

**Novant Health, Inc.
and Affiliates**

**Consolidated Financial Statements and
Supplemental Information
December 31, 2021 and 2020**

Novant Health, Inc. and Affiliates
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December 31, 2021 and 2020

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Report of Independent Auditors

To the Board of Trustees of Novant Health, Inc.

Opinion

We have audited the accompanying consolidated financial statements of Novant Health, Inc. and Affiliates (the “Company”), which comprise the consolidated balance sheets as of December 31, 2021 and 2020, and the related consolidated statements of operations and 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 December 31, 2021 and 2020 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.

Pricewaterhouse Coopers LLP

March 28, 2022

Novant Health, Inc. and Affiliates
Consolidated Balance Sheets
December 31, 2021 and 2020

<i>(in thousands of dollars)</i>	2021	2020
Assets		
Current assets		
Cash and cash equivalents	\$ 795,602	\$ 711,822
Accounts receivable, net	896,263	670,736
Short-term investments	411,440	330,742
Current portion of assets limited as to use	40,627	42,674
Receivable for settlement with third-party payors	16,315	25,109
Other current assets	343,152	259,254
Total current assets	2,503,399	2,040,337
Assets limited as to use	299,263	234,676
Long-term investments	3,514,345	2,984,671
Property and equipment, net	2,883,230	2,400,069
Right-of-use assets, net	520,111	493,354
Intangible assets and goodwill, net	854,249	310,047
Investments in affiliates	53,954	54,954
Deferred tax asset	3,980	5,317
Other assets	135,879	128,253
Total assets	\$ 10,768,410	\$ 8,651,678
Liabilities and Net Assets		
Current liabilities		
Current portion of long-term debt	\$ 54,637	\$ 54,848
Short-term borrowings	124,518	149,592
Accounts payable	312,751	277,310
Accrued liabilities	810,460	682,673
Current portion of operating lease liabilities	106,774	88,796
Estimated third-party payor settlements	80,207	87,982
Total current liabilities	1,489,347	1,341,201
Long-term debt, net of current portion	2,610,282	1,275,987
Deferred tax liability	5,201	5,194
Operating lease liabilities, net of current portion	429,628	418,011
Derivative financial instruments	39,260	51,803
Employee benefits and other liabilities	466,152	589,583
Total liabilities	5,039,870	3,681,779
Commitments and contingencies		
Net assets		
Without donor restrictions - attributable to Novant Health	5,630,943	4,805,811
Without donor restrictions - noncontrolling interests	6,675	79,252
Total net assets without donor restrictions	5,637,618	4,885,063
With donor restrictions	90,922	84,836
Total net assets	5,728,540	4,969,899
Total liabilities and net assets	\$ 10,768,410	\$ 8,651,678

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

Novant Health, Inc. and Affiliates
Consolidated Statements of Operations and Changes in Net Assets
Years Ended December 31, 2021 and 2020

<i>(in thousands of dollars)</i>	2021	2020
Operating revenues and other support		
Net patient service revenues	\$ 6,811,318	\$ 5,052,794
Other revenue	584,828	629,981
Total operating revenues and other support	<u>7,396,146</u>	<u>5,682,775</u>
Operating expenses		
Salaries and employee benefits	3,924,166	3,083,108
Supplies and other	2,685,642	2,073,090
Depreciation and amortization expense	339,633	260,051
Interest expense	77,696	78,022
Total operating expenses	<u>7,027,137</u>	<u>5,494,271</u>
Operating income	369,009	188,504
Non-operating income (expense)		
Investment income	452,815	201,823
Loss on extinguishment of debt	(4,456)	(6,208)
Income tax expense	(4,793)	(505)
Other net periodic pension costs	(576)	(1,459)
Excess of revenues over expenses	<u>\$ 811,999</u>	<u>\$ 382,155</u>
Other changes in net assets without donor restrictions		
Deconsolidation of Novant Health UVA Health System	(60,185)	-
Change in funded status of defined benefit plans	1,206	(878)
Amortization of deferred loss on derivative financial instruments	2,984	3,180
Other changes in net assets without donor restrictions	(3,449)	(1,184)
Increase in net assets without donor restrictions	<u>752,555</u>	<u>383,273</u>
Net assets with donor restrictions		
Assumption of net assets with donor restrictions from acquisition	20,364	-
Deconsolidation of Novant Health UVA Health System	(3,749)	-
Contributions and investment income	31,722	11,740
Net assets released from restrictions for operations	(42,251)	(11,636)
Increase in net assets with donor restrictions	<u>6,086</u>	<u>104</u>
Increase in total net assets	758,641	383,377
Net assets, beginning of period	<u>4,969,899</u>	<u>4,586,522</u>
Net assets, end of period	<u>\$ 5,728,540</u>	<u>\$ 4,969,899</u>

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

Novant Health, Inc. and Affiliates
Consolidated Statements of Cash Flows
Years Ended December 31, 2021 and 2020

(in thousands of dollars)

	2021	2020
Cash flows from operating activities		
Increase in net assets	\$ 758,641	\$ 383,377
Adjustments to reconcile changes in net assets to net cash provided by operating activities		
Depreciation, amortization and accretion	340,303	259,735
Loss (gain) on sale of consolidated entities	29,682	(6,500)
Change in net assets due to sale of consolidated affiliate	63,934	-
Loss on extinguishment of debt	4,456	6,208
Actuarial loss on pension and postretirement benefits	1,162	1,253
Change in funded status of defined benefit plans	(1,206)	878
Share of earnings in affiliates, net of distributions	12,153	17,196
Net realized and unrealized gains on assets limited as to use and investments	(401,591)	(164,305)
Change in fair value of interest rate swaps	(12,543)	7,906
Contributions restricted for capital	(11,743)	(1,468)
Changes in operating assets and liabilities, net of assets acquired and liabilities assumed		
Accounts receivable	(147,043)	(92,662)
Accounts payable and accrued liabilities	(10,076)	178,105
Medicare advanced (repayments) payments	(70,228)	373,718
Long-term liabilities	89,462	54,624
Other current assets	(15,578)	(28,406)
Third-party payor settlements	(1,712)	42,742
Deferred taxes, net	1,344	1,300
Other assets and liabilities, net	(18,105)	(10,514)
Net cash provided by operating activities	<u>611,312</u>	<u>1,023,187</u>
Cash flows from investing activities		
Capital expenditures	(288,021)	(372,021)
Proceeds from sales of long-term investments	1,603,097	1,910,189
Purchase of long-term investments	(1,571,345)	(2,278,671)
Proceeds from sales of short-term investments	543,419	341,485
Purchase of short-term investments	(627,104)	(477,778)
Proceeds from sale of property and equipment	17,800	2,821
Proceeds from sale of consolidated entities, net of cash disposed	115,905	8,500
Acquisition of business, net of cash acquired	(1,509,769)	-
Investments in unconsolidated affiliates	(11,631)	(2,759)
Other investing activities	(1,663)	(1,145)
Net cash used in investing activities	<u>(1,729,312)</u>	<u>(869,379)</u>

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

Novant Health, Inc. and Affiliates
Consolidated Statements of Cash Flows, continued
Years Ended December 31, 2021 and 2020

(in thousands of dollars)

	2021	2020
Cash flows from financing activities		
Principal payments on long-term debt	(16,151)	(288,136)
Proceeds from long-term debt	1,491,682	264,165
(Payments on) proceeds from repurchase agreements, net	(25,000)	61,124
Proceeds from sale of accounts receivable	28,408	32,109
Contributions from consolidated affiliate	54,544	-
Extinguishment of bonds	(145,228)	-
Proceeds from revolving credit facility	1,600,000	675,000
Payments on revolving credit facility	(1,600,000)	(675,000)
Other financing activities	8,533	4,559
	<u>1,396,788</u>	<u>73,821</u>
Net cash provided by financing activities	1,396,788	73,821
Net increase in cash, cash equivalents and restricted cash	278,788	227,629
Cash, cash equivalents and restricted cash		
Beginning of year	<u>861,678</u>	<u>634,049</u>
End of year	<u>\$ 1,140,466</u>	<u>\$ 861,678</u>

	2021	2020
Supplemental disclosure of cash flow information		
Interest paid	\$ 82,960	\$ 74,806
Income taxes paid	5,203	2,945
Supplemental disclosure of noncash financing and investing activities		
Property and equipment financed through current liabilities	49,719	37,090

The following table reconciles cash and cash equivalents on the consolidated balance sheets to cash, cash equivalents and restricted cash on the consolidated statements of cash flows:

	2021	2020
Cash and cash equivalents	\$ 795,602	\$ 711,822
Restricted cash included in assets limited as to use:		
Bond proceeds	9,989	18,180
Nonqualified plans	8,967	10,791
Transition stabilization escrow (footnote 4)	62,757	-
Other	13,045	12,152
Cash and cash equivalents included in long-term investments	<u>250,106</u>	<u>108,733</u>
Total cash, cash equivalents and restricted cash shown in the consolidated statements of cash flows	<u>\$ 1,140,466</u>	<u>\$ 861,678</u>

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

Novant Health, Inc. and Affiliates

Notes to Consolidated Financial Statements

December 31, 2021 and 2020

(in thousands of dollars)

1. Reporting Entity

Novant Health, Inc. (“Novant Health” or the “Company”) is a nonprofit, integrated health care network of physician clinics, outpatient facilities and hospitals that serves patients and communities in North Carolina, South Carolina and Georgia. The Novant Health network consists of over 2,300 physicians and over 35,000 team members at more than 800 locations, including 14 medical centers and hundreds of outpatient facilities and physician clinics. Headquartered in Winston-Salem, North Carolina, Novant Health is committed to making healthcare remarkable for patients and communities, serving more than 6 million patients annually. Novant Health and its affiliates serve their communities with programs including health education, home health care, prenatal clinics, community clinics and immunization services.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

Principles of Consolidation

The consolidated financial statements include the accounts of all affiliates controlled by Novant Health. All intercompany transactions and balances have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with GAAP 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Significant estimates include, but are not limited to, accounts receivable price concessions, third-party payor settlements, goodwill and intangible asset valuation and subsequent recoverability, useful lives of intangible assets and property and equipment and medical and professional liability and other self-insurance accruals related assumptions.

Fair Value of Financial Instruments

The fair value of financial instruments approximates the carrying amount reported in the consolidated balance sheets for cash and cash equivalents, investments other than alternatives, assets limited as to use and interest rate swaps. More information can be found in Note 9, *Fair Value Measurements*.

Cash and Cash Equivalents

Cash and cash equivalents include highly liquid investments with an original maturity of three months or less, excluding amounts limited as to use by board designation, donors or trustees and certain amounts that are reported as long-term investments.

Novant Health, Inc. and Affiliates

Notes to Consolidated Financial Statements

December 31, 2021 and 2020

(in thousands of dollars)

Restricted Cash

Novant Health holds cash that is restricted by the Company to purchase investments, pay participants in the Company's nonqualified plan, make payments related to the transition stabilization fund and fund expenditures with proceeds of the Series 2019 A bonds. Restricted cash balances were \$344,864 and \$149,856 as of December 31, 2021 and 2020, respectively, and are classified as current or long-term, consistent with the nature of their intended use based on the restrictions.

Accounts Receivable

Accounts receivable consist primarily of amounts owed by various governmental agencies, insurance companies and patients. Novant Health manages these receivables by regularly reviewing the accounts and contracts and by recording appropriate price concessions. Amounts the Company receives for treatment of patients covered by governmental programs and third-party payors as well as directly from patients are subject to both explicit and implicit price concessions. The Company estimates these price concessions using contractual agreements, discount policies and historical experience. Novant Health records price concessions in the period of service based on the analysis and consideration of these factors.

Leases

Novant Health leases property and equipment under finance and operating leases and determines if an arrangement is a lease at the inception of the contract. Right-of-use assets represent the Company's right to use the underlying assets for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the leases. For leases with terms greater than 12 months, the related right-of-use assets and liabilities are recorded at the present value of lease payments over the term. Many of the Company's leases include rental escalation clauses and renewal options that are factored into our determination of lease payments when appropriate. The Company uses its estimated incremental borrowing rate, which is derived from information available at the lease commencement date, in determining the present value of the lease payment.

Other Current Assets

Other current assets include inventories (which primarily consist of hospital and medical supplies and pharmaceuticals), prepaid expenses and other receivables. Inventory costs are determined primarily using the average cost method and are stated at the lower of cost or net realizable value.

Investments

Debt investments are classified as trading securities. All debt investments are designated as trading at the time of acquisition. Unrealized gains and losses on debt and equity investments are included in excess of revenues over expenses, unless the income or loss is restricted by donor or law. Long-term investments are classified as noncurrent assets as the Company does not expect to use these funds to meet its current liabilities.

Novant Health, Inc. and Affiliates

Notes to Consolidated Financial Statements

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(in thousands of dollars)

Investments in equity and debt securities with readily determinable fair values are measured at fair value based on prices obtained on active markets or exchanges. The Company also invests in alternative and private equity investments through funds structured as limited partnerships, limited liability companies (“LLC’s”) and corporations. These investments are recorded using the equity method, with the values provided by the respective partnership, LLC or corporation based on market value or other estimates that require varying degrees of judgment. The Company also has certain investments that are reported at Net Asset Value (“NAV”) as permitted under GAAP. Novant Health believes the NAV reported at the end of the period is representative of the price we would receive if we sold the investment. For all of the Company’s long-term investments, the related earnings are reported as investment income in the consolidated statements of operations and changes in net assets. At December 31, 2021 and 2020, the Company held \$30,233 and \$12,362, respectively, of long-term investments that were accounted for at cost less impairment with adjustments made for any observable price changes resulting from an orderly transaction for the identical or a similar investment of the same issuer.

Investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect the investment balances included in the consolidated financial statements.

Assets Limited as to Use

Assets limited as to use primarily include assets held by trustees, the transition stabilization fund and assets designated for specific purposes by the Board of Trustees.

Derivatives

The Company selectively enters into interest rate protection agreements to mitigate changes in interest rates on variable rate borrowings. The notional amounts of such agreements are used to measure the interest to be paid or received and do not represent the amount of exposure to loss. None of these agreements are used for speculative or trading purposes.

Derivatives are recognized on the consolidated balance sheets at fair value. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and further, on the type of hedging relationship. The Company formally documents the hedging relationships at inception of the contract for derivative transactions, including identifying the hedge instruments and hedged items, as well as the risk management objectives and strategies for entering into the hedge transaction. At inception and on a quarterly basis thereafter, the Company assesses the effectiveness of derivatives used to hedge transactions. If a cash flow hedge is deemed highly effective, the change in fair value is recorded as a change in net assets without donor restrictions. The change in fair value of derivatives that do not qualify for hedge accounting is recognized in excess of revenues over expenses.

Novant Health, Inc. and Affiliates

Notes to Consolidated Financial Statements

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(in thousands of dollars)

Property and Equipment

Property and equipment are recorded at cost, if purchased, or at fair value at the date of donation, if donated. Depreciation is computed on a straight-line basis over the estimated useful lives of the related assets. Leasehold improvements are amortized over the life of the lease or the useful life of the asset, whichever is shorter.

Following is a summary of the estimated useful lives used in computing depreciation:

Buildings	30–40 years
Machinery and equipment	3–15 years
Software	3–10 years
Furniture and fixtures	7–14 years

Maintenance and repairs of property and equipment are expensed in the period incurred. Replacements or improvements that increase the estimated useful life of an asset are capitalized. The Company also capitalizes the cost of software developed for internal use. Assets that are sold, retired or otherwise disposed of are removed from the respective asset cost and accumulated depreciation accounts and any gain or loss is included in the results of operations.

Under the terms of the 1984 deed in which the Forsyth County Board of County Commissioners conveyed the assets of Forsyth Memorial Hospital (the “Hospital”) to Novant Health, Novant Health is required to operate the Hospital as a community general hospital open to the general public, and if Novant Health is dissolved, a successor nonprofit corporation approved by the Forsyth County Board of County Commissioners must carry out the terms and conditions of this conveyance. If these terms are not met, all ownership rights to the Hospital shall revert to the County, including the buildings and land together with the personal property and equipment associated with the Hospital with a net book value of approximately \$286,220 at December 31, 2021.

Gifts of long-lived assets such as land, buildings or equipment are excluded from excess of revenues over expenses and are reported as unrestricted support 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 those 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 and Other Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of the net assets of acquired companies. Intangible assets generally represent the acquisition date fair value of certain rights or relationships obtained in such business acquisitions.

The Company considers certificates of need, which are required by certain states prior to the acquisition of high cost capital items, to be indefinite-lived intangible assets. The Company also has intangible assets with identifiable useful lives related to business acquisitions. These assets include business relationships and corporate trade names. In accordance with GAAP, the Company amortizes the cost of these intangible assets over their estimated useful lives.

Novant Health, Inc. and Affiliates

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December 31, 2021 and 2020

(in thousands of dollars)

Following is a summary of the estimated useful lives used in computing amortization:

Business relationships	26 years
Corporate trade name	29 years

On an annual basis, Novant Health tests goodwill and indefinite-lived assets for impairment. Novant has elected to evaluate goodwill triggering events at the end of each reporting period. If it is more likely than not that the indefinite-lived asset is impaired, additional testing for impairment is required. GAAP prescribes that impairment for indefinite-lived intangibles is evaluated by comparing the fair value of the asset with its carrying amount. If the carrying amount exceeds the fair value, an impairment loss is recognized as the amount of that excess.

Impairment tests are performed at the reporting unit level for units that have goodwill. If it is more likely than not that the fair value of the reporting unit exceeds the carrying value of the reporting unit, additional impairment testing is not required. If it is more likely than not that the carrying value of the reporting unit exceeds the fair value of the reporting unit, additional testing for impairment is required. GAAP prescribes a two-step process for testing for goodwill impairments after applying the qualitative assessment. The first step is to determine if the carrying value of the reporting unit with goodwill is less than the related fair value of the reporting unit. The fair value of the reporting unit is determined through use of discounted cash flow methods and/or market based multiples of earnings and sales methods. If the carrying value of the reporting unit is less than the fair value of the reporting unit, the goodwill is not considered impaired. If the carrying value is greater than the fair value, the potential for impairment of goodwill exists. The goodwill impairment is determined by allocating the current fair value of the reporting unit among the assets and liabilities based on a purchase price allocation methodology as if the reporting unit was being acquired in a business combination. The fair value of the goodwill is implied from this allocation and compared to the carrying value with an impairment loss recognized if the carrying value is greater than the implied fair value.

Investments in Affiliates

Investments in entities which Novant Health does not control, but in which it has a substantial ownership interest and can exercise significant influence, are accounted for using the equity method. Investments for which the Company does not have the ability to exercise significant influence are accounted for at fair value or, if fair value is not readily determinable, at cost less impairment with adjustments made for any observable price changes resulting from an orderly transaction for the identical or a similar investment of the same issuer.

Other Assets

Other assets consist of notes and pledges receivable, reinsurance receivables, deferred rent income and the cash surrender value of insurance policies.

Compensated Absences

The Company's employees earn vacation days at varying rates depending on years of service. Vacation time accumulates up to certain limits, at which time no additional vacation hours can be earned. Provided this hourly limit is not met, employees can continue to accumulate vacation hours and time can be carried over to future years. Accrued vacation time is included in accrued liabilities on the Company's consolidated balance sheets.

Novant Health, Inc. and Affiliates

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December 31, 2021 and 2020

(in thousands of dollars)

Pension and Postretirement Benefit Plans

Novant Health's defined benefit plans are measured using actuarial techniques that reflect management's assumptions for discount rate, investment returns on plan assets, salary increases, expected retirement, mortality, employee turnover and future increases in healthcare costs. The discount rate (which is required to be the rate at which the projected benefit obligation could be effectively settled as of the measurement date) is determined with the assistance of actuaries, who calculate the yield on a theoretical portfolio of high-grade corporate bonds (rated Aa or better) with cash flows that are designed to match expected benefit payments in future years. The expected rate of return is a judgmental matter which is reviewed on an annual basis and revised as appropriate.

The accounting guidance related to employers' accounting for defined benefit pension and other postretirement plans requires recognition in the consolidated balance sheets of the funded status of these plans. The Company uses mark-to-market accounting and immediately recognizes changes in the fair value of plan assets and actuarial gains or losses in operating results annually in the fourth quarter. The remaining components of pension and postretirement healthcare expense, primarily service and interest costs and the expected return on plan assets, are recorded on a quarterly basis.

Self-Insurance Reserves

The Company is self-insured for certain employee health benefit options, workers' compensation and malpractice. These costs are accounted for on an accrual basis to include estimates of future payments for claims incurred.

Net Assets

Net assets without donor restrictions include undesignated amounts as well as amounts designated by the board for a specific purpose. Net assets with donor restrictions are held by related foundations and consist primarily of amounts contributed to foundations by donors with purpose restrictions. The Company also has net assets with donor restrictions that are perpetual in nature. Earnings on these assets are available for use as specified by the donors.

Contributions Received

Unconditional promises to give cash and other assets 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 or the condition is met. The gifts are reported as net assets with donor restrictions if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is met, net assets with donor restrictions are reclassified as net assets without donor restrictions and reported in the consolidated statements of operations and changes in net assets as net assets released from restrictions, which is included in other operating revenue. Donor-restricted contributions whose restrictions are met within the same year as received are reported as net assets without donor restrictions in the accompanying consolidated financial statements.

Novant Health, Inc. and Affiliates

Notes to Consolidated Financial Statements

December 31, 2021 and 2020

(in thousands of dollars)

Statement of Operations

All activities of Novant Health deemed by management to be ongoing, major and central to the provision of healthcare services are reported as operating revenues and expenses. Other activities are deemed to be non-operating and include investment income, loss on extinguishment of debt, income tax expense and other net periodic pension costs.

Novant Health receives supplemental Medicaid payments from the state of North Carolina through a federally approved disproportionate share program ("Medicaid DSH"). During 2012, the federal government approved an amendment to the Medicaid DSH plan. This amendment, referred to as the Medicaid Gap Assessment Program ("GAP"), provides a new funding model whereby hospitals are assessed an amount based on a percentage of their costs and are then paid supplemental amounts in an effort to reduce Medicaid losses. Novant Health records GAP payments received as net patient service revenue and GAP assessments paid as supplies and other on the consolidated statements of operations and changes in net assets. These supplemental payments are recognized in income when earned, if reasonably estimable and deemed collectible. During 2021, Novant Health received \$154,925 and paid \$70,659 for GAP. During 2020, Novant Health received \$186,180 and paid \$81,360 for GAP. On July 1, 2021, the state of North Carolina implemented a Medicaid Managed Care program. As part of this initiative, Medicaid recipients began receiving Medicaid services through newly established Medicaid Managed Care health plans. This program also included changes to the way providers are reimbursed for inpatient Medicaid services provided to patients. Hospitals began receiving hospital-specific base rates for inpatient services and GAP payments were eliminated. Hospitals throughout the state of North Carolina, including Novant Health hospitals, continue to pay an assessment in order to help fund this program. Novant Health paid \$40,566 in Medicaid Managed Care assessments in 2021.

The consolidated statements of operations and changes in net assets include excess of revenues over expenses. Changes in net assets without donor restrictions which are excluded from excess of revenues over expenses include the deconsolidation of Novant Health UVA Health System, change in funded status of defined benefit plans and amortization of deferred loss on derivative financial instruments that apply hedge accounting.

Other Revenue

Other revenue consists primarily of revenue from provider relief funds, earnings from investments in affiliates accounted for using the equity method of accounting, retail pharmacy revenue, revenue from management services agreements, revenue from pay-for-performance contracts, gains (losses) on sales of consolidated entities and rental income.

Income Taxes

Novant Health is classified as a nonprofit organization pursuant to Section 501(c)(3) of the Internal Revenue Code and is exempt from income taxes on revenue earned from its tax-exempt purposes. Novant Health also operates various for-profit subsidiaries which operate in service lines that are complementary to the Company's tax-exempt purpose. Income from activities that are determined by IRS regulations to be unrelated to the tax-exempt purposes as well as income from activities of for-profit subsidiaries of the Company are subject to federal and state taxation.

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The Company provides for income taxes using the asset and liability method. This approach recognizes the amount of federal, state and local taxes payable or refundable for the current year, as well as deferred tax assets and liabilities for the future tax consequences of events recognized in the consolidated financial statements and income tax returns. Deferred income tax assets and liabilities are adjusted to recognize the effects of changes in tax laws or enacted tax rates in the period in which such laws or rates are enacted. A valuation allowance is required when it is more likely than not that some portion of the deferred tax assets will not be realized. Realization is dependent on generating sufficient future taxable income.

Reclassifications

Certain balances in the prior fiscal year have been reclassified to conform to the presentation adopted in the current fiscal year.

3. COVID-19 Pandemic

In December 2019, a novel strain of coronavirus, known as COVID-19, was first detected. The virus spread worldwide and on March 11, 2020, the World Health Organization designated the COVID-19 outbreak as a global pandemic. The spread of COVID-19 and the ensuing response of federal, state and local authorities resulted in a reduction in our patient volumes and also adversely impacted net patient service revenues as well as total operating expenses. Novant Health began experiencing improvement in patient volumes in June 2020 as restrictions were eased and elective surgeries and procedures were able to resume. During the year ended December 31, 2021, the COVID pandemic, and specifically the spread of the Delta and Omicron variants, continued to negatively impact patient volumes and operating expenses. Federal, state and local authorities have taken several actions designed to assist healthcare providers in providing care to COVID-19 and other patients to mitigate the adverse economic impact of the COVID-19 pandemic.

In response to the effect of COVID-19 on Novant Health's operating results and in accordance with the provisions of FASB ASC 350 Intangibles— Goodwill and Other and FASB ASC 360 Property, Plant and Equipment, the Company considered its long-lived and intangible assets for indicators of impairment. While COVID-19 has adversely impacted Novant Health's operating results, this impact was mitigated by the actions undertaken by Federal, state and local authorities, and the Company does not believe that the effects were significant enough to indicate impairment as of and for the years ended December 31, 2021 and 2020. As described above, patient volumes rebounded after the initial wave of the pandemic and the Company anticipates returning to pre-pandemic levels following the most recent waves. Novant Health will continue to assess potential indicators of impairment in all future periods.

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CARES Act Funding

In response to COVID-19, the Coronavirus Aid, Relief, and Economic Security (CARES) Act, was signed into law on March 27, 2020. The CARES Act provides relief funds to hospitals and other healthcare providers on the front lines of the COVID-19 response. These funds are to be used to support healthcare related expenses or lost revenues attributable to COVID-19. During 2021 and 2020, Novant Health received \$21,151 and \$240,224 of CARES Act funding. For the years ended December 31, 2021 and 2020, \$30,385 and \$205,924 were recognized as other operating revenue in the consolidated statements of operations and changes in net assets. As of December 31, 2021 and 2020, \$21,117 and \$34,300, respectively, are included in estimated third-party payor settlements on the consolidated balance sheets and may be recorded as revenue in future periods or refunded, subject to certain terms and conditions and ongoing regulatory clarifications.

Medicare Accelerated and Advanced Payment Program

In April 2020, the Company requested funds under the Centers for Medicare and Medicaid Services' Accelerated and Advanced Payment ("MAP") Program designed to increase cash flow to Medicare providers and suppliers impacted by COVID-19. The MAP program allows eligible health care facilities to request up to six months of advance Medicare payments for acute care hospitals or up to three months of advance Medicare payments for other health care providers. Novant Health received \$373,718 of MAP payments during 2020, with repayment to occur based upon the terms and conditions of the program. Repayment of these funds began in April 2021 and will continue through the earlier of February 2023 or whenever all funds are repaid. At December 31, 2021 funds of \$266,028 have not been repaid. This liability is included in accrued liabilities and employee benefits and other liabilities on the consolidated balance sheets as of December 31, 2021 and 2020.

Employer Payroll Tax Deferrals

Under the provisions of the CARES Act, in 2020, employers were allowed to defer payment of the employer share of the Social Security tax they otherwise are responsible for submitting to the federal government with respect to their employees. Employers generally are responsible for paying a 6.2 percent tax on employee wages. The provision required that the deferred employment tax be paid over the following two years, with half of the amount required to be paid by December 31, 2021, and the other half by December 31, 2022. The Company had \$35,989 and \$71,978 of payroll tax deferrals in accrued liabilities and employee benefits and other liabilities on the consolidated balance sheets as of December 31, 2021 and 2020, respectively.

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4. Organizational Changes

Sale of Ownership Interest in Novant Health UVA Health System

On May 18, 2021, Novant Health entered into an agreement to withdraw as a member of the Novant Health UVA Health System (the "JOC"). Closing of the transactions contemplated in the Withdrawal Agreement occurred on July 1, 2021, at which time Novant Health ceased to be a member of the JOC. During 2021 and 2020, the JOC contributed \$237,773 and \$450,800 in operating revenues and other support and \$5,656 and \$3,439 in operating income. Novant Health received \$237,810, of which \$54,544 related to debt defeasance and \$183,266 was in exchange for the sale. The sale resulted in a loss of \$29,682 which is included in other revenue in the consolidated statements of operations and changes in net assets for the year ended December 31, 2021.

Acquisition of New Hanover Regional Medical Center

On February 1, 2021, a wholly owned subsidiary of Novant Health, Inc. purchased substantially all of the assets of New Hanover Regional Medical Center ("NHRMC") located in Wilmington, NC as well as certain assets of New Hanover County used by New Hanover Regional Medical Center in the delivery of health care services. The purchase also includes ownership interest or board control of the subsidiaries of New Hanover Regional Medical Center, most significantly, its physician practices which provide patient care at 55 locations. NHRMC includes 800 licensed beds and is the primary referral hospital in the region, with specialty centers in cardiac, cancer, obstetrics, trauma, vascular surgery, intensive care, rehabilitation and psychiatry. The total purchase price paid for the acquisition was \$1,557,094. In order to finance the transaction, on January 29, 2021, Novant Health amended its Revolving Credit Agreement to increase the borrowing limit to \$1,600,000 and extend the maturity date to July 29, 2022. On April 8, 2021, Novant Health issued \$1,500,000 of taxable fixed rate bonds and subsequently used the proceeds of these bonds to pay down \$1,493,000 of the outstanding balance on the Revolving Credit Agreement.

The Company recognized the fair value of NHRMC and its subsidiaries in its consolidated balance sheet and included its operations in its consolidated statement of operations and changes in net assets beginning February 1, 2021. Accounting guidance requires that the purchase price be allocated to the assets acquired and liabilities assumed.

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Below is the impact of acquired assets and assumed liabilities as of February 1, 2021:

Cash and cash equivalents	\$	47,325
Accounts receivable		168,723
Other current assets		86,008
Assets limited as to use		200,000
Long-term investments		21,444
Property and equipment		783,790
Right-of-use assets		54,419
Goodwill (included in intangible assets and goodwill)		481,130
Corporate trade name (included in intangible assets and goodwill)		93,000
Certificate of need (included in intangible assets and goodwill)		15,000
Investments in affiliates		2,836
Other assets		9
Total assets acquired	<u>\$</u>	<u>1,953,684</u>
Accounts payable		69,982
Accrued liabilities		40,949
Current portion of operating lease liabilities		13,610
Estimated third-party payor settlements		7,317
Operating lease liabilities, net of current portion		40,855
Employee benefits and other liabilities		203,513
Total liabilities assumed	<u>\$</u>	<u>376,226</u>
Net assets with donor restrictions assumed	<u>\$</u>	<u>20,364</u>
Total consideration	<u>\$</u>	<u>1,557,094</u>

The transaction included the creation of a \$200,000 transition stabilization fund, funded by New Hanover County to provide for payment of certain wind down expenses of NHRMC. As these expenses relate to the activities and liabilities excluded from the purchase, the assets are shown as assets limited as to use and are offset by a liability included in accrued liabilities and employee benefits and other liabilities on the consolidated balance sheet as of December 31, 2021.

NHRMC contributed \$1,390,932 of operating revenues and other support and \$(29,999) of operating loss for the year ended December 31, 2021.

The following table provides certain unaudited pro forma information for Novant Health, Inc. as if the NHRMC acquisition had occurred at the beginning of the year ended December 31, 2020:

	Year Ended December 31	
	<u>2021</u>	<u>2020</u>
Operating revenues and other support	\$ 7,511,920	\$ 7,094,843
Operating income	348,817	288,012

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5. Revenue Recognition and Accounts Receivable

Net Patient Service Revenue

Net patient service revenue is reported at the amount that reflects the consideration to which Novant Health 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. Generally, the Company bills the patient and third-party payors several days after the services are performed and/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 Company. Revenue for performance obligations satisfied over time is recognized based on actual charges incurred in relation to total expected or actual charges. Novant Health 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 services. The Company measures the performance obligation from admission into the hospital to the point when it is no longer required to provide services to that patient, which is generally at the time of discharge. Revenue for performance obligations satisfied at a point in time is recognized when goods or services are provided and the Company does not believe it is required to provide additional goods or services to the patient.

Because all of its performance obligations relate to contracts with a duration of less than one year, the Company has elected to apply the practical expedient provided in FASB ASC 606-10-50-14(a) and, therefore, is not required to disclose the aggregate amounts of the transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied at the end of the reporting period. These performance obligations 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.

Novant Health determines the transaction price based on standard charges for goods and services provided, reduced by contractual adjustments provided to third-party payors, discounts provided to uninsured patients in accordance with Novant Health's policies and/or implicit price concessions provided to uninsured patients. The Company determines its estimates of contractual adjustments and discounts based on contractual agreements, its discount policies and historical experience. The Company determines its estimate of implicit price concessions based on historical collection experience.

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Agreements with third-party payors typically provide for payments at amounts less than established charges. For services provided under Medicare and Medicaid programs, inpatient acute care services rendered to program beneficiaries are paid at prospectively determined rates per diagnosis. These rates vary according to a patient classification system that is based on clinical, diagnostic and other factors. Inpatient non-acute services, certain outpatient services and defined capital and medical education costs related to beneficiaries are paid based on a cost reimbursement methodology. Outpatient services are paid at a prospectively determined rate. Physician services are paid based upon established fee schedules. Novant Health is reimbursed for cost reimbursable items at a tentative rate with final settlement determined after submission of annual cost reports by Novant Health and audits thereof by the fiscal intermediary. Payment arrangements with commercial insurance carriers include prospectively determined rates per discharge, discounts from established charges and prospectively determined daily rates.

Laws and regulations concerning government programs, including Medicare and Medicaid, are complex and subject to interpretation. 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 Novant Health'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 Company. In addition, the contracts the Company has with commercial payors also provide for retroactive audit and review of claims.

Cost report settlements under reimbursement agreements with Medicare and Medicaid 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 Company's historical experience. Estimated settlements are adjusted in future periods as final settlements are determined. There is a reasonable possibility that recorded estimates will change by a material amount in the near term. Adjustments arising from a change in the transaction price were not significant in 2021 and 2020.

Generally patients who are covered by third-party payors are responsible for related deductibles and coinsurance, which vary in amount. Novant Health also provides services to uninsured patients. The transaction price for both uninsured patients as well as insured patients with deductibles and coinsurance is estimated based on historical experience and current market conditions. The initial estimate of the transaction price is determined by reducing the standard charge by any contractual adjustments, discounts and implicit price concessions. Subsequent changes to the estimate of the transaction price are generally recorded as adjustments to net patient service revenue in the period of the change. For the years ended December 31, 2021 and 2020, additional revenue of \$22,700 and \$25,900, respectively, was recognized due to changes in 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 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 December 31, 2021 and 2020.

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The composition of net patient service revenues by payor and type of service is as follows:

	December 31, 2021		
	Acute Care Facilities	Outpatient Locations	Total
Medicare	\$ 1,657,504	\$ 572,878	\$ 2,230,382
Medicaid	575,198	115,475	690,673
Managed care	2,447,157	1,144,611	3,591,768
Other	192,804	46,970	239,774
Self-pay	23,771	34,950	58,721
Total	\$ 4,896,434	\$ 1,914,884	\$ 6,811,318

	December 31, 2020		
	Acute Care Facilities	Outpatient Locations	Total
Medicare	\$ 1,089,219	\$ 440,236	\$ 1,529,455
Medicaid	392,724	86,309	479,033
Managed care	1,882,339	962,752	2,845,091
Other	112,754	37,764	150,518
Self-pay	23,425	25,272	48,697
Total	\$ 3,500,461	\$ 1,552,333	\$ 5,052,794

Novant Health has elected the practical expedient allowed under FASB 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 Company's 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 Company 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.

Novant Health has a program of factoring certain patient receivables with recourse to a third-party. Novant Health is obligated to repurchase factored receivables upon occurrence of certain conditions of the program. Accordingly, the Company accounts for the factoring as a secured borrowing. The factored receivables are recorded at their estimated net realizable value and are shown as other assets in the consolidated balance sheets. An offsetting liability, representing Novant Health's potential recourse for these receivables, is part of employee benefits and other liabilities in the consolidated balance sheets. As of December 31, 2021, the factored notes and the related liabilities were \$49,435 and \$61,813, respectively. As of December 31, 2020, the factored notes and the related liabilities were \$54,001 and \$67,548, respectively.

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Other Revenue

In addition to net patient service revenue, Novant Health also recognizes revenue from other transactions. Revenue from these transactions is recognized when obligations under the terms of the respective contract are satisfied and is measured as the amount of consideration the Company expects to receive from those services. The Company recognizes rental income in accordance with GAAP on a straight-line basis over the lease term. Other revenue is comprised of the following for the years ended December 31:

	2021	2020
Pharmacy revenue	\$ 310,195	\$ 207,202
Pay-for-performance contracts	67,531	54,364
Provider relief funds	30,385	240,224
Management services agreements	12,087	1,190
(Loss) gain on sale of consolidated entities	(29,682)	6,500
Equity in earnings of affiliates	(4,062)	17,685
Rental income	9,955	11,106
Other miscellaneous revenues	188,419	91,710
	<u>\$ 584,828</u>	<u>\$ 629,981</u>

6. Charity Care and Community Benefit

In accordance with Novant Health's mission to improve the health of its communities one person at a time, Novant Health facilities accept patients regardless of their ability to pay. At acute facilities, uninsured patients qualify for a full write-off of their bills if their household income is at or below 300% of the federal poverty level. Novant Health also offers a catastrophic discount for patients with an account balance greater than \$5, flexible payment plans, and discounts for uninsured patients who do not qualify for the charity care program. In addition to these programs for hospitals, Novant Health physician groups and outpatient centers also have charity care programs to assist patients in need. The Company's approximate cost of providing care to indigent patients was \$192,780 and \$179,072 for the years ended December 31, 2021 and 2020, respectively. Novant Health estimates the costs of providing traditional charity care using each facility's estimated ratio of costs to charges. Funds received from gifts or grants to subsidize charity services provided were \$12,678 and \$3,596 for the years ended December 31, 2021 and 2020, respectively.

7. Other Current Assets

Other current assets consist of the following at December 31:

	2021	2020
Inventory	\$ 159,792	\$ 118,718
Prepays	78,237	54,157
Other receivables	105,123	86,379
	<u>\$ 343,152</u>	<u>\$ 259,254</u>

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8. Assets Limited as to Use and Investments

Short-Term Investments

Novant Health holds certain investments that are short-term in nature and have original maturity dates ranging from three to twelve months. Short-term investments consist of the following at December 31:

	2021	2020
Certificates of deposit	\$ 10,623	\$ 10,619
Fixed income - corporate and other	-	10,967
Fixed income - government securities	<u>400,817</u>	<u>309,156</u>
	<u>\$ 411,440</u>	<u>\$ 330,742</u>

Assets Limited as to Use

The designation of assets limited as to use at December 31 is as follows:

	<u>2021</u>		<u>2020</u>	
	<u>Current Portion</u>	<u>Long-Term Portion</u>	<u>Current Portion</u>	<u>Long-Term Portion</u>
Under general and professional liability funding arrangement held by trustee	\$ 9,111	\$ 6,477	\$ 12,645	\$ 22,140
Transition stabilization fund	8,000	54,757	-	-
Held by bond trustee	9,989	-	18,180	-
Designated by board to service benefit plans	<u>13,527</u>	<u>238,029</u>	<u>11,849</u>	<u>212,536</u>
	<u>\$ 40,627</u>	<u>\$ 299,263</u>	<u>\$ 42,674</u>	<u>\$ 234,676</u>

Assets limited as to use are invested primarily in cash and cash equivalents and corporate, U.S. government and U.S. agency debt obligations.

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Long-Term Investments

Investments are reported at either fair value, the equity method of accounting or at NAV as a practical expedient. The composition of long-term investments is as follows

December 31, 2021				
	At Fair Value	On Equity Method	At NAV	Total
Cash and cash equivalents	\$ 250,106	\$ -	\$ -	\$ 250,106
U.S. equities	162,840	-	549,615	712,455
International equities	7,520	-	468,586	476,106
Fixed income - government securities	577,741	-	-	577,741
Fixed income - corporate and other	28,153	86,122	-	114,275
Hedge funds	-	473,291	-	473,291
Private equity	-	309,150	-	309,150
Emerging markets	1,523	-	208,621	210,144
Real estate and other	139,715	251,362	-	391,077
	<u>\$ 1,167,598</u>	<u>\$ 1,119,925</u>	<u>\$ 1,226,822</u>	<u>\$ 3,514,345</u>

December 31, 2020				
	At Fair Value	On Equity Method	At NAV	Total
Cash and cash equivalents	\$ 108,733	\$ -	\$ -	\$ 108,733
U.S. equities	124,134	-	582,987	707,121
International equities	17,878	-	413,327	431,205
Fixed income - government securities	574,936	-	-	574,936
Fixed income - corporate and other	5,448	94,326	-	99,774
Hedge funds	-	422,110	-	422,110
Private equity	-	152,126	-	152,126
Emerging markets	33,370	-	199,253	232,623
Real estate and other	57,469	198,574	-	256,043
	<u>\$ 921,968</u>	<u>\$ 867,136</u>	<u>\$ 1,195,567</u>	<u>\$ 2,984,671</u>

Long-term investments carried at net asset value (“NAV”) represent interests in private investment companies that do not trade in an active market and may be redeemed or liquidated only after giving notice to the investment company, with notice periods ranging from daily to 120 days. The investments are held in U.S. and international equities and emerging markets. The Company has elected to value the investments using NAV as reported by the investment company without adjustment, unless it is probable that the investment will be sold at a value significantly different than the reported NAV. At December 31, 2021 and 2020 we have not made any adjustments to the NAVs reported by the investment companies. The Company has the ability to redeem its interests at or within 120 days of the financial statement date.

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The Company's investments in hedge funds include funds structured as limited partnerships, LLCs and corporations. These funds are domiciled in the U.S. and foreign jurisdictions and are managed by investment managers subject to oversight by various countries' regulators. The underlying assets of the hedge funds vary widely in risk and liquidity. Overall, the hedge fund holdings of the Company are expected to provide improved diversification to the Company's broader portfolio.

The Company's investments in hedge funds represent 13.5% and 14.1% of total long-term investments held at December 31, 2021 and 2020, respectively. These instruments may contain elements of both credit and market risk. Such risks include, but are not limited to, limited liquidity, absence of oversight, dependence upon key individuals, emphasis on speculative investments (both derivatives and nonmarketable investments) and nondisclosure of portfolio composition.

Novant Health is obligated under certain investment agreements to periodically advance additional funding up to specified levels. As of December 31, 2021 and 2020, Novant Health had future commitments of \$350,903 and \$343,566, respectively, for which capital calls had not been exercised.

Investment income for assets limited as to use and investments is comprised of the following for the years ended December 31:

	2021	2020
Income		
Interest and dividend income	\$ 51,224	\$ 37,518
Net realized gains	322,620	37,347
Net unrealized gains	<u>78,971</u>	<u>126,958</u>
	<u>\$ 452,815</u>	<u>\$ 201,823</u>

Investment income is shown net of related expenses on the consolidated statements of operations and changes in net assets. Investment related administrative expenses were \$7,636 and \$7,629 for the years ended December 31, 2021 and 2020, respectively.

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Liquidity and Availability

As of December 31, 2021 and 2020, Novant Health has working capital of \$1,014,052 and \$699,136, respectively.

Financial assets at year-end:	2021	2020
Cash and cash equivalents	\$ 795,602	\$ 711,822
Accounts receivable, net	896,263	670,736
Short-term investments	411,440	330,742
Assets limited as to use	339,890	277,350
Receivable for settlement with third-party payors	16,315	25,109
Other current assets	105,123	86,379
Long-term investments	3,514,345	2,984,671
Other assets	47,136	37,665
Total financial assets	<u>\$ 6,126,114</u>	<u>\$ 5,124,474</u>
Less amounts not available:		
Long-term investments with liquidity horizons greater than one year	696,697	459,562
Assets limited as to use	339,890	277,350
Donor restricted funds	90,922	84,836
Financial assets not available to be used within one year	<u>\$ 1,127,509</u>	<u>\$ 821,748</u>
Financial assets available to meet general expenditures within one year	<u>\$ 4,998,605</u>	<u>\$ 4,302,726</u>

As part of the Company's liquidity management plan, cash in excess of daily requirements is invested in either money market funds, short-term investments or 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. Additionally, Novant Health maintains a \$300,000 line of credit, as discussed in Note 16, *Long-Term Debt*. As of December 31, 2021, \$300,000 was available on the line of credit. As of December 31, 2021, the Company was in compliance with financial covenants as discussed in Note 16, *Long-Term Debt*.

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9. Fair Value Measurements

Novant Health categorizes, for disclosure purposes, assets and liabilities measured at fair value in the consolidated financial statements based upon whether the inputs used to determine their fair values are observable or unobservable. Observable inputs are inputs which are based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity's own assumptions about pricing the asset or liability, based on the best information available in the circumstances.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an asset's or liability's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement of the asset or liability. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

Novant Health follows the three-level fair value hierarchy to categorize these assets and liabilities recognized at fair value at each reporting period, which prioritizes the inputs used to measure such fair values. Level inputs are defined as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities on the reporting date. Investments classified in this level generally include exchange traded equity securities, futures, pooled short-term investment funds, options and exchange traded mutual funds.

Level 2: Inputs other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. If the asset or liability has a specified (contractual) term, a Level 2 input must be observable for substantially the full term of the asset or liability. Investments classified in this level generally include fixed income securities, including fixed income government obligations; asset-backed securities; certificates of deposit; derivatives; as well as certain U.S. and international equities which are not traded on an active exchange.

Level 3: Pricing inputs are generally unobservable for the assets and liabilities and include situations where there is little, if any, market activity for the investment. The inputs into the determination of the fair value require management's judgment or estimation of assumptions that market participants would use in pricing the assets or liabilities.

Assets and liabilities classified as Level 1 are valued using unadjusted quoted market prices for identical assets or liabilities in active markets. Novant Health uses techniques consistent with the market approach and income approach for measuring the fair value of its Level 2 assets and liabilities. The market approach is a valuation technique that uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. The income approach generally converts future amounts (cash flows or earnings) to a single present value amount (discounted).

The degree of judgement exercised in determining fair value is greatest for securities categorized in Level 3. Inputs used in estimating the fair value of Level 3 investments include earnings metrics and a valuation multiple. Assumptions used, due to lack of observable inputs, may significantly impact the fair value of the investment.

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As of December 31, 2021 and 2020, the Level 1 and Level 2 assets and liabilities listed in the fair value hierarchy tables below utilize the following valuation techniques and inputs:

Certificates of deposit

The fair value of certificates of deposit is based on cost plus accrued interest. Significant observable inputs include security cost, maturity and relevant short-term interest rates.

U.S. equities, international equities, emerging markets and other exchange traded funds

The fair value of investments in U.S. equities, international equities, emerging markets and other exchange traded funds are primarily determined using either quoted prices in active markets or the calculated net asset value. The values for underlying investments are fair value estimates determined by external fund managers based on operating results, balance sheet stability, growth and other business and market sector fundamentals. The investments in Level 2 may be redeemed or liquidated on a daily basis with no notice.

Fixed income and debt securities

The fair value of investments in fixed income and debt securities is primarily determined using techniques that are consistent with the market approach. Significant observable inputs include benchmark yields, reported trades, observable broker/dealer quotes, issuer spreads and security specific characteristics, such as early redemption options.

Derivatives

The fair value of derivative contracts is primarily determined using techniques consistent with the market approach. Significant observable inputs to valuation models include interest rates, credit spreads, volatilities and maturity.

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The following table summarizes fair value measurements, by level, at December 31, 2021 for all financial assets and liabilities measured at fair value on a recurring basis in the consolidated financial statements:

	Fair Value Measurements at Reporting Date Using			Total
	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Assets				
Short-term investments:				
Certificates of deposit	\$ -	\$ 10,623	\$ -	\$ 10,623
Fixed income - government securities	-	400,817	-	400,817
Total short-term investments	-	411,440	-	411,440
Assets limited as to use:				
Cash and cash equivalents	94,758	-	-	94,758
U.S. equities	211,620	-	-	211,620
International equities	7,153	-	-	7,153
Fixed income - government securities	11,093	10,462	-	21,555
Fixed income - corporate and other	131	4,673	-	4,804
Total assets limited as to use	324,755	15,135	-	339,890
Long-term investments:				
Cash and cash equivalents	250,106	-	-	250,106
U.S. equities	132,607	-	30,233	162,840
International equities	7,520	-	-	7,520
Fixed income - government securities	975	576,766	-	577,741
Fixed income - corporate and other	28,000	153	-	28,153
Emerging markets	1,523	-	-	1,523
Other exchange traded funds	139,715	-	-	139,715
Total long-term investments	560,446	576,919	30,233	1,167,598
Total assets at fair value	\$ 885,201	\$ 1,003,494	\$ 30,233	\$ 1,918,928
Liabilities				
Accrued liabilities	\$ 13,527	\$ -	\$ -	\$ 13,527
Derivative financial instruments	-	39,260	-	39,260
Deferred compensation liabilities	234,257	-	-	234,257
Total liabilities at fair value	\$ 247,784	\$ 39,260	\$ -	\$ 287,044

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The following table summarizes fair value measurements, by level, at December 31, 2020 for all financial assets and liabilities measured at fair value on a recurring basis in the consolidated financial statements:

	Fair Value Measurements at Reporting Date Using			Total
	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Assets				
Short-term investments:				
Certificates of deposit	\$ -	\$ 10,619	\$ -	\$ 10,619
Fixed income - corporate and other	-	10,967	-	10,967
Fixed income - government securities	-	309,156	-	309,156
Total short-term investments	-	330,742	-	330,742
Assets limited as to use:				
Cash and cash equivalents	41,123	-	-	41,123
U.S. equities	176,795	-	-	176,795
International equities	6,306	-	-	6,306
Fixed income - government securities	18,474	22,701	-	41,175
Fixed income - corporate and other	564	11,387	-	11,951
Total assets limited as to use	243,262	34,088	-	277,350
Long-term investments:				
Cash and cash equivalents	108,733	-	-	108,733
U.S. equities	111,772	-	12,362	124,134
International equities	17,878	-	-	17,878
Fixed income - government securities	-	574,936	-	574,936
Fixed income - corporate and other	5,243	205	-	5,448
Emerging markets	33,370	-	-	33,370
Other exchange traded funds	57,469	-	-	57,469
Total long-term investments	334,465	575,141	12,362	921,968
Total assets at fair value	\$ 577,727	\$ 939,971	\$ 12,362	\$ 1,530,060
Liabilities				
Accrued liabilities	\$ 11,654	\$ -	\$ -	\$ 11,654
Derivative financial instruments	-	51,803	-	51,803
Deferred compensation liabilities	198,519	-	-	198,519
Total liabilities at fair value	\$ 210,173	\$ 51,803	\$ -	\$ 261,976

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The table below sets forth a summary of the changes in the fair value of the Level 3 investment for the years ended December 31, 2021 and 2020:

	U.S. Equities
Balance at December 31, 2020	\$ 12,362
New investments	16,501
Distribution received	(2,027)
Unrealized gain	<u>3,397</u>
Balance at December 31, 2021	<u>\$ 30,233</u>
Balance at December 31, 2019	\$ -
Transfer in of Level 3 investment	9,650
Unrealized gain	<u>2,712</u>
Balance at December 31, 2020	<u>\$ 12,362</u>

During 2021, there were no transfers between levels. During 2020, the Company transferred \$9,650 from investments in affiliates to long-term investments as it was determined that the investment was to be held for the long-term and our primary objective is capital appreciation of the preferred stock.

10. Property and Equipment

Property and equipment consists of the following at December 31:

	2021	2020
Land and land improvements	\$ 413,167	\$ 409,302
Leasehold improvements	571,760	267,520
Buildings and building improvements	2,599,209	2,388,551
Equipment	1,899,791	2,101,953
Software	620,015	539,339
Construction-in-progress	<u>186,120</u>	<u>155,046</u>
	6,290,062	5,861,711
Less: Accumulated depreciation	<u>(3,406,832)</u>	<u>(3,461,642)</u>
	<u>\$ 2,883,230</u>	<u>\$ 2,400,069</u>

Novant Health reviews long-lived assets for recoverability as required when events and changes in circumstances indicate that its carrying value may not be recoverable. No impairment charges were recorded in 2021 or 2020.

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Depreciation expense for the years ended December 31, 2021 and 2020 was \$333,471 and \$257,293, respectively. Construction contracts of approximately \$592,588 exist for the construction of new hospitals and facilities, expansion of existing hospitals and facility renovations. At December 31, 2021, the remaining commitment on these contracts was \$371,107.

11. Leases

Novant Health leases property and equipment under non-cancellable agreements. The following table presents the components of our right-of-use assets and liabilities related to leases and their classification as of December 31:

Component of Lease Balances	Classification in Consolidated Balance Sheets	2021	2020
Assets:			
Operating lease assets		\$ 512,989	\$ 486,099
Finance lease assets		7,122	7,255
Total leased assets		\$ 520,111	\$ 493,354
Liabilities:			
Operating lease liabilities			
Current		\$ 106,774	\$ 88,796
Long-term		429,628	418,011
Total operating lease liabilities		536,402	506,807
Finance lease liabilities			
Current	Current portion of long-term debt	1,248	857
Long-term	Long-term debt, net of current portion	6,317	6,467
Total finance lease liabilities		7,565	7,324
Total lease liabilities		\$ 543,967	\$ 514,131

Novant Health's operating leases are primarily for real estate, including off-campus outpatient facilities, medical office buildings and corporate and other administrative offices, as well as medical and office equipment. Novant Health's finance leases consist of a real estate lease and several medical equipment leases. Real estate lease agreements typically have initial terms of five to ten years and equipment lease agreements typically have initial terms of three years. Leases with an initial term of 12 months or less ("short-term leases") are not recorded in the consolidated balance sheets.

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Real estate leases may include one or more options to renew, with renewals that can extend the lease term from five to ten years. The exercise of lease renewal options is at the Company's sole discretion. In general, renewal options are not considered to be reasonably likely to be exercised, therefore, renewal options are generally not recognized as part of right-of-use assets and lease liabilities. Certain leases also include options to purchase the leased property. The useful lives of assets and leasehold improvements are limited by the expected lease term, unless there is a transfer of title or purchase option reasonably certain of exercise. The majority of medical equipment leases have terms of three years with a bargain purchase option that is reasonably certain of exercise; therefore, these assets are depreciated over their useful life, typically ranging from five to seven years.

Certain lease agreements for real estate include payments based on actual common area maintenance expenses and/or include rental payments adjusted periodically for inflation. These variable lease payments are recognized in supplies and other in the consolidated statements of operations and changes in net assets but are not included in the right-of-use asset or liability balances in our consolidated balance sheets. Lease agreements do not contain any material residual value guarantees, restrictions or covenants.

Novant Health has elected the practical expedient that allows lessees to choose to not separate lease and non-lease components by class of underlying asset and are applying this expedient to all asset classes.

The following table presents certain information related to lease expense for finance and operating leases for the years ended December 31:

	<u>2021</u>	<u>2020</u>
Operating leases ⁽¹⁾	\$ 125,226	\$ 106,690
Variable lease expense ⁽¹⁾	12,402	11,735
Finance lease expense:		
Amortization of leased assets	539	492
Interest on lease liabilities	40	47
	<u>\$ 138,207</u>	<u>\$ 118,964</u>

⁽¹⁾ Expenses are included in supplies and other in the consolidated statements of operations and changes in net assets.

The following table presents supplemental cash flow information for the years ended December 31:

	<u>2021</u>	<u>2020</u>
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows for operating leases	\$ 121,228	\$ 102,015
Operating cash flows for finance leases	506	441
Financing cash flows for finance leases	40	47

The Company entered into agreements to obtain right-of-use assets that created lease liabilities which resulted in noncash operating activities of \$67,454 and \$59,384 and noncash financing and investing activities of \$0 and \$7,288 for the years ended December 31, 2021 and 2020, respectively.

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Future maturities of lease liabilities at December 31, 2021 are presented in the following table:

	<u>Operating Leases</u>	<u>Finance Leases</u>	<u>Total</u>
2022	\$ 117,766	\$ 1,275	\$ 119,041
2023	104,433	1,288	105,721
2024	87,905	1,298	89,203
2025	72,169	896	73,065
2026	59,746	777	60,523
Thereafter	<u>141,019</u>	<u>2,174</u>	<u>143,193</u>
Total lease payments	583,038	7,708	590,746
Less: Imputed interest	<u>(46,636)</u>	<u>(143)</u>	<u>(46,779)</u>
Total lease obligations	536,402	7,565	543,967
Less: Current obligations	<u>(106,774)</u>	<u>(1,248)</u>	<u>(108,022)</u>
Long-term lease obligations	<u>\$ 429,628</u>	<u>\$ 6,317</u>	<u>\$ 435,945</u>

At December 31, 2021, the weighted average remaining lease term for operating leases is 6.7 years and the weighted average discount rate is 2.4%. For finance leases, the weighted average remaining lease term is 6.6 years and the weighted average discount rate is 5.1%.

Novant Health is also a lessor and sublessor of real estate under operating leases. At December 31, 2021 and 2020, \$12,506 and \$12,283, respectively, of deferred rent was recorded in the consolidated balance sheets as a component of other assets. Lease income for the periods ended December 31, 2021 and 2020 was \$9,955 and \$11,106, respectively, which is included in other revenue in the consolidated statements of operations and changes in net assets. Most of the Company's leases include operating expenses such as utilities and maintenance costs in rent charges. However, variable rent income is not material. The Company has elected the practical expedient that allows lessors to not separate lease and non-lease components by class of underlying asset for all asset classes. The combined component is accounted for under lease accounting guidance.

At December 31, 2021 and 2020, land and buildings with a net book value of \$12,718 and \$14,888, respectively, were leased to various unrelated health care organizations, with terms ranging from six months to five years. These assets are included in property and equipment, net on the consolidated balance sheets.

Although the Company leases and subleases a small amount of building space to non-affiliated medical practices, the significant leases consist of long-term ground leases classified as operating leases with remaining terms from 42 years with options to extend for the additional terms of five years each to 64 years with no options to extend.

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The future undiscounted cash flows to be received from these leases are as follows:

Years Ending December 31	
2022	\$ 5,475
2023	3,484
2024	3,155
2025	2,690
2026	2,415
Thereafter	<u>118,930</u>
	<u>\$ 136,149</u>

12. Intangible Assets and Goodwill

Intangible assets consist of the following at December 31:

	<u>Gross</u> <u>Intangible</u>	<u>Accumulated</u> <u>Amortization</u>	<u>Net</u> <u>Intangible</u>
Balance at December 31, 2021			
Unamortized intangible assets			
Certificates of need	\$ 73,688	\$ -	\$ 73,688
Total unamortized intangible assets	<u>73,688</u>	<u>-</u>	<u>73,688</u>
Amortized intangible assets			
Business relationships	44,299	(23,757)	20,542
Corporate trade name and other intangibles	<u>109,753</u>	<u>(10,139)</u>	<u>99,614</u>
Total amortized intangible assets	<u>154,052</u>	<u>(33,896)</u>	<u>120,156</u>
Total intangible assets	<u>\$ 227,740</u>	<u>\$ (33,896)</u>	<u>\$ 193,844</u>
Balance at December 31, 2020			
Unamortized intangible assets			
Certificates of need	\$ 67,311	\$ -	\$ 67,311
Total unamortized intangible assets	<u>67,311</u>	<u>-</u>	<u>67,311</u>
Amortized intangible assets			
Business relationships	44,299	(22,009)	22,290
Corporate trade name and other intangibles	<u>25,161</u>	<u>(8,150)</u>	<u>17,011</u>
Total amortized intangible assets	<u>69,460</u>	<u>(30,159)</u>	<u>39,301</u>
Total intangible assets	<u>\$ 136,771</u>	<u>\$ (30,159)</u>	<u>\$ 106,612</u>

Amortization expense related to intangible assets was \$5,540 and \$2,728 for the periods ended December 31, 2021 and 2020, respectively. Estimated annual amortization expense for intangible assets for the year 2021 is \$5,599 per year for 2022 through 2026.

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The following table summarizes the changes in the carrying amount of goodwill for the years ended December 31:

	2021	2020
As of January 1		
Goodwill, net of accumulated amortization	\$ 235,585	\$ 241,596
Accumulated impairment losses	<u>(32,150)</u>	<u>(37,563)</u>
	203,435	204,033
Additions	481,129	-
Disposals	<u>(24,159)</u>	<u>(598)</u>
	<u>660,405</u>	<u>203,435</u>
As of the end of the period		
Goodwill, net of accumulated amortization	692,555	235,585
Accumulated impairment losses	<u>(32,150)</u>	<u>(32,150)</u>
	<u>\$ 660,405</u>	<u>\$ 203,435</u>

Novant Health reviews long-lived assets for recoverability as required when events and changes in circumstances indicate that its carrying value may not be recoverable. The Company tests goodwill and indefinite-lived assets for impairment on an annual basis. No impairment charges to amortizable intangible assets were recorded as a result of this review in 2021 or 2020. Impairment tests presume stable or improving results at certain Novant Health reporting units which are based on the implementation of programs and initiatives that are designed to achieve projected results. If these projections are not met, or in the future negative trends occur which would impact our future outlook, further impairments of goodwill and other intangible assets may occur. Future restructuring of our markets that could potentially change our reporting units could also result in future impairments of goodwill.

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13. Investments in Affiliates

Novant Health has noncontrolling interests in 23 healthcare related entities. The Company's ownership interests in the entities range from 8.0% to 51.0%. These investments are accounted for using either the equity method or a measurement alternative.

A summary of investments, ownership percentages, investment amounts and the Company's share of earnings for the years ended December 31, 2021 and 2020 is as follows:

Investee	% Ownership		Investment Balance		Share of Earnings of Investee	
	2021	2020	2021	2020	2021	2020
Advanced Services	23%	23%	\$ 4,319	\$ 5,253	\$ 1,403	\$ 10,697
Radiation Oncology Centers of the Carolinas LLC	50%	50%	16,265	15,981	2,860	3,014
Novant Health Rehabilitation Hospital	50%	50%	18,104	15,626	2,478	2,210
Providence Plaza LLC	30%	30%	4,692	4,636	325	280
Other	Various	Various	10,574	13,458	(11,128)	1,484
			<u>\$ 53,954</u>	<u>\$ 54,954</u>	<u>\$ (4,062)</u>	<u>\$ 17,685</u>

The following table presents summarized financial information related to investments in the above noncontrolled entities as of December 31:

	2021	2020
Assets	\$ 199,941	\$ 194,936
Liabilities	94,462	106,797
Equity	105,479	88,139
Total revenue	95,516	141,066
Total expenses	96,136	82,328
Net income	(620)	58,738
Novant Health's share of net income	(4,062)	17,685

14. Other Assets

Other assets consist of the following at December 31:

	2021	2020
Notes receivable and other	\$ 71,135	\$ 70,764
Cash surrender value of insurance policies	37,011	32,681
Deferred rent income	12,507	12,283
Pledges receivable	10,125	4,984
Reinsurance receivables	5,101	7,541
	<u>\$ 135,879</u>	<u>\$ 128,253</u>

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15. Accrued Liabilities

Accrued liabilities consist of the following at December 31:

	2021	2020
Accrued compensation	\$ 371,861	\$ 335,863
Medicare advanced payments, current portion	224,835	173,385
Payroll taxes and withholdings	44,138	39,754
Interest	13,224	6,562
Postretirement benefit liability	1,292	1,267
Other accrued liabilities	105,420	80,650
Self-insurance		
Employee medical claims liability	34,688	27,472
Malpractice and workers' compensation liability, current portion	15,002	17,720
	<u>\$ 810,460</u>	<u>\$ 682,673</u>

16. Long-Term Debt

Following is a summary of long-term debt at December 31:

	2021	2020
Tax-exempt revenue bonds	\$ 625,300	\$ 775,575
Taxable revenue bonds	<u>1,750,000</u>	<u>250,000</u>
Total bonds	2,375,300	1,025,575
Taxable term loan	264,165	264,165
Finance lease obligations and other notes payable	<u>16,236</u>	<u>19,648</u>
	2,655,701	1,309,388
Unamortized premium or discount, net	22,686	27,622
Unamortized debt issuance costs, net	<u>(13,468)</u>	<u>(6,175)</u>
	2,664,919	1,330,835
Less: Current maturities	<u>(54,637)</u>	<u>(54,848)</u>
	<u>\$ 2,610,282</u>	<u>\$ 1,275,987</u>

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Tax-Exempt Revenue Bonds

Novant Health has tax-exempt financing agreements through conduit issuers. These bonds are comprised of the following at December 31:

	2021	2020
Series 2019 A Current Interest Term Bonds, bearing interest at rates ranging from 3.1% to 4.0% payable semi-annually with mandatory redemption beginning in 2047	\$ 306,985	\$ 306,985
Series 2013 A Current Interest Term Bonds and Serial Bonds, bearing interest at rates ranging from 3.125% to 5.0% payable semi-annually and maturing through 2046; principal payments began in 2014	119,210	120,135
Series 2013 B Current Interest Term Bonds and Serial Bonds, bearing interest at rates ranging from 3.125% to 5.0% payable semi-annually and maturing through 2046; principal payments began in 2014	-	136,360
Series 2008 A, B and C Variable Rate Demand Bonds, bearing interest at variable rates payable monthly and maturing through 2028; principal payments began in 2009	64,105	77,095
Series 2004 A and B Variable Rate Demand Bonds, bearing interest at variable rates payable monthly and maturing through 2034; principal payments begin in 2025	135,000	135,000
	<u>\$ 625,300</u>	<u>\$ 775,575</u>

In 2003, Novant Health entered into a new Master Trust Indenture (the "Agreement"). The Agreement authorizes the creation of a Combined Group, which consists of the members of the Obligated Group and the Restricted Affiliates. Novant Health and two of its affiliates that operate tertiary care hospitals, Novant Health Forsyth Medical Center and Novant Health Presbyterian Medical Center, are the members of the Obligated Group. The members of the Obligated Group are jointly and severally liable for the payment of all obligations under the Agreement. The Company's Restricted Affiliates, which include certain other subsidiaries of the Company, are not directly obligated to pay obligations under the Agreement, but the members of the Obligated Group have covenanted in the Agreement to cause the Restricted Affiliates to provide funds to the members of the Obligated Group to pay obligations under the Agreement. All bonds issued by Novant Health are collateralized by the Obligated Group.

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The bond agreements provide for early redemption periods of the bonds prior to mandatory redemption, subject to a premium in certain circumstances, as defined in the agreements. In accordance with the bond indenture agreements, the bonds are general, unsecured obligations of Novant Health. The bond indentures require Novant Health to cause the Restricted Affiliates to comply with certain covenants, including the maintenance of a minimum debt service coverage ratio and a minimum number of days cash on hand. As of December 31, 2021 and 2020, Novant Health is in compliance with these bond covenants.

The Series 2004 A and B Variable Rate Demand Bonds are collateralized by a standby purchase agreement (“SBPA”) issued by JP Morgan Chase Bank National Association. The SBPA expires April 1, 2025. If the SBPA should be used to fund tenders due to a failed remarketing, repayment in quarterly installments over three years is required. As a result, the Company has classified \$36,818 of the 2004 bonds as current at December 31, 2021 and 2020.

In March 2011, the documents related to the Series 2008 A, B and C Variable Rate Demand Bonds were amended to allow the conversion of the bonds to bank direct purchase index floating rate bonds. In December 2017, the Series 2008 A, B, and C Variable Rate Demand Bonds were refinanced. Subsequent to the refinancing, the direct purchase agreements have a term of seven years and will expire in December 2024.

In July 2021, the Series 2013 B bonds were defeased with cash in conjunction with Novant Health's withdrawal from Novant Health UVA Health System. The bonds were defeased until they are callable on November 1, 2022. The transaction resulted in a loss of \$4,456 including the write off of \$4,436 in unamortized bond premiums and \$796 in unamortized issuance costs.

Taxable Revenue Bonds

In April 2013, Novant Health issued \$250,000 of taxable fixed rate bonds (the “2013 C Bonds”). The 2013 C Bonds bear interest at a rate of 4.37% and mature in 2043. Proceeds of the 2013 C Bonds were used for eligible purposes, including the refinancing of long-term debt.

In April 2021, Novant Health issued \$1,500,000 of taxable fixed rate bonds (the “2021 A Bonds”). The 2021 A Bonds bear interest at rates ranging from 2.67% to 3.32% and mature in 2036, 2051 and 2061. Proceeds of the 2021 A Bonds were used for eligible purposes, including the refinancing of long-term debt. The taxable revenue bonds are subject to the same covenant requirements that are included in the bond agreements for the tax-exempt revenue bonds.

Taxable Term Loan

In March 2020, Novant Health entered into an agreement to borrow \$264,165. The loan bears interest at a fixed rate with principal payments due annually beginning in 2023 through the maturity date of April 1, 2030. The proceeds were used to call the Series 2010 A bonds and repay them at face value on November 1, 2020.

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Other Long-Term Debt

Other long-term debt consists of a promissory note related to the redemption of a membership interest and various loans and notes on buildings and finance leases, bearing interest at rates ranging from 0.81% to 12.15%. Scheduled maturities of all long-term debt are as follows:

Years Ending December 31

2022	\$	17,810
2023		24,017
2024		19,959
2025		17,948
2026		18,577
Thereafter		<u>2,557,390</u>
	\$	<u>2,655,701</u>

Novant Health capitalized \$1,765 and \$5,437 of interest in 2021 and 2020, respectively.

Revolving Credit Facility

In April 2020, Novant Health entered into a \$950,000 Revolving Credit Agreement. Effective January 29, 2021, the Senior Revolving Credit agreement was amended to increase the borrowing limit to \$1,600,000 and extend the maturity date to July 29, 2022. The full available amount was borrowed to fund the acquisition of New Hanover Regional Medical Center's assets. The proceeds of the issuance of the Series 2021 A Bonds were used to pay down \$1,493,000 of the outstanding balance. The remaining balance was paid with cash. In April 2021, the available balance was reduced to \$300,000. Borrowings bear interest at variable rates. At December 31, 2021, \$300,000 was available for borrowing.

Debt Issuance Costs

Unamortized debt issuance costs are presented in the consolidated balance sheets as a direct deduction from the carrying value of the associated debt. Debt issuance costs are amortized using the effective interest method over the life of the related debt agreements and instruments.

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17. Short-Term Borrowings

Short-term borrowings consist primarily of securities repurchase transactions. Securities repurchase transactions are conducted by the Company under a standardized securities industry master agreement, amended to suit the specificities of each respective counter-party. These agreements generally provide detail as to the nature of the transaction, including provisions for payment netting, established parameters concerning the ownership and custody of the collateral securities, including the right to substitute collateral during the term of the agreement, and provide for remedies in the event of default by either party. The Company's securities repurchase agreements are accounted for as a secured borrowing and are reported in the consolidated balance sheets as short-term borrowings. The Company posts collateral in the form of U.S. treasury, agency securities and treasury inflation protected securities and receives an amount ranging from 94% to 98% of the fair value of the securities to be repurchased during January 2022 at interest rates ranging from 0.25% to 3.00%. At December 31, 2021 and 2020, the fair value amounts outstanding were \$124,518 and \$149,592, respectively. The interest rate on the outstanding balances at December 31, 2021 is 0.14%. The maturity dates of the agreements are under four weeks.

18. Interest Rate Swaps

As of August 18, 2008, concurrent with the 2008 bond issuance, Novant Health entered into two interest rate swap agreements to hedge the variable interest rates of the 2008 bonds. The swaps are based on an aggregate notional amount of \$64,105. Novant Health receives a variable rate which is tied to 68% of LIBOR, and pays a fixed rate of 3.679% and 3.621% for the \$46,300 and \$17,805 notional amounts, respectively. The swaps have been designated as cash flow hedges and are carried on the consolidated balance sheets at fair value. In the fourth quarter of 2018, the hedging relationship ceased to be highly effective and hedge accounting was discontinued.

In July 2006, Novant Health entered into a floating-to-fixed swap agreement with a notional amount of \$135,000 and a term of 28 years to hedge the floating rate 2004 bonds. Novant Health receives a variable rate which is tied to 64.8% of LIBOR plus 12 basis points and pays a fixed interest rate of 3.8%. The swap has been designated as a cash flow hedge and is carried on the consolidated balance sheets at fair value. In the first quarter of 2019, the hedge relationship ceased to be highly effective and hedge accounting was discontinued.

Novant Health records interest rate swaps at fair value. These swaps are presented as derivative financial instruments in the consolidated balance sheets.

The following table summarizes the expense for derivatives which is included in interest expense in the consolidated statements of operations and changes in net assets for the years ended December 31:

	2021	2020
Change in fair value of non-hedged interest rate swaps	\$ 12,543	\$ (7,906)
Amortization of deferred loss	(2,984)	(3,180)
	<u>\$ 9,559</u>	<u>\$ (11,086)</u>

Novant Health, Inc. and Affiliates
Notes to Consolidated Financial Statements
December 31, 2021 and 2020

(in thousands of dollars)

19. Employee Benefits and Other Liabilities

Employee benefits and other liabilities consist of the following at December 31:

	2021	2020
Deferred compensation liabilities	\$ 234,257	\$ 198,519
Employee benefits and other	67,470	119,796
Transition stabilization fund	54,757	-
Medicare advanced payments, net of current portion	41,193	200,333
Self-insurance malpractice and workers' compensation, net of current portion	42,515	44,139
Deferred gