



**SHELBY COUNTY HEALTH CARE CORPORATION**  
(A Component Unit of Shelby County, Tennessee)

Basic Financial Statements and Schedules

June 30, 2013 and 2012

(With Independent Auditors' Report Thereon)

**SHELBY COUNTY HEALTH CARE CORPORATION**  
(A Component Unit of Shelby County, Tennessee)

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## Independent Auditors' Report

The Board of Directors  
Shelby County Health Care Corporation:

### Report on the Financial Statements

We have audited the accompanying statements of net position and statements of revenues, expenses, and changes in net position and cash flows of Shelby County Health Care Corporation, a component unit of Shelby County, Tennessee (d/b/a The Regional Medical Center at Memphis – The Med) as of and for the years ended June 30, 2013 and 2012, and the related notes to the financial statements.

### *Management's Responsibility for the Financial Statements*

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

### *Auditors' Responsibility*

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

### *Opinions*

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective net position of Shelby County Health Care Corporation as of June 30, 2013 and 2012, and the respective changes in net position and cash flows for the years then ended, in accordance with U.S. generally accepted accounting principles.



***Other Matters***

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise The Med’s basic financial statements. The supplementary information included in Schedule 1, 2, and 3 is presented for the purpose of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. The information, except for the portion marked “unaudited,” on which we express no opinion, has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements as a whole.

Management has omitted management’s discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

***Other Reporting Required by Government Auditing Standards***

In accordance with *Government Auditing Standards*, we have also issued our report dated October 18, 2013 on our consideration of The Med’s internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering The Med’s internal control over financial reporting and compliance.

**KPMG LLP**

Memphis, Tennessee  
October 18, 2013

**SHELBY COUNTY HEALTH CARE CORPORATION**  
(A Component Unit of Shelby County, Tennessee)

Statements of Net Position

June 30, 2013 and 2012

<b>Assets</b>	<b>2013</b>	<b>2012</b>
<b>Assets:</b>		
Cash and cash equivalents	\$ 15,471,067	18,647,650
Investments	121,197,478	122,945,621
Patient accounts receivable, net of allowances for uncollectible accounts of \$102,548,000 in 2013 and \$119,208,000 in 2012	45,906,287	50,147,138
Other receivables	9,870,264	8,543,744
Other current assets	4,974,546	4,306,744
Restricted investments	3,720,087	3,323,723
Capital assets, net	87,769,941	63,111,622
Total assets	\$ 288,909,670	271,026,242
<b>Liabilities and Net Position</b>		
<b>Liabilities:</b>		
Accounts payable	\$ 12,042,438	9,658,526
Accrued expenses and other current liabilities	27,518,945	27,159,845
Accrued professional and general liability costs	5,200,000	6,018,000
Net postemployment benefit obligation	912,000	912,000
Total liabilities	45,673,383	43,748,371
<b>Net position:</b>		
Net investment in capital assets	87,769,941	63,111,622
Restricted for:		
Capital assets	2,897,689	2,572,798
Indigent care	822,398	750,925
Unrestricted	151,746,259	160,842,526
Total net position	243,236,287	227,277,871
Commitments and contingencies		
Total liabilities and net position	\$ 288,909,670	271,026,242

See accompanying notes to basic financial statements.

**SHELBY COUNTY HEALTH CARE CORPORATION**  
(A Component Unit of Shelby County, Tennessee)

Statements of Revenues, Expenses, and Changes in Net Position

Years ended June 30, 2013 and 2012

	<b>2013</b>	<b>2012</b>
Operating revenues:		
Net patient service revenue (including additional incremental reimbursement from various state agencies for participation in TennCare/Medicaid programs of approximately \$72,928,000 in 2013 and \$80,997,000 in 2012)	\$ 303,785,730	325,541,073
Other revenue	17,299,369	10,225,345
Total operating revenues	321,085,099	335,766,418
Operating expenses:		
Salaries and benefits	150,862,502	146,617,414
Supplies and services	70,047,247	67,116,810
Physician and professional fees	27,904,579	25,813,984
Purchased medical services	23,827,404	22,226,761
Plant operations	12,348,849	13,171,232
Insurance	2,011,533	2,820,277
Administrative and general	31,961,705	22,734,934
Community services	632,390	1,380,063
Depreciation and amortization	13,000,644	11,391,621
Total operating expenses	332,596,853	313,273,096
Operating (loss) gain	(11,511,754)	22,493,322
Nonoperating revenues:		
Investment income	347,504	1,423,480
Appropriations from Shelby County	26,816,001	26,816,511
Other	306,665	2,662
Total nonoperating revenues	27,470,170	28,242,653
Increase in net position	15,958,416	50,735,975
Net position, beginning of year	227,277,871	176,541,896
Net position, end of year	\$ 243,236,287	227,277,871

See accompanying notes to basic financial statements.

**SHELBY COUNTY HEALTH CARE CORPORATION**  
(A Component Unit of Shelby County, Tennessee)

Statements of Cash Flows

Years ended June 30, 2013 and 2012

	<b>2013</b>	<b>2012</b>
Cash flows from operating activities:		
Receipts from and on behalf of patients and third-party payors	\$ 307,747,888	304,745,173
Other cash receipts	16,361,590	10,172,165
Payments to suppliers	(166,237,587)	(156,711,192)
Payments to employees and related benefits	(152,211,460)	(143,356,032)
Net cash provided by operating activities	5,660,431	14,850,114
Cash flows from noncapital financing activity:		
Appropriations received from Shelby County	26,816,001	26,816,511
Net cash provided by noncapital financing activity	26,816,001	26,816,511
Cash flows from capital and related financing activities:		
Capital expenditures	(37,669,963)	(20,703,680)
Proceeds from sale of capital assets	40,600	18,637
Net cash used in capital and related financing activities	(37,629,363)	(20,685,043)
Cash flows from investing activities:		
Purchases of investments	(236,280,471)	(152,418,086)
Proceeds from sale of investments	240,307,747	101,347,058
Distributions received from joint venture	277,065	—
Investment income proceeds	(2,327,993)	1,919,634
Net cash provided by (used in) investing activities	1,976,348	(49,151,394)
Net decrease in cash and cash equivalents	(3,176,583)	(28,169,812)
Cash and cash equivalents, beginning of year	18,647,650	46,817,462
Cash and cash equivalents, end of year	\$ 15,471,067	18,647,650

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Statements of Cash Flows

Years ended June 30, 2013 and 2012

	<b>2013</b>	<b>2012</b>
Reconciliation of operating (loss) gain to net cash provided by operating activities:		
Operating (loss) gain	\$ (11,511,754)	22,493,322
Adjustment to reconcile operating (loss) gain to net cash provided by operating activities:		
Depreciation and amortization	13,000,644	11,391,621
Changes in operating assets and liabilities:		
Patients accounts receivable, net	4,240,851	(20,747,895)
Other receivables	(1,326,520)	(156,760)
Other current assets	(667,802)	(520,021)
Accounts payable	2,383,912	2,806,081
Accrued expenses and other current liabilities	359,100	65,766
Accrued professional and general liability costs	(818,000)	(482,000)
Net cash provided by operating activities	\$ 5,660,431	14,850,114
Supplemental schedule of noncash investing and financing activities:		
Net decrease in the fair value of investments	\$ 2,674,511	486,477
Gain on capital asset disposals	29,600	2,662

See accompanying notes to basic financial statements.

**SHELBY COUNTY HEALTH CARE CORPORATION**  
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Notes to Basic Financial Statements

June 30, 2013 and 2012

**(1) Organization and Summary of Significant Accounting Policies**

Shelby County Health Care Corporation (d/b/a The Regional Medical Center at Memphis – The Med) was incorporated on June 15, 1981, with the approval of the Board of County Commissioners of Shelby County, Tennessee (the County). The Med is a broad continuum healthcare provider that operates facilities owned by the County under a long-term lease. The lease arrangement effectively provided for the transfer of title associated with operating fixed assets and the long-term lease (for a nominal amount) of related real property. The lease expires in 2031.

The Med is a component unit of the County as defined by Governmental Accounting Standards Board (GASB) Statement No. 61, *The Financial Reporting Entity: Omnibus – an amendment of GASB Statement No. 14 and No. 34*. The Med's component unit relationship to the County is principally due to financial accountability and financial benefit or burden as defined in GASB Statement No. 61. The Med is operated by a 13-member board of directors, all of whom are appointed by the Mayor of the County and approved by the County Commission.

The Regional Medical Center at Memphis Foundation (The Med Foundation) is a component unit of The Med principally due to The Med's financial accountability and financial benefit or burden for The Med Foundation as defined in GASB Statement No. 61. The Med Foundation is operated by a board of directors, all of whom are appointed by The Med's board. The Med Foundation is a blended component unit of The Med because it provides services entirely to The Med. The Med Foundation issues separate audited financial statements, which can be obtained by writing to The Regional Medical Center Foundation, 877 Jefferson Avenue, Memphis, Tennessee 38103 or by calling 901-545-7482.

GASB Statement No. 34, *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments*, requires a management's discussion and analysis (MD&A) section providing an analysis of The Med's overall financial position and results of operations; however, The Med has chosen to omit the MD&A from these accompanying financial statements.

The significant accounting policies used by The Med in preparing and presenting its financial statements follow:

**(a) Presentation**

The financial statements include the accounts of The Med. All material intercompany accounts and transactions have been eliminated.

**(b) Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires that management make estimates and assumptions affecting the reported amounts of assets, liabilities, revenues, and expenses, as well as disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Significant items subject to estimates and assumptions include the determination of the allowances for contractual adjustments and uncollectible accounts, reserves for professional and general liability

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Notes to Basic Financial Statements

June 30, 2013 and 2012

claims, reserves for employee healthcare claims, net postretirement benefit cost and obligation, and estimated third-party payor settlements.

In addition, laws and regulations governing the Medicare, TennCare, and Medicaid programs are extremely complex and subject to interpretation. As a result, there is at least a reasonable possibility that recorded estimates related to these programs will change by a material amount in the near term.

**(c) *Enterprise Fund Accounting***

The Med's financial statements are prepared using the economic resources measurement focus and accrual basis of accounting.

**(d) *Cash Equivalents***

The Med considers investments in highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

**(e) *Investments and Investment Income***

Investments are carried at fair value, principally based on quoted market prices. Investment income (including realized and unrealized gains and losses) from investments is reported as nonoperating revenue.

**(f) *Inventories***

Inventories, consisting principally of medical supplies and pharmaceuticals, are stated at the lower of cost (first-in, first-out method) or replacement market.

**(g) *Investments in Joint Ventures***

Investments in joint ventures consist of The Med's equity interests in joint ventures as measured by its ownership interest if The Med has an ongoing financial interest in or ongoing financial responsibility for the joint venture. The investments are initially recorded at cost and are subsequently adjusted for additional contributions, distributions, undistributed earnings and losses, and impairment losses.

**(h) *Capital Assets***

Capital assets are recorded at cost, if purchased, or at fair value at the date of donation. Depreciation is provided over the useful life of each class of depreciable asset using the straight-line method. Maintenance and repairs are charged to operations. Major renewals and betterments are capitalized. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and the gain or loss, if any, is included in nonoperating revenues (expenses) in the accompanying statements of revenues, expenses, and changes in net position.

The Med capitalizes interest cost on qualified construction expenditures, net of income earned on related trustee assets, as a component of the cost of related projects. No such interest costs were capitalized in 2013 or 2012.

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All capital assets other than land are depreciated using the following lives:

Land improvements	5 to 25 years
Buildings and improvements	10 to 40 years
Fixed equipment	5 to 25 years
Movable equipment	3 to 20 years
Software	3 years

(i) ***Impairment of Capital Assets***

Capital assets are reviewed for impairment when service utility has declined significantly. If such assets are no longer used, they are reported at the lower of carrying value or fair value. If such assets will continue to be used, the impairment loss is measured using the method that best reflects the diminished service utility of the capital asset. No charge related to impairment matters was required during 2013 or 2012.

(j) ***Compensated Absences***

The Med's employees accumulate vacation, holiday, and sick leave at varying rates depending upon years of continuous service and payroll classification, subject to maximum limitations. Upon termination of employment, employees are paid all unused accrued vacation and holiday time at regular rate of pay up to a designated maximum number of days. Since the employees' vacation and holiday time accumulates and vests, an accrual for this liability is included in accrued expenses and other current liabilities in the accompanying statements of net positions. An accrual is recognized for unused sick leave expected to be paid to employees eligible to retire.

(k) ***Net Position***

Net position of The Med is classified into the following components:

- *Net investment in capital assets*, consist of capital assets net of accumulated depreciation.
- *Restricted* include those amounts with limits on their use that are externally imposed (by creditors, grantors, contributors, or the laws and regulations of other governments).
- *Unrestricted* represents remaining amounts that do not meet either of the above definitions.

When The Med has both restricted and unrestricted resources available to finance a particular program, it is The Med's policy to use restricted resources before unrestricted resources.

The Med Foundation historically and to-date does not maintain donor-restricted endowment funds, or any Board-designated endowments. The Med Foundation's Board has interpreted Tennessee's State Prudent Management of Institutional Funds Act (SPMIFA) as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds, absent explicit donor stipulations to the contrary. In all material respects, income from The Med Foundation's donor-restricted endowment funds is itself restricted to specific donor-directed purposes, and is, therefore, accounted for within restricted amounts until expended in accordance

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with the donor's wishes. The Med Foundation oversees individual donor-restricted endowment funds to ensure that the fair value of the original gift is preserved.

**(l) Statement of Revenues, Expenses, and Changes in Net Position**

For purposes of presentation, transactions deemed by management to be ongoing, major, or central to the provision of healthcare services, other than financing costs, are reported as operating revenues and operating expenses. Other transactions, such as investment income, appropriations from Shelby County, gain (loss) on disposal of capital assets, and equity in earnings and impairment losses of joint ventures, are reported as nonoperating revenues and expenses.

**(m) Net Patient Service Revenue**

Net patient service revenue is reported at estimated net realizable amounts from patients, third-party payors, and others for services rendered, including estimated retroactive revenue adjustments due to future audits, reviews, and investigations. Retroactive adjustments are considered in the recognition of revenue on an estimated basis in the period the related services are rendered and such amounts are adjusted in future periods as adjustments become known or as years are no longer subject to such audits, reviews, and investigations. Changes in estimates related to prior cost reporting periods resulted in an increase in net patient service revenue of approximately \$1,552,000 and \$3,992,000 in 2013 and 2012, respectively.

**(n) Charity Care**

The Med provides care to patients who meet certain criteria under its charity care policy without charge or at amounts less than its established rates. Because The Med does not pursue collection of amounts determined to qualify as charity care, they are not reported as revenue.

When defining charity care, The Med employs the Federal Poverty Guideline (FPG) to determine the level of discount uninsured patients receive. The level by which assistance is determined is through the scale set by DHHS (Department of Health and Human Services), which includes factors such as residents per household and income. The Med's methodology includes all patients that fall at or below the 150% FPG baseline. The Med does not have a cap to which patients will not qualify for a discount. Additionally, The Med's charity care guidelines provide for an expansive definition of charity care patients, including an upfront discount from standard charges for uninsured patients.

**(o) Income Taxes**

The Med is a not-for-profit corporation organized by the approval of the Board of County Commissioners of the County and qualifies as a tax-exempt entity under Internal Revenue Code (IRC) Section 501(a) as organizations described in IRC Section 501(c)(3), and therefore, related income is generally not subject to federal or state income taxes, except for tax on income from activities unrelated to its exempt purpose as described in IRC Section 512(a). Thus, no provision for income taxes has been recorded in the accompanying financial statements.

