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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

▶ Do not enter social security numbers on this form as it may be made public

▶ **Go to *www.irs.gov/Form990* for instructions and the latest information.**

OMB No 1545-0047

2018

Open to Public Inspection

A For the 2019 calendar year, or tax year beginning 07-01-2018 , and ending 06-30-2019

B Check if applicable
- ☑ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Final return/terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
BENEDICTINE HEALTH SYSTEM

Doing business as

Number and street (or P O box if mail is not delivered to street address) | Room/suite
6499 UNIVERSITY AVENUE NE NO 300

City or town, state or province, country, and ZIP or foreign postal code
MINNEAPOLIS, MN 55432

D Employer identification number
41-1531892

E Telephone number
(763) 689-1162

G Gross receipts $ 53,992,250

F Name and address of principal officer
JERRY CARLEY
6499 UNIVERSITY AVENUE NE NO 300
MINNEAPOLIS, MN 55432

H(a) Is this a group return for subordinates? ☐ Yes ☑ No

H(b) Are all subordinates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶ 0928

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW BHSHEALTH ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1985

M State of legal domicile MN

Part I Summary

1 Briefly describe the organization's mission or most significant activities
OUR MISSION IS TO WITNESS TO GOD'S LOVE BY PROVIDING COMPASSIONATE, QUALITY CARE WITH SPECIAL CONCERN FOR THE UNDERSERVED AND THOSE IN NEED

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	17
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	17
5	Total number of individuals employed in calendar year 2018 (Part V, line 2a)	**5**	205
6	Total number of volunteers (estimate if necessary)	**6**	5
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	0
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	0

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	6,961,587	2,752,526
9	Program service revenue (Part VIII, line 2g)	50,605,832	50,104,703
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	63,389	96,063
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	1,038,958
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	57,630,808	53,992,250
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	10,522,628	1,937,074
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	20,554,470	20,926,780
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	23,436,091	26,229,711
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	54,513,189	49,093,565
19	Revenue less expenses Subtract line 18 from line 12	3,117,619	4,898,685

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	62,070,551	150,331,276
21	Total liabilities (Part X, line 26)	26,312,852	109,659,687
22	Net assets or fund balances Subtract line 21 from line 20	35,757,699	40,671,589

Part II Signature Block

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

Sign Here

****** 2020-07-14
Signature of officer Date

KEVIN RYMANOWSKI CFO/SR VP
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
				P01587351

Firm's name ▶ CLIFTONLARSONALLEN LLP — Firm's EIN ▶ 41-0746749

Firm's address ▶ 220 S 6TH STREET SUITE 300
MINNEAPOLIS, MN 55402 — Phone no (612) 376-4500

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

THE BENEDICTINE HEALTH SYSTEM IS A CATHOLIC ORGANIZATION ENTRUSTED WITH ADVANCING THE HEALTH CARE MINISTRY OF THE BENEDICTINE SISTERS OF DULUTH, MINNESOTA OUR MISSION IS TO WITNESS TO GOD'S LOVE BY PROVIDING COMPASSIONATE, QUALITY CARE WITH SPECIAL CONCERN FOR THE UNDERSERVED AND THOSE IN NEED

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☑ No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O

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

4a (Code) (Expenses $ 25,522,046 including grants of $ 1,937,074) (Revenue $ 47,865,616)
See Additional Data

4b (Code) (Expenses $ 2,351,881 including grants of $ 0) (Revenue $ 2,239,087)
See Additional Data

4c (Code) (Expenses $ 37,744 including grants of $ 0) (Revenue $ 0)
See Additional Data

(Code) (Expenses $ 0 including grants of $ 0) (Revenue $ 0)
BENEDICTINE LIVING COMMUNITY OF SHAKOPEE, LLC (82-4211716) IS A 67-UNIT ASSISTED LIVING AND 116-UNIT INDEPENDEND LIVING FACILITY UNDER DEVELOPMENT IN SHAKOPEE, MINNESOTA

4d Other program services (Describe in Schedule O)
(Expenses $ 0 including grants of $ 0) (Revenue $ 0)

4e **Total program service expenses** ▶ 27,911,671

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9	Yes	
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b	Yes	
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or other assistance to or for any foreign organization? *If "Yes," complete Schedule F, Parts II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or other assistance to or for foreign individuals? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I* (see instructions)	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		
21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	Yes	
22	Did the organization report more than $5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		No

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K If "No," go to line 25a*	**24a**	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		No
25a	**Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**	Yes	
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	**34**	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	**35a**	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**	Yes	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	**1a**	100		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		**1c**	Yes	

2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	**2a** 205			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)		**2b**	Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year? . . .		**3a**		No
b	If "Yes," has it filed a Form 990-T for this year? *If "No" to line 3b, provide an explanation in Schedule O* . . .		**3b**		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . .		**4a**	Yes	
b	If "Yes," enter the name of the foreign country ▶CJ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .		**5a**		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		**5b**		No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		**5c**		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .		**6a**		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		**6b**		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		**7a**		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		**7b**		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		**7c**		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		**7e**		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .		**7f**		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		**7g**		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		**7h**		
8	**Sponsoring organizations maintaining donor advised funds.** Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		**8**		
9a	Did the sponsoring organization make any taxable distributions under section 4966? . . .		**9a**		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? . . .		**9b**		
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	**10a**			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	**11a**			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**11b**			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		**12a**		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O		**13a**		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**			
c	Enter the amount of reserves on hand	**13c**			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		**14a**		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .		**14b**		
15	Is the organization subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N		**15**		No
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O		**16**		No

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	**1a**	17		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b	Enter the number of voting members included in line 1a, above, who are independent	**1b**	17		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		**2**		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		**3**		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		**4**	Yes	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		**5**		No
6	Did the organization have members or stockholders?		**6**		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		**7a**	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		**7b**	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		**8a**	Yes	
b	Each committee with authority to act on behalf of the governing body?		**8b**	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*		**9**		No

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

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

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed▶ MN

18 Section 6104 requires an organization to make its Form 1023 (or 1024-A if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply

☐ Own website ☐ Another's website ☑ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, address, and telephone number of the person who possesses the organization's books and records ▶KEVIN RYMANOWSKI CFO 6499 UNIVERSITY AVENUE NE SUITE 300 MINNEAPOLIS, MN 55432 (763) 689-6107

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

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

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

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										
1b Sub-Total ▶										
c Total from continuation sheets to Part VII, **Section A** ▶										
d Total (add lines 1b and 1c) ▶								3,818,910	0	840,886

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 65

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**	Yes	
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
CUNNINGHAM GROUP ARCHITECTURE INC 201 MAIN ST SE STE 325 MINNEAPOLIS, MN 55414	ARCHITECT SERVICES	933,033
MATRIXCARE BIN 32 PO BOX 1414 MINNEAPOLIS, MN 554801414	EHR SOFTWARE	591,132
VOYANT COMMUNICATIONS PO BOX 952151 DALLAS, TX 753952151	TELECOMMUNICATIONS	544,991
ALERUS FINANCIAL ATTN ARB FEE PROCESSING PO BOX 645 ST PAUL, MN 551640535	BENEFITS SERVICES	473,618
SMARTLINK SOLUTIONS LLC 111 S WOOD AVENUE SUITE 400 ISELIN, NJ 08830	STAFFING SOFTWARE	333,887

