

**St. Luke's Health Network, Inc.
and Controlled Entities**
Consolidated Financial Statements
June 30, 2022 and 2021

St. Luke's Health Network, Inc. and Controlled Entities

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June 30, 2022 and 2021

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Report of Independent Auditors

To the Board of Trustees of St. Luke's Health Network, Inc.

Opinion

We have audited the accompanying consolidated financial statements of St. Luke's Health Network, Inc. and its controlled entities (the "Company"), which comprise the consolidated balance sheets as of June 30, 2022 and 2021, and the related consolidated statements of operations, of changes in net assets and of cash flows for the years then ended, including the related notes (collectively referred to as the "consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as of June 30, 2022 and 2021, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Consolidated Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.



In performing an audit in accordance with US GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Information

Management is responsible for the other information included in the annual report. The other information comprises consolidating supplemental information, but does not include the consolidated financial statements and our auditors' report thereon. Our opinion on the consolidated financial statements does not cover the other information, and we do not express an opinion or any form of assurance thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the consolidated financial statements or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

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

Baltimore, Maryland
October 25, 2022

St. Luke's Health Network, Inc. and Controlled Entities
Consolidated Balance Sheets
June 30, 2022 and 2021

	2022	2021
Assets		
Current		
Cash and cash equivalents	\$ 268,519,599	\$ 339,413,971
Patient accounts receivable, net	262,124,607	205,020,261
Other accounts receivable	39,927,640	38,311,899
Investments	200,848,582	206,373,846
Inventories	51,387,935	46,388,429
Prepaid expenses	36,305,468	32,330,465
Total current assets	<u>859,113,831</u>	<u>867,838,871</u>
Noncurrent		
Investments	1,044,586,981	1,100,714,543
Property and equipment, net	1,218,667,692	1,146,613,103
Goodwill	87,690,934	95,967,445
Investments in joint ventures	77,614,905	58,468,792
Operating lease right-of-use assets, net	195,195,969	181,859,822
Deferred compensation plan assets	57,944,396	61,850,324
Other assets	49,284,042	54,336,231
Total assets	<u>\$ 3,590,098,750</u>	<u>\$ 3,567,649,131</u>
Liabilities and Net Assets		
Current		
Accounts payable	\$ 180,831,234	\$ 123,403,217
Accrued salaries, wages and taxes	178,261,542	227,998,246
Accrued vacation	87,088,714	75,823,979
Current portion of self insurance reserves	37,617,076	38,059,590
Current portion of long-term debt	69,110,389	21,318,925
Current portion of operating lease obligations	28,946,140	29,441,273
Current portion of accrued compensation payable	5,382,393	4,529,341
Accrued interest on long-term debt	14,458,580	14,419,383
Estimated third-party payor settlements	52,467,194	56,889,956
Other current liabilities	75,828,136	228,048,153
Total current liabilities	<u>729,991,398</u>	<u>819,932,063</u>
Noncurrent		
Long-term debt, net of current portion	1,337,832,070	1,166,358,056
Long-term operating lease obligations	169,704,177	155,310,714
Accrued compensation payable	129,177,433	108,704,190
Self insurance reserves	76,374,062	77,272,502
Swap contracts	35,576,516	71,114,562
Asset retirement obligation	3,562,721	3,562,721
Other noncurrent liabilities	38,736,420	46,596,690
Total liabilities	<u>2,520,954,797</u>	<u>2,448,851,498</u>
Net assets		
Net assets without donor restrictions	944,048,591	980,896,752
Net assets with donor restrictions	125,095,362	137,900,881
Total net assets	<u>1,069,143,953</u>	<u>1,118,797,633</u>
Total liabilities and net assets	<u>\$ 3,590,098,750</u>	<u>\$ 3,567,649,131</u>

The accompanying notes are an integral part of these consolidated financial statements.

St. Luke's Health Network, Inc. and Controlled Entities
Consolidated Statement of Operations
Years Ended June 30, 2022 and 2021

	2022	2021
Revenues, gains and other support		
Net patient service revenue	\$ 2,895,796,557	\$ 2,487,195,385
Other operating revenue and gains	67,606,313	108,551,263
Net assets released from restrictions used for operations	<u>5,663,364</u>	<u>2,370,766</u>
Total Revenue, gains, and other support	<u>2,969,066,234</u>	<u>2,598,117,414</u>
Operating expenses		
Salaries and employee benefits	1,638,916,467	1,410,668,265
Supplies and other	1,093,165,415	918,839,383
Depreciation and amortization	124,016,393	122,492,909
Interest	<u>43,293,562</u>	<u>40,613,013</u>
Total expenses	<u>2,899,391,837</u>	<u>2,492,613,570</u>
Income from operations	<u>69,674,397</u>	<u>105,503,844</u>
Nonoperating gains (losses)		
Unrestricted investment income	23,307,891	25,092,404
Realized gains on investments	11,039,610	21,401,706
Change in unrealized (losses) gains on investments	(156,131,810)	16,741,490
Income from equity method investments	4,498,148	5,450,007
(Loss) Gain on disposal of property and equipment	(228,491)	46,553
Donations and grants to other organizations	(15,571,755)	(8,807,923)
Change in fair market value of derivatives	35,538,046	26,670,770
Goodwill amortization	(9,597,638)	-
(Loss) on refinancing	(2,185,666)	-
Pension and annuity settlement cost	(19,935,890)	4,183,355
Other nonoperating	<u>(3,079,987)</u>	<u>(3,199,294)</u>
Nonoperating (losses) gains	<u>(132,347,542)</u>	<u>87,579,068</u>
(Deficit)/Excess of revenue and gains over expenses	<u>\$ (62,673,145)</u>	<u>\$ 193,082,912</u>

The accompanying notes are an integral part of these consolidated financial statements.

St. Luke's Health Network, Inc. and Controlled Entities
Consolidated Statements of Changes in Net Assets
Years Ended June 30, 2022 and 2021

	2022	2021
Net assets without donor restrictions		
(Deficit) excess of revenue and gains over expenses	\$ (62,673,145)	\$ 193,082,912
Net assets contributed and released from restrictions used for purchase of property and equipment	5,802,287	2,715,928
Pension adjustment	1,822,594	1,356,400
Other changes in net assets without donor restrictions	18,200,103	14,464,280
	<u>(36,848,161)</u>	<u>211,619,520</u>
Net assets with donor restrictions		
Contributions received	10,193,825	10,521,807
Net realized/unrealized gains (losses) on investments	(13,435,808)	18,726,236
Net assets released from restrictions	(9,563,536)	(5,634,477)
	<u>(12,805,519)</u>	<u>23,613,566</u>
(Decrease) Increase in net assets	(49,653,680)	235,233,086
Net assets		
Beginning of year	<u>1,118,797,633</u>	<u>883,564,547</u>
End of year	<u>\$1,069,143,953</u>	<u>\$1,118,797,633</u>

The accompanying notes are an integral part of these consolidated financial statements.

St. Luke's Health Network, Inc. and Controlled Entities
Consolidated Statements of Cash Flows
Years Ended June 30, 2022 and 2021

	2022	2021
Cash flows provided by operating activities		
Change in net assets	\$ (49,653,680)	\$ 235,233,086
Adjustments to reconcile change in net assets to net cash from operating activities		
(Gain) loss on disposal of equipment	228,491	(46,553)
Depreciation and amortization	124,016,393	122,492,909
Equity (gains) losses from joint ventures and partnerships	(4,498,148)	2,206,376
Change in unrealized gain on unrestricted investments	156,131,810	(16,741,490)
Net realized gain on restricted investments	(5,701,777)	(7,218,625)
Net unrealized (gain) loss on restricted investments	19,137,585	(11,507,611)
Net realized gain on unrestricted investments	(11,245,261)	(21,401,706)
Pension adjustments	(1,822,594)	(1,356,400)
Swap contracts	(35,538,046)	(26,670,770)
Goodwill impairment	9,597,638	-
Other changes in unrestricted assets	-	(14,464,489)
Restricted contributions received	(10,193,825)	(10,521,807)
Change in cash due to changes in operating assets and liabilities		
Patient accounts receivable	(57,104,346)	(23,916,610)
Other receivables	(1,615,741)	(6,630,453)
Inventories	(4,999,506)	(4,269,157)
Prepaid expenses	(3,975,003)	(1,997,468)
Deferred compensation plan assets	3,905,928	(18,017,713)
Other assets	5,047,520	11,129,696
Accounts payable and accrued liabilities	(131,944,324)	35,520,068
Net estimated third-party payor settlements	(4,422,762)	21,417,921
Net cash (used in) provided by operating activities	<u>(4,649,648)</u>	<u>263,239,204</u>
Cash flows used by investing activities		
Purchases of property, plant and equipment	(184,473,882)	(108,582,537)
Proceeds from sale of equipment	504,073	419,462
Cash paid in acquisition, net of cash acquired	(1,321,127)	(14,905,356)
Investments in joint ventures and partnerships	(14,647,965)	(4,653,764)
Purchases of investments	(704,451,455)	(889,489,903)
Proceeds from sales of investments	607,781,924	603,117,083
Net cash used in investing activities	<u>(296,608,432)</u>	<u>(414,095,015)</u>
Cash flows provided by financing activities		
Proceeds from issuance of long-term debt	357,703,705	189,524,366
Repayments of long-term debt	(76,233,822)	(25,572,842)
Repurchase of St. Luke's bonds	(61,300,000)	-
Proceeds from restricted contributions	10,193,825	10,521,807
Net cash provided by financing activities	<u>230,363,708</u>	<u>174,473,331</u>
Increase/(Decrease) in cash and cash equivalents	(70,894,372)	23,617,520
Cash and cash equivalents		
Beginning of year	339,413,971	315,796,451
End of year	<u>\$ 268,519,599</u>	<u>\$ 339,413,971</u>
Construction in progress included in accounts payable	<u>\$ 13,229,400</u>	<u>\$ 9,970,200</u>
Cash paid for interest	<u>\$ 46,722,233</u>	<u>\$ 41,962,010</u>

The accompanying notes are an integral part of these consolidated financial statements.

St. Luke's Health Network, Inc. and Controlled Entities

Notes to Consolidated Financial Statements

June 30, 2022 and 2021

1. Organization, Mission and Basis of Presentation

St. Luke's Health Network, Inc. ("Parent") is a not-for-profit, tax-exempt corporation which controls the following acute care hospitals, organization of physician practices, and other health care related organizations serving the western New Jersey and Eastern Pennsylvania regions.

- St. Luke's Hospital of Bethlehem, Pennsylvania ("St. Luke's Hospital"), which includes the following entities:
 - St. Luke's Health Network Insurance Company ("SLRRG")
 - St. Luke's HomeStar Services, LLC
 - St. Luke's AirMed, LLC
 - St. Luke's Care, LLC
 - St. Luke's Shared Savings Plan, LLC
 - Sacred Heart Ancillary Services, Inc.
 - Mahoning Self Storage, LLC
 - St. Luke's VNA ("VNA"), which includes the following two entities:
 - VNA Home Health and Hospice
 - HomeStar Medical Equipment and Infusion Services
- St. Luke's Quakertown Hospital
- St. Luke's Physician Group, Inc.
- St. Luke's Emergency and Transport Services
- Quakertown Rehabilitation Center DBA St. Luke's Rehabilitation Center
- Carbon-Schuylkill Community Hospital, Inc. DBA St. Luke's Miners Memorial Medical Center ("MMMC")
- St. Luke's Hospital - Anderson Campus
 - Pocono MRI Imaging & Diagnostic Center, LLC
- St. Luke's Hospital - Monroe Campus
- St. Luke's Warren Hospital Inc.
 - St. Luke's Warren Physician Group.
 - Hillcrest Emergency Services, Inc.
- Two Rivers Enterprises, Inc.
- Sacred Heart Foundation
- Quality Patient Care, LLC
- SH Realty Corporation
- Sacred Heart Healthcare System
- CMS Medical Care Corporation
- Carbon County Hospital
- St. Luke's Hospital – Easton Campus
- St. Luke's Ambulatory Services, Inc.
- Penn Foundation, Inc.

St. Luke's Health Network, Inc. and Controlled Entities

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- Penn Villa Corp.
- Penn Gardens, Inc.

The Parent and controlled entities are referred to collectively as the St. Luke's Health Network, Inc. (the "Network").

The Network also participates in various joint ventures and partnerships. These arrangements enable the Network to provide healthcare services to the broader community through involvement in other healthcare organizations. See Note 10 for additional information on investments in joint ventures and partnerships.

2. Summary of Significant Accounting Policies

Adoption of Accounting Pronouncements

Financial Accounting Standards Board ("FASB") Accounting Standards Updates ("ASU") No. 2020-04 Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting, and 2021-01 Reference Rate Reform (Topic 848): Scope. These ASUs provide optional guidance to ease the potential burden in accounting for (or recognizing the effects of) reference rate reform, i.e., the discontinuation of the London Interbank Offered Rate ("LIBOR") or another reference rate in a contract, on financial reporting. The guidance permits an entity, when certain criteria are met, to account prospectively for amendments to contracts made to comply with reference rate reform as a continuation of the existing contract. The Network has certain interest rate swap agreements (see Note 13) that utilize LIBOR. As LIBOR is expected to be discontinued as a reference rate, a new reference rate or rates will need to replace LIBOR in these contracts. These ASUs did not impact financial results or disclosures in 2022.

Recent Accounting Pronouncements

In June 2016, the FASB issued ASU 2016-13, *Financial instruments - Credit losses (Topic 326): Measurement of credit losses on financial instruments*. Topic 326 amends guidance on reporting credit losses for assets held at amortized cost basis and available for sale debt securities. For assets held at amortized cost basis, Topic 326 eliminates the probable initial recognition threshold in current generally accepted accounting principles (GAAP) and, instead, requires an entity to reflect its current estimate of all expected credit losses. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial assets to present the net amount expected to be collected. This amendment affects entities holding financial assets and net investment in leases that are not accounted for at fair value through net income. The amendments affect loans, debt securities, trade receivables, net investments in leases, off balance sheet credit exposures, reinsurance receivables, and any other financial assets not excluded from the scope that have the contractual right to receive cash. The Network is currently evaluating the potential impact of this guidance, which will be effective beginning on July 1, 2023.

In January 2017, the FASB issued ASU 2017-04, *Intangibles – Goodwill and Other: Simplifying the Test for Goodwill Impairment (Topic 350)*. ASU 2014-04 eliminates Step 2 from the goodwill impairment test. The annual, or interim, goodwill impairment test is performed by comparing the fair value of a reporting unit with its carrying amount. An impairment charge should be recognized for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. The amendments also eliminate the requirements for any reporting unit with a zero or negative carrying amount to perform a qualitative assessment and, if it fails that qualitative test, to perform Step 2 of the goodwill impairment test. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. The Network is

St. Luke's Health Network, Inc. and Controlled Entities

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currently evaluating the potential impact of this guidance, which will be effective beginning on July 1, 2023.