## SHELBY COUNTY HEALTH CARE CORPORATION

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2013 and 2012

**(p) Appropriations**

The County has historically appropriated funds annually to The Med to partially offset the cost of medical care for indigent residents of the County. Appropriations for indigent residents from the County were approximately \$26.8 million for both the years ended June 30, 2013 and 2012. Appropriations from the County are reported as nonoperating revenue in the accompanying statements of revenues, expenses, and changes in net position.

**(q) Recent Pronouncements**

During the year ended June 30, 2013, The Med adopted GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, (Statement No. 63). This new accounting pronouncement requires that amounts representing deferred outflows of resources be reported in a balance sheet in a separate section following assets. Similarly, amounts that are required to be reported as deferred inflows of resources should be reported in a separate section following liabilities. Statement No. 63 further requires that the balance sheet report the residual amount as “net position” rather than “net assets.” Net position represents the difference between all other elements in a balance sheet and should be displayed in three components – “net investment in capital assets,” “restricted,” and “unrestricted.” The adoption of Statement No. 63 did not have a material impact on The Med’s financial statements.

During the year ended June 30, 2013, The Med adopted GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements* (Statement No. 62). The primary objective of the new accounting pronouncement is to directly incorporate the applicable provisions of FASB and American Institute of Certified Public Accountants (AICPA) pronouncements issued on or before November 30, 1989 into the state and local government accounting and financial reporting standards. Statement No. 62 also eliminates the option provided in GASB Statement No. 20 to apply post-November 30, 1989 FASB pronouncements not in conflict with GASB pronouncements. The adoption of Statement No. 62 did not have a material impact on The Med’s financial statements.

During the year ended June 30, 2013, The Med adopted GASB Statement No. 61, *The Financial Reporting Entity: Omnibus – amendments of GASB Statements No. 14 and No. 34* (Statement No. 61). This new accounting pronouncement modifies certain requirements for inclusion of component units in the financial reporting entity. Statement No. 61 requires that financial benefit or burden criteria be met for those entities that were previously included by meeting the fiscal dependency criteria. In addition, for organizations that do not meet the financial accountability criteria for inclusion as component units but should be included because the primary government’s management has determined that it would be misleading to exclude them, Statement No. 61 clarifies the manner in which such determination should be made and the types of relationships to be considered. Furthermore, Statement No. 61 clarifies when component units should be blended or presented discretely. The adoption of Statement No. 61 did not have a material impact on the Med’s financial statements.

GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities* (Statement No. 65), was published in March 2012. This new pronouncement establishes accounting and financial

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reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes, as outflows or inflows of resources, certain items that were previously reported as assets and liabilities. The provisions of Statement No. 65 are effective for financial statements for periods beginning after December 15, 2012 (The Med's fiscal year ending June 30, 2014).

**(2) Deposits and Investments**

The composition of cash and cash equivalents follows:

	<u>2013</u>	<u>2012</u>
Cash	\$ 15,449,393	14,534,478
Money market funds	21,674	4,113,172
	<u>\$ 15,471,067</u>	<u>18,647,650</u>

The Med's and The Med Foundation's bank balances that are considered to be exposed to custodial credit risk at June 30, 2013 are \$15,088,140. Federal deposit insurance is \$250,000 on all noninterest bearing accounts as of June 30, 2013. Federal deposit insurance is unlimited on all noninterest bearing accounts as of June 30, 2012, therefore, there is no custodial credit risk as of June 30, 2012.

Investments and restricted investments include amounts held by both The Med and The Med Foundation.

The composition of investments and restricted investments follows:

	<u>2013</u>	<u>2012</u>
U.S. agencies	\$ 64,876,372	77,644,977
Certificates of deposit	1,132,337	710,315
Corporate bonds	33,593,663	26,054,432
Discount notes	—	29,917
Demand deposit accounts and money market funds	6,192,098	19,052,649
U.S. government funds	696,264	173,931
Common stock	3,510,579	1,806,007
Bond funds and Bond exchange-traded fund	14,327,594	—
Accrued interest	588,658	797,116
	<u>\$ 124,917,565</u>	<u>126,269,344</u>

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Notes to Basic Financial Statements

June 30, 2013 and 2012

At June 30, 2013, The Med and The Med Foundation had investments in debt securities with the following maturities:

	<u>Fair value</u>	<u>Investment and restricted investment maturities (in years)</u>			
		<u>Less than 6 months</u>	<u>6 months to 1 year</u>	<u>1 – 5 years</u>	<u>5+ years</u>
U.S. agencies	\$ 64,876,372	—	—	6,957,190	57,919,182
Corporate bonds	33,593,663	1,440,126	616,649	26,579,958	4,956,930
	<u>\$ 98,470,035</u>	<u>1,440,126</u>	<u>616,649</u>	<u>33,537,148</u>	<u>62,876,112</u>

At June 30, 2012, The Med and The Med Foundation had investments in debt securities with the following maturities:

	<u>Fair value</u>	<u>Investment and restricted investment maturities (in years)</u>			
		<u>Less than 6 months</u>	<u>6 months to 1 year</u>	<u>1 – 5 years</u>	<u>5+ years</u>
U.S. agencies	\$ 77,644,977	1,241,430	51,623	41,544,954	34,806,970
Corporate bonds	26,054,432	454,424	7,522,726	14,719,645	3,357,637
Discount notes	29,917	29,917	—	—	—
	<u>\$ 103,729,326</u>	<u>1,725,771</u>	<u>7,574,349</u>	<u>56,264,599</u>	<u>38,164,607</u>

At June 30, 2013, The Med Foundation had one investment totaling \$696,263 in the SEI Daily Income Trust Government Fund that represented 5% or more of total investments for The Med Foundation. The Med as of June 30, 2013 had one investment totaling \$13,351,894 in iShares Barclays Intermediate Term Corporate Credit Fund that represented more than 5% of total investments. There were no investments that represented 5% or more of total investments as of June 30, 2012.

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Notes to Basic Financial Statements

June 30, 2013 and 2012

The Med and The Med Foundation have separate investment policies that are included below. The summary of investments throughout the financial statements include the combined investment totals of The Med and The Med Foundation.

At June 30, 2013, The Med's and The Med Foundation's corporate bonds, collectively, had the following credit ratings per Standard and Poor's:

<u>Fair value</u>	<u>Credit rating</u>
\$ 302,061	BBB-
2,408,467	BBB
2,820,895	BBB+
14,018,451	A-
9,493,989	A
2,940,469	A+
541,102	AA-
1,068,229	AA+
<u>\$ 33,593,663</u>	

At June 30, 2012, The Med's and The Med Foundation's corporate bonds, collectively, had the following credit ratings per Standard and Poor's:

<u>Fair value</u>	<u>Credit rating</u>
\$ 211,957	BBB-
367,976	BBB
838,849	BBB+
16,800,217	A-
3,696,146	A
3,357,038	A+
782,249	AA+
<u>\$ 26,054,432</u>	

The Med's and The Med Foundation's investments in discount notes at June 30, 2013 and 2012 were not rated.

As of June 30, 2013, The Med's investment strategy, per its investment policy, is to provide liquidity to fund ongoing operating needs and to act as a repository for both the accumulation of cash reserves needed to cushion economic down cycles and to provide cash earmarked for strategic needs.

The portfolio objectives of The Med, listed in order of importance, are as follows:

1. Preserve principal.
2. Maintain sufficient liquidity to meet forecasted cash needs.

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3. Maintain a diversified portfolio in order to minimize credit risk.
4. Maximize yield subject to the above criteria.

The duration of the bond investment portfolio should not exceed 6 years.