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 12

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns . .	1a			
	b Membership dues . .	1b			
	c Fundraising events . .	1c			
	d Related organizations	1d	2,752,526		
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f			
	g Noncash contributions included in lines 1a - 1f $ _____				
	h **Total.** Add lines 1a-1f . . . . . ▶		2,752,526		
Program Service Revenue		Business Code				
	2a SUPPORT FEES	623000	21,166,237	21,166,237		
	b SELF-FUNDED INSURANCE	623000	20,287,233	20,287,233		
	c IT FEES	623000	4,101,363	4,101,363		
	d RESIDENT SERVICES	623000	2,241,800	2,241,800		
	e CONSULTING REVENUE	623000	1,952,278	1,952,278		
	f All other program service revenue		355,792	355,792		
	g **Total.** Add lines 2a–2f . . . . ▶		50,104,703			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) . . . . . ▶		81,027			81,027
	4 Income from investment of tax-exempt bond proceeds ▶					
	5 Royalties . . . . . ▶					
		(i) Real	(ii) Personal			
	6a Gross rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) . . . . . ▶					
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory	15,036				
	b Less cost or other basis and sales expenses	0				
	c Gain or (loss)	15,036				
	d Net gain or (loss) . . . . . ▶		15,036			15,036
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . a					
	b Less direct expenses . . . b					
	c Net income or (loss) from fundraising events . . ▶					
	9a Gross income from gaming activities See Part IV, line 19 . . . a					
	b Less direct expenses . . . b					
	c Net income or (loss) from gaming activities . . ▶					
	10a Gross sales of inventory, less returns and allowances . . a					
	b Less cost of goods sold . . b					
	c Net income or (loss) from sales of inventory . . ▶					
	Miscellaneous Revenue	Business Code				
	11a MISCELLANEOUS INCOME	900099	767,741			767,741
	b REBATE INCOME	900099	271,217			271,217
	c					
	d All other revenue					
	e **Total.** Add lines 11a–11d . . . . . ▶		1,038,958			
	12 **Total revenue.** See Instructions . . . . . ▶		53,992,250	50,104,703	0	1,135,021

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraisingexpenses
1 Grants and other assistance to domestic organizations and domestic governments See Part IV, line 21	1,937,074	1,937,074		
2 Grants and other assistance to domestic individuals See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, line 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2,848,432		2,848,432	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	13,710,806	4,898,865	8,811,941	
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions)	307,397	107,722	199,675	
9 Other employee benefits	2,875,660	530,592	2,345,068	
10 Payroll taxes	1,184,485	372,346	812,139	
11 Fees for services (non-employees)				
a Management				
b Legal	200,216		200,216	
c Accounting	3,619		3,619	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	1,153,711	47,128	1,106,583	
12 Advertising and promotion	463,718		463,718	
13 Office expenses	181,986		181,986	
14 Information technology	2,144,020		2,144,020	
15 Royalties				
16 Occupancy	1,172,925	337,154	835,771	
17 Travel	570,622	813	569,809	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	91,116		91,116	
20 Interest	463,973	463,735	238	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	544,496	544,496		
23 Insurance	67,818		67,818	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a SELF FUNDED INSURANCE C	18,482,825	18,482,825		
b MISCELLANEOUS EXPENSE	168,526	933	167,593	
c DUES & SUBSCRIPTIONS	142,795	4,894	137,901	
d FOOD EXPENSE	135,577	135,577		
e All other expenses	241,768	47,517	194,251	
25 **Total functional expenses.** Add lines 1 through 24e	49,093,565	27,911,671	21,181,894	0
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

				(A) Beginning of year		(B) End of year
Assets	1	Cash–non-interest-bearing		12,641,199	1	11,595,415
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		1,305,560	4	813,177
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net		928,433	7	928,433
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		946,269	9	960,342
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 49,756,324			
	b	Less accumulated depreciation	10b 8,291,906	10,836,635	10c	41,464,418
	11	Investments—publicly traded securities			11	
	12	Investments—other securities See Part IV, line 11		52,667	12	52,149
	13	Investments—program-related See Part IV, line 11		-991,427	13	-295,635
	14	Intangible assets		1,503,297	14	1,503,297
	15	Other assets See Part IV, line 11		34,847,918	15	93,309,680
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		62,070,551	16	150,331,276
Liabilities	17	Accounts payable and accrued expenses		9,134,457	17	8,360,704
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities		779,523	20	72,811,740
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	53,389
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties		12,410	23	17,169,853
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17 - 24) Complete Part X of Schedule D		16,386,462	25	11,264,001
	26	**Total liabilities.** Add lines 17 through 25		26,312,852	26	109,659,687
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		35,404,055	27	40,329,555
	28	Temporarily restricted net assets		305,844	28	294,054
	29	Permanently restricted net assets		47,800	29	47,980
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		35,757,699	33	40,671,589
	34	Total liabilities and net assets/fund balances		62,070,551	34	150,331,276

Part XI Reconcilliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	53,992,250
2	Total expenses (must equal Part IX, column (A), line 25)	2	49,093,565
3	Revenue less expenses Subtract line 2 from line 1	3	4,898,685
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	35,757,699
5	Net unrealized gains (losses) on investments	5	26,815
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-11,610
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	40,671,589

Part XII Financial Statements and Reporting

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

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

Additional Data

Software ID:

Software Version:

EIN: 41-1531892

Name: BENEDICTINE HEALTH SYSTEM

Form 990 (2018)

Form 990, Part III, Line 4a:

THE BENEDICTINE HEALTH SYSTEM IS A CATHOLIC, MISSION-DIRECTED AND VALUES-BASED HEALTH CARE SYSTEM ENTRUSTED WITH FURTHERING THE HEALTH CARE MINISTRY OF THE BENEDICTINE SISTERS OF ST SCHOLASTICA MONASTERY, DULUTH, MN BHS OWNS, COLLABORATES WITH OTHERS AND/OR INTEREST WITH 57 PARTICIPATING ORGANIZATIONS WITH 2,224 SKILLED NURSING BEDS AND 2,152 ASSISTED LIVING AND INDEPENDENT SENIOR LIVING UNITS ACROSS THE UPPER MIDWEST, OFFERING SERVICES SUCH AS TRANSITIONAL CARE, REHABILITATION, MEMORY CARE, HOME HEALTH CARE, ADULT AND CHILD DAY CARE

Form 990, Part III, Line 4b:

MADONNA SUMMIT OF BYRON, LLC (47-2337717) IS A 30-UNIT ASSISTED LIVING AND 20-UNIT INDEPENDENT LIVING FACILITY IN BYRON, MN

Form 990, Part III, Line 4c:

BENEDICTINE LIVING COMMUNITY OF NORTHFIELD, LLC (82-4307824) IS A 49-UNIT ASSISTED LIVING AND 48-UNIT INDEPEENDENT LIVING FACILITY UNDER DEVELOPMENT IN NORTHFIELD, MINNESOTA