Basis of Accounting

The consolidated financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Basis of Consolidation

The consolidated financial statements include the accounts of the Parent and its controlled entities. The Parent exercises control over its controlled entities through the appointment of members to the controlled entities' Board of Trustees ("Board"). The accounts of the controlled entities have been included in the consolidated financial statements to reflect the results of operations of entities under common control. All significant intercompany balances and transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include cash management funds with original maturities of three months or less, excluding amounts whose use is limited by Board designation or other arrangements under trust agreements. The carrying value of cash and cash equivalents approximates market value.

Investments and Investment Income

Investments are measured at fair value in the balance sheet. Investment income or loss (including interest, dividends and realized gains and losses on unrestricted investments), is included in the excess of revenues over expenses unless the income or loss is restricted by donor or law. Unrealized gains and losses on unrestricted investments are reported above the excess of revenues over expenses within net asset changes. Realized and unrealized gains and losses on donor restricted investments are reported as changes in net assets with donor restrictions.

Investment income and the change in unrealized gains (losses) on investments was comprised of the following for the years ended June 30:

- Interest and dividend income are included within unrestricted investment income.
- Realized gain on sale of investments is included within realized gains on investments within the statement of operations.
- Net unrealized gains (losses) on investments are included within nonoperating change in unrealized gains on investments.

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Notes to Consolidated Financial Statements
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	2022	2021
Interest and dividend income	\$ 23,307,891	\$ 25,092,404
Realized gains on investments	11,039,610	21,401,706
Net unrealized (losses) gains on investments	<u>(156,131,810)</u>	<u>16,741,490</u>
	\$ (121,784,309)	\$ 63,235,600

Assets Limited as to Use

Assets limited as to use primarily include assets held by trustees under indenture agreements and designated assets set aside by the board of trustees for future capital improvements, over which the Board retains control and may at its discretion subsequently use for other purposes.

Inventories

Inventories of supplies are composed of medical supplies and pharmaceuticals and are recorded at the lower of cost or net realizable value using the first-in, first-out method.

Property and Equipment

Property and equipment acquisitions are recorded at cost for purchased items and fair value at the date of contribution for contributed items. Depreciation is expensed over the estimated useful life of each class of depreciable asset and is computed using the straight-line method. Equipment under finance lease obligations is amortized on the straight-line method over the shorter period of the lease term or the estimated useful life of the equipment. Such amortization is included in depreciation and amortization in the consolidated statements of operations. Interest costs incurred on borrowed funds during the period of construction of capital assets is capitalized as a component of the cost of constructing those assets. Upon sale or retirement, the cost and related accumulated depreciation of such assets are removed from the accounts and any resulting gain or loss realized is credited or charged to income for the period. Expenditures for maintenance and repairs are expensed as incurred. Significant renewals, improvements and betterments are capitalized.

Long Lived Assets

The Network evaluates the carrying value of its long lived assets for impairment when impairment indicators are identified. In the event that the carrying value of a long-lived asset is not supported by the fair value, the Network will recognize an impairment loss for the difference. Fair value is based on available market prices or discounted cash flows.

Gifts of long-lived assets such as land, building, or equipment are reported as unrestricted support, and are excluded from the excess of revenue and gains over expenses, unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long these long-lived assets must be maintained, expirations of donor restrictions are reported when the donated or acquired long-lived assets are placed in service.

Goodwill

Goodwill recorded in the accompanying consolidated balance sheets represents the excess of the fair market value of assets acquired over the purchase price. Management implemented the Not-for-profit accounting alternative treatment permissible under GAAP for goodwill. The use of this alternative allows the Network to amortize goodwill on a straight-line basis over 10 years. Impairment is only tested when a trigger is identified, rather than each year.

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Under ASC 280-10-50-1, "Segment Reporting," an "operating segment" is defined as a component of an entity that has all of the following characteristics:

- a. it engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other companies of the same entity);
- b. its operating results are regularly reviewed by the enterprise's chief operating decision maker ("CODM") in order to make decisions about resources to be allocated to the segment and assess its performance; and
- c. It has discrete financial information available.

Based on the guidance outlined above, Management has determined that one operating segment exists. This determination was reached based on the following (in order of the literature above):

- a. St. Luke's engages in similar business activities relating to patient care at all locations, incurring similar revenues and expenses.
- b. Results are reviewed at a Corporate, consolidated level by the CODM in order to make decisions about resources to be allocated to the Company and assess its performance. These resources are then further allocated by someone other than the CODM to the components that fall under Corporate;
- c. The Company has discrete financial information available.

Deferred Financing Costs

Deferred financing costs represent costs incurred in connection with the issuance of bonds and are amortized over the life of the related debt using the effective interest method.

Self-Insurance Reserves

Accrued insurance costs consist of discounted reserves for reported and incurred-but-not-reported (IBNR) claims related to medical malpractice incidents and the Network's self-insured retention for workers' compensation and employee health insurance incidents. For the years ended June 30, malpractice reserves and workers compensation reserves are discounted using a discount rate of 4.8% and 4.8%, respectively, in 2022 and 3.0% and 3.0%, respectively, in 2021. Effective 12/1/2016, the Network opted to not renew the buffer layer coverage with St. Luke's Health Network Insurance Company and assumed responsibility for buffer layer coverage. Buffer layer reserves are discounted using a discount rate of 4.8%.

Gift Annuities

The Hospital receives assets from donors in exchange for the promise to make fixed payments, over a specified period of time, to a recipient as designated by the donor. The Hospital discounts (this past year the discount rate averaged 1.78%) the liability for annuity contracts based on the annuitant's estimated life expectancy. These amounts are included in other noncurrent liabilities on the balance sheets. Any restricted assets remaining at the end of the annuity contract are placed into an endowment fund and the earnings on those funds are available for the general operations of the Network. Any unrestricted assets remaining at the end of the annuity contract are available for the general operations of the Network. The Network revalues the liability for annuity contracts quarterly and the related change is included as a change in net assets.

Net assets with donor restrictions

Net assets with donor restrictions include assets whose use by the Network has been limited by donors to a specific time period or purpose.

St. Luke's Health Network, Inc. and Controlled Entities

Notes to Consolidated Financial Statements

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Donor Restricted Gifts

Unconditional promises to give cash and other assets to the Network are reported at fair value at the date the promise is received. Conditional promises to give and indications of intentions to give are reported at fair value at the date the gift is received and conditions have been met. The gifts are reported with restrictions if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires or the purpose restriction is accomplished, previously restricted net assets are reclassified as net assets without restrictions and reported in the consolidated statements of operations as net assets released from restrictions. Donor-restricted contributions whose restrictions are met within the same year as received are reported as unrestricted gifts, grants and bequests in the accompanying consolidated financial statements.

(Deficiency) Excess of Revenues Over Expenses

The (deficiency) excess of revenues over expenses (the performance indicator), consistent with industry practice, includes all revenues, expenses, and net gains and losses for the reporting period classified as without donor restrictions. Net assets released from restriction to fund capital purchases and certain pension liability adjustments are reported outside the performance indicator.

Income Taxes

The Parent and its controlled hospital entities, are Pennsylvania and New Jersey not-for-profit corporations and have been recognized as tax-exempt pursuant to Section 501(c)(3) of the Internal Revenue Code. On such basis, the Parent and its controlled hospital entities will not incur any liability for federal income taxes, except for possible unrelated business income.

St. Luke's Health Network Insurance Company is a taxable reciprocal insurer.

St. Luke's HomeStar Services, LLC and Sacred Heart Ancillary Services, Inc. are taxable distributors of pharmacy and infusion services.

St. Luke's Warren Physician Group, P.C., PA Alliance, Hillcrest Emergency Services, P.C. and Two Rivers are for profit entities providing outpatient health care services in Pennsylvania and New Jersey. Prior to January 1, 2009, St. Luke's Warren Physician Group, P.C. and Hillcrest Emergency Services, P.C. elected, under the applicable provisions of the Internal Revenue Code and applicable state codes, to have the physician owner recognize their respective share of net income or loss on their individual tax returns. Accordingly, St. Luke's Warren Physician Group, P.C. and Hillcrest Emergency Services, P.C. did not record a liability for federal and state income taxes. Effective January 1, 2009, St. Luke's Warren Physician Group, P.C. and Hillcrest Emergency Services, P.C. commenced operating as a for profit "C" corporation. The deferred tax assets arising from net operating losses and other temporary items generated by for profit entities, approximately \$3.42 million and \$3.46 million at June 30, 2022 and June 30, 2021, respectively, are subject to a full valuation allowance as the realization of such deferred tax assets cannot be considered more likely than not at June 30, 2022.

Sacred Heart HealthCare System, Sacred Heart Realty Corporation and Sacred Heart Foundation are not-for-profit corporations as described in Section 501(c)(3) of the Internal Revenue Code and are exempt from federal income taxes under Section 501(a) of the Internal Revenue Code.

Quality Patient Care, LLC is treated as a disregarded entity for federal and state income tax purposes and income earned is passed through to its member, and as such, no income taxes have been incurred or accrued.

Swap Contracts

At June 30, 2022 and 2021, both of the Network's derivative financial instruments are interest rate swap agreements accounted for as a nonoperating change in fair market value of derivatives.

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These swap agreements are recorded at fair value and the change in value is included in interest rate swap agreements on the statement of operations.

The value of interest rate swap agreements entered into by the Network are adjusted to market value monthly at the close of each accounting period based upon quotations from market makers. Entering into interest rate swap agreements involves elements of credit, default, prepayment, market and documentation risk in excess of the amounts recognized on the Consolidated Balance Sheets. Such risks involve the possibility that there will be no liquid market for these agreements, the counterparty to these agreements may default on its obligation to perform and there may be unfavorable changes in interest rates. The Network does not hold derivative instruments for the purpose of managing credit risk and limits the amount of credit exposure to any one counterparty.

Leases

Effective July 1, 2019, the Network accounts for leases in accordance with ASC 842. In accordance with ASC 842, the Network determines if an arrangement is or contains a lease at contract inception and recognizes an asset and a lease liability at the lease commencement date. Contract terms determine if a lease will be accounted for as an operating or finance lease. Based on the lease contracts, non-lease components are separated and recorded as other liabilities. As a result, the non-lease components are not included in the lease calculation

For Operating leases, the lease liability is measured at the present value of the unpaid lease payments. The ROU asset is subsequently measured throughout the lease term at the carrying amount of the lease liability, plus initial direct costs, plus (minus) any prepaid (accrued) lease payments, less the unamortized balance of lease incentives received. Lease expense is recognized on a straight-line basis over the lease term.

For finance leases, the lease liability is initially measured in the same manner as operating leases and is subsequently measured at amortized cost using the effective-interest method. The asset is subsequently amortized using the straight-line method from the lease commencement date to the earlier of the end of its useful life or lease term, unless the lease transfers ownership to the Network. Amortization of the asset and interest expense of the lease liability are recognized and presented separately.

The Network has elected not to recognize ROU assets and lease liabilities for short term leases that have a term of twelve month or less and recognizes the lease payments associated with its short-term leases as an expense on a straight-line basis over the lease term.

Several key estimates and judgments are used to determine the ROU assets and operating lease liabilities including the discount rate used to discount the unpaid lease payments to present value, lease term and lease payments ASC 842 requires a lessee to discount its unpaid lease payments using the interest rate implicit in the lease or, if that rate cannot be readily determined, its incremental borrowing rate. Renewals are considered if reasonably certain to be exercised. The incremental borrowing rate is the rate of interest the Network would have to pay to borrow an amount equal to the lease payments under similar terms and conditions.

3. Revenue Recognition and Accounts Receivable

The Network recognized revenue from contracts with customers in accordance with ASC 606. The standard's core principle is that an entity will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services.

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Net Patient Service Revenue

Patient care service revenue is reported at the amount that reflects the consideration to which St Luke's expects to be entitled in exchange for providing patient care. These amounts are due from patients, third-party payors (including health insurers and government programs), and others and include variable consideration for retroactive revenue adjustments due to settlement of audits, reviews, and investigations. Generally, The Network bills its patients and third-party payors a few days after the services are performed or the patient is discharged from the facility. Revenue is recognized as performance obligations are satisfied.

Performance obligations are determined based on the nature of the services provided by The Network. Revenue for performance obligations satisfied over time is recognized based on actual charges incurred in relation to total expected (or actual) charges. The Network believes that this method provides a faithful depiction of the transfer of services over the term of the performance obligation based on the inputs needed to satisfy the obligation. Generally, performance obligations satisfied over time relate to patients in our hospitals receiving inpatient acute care and subacute care services or patients receiving multiple scheduled services in our outpatient departments. The Network measures the performance obligation from admission into the hospital, or the commencement of an outpatient service, to the point when there are no further services required for the patient, which is generally at the time of discharge or completion of the outpatient services. Revenue for performance obligations satisfied at a point in time is generally recognized when goods are provided to our patients and customers in a retail setting (for example, pharmaceuticals and medical equipment) and the Network does not believe it is required to provide additional goods or services to the patient.

Because all of its patient service performance obligations relate to contracts with a duration of less than one year, the Network has elected to apply the optional exemption provided in ASC 606-10-50-14(a) and, therefore, is not required to disclose the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied at the end of the reporting period. The unsatisfied or partially unsatisfied performance obligations referred to above are primarily related to inpatient acute care services at the end of the reporting period. The performance obligations for these contracts are generally completed when the patients are discharged, which generally occurs within days or weeks of the end of the reporting period.

The Network determines the transaction price based on gross charges for services provided, reduced by contractual adjustments provided to third-party payors, discounts provided to uninsured patients in accordance with the Network's policy, and implicit price concessions provided to uninsured patients. The Network determines its estimates of contractual adjustments and discounts based on contractual agreements, its discount policies, and historical experience. Fixed discounts are by legislative statute in the case of Medicare and Medicaid, and negotiated in the case of commercial payors. The Network determines its estimate of implicit price concessions based on its historical collection experience with these classes of patients using a payer specific approach. This approach is being used as the Network has a large volume of similar contracts with similar classes of customers. Management's judgment to group the contracts by payer is based on the payment behavior expected in each payer category. The Network reasonably expects that the effect of applying a payer approach to a group of contracts would effectively consider each contract separately.

Subsequent changes to the estimate of the transaction price are generally recorded as adjustments to patient service revenue in the period of the change. No significant amounts of revenues were recognized in the current year due to changes in the estimates of implicit price concessions, discounts and contractual adjustments for performance obligations satisfied in prior years. Subsequent changes that are determined to be the results of an adverse change in the patient's or

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third party payor's ability to pay are recorded as bad debt expense. Bad debt expense is reported as a component of supplies and other in the consolidated statements of operations and changes in net assets and was not significant for the years ended June 30, 2022 and 2021.