The authorized investments are as follows:

1. *Commercial Paper* – Any commercial paper issued by a domestic corporation with a maturity of 270 or less days that carries at least the second highest rating by a recognized investor service, preferably Standard and Poor’s and Moody’s Investors Service. Commercial paper shall not represent more than 50% of the portfolio.
2. *U.S. Treasury Securities* – U.S. Treasury notes, bills, and bonds. There is no upper limit restriction as to the maximum dollar amount or percentage of the portfolio that may be invested in U.S. Treasury securities.
3. *Bank Obligations* – Any certificate of deposit, time deposit, Eurodollar CD issued by a foreign branch of a U.S. bank, bankers’ acceptance, bank note, or letter of credit issued by a (U.S.) bank possessing at least the second highest rating by a recognized investor services, preferably Standard and Poor’s and Moody’s Investors Service. Bank obligations (excluding repurchase agreements, commercial paper, and investments held by money market and mutual funds) may not represent more than 30% of the portfolio. In addition, brokered CDs may be purchased from institutions, irrespective of the institutions’ debt ratings, so long as the obligations are fully backed by the FDIC.
4. *Repurchase Agreements* – Any Repurchase Agreement purchased from one of the top 25 U.S. banks or one of the primary dealers regulated by the Federal Reserve that is at least 102% collateralized by U.S. government obligations. Repurchase Agreements may not represent more than 20% of the portfolio.
5. *Money Market Funds* – Any open-end money market fund regulated by the U.S. government under Investment Company Act Rule 2a-7. Any investment fund regulated by a Registered Investment Advisor under Rule 3c-7. Such fund investment guidelines must state that “the fund will seek to maintain a \$1 per share net asset value.” The Med’s investment in any one fund may not exceed 30% of the assets of the fund into which it is invested.
6. *United States Government Obligations* – Any obligation issued or backed (federal agencies) by the U.S. government. No more than 25% may be invested in obligations of any one federal agency.
7. *Corporate Bonds* – Obligations of United States and foreign corporations (including trusts and municipalities of the United States) that carry at least the third highest rating by a recognized rating service, preferably Standard & Poor’s or Moody’s Investors Service. Corporate bonds, held directly and initially qualifying in one of the above categories, which have been downgraded below the third highest rating, may be sold at the discretion of management. Corporate bonds may not represent more than 40% of the portfolio, foreign corporate bonds may not represent more than 20% of the

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portfolio, and corporate bonds in the fourth highest rating category may not represent more than 20% of the portfolio.

8. *Bond Mutual Funds* – Any publicly available investment registered under the Investment Company Act of 1940 as an open-end mutual fund that is managing a portfolio of debt obligations. Each mutual fund should have a minimum of \$2 billion invested and hold at least 100 different debt obligations. Bond mutual funds can only hold the Authorized Investments meeting all the criteria described above. Additionally, bond mutual funds can hold corporate bonds in the fifth and sixth highest ratings category as long as such holdings do not exceed 10% of the portfolio. Corporate bonds, held via bond mutual funds and initially qualifying in one of the above categories, which have been downgraded below the sixth highest rating, may not exceed 2% of the portfolio.
9. *Equity Mutual Funds* – Any publicly available investment registered under the Investment Company Act of 1940 as an open-end mutual fund that is managing a portfolio of equity securities. Each mutual fund should have a minimum of \$2 billion invested and hold at least 100 different equity securities. Such holdings should not represent more than 20% of the portfolio, Equity Mutual Funds can hold equity securities (including common and preferred stocks) of the 1,000 largest corporations in terms of market capitalization and inclusion in the Russell 1000 Index (representing large cap stocks) that are traded on U.S. exchanges reported in the Wall Street Journal.
10. *Debt Buy Back* – Any debt obligation backed directly by Regional Medical Center may be purchased so long as it is purchased at a discount.
11. Notwithstanding the above criteria, direct investments other than mutual funds that meet the following criteria are not permitted: corporations with more than 25% of revenues derived from the manufacture and sale of firearms, ammunition, and ammunition magazines to the general citizenry.

The Finance Committee of the Board of Directors meets periodically to review asset allocation, portfolio performance, and overall adherence to the investment policy guidelines.

As of June 30, 2013, The Med Foundation utilized one investment manager. This manager is required to make investments in adherence to The Med Foundation's current investment policy and objectives.

The Med Foundation follows an investment strategy focused on maximizing total return (i.e., aggregate return from capital appreciation and dividend and interest income) while adhering to certain restrictions designed to promote a conservative portfolio.

Specifically, the primary objective of The Med Foundation investment management strategy is to maintain an investment portfolio designed to generate a high level of current income with above-average stability.

Guidelines for investments and cash equivalents for The Med Foundation follow:

1. The Med Foundation's assets may be invested only in investment grade bonds rated Baa or higher as determined by Moody's Investors Service or by another acceptable rating agency.
2. The overall market-weighted quality rating of the bond portfolio shall be no lower than A.

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3. The Med Foundation's assets may be invested only in commercial paper rated P-2 or higher by Moody's Investors Service or by another acceptable rating agency.
4. The market-weighted maturity of the base portfolio shall be no longer than 10 years.
5. Quality of the equity securities will be governed by the federal Employee Retirement and Income Security Act, the Tennessee guidelines for investing trust funds, and the "prudent man rule."
6. Conservative option strategies may be used, with a goal of increasing the stability of the portfolio.

The Med Foundation limits investments in common stock to 40% of its investment portfolio. The remainder of the portfolio is to be invested in fixed income investments.

Investment income is comprised of the following:

	<b>2013</b>	<b>2012</b>
Dividend and interest income	\$ 3,022,015	1,909,927
Net decrease in the fair value of investments	(2,674,511)	(486,447)
	\$ 347,504	1,423,480

**(3) Business and Credit Concentrations**

The Med grants credit to patients, substantially all of whom are local area residents. The Med generally does not require collateral or other security in extending credit to patients; however, it routinely obtains assignment of (or is otherwise entitled to receive) patients' benefits payable under their health insurance programs, plans, or policies (e.g., Medicare, Medicaid, Blue Cross, and commercial insurance policies).

The mix of receivables from patients and third-party payors follows, before application of related valuation allowances:

	<b>2013</b>	<b>2012</b>
Commercial insurance	31%	40%
Patients	36	32
Medicaid/TennCare	17	12
Medicare	16	16
	100%	100%

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**(4) Other Receivables**

The composition of other receivables follows:

	<b>2013</b>	<b>2012</b>
Accounts receivable from University of Tennessee Center for Health Services	\$ 1,618,058	1,508,011
Accounts receivable from the County	49,536	84,936
Accounts receivable from the State of Tennessee	5,277,305	4,998,611
Grants receivable	291,099	294,783
Other	2,634,266	1,657,403
	\$ 9,870,264	8,543,744

**(5) Other Current Assets**

The composition of other current assets follows:

	<b>2013</b>	<b>2012</b>
Inventories	\$ 3,857,425	3,320,733
Prepaid expenses	1,117,121	986,011
	\$ 4,974,546	4,306,744

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**(6) Capital Assets**

Capital assets and related activity consist of the following:

	<u>Balances at June 30, 2012</u>	<u>Additions</u>	<u>Retirements</u>	<u>Transfers</u>	<u>Balances at June 30, 2013</u>
Capital assets not being depreciated:					
Construction in progress	\$ 7,641,128	31,289,335	—	(29,010,649)	9,919,814
Land	108,955	—	—	5,726,371	5,835,326
Total book value of capital assets not being depreciated	<u>7,750,083</u>	<u>31,289,335</u>	<u>—</u>	<u>(23,284,278)</u>	<u>15,755,140</u>
Capital assets being depreciated:					
Land improvements	6,812,481	51,970	—	—	6,864,451
Buildings	65,236,701	—	—	—	65,236,701
Fixed equipment	110,348,027	1,441,911	—	4,185,784	115,975,722
Movable equipment	125,991,913	4,468,458	(21,797)	7,938,927	138,377,501
Software	17,730,009	418,289	(2,826)	11,159,567	29,305,039
Total book value of capital assets being depreciated	<u>326,119,131</u>	<u>6,380,628</u>	<u>(24,623)</u>	<u>23,284,278</u>	<u>355,759,414</u>
Less accumulated depreciation for:					
Land improvements	(5,473,625)	(150,374)	—	—	(5,623,999)
Buildings	(55,773,625)	(804,888)	—	—	(56,578,513)
Fixed equipment	(90,073,720)	(3,152,146)	—	—	(93,225,866)
Movable equipment	(105,150,605)	(6,823,192)	13,623	—	(111,960,174)
Software	(14,286,017)	(2,070,044)	—	—	(16,356,061)
Total accumulated depreciation	<u>(270,757,592)</u>	<u>(13,000,644)</u>	<u>13,623</u>	<u>—</u>	<u>(283,744,613)</u>
Capital assets being depreciated, net	<u>55,361,539</u>	<u>(6,620,016)</u>	<u>(11,000)</u>	<u>23,284,278</u>	<u>72,014,801</u>
Capital assets, net	<u>\$ 63,111,622</u>	<u>24,669,319</u>	<u>(11,000)</u>	<u>—</u>	<u>87,769,941</u>

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	<u>Balances at July 1, 2011</u>	<u>Additions</u>	<u>Retirements</u>	<u>Transfers</u>	<u>Balances at June 30, 2012</u>
Capital assets not being depreciated:					
Construction in progress	\$ 1,297,077	12,478,213	—	(6,134,162)	7,641,128
Land	—	—	—	108,955	108,955
Total book value of capital assets not being depreciated	<u>1,297,077</u>	<u>12,478,213</u>	<u>—</u>	<u>(6,025,207)</u>	<u>7,750,083</u>
Capital assets being depreciated:					
Land improvements	6,167,621	66,566	—	578,294	6,812,481
Buildings	65,236,701	—	—	—	65,236,701
Fixed equipment	107,454,124	1,909,677	(1,982)	986,208	110,348,027
Movable equipment	118,773,840	5,617,206	(141,092)	1,741,959	125,991,913
Software	14,379,245	632,018	—	2,718,746	17,730,009
Total book value of capital assets being depreciated	<u>312,011,531</u>	<u>8,225,467</u>	<u>(143,074)</u>	<u>6,025,207</u>	<u>326,119,131</u>
Less accumulated depreciation for:					
Land improvements	(5,342,806)	(130,819)	—	—	(5,473,625)
Buildings	(54,871,455)	(902,170)	—	—	(55,773,625)
Fixed equipment	(86,752,175)	(3,321,810)	265	—	(90,073,720)
Movable equipment	(98,997,734)	(6,279,705)	126,834	—	(105,150,605)
Software	(13,528,900)	(757,117)	—	—	(14,286,017)
Total accumulated depreciation	<u>(259,493,070)</u>	<u>(11,391,621)</u>	<u>127,099</u>	<u>—</u>	<u>(270,757,592)</u>
Capital assets being depreciated, net	<u>52,518,461</u>	<u>(3,166,154)</u>	<u>(15,975)</u>	<u>6,025,207</u>	<u>55,361,539</u>
Capital assets, net	<u>\$ 53,815,538</u>	<u>9,312,059</u>	<u>(15,975)</u>	<u>—</u>	<u>63,111,622</u>

**(7) Investments in Joint Ventures**

The Med was a 50% owner in Memphis Managed Care Corporation (MMCC), a TennCare managed care organization, with which The Med contracted to provide services to MMCC enrollees. MMCC is subject to certain regulatory minimum capital requirements and, in that respect, The Med had guaranteed capital deficiencies funding for MMCC up to The Med's proportionate ownership interest in MMCC. No accrual for this obligation was required at either June 30, 2013 or 2012. During fiscal 2008, The Med and University of Tennessee Medical Group entered into a contract to sell the assets of MMCC to a publicly held managed care company. The Med received cash distributions of \$277,065 in fiscal 2013 from the final liquidation of the assets of MMCC. A gain of approximately \$277,000 was recognized in 2013 related to the final liquidation of these assets. No cash distributions were made or gains recognized in 2012.

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**(8) Accrued Expenses and Other Current Liabilities**

The composition of accrued expenses and other current liabilities follows:

	<b>2013</b>	<b>2012</b>
Due to third-party payors	\$ 5,198,000	7,817,000
Compensated absences	7,202,696	6,932,972
Deferred grant revenue	—	46,942
Accrued payroll and withholdings	6,573,249	8,191,931
Accrued employee healthcare claims	1,745,000	1,821,000
Current professional and general liability costs	2,300,000	2,350,000
Other	4,500,000	—
	\$ 27,518,945	27,159,845

**(9) Net Patient Service Revenue**

The Med has agreements with governmental and other third-party payors that provide for reimbursement to The Med at amounts different from its established rates. Contractual adjustments under third-party reimbursement programs represent the difference between billings at established rates for services and amounts reimbursed by third-party payors. A summary of the basis of reimbursement with major third-party payors follows:

- *Medicare* – Substantially all acute care services rendered to Medicare program beneficiaries are paid at prospectively determined rates. These rates vary according to patient classification systems that are based on clinical, diagnostic, and other factors. Certain types of exempt services and other defined payments related to Medicare beneficiaries are paid based on cost reimbursement or other retroactive-determination methodologies. The Med is paid for retroactively determined items at tentative rates with final settlement determined after submission of annual cost reports by The Med and audits thereof by the Medicare fiscal intermediary.

The Med's classification of patients under the Medicare program and the appropriateness of their admission are subject to an independent review by a peer review organization. The Med's Medicare cost reports have been audited and settled by the Medicare fiscal intermediary through June 30, 2008. Revenue from the Medicare program accounted for approximately 17% and 18% of The Med's net patient service revenue for the years ended June 30, 2013 and 2012, respectively.

- *TennCare* – Under the TennCare program, patients traditionally covered by the State of Tennessee Medicaid program and certain members of the uninsured population enroll in managed care organizations that have contracted with the State of Tennessee to ensure healthcare coverage to their enrollees. The Med contracts with the managed care organizations to receive reimbursement for providing services to these patients. Payment arrangements with these managed care organizations consist primarily of prospectively determined rates per discharge, discounts from established charges, or prospectively determined per diem rates. Revenue from the TennCare program accounted

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for approximately 27% and 24% of The Med's net patient service revenue for the years ended June 30, 2013 and 2012, respectively.

The Med has historically received incremental reimbursement in the form of Essential Access payments through its participation in the TennCare Program. Amounts received by The Med under this program were approximately \$66.4 million and \$74.7 million in 2013 and 2012, respectively. These amounts have been recognized as reductions in related contractual adjustments in the accompanying statements of revenues, expenses, and changes in net position. There can be no assurance that The Med will continue to qualify for future participation in this program or that the program will not ultimately be discontinued or materially modified. Any material reduction in such funds has a correspondingly material adverse effect on The Med's operations.

- *Arkansas Medicaid* – Substantially all inpatient and outpatient services rendered to Arkansas Medicaid program beneficiaries are paid under prospective reimbursement methodologies established by the State of Arkansas. Certain other reimbursement items (principally inpatient nursery services and medical education costs) are based upon cost reimbursement methodologies. The Med is reimbursed for cost reimbursable items at tentative rates with final settlement determined after submission of annual cost reports by The Med and audits thereof by the Arkansas Department of Health and Human Services (DHHS). The Med's Arkansas Medicaid cost reports have been audited and settled by the Arkansas DHHS through June 30, 2007. Revenue from the State of Arkansas Medicaid program accounted for approximately 2% and 1% of The Med's net patient service revenue for the years ended June 30, 2013 and 2012, respectively.