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JERRY CARLEY CEO OF BHS	5 00 35 00			X				493,059	0	136,483
KEVIN RYMANOWSKI CFO & TREASURER	5 00 35 00			X				360,445	0	87,709
DONNA LOOMIS SR VICE PRESIDENT	30 00 10 00				X			307,762	0	83,619
STEVEN PRZBILLA SR VICE PRESIDENT	40 00 0 00				X			266,893	0	66,321
LEE LARSON SR VICE PRESIDENT	0 00 40 00				X			239,120	0	57,161
ANDREW OPSAHL SR VICE PRESIDENT	40 00 0 00				X			224,720	0	62,780
BECKY URBANSKI SR VICE PRESIDENT	40 00 0 00				X			219,394	0	61,589
BARBARA WESSBERG FACILITY CEO/ADMINISTRATOR	0 00 40 00					X		223,018	0	56,992
PATRICIA ANN NOTT SR VICE PRESIDENT	40 00 0 00				X			224,216	0	52,763
BILL KRANTZ VP OF IT	40 00 0 00					X		236,827	0	32,718

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
CHRIS BOLDT VP OF OPERATIONS	40 00 0 00					X		208,995	0	58,226
JERILYN REINHARDT DIRECTOR OF CLINICAL & QUALITY	40 00 0 00					X		198,352	0	40,257
ROCKLAN CHAPIN FORMER CEO OF BHS	0 00 0 00						X	225,435	0	0
CHERYL HIGH FACILITY CEO/ADMINISTRATOR	40 00 0 00					X		178,715	0	44,268
NEAL BUDDENSIEK SR VICE PRESIDENT	40 00 0 00				X			188,819	0	0
DEAN FOX CHAIR	1 00 0 00	X		X				4,800	0	0
TIM SCANLON DIRECTOR	1 00 0 00	X						3,200	0	0
JEFFREY GARLAND DIRECTOR	1 00 0 00	X						2,600	0	0
ROXANN DAGGETT VICE CHAIR	1 00 0 00	X		X				2,200	0	0
DANIEL ZISMER DIRECTOR	1 00 0 00	X						2,200	0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DAVID HOEL DIRECTOR	1 00 0 00	X						1,740	0	0
PAUL GRIZZELL DIRECTOR	1 00 0 00	X						1,500	0	0
JAY STEARNS DIRECTOR	1 00 0 00	X						1,500	0	0
MIKE BEARD DIRECTOR	1 00 0 00	X						1,300	0	0
KATHLEEN LATOUR DIRECTOR	1 00 0 00	X						900	0	0
CARRIE SHAW DIRECTOR	1 00 0 00	X						900	0	0
CHANDRA MEHROTRA DIRECTOR	1 00 0 00	X						300	0	0
SR DANIEL LYNCH SECRETARY	1 00 0 00	X		X				0	0	0
SR BEVERLY HORN DIRECTOR	1 00 0 00	X						0	0	0
SR BEVERLY RAWAY DIRECTOR	1 00 0 00	X						0	0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
SR JOAN MARIE STELMAN DIRECTOR	1 00 0 00	X						0	0	0
SR CLARE MARIE TRETTEL DIRECTOR	1 00 0 00	X						0	0	0

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ **Attach to Form 990 or Form 990-EZ.**

▶ **Go to *www.irs.gov/Form990* for the latest information.**

OMB No 1545-0047

2018

Open to Public Inspection

Name of the organization
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

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

The organization is not a private foundation because it is (For lines 1 through 12, check only one box)

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

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E (Form 990 or 990-EZ))

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

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

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

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

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

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

9 ☐ An agricultural research organization described in **170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture See instructions Enter the name, city, and state of the college or university

10 ☑ An organization that normally receives (1) more than 331/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 331/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

11 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

12 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g

a ☐ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**

b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**

c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**

d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**

e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization

f Enter the number of supported organizations _____

g Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 10 above (see instructions))	(iv) Is the organization listed in your governing document? Yes	(iv) No	(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
Total						

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv), 170(b)(1)(A)(vi), and 170 (b)(1)(A)(ix)**

(Complete only if you checked the box on line 5, 7, 8, or 9 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a)2014	(b)2015	(c)2016	(d)2017	(e)2018	(f)Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc (see instructions) **12**

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** . . . . . ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2018 (line 6, column (f) divided by line 11, column (f)) **14**

15 Public support percentage for 2017 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2018.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test—2017.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10%-facts-and-circumstances test—2018.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

b **10%-facts-and-circumstances test—2017.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	2,658,111	3,169,313	4,734,918	6,961,587	2,752,526	20,276,455
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	41,885,498	43,041,460	45,511,916	50,605,832	50,104,703	231,149,409
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5	44,543,609	46,210,773	50,246,834	57,567,419	52,857,229	251,425,864
7a Amounts included on lines 1, 2, and 3 received from disqualified persons			1,919,218	3,526,675		5,445,893
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year			1,013,192	2,114,755		3,127,947
c Add lines 7a and 7b			2,932,410	5,641,430		8,573,840
8 **Public support.** (Subtract line 7c from line 6)						242,852,024

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
9 Amounts from line 6	44,543,609	46,210,773	50,246,834	57,567,419	52,857,229	251,425,864
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	13,053	4,654	13,473	62,349	81,027	174,556
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	13,053	4,654	13,473	62,349	81,027	174,556
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI)					1,038,958	1,038,958
13 **Total support.** (Add lines 9, 10c, 11, and 12)	44,556,662	46,215,427	50,260,307	57,629,768	53,977,214	252,639,378

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2018 (line 8, column (f) divided by line 13, column (f))	15	96 130 %
16	Public support percentage from 2017 Schedule A, Part III, line 15	16	96 430 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2018** (line 10c, column (f) divided by line 13, column (f))	17	0 070 %
18	Investment income percentage from **2017** Schedule A, Part III, line 17	18	0 060 %

19a **331/3% support tests—2018.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☑

b **33 1/3% support tests—2017.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of Part I If you checked 12a of Part I, complete Sections A and B If you checked 12b of Part I, complete Sections A and C If you checked 12c of Part I, complete Sections A, D, and E If you checked 12d of Part I, complete Sections A and D, and complete Part V)

Section A. All Supporting Organizations

			Yes	No
1	Are all of the organization's supported organizations listed by name in the organization's governing documents? *If "No," describe in* ***Part VI*** *how the supported organizations are designated If designated by class or purpose, describe the designation If historic and continuing relationship, explain*	1		
2	Did the organization have any supported organization that does not have an IRS determination of status under section 509 (a)(1) or (2)? *If "Yes," explain in* ***Part VI*** *how the organization determined that the supported organization was described in section 509(a)(1) or (2)*	2		
3a	Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? *If "Yes," answer (b) and (c) below*	3a		
b	Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? *If "Yes," describe in* ***Part VI*** *when and how the organization made the determination*	3b		
c	Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? *If "Yes," explain in* ***Part VI*** *what controls the organization put in place to ensure such use*	3c		
4a	Was any supported organization not organized in the United States ("foreign supported organization")? *If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below*	4a		
b	Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? *If "Yes," describe in* ***Part VI*** *how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations*	4b		
c	Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? *If "Yes," explain in* ***Part VI*** *what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes*	4c		
5a	Did the organization add, substitute, or remove any supported organizations during the tax year? *If "Yes," answer (b) and (c) below (if applicable) Also, provide detail in* ***Part VI,*** *including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document)*	5a		
b	**Type I or Type II only.** Was any added or substituted supported organization part of a class already designated in the organization's organizing document?	5b		
c	**Substitutions only.** Was the substitution the result of an event beyond the organization's control?	5c		
6	Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? *If "Yes," provide detail in* ***Part VI.***	6		
7	Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? *If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ)*	7		
8	Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? *If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ)*	8		
9a	Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? *If "Yes," provide detail in* ***Part VI.***	9a		
b	Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? *If "Yes," provide detail in* ***Part VI.***	9b		
c	Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? *If "Yes," provide detail in* ***Part VI.***	9c		
10a	Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? *If "Yes," answer line 10b below*	10a		
b	Did the organization have any excess business holdings in the tax year? *(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings)*	10b		