Agreements with third-party payors typically provide for payments at amounts less than established charges. A summary of the payment arrangements with major third-party payors is discussed in Footnote 8.

The Network is paid prospectively based upon negotiated rates for commercial insurance carriers and predetermined rates per discharge for Medicaid and Medicare program beneficiaries.

Laws and regulations concerning government programs, including Medicare and Medicaid, are complex and subject to varying interpretation. As a result of investigations by governmental agencies, various health care organizations have received requests for information and notices regarding alleged noncompliance with those laws and regulations, which, in some instances, have resulted in organizations entering into significant settlement agreements. Compliance with such laws and regulations may also be subject to future government review and interpretation, as well as significant regulatory action, including fines, penalties, and potential exclusion from the related programs. There can be no assurance that regulatory authorities will not challenge the Network's compliance with these laws and regulations, and it is not possible to determine the impact (if any) such claims or penalties would have upon the Network and its Affiliates. In addition, the contracts the Network and its Affiliates have with commercial payors also provide for retroactive audit and review of claims.

Settlements with third-party payors for retroactive adjustments due to audits, reviews, or investigations are considered variable consideration and are included in the determination of the estimated transaction price for providing patient care. These settlements are estimated based on the terms of the payment agreement with the payor, correspondence from the payor, and the Network historical settlement activity, including an assessment to ensure that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the retroactive adjustment is subsequently resolved. Estimated settlements are adjusted in future periods as adjustments become known (that is, new information becomes available), or as years are settled or are no longer subject to such audits, reviews, and investigations.

During the year ended June 30, 2022, St Luke's did not receive final audits for its providers. As of June 30, 2022, the Network has Medicare cost report years 2014, 2019, 2020, 2021 and 2022 open.

The Network has determined it has provided implicit price concessions to uninsured patients and patients with other uninsured balances (for example, copays and deductibles). The implicit price concessions included in estimating the transaction price represent the difference between amounts billed to patients and the amounts the Network expects to collect based on its collection history with those patients. Such patients are identified based on information obtained from the patient and subsequent analysis. Because the Network does not pursue collection of amounts determined to qualify as charity care, they are not reported as revenue. Direct and indirect costs for these services amounted to \$63,628,022 and \$48,634,047 for the years ended June 30, 2022 and 2021, respectively. The costs of providing charity care services are based on a calculation which applies a ratio of costs to charges to the gross uncompensated charges associated with providing care to charity patients. The ratio of cost to charges is calculated based on the Network total expenses divided by gross patient service revenue.

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The composition of net patient care service revenue by primary payor for the years ended June 30 is as follows:

Primary Payor	2022		2021	
Medicare/Medicare MCO	\$ 1,076,132,443	37.2%	\$ 972,150,437	39.1%
Blue Cross	848,893,873	29.3%	711,503,645	28.6%
Commercial / HMO	674,567,755	23.3%	551,764,754	22.2%
Medicaid / Medicaid MCO	237,915,381	8.2%	195,592,733	7.9%
Other	48,543,864	1.7%	45,843,480	1.8%
Self Pay	9,743,241	0.3%	10,340,336	0.4%
	\$ 2,895,796,557		\$ 2,487,195,385	

Revenue from patients' deductibles and coinsurance is included in the preceding categories based on the primary payor.

The Network has elected the practical expedient allowed under ASC 606-10-32-18 and does not adjust the promised amount of consideration from patients and third-party payors for the effects of a significant financing component due to the Network expectation that the period between the time the service is provided to a patient and the time that the patient or a third-party payor pays for that service will be one year or less. However, the Network does, in certain instances, enter into payment agreements with patients that allow payments in excess of one year. For those cases, the financing component is not deemed to be significant to the contract.

Other Revenue

Other revenues consist principally of provider relief funds, grants and contribution revenue, program income, cafeteria income, nursing school and medical school tuition, and rental income. For the majority of its grants, the Network has determined that there is not exchange back to the granting authority. Therefore, the Network accounts for these grants under the contribution model, which is outside the scope of ASC 606 and revenue is recognized as conditions have been met. Revenue for the services listed below is recorded in the period in which these services are performed.

	2022		2021	
Grants and Contribution revenue	\$ 7,048,756	10.4%	\$ 5,342,525	4.9%
Program income	7,289,210	10.8%	5,286,007	4.9%
Nutrition services - Cafeteria income	7,776,692	11.5%	5,459,157	5.0%
Nursing School & Medical School Tuition	8,087,250	12.0%	7,938,121	7.3%
Rental income	3,563,045	5.3%	3,404,787	3.1%
Clinical Trials	1,408,958	2.1%	1,818,529	1.7%
Quality Based initiatives	7,240,565	10.7%	4,045,639	3.7%
Other	2,239,722	3.3%	1,842,951	1.7%
Covid 19 - Cares Act Stimulus Funds	21,013,406	31.1%	70,856,814	65.3%
Gain on insurance captive	1,352,208	2.0%	2,021,718	1.9%
Interest income	586,501	0.9%	535,015	0.5%
Other revenue	\$ 67,606,313	100.0%	\$ 108,551,263	100.0%

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4. Contributions Received

The Network follows ASC 958-605 for recognizing contributions. The Network evaluates whether contributions are conditional or unconditional. Conditional contributions specify a barrier that the Network must overcome and a right of return that releases the donor from its obligation if the barrier is not achieved, otherwise the contribution is unconditional. Once a contribution is determined to be unconditional, the determination of whether there is a donor-imposed restriction can be made. This ASU modifies the simultaneous release option currently in GAAP, which allows a not-for-profit organization to recognize a restricted contribution directly in net assets without donor restrictions if the restriction is met in the same period that the revenue is recognized. This election may now be made for all restricted contributions that were initially classified as conditional without having to elect it for all other restricted contributions and investment returns. There was no significant impact on the Consolidated Financial Statements.

The Network receives contributions in the form of conditional government grants and other conditional donor contributions in the form of estates and trusts. The grants are carried out for research activities that benefit the general public, and not for the government's own use. The grants are considered conditional due to the requirement of spending the awarded funds on qualifying expenses and a right of return exists for unexpended funds. The grants are reimbursed after the expenses have been incurred. In August 2020, the Network returned \$6,732,964 to CMS, as it was received for St. Luke's Hospital Anderson campus in error. In December 2020 the Network returned \$14,271 to the PA Department of Human Services because the Blue Mountain Adult Day Care Service was not in operation as of March 31, 2020, as required by Act 24 as a condition to retain the payment.

5. Risks and Uncertainties

The health care industry is subject to numerous laws and regulations of federal, state and local governments. Compliance with these laws and regulations can be subject to future government review and interpretation as well as regulatory actions unknown or unasserted at the time. Recently, government activity has increased with respect to investigations and allegations concerning possible violations by health care providers of fraud and abuse statutes and regulations, which could result in the imposition of significant fines and penalties as well as significant repayments for patient services previously billed. Compliance with such laws and regulations are subject to future government review and interpretations as well as regulatory actions unknown or unasserted at this time.

6. Concentrations of Credit Risk

Financial instruments which subject the Network to concentrations of credit risk consist primarily of cash and cash equivalents, investments, assets limited as to use, and patient accounts receivable.

The Network maintains cash, investments and assets limited as to use in banks, which include cash equivalents consisting of overnight repurchase agreements. Amounts are invested in a variety of financial instruments. The related values, as presented in the consolidated financial statements, are subject to various market fluctuations which include changes in the equity markets, interest rate environment and the general economic conditions.

The Network's patient accounts receivable consist of unsecured amounts due for patient services billed to patients and other third-party payors such as Medicare, Medical Assistance, Blue Cross and various commercial insurance companies and managed care companies. The primary service area of the Network is located in Lehigh, Northampton, Carbon, Schuylkill, Monroe and Bucks

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Counties, Pennsylvania and Warren County, New Jersey. The ability of these patients to pay is subject to changes in general economic conditions of the Network’s service area.

The mix of receivables from patients and third-party payors at June 30, 2022 and 2021 was as follows:

	2022	2021
Medicare	15.7 %	17.4 %
Medicaid	8.9 %	8.7 %
Commercial	63.2 %	61.4 %
Self pay (includes balances of patients filing for Medicaid eligibility, but not yet approved)	12.2 %	12.5 %
	<u>100.0 %</u>	<u>100.0 %</u>

7. Charity Care and Community Service

The Network maintains records to identify and monitor the level of charity care and community service it provides. These records include the amount of charges foregone based on established rates for services and the estimated cost of those services furnished under its charity care policy. Additionally, the Network sponsors certain other service programs and charity services which provide substantial benefit to the broader community. Such programs include services to needy populations and support including: HIV treatments, medical and dental mobile vans, health fairs, community-based medical clinics, and teen pregnancy counseling.

The Network also participates in the Medical Assistance program which makes payment for services provided to financially needy patients at rates which are less than the cost of such services. Additionally, the Network provides services through the emergency room and clinics at a substantial loss.

The Network provides care to all patients who meet certain criteria under its charity care policy without charge or at amounts less than its established rates. Charges for services to patients who meet the Network’s guidelines for charity care are not reflected in the accompanying consolidated financial statements.

8. Third-Party Agreements

For the years ended June 30, 2022 and 2021, payment arrangements with the Network and third-party payors were as follows:

Medicare

Payments to St. Luke’s Hospital, St. Luke’s Quakertown Hospital, MMMC, St. Luke’s Hospital - Anderson Campus, St. Luke’s Warren Hospital and St. Luke’s Hospital - Monroe Campus from the Medicare program for inpatient acute care services are made on a prospective basis. Under this program, payments are made at a predetermined specific rate for each discharge based on the patient’s diagnosis, and certain components of those rates are retrospectively adjusted through the cost report settlement.

Outpatient services are reimbursed under the Ambulatory Payment Classification System except for certain services (clinical lab, physical therapy, occupational therapy, speech therapy) which are paid on prospectively determined fee schedules.

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Capital Blue Cross/Highmark Blue Shield

Inpatient services rendered to Capital Blue Cross and Highmark Blue Shield subscribers are reimbursed at prospectively determined per case rates. Outpatient services provided to Capital Blues Cross members are reimbursed on a case rate or fee schedule basis, while Highmark members are reimbursed in accordance with Highmark's Ambulatory Payment Classification (APC) Based Methodology which is based on the Medicare Hospital Outpatient Prospective Payment System (OPPS).

Medicaid

The Pennsylvania Medical Assistance program ("PMA") reimburses St. Luke's Hospital, St. Luke's Quakertown Hospital, MMMC, St. Luke's Hospital - Anderson Campus and St. Luke's Hospital - Monroe Campus for inpatient services and capital costs on a prospective basis. Payments for inpatient services are made at a predetermined specific rate for each discharge based on the patient's diagnosis. Outpatient services are reimbursed on the basis of an established fee schedule. The New Jersey Medicaid program also reimburses St. Luke's Warren Hospital for inpatient services on a prospective basis similar to the Pennsylvania program; however, outpatient services (other than those that are paid under a Medicaid managed care plan) are paid based on an interim ratio of cost to charges and reconciled to actual cost less 5.8% operating costs and 10% capital costs via a cost report.

In July 2010 the Pennsylvania General Assembly passed the Public Welfare Code amendment (Act 49) which was signed into law by the Governor, establishing a new program referred to as Medicaid Modernization. The program was subsequently approved by the federal Centers for Medicare and Medicaid Services. The program is designed to provide additional funding to Pennsylvania hospitals for the purpose of enhancing access to quality healthcare for qualifying Medicaid beneficiaries, helping to partially mitigate the losses incurred by hospitals resulting from low reimbursement rates. To accomplish this objective, for fiscal years 2011 through 2022, the program provides participating hospitals with improved inpatient fee-for-service hospital payments, establishes enhanced hospital payments through Medicaid managed care organizations (MCOs), and secures additional federal matching Medicaid funds through a Quality Care Assessment, under which hospitals pay the state a percentage of their net patient revenue for fiscal year 2015 or later for our newer hospitals (Monroe and Carbon). The cost of the assessment due to the state was \$32,107,608 and \$28,818,263 in 2022 and 2021, respectively and are reflected within net patient service revenue. The Network recognized additional net patient service revenue of \$45,551,861 and \$38,640,764 for the years ended June 30, 2022 and 2021, respectively, from the Pennsylvania Medicaid Modernization program.

Other

The Network has also entered into payment agreements with certain commercial insurance carriers, health maintenance organizations and preferred provider organizations. The basis for payment to the Network under these agreements includes prospectively determined rates per discharge, discounts from established charges, prospectively determined daily rates and capitated payment arrangements.

Included in net patient service revenue are changes in liability adjustments from third party payors with an overall net favorable adjustment of \$12,771,531 for 2022 as compared to a favorable adjustment of \$2,291,163 for 2021.

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9. Fair Value Measurements

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

The accounting guidance establishes a hierarchy of valuation inputs based on the extent to which the inputs are observable in the marketplace. A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Financial instruments measured at fair value are based on valuation techniques noted below consistent with fair value guidance. The following describes the hierarchy of inputs used to measure fair value and the primary valuation methodologies used by the Network for financial instruments measured at fair value on a recurring basis. The three levels of inputs are as follows:

- Level 1 – Quoted prices in active markets for identical assets or liabilities. Market price data is generally obtained from exchange or dealer markets. The Network does not adjust the quoted price for such assets and liabilities.
- Level 2 – Inputs other than level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the same term of the assets or liabilities. Inputs are obtained from various sources including market participants, dealers, and brokers.
- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Interest rate swaps are valued using both observable and unobservable inputs, such as quotations received from the counterparty, dealers or brokers, whenever available and considered reliable. In instances where models are used, the value of the interest rate swap depends upon the contractual terms of, and specific risks inherent in, the instrument as well as the availability and reliability of observable inputs. Such inputs include market prices for reference securities, yield curves, credit curves, measures of volatility, prepayment rates, assumptions for nonperformance risk, and correlations of such inputs. Certain interest rate swap arrangements have inputs which can generally be corroborated by market data and are therefore classified within level 2.