The Med has historically received incremental reimbursement in the form of Upper Payment Limit (UPL) and additional appropriation payments through its participation in the State of Arkansas Medicaid program. The net benefit for The Med associated with this program, totaling approximately \$2.3 million and \$2.8 million for the years ended June 30, 2013 and 2012, respectively, has been recognized as a reduction in related contractual adjustments in the accompanying statements of revenues, expenses, and changes in net position. There can be no assurance that The Med will continue to qualify for future participation in this program or that the program will not ultimately be discontinued or materially modified.

- *Mississippi Medicaid* – Inpatient and outpatient services rendered to Mississippi Medicaid program beneficiaries are generally paid based upon prospective reimbursement methodologies established by the State of Mississippi. Revenue from the State of Mississippi Medicaid program accounted for approximately 3% of The Med's net patient service revenue for both the years ended June 30, 2013 and 2012.

The Med has historically received incremental reimbursement in the form of Upper Payment Limit (UPL) and additional appropriation payments through its participation in the State of Mississippi Medicaid program. The net benefit for The Med associated with this program, totaling approximately \$4.2 million and \$3.5 million for the years ended June 30, 2013 and 2012, respectively, has been recognized as a reduction in related contractual adjustments in the accompanying statements of revenues, expenses, and changes in net position.

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- *Other* – The Med has also entered into payment agreements with certain commercial insurance carriers, health maintenance organizations, and preferred provider organizations. The reimbursement methodologies under these agreements include prospectively determined rates per discharge, per diem amounts, and discounts from established charges.

The composition of net patient service revenue follows:

	<u>2013</u>	<u>2012</u>
Gross patient service revenue	\$ 918,361,574	921,201,697
Less provision for contractual and other adjustments	565,394,523	516,648,494
Less provision for bad debts	<u>49,181,321</u>	<u>79,012,130</u>
Net patient service revenue	<u>\$ 303,785,730</u>	<u>325,541,073</u>

The composition of incremental reimbursement from various state agencies for participation in TennCare/Medicaid programs follows:

	<u>2013</u>	<u>2012</u>
TennCare Essential Access	\$ 66,428,367	74,695,475
Arkansas UPL/Disproportionate Share	2,268,466	2,770,773
Mississippi Disproportionate Share	<u>4,231,388</u>	<u>3,531,107</u>
Total payments	<u>\$ 72,928,221</u>	<u>80,997,355</u>

The Health Information Technology for Economic and Clinical Health (HITECH) Act was enacted as part of the American Recovery and Reinvestment Act of 2009 and signed into law in February 2009. In the context of the HITECH Act, The Med must implement a certified Electronic Health Record (EHR) in an effort to promote the adoption and “meaningful use” of health information technology (HIT). The HITECH Act includes significant monetary incentives and payment penalties meant to encourage the adoption of EHR technology. The Med received approximately \$2.9 million and \$3.7 million of incentive payments related to EHR implementation for the years ended June 30, 2013 and 2012, respectively. These amounts are included within net patient service revenue within the statements of revenues, expenses, and change in net position.

**(10) Charity Care**

The Med maintains records to identify and monitor the level of charity care it provides. These records include the amount of charges foregone for services and supplies furnished under its charity care policy. Charges foregone, based on established rates, were approximately \$340.7 million and \$297.2 million in 2013 and 2012, respectively. Included in the charges foregone is the upfront discount applied to all uninsured patients of approximately \$198.0 million and \$187.0 million in 2013 and 2012, respectively, as The Med does not pursue collection on these amounts.

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### **(11) Retirement Plans**

#### **(a) *Defined Benefit Plan***

The Med contributes to the Shelby County Retirement System (the Retirement System), a cost-sharing single-employer defined benefit public employee retirement system (PERS) established by Shelby County, Tennessee. The Retirement System is administered by a board, the majority of whose members are nominated by the Shelby County Mayor, subject to approval by the Shelby County Board of Commissioners. The Retirement System issues a publicly available financial report that includes financial statements and required supplementary information. That report may be obtained by writing to the Shelby County Retirement System, Suite 950, 160 North Main, Memphis, Tennessee 38103 or by calling 901-545-3570.

Shelby County provides office space and certain administrative services at no cost to the Retirement System. All other costs to administer the plan are paid from plan earnings.

Substantially all full-time and permanent part-time employees of Shelby County (including The Med and Shelby County's other component units), other than the Shelby County Board of Education employees, employees who have elected to be covered by Social Security with the exception of The Med employees, employees designated as Comprehensive Employment Training Act employees after July 1, 1979, and certain employees of The Med are required, as a condition of employment, to participate in the Retirement System.

The Retirement System consists of three plans (Plans A, B, and C). In 1990, Plans A and B were merged into one reporting entity, whereby total combined assets of the merged plans are available for payment of benefits to participants of either of the two previously existing plans. In 2005, Plan C was added and merged with Plans A and B for funding purposes. While the plans were merged, the Retirement System has retained the membership criteria of the previous plans, which are as follows:

- Plan C, a contributory cost-sharing multiple-employer defined benefit pension plan for employees who are also eligible for Plan A,
- Plan B, a contributory cost-sharing multiple-employer defined benefit pension plan for employees hired prior to December 1, 1978, and
- Plan A, a contributory cost-sharing multiple-employer defined benefit pension plan for employees hired on or after December 1, 1978, and those employees that elected to transfer to Plan A from Plan B before January 1, 1981. Plan A was noncontributory for all years prior to 2013.

The Shelby County Board of Commissioners establishes the Retirement System's benefit provisions. Once a person becomes a participant, that person will continue to participate as long as he or she is an employee of Shelby County or The Med. The Retirement System provides retirement, as well as survivor and disability defined benefits.

The Retirement System's funding policy for employee contribution requirements is established by the Board of Administration of the Retirement System. The Shelby County Board of Commissioners

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establishes the Retirement System's funding policy for employer contribution requirements. For fiscal years 2013, 2012, and 2011, the employer contribution requirements were based on the actuarially determined contribution rates, which were 12.75%, 12.01%, and 9.21%, respectively.

The actuarially determined contribution rate was calculated using a projected unit credit service pro rata cost method for Plan A, Plan B, and Plan C participants.

For fiscal years 2013, 2012, and 2011, the following contributions were made to the defined benefit plans:

	<u>2013</u>	<u>2012</u>	<u>2011</u>
The Med's contributions:			
Plan A	\$ 360,271	365,157	317,039
Plan B	1,999	1,301	164
Plan C	86,391	108,501	134,580
Employee contributions:			
Plan A	\$ 15,728	8,608	—
Plan B	703	491	89
Plan C	26,524	33,251	48,938

The contributions as a percentage of earned compensation were the same as those for the Retirement System. The Med contributed 100% of its required contributions in 2013, 2012, and 2011.

**(b) Defined Contribution Plan**

Effective July 1, 1985, The Med established, under the authority of its Board of Directors, The Regional Medical Center at Memphis Retirement Investment Plan, a defined contribution pension plan covering employees 21 years of age and older who have completed one year of service, as defined, and are not participating in any other pension program to which The Med makes contributions. The plan provides for employee contributions of between 2% and 6% of compensation and for equal matching contributions made by The Med. Participants are immediately vested in their contributions plus actual earnings thereon. Participants vest 20% in the employers matching contributions after two years of service, 50% after three years, 75% after four years, and 100% after five years. Forfeitures are returned to The Med to reduce future matching contributions. The defined contribution plan ceased accepting contributions on September 30, 2009; therefore, there were no contributions by The Med or participants for the years ended June 30, 2013 and 2012.