Part IV Supporting Organizations (continued)

			Yes	No
11	Has the organization accepted a gift or contribution from any of the following persons?			
a	A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?	11a		
b	A family member of a person described in (a) above?	11b		
c	A 35% controlled entity of a person described in (a) or (b) above? *If "Yes" to a, b, or c, provide detail in Part VI*	11c		

Section B. Type I Supporting Organizations

			Yes	No
1	Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? *If "No," describe in* ***Part VI*** *how the supported organization(s) effectively operated, supervised, or controlled the organization's activities If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year*	1		
2	Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? *If "Yes," explain in* ***Part VI*** *how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization*	2		

Section C. Type II Supporting Organizations

			Yes	No
1	Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? *If "No," describe in* ***Part VI*** *how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s)*	1		

Section D. All Type III Supporting Organizations

			Yes	No
1	Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?	1		
2	Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization (s) or (ii) serving on the governing body of a supported organization? *If "No," explain in* ***Part VI*** *how the organization maintained a close and continuous working relationship with the supported organization(s)*	2		
3	By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? *If "Yes," describe in* ***Part VI*** *the role the organization's supported organizations played in this regard*	3		

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year **(see instructions)**

- **a** ☐ The organization satisfied the Activities Test Complete **line 2** below
- **b** ☐ The organization is the parent of each of its supported organizations Complete **line 3** below
- **c** ☐ The organization supported a governmental entity Describe in **Part VI** how you supported a government entity (see instructions)

			Yes	No
2	Activities Test **Answer (a) and (b) below.**			
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? *If "Yes," then in* ***Part VI identify those supported organizations and explain*** *how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities*	2a		
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? *If "Yes," explain in* ***Part VI*** *the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement*	2b		
3	Parent of Supported Organizations **Answer (a) and (b) below.**			
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? *Provide details in* ***Part VI.***	3a		
b	Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? *If "Yes," describe in* ***Part VI.*** *the role played by the organization in this regard*	3b		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov 20, 1970 (explain in Part VI) **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E

	Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1		
2	Recoveries of prior-year distributions	2		
3	Other gross income (see instructions)	3		
4	Add lines 1 through 3	4		
5	Depreciation and depletion	5		
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7	Other expenses (see instructions)	7		
8	**Adjusted Net Income** (subtract lines 5, 6 and 7 from line 4)	8		

	Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)	1		
a	Average monthly value of securities	1a		
b	Average monthly cash balances	1b		
c	Fair market value of other non-exempt-use assets	1c		
d	**Total** (add lines 1a, 1b, and 1c)	1d		
e	**Discount** claimed for blockage or other factors (explain in detail in Part VI)			
2	Acquisition indebtedness applicable to non-exempt use assets	2		
3	Subtract line 2 from line 1d	3		
4	Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions)	4		
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6	Multiply line 5 by 035	6		
7	Recoveries of prior-year distributions	7		
8	**Minimum Asset Amount** (add line 7 to line 6)	8		

	Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2	Enter 85% of line 1	2		
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4	Enter greater of line 2 or line 3	4		
5	Income tax imposed in prior year	5		
6	**Distributable Amount.** Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6		

7 ☐ Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)

Part V **Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)**

Section D - Distributions	**Current Year**
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in **Part VI**) See instructions	
7 **Total annual distributions.** Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in **Part VI**) See instructions	
9 Distributable amount for 2018 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	**(i) Excess Distributions**	**(ii) Underdistributions Pre-2018**	**(iii) Distributable Amount for 2018**
1 Distributable amount for 2018 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2018 (reasonable cause required-- explain in Part VI) See instructions			
3 Excess distributions carryover, if any, to 2018			
a From 2013.			
b From 2014.			
c From 2015.			
d From 2016.			
e From 2017.			
f **Total** of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2018 distributable amount			
i Carryover from 2013 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2018 from Section D, line 7 $			
a Applied to underdistributions of prior years			
b Applied to 2018 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2018, if any Subtract lines 3g and 4a from line 2 If the amount is greater than zero, explain in Part VI See instructions			
6 Remaining underdistributions for 2018 Subtract lines 3h and 4b from line 1 If the amount is greater than zero, explain in Part VI See instructions			
7 **Excess distributions carryover to 2019.** Add lines 3j and 4c			
8 Breakdown of line 7			
a Excess from 2014.			
b Excess from 2015.			
c Excess from 2016.			
d Excess from 2017.			
e Excess from 2018.			

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10, Part II, line 17a or 17b, Part III, line 12, Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c, Part IV, Section B, lines 1 and 2, Part IV, Section C, line 1, Part IV, Section D, lines 2 and 3, Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b, Part V, line 1, Part V, Section B, line 1e, Part V Section D, lines 5, 6, and 8, and Part V, Section E, lines 2, 5, and 6 Also complete this part for any additional information (See instructions)

Facts And Circumstances Test

990 Schedule A, Supplemental Information

Return Reference	Explanation
SCHEDULE A, PART III, LINE 12, EXPLANATION OF OTHER INCOME	MISCELLANEOUS INCOME REBATE INCOME

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493197079030

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

Name of the organization
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate value of contributions to (during year)		
3	Aggregate value of grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

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

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

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

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

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d

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

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

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

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

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

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

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

(i) Revenue included on Form 990, Part VIII, line 1 ▶ $ _____

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

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

a Revenue included on Form 990, Part VIII, line 1 ▶ $ _____

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

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

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

- a ☐ Public exhibition
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other

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

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements.

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☑ No

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

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? . . . ☑ Yes ☐ No

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

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

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

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

- a Board designated or quasi-endowment ▶
- b Permanent endowment ▶
- c Temporarily restricted endowment ▶

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

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
b If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		5,139,119		5,139,119
b Buildings		10,620,381	2,013,290	8,607,091
c Leasehold improvements		254,253	126,349	127,904
d Equipment		6,844,196	6,152,267	691,929
e Other		26,898,375		26,898,375
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c))* . . ▶				41,464,418

Part VII **Investments—Other Securities.** Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII **Investments—Program Related.** Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 13)* ▶		

Part IX **Other Assets.** Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) AMOUNT DUE FROM AFFILIATES	16,377,479
(2) BOARD DESIGNATED FUNDS INSURANCE RESERVE	13,123,484
(3) BOND FUND AND ESCROW DEPOSITS	7,252,624
(4) DEFERRED COMP FUNDS	2,729,266
(5) INVESTMENT IN AFFILIATED FOUNDATION	342,034
(6) OTHER NON-CURRENT ASSETS	7,500,000
(7) REPLACEMENT RESERVE FUND	3,017,572
(8) DEBT SERVICE FUND	4,329,419
(9) PROJECT FUND	38,637,802
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15)* ▶	93,309,680