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

The Network investment portfolio on the balance sheet includes:

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	2022	2021
Current investments	\$ 200,848,582	\$ 206,373,846
Assets limited as to use		
Funds held by trustee	167,381,947	110,131,461
Funds held under bond indenture	470,773	62
Board designated funds	772,457,717	874,857,156
Investments restricted as to use	<u>104,276,544</u>	<u>115,725,864</u>
Total current and noncurrent investments	<u>\$ 1,245,435,563</u>	<u>\$ 1,307,088,389</u>

Financial instruments carried at fair value as of June 30, 2022 and 2021 are as follows:

	June 30, 2022			
	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservabl Inputs (Level 3)	Total Fair Value
Investments				
Cash equivalents & money market funds	\$ 9,193,960	\$ -	\$ -	\$ 9,193,960
Government securities	193,257,865	-	-	193,257,865
Corporate bonds	107,506,840	-	-	107,506,840
Common & preferred stock	26,909,521	-	-	26,909,521
Mutual funds	<u>908,567,377</u>	<u>-</u>	<u>-</u>	<u>908,567,377</u>
Total investments	<u>\$ 1,245,435,563</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,245,435,563</u>
Deferred compensation plan assets				
Mutual funds	<u>\$ 57,944,396</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 57,944,396</u>
Derivative financial instruments				
Interest rate swaps-liability	<u>\$ -</u>	<u>\$ 35,576,516</u>	<u>\$ -</u>	<u>\$ 35,576,516</u>

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	June 30, 2021			
	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Investments				
Cash equivalents & money market funds	\$ 9,673,830	\$ -	\$ -	\$ 9,673,830
Government securities	204,852,972	-	-	204,852,972
Corporate bonds	112,003,445	-	-	112,003,445
Common & preferred stock	26,130,487	-	-	26,130,487
Mutual funds	954,427,655	-	-	954,427,655
Total investments	<u>\$ 1,307,088,389</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,307,088,389</u>
Deferred compensation plan assets				
Mutual funds	<u>\$ 61,850,324</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 61,850,324</u>
Derivative financial instruments				
Interest rate swaps-liability	<u>\$ -</u>	<u>\$ 71,114,562</u>	<u>\$ -</u>	<u>\$ 71,114,562</u>

10. Investments in Joint Ventures and Partnerships

St. Luke's Health Network holds a 50% equity interest in GSL Consolidated (Hospital and Physician Group). The investment has been accounted for under the equity method of accounting. As of June 30, St. Luke's Health Network reported an investment in GSL of \$36,045,703 and \$35,298,467 for 2022 and 2021, respectively. St. Luke's proportionate share of the gain/loss in the amount of (\$137,540) and \$247,842 are reported within the gain/loss from equity method investments on the statement of operations for the years ended June 30, 2022 and 2021, respectively.

St. Luke's Hospital is a Class B member of the St. Luke's Physician Hospital Organization, Inc. ("PHO"). The PHO has two classes of members: Class A members consist of primary care and specialist physicians and Class B members consist of member hospitals, St. Luke's being the only Class B member hospital.

St. Luke's Health Network holds a 40% equity interest in AdaptHealth, which was organized on March 1, 2013 and provides durable medical equipment services.

St. Luke's Health Network holds a 40% equity interest in Etowah Dialysis, Inc., which was organized on September 1, 2013 and provides outpatient dialysis services.

Sacred Heart Healthcare System holds a 50% equity interest in Sacred Heart Assisted Living Partnership ("Assisted Living I"), a for-profit joint venture with a 140-unit assisted living facility in Northampton, Pennsylvania.

The Network also maintains other investments in partnerships that provide various clinical and nonclinical services. The Network's investments in the partnerships are accounted for under the equity method. The total investments in joint ventures and partnerships of approximately \$77,614,905 and \$58,468,792 for the years ended June 30, 2022 and 2021, respectively, are included in Investments in joint ventures on the consolidated balance sheets.

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11. Property and Equipment

Property and equipment and related accumulated depreciation at June 30, 2022 and 2021 consisted of the following:

	2022	2021
Land	\$ 153,928,729	\$ 146,961,207
Buildings and improvements	1,310,417,667	1,196,761,736
Equipment	1,274,099,112	1,205,329,515
Parking garage	26,812,227	26,812,227
Total property, plant, & equipment, gross	<u>2,765,257,735</u>	<u>2,575,864,685</u>
Less: Accumulated depreciation	<u>1,640,966,138</u>	<u>1,517,033,778</u>
Total property, plant & equipment, net	1,124,291,597	1,058,830,907
Construction-in-progress (CIP)	<u>94,376,095</u>	<u>87,782,196</u>
Total property, plant & equipment, net and CIP	<u>\$ 1,218,667,692</u>	<u>\$ 1,146,613,103</u>

Depreciation expense was approximately \$119,908,411 and \$118,791,558 for the years ended June 30, 2022 and 2021, respectively. Interest that was capitalized was approximately \$3,626,917 and \$1,338,635 for the years ended June 30, 2022 and 2021, respectively.

12. Long-Term Debt

Long-term debt at June 30, 2022 and 2021 consisted of the following:

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	2022	2021
Hospital Revenue Bonds, Series 2013A & 2013B, issued by Northampton County General Purpose Authority, net of unamortized premium	\$ -	\$ 24,258,193
Hospital Refunding Bonds, Series 2013, issued by New Jersey Health Care Facilities Financing Authority, net of unamortized premium	-	38,826,114
Hospital Revenue Bonds - Series 2015A, issued by Pocono Mountains Industrial Park Authority, net of unamortized premium	83,794,150	83,952,240
Hospital Revenue Bonds, Series 2016A, issued by Northampton County General Purpose Authority, net of unamortized premium	228,576,418	234,489,340
Hospital Revenue Bonds, Series 2018A & 2018B, issued by Northampton County General Purpose Authority, net of unamortized premium	151,287,056	151,334,725
Hospital Revenue Bonds, Series 2018C, issued by Northampton County General Purpose Authority, net of unamortized premium	60,880,000	60,880,000
Hospital Revenue Bonds, Series 2017B, issued by Lehigh County General Purpose Authority, net of unamortized premium	60,090,000	61,060,000
Hospital Revenue Bonds, Series 2019, issued by Bucks County Industrial Development Authority, net of unamortized premium	108,749,413	108,918,186
Hospital Revenue Bonds, Series 2020, issued by Northampton County General Purpose Authority, net of unamortized premium	80,700,000	85,210,000
Hospital Revenue Bonds, Series 2021, issued by Bucks County Industrial Development Authority, net of unamortized premium	136,246,399	136,364,756
Hospital Revenue Bonds, Series 2021B, issued by The National Finance Authority, net of unamortized premium	137,000,322	-
Hospital Refunding Bonds, Series 2022A, issued by New Jersey Health Care Facilities Financing Authority, net of unamortized premium	39,410,000	-
Hospital Revenue Bonds, Series 2022B, issued by Northampton County General Purpose Authority, net of unamortized premium	26,260,000	-
USDA Financing	83,632,842	-
TD Bank, N.A. Notes Payable	56,140,261	42,943,805
Bank of America Loans	1,664,483	8,398,176
Fulton Bank	49,637,681	50,000,000
TD Bank Blue Mountain Bridge Loan	-	60,852,955
77 South Commerce	18,192,045	18,610,873
520 East Broad Street Financing	7,744,592	7,886,423
6651 Silver Crest Road Financing	7,744,592	7,886,423
Various notes and mortgage notes payable at various interest rates	81,589,343	16,340,318
Deferred Financing Costs	(12,397,138)	(10,535,546)
	<u>1,406,942,459</u>	<u>1,187,676,981</u>
Less: Current portion	69,110,389	21,318,925
	<u>\$1,337,832,070</u>	<u>\$1,166,358,056</u>

Effective interest rates on fixed debt obligations range from 4.0% - 5%, and 1.93% - 3.70% on variable rate obligations.

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Scheduled maturities, assuming no amounts are tendered that cannot be remarketed, for the years ending June 30 are as follows:

Fiscal Year	Long-Term Debt
2023	\$ 69,110,389
2024	30,291,015
2025	26,130,845
2026	27,017,938
2027	27,774,634
2028	28,674,012
Thereafter	<u>1,156,035,165</u>
	1,365,033,998
Less: Amount of unamortized bond discount/premium/imputed interest	<u>(41,908,461)</u>
	<u>\$ 1,406,942,459</u>

The Network reported long-term debt of \$1,337,832,070 and \$1,166,358,056 for years ended June 30, 2022 and 2021, respectively.

Hospital Revenue Bonds, Series 2013

On June 27, 2013 the Northampton County General Purpose Authority issued \$65,000,000 of its Hospital Revenue Bonds. Which consists of \$25,000,000 in Series A aggregate principal and \$40,000,000 in Series B aggregate principal with a variable rate. Issued pursuant to a Loan and Trust Agreement by the Authority, SLH and the Bank of New York Mellon Trust, under the Trust Agreement SLH is obligated to make payments to the trustee as assignee of the Authority.

The Series 2013 Bonds were issued to provide a portion of the funds for a project “the 2013 project” consisting of 200 bed expansion of the hospital located at the Anderson Campus, the construction of an administration building at the Anderson Campus, the funding of various capital projects for general SLH purpose, including without limitations, renovations, repairs and acquisitions of related outpatient facilities in Northampton County and Lehigh County, Pennsylvania.

With the issuance of the Hospital Revenue Bonds, Series 2022B, issued by Northampton County General Purpose Authority, an escrow account was set-up for payment of the Series 2013A and Series 2013B Bonds.

Hospital Refunding Bonds, Series 2013

On June 6, 2013 the New Jersey Health Care Facilities Financing Authority issued \$37,410,000 of Refunding Bonds, St Luke’s Warren Hospital Obligated group. The proceeds of the 2013 Bonds to St. Luke’s Warren Hospital were for the purpose of paying a portion of the cost of a project consisting generally of the refunding of all the Authority’s Revenue Bonds: St Luke’s Warren Hospital Issue Series 2012 and the payment of certain cost incidental to the issuance and sale of the Series 2013 Bonds.

With the issuance of the Hospital Refunding Bonds, Series 2022A, issued by New Jersey Health Care Facilities Financing Authority, an escrow account was set-up for payment of the Series 2013 Bonds.

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Hospital Revenue Bonds, Series 2015

On February 1, 2015 Pocono Mountains Industrial Park Authority issued \$80,000,000 of its Hospital Revenue Bonds. Issued pursuant to a Loan and Trust Agreement by the Authority, St Luke's Hospital-Monroe Project and the Bank of New York Mellon Trust, under the Trust Agreement SLH is obligated to make payments to the trustee as assignee of the Authority. The net proceeds received upon the sale of the 2015 Bonds were deposited in the 2015 Project Construction Fund and disbursed from the 2015 Project Construction Fund to finance various costs incurred by St Luke's Monroe in connection with the 2015 Project.

Hospital Revenue Bonds, Series 2016

On July 1, 2016 the Northampton County General Purpose Authority issued \$215,600,000 of its Hospital Revenue Bonds, Series 2016A (St Luke's University Health Network Project) ("the 2016 Bonds"). Issued pursuant to a loan and Trust Agreement by the Authority, St Luke's Hospital of Bethlehem, Pennsylvania, St Luke's Hospital Anderson campus and the Bank of New York Mellon Trust company.

The 2016 Bonds were issued to provide a portion of the funds for the "2016 Project" consisting of the advance refunding of all portion of the Authority's outstanding Hospital Revenue Bonds Series A of 2008 and the funding of various capital projects.

Under the trust agreement, the borrowers are obligated to make loan payments to the trustee, as assignee of the Authority, at times and in amounts sufficient to pay the principal or redemption price of and interest on, the 2016 Bonds when due and in certain instances. Interest on the 2016 Bonds accrues at fixed rates and is payable on each February 15 and August 15, commencing on February 15, 2017. Interest on the 2016 Bonds is computed on the basis of 360-day year of twelve 30-day months. The 2016 Bonds are subject to optional, mandatory and extraordinary optional redemption prior to their maturity.

Hospital Revenue Bonds, Series 2018

On June 6, 2018 the Northampton County General Purpose Authority issued \$150,000,000 of its Hospital Revenue Bonds. Northampton County General Purpose Authority, Saint Luke's Hospital of Bethlehem, St Luke's Anderson Campus and (collectively, the "Borrowers"), The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee") and Merrill Lynch, Pierce, Fenner and Smith Incorporated, as underwriter.

Hospital Revenue Bonds, 2017A and 2017B – Financing through TD Bank N.A. and BB&T Community Holdings Company

On September 20, 2017 the Lehigh County General Purpose Authority issued \$106,070,000 of its Hospital Revenue Bonds via financing through TD Bank N.A \$42,250,000 and BB&T Community Holdings Company \$63,820,000. The proceeds were used for the redemption of the 2007 Bonds and to pay the costs of issuance of the 2017A and 2017B financing.

Hospital Revenue Bonds, Series 2018C

On October 1, 2018 the Pocono Mountains Industrial Park Authority issued \$60,880,00 aggregate principal amount of Hospital Revenue Bonds, Series 2018C (St. Luke's University Health Network Project) (Federally Taxable) (The Series 2018C Bonds).

The proceeds of the series 2018C Bonds were used by St. Luke's and other members of the Network to: provide working capital, finance the purchase of equipment and other capital improvements and finance the payment of the cost of issuance of the series 2018C Bonds.

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Hospital Revenue Bonds, Series 2017B Bonds

On September 20, 2017 the Lehigh County General Purpose Authority issued \$63,820,000 Hospital Revenue Bonds, Series 2017B; the Bonds are issued under and initially entitled to the security of the Trust Indenture dated as of December 1, 2017 between the issuer and The Bank of New York Mellon Trust Company, N.A., as trustee. The Authority and the trustee entered into the First Supplemental Trust Indenture dated January 1, 2019.

The purpose of the 2017B Bonds was to provide funds for a project consisting of the redemption and retirement of a portion of the outstanding Lehigh County General Purpose Authority Revenue Bonds, Series 2007 (St. Luke's Hospital Project) and the payment of certain costs of issuance of the Bonds.

Hospital Revenue Bonds, Series 2019 Bonds

On September 1, 2019 The Bucks County Industrial Development Authority issued \$103,855,000 aggregate principal amount of Hospital Revenue Bonds. The 2019 Bonds are issued under that certain Loan and Trust Agreement, dated as of September 1, 2019 between the Authority and the Bank of New York Mellon Trust Company as trustee. The proceeds of the Bonds were loaned to St Luke's Hospital, St Luke's Hospital Anderson Campus and St Luke's Hospital Quakertown Campus for the purpose of the reimbursement and financing of the construction, acquisition, renovation and installation of capital improvements or the acquisition and installation of equipment in the facilities.

Interest on the series 2019 Bonds accrues at fixed rates and is payable on each February 15 and August 15, commencing on February 15, 2020. Interest on the Series 2019 Bonds is computed on the basis of a 360-day year of twelve 30-day months. The Series 2019 Bonds are subject to redemption prior to their maturity.