Effective October 1, 2009, The Med established, under the authority of its Board of Directors, The Regional Medical Center at Memphis 403(b) Retirement Plan, a defined contribution pension plan covering employees 21 years of age and older who have completed one year of service. The plan provides for a 50% employer match on employee contributions up to 6% of employee compensation. Participants are immediately vested in their contributions plus actual earnings thereon. Participants vest 20% in the employers matching contributions after two years of service, 50% after three years, 75% after four years, and 100% after five years. Forfeitures remain in the plan for the benefit of

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other participants. The Med contributed \$1.6 million and \$1.5 million to the 403(b) plan for the years ended June 30, 2013 and 2012, respectively. 403(b) plan participants contributed approximately \$3.4 million and \$3.2 million to the 403(b) plan for the years ended June 30, 2013 and 2012, respectively.

Effective December 1, 2010, The Med established, under the authority of its Board of Directors, The Regional Medical Center at Memphis Nonqualified Supplemental Retirement Plan (Supplemental Retirement Plan). The Supplemental Retirement Plan was formed under Section 457(f) of the IRC of 1986, and management believes that it complies with all provisions applicable to a nonqualified deferred compensation plan under IRC Section 409A. Plan participants contributed approximately \$84,000 to the plan for both the years ended June 30, 2013 and 2012.

**(12) Postretirement Benefit Plan**

Regional Medical Center Healthcare Benefit Plan (the Plan) is a single-employer defined benefit healthcare plan sponsored and administered by The Med. The Plan provides medical and life insurance benefits to eligible retirees and their spouses. The Med’s Board of Directors is authorized to establish and amend all provisions. The Med does not issue a publicly available financial report that includes financial statements and required supplementary information for the Plan.

During fiscal year 2010, The Med’s Board of Directors approved a plan amendment that eliminated medical coverage for those employees who did not have 15 years of service as of December 31, 2009 and eliminated life insurance coverage for those employees retiring January 1, 2010 or later.

Per GASB Statement No. 45, *Accounting and Financial Reporting Employers for Postemployment Benefits Other Than Pensions*, for financial reporting purposes an actuarial valuation is required at least biennially for postretirement benefit plans with a total membership of 200 or more. The Med’s postretirement benefit plan has approximately 531 and 715 members as of the last actuarial valuations of June 30, 2013 and June 30, 2011, respectively.

**(a) Funding Policy**

The contribution requirements of employees and the Plan are established and may be amended by The Med’s Board of Directors. Monthly contributions are required by retirees who are eligible for coverage. The Med pays for costs in excess of required retiree contributions. These contributions are assumed to increase based on future medical plan cost increases. For fiscal 2013 and 2012, The Med contributed approximately \$1,214,000 and \$1,526,000, respectively, net of retiree contributions, to the Plan. Plan members receiving benefits contributed approximately \$335,000 in fiscal 2013 and \$345,000 in fiscal 2012 through their required contributions. The following table summarizes the monthly contribution rates for the year beginning July 1, 2009:

	<b>Retiree</b>	<b>Spouse</b>
Pre-Medicare	\$ 1,512	1,608
Pre-Medicare Eligible	612	1,440

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**(b) Annual OPEB Cost and Net OPEB Obligation**

The Med's annual other postemployment benefit (OPEB) cost is calculated based on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameters of GASB Statement No. 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities (or funding excess) over a period of 30 years. The following table shows the components of The Med's annual OPEB cost for fiscal 2013 and 2011, the amounts actually contributed to the Plan, and changes in The Med's net OPEB obligation:

	<b>2013</b>	<b>2011</b>
Annual required contributions and annual OPEB cost	\$ 1,296,634	1,148,234
Contributions made	1,296,634	1,171,234
Decrease in net OPEB obligation	—	(23,000)
Net OPEB obligation, beginning of year	912,000	935,000
Net OPEB obligation, end of year	\$ 912,000	912,000

**(c) Three-Year Trend Information**

<b>Fiscal year ended</b>	<b>Annual OPEB cost</b>	<b>Percentage of annual OPEB cost contributed</b>	<b>Net OPEB obligation</b>
June 30, 2013	\$ 1,296,634	100.0%	\$ 912,000
June 30, 2012	1,535,160	103.9	851,000
June 30, 2011	1,148,234	102	912,000

**(d) Funded Status and Funding Progress – Required Supplementary Information**

As of June 30, 2012, the most recent actuarial valuation date, the Plan was not funded. The actuarial accrued liability for benefits was \$20,319,023 resulting in an unfunded actuarial accrued liability (UAAL) of \$20,319,023.

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend. Amounts determined regarding the funded status of the Plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, as presented below as required supplementary information, presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

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**(e) Schedule of Funding Progress – Required Supplementary Information**

Analysis of the Plan’s funding status follows:

<u>Actuarial valuation date*</u>	<u>Actuarial value of plan assets</u>	<u>Actuarial accrued liability (AAL)</u>	<u>Plan assets less than AAL</u>	<u>Funded ratio</u>	<u>Covered payroll</u>	<u>AAL as of a percentage of covered payroll</u>
July 1, 2012	\$ —	20,319,023	20,319,023	—	\$ 18,693,833	109.0
July 1, 2011	—	24,469,273	24,469,273	—	20,476,034	120.0
July 1, 2010	—	24,469,273	24,469,273	—%	21,995,253	111.0%

\* All inputs for valuation is provided as of beginning of the fiscal year being actuarially valued.

**(f) Actuarial Methods and Assumptions**

Projections of benefits for financial reporting purposes are based on the substantive plan (the Plan as understood by the employer and the plan members) and include the types of benefits provided at the time of each valuation and the historical pattern sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

In the July 1, 2012 actuarial valuation, the projected unit credit actuarial method was used. The actuarial assumptions included a 3% investment rate of return, which is a long-term rate of return on general account assets, and an annual inflation rate and annual healthcare cost trend rate of 6.3%, reducing each year until it reaches an annual rate of 3.3% in 2102. The UAAL is being amortized, using a level percentage of pay method, over a 30-year period under the Projected Unit Credit Method.

**(13) Transactions with University of Tennessee Center for Health Services**

The Med contracts with University of Tennessee Center for Health Services (UTCHS) and University of Tennessee Medical Group (UTMG) to provide, among other things, The Med’s house staff, professional supervision of certain ancillary departments, and professional care for indigent patients. The Med also provides its facilities as a teaching hospital for UTCHS.

Operating expenses include approximately \$42.1 million in 2013 and \$41.9 million in 2012 for all professional and other services provided by UTCHS/UTMG.

**(14) Risk Management**

The Med has a self-insurance program for professional and general liability risks, both with respect to claims incurred after the effective date of the program and claims incurred but not reported prior to that date. The Med has not acquired any excess coverage for its self-insurance because The Med is afforded sovereign immunity in accordance with applicable statutes. Presently, sovereign immunity limits losses to \$300,000 per claim. The Med has recorded an accrual for self-insurance losses totaling approximately \$7.5 million and \$8.4 million at June 30, 2013 and 2012, respectively.

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Incurred losses identified through The Med's incident reporting system and incurred but not reported losses are accrued based on estimates that incorporate The Med's current inventory of reported claims and historical experience, as well as considerations such as the nature of each claim or incident, relevant trend factors, and advice from consulting actuaries.

The following is a summary of changes in The Med's self-insurance liability for professional and general liability costs for fiscal 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Balance at July 1	\$ 8,368,000	8,900,000
Provision for claims reported and claims incurred but not reported	(333,974)	956,000
Claims paid	<u>(534,026)</u>	<u>(1,488,000)</u>
	7,500,000	8,368,000
Amounts classified as current liabilities	<u>(2,300,000)</u>	<u>(2,350,000)</u>
Balance at June 30	\$ <u>5,200,000</u>	<u>6,018,000</u>

Like many other businesses, The Med is exposed to various risks of loss related to theft of, damage to, and destruction of assets; business interruption; errors and omissions; employee injuries and illness; and natural disasters. Commercial insurance coverage is purchased for claims arising from such matters. Claims settled through June 30, 2013 have not exceeded this commercial coverage in any of the three preceding years.

