subsidize state MaineCare/Medicaid underpayment of **$12.9M**	$824,434
Traditional Charity Care*	$12,031,516
Unpaid Cost of Public Programs:	
Medicare	$35,391,039
Medicaid	$52,119,804

INLAND HOSPITAL

Total Community Benefit: $10,412,434
Philanthropy: $319,622

Community Benefit Operations	$209,986
Community Building Activities	$29,086
Community Health Improvement Services	$11,214
Financial and In-Kind Contributions	$11,781
Unrecoverable Interest Cost on funds used to subsidize state MaineCare/Medicaid underpayment of **$4.3M**	$273,443
Traditional Charity Care*	$1,630,855
Unpaid Cost of Public Programs:	
Medicare	$4,564,670
Medicaid	$3,681,399

VNA HOME HEALTH HOSPICE

Total Community Benefit: $291,671

Community Health Improvement Services	$5,320
Subsidized Health Services	$3,000
Traditional Charity Care*	$50,003
Unpaid Cost of Public Programs:	
Medicaid	$233,348

MERCY HOSPITAL

Total Community Benefit: $47,295,997
Philanthropy: $82,829

Community Benefit Operations	$421,714
Community Building Activities	$258,002
Community Health Improvement Services	$284,532
Health Professions Education	$70,414
Financial and In-Kind Contributions	$3,203
Unrecoverable Interest Cost on funds used to subsidize state MaineCare/Medicaid underpayment of **$0.6M**	$35,958
Traditional Charity Care*	$7,138,738
Unpaid Cost of Public Programs:	
Medicare	$31,303,220
Medicaid	$7,780,216

Member Contributions
TO OUR COMMUNITY

**Charity Care: The cost of care provided to uninsured, low-income patients who are not expected to pay all or part of a bill. Charity Care does not include bad debts arising from the failure to pay by patients expected to pay for such services.*

ROSSCARE

Total Community Benefit: $9,238
Philanthropy: $5,610

Community Benefit Operations $7,500
Community Building Activities $868
Community Health
Improvement Services $525
Health Professions Education $345

SEBASTICOOK VALLEY HEALTH

Total Community Benefit: $2,047,390

Community Benefit Operations $84,000
Community Building Activities................ $4,500
Community Health
Improvement Services $433,483
Subsidized Health Services........................ $54,423
Financial and In-Kind
Contributions.. $886
Unrecoverable Interest Cost
on funds used to subsidize state
MaineCare/Medicaid
underpayment of **$0.9M** $58,997
Traditional Charity Care*..................... $1,020,246
Unpaid Cost of Public Programs:
Medicare... $390,855

THE AROOSTOOK MEDICAL CENTER

Total Community Benefit: $16,935,586
Philanthropy: $56,104

Community Benefit Operations $115,374
Community Building Activities $7,377
Community Health
Improvement Services...................... $207,421
Health Professions Education..................... $1,180
Subsidized Health Services...................... $254,054
Financial and In-Kind
Contributions $52,822
Unrecoverable Interest Cost
on funds used to subsidize
state MaineCare/Medicaid
underpayment of **$2.8M** $180,120
Traditional Charity Care*..................... $2,632,470
Unpaid Cost of Public Programs:
Medicare... $11,680,005
Medicaid........... .... $1,804,763

EMHS TOTAL

Total Community Benefit: $199,999,825
Philanthropy: $2,968,550

Community Benefit Operations $3,637,468
Community Building Activities $510,585
Community Health
Improvement Services $1,736,591
Health Professions Education $2,430,434
Subsidized Health Services..................... $378,364
Research... $2,854,028
Financial and In-Kind
Contributions.................................. $463,653
Unrecoverable Interest Cost
on funds used to subsidize
state MaineCare/Medicaid
underpayment of **$23.1M** $1,478,452
Traditional Charity Care*.................. $30,727,517
Unpaid Cost of Public Programs:
Medicare $89,287,575
Medicaid $66,495,158

Eastern Maine Healthcare Systems

CONSOLIDATED BALANCE SHEET

Years Ended September 27, 2014 and September 28, 2013

(in thousands of dollars)	2014	2013
ASSETS		
Total current assets	$370,629	$275,259
Assets limited as to use:		
Capital replacement and other designated uses	291,291	307,225
Self insurance funds and other trusts	178,999	206,536
Donor restricted gifts	72,982	60,448
Total assets limited as to use	543,272	574,209
Property and equipment, net	545,109	374,852
Amounts due from State of Maine (Medicaid)	21,306	21,604
Other long-term assets	25,866	23,677
Total assets	$1,506,182	$1,269,601
LIABILITIES		
Total current liabilities	$257,162	$180,636
Accrued post-employment benefits	148,686	137,949
Long-term debt	361,902	311,308
Other long-term liabilities	35,587	43,505
Total liabilities	803,337	673,398
Total net assets	702,845	596,203
Total liabilities and net assets	$1,506,182	$1,269,601

Eastern Maine Healthcare Systems

CONSOLIDATED STATEMENTS OF OPERATIONS

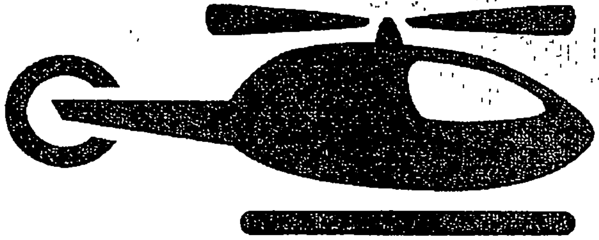
Years Ended September 27, 2014 and September 28, 2013

(in thousands of dollars)	2014	2013
Net operating revenue	$1,301,885	$1,026,518
Operating expenses:		
Salaries and employee benefits	785,064	609,505
Supplies and other	511,223	378,740
Total expenses	1,296,287	988,245
Income from operations	5,598	38,273
Investment gains and losses	5,050	10,067
Contribution received in acquisition	73,076	-
Excess of revenue over expenses before discontinued operations	83,724	48,340
Discontinued operations	-	15,264
Excess of revenue over expenses before noncontrolling interest	83,724	63,604
Noncontrolling interest	277	(23)
Excess of revenue over expenses	$84,001	$63,581
Operating margin	0.43%	3.73%
Total margin	6.09%	6.04%
Reinvestment in clinical equipment, technological advancements, and facilities	$97,113	$81,166

2014

EMHS BY THE NUMBERS

LifeFlight: EMHS and Central Maine Healthcare



Provided $1,893,139 in care for those unable to pay in FY2014

More than 17,000 patient transports since September 1998

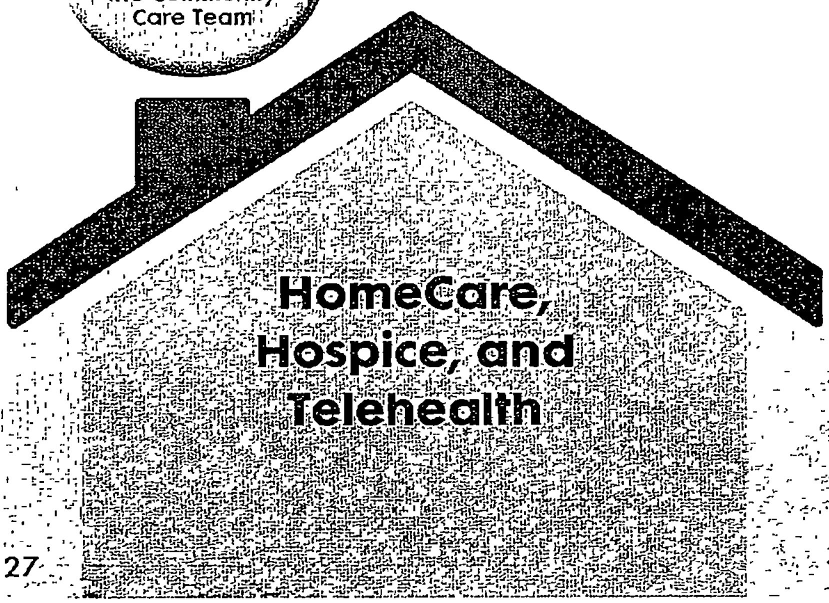
- 24% have suffered major trauma
- 23% are cardiac cases
- 17.5% are calls to an accident scene
- 17% of patients are uninsured

135,521 homecare visits

56,516 tele-vistis

2.1 million miles traveled annually

40 physician practices from Caribou to Kittery serviced by the Community Care Team



JOINT VENTURES

Penobscot Logistics Solutions:
Warehousing

Med Comm:
EMS dispatch

Advanced Collections Services LLC:
Collection service

LifeFlight—Partnership of EMHS and Central Maine Healthcare:
Critical Care Transport

Rosscare Nursing Homes:
Skilled nursing facilities

County Physical Therapy:
Physical therapy services

Northern New England Accountable Care Collaboration, LLC:
Accountable care collaboration

What We Do

388,920 primary care practice visits

3,017 BIRTHS

63,859 IMAGING TESTS

447 EMMC heart surgeries

105,629 emergency room visits

32,964 inpatient and outpatient surgeries

Who We Are

93% of Maine's population is in the EMHS service area

4 emergency transport companies

690 employed physicians

7 integrated physician organizations

10,421 employees

40 primary care locations

677 long-term care beds

9 nursing homes and retirement communities

EMHS
Access to Quality Healthcare

The Cianchette Building
43 Whiting Hill Road, Suite 500
Brewer, Maine 04412

207-947-7050
emhs.org

Receive EMHS news all year:

EMHS MEMBERS:

Acadia Hospital

Affiliated

Beacon Health

Blue Hill Memorial Hospital

Charles A. Dean Memorial Hospital

Eastern Maine HomeCare

Eastern Maine Medical Center

EMHS Foundation

Inland Hospital

Mercy Hospital

Rosscare

Sebasticook Valley Health

TAMC

VNA Home Health Hospice

Printed on 30% post-consumer paper

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.
► Information about Form 8868 and its instructions is at *www.irs.gov/form8868.*

OMB No. 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. Rosscare	Employer identification number (EIN) or 01-0391038
	Number, street, and room or suite number. If a P.O. box, see instructions. 43 Whiting Hill Road, Suite 400	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Brewer, ME 04412	

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

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

- The books are in the care of ► John J. Doyle

Telephone No. ► 207 973-9081 Fax No. ► 207 973-7139

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

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

► [ ] calendar year 20 ____ or

► [X] tax year beginning 9/29, 20 13, and ending 9/27, 20 14.

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

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

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

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. Rosscare	Employer identification number (EIN) or 01-0391038
File by the extended due date for filing your return. See instructions.	Number, street, and room or suite number. If a P.O. box, see instructions. 43 Whiting Hill Road, Suite 400	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Brewer, ME 04412	

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

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

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

• The books are in care of ▶ John J. Doyle

Telephone No. ▶ 207 973-9081 Fax No. ▶ 207 973-7139

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

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

5 For calendar year ____ , or other tax year beginning 9/29 , 20 13 , and ending 9/27 , 20 14 .

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

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

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

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ Treasurer Date ▶ 4/29/15