Hospital Revenue Bonds, Series 2020 Bonds

On June 15, 2020 the Northampton County General Purpose Authority issued \$89,555,000 of its Hospital Revenue Bonds. The \$89,555,000 Northampton County General Purpose Authority Hospital Revenue Bonds, consisting of Part C \$3,215,000 aggregate principal amount of Hospital Revenue Bonds, Part D, \$9,705,000 aggregate principal amount of Hospital Revenue Bonds, Part E \$40,210,000 aggregate principal amount of Hospital Revenue Bonds and part F \$36,425,000 aggregate principal amount of Hospital Revenue Bonds. The Bank of New York Mellon Trust Company serves as the trustee and Truist Bank as the lender.

The funds were used for the redemption of 2013 B Bonds, the 2017 A Bonds and the remaining balance of the 2010 Bonds.

Hospital Revenue Bonds, Series 2021 Bonds

On January 1, 2021 The Bucks County Industrial Development Authority issued \$132,745,000 aggregate principal amount of Hospital Revenue Bonds under a trust indenture between the Authority and the Bank of New York Mellon Trust Company as the trustee. Proceeds of the series 2021 Bonds were loaned to St Luke's Hospital of Bethlehem and St Luke's Quakertown Hospital.

The Series 2021 Bonds were issued to provide a portion of the funds, together with other available funds, for reimbursement and financing of the construction, acquisition, renovation and installation of capital improvements and equipment as well as the payments of cost of issuance of the bonds and related costs.

Interest on the series 2021 Bonds accrues at a fixed rate and is payable on each February 15 and August 15, commencing on February 15, 2021. Interest on the Series 2021 Bonds is computed on the basis of a 360-day year of twelve 30-day months. The Series 2021 Bonds are subject to redemption prior to their maturity.

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Hospital Revenue Bonds, Series 2021B Bonds

On November 1, 2021 the National Finance Authority issued \$123,370,000 aggregate principal amount of hospital Revenue Bonds. Under a trust indenture between the Authority and the Bank of New York Mellon Trust. Proceeds of the series 2021 Bonds will be loaned to St Luke's Hospital of Bethlehem, Anderson Campus, Monroe Campus, Quakertown Campus and Carbon Schuylkill Community Hospital, Inc. d/b/a St. Luke's Miners Memorial Hospital.

Interest on the series 2021B Bonds will accrue at a fixed rate and will be payable on each February 15 and August 15, commencing on February 15, 2022. Interest on the Series 2021 B Bonds will be computed on the basis of a 360-day year of twelve 30-day months. The Series 2021B Bonds are subject to redemption prior to their maturity.

The Series 2021 B Bonds are being issued to provide a portion of the funds, together with other available funds, for reimbursement and financing of the construction, acquisition, renovation and installation of capital improvements and equipment as well as the payments of cost of issuance of the bonds and related costs.

Hospital Revenue Bonds, Series 2022 A Bonds

On February 23, 2022 the New Jersey Health Care Facilities Financing Authority issued \$39,410,000 of Refunding Revenue Bonds. Issued pursuant to a Loan and Trust Agreement by the Authority, St Luke's Warren Hospital Obligated group and US Bank as trustee.

The series 2022A Bonds are being issued to refund all of the New Jersey Health Care Facilities Financing Authority series 2013 Bonds, including interest expense and any cost of issuance of the bonds related costs.

Hospital Revenue Bonds, Series 2022 B Bonds

On February 3, 2022 the Northampton County General Purpose Authority issued \$26,260,000 of Convertible Hospital Revenue Refunding Bonds, Series 2022B. Issued pursuant to a Loan and Trust Agreement by the Authority, St Luke's Hospital of Bethlehem, St Luke's Anderson Campus and the Bank of New York Mellon Trust Company as trustee and Truist as purchaser.

The Series 2022B Bonds are being issued to refund the Northampton County General Purpose Authority Hospital Revenue Bonds series 2013A and the payment of cost of issuance of the bonds related costs.

USDA Financing

St. Luke's Carbon Campus (SLC) issued eleven (11) notes totaling in the aggregate \$98,500,000 (collectively referred to as the, "2021C Hospital Note") to the United States Department of Agriculture (USDA) through the Rural Development Community Facilities Program, under the Loan Agreement, dated as of December 21, 2021 by and between the USDA and SLC. The USDA loaned the proceeds of the 2021C Hospital Note to SLC and such proceeds will be used to refinance a portion of the Interim Loan Facility made available to SLC by TD Bank, NA. for the New Hospital Project Interim Phase.

Debt Covenants

The Obligated Group entered into an Amended and Restated Master Trust Indenture (the "Master Indenture") with The Bank of New York Mellon Trust Company, N.A., as master trustee. The Master Indenture ("MTI"), which replaced the prior master trust indenture originally entered into in 1987, serves as the primary credit and financing vehicle for the Organization's principal operating components.

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The Master Indenture contains provisions, covenants, and restrictions upon the Obligated Group related to incurrence of indebtedness, mergers and other corporate combinations and divestitures, sales, leases or other dispositions or assets and other matters. Such covenants require the maintenance of financial and non-financial covenants as defined in the MTI. The financial covenants provide for permitted additional indebtedness, maintenance of specific levels of cash on hand, the maintenance of minimum debt service coverage ratios, as defined and minimum capitalization ratios, among other things. The Network is in compliance with all debt covenants as of June 30, 2022.

13. Derivative Financial Instruments

At June 30, 2022 and 2021, the Network had entered into two interest rate swaps to manage its interest rate risk. The swap agreements pay interest at fixed rates and receive interest at variable rates. The notional amount of swap agreements was \$235.7 million as of June 30, 2022 and \$240.4 million as of June 30, 2021, respectively. The valuation of these instruments is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivative agreements, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities. The Network also incorporates credit valuation adjustments to appropriately reflect its own credit (risk of loss due to nonpayment) and nonperformance risk (the risk the obligation will not be fulfilled), as well as the credit and nonperformance risk of the counterparty. In adjusting the fair value of the derivative contracts for the effect of nonperformance risk, the Network has considered the impact of netting and any applicable credit enhancements such as collateral postings, thresholds, mutual puts, and guarantees.

The following table outlines the terms and fair values of the interest rate swap agreements that are included in the Consolidated Balance Sheets as of June 30, 2022 and 2021:

	Swap 1	Swap 2
Notional amount at June 30, 2021	\$147,230,000	\$ 93,125,000
Notional amount at June 30, 2022	\$145,965,000	\$ 89,735,000
Effective date	2/21/2007	2/21/2007
Termination date	8/15/2042	8/15/2033
Fixed rate	4.65%	4.56%
Fair value at June 30, 2021	\$ (53,478,587)	\$ (17,635,975)
Unrealized gains	<u>25,995,043</u>	<u>9,543,003</u>
Fair value at June 30, 2022	<u>\$ (27,483,544)</u>	<u>\$ (8,092,972)</u>

The Network pays fixed rates ranging from 4.56% to 4.65% and receives cash flows based upon percentages of LIBOR, ranging from 2.05% to 2.71%.

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The following tables outline the location and effect of the Network's derivative instruments in the accompanying Consolidated Balance Sheets and Statements of Operations for the years ended June 30:

		Derivatives reported as liabilities			
		2022		2021	
		Balance Sheet Caption	Fair Value	Balance Sheet Caption	Fair Value
Interest rate swaps	Swap contracts		<u>\$35,576,516</u>	Swap contracts	<u>\$71,114,562</u>
Classification of derivative (loss) gain in Statement of Operations and Changes in Net Assets				Amount of (loss) gain recognized in change in net assets	
				2022	2021
Non operating gains (losses)				<u>\$ 35,538,046</u>	<u>\$ 26,670,770</u>

The Hospital's derivative instruments contain provisions that require the Hospital to maintain minimum credit ratings from the major credit rating agencies. If the Hospital's rating were to fall below the minimums established, the counterparties to the derivative agreements could demand immediate posting of collateral or termination of the instruments and payment of the derivative agreements in liability positions. No collateral has been required to be posted.

For the years ended June 30, 2022 and 2021, the Hospital incurred and paid interest costs of approximately \$8.0 million and \$8.4 million, respectively.

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14. Net Assets With Donor Restrictions

Net assets with donor restrictions were available for the following purposes at June 30, 2022 and 2021:

	2022	2021
Purchase of property and equipment	\$ 9,214,915	\$ 9,201,588
Health education	31,613,765	34,814,300
Research and development	416,310	445,069
Unrealized gains on restricted net assets for health care services	<u>22,369,126</u>	<u>39,849,814</u>
	<u>\$ 63,614,116</u>	<u>\$ 84,310,771</u>
 Investments to be held in perpetuity, the income from which is expendable to support health care services (reported as other operating and nonoperating income)	 \$ 61,481,246	 \$ 53,590,110
 Total net assets with donor restrictions	 \$ 125,095,362	 \$ 137,900,881

Endowments

The Network’s endowment consists of approximately \$65,380,214 individual donor restricted endowment funds and \$2,814,842 board-designated endowment funds for a variety of purposes plus the following where the assets have been designated for endowment: split interest agreements, and other net assets. The endowment includes both donor-restricted endowment funds and funds designated by the Board of Trustees to function as endowments. The net assets associated with endowment funds including funds designated by the Board of Trustees to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

The Board of Trustees of the Network has interpreted the relevant PA state law as requiring the preservation of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Network classifies as net assets with restrictions, (a) the original value of gifts donated to the endowment, (b) the original value of subsequent gifts to the endowment, and (c) accumulations to the endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The funds remain in the donor-restricted endowment fund until those amounts are appropriated for expenditure of the Network in a manner consistent with the standard of prudence prescribed by relevant PA state law. In accordance with relevant PA state law, the Network considers the following factors in making a determination to appropriate or accumulate endowment funds:

- (1) The duration and preservation of the fund
- (2) The purposes of the Network and the donor restricted endowment fund
- (3) General economic conditions
- (4) The possible effect of inflation and deflation

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(5) The expected total return from income and the appreciation of investments

(6) Other resources of the Network

(7) The investment policies of the Network.

The Network had the following endowment activities during the year ended June 30, 2022 delineated by net asset class and donor-restricted versus Board-designated funds:

Endowment net asset composition by type of fund as of June 30, 2022:

	Without Donor Restriction	With Donor Restriction	Total
Donor-restricted endowment funds	\$ -	\$ 65,380,214	\$ 65,380,214
Board-designated endowment funds	<u>2,814,842</u>	<u>-</u>	<u>2,814,842</u>
	<u>\$ 2,814,842</u>	<u>\$ 65,380,214</u>	<u>\$ 68,195,056</u>

Endowment net asset composition by type of fund as of June 30, 2021:

	Without Donor Restriction	With Donor Restriction	Total
Donor-restricted endowment funds	\$ -	\$ 57,083,116	\$ 57,083,116
Board-designated endowment funds	<u>3,271,964</u>	<u>-</u>	<u>3,271,964</u>
	<u>\$ 3,271,964</u>	<u>\$ 57,083,116</u>	<u>\$ 60,355,080</u>

Changes in endowment net assets for the year ended June 30, 2022:

	Without Donor Restriction	With Donor Restriction	Total
Endowment net assets, beginning of year	<u>\$ 3,271,964</u>	<u>\$57,083,116</u>	<u>\$ 60,355,080</u>
Investment return			
Investment income	171,425	3,046,034	3,217,459
Net appreciation (realized and unrealized)	<u>(630,647)</u>	<u>(14,856,996)</u>	<u>(15,487,643)</u>
Total Investment return	(459,222)	(11,810,962)	(12,270,184)
Gifts	2,100	6,263,655	6,265,755
Income released to general fund for operations	-	(1,198,799)	(1,198,799)
Transfer balance of net appreciation	<u>-</u>	<u>15,043,204</u>	<u>15,043,204</u>
Endowment net assets, end of year	<u>\$ 2,814,842</u>	<u>\$65,380,214</u>	<u>\$ 68,195,056</u>

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Changes in endowment net assets for the year ended June 30, 2021:

	Without Donor Restriction	With Donor Restriction	Total
Endowment net assets, beginning of year	<u>\$ 2,596,705</u>	<u>\$53,846,148</u>	<u>\$ 56,442,853</u>
Investment return			
Investment income	184,590	2,459,950	2,644,540
Net appreciation (realized and unrealized)	<u>490,545</u>	<u>16,806,646</u>	<u>17,297,191</u>
Total Investment return	675,135	19,266,596	19,941,731
Gifts	124	1,327,499	1,327,623
Income released to general fund for operations	-	(1,002,058)	(1,002,058)
Transfer balance of net appreciation	<u>-</u>	<u>(16,355,069)</u>	<u>(16,355,069)</u>
Endowment net assets, end of year	<u>\$ 3,271,964</u>	<u>\$57,083,116</u>	<u>\$ 60,355,080</u>

The portion of perpetual endowment funds that is required to be retained permanently either by explicit donor stipulation or by relevant PA State law as of June 30, 2022:

Permanent Endowment	\$ 61,267,434
Mortgage Endowment	<u>213,812</u>
Total endowment assets classified as Net assets with donor restrictions	<u>\$ 61,481,246</u>

The portion of perpetual endowment funds that is required to be retained permanently either by explicit donor stipulation or by relevant PA State law as of June 30, 2021:

Permanent Endowment	\$ 53,357,000
Mortgage Endowment	<u>233,110</u>
Total endowment assets classified as Net assets with donor restrictions	<u>\$ 53,590,110</u>

Endowment Funds with Deficits

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the value of the initial and subsequent donor gift amounts (deficit). When donor endowment deficits exist, they are reclassified to net assets without donor restrictions. Deficits of this nature reported in net assets with donor restrictions were \$15,005,166 and \$0 as of June 30, 2022 and 2021.

Return Objectives and Risk Parameters

The Network has adopted endowment investment and spending policies that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of endowment assets. Under this policy, the return objective for the endowment assets, measured over a full market cycle, shall be to maximize the return against a

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blended index, based on the endowment's target allocation applied to the appropriate individual benchmarks. The Network expects its endowment funds over time, to provide an average rate of return approximating the S&P 500 Stock Index (domestic portion), MSCI EAFE Index (international portion) and Lehman Brothers Intermediate Government/Corporate Index (bond portion). Actual returns in any given year may vary from the index return amounts.

Strategies Employed for Achieving Investment Objectives

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

Endowment Spending Allocation and Relationship of Spending Policy to Investment Objectives

The Board of Trustees of the Network determines the method to be used to appropriate endowment funds for expenditure. Calculations are performed for individual endowment funds at a rate of 4.5 percent of a three-year moving average market value with a minimum increase of 0% and a maximum increase of 10% per year over the previous year's spending amount. The total is reduced by the income distributed from the endowment fund in accordance with the preferences/restrictions made by the donors. The corresponding calculated spending allocations are distributed annually by June 30. In establishing this policy, the Board considered the expected long-term rate of return on its endowment. Accordingly, over the long term, the Network expects the current spending policy to allow its endowment to grow at an average of 8% percent annually, consistent with its intention to maintain the purchasing power of the endowment assets as well as to provide additional real growth through new gifts.