The following is a summary of changes in The Med's self-insurance liability for employee health coverage (included in accrued expenses and other current liabilities in the accompanying balance sheets) for fiscal 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Balance at July 1	\$ 1,821,000	1,510,000
Claims reported and claims incurred but not reported	11,818,341	11,910,368
Claims paid	<u>(11,894,341)</u>	<u>(11,599,368)</u>
Balance at June 30	\$ <u>1,745,000</u>	<u>1,821,000</u>

**(15) Commitments**

The Med has outstanding service contracts for management services, equipment maintenance, and blood supply services. Estimated future payments under the contracts follow:

2014	\$ 3,785,914
2015	<u>192,960</u>
	\$ <u>3,978,874</u>

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Expense under these contracts and other contracts was approximately \$9.2 million and \$9.1 million for the years ended June 30, 2013 and 2012, respectively.

**(16) Leases**

The Med has entered into noncancelable operating leases for certain buildings and equipment. Rental expense for all operating leases was approximately \$4.9 million and \$4.6 million for the years ended June 30, 2013 and 2012, respectively. The future minimum payments under noncancelable operating leases as of June 30, 2013 follow:

2014		\$	2,111,155
2015			791,109
2016			200,593
			3,102,857
		\$	3,102,857

**(17) Current Economic Environment**

In light of the current sluggish recovery of the U.S. economy, management at The Med monitors economic conditions closely, both with respect to potential impacts on the healthcare provider industry and from a more general business perspective. While The Med was able to achieve certain objectives of importance in the current economic environment, management recognizes that economic conditions may continue to impact The Med in a number of ways, including (but not limited to) uncertainties associated with U.S. financial system reform and rising self-pay patient volumes and corresponding increases in uncompensated care.

Additionally, the general healthcare industry environment is increasingly uncertain, especially with respect to the impacts of the federal healthcare reform legislation, which was passed in the spring of 2010. Potential impacts of ongoing healthcare industry transformation include, but are not limited to:

- Significant (and potentially unprecedented) capital investment in healthcare information technology (HCIT);
- Continuing volatility in the state and federal government reimbursement programs;
- Lack of clarity related to the health benefit exchange framework mandated by reform legislation, including important open questions regarding the constitutionality of the legislation, exchange reimbursement levels, changes in combined state/federal disproportionate share payments, and impact on the healthcare “demand curve” as the previously uninsured enter the insurance system;
- Effective management of multiple major regulatory mandates, including achievement of meaningful use of HCIT and the transition to ICD-10; and
- Significant potential business model changes throughout the healthcare industry, including within the healthcare commercial payor industry.

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June 30, 2013 and 2012

The business of healthcare in the current economic, legislative, and regulatory environment is volatile. Any of the above factors, along with changes in appropriations from the County and City of Memphis and others both currently in existence and which may or may not arise in the future, could have a material adverse impact on The Med's financial position and operating results.

**SHELBY COUNTY HEALTH CARE CORPORATION**

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## Combining Schedule – Statements of Net Position

June 30, 2013

<b>Assets</b>	<b>Shelby County Health Care Corporation</b>	<b>The Regional Medical Center at Memphis Foundation</b>	<b>Combined</b>
<b>Assets:</b>			
Cash and cash equivalents	\$ 15,266,095	204,972	15,471,067
Investments	118,878,545	2,318,933	121,197,478
Patient accounts receivable, net	45,906,287	—	45,906,287
Other receivables	9,812,264	58,000	9,870,264
Other current assets	4,974,296	250	4,974,546
Restricted investments	—	3,720,087	3,720,087
Capital assets, net	87,769,941	—	87,769,941
Total assets	<u>\$ 282,607,428</u>	<u>6,302,242</u>	<u>288,909,670</u>
<b>Liabilities and Net Position</b>			
<b>Liabilities:</b>			
Accounts payable	\$ 12,026,582	15,856	12,042,438
Accrued expenses and other current liabilities	27,518,945	—	27,518,945
Accrued professional and general liability costs	5,200,000	—	5,200,000
Net postemployment benefit obligation	912,000	—	912,000
Total liabilities	<u>45,657,527</u>	<u>15,856</u>	<u>45,673,383</u>
<b>Net position:</b>			
Net investment in capital assets	87,769,941	—	87,769,941
Restricted for:			
Capital assets	—	2,897,689	2,897,689
Indigent care	—	822,398	822,398
Unrestricted	149,179,960	2,566,299	151,746,259
Total net position	<u>236,949,901</u>	<u>6,286,386</u>	<u>243,236,287</u>
Commitments and contingencies			
Total liabilities and net position	<u>\$ 282,607,428</u>	<u>6,302,242</u>	<u>288,909,670</u>

See accompanying independent auditors' report.

**SHELBY COUNTY HEALTH CARE CORPORATION**

(A Component Unit of Shelby County, Tennessee)

## Combining Schedule – Statement of Revenues, Expenses, and Changes in Net Position

Year ended June 30, 2013

	<b>Shelby County Health Care Corporation</b>	<b>The Regional Medical Center at Memphis Foundation</b>	<b>Combined</b>
Operating revenues:			
Net patient service revenue	\$ 303,785,730	—	303,785,730
Other revenue	16,235,583	1,063,786	17,299,369
Total operating revenues	<u>320,021,313</u>	<u>1,063,786</u>	<u>321,085,099</u>
Operating expenses:			
Salaries and benefits	150,862,502	—	150,862,502
Supplies and services	70,047,247	—	70,047,247
Physician and professional fees	27,904,579	—	27,904,579
Purchased medical services	23,827,404	—	23,827,404
Plant operations	12,348,849	—	12,348,849
Insurance	2,011,533	—	2,011,533
Administrative and general	31,961,705	—	31,961,705
Community services	—	632,390	632,390
Depreciation and amortization	13,000,644	—	13,000,644
Total operating expenses	<u>331,964,463</u>	<u>632,390</u>	<u>332,596,853</u>
Operating (loss) gain	(11,943,150)	431,396	(11,511,754)
Nonoperating revenues (expenses):			
Investment (loss) income	(73,824)	421,328	347,504
Appropriations from Shelby County	26,816,001	—	26,816,001
Other	306,665	—	306,665
Total nonoperating revenues, net	<u>27,048,842</u>	<u>421,328</u>	<u>27,470,170</u>
Increase in net position	15,105,692	852,724	15,958,416
Net position, beginning of year	<u>221,844,209</u>	<u>5,433,662</u>	<u>227,277,871</u>
Net position, end of year	<u>\$ 236,949,901</u>	<u>6,286,386</u>	<u>243,236,287</u>

See accompanying independent auditors' report.

**SHELBY COUNTY HEALTH CARE CORPORATION**  
(A Component Unit of Shelby County, Tennessee)

Roster of Management Officials and Board Members

June 30, 2013

(Unaudited)

**Management Officials**

Reginald Coopwood, M.D., President and CEO

Pam Castleman, MSN, Senior Vice President/Chief Nursing Officer

Susan Cooper, RN, MSN, FAAN, Senior Vice President/Chief Integration Officer

Carl Getto, M.D., Executive Vice President/Chief Medical Officer

Tammie Ritchey, CFRE, Vice President of Development/Foundation Executive Director

Robert Sumter, Ph.D., Executive Vice President/COO/CIO

Tish Towns, FACHE, Senior Vice President, External Relations

Rick Wagers, Senior Executive Vice President/CFO

Monica Wharton, Senior Vice President/Chief Legal Counsel

**Board Members**

Phil Shannon

Keith Norman

Pamela Brown

Brian Ellis

James Freeman, M.D.

Brenda Hardy, M.D.

Scot Lenoir

Scott McCormick

David Popwell

Heidi Shafer

Anthony Tate

John Vergos

Max Ostner

See accompanying independent auditors' report.