Part X **Other Liabilities.** Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
ACCRUED REAL ESTATE TAXES	47,782
AMOUNTS DUE TO AFFILIATES	4,552,772
INSURANCE FUND CURRENT LIABILITY	1,722,982
OTHER NON-CURRENT LIABILITIES	3,628,262
INTERCOMPANY BORROWING ADVANCE	1,312,203
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	11,264,001

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII ☑

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

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

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

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

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

Part XIII Supplemental Information

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

Return Reference	Explanation
See Additional Data Table	

Part XIII **Supplemental Information *(continued)***

Return Reference	Explanation

Additional Data

Software ID:

Software Version:

EIN: 41-1531892

Name: BENEDICTINE HEALTH SYSTEM

Form 990, Schedule D, Part IX, - Other Assets

(a) Description	(b) Book value
(1) AMOUNT DUE FROM AFFILIATES	16,377,479
(1) BOARD DESIGNATED FUNDS INSURANCE RESERVE	13,123,484
(2) BOND FUND AND ESCROW DEPOSITS	7,252,624
(3) DEFERRED COMP FUNDS	2,729,266
(4) INVESTMENT IN AFFILIATED FOUNDATION	342,034
(5) OTHER NON-CURRENT ASSETS	7,500,000
(6) REPLACEMENT RESERVE FUND	3,017,572
(7) DEBT SERVICE FUND	4,329,419
(8) PROJECT FUND	38,637,802

Supplemental Information

Return Reference	Explanation
PART IV, LINE 2B	THE ORGANIZATION HOLDS TENANT DEPOSITS FOR THE NORTHFIELD AND BYRON FACILITIES

Supplemental Information

Return Reference	Explanation
PART X, LINE 2	TAX EXEMPT STATUS BHS HAS BEEN DETERMINED TO QUALIFY AS A TAX-EXEMPT CHARITABLE, EDUCATION AL, AND SCIENTIFIC ORGANIZATION UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE AND ALSO HAS BEEN DETERMINED TO BE EXEMPT FROM STATE INCOME TAX THE ORGANIZATION FOLLOWS THE ACCOUNTING STANDARD FOR CONTINGENCIES IN EVALUATING THE ACCOUNTING FOR UNCERTAINTY IN INC OME TAXES RECOGNIZED IN AN ENTITY'S FINANCIAL STATEMENTS THE STANDARD PRESCRIBES RECOGNIT ION AND MEASUREMENT OF TAX PROVISIONS TAKEN OR EXPECTED TO BE TAKEN ON A TAX RETURN THAT A RE NOT CERTAIN TO BE REALIZED THE ORGANIZATION'S INCOME TAX RETURNS ARE SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL, STATE, AND LOCAL AUTHORITIES THE ORGANIZATION IS NOT AWARE O F ANY ACTIVITIES THAT WOULD JEOPARDIZE ITS TAX-EXEMPT STATUS THE ORGANIZATION FILES ALL A PPLICABLE RETURNS FOR ANY ACTIVITIES THAT ARE SUBJECT TO TAX ON UNRELATED BUSINESS INCOME OR EXCISE OR OTHER TAXES

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SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
► Attach to Form 990.
► Go to *www.irs.gov/Form990* for instructions and the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

Name of the organization
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

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

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ **Yes** ☐ **No**

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States

3 Activites per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	**(b)** Number of offices in the region	**(c)** Number of employees, agents, and independent contractors in region	**(d)** Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	**(e)** If activity listed in (d) is a program service, describe specific type of service(s) in region	**(f)** Total expenditures for and investments in region
See Add'l Data					
3a Sub-total	0	0			12,673,760
b Total from continuation sheets to Part I					0
c **Totals** (add lines 3a and 3b)	0	0			12,673,760

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

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

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

3 Enter total number of other organizations or entities . . . . . ▶

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

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

Part IV Foreign Forms

1	Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*	☑ Yes	☐ No
2	Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A, don't file with Form 990)*	☐ Yes	☑ No
3	Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U S Persons with Respect to Certain Foreign Corporations (see Instructions for Form 5471)*	☑ Yes	☐ No
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)*	☐ Yes	☑ No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U S Persons with Respect to Certain Foreign Partnerships (see Instructions for Form 8865)*	☐ Yes	☑ No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713, don't file with Form 990)*	☐ Yes	☑ No

Part V **Supplemental Information**

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

ReturnReference	Explanation

Additional Data

Software ID:

Software Version:

EIN: 41-1531892

Name: BENEDICTINE HEALTH SYSTEM

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i e , fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
CENTRAL AMERICA AND THE CARIBBEAN	0	0	INVESTMENTS		11,710,314
CENTRAL AMERICA AND THE CARIBBEAN	0	0	PROGRAM SERVICES	SELF-INDEMNITY	963,446

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

▶ **Attach to Form 990.**

▶ **Go to *www.irs.gov/Form990* for the latest information.**

OMB No 1545-0047

2018

Open to Public Inspection

Name of the organization
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☑ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments.

Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than $5,000 Part II can be duplicated if additional space is needed

(a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) See Additional Data							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ 6

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

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

(a) Type of grant or assistance	**(b)** Number of recipients	**(c)** Amount of cash grant	**(d)** Amount of noncash assistance	**(e)** Method of valuation (book, FMV, appraisal, other)	**(f)** Description of noncash assistance
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					

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

Return Reference	**Explanation**
PART I, LINE 2	TRANSFERS BETWEEN RELATED ORGANIZATIONS ARE ACCOUNTED FOR IN INTERNAL FINANCIAL STATEMENTS, OF WHICH ALL ARE UNDER COMMON CONTROL

Additional Data

Software ID:
Software Version:
EIN: 41-1531892
Name: BENEDICTINE HEALTH SYSTEM

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
BENEDICTINE HEALTH SYSTEM FOUNDATION 503 E THIRD ST SUITE 400 DULUTH, MN 55805	41-1513014	501(C)(3)	1,219,029				FOUNDATION EXPENSES
BENEDICTINE CARE CENTERS 6499 UNIVERSITY AVENUE NE STE 300 MINNEAPOLIS, MN 55432	41-1907571	501(C)(3)	34,118				EQUITY

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
BLC OF WAHPETON 6499 UNIVERSITY AVENUE NE STE 300 MINNEAPOLIS, MN 55432	45-4274091	501(C)(3)	97,466				EQUITY
REGINA SENIOR LIVING 6499 UNIVERSITY AVENUE NE STE 300 MINNEAPOLIS, MN 55432	46-3700475	501(C)(3)	32,964				EQUITY

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
MADONNA MEADOWS OF ROCHESTER 6499 UNIVERSITY AVENUE NE STE 300 MINNEAPOLIS, MN 55432	47-0855891	501(C)(3)	17,785				EQUITY
BLC OF BISMARCK 6499 UNIVERSITY AVENUE NE STE 300 MINNEAPOLIS, MN 55432	26-4376543	501(C)(3)	58,106				EQ

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 23.**

▶ **Attach to Form 990.**

▶ **Go to *www.irs.gov/Form990* for instructions and the latest information.**

OMB No 1545-0047

2018

Open to Public Inspection

Name of the organization
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax idemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III			
	☑ Compensation committee	☑ Written employment contract		
	☑ Independent compensation consultant	☑ Compensation survey or study		
	☐ Form 990 of other organizations	☑ Approval by the board or compensation committee		
4	During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**		No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.			
5	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," on line 5a or 5b, describe in Part III			
6	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," on line 6a or 6b, describe in Part III			
7	For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported on Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