15. Leases

The Network leases certain medical buildings, offices and equipment used in its operations. The Network has incurred finance lease liabilities totaling \$618 thousand and \$1.3 million as of June 30, 2022 and June 30, 2021, respectively. Finance lease liabilities and their related assets are omitted from the disclosures below. The remaining lease term of all leases range from one month to sixty-four years.

The Consolidated Balance Sheet includes operating lease right-of-use assets and liabilities at June 30, 2022 and June 30, 2021 as follows:

	2022	2021
Operating lease right-of-use assets, gross	\$ 254,935,599	\$ 232,179,301
Less: Accumulated amortization of right-of-use assets	<u>(59,739,630)</u>	<u>(50,319,479)</u>
Total operating lease right-of-use assets, net	<u>\$ 195,195,969</u>	<u>\$ 181,859,822</u>
Current portion of operating lease obligations	\$ 28,946,140	\$ 29,441,273
Long-term operating lease obligations	<u>169,704,177</u>	<u>155,310,714</u>
Total operating lease obligations	<u>\$ 198,650,317</u>	<u>\$ 184,751,987</u>

The components of the lease cost for the year ended June 30, 2022 and June 30, 2021 are as follows:

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	2022	2021
Finance lease cost		
Amortization of leased assets	\$ 114,356	\$ 193,032
Interest on lease liabilities	44,396	99,910
Operating lease cost	37,110,961	38,157,979
Short-term lease cost	11,091,961	4,305,996
Total lease cost	<u>\$ 48,361,674</u>	<u>\$ 42,756,917</u>

Other information related to leases as of June 30, 2022 and June 30, 2021 are as follows:

Supplemental cash flow information:	2022	2021
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flow for operating leases	\$ 36,548,776	\$ 37,208,246
Right of use assets obtained in exchange for new operating lease liabilities	\$ 44,979,935	\$ 40,193,705
Weighted average remaining lease term	8.9 years	9.2 years
Weighted average discount rate	3.11%	3.10%

Future maturities of operating lease liabilities as of June 30, 2022 are as follows:

2023	\$ 34,654,605
2024	32,079,042
2025	28,365,300
2026	25,890,433
2027	22,629,365
Thereafter	<u>85,625,232</u>
Total undiscounted future lease payments	229,243,977
Less: Present value discount	<u>(30,593,660)</u>
Discounted future lease payments	<u>\$ 198,650,317</u>

St. Luke's Health Network, Inc. and Controlled Entities
Notes to Consolidated Financial Statements
June 30, 2022 and 2021

16. Functional Expenses

The Network provides general health care services to residents within its geographic location. Health care services include functional services such as critical care, trauma and emergency medicine, surgery, cancer and blood disorders, allergy and immunology, autism, cardiology, pain management, nutrition, radiology, pulmonology, rheumatology, and psychiatry. The Network reports certain expense categories that are attributable to more than one health care service or support function. Therefore, these expenses require an allocation on a reasonable basis that is consistently applied. Costs not directly attributable to a function are allocated based on the natural account and the rate from the cost report. Expenses related to providing these services for the year ended June 30 are as follows:

	<u>Year ended June 30, 2022</u>		
	Healthcare Services	General and Administrative Services	Total
Operating expenses			
Salaries and employee benefits	\$ 1,510,224,320	\$ 128,692,147	\$ 1,638,916,467
Purchased Services	250,645,808	21,358,514	272,004,322
Supplies and other	756,681,306	64,479,787	821,161,093
Depreciation and amortization	114,278,291	9,738,102	124,016,393
Interest	39,894,035	3,399,527	43,293,562
Total Operating expenses	<u>\$ 2,671,723,760</u>	<u>\$ 227,668,077</u>	<u>\$ 2,899,391,837</u>
	<u>Year ended June 30, 2021</u>		
	Healthcare Services	General and Administrative Services	Total
Operating expenses			
Salaries and employee benefits	\$ 1,286,569,608	\$ 124,098,657	\$ 1,410,668,265
Purchased Services	177,045,206	17,077,251	194,122,457
Supplies and other	660,962,463	63,754,463	724,716,926
Depreciation and amortization	111,717,019	10,775,890	122,492,909
Interest	37,040,224	3,572,789	40,613,013
Total Operating expenses	<u>\$ 2,273,334,520</u>	<u>\$ 219,279,050</u>	<u>\$ 2,492,613,570</u>

17. Liquidity and Availability

The table below represents financial assets available for general expenditures within one year at June 30, 2022:

St. Luke's Health Network, Inc. and Controlled Entities
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	2022
Cash and cash equivalents	\$ 268,519,599
Short term investments	200,848,582
Other unrestricted investments	772,457,717
Patient accounts receivable, net	262,124,607
Due from others, current portion	39,927,640
Assets whose use is limited	
By donors or grantors for:	
Pledges receivable	<u>11,277,208</u>
	<u>\$ 1,555,155,353</u>

The table below represents financial assets available for general expenditures within one year at June 30, 2021:

	2021
Cash and cash equivalents	\$ 339,413,971
Short term investments	206,373,846
Other unrestricted investments	874,857,156
Patient accounts receivable, net	205,020,261
Due from others, current portion	38,311,899
Assets whose use is limited	
By donors or grantors for:	
Pledges receivable current	<u>6,293,606</u>
	<u>\$ 1,670,270,739</u>

The Network has certain board-designated assets limited to use which are available for general expenditure within one year in the normal course of operations. Accordingly, these assets have been included in the qualitative information above for financial assets to meet general expenditures within one year.

As part of the Network's liquidity management plan, cash in excess of daily requirements is invested in short-term and long-term investments. Investment decisions are made based on anticipated liquidity needs, such that financial assets are available as general expenditures, liabilities, and other obligations come due.

As of June 30, 2022, the Network was in compliance with financial covenants.

18. Pension Plan

Defined Benefit Plan

The Network entities have a noncontributory defined benefit pension plan ("Plan") covering substantially all employees of the Network who were hired prior to January 1, 2009 (see New Pension Plan 401(a) note below). Plan benefits are based on years of service and the employee's average annual earned income during the highest 60 consecutive months in the last ten years of credited service prior to retirement or termination. The Network's policy is to fund annually at least the minimum amount required by the Employee Retirement Income Security Act of 1974.

St. Luke's Health Network, Inc. and Controlled Entities

Notes to Consolidated Financial Statements

June 30, 2022 and 2021

The Network began a process of de-risking the defined benefit retirement plan during the fiscal year ended June 30, 2019. During fiscal year 2019, the System entered into several definitive agreements with insurance companies, which included the purchases of single premium group annuity contracts. Accordingly, the insurance companies assumed the obligation to make future annuity payments to retirees in amounts equal to the individual's pension benefit. In fiscal year 2022, the Network continued the de-risking process by entering into additional agreements with insurance companies to purchase single premium group annuity contracts transferring the obligation to make future annuity payments to retirees in amounts equal to the individual's pension benefit.

In connection with a redesign of the network's retirement plans, the Finance Committee of the Board approved amendments to end benefit accruals in the qualified defined benefit pension plan after December 31, 2014. Benefits earned by participants under this plan prior to January 1, 2015 were not affected.

Savings Plan

In 2007, St. Luke's Warren established a 401(k) plan for qualified employees. Contributions to this plan are based on a defined formula of 3% of an employee's contribution. The St. Luke's Warren 401(k) plan was merged with the Network 401(a) plan as of January 1, 2014.

401(a) Plan

All employees hired before January 1, 2009 remain participants in the noncontributory defined benefit pension plan (see Pension Plan, above) through December 31, 2014. At that time, all employees were moved to the 401(a) Plan.

All employees hired after January 1, 2009, are provided with a defined contribution plan 401(a) of which St. Luke's will contribute a percentage of the employee's salary based on the employee's years of service as follows:

Years of Service	% of Annual Salary
1 through 5	2.5 %
6 through 10	4.0 %
11 through 15	5.5 %
16+ years	7.0 %

The Network recorded a defined contribution plan expense of \$43,774,641 and \$35,451,773 for June 30, 2022 and 2021, respectively. The Network has recorded a reserve of \$68,118,493 and \$60,545,843 for June 30, 2022 and 2021, respectively. This liability is included in accrued compensation payable on the consolidated balance sheet.

Retirement Plan 401(k)

As of January 1, 2009, a 401(k) retirement savings plan replaced the 403(b) retirement savings plan for employees of St. Luke's HomeStar Services, LLC, a for-profit organization.

Pension Plan Financial Components

The net pension cost for all Plans and Plan participants during the years ended June 30, 2022 and 2021, includes the following components:

St. Luke's Health Network, Inc. and Controlled Entities
Notes to Consolidated Financial Statements
June 30, 2022 and 2021

Change in benefit obligation	2022	2021
Benefit obligation at beginning of year	\$ 721,589,025	\$ 730,438,302
Interest cost	19,800,125	21,830,984
Plan settlements	(105,544,920)	-
Benefits paid	(19,481,735)	(22,524,844)
Actuarial loss (gain)	<u>(124,364,682)</u>	<u>(8,155,417)</u>
Benefit obligation at end of year	<u>\$ 491,997,813</u>	<u>\$ 721,589,025</u>

Change in plan assets	2022	2021
Fair value of plan assets at beginning of year	\$ 731,717,494	\$ 733,989,073
Actual return on plan assets	(122,867,118)	20,204,550
Employer contributions	-	48,715
Plan settlements	(105,544,920)	-
Benefits paid	<u>(19,481,735)</u>	<u>(22,524,844)</u>
Fair value of plan assets at end of year	<u>\$ 483,823,721</u>	<u>\$ 731,717,494</u>
Funded status at end of year	<u>\$ (8,174,092)</u>	<u>\$ 10,128,469</u>

Amounts recognized in the Consolidated Balance Sheets consist of:

	2022	2021
Current liabilities	\$ -	\$ -
Noncurrent liabilities	<u>(8,174,092)</u>	<u>10,128,469</u>
Net amount recognized in statement of financial position	<u>\$ (8,174,092)</u>	<u>\$ 10,128,469</u>

Amounts recognized in net assets without donor restrictions consist of:

	2022	2021
Unrecognized net loss	<u>\$ 124,359,512</u>	<u>\$ 126,182,106</u>

Information for pension plans with an accumulated benefit obligation in excess of plan assets:

	2022	2021
Projected benefit obligation	\$ 491,997,813	\$ 1,609,070
Accumulated benefit obligation	491,997,813	1,609,070
Fair value of plan assets	483,823,721	N/A

St. Luke's Health Network, Inc. and Controlled Entities
Notes to Consolidated Financial Statements
June 30, 2022 and 2021

Components of net periodic benefit cost and other amounts recognized in net assets without donor restrictions:

Total pension benefit cost	2022	2021
Interest cost	19,800,125	21,830,984
Expected return on plan assets	(20,840,134)	(28,866,614)
Amortization of net (gain) loss	1,743,231	1,863,047
Settlement (gain) loss recognized	19,421,933	-
Net periodic benefit cost	<u>\$ 20,125,155</u>	<u>\$ (5,172,583)</u>

Other changes in plan assets and benefit obligations recognized in net assets without donor restrictions:

	2022	2021
Net loss (gain)	\$ 19,342,570	\$ 506,647
Amortization of (loss) gain	<u>(21,165,164)</u>	<u>(1,863,047)</u>
Total recognized in net assets without donor restrictions	<u>\$ (1,822,594)</u>	<u>\$ (1,356,400)</u>
Total recognized in net periodic benefit cost and unrestricted net assets	<u>\$ 18,302,561</u>	<u>\$ (6,528,983)</u>

The estimated net loss, transition obligation and prior service cost for the defined benefit pension plans that will be amortized from net assets without donor restrictions into net periodic benefit cost over the next fiscal year are \$2,505,892, \$0 and \$0, respectively.

Weighted-average assumptions used to determine benefit obligations:

	2022	2021
Discount rate	4.80%	3.14%
Rate of compensation increase	N/A	N/A

Weighted-average assumptions used to determine net periodic benefit cost:

	2022	2021
Expected long-term return on plan assets	3.25%	4.00%
Discount rate	3.14%	3.04%

St. Luke's Health Network, Inc. and Controlled Entities
Notes to Consolidated Financial Statements
June 30, 2022 and 2021

Plan Assets

The St. Luke's Pension Plans weighted-average asset allocations at June 30, 2022 and 2021, by asset category, are as follows:

Asset Category	Plan Assets at June 30	
	2022	2021
Equity securities	7%	8%
Debt securities	93%	92%
	<u>100%</u>	<u>100%</u>

The Investments are broadly diversified in assets which over time provide the opportunity for appreciation and rising levels of income. The precise mix of assets is determined jointly by the Investment Committee and recommended to the Board of Trustees. The Investment Committee has discretion over the selection of individual securities and the weighting of the investments.

Cash Flows

Contributions

The network expects to contribute \$0.00 to its pension plans in the 2023 fiscal year.

Estimated Future Benefit Payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

2023	\$ 20,099,352
2024	22,861,011
2025	23,565,948
2026	25,204,676
2027	26,632,048
2028-2032	<u>149,787,982</u>
	<u>\$ 268,151,017</u>

The following table presents the Plan's financial instruments as of June 30, 2022, measured at fair value on a recurring basis using the fair value hierarchy defined in Note 9:

	Quoted Prices in Active Markets (Level 1)	Total Fair Value
June 30, 2022		
Investments		
Money market funds	\$ 2,945,499	\$ 2,945,499
Government securities	444,761,459	444,761,459
Common and preferred stock	<u>36,116,763</u>	<u>36,116,763</u>
Total Investments	<u>\$ 483,823,721</u>	<u>\$ 483,823,721</u>

St. Luke's Health Network, Inc. and Controlled Entities

Notes to Consolidated Financial Statements

June 30, 2022 and 2021

19. Insurance Coverage

Effective December 13, 2001, the Parent, established St. Luke's Health Network Insurance Company; a wholly-owned captive insurance company licensed by the State of Vermont providing claims-made coverage for professional and general liability coverages for the Network. St. Luke's converted its fronted captive to a risk retention group ("RRG") effective July 1, 2003. On January 1, 2005, the RRG was converted from a nonprofit risk retention group to a reciprocal risk retention group. As a reciprocal risk retention group, the St. Luke's Health Network Insurance Company is also permitted to provide primary medical professional liability coverage on an occurrence basis to independent physicians and physician's practices. Under this structure, each insured is a subscriber of the St. Luke's Health Network Insurance Company, a Reciprocal Risk Retention Group ("SLHNIC"). Only subscribers of the St. Luke's Health Network will be issued Class A subscriber units. Class A Subscribers of SLHNIC maintain control over SLHNIC. At June 30, 2022 and June 30, 2021, the Network was covered through the SLHNIC by a Hospital Professional Liability policy, with primary limits of \$500,000 for each medical incident and \$2,500,000 in the aggregate for Pennsylvania Mcare Fund eligible institutions and with Physicians Professional Liability coverage with primary limits of \$500,000 for each medical incident, and \$1,500,000 in the aggregate for Pennsylvania Mcare Fund eligible practitioners. The subscriber A program is claims-made coverage. The Subscriber B program is occurrence-based coverage. SLHNIC provides Non-Mcare Fund eligible Subscriber A insureds with primary coverage of \$1 million for each medical incident and \$3 million in the aggregate. The reserve for malpractice claims maintained at June 30, 2022 and 2021 was approximately \$53,458,595 and \$56,951,969 and was estimated using a discount rate of 4.25% and 4.25%, respectively. The discount for Class A and Class B subscribers was \$9,810,283 and \$8,292,548 for June 30, 2022 and 2021, respectively.

St. Luke's Health Network has recorded a receivable as of June 30, 2022 of \$24,972,873 for expected insurance indemnifications and a related liability for the accrued claims in the individual financial statements of the hospitals. St. Luke's Health Network has recorded a receivable as of June 30, 2021 of \$30,168,106 for expected insurance indemnifications and a related liability for the accrued claims in the individual financial statements of the hospitals. The insurance receivable amounts are included in other assets in the respective balance sheets.

The Network participates in the Medical Care Availability and Reduction of Error ("Mcare") Fund, which is a Pennsylvania governmentally authorized entity that for fiscal year 2022 covers claims above \$500,000 per medical incident up to \$1,500,000 aggregate per hospital/insured physician subject to Mcare Fund coverage, as applicable. The assessment for the Mcare Fund payable by the Network is based on the schedule of occurrence rates approved by the Insurance Commissioner of Pennsylvania for the Pennsylvania Professional Liability Joint Underwriting Association ("JUA") multiplied by the annual assessment percentage. The Network recognizes its assessment as expense in the period incurred.

The Network maintains accrued insurance reserves for its self-insured portion of expected workers' compensation claims of approximately \$10,455,408 and \$12,580,219 for the years ended June 30, 2022 and 2021, respectively. The impact of the discount was \$3,684,731 and \$2,592,731 for the years ended June 30, 2022 and 2021, respectively.

St. Luke’s Health Network, Inc. and Controlled Entities
Notes to Consolidated Financial Statements
June 30, 2022 and 2021

20. Deferred Compensation

The Network maintains a 457 Deferred Compensation Plan. This plan is designed to permit certain employees to defer receipt of portions of their compensation, thereby delaying taxation on the deferral amount and on subsequent earnings until the balance is distributed. The Network has fully funded the obligation under the plan. The Network has recorded an asset and a corresponding liability of \$57,944,396 and \$61,850,324 for the years ended June 30, 2022 and 2021 respectively. The assets and corresponding liabilities are included within Deferred compensation plan assets and Accrued compensation payable.

21. Goodwill

Goodwill recorded on the consolidated statements of financial position at June 30, 2022 and 2021 totaled \$87,690,934 and \$95,967,445, respectively. The Network’s goodwill consists of the excess of purchase price over the fair value of identified net assets of businesses acquired.

The changes in the carrying amount of goodwill for the Network for the years ended June 30, 2022 and 2021 are as follows:

Balance as of June 30, 2020	\$ 81,062,089
Goodwill additions during the year	14,905,356
Goodwill impairment during the year	<u>-</u>
Balance as of June 30, 2021	<u>\$ 95,967,445</u>
Goodwill additions during the year	1,321,127
Goodwill amortization during the year	<u>(9,597,638)</u>
Balance as of June 30, 2022	<u>\$ 87,690,934</u>

22. COVID-19 Pandemic

In January 2020, the World Health Organization declared the novel strain of coronavirus (“COVID19”) a Public Health Emergency of International Concern. The COVID-19 pandemic has caused a disruption to our nation’s healthcare system. Such disruption includes reduction in availability of staffing and reductions in the availability of personal protective equipment to prevent spread of the disease during patient treatment. During the initial stages of the COVID-19 outbreak in the Lehigh Valley region in March 2020, and for several months thereafter, elective procedures were postponed in order to prepare for the increased volume of COVID-19 patients and reduce the risk of exposure to COVID-19. The Network continues to monitor developments and the directives of federal, state and local officials to determine what ongoing precautions, procedures, and protocols need to be followed by the organization. On March 27, 2020, the Federal Government passed the CARES Act (Coronavirus Aid, Relief, and Economic Stimulus Act), which allotted \$175 billion dollars to healthcare providers and suppliers through Medicare reimbursements, grants and other direct federal payments.

As of June 30, 2020, the network received \$96,889,144 in provider relief funds and recognized \$85,230,603, based on lost revenue calculation, of these funds within “Other revenue” on the Consolidated Statement of Operations and Changes in Net Assets. In addition, the Network received \$221,159,864 of advanced payments from the Centers for Medicare and Medicaid

St. Luke's Health Network, Inc. and Controlled Entities

Notes to Consolidated Financial Statements

June 30, 2022 and 2021

Services (CMS) Accelerated and Advanced Payments Program, which is recorded as Other Current Liabilities on the Consolidated Balance Sheet. Furthermore, the CARES Act allowed employers to defer the deposits and payments of the employer's share of Social Security taxes. As of June 30, 2020, \$11,397,017 was deferred and recorded within "Accrued Salaries, Wages and Taxes" on the Consolidated Balance Sheet.

From July 1, 2020 to June 30, 2021, the network received an additional \$65,254,985 in provider relief funds and recognized \$70,166,290, based on lost revenue calculation, of these funds within "Other revenue" on the Consolidated Statement of Operations and Changes in Net Assets. In August 2020, the Network returned \$6,732,964 to CMS, as it was received for St. Luke's Hospital Anderson campus in error. In December 2020 the Network returned \$14,271.36 to the PA Department of Human Services because the Blue Mountain Adult Day Care Service was not in operation as of March 31, 2020, as required by Act 24 as a condition to retain the payment.

The CMS Accelerated and Advanced Payments Program started to take back advance payments in fiscal year 2021. The Network maintains a balance of \$192,979,734 as of June 30, 2021, which is recorded as Other Current Liabilities on the Consolidated Balance Sheet.

The CARES Act allowed employers to defer the deposits and payments of the employer's share of Social Security taxes. As of June 30, 2021, \$40,765,783 was deferred and recorded within "Accrued Salaries, Wages and Taxes" on the Consolidated Balance Sheet.

From July 1, 2021 to June 30, 2022, the network received an additional \$14,172,603 in provider relief funds and recognized \$14,172,603, based on lost revenue calculation, of these funds within "Other revenue" on the Consolidated Statement of Operations and Changes in Net Assets.

The CMS Accelerated and Advanced Payments Program continued to take back advance payments in fiscal year 2022. The Network maintains a balance of \$27,932,420 as of June 30, 2022, which is recorded as Other Current Liabilities on the Consolidated Balance Sheet.

The CARES Act allowed employers to defer the deposits and payments of the employer's share of Social Security taxes. As of June 30, 2022, \$20,382,945 remained in deferred and is recorded within "Accrued Salaries, Wages and Taxes" on the Consolidated Balance Sheet.

23. Litigation

The Network and its controlled entities are involved in certain litigation which involves professional and general liability. In the opinion of management and in-house counsel, the ultimate liability, if any, will not have a material effect on the consolidated financial condition of the Network and its controlled entities.

24. Subsequent Events

The Network has performed an evaluation of subsequent events through October 25, 2022, which is the date the financial statements were issued. Based on the definitions and requirements of generally accepted accounting principles in the United States of America, management has not identified any events that require recognition or disclosure in the consolidated financial statements.

Consolidating Supplemental Information

St. Luke's Health Network, Inc. and Controlled Entities
Consolidating Balance Sheet
June 30, 2022

Schedule I

	St. Luke's University Health Network, Inc.	St. Luke's Hospital of Bethlehem, Pennsylvania	St. Luke's Quakertown Hospital	Miners Memorial Medical Center	St. Luke's Hospital Anderson Campus	St. Luke's Warren Hospital	St. Luke's Hospital Monroe Campus	St. Luke's Hospital Carbon Campus	St. Luke's Hospital Easton Campus	St. Luke's Physician Group	St. Luke's Physician Group NJ
Assets											
Current											
Cash and cash equivalents	\$ -	\$ 258,756,693	\$ 995	\$ 24,598	\$ 20	\$ 946,740	\$ 300	\$ 1,436,297	\$ -	\$ 21,526	\$ 10,583
Investment in controlled entities	1,069,143,953	-	-	-	-	-	-	-	-	-	-
Patient accounts receivable, net	-	138,740,586	15,263,072	5,616,564	37,065,777	9,591,598	15,622,824	16,640,992	3,081,745	15,970,374	1,219,878
Other accounts receivable	-	35,714,422	184,591	263,527	380,261	294,847	370,486	119,376	9,012	2,283,439	15,300
Investments	-	200,848,582	-	-	-	-	-	-	-	-	-
Inventories	-	33,527,793	1,981,120	1,357,738	5,701,319	2,507,108	3,486,114	1,144,615	1,682,128	-	-
Prepaid expenses	-	28,699,897	533,436	510,454	1,819,915	713,629	1,280,879	206,508	338,062	1,958,984	89,421
Estimated third-party payor settlements	-	-	-	-	-	-	-	386,765	-	-	-
Total current assets	1,069,143,953	696,287,973	17,963,214	7,772,881	44,967,292	14,053,922	20,760,603	19,934,553	5,110,947	20,234,323	1,335,182
Noncurrent											
Investments	-	861,238,065	54,808,976	639,542	1,393,842	1,819,893	123,569,577	519,415	200,771	-	-
Property and equipment, net	-	536,335,100	108,338,895	28,354,948	217,463,331	64,811,784	85,117,260	83,558,580	41,737,376	26,520,732	3,448,071
Goodwill	-	45,500,254	-	741,600	6,252,139	11,841,099	461,115	-	-	4,310,473	771,243
Due from affiliates	-	254,426,996	-	-	-	43,205,253	-	-	-	-	-
Investments in joint ventures	-	77,614,905	-	-	-	-	-	-	-	-	-
Operating lease right-of-use assets, net	-	128,860,006	2,792,598	8,588,769	5,008,214	9,140,126	13,838,597	-	559,338	21,710,447	1,586,832
Deferred compensation plan assets	-	57,581,534	-	-	-	-	-	-	-	-	-
Other assets	-	38,758,198	2,825,451	2,541,797	111,381	220,136	268,576	64,230	-	-	-
Total assets	\$ 1,069,143,953	\$ 2,696,603,031	\$ 186,729,134	\$ 48,639,537	\$ 275,196,199	\$ 145,092,213	\$ 244,015,728	\$ 104,076,778	\$ 47,608,432	\$ 72,775,975	\$ 7,141,328

St. Luke's Health Network, Inc. and Controlled Entities
Consolidating Balance Sheet
June 30, 2022

Schedule I

	Emergency and Transport Services	St. Luke's Ambulatory Services	Two Rivers Enterprises, Inc.	Sacred Heart Healthcare System	Tamaqua Medical Center Properties, LLC	Penn Foundation	Penn Gardens	Penn Villa Corp.	Eliminations	Consolidated Totals
Assets										
Current										
Cash and cash equivalents	\$ -	\$ -	\$ -	\$ -	\$ -	7,188,992	\$ 36,031	\$ 96,824	\$ -	\$ 268,519,599
Investment in controlled entities	-	-	-	-	-	-	-	-	(1,069,143,953)	-
Patient accounts receivable, net	492,315	464,507	-	-	-	2,354,375	-	-	-	262,124,607
Other accounts receivable	1,050	162,000	-	-	-	128,687	508	134	-	39,927,640
Investments	-	-	-	-	-	-	-	-	-	200,848,582
Inventories	-	-	-	-	-	-	-	-	-	51,387,935
Prepaid expenses	35,587	42,032	6	-	-	68,408	2,360	5,890	-	36,305,468
Estimated third-party payor settlements	-	-	-	-	-	-	-	-	(386,765)	-
Total current assets	528,952	668,539	6	-	-	9,740,462	38,899	102,848	(1,069,530,718)	859,113,831
Noncurrent										
Investments	17,302	-	-	-	-	379,598	-	-	-	1,044,586,981
Property and equipment, net	1,438,509	659,064	1,174,488	-	842,964	17,473,308	520,197	873,085	-	1,218,667,692
Goodwill	-	16,506,715	-	-	-	-	1,306,296	-	-	87,690,934
Due from affiliates	-	-	-	3,828,043	-	-	-	-	(301,460,292)	-
Investments in joint ventures	-	-	-	-	-	100	-	-	(100)	77,614,905
Operating lease right-of-use assets, net	984,314	1,568,944	-	-	-	557,784	-	-	-	195,195,969
Deferred compensation plan assets	-	-	-	-	-	362,862	-	-	-	57,944,396
Other assets	-	-	-	-	-	4,027,828	283,792	182,653	-	49,284,042
Total assets	\$ 2,969,077	\$ 19,403,262	\$ 1,174,494	\$ 3,828,043	\$ 842,964	\$ 32,541,942	\$ 2,149,184	\$ 1,158,586	\$ (1,370,991,110)	\$ 3,590,098,750

St. Luke's Health Network, Inc. and Controlled Entities
Consolidating Balance Sheet
June 30, 2022

Schedule I

	St. Luke's University Health Network, Inc.	Hospital of Bethlehem, Pennsylvania	St. Luke's Quakertown Hospital	Miners Memorial Medical Center	St. Luke's Hospital Anderson Campus	St. Luke's Warren Hospital	St. Luke's Hospital Monroe Campus	St. Luke's Hospital Carbon Campus	St. Luke's Hospital Easton Campus	St. Luke's Physician Group	St. Luke's Physician Group NJ
Liabilities and Net Assets											
Current											
Accounts payable	\$ -	\$ 154,493,868	\$ 1,342,282	\$ 1,315,216	\$ 2,977,595	\$ 1,586,546	\$ 2,083,552	\$ 791,262	\$ 799,092	\$ 14,645,138	\$ 152,406
Accrued salaries, wages and taxes	-	54,571,867	498,364	555,288	1,550,909	1,723,332	732,573	351,960	343,671	114,534,958	3,028,031
Accrued vacation	-	39,396,291	1,993,265	1,997,424	4,184,294	3,053,337	2,129,327	1,455,647	726,014	29,205,964	1,237,601
Current portion of self insurance reserves	-	37,280,448	-	-	-	336,628	-	-	-	-	-
Current portion of long-term debt	-	64,745,415	-	257,323	-	84,703	63,028	3,304,177	77,777	94,749	-
Current portion of operating lease obligations	-	16,232,419	982,810	1,484,053	1,187,937	2,357,214	1,474,322	-	136,279	3,965,311	638,704
Current portion of accrued compensation payable	-	5,369,998	-	-	-	-	-	-	-	-	-
Accrued interest on long-term debt	-	12,774,824	1,368,975	-	-	293,270	-	-	-	-	-
Estimated third-party payor settlements	-	23,981,258	342,278	4,058,789	6,002,815	4,374,856	10,056,047	-	4,037,916	-	-
Other current liabilities	-	53,085,816	957,877	2,899,670	766,971	3,852,094	4,201,231	140,221	444,821	19,644	-
Total current liabilities	-	461,932,204	7,485,851	12,567,763	16,670,521	17,661,980	20,740,080	6,043,267	6,565,570	162,465,764	5,056,742
Due to affiliates	-	-	88,151,818	1,757,630	32,010,511	-	46,350,528	10,813,908	70,521,187	27,823,107	3,110,264
Long-term debt, net of current portion	-	936,923,782	80,944,019	2,336,224	-	39,339,260	176,081,684	94,537,853	327,498	937,090	-
Long-term operating lease obligations	-	115,147,666	1,858,087	7,196,022	3,839,134	6,886,574	12,631,832	-	438,023	18,093,020	956,852
Accrued compensation payable	-	128,879,954	-	-	-	-	-	-	-	-	-
Self insurance reserves	-	75,690,606	-	-	-	683,456	-	-	-	-	-
Swap contracts	-	35,576,516	-	-	-	-	-	-	-	-	-
Asset retirement obligation	-	3,247,932	65,030	249,759	-	-	-	-	-	-	-
Other noncurrent liabilities	-	38,672,123	24,568	15,533	-	24,196	-	-	-	-	-
Total liabilities	-	1,796,070,783	178,529,373	24,122,931	52,520,166	64,595,466	255,804,124	111,395,028	77,852,278	209,318,981	9,123,858
Net assets											
Net assets (liabilities) without donor restrictions	944,048,591	798,102,944	(2,620,858)	21,350,800	221,194,157	78,484,247	(12,235,282)	(7,431,122)	(30,444,617)	(136,543,006)	(1,982,530)
Net assets with donor restrictions	125,095,362	102,429,304	10,820,619	3,165,806	1,481,876	2,012,500	446,886	112,872	200,771	-	-
Total net assets (liabilities)	1,069,143,953	900,532,248	8,199,761	24,516,606	222,676,033	80,496,747	(11,788,396)	(7,318,250)	(30,243,846)	(136,543,006)	(1,982,530)
Total liabilities and net assets	\$ 1,069,143,953	\$ 2,696,603,031	\$ 186,729,134	\$ 48,639,537	\$ 275,196,199	\$ 145,092,213	\$ 244,015,728	\$ 104,076,778	\$ 47,608,432	\$ 72,775,975	\$ 7,141,328

St. Luke's Health Network, Inc. and Controlled Entities
Consolidating Balance Sheet
June 30, 2022

Schedule I

	Emergency and Transport Services	St. Luke's Ambulatory Services	Two Rivers Enterprises, Inc.	Sacred Heart Healthcare System	Tamaqua Medical Center Properties, LLC	Penn Foundation	Penn Gardens	Penn Villa Corp.	Eliminations	Consolidated Totals
Liabilities and Net Assets										
Current										
Accounts payable	\$ 29,900	\$ 199,267	\$ 1,625	\$ -	\$ -	\$ 399,620	\$ 4,351	\$ 9,511	\$ 3	\$ 180,831,234
Accrued salaries, wages and taxes	159,500	19,928	-	-	-	191,161	-	-	-	178,261,542
Accrued vacation	428,056	87,048	-	-	-	1,194,446	-	-	-	87,088,714
Current portion of self insurance reserves	-	-	-	-	-	-	-	-	-	37,617,076
Current portion of long-term debt	21,440	-	-	-	-	421,428	40,349	-	-	69,110,389
Current portion of operating lease obligations	148,856	159,359	-	-	-	178,876	-	-	-	28,946,140
Current portion of accrued compensation payable	-	-	-	-	-	12,395	-	-	-	5,382,393
Accrued interest on long-term debt	215	-	-	-	-	-	21,296	-	-	14,458,580
Estimated third-party payor settlements	-	-	-	-	-	-	-	-	(386,765)	52,467,194
Other current liabilities	2,801	-	4,658,023	3,878,909	-	914,730	5,328	-	-	75,828,136
Total current liabilities	790,768	465,602	4,659,648	3,878,909	-	3,312,656	71,324	9,511	(386,762)	729,991,398
Due to affiliates	33,646,990	15,429,235	1,919,149	-	925,480	2,627,466	32,976	22,419	(335,142,668)	-
Long-term debt, net of current portion	-	-	-	-	-	5,402,279	612,381	390,000	-	1,337,832,070
Long-term operating lease obligations	846,737	1,427,503	-	-	-	382,727	-	-	-	169,704,177
Accrued compensation payable	-	-	-	-	-	297,479	-	-	-	129,177,433
Self insurance reserves	-	-	-	-	-	-	-	-	-	76,374,062
Swap contracts	-	-	-	-	-	-	-	-	-	35,576,516
Asset retirement obligation	-	-	-	-	-	-	-	-	-	3,562,721
Other noncurrent liabilities	-	-	-	-	-	-	-	-	-	38,736,420
Total liabilities	35,284,495	17,322,340	6,578,797	3,878,909	925,480	12,022,607	716,681	421,930	(335,529,430)	2,520,954,797
Net assets										
Net assets (liabilities) without donor restrictions	(32,332,720)	2,080,922	(5,404,303)	(50,866)	(82,516)	16,111,909	1,432,503	736,656	(910,366,318)	944,048,591
Net assets with donor restrictions	17,302	-	-	-	-	4,407,426	-	-	(125,095,362)	125,095,362
Total net assets (liabilities)	(32,315,418)	2,080,922	(5,404,303)	(50,866)	(82,516)	20,519,335	1,432,503	736,656	(1,035,461,680)	1,069,143,953
Total liabilities and net assets	\$ 2,969,077	\$ 19,403,262	\$ 1,174,494	\$ 3,828,043	\$ 842,964	\$ 32,541,942	\$ 2,149,184	\$ 1,158,586	\$ (1,370,991,110)	\$ 3,590,098,750

St. Luke's Health Network, Inc. and Controlled Entities
Consolidating Statement of Operations
Year Ended June 30, 2022

Schedule II

	St. Luke's University Health Network, Inc.	St. Luke's Hospital of Bethlehem, Pennsylvania	St. Luke's Quakertown Hospital	Miners Memorial Medical Center	St. Luke's Hospital Anderson Campus	St. Luke's Warren Hospital	St. Luke's Hospital Monroe Campus	St. Luke's Hospital Carbon Campus	St. Luke's Hospital Easton Campus	St. Luke's Physician Group	St. Luke's Physician Group NJ
Net patient service revenue	\$ -	\$ 1,361,296,963	\$ 130,824,547	\$ 101,786,215	\$ 387,518,581	\$ 168,888,529	\$ 210,401,594	\$ 42,663,739	\$ 52,386,292	\$ 372,162,440	\$ 28,935,991
Other operating revenue and gains	-	40,338,899	2,310,989	3,824,614	4,850,081	1,421,437	3,273,342	435,809	1,443,830	6,330,523	1,182,278
Net assets released from restrictions used for operations	-	5,031,427	23,123	126,409	73,603	66,428	9,132	4,018	975	39,549	-
Equity in net income from controlled entities	(36,848,161)	-	-	-	-	-	-	-	-	-	-
Total revenue	(36,848,161)	1,406,667,289	133,158,659	105,737,238	392,442,265	170,376,394	213,684,068	43,103,566	53,831,097	378,532,512	30,118,269
Operating expenses											
Salaries and employee benefits	-	579,557,144	57,484,963	46,535,289	137,462,655	66,545,212	84,080,731	22,859,714	25,084,810	550,698,446	33,614,590
Supplies and other	-	535,630,891	52,628,539	37,563,666	141,347,087	58,440,898	86,932,211	15,227,946	24,448,377	119,930,370	13,775,039
Depreciation and amortization	-	47,539,506	9,328,436	4,380,612	20,709,879	8,324,780	11,791,113	5,013,316	2,362,418	11,726,385	644,846
Interest	-	17,003,202	3,906,754	537,495	11,484,254	2,662,714	5,339,050	1,628,679	424,571	48,792	-
Total expenses	-	1,179,730,743	123,348,692	89,017,062	311,003,875	135,973,604	188,143,105	44,729,655	52,320,176	682,403,993	48,034,475
Income (loss) from operations	(36,848,161)	226,936,546	9,809,967	16,720,176	81,438,390	34,402,790	25,540,963	(1,626,089)	1,510,921	(303,871,481)	(17,916,206)
Nonoperating gains (losses)											
Unrestricted investment income	-	22,624,415	168,427	(3,974)	3,223	1,452	472,558	569	532	16,638	-
Realized gains on investments	-	11,245,158	(713,835)	-	-	-	508,287	-	-	-	-
Change in unrealized gains (losses) on investments	-	(144,474,149)	(2,098,350)	(114,554)	(657,789)	(292,353)	(7,981,674)	(130,427)	(110,781)	(271,733)	-
Income from equity method investments	-	4,498,148	-	-	-	-	-	-	-	-	-
Gain (loss) on disposal of property and equipment	-	(209,261)	-	-	-	-	-	-	-	(10,934)	(8,296)
Donations and grants to other organizations	-	(13,104,928)	(399,968)	(17,820)	(369,438)	(222,761)	(213)	(1,356,627)	-	(100,000)	-
Change in fair market value of derivatives	-	35,538,046	-	-	-	-	-	-	-	-	-
Goodwill impairment	-	(5,090,410)	-	(82,400)	(694,682)	(1,315,678)	(16,409)	-	-	(478,286)	(85,694)
(Loss) on refinancing	-	(672,569)	(89,984)	(37,486)	(214,325)	(868,103)	(141,565)	(37,916)	(35,372)	(88,346)	-
Pension and annuity settlement cost	-	(19,935,890)	-	-	-	-	-	-	-	-	-
Other nonoperating	-	(318,491)	(296,644)	(47,174)	(334,181)	12,932	(72,204)	(1,691,978)	(17,033)	(408,808)	(8,652)
Nonoperating gains/(losses)	-	(109,899,931)	(3,430,354)	(303,408)	(2,267,192)	(2,684,511)	(7,231,220)	(3,216,379)	(162,654)	(1,341,469)	(102,642)
Excess (deficiency) of revenue and gains in excess of expenses	(36,848,161)	117,036,615	6,379,613	16,416,768	79,171,198	31,718,279	18,309,743	(4,842,468)	1,348,267	(305,212,950)	(18,018,848)

St. Luke's Health Network, Inc. and Controlled Entities
Consolidating Statement of Operations
Year Ended June 30, 2022

Schedule II

	Emergency and Transport Services	St. Luke's Ambulatory Services	Two Rivers Enterprises, Inc.	Sacred Heart Healthcare System	Tamaqua Medical Center Properties, LLC	Penn Foundation	Penn Gardens	Penn Villa Corp.	Eliminations	Consolidated Totals
Net patient service revenue	\$ 9,202,559	\$ 7,584,988	\$ -	\$ -	\$ -	\$ 24,964,430	\$ -	\$ -	\$ (2,820,311)	\$ 2,895,796,557
Other operating revenue and gains	153,856	145,759	23,483	-	-	1,566,839	233,591	120,987	(50,004)	67,606,313
Net assets released from restrictions used for operations	-	-	-	-	-	288,700	-	-	-	5,663,364
Equity in net income from controlled entities	-	-	-	-	-	-	-	-	36,848,161	-
Total revenue	9,356,415	7,730,747	23,483	-	-	26,819,969	233,591	120,987	33,977,846	2,969,066,234
Operating expenses										
Salaries and employee benefits	12,115,241	1,686,312	-	-	-	21,148,028	15,326	28,006	-	1,638,916,467
Supplies and other	1,987,556	3,605,634	84,684	-	-	4,283,058	75,381	74,393	(2,870,315)	1,093,165,415
Depreciation and amortization	597,795	153,622	54,036	-	61,046	1,188,783	57,815	82,005	-	124,016,393
Interest	428	-	-	-	-	205,050	52,573	-	-	43,293,562
Total expenses	14,701,020	5,445,568	138,720	-	61,046	26,824,919	201,095	184,404	(2,870,315)	2,899,391,837
Income (loss) from operations	(5,344,605)	2,285,179	(115,237)	-	(61,046)	(4,950)	32,496	(63,417)	36,848,161	69,674,397
Nonoperating gains (losses)										
Unrestricted investment income	-	-	-	-	-	23,971	7	73	-	23,307,891
Realized gains on investments	-	-	-	-	-	-	-	-	-	11,039,610
Change in unrealized gains (losses) on investments	-	-	-	-	-	-	-	-	-	(156,131,810)
Income from equity method investments	-	-	-	-	-	-	-	-	-	4,498,148
Gain (loss) on disposal of property and equipment	-	-	-	-	-	-	-	-	-	(228,491)
Donations and grants to other organizations	-	-	-	-	-	-	-	-	-	(15,571,755)
Change in fair market value of derivatives	-	-	-	-	-	-	-	-	-	35,538,046
Goodwill impairment	-	(1,834,079)	-	-	-	-	-	-	-	(9,597,638)
(Loss) on refinancing	-	-	-	-	-	-	-	-	-	(2,185,666)
Pension and annuity settlement cost	-	-	-	-	-	-	-	-	-	(19,935,890)
Other nonoperating	9,358	-	-	-	-	92,888	-	-	-	(3,079,987)
Nonoperating gains/(losses)	9,358	(1,834,079)	-	-	-	116,859	7	73	-	(132,347,542)
Excess (deficiency) of revenue and gains in excess of expenses	(5,335,247)	451,100	(115,237)	-	(61,046)	111,909	32,503	(63,344)	36,848,161	(62,673,145)

St. Luke's Health Network, Inc. and Controlled Entities
Note to Supplemental Information
June 30, 2022

1. Basis of Presentation

The accompanying supplemental information includes the Consolidating Balance Sheets and Consolidating Statement of Operations of the Network at June 30, 2022. The supplemental information has been prepared in a manner consistent with generally accepted accounting principles and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The supplemental combining information is presented only for purposes of additional analysis and not as a presentation of the financial position and results of the individual entities.