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

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

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

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

Part III Supplemental Information

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

Additional Data

Software ID:
Software Version:
EIN: 41-1531892
Name: BENEDICTINE HEALTH SYSTEM

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
JERRY CARLEY CEO OF BHS	(I)	450,000	0	43,059	99,000	37,483	629,542	0
	(II)	0	0	0	0	0	0	0
KEVIN RYMANOWSKI CFO & TREASURER	(I)	295,734	36,609	28,102	61,741	25,968	448,154	0
	(II)	0	0	0	0	0	0	0
DONNA LOOMIS SR VICE PRESIDENT	(I)	258,639	32,018	17,105	62,332	21,287	391,381	0
	(II)	0	0	0	0	0	0	0
STEVEN PRZBILLA SR VICE PRESIDENT	(I)	235,000	17,763	14,130	60,937	5,384	333,214	0
	(II)	0	0	0	0	0	0	0
LEE LARSON SR VICE PRESIDENT	(I)	196,343	24,306	18,471	38,720	18,441	296,281	0
	(II)	0	0	0	0	0	0	0
ANDREW OPSAHL SR VICE PRESIDENT	(I)	183,738	14,739	26,243	52,714	10,066	287,500	0
	(II)	0	0	0	0	0	0	0
BECKY URBANSKI SR VICE PRESIDENT	(I)	184,339	22,820	12,235	44,073	17,516	280,983	0
	(II)	0	0	0	0	0	0	0
BARBARA WESSBERG FACILITY CEO/ADMINISTRATOR	(I)	182,962	18,840	21,216	46,780	10,212	280,010	0
	(II)	0	0	0	0	0	0	0
PATRICIA ANN NOTT SR VICE PRESIDENT	(I)	186,020	15,352	22,844	46,592	6,171	276,979	0
	(II)	0	0	0	0	0	0	0
BILL KRANTZ VP OF IT	(I)	183,455	23,392	29,980	20,948	11,770	269,545	0
	(II)	0	0	0	0	0	0	0
CHRIS BOLDT VP OF OPERATIONS	(I)	192,256	13,138	3,601	36,826	21,400	267,221	0
	(II)	0	0	0	0	0	0	0
JERILYN REINHARDT DIRECTOR OF CLINICAL & QUALITY	(I)	175,000	13,647	9,705	24,126	16,131	238,609	0
	(II)	0	0	0	0	0	0	0
ROCKLAN CHAPIN FORMER CEO OF BHS	(I)	0	0	225,435	0	0	225,435	0
	(II)	0	0	0	0	0	0	0
CHERYL HIGH FACILITY CEO/ADMINISTRATOR	(I)	129,351	5,113	44,251	30,881	13,387	222,983	0
	(II)	0	0	0	0	0	0	0
NEAL BUDDENSIEK SR VICE PRESIDENT	(I)	170,432	21,098	-2,711	0	0	188,819	0
	(II)	0	0	0	0	0	0	0

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part VI, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
▶ Attach to Form 990.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

Name of the organization
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	HEALTHCARE FACILITIES REVENUE AUTHORITY	41-6005029		05-24-2006	1,530,000	ACQUISITION, CONSTRUCTION AND EQUIPPING OF FACILITY		X		X		X
B	SENIOR HOUSING REV 2014	41-6008945	124635AA1	12-30-2014	10,000,000	FACILITY CONSTRUCTION		X		X		X
C	CITY OF RED WING MN	41-6005482	757140AM0	07-30-2018	21,545,957	FACILITY CONSTRUCTION		X		X		X
D	CITY OF SHAKOPEE MN	41-6005539	81919TAA4	12-21-2018	55,400,000	FACILITY CONSTRUCTION		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	883,228	650,907		
2	Amount of bonds legally defeased				
3	Total proceeds of issue	1,530,000	10,000,000	20,315,000	55,400,000
4	Gross proceeds in reserve funds			800,038	3,468,228
5	Capitalized interest from proceeds			1,323,665	7,423,239
6	Proceeds in refunding escrows				
7	Issuance costs from proceeds	30,600	200,000	430,919	1,108,800
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds			663,547	921,348
10	Capital expenditures from proceeds	1,499,400	9,479,152	21,015,683	42,518,385
11	Other spent proceeds		320,848		
12	Other unspent proceeds				
13	Year of substantial completion	2006	2015	2019	2020

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?		X		X		X		X
15	Were the bonds issued as part of an advance refunding issue?		X		X		X		X
16	Has the final allocation of proceeds been made?	X		X		X		X	
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		X	

Part III Private Business Use

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

Part III Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use of bond-financed property?		X		X		X		X
b	If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c	Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		X
d	If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶								
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶								
6	Total of lines 4 and 5								
7	Does the bond issue meet the private security or payment test?		X		X		X		X
8a	Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		X
b	If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?								
9	Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?	X		X		X		X	

Part IV Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X		X		X		X
2	If "No" to line 1, did the following apply?								
a	Rebate not due yet?		X	X		X		X	
b	Exception to rebate?	X			X		X		X
c	No rebate due?		X		X		X		X
	If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3	Is the bond issue a variable rate issue?		X	X			X		X
4a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X		X		X
b	Name of provider								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was the hedge terminated?								

Part IV Arbitrage (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
5a	Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		X
b	Name of provider								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6	Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
7	Has the organization established written procedures to monitor the requirements of section 148? . . .	X		X		X		X	

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X		X		X		X	

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

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SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ **Attach to Form 990 or 990-EZ.**
▶ **Go to *www.irs.gov/Form990* for the latest information.**

OMB No 1545-0047

2018

Open to Public Inspection

Name of the organization
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

990 Schedule O, Supplemental Information

Return Reference	Explanation
OFFICER COMPENSATION	BENEDICTINE HEALTH SYSTEM'S (EIN 41-1531892) CEO AND CFO, JERRY CARLEY AND KEVIN RYMANOWSKI, SHARE THEIR TIME BETWEEN THE REPORTING ORGANIZATION AND RELATED ORGANIZATIONS SEE SCHEDULE R FOR INFORMATION ON RELATED ORGANIZATIONS

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 1	THE EXECUTIVE COMMITTEE (COMPRISED OF THE CHAIR, VICE-CHAIR, PRIORESS, BOARD SECRETARY, AN D THE CHAIRS OF THE STANDING COMMITTEES) IS AUTHORIZED TO ACT ON BEHALF OF THE BOARD IN TH E INTERVAL BETWEEN MEETINGS OF THE BOARD, PROVIDED, HOWEVER, THAT IT MAY NOT DETERMINE MAT TERS OF POLICY WITHOUT PRIOR SPECIFIC AUTHORIZATION OF THE BOARD

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 4	THE ARTICLES OF INCORPORATION WERE AMENDED DURING THE FISCAL YEAR FOR A CHANGE OF ADDRESSE S OF THE COMPANY'S HEADQUARTERS AND REGISTERED OFFICE, AS WELL AS AN UPDATE ON THE LISTING OF SUPPORTED ORGANIZATIONS

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A	BENEDICTINE SISTERS BENEVOLENT ASSOCIATION (BSBA) - A CIVIL LAW CORPORATION FOR THE SISTER S OF ST BENEDICT OF ST SCHOLASTICA MONASTERY, DULUTH MN - APPOINTS UP TO 30% OF THE BOAR D MEMBERS ESSENTIA HEALTH, - A MN NON-PROFIT ORGANIZATION - HAS THE AUTHORITY TO APPOINT AT LEAST 20% OF THE BOARD MEMBERS

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7B	BSBA HAS CERTAIN "RESERVED POWERS" OVER BHS TO ENSURE ALL ACTIVITIES ARE CARRIED OUT IN AC CORDANCE WITH THE CHARISMS OF THE BSBA AND THE ETHICAL AND RELIGIOUS DIRECTIVES FOR CATHOL IC HEALTH CARE SERVICES

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11B	AN ELECTRONIC COPY OF THE FORM 990 WAS DISTRIBUTED PRIOR TO FILING

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	ON AN ANNUAL BASIS, INTERESTED PERSONS ARE REQUIRED TO DISCLOSE ANY RELATIONSHIPS THAT CON STITUTE OR MIGHT LEAD TO A CONFLICT OF INTEREST BY COMPLETING THE CONFLICT OF INTEREST AND GIFT DISCLOSURE STATEMENT THE BHS COMPLIANCE DEPARTMENT WILL DISTRIBUTE THE STATEMENTS A ND COLLECT AND MAINTAIN THE COMPLETED STATEMENTS THE BHS COMPLIANCE MANAGER WILL REVIEW T HE STATEMENTS AND PROVIDE A SUMMARY OF THE IDENTIFIED CONFLICTS OF INTEREST TO THE BHS CHI EF COMPLIANCE OFFICER, WHO WILL ALERT THE BHS CEO AND THE CHAIR OF THE BHS BOARD OF DIRECT ORS TO ANY ITEMS OF CONCERN AN "INTERESTED PERSON" IS ANY PERSON IN A POSITION TO EXERCIS E SUBSTANTIAL INFLUENCE OVER THE SYSTEM, INCLUDING BUT NOT LIMITED TO A BOARD MEMBER, BOAR D COMMITTEE MEMBER, OR OFFICER OR DIRECTOR OF BHS OR A FACILITY (SUCH AS FACILITY CEO/ADMI NISTRATORS AND BHS SENIOR LEADERS AND DIRECTORS) FOR INTERESTED PERSONS WHO ARE EMPLOYEES (OTHER THAN THE BHS CEO), FOLLOWING DISCLOSURE OF THE ACTUAL OR POTENTIAL CONFLICT OF INT EREST AND ALL MATERIAL FACTS, THE INTERESTED PERSON'S SUPERVISOR WILL DETERMINE WHETHER A CONFLICT OF INTEREST EXISTS FOR THE BHS CEO AND BOARD AND COMMITTEE MEMBERS, FOLLOWING DI SCLOSURE OF THE ACTUAL OR POTENTIAL CONFLICT OF INTEREST AND ALL MATERIAL FACTS, THE INTER ESTED PERSON WILL LEAVE THE BOARD OR COMMITTEE MEETING WHILE THE REMAINING MEMBERS OF THE BOARD OR COMMITTEE DETERMINE IF A CONFLICT OF INTEREST EXISTS THE INTERESTED PERSON MAY P ARTICIPATE IN DELIBERATION REGARDING THE TRANSACTION IF THE APPLICABLE SUPERVISOR, BOARD, OR COMMITTEE DETERMINES A CONFLICT OF INTEREST DOES NOT EXIST AN INTERESTED PERSON WHO HA S BEEN DETERMINED TO HAVE A CONFLICT OF INTEREST MAY NOT PARTICIPATE IN THE DELIBERATION O R DECISION REGARDING THE TRANSACTION OR ARRANGEMENT INVOLVING THE CONFLICT OF INTEREST AND MAY NOT BE PRESENT DURING SUCH DELIBERATION OR DECISION MAKING THE INTERESTED PERSON MAY BE ALLOWED TO MAKE A PRESENTATION TO THE SUPERVISOR, BOARD, OR COMMITTEE CONSIDERING THE TRANSACTION OR ARRANGEMENT AS TO WHICH THE CONFLICT OF INTERESTS REFERS PRIOR TO THE DELIB ERATION AND DECISION

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15	COMPENSATION FOR THE ORGANIZATION'S CEO AND OTHER KEY EMPLOYEES OF THE ORGANIZATION IS DET ERMINED BY THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS THIS COMMITTEE IS COMPRIS ED ENTIRELY OF INDEPENDENT DIRECTORS THE COMPENSATION COMMITTEE REVIEWS DATA ON COMPENSAT ION PROVIDED TO INDIVIDUALS HOLDING COMPARABLE POSITIONS IN COMPARABLE ORGANIZATIONS IN OR DER TO ESTABLISH A REASONABLE COMPENSATION RANGE THE DATA IS COLLECTED AND REVIEWED WITH THE COMPENSATION COMMITTEE BY AN INDEPENDENT CONSULTANT BASED ON THE MARKET DATA AND IN L IGHT OF ANY SPECIFIC INDIVIDUAL QUALIFICATIONS, THE COMPENSATION COMMITTEE DETERMINES COMP ENSATION THE DELIBERATIONS AND DETERMINATIONS OF THE COMPENSATION COMMITTEE ARE RECORDED CONTEMPORANEOUSLY AND PROVIDED TO THE GOVERNING BODY FOR REVIEW

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	NOT AVAILABLE TO PUBLIC

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XI, LINE 9	CHANGE IN PERMANENTLY RES NA 180 CHANGE IN TEMP RES NA -11,790

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XII, LINE 2C	THE BENEDICTINE HEALTH SYSTEM AUDIT/ FINANCE COMMITTEE OVERSEES THE SELECTION OF THE INDEP ENDENT AUDITOR AND OVERSEES THE ANNUAL CONSOLIDATED AUDIT OF BENEDICTINE HEALTH SYSTEM AND AFFILIATES WHICH INCLUDES THE ORGANIZATION

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

Name of the organization
BENEDICTINE HEALTH SYSTEM

Employer identification number
41-1531892

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) MADONNA SUMMIT OF BYRON 6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 47-2337717	SENIOR HOUSING	MN	2,239,089	8,759,634	BHS
(2) BENEDICTINE LIVING COMMUNITY-NORTHFIELD 6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 82-4307824	SENIOR HOUSING	MN	0	24,612,483	BHS
(3) BENEDICTINE LIVING COMMUNITY-SHAKOPEE LLC 6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 82-4211716	SENIOR HOUSING	MN	0	59,072,466	BHS

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

See Additional Data Table

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No

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

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

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

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

Part V **Transactions With Related Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

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

		Yes	No
1 During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of **(i)** interest, **(ii)** annuities, **(iii)** royalties, or **(iv)** rent from a controlled entity	1a		No
b Gift, grant, or capital contribution to related organization(s)	1b	Yes	
c Gift, grant, or capital contribution from related organization(s)	1c	Yes	
d Loans or loan guarantees to or for related organization(s)	1d	Yes	
e Loans or loan guarantees by related organization(s)	1e		No
f Dividends from related organization(s)	1f		No
g Sale of assets to related organization(s)	1g		No
h Purchase of assets from related organization(s)	1h		No
i Exchange of assets with related organization(s)	1i		No
j Lease of facilities, equipment, or other assets to related organization(s)	1j		No
k Lease of facilities, equipment, or other assets from related organization(s)	1k		No
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	Yes	
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	Yes	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		No
o Sharing of paid employees with related organization(s)	1o	Yes	
p Reimbursement paid to related organization(s) for expenses	1p	Yes	
q Reimbursement paid by related organization(s) for expenses	1q		No
r Other transfer of cash or property to related organization(s)	1r		No
s Other transfer of cash or property from related organization(s)	1s		No

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

See Additional Data Table

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

Part VI **Unrelated Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII Supplemental Information

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

Return Reference	Explanation

Additional Data

Software ID:
Software Version:
EIN: 41-1531892
Name: BENEDICTINE HEALTH SYSTEM

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 41-1848720	NURSING HOME	MN	501(C)(3)	LINE 10	BHS	Yes	
503 E THIRD STREET DULUTH, MN 55805 41-1513014	FUND DEVELOPMENT	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 41-1907571	NURSING HOME	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 41-1381401	NURSING HOME	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 41-1985663	NURSING HOME	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 41-1639687	NURSING HOMES	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 86-1113231	NURSING HOME	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 41-1852273	ASSISTED LIVING	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 26-2620983	NURSING HOME	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 41-1796445	ASSISTED LIVING	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 41-2011661	NURSING HOME	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 47-0855891	ASSISTED LIVING	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 41-1809914	NURSING HOME	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 41-2011389	ASSISTED LIVING	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 41-0850791	NURSING HOME	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 41-1978619	NURSING HOME	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 41-1352227	NURSING HOME	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 26-4376543	NURSING HOME	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 43-1450394	NURSING FACILITY	MO	501(C)(3)	LINE 10	N/A		No
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 27-4218436	NURSING HOME	WI	501(C)(3)	LINE 10	BHS	Yes	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 27-4219293	NURSING HOME	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 27-2716531	ASSISTED LIVING	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 45-4929398	NURSING HOME	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 45-4274091	ASSISTED LIVING	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 39-0982340	NURSING HOME	WI	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 46-3700475	NURSING HOME	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 47-1538777	NURSING HOME	MN	501(C)(3)	LINE 10	BHS	Yes	
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 27-0705237	NURSING HOME	MN	501(C)(3)	LINE 10	N/A		No
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 36-3517696	NURSING HOME	MN	501(C)(3)	LINE 10	N/A		No
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 41-1983267	NURSING HOME	MN	501(C)(3)	LINE 10	N/A		No
6499 UNIVERSITY AVE NE SUITE 300 MINNEAPOLIS, MN 55432 36-4343235	NURSING HOME	MN	501(C)(3)	LINE 10	N/A		No

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

	(a) Name of related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
(1)	BENEDICTINE HEALTH CENTER	C	188,858	CASH
(1)	BENEDICTINE HEALTH CENTER	L	1,613,595	CASH
(2)	BENEDICTINE HEALTH CENTER	O	350,539	CASH
(3)	BENEDICTINE HEALTH CENTER	P	53,040	CASH
(4)	CITY OF LAKES CARE CENTER	C	706,184	CASH
(5)	CITY OF LAKES CARE CENTER	L	669,948	CASH
(6)	CITY OF LAKES CARE CENTER	O	171,131	CASH
(7)	BENEDICTINE LIVING COMMUNITIES	C	313,394	CASH
(8)	BENEDICTINE LIVING COMMUNITIES	L	1,956,801	CASH
(9)	BENEDICTINE LIVING COMMUNITIES	O	716,962	CASH
(10)	BENEDICTINE LIVING COMMUNITIES	P	84,781	CASH
(11)	BENEDICTINE CARE CENTERS	L	1,478,747	CASH
(12)	BENEDICTINE CARE CENTERS	O	301,135	CASH
(13)	BLC OF ST PETER	L	483,398	CASH
(14)	BLC OF ST PETER	O	122,582	CASH
(15)	STEEPLE POINTE SENIOR LIVING COMMUNITY	L	115,305	CASH
(16)	STEEPLE POINTE SENIOR LIVING COMMUNITY	O	92,846	CASH
(17)	BRIDGES CARE CENTER	C	250,684	CASH
(18)	BRIDGES CARE CENTER	L	325,148	CASH
(19)	BRIDGES CARE CENTER	O	101,088	CASH
(20)	LIVING COMMUNITY OF ST JOSEPH	L	857,968	CASH
(21)	LIVING COMMUNITY OF ST JOSEPH	O	214,058	CASH
(22)	MADONNA MEADOWS OF ROCHESTER	L	169,170	CASH
(23)	MADONNA TOWERS OF ROCHESTER	C	531,834	CASH
(24)	MADONNA TOWERS OF ROCHESTER	L	920,306	CASH

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

	(a) Name of related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
(26)	MADONNA TOWERS OF ROCHESTER	O	173,334	CASH
(1)	SAINT ANNE OF WINONA	C	53,195	CASH
(2)	SAINT ANNE OF WINONA	L	852,797	CASH
(3)	SAINT ANNE OF WINONA	O	154,203	CASH
(4)	ST GERTRUDE'S HEALTH CENTER	C	173,583	CASH
(5)	ST GERTRUDE'S HEALTH CENTER	L	1,255,762	CASH
(6)	ST GERTRUDE'S HEALTH CENTER	O	224,315	CASH
(7)	ARROWHEAD SENIOR LIVING COMMUNITIES	C	509,033	CASH
(8)	ARROWHEAD SENIOR LIVING COMMUNITIES	L	740,567	CASH
(9)	ARROWHEAD SENIOR LIVING COMMUNITIES	O	297,190	CASH
(10)	VILLA ST VINCENT	L	740,969	CASH
(11)	VILLA ST VINCENT	O	155,137	CASH
(12)	BENEDICTINE HEALTH SYSTEM FOUNDATION	B	1,219,029	CASH
(13)	BLC OF BISMARCK INC	B	58,106	CASH
(14)	BLC OF BISMARCK INC	L	837,369	CASH
(15)	BLC OF BISMARCK INC	O	151,820	CASH
(16)	NAZARETH LIVING CENTER	L	1,219,183	CASH
(17)	NAZARETH LIVING CENTER	O	164,151	CASH
(18)	BLC OF NEW LONDON	L	379,046	CASH
(19)	BLC OF NEW LONDON	O	114,553	CASH
(20)	BLC OF WINSTED	L	1,613,595	CASH
(21)	BLC OF WINSTED	O	350,539	CASH
(22)	BLC OF WINSTEAD	P	53,040	CASH
(23)	BSLC OF ST PETER	L	132,408	CASH
(24)	BLC OF WAHPETON	B	97,466	CASH

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

	(a) Name of related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
(51)	BLC OF WAHPETON	L	50,514	CASH
(1)	CATHOLIC RESIDENTIAL SERVICES	L	932,294	CASH
(2)	CATHOLIC RESIDENTIAL SERVICES	O	280,801	CASH
(3)	REGINA SENIOR LIVING	L	906,207	CASH
(4)	REGINA SENIOR LIVING	O	161,345	CASH
(5)	KODA LIVING COMMUNITY	L	573,105	CASH
(6)	KODA LIVING COMMUNITY	O	125,528	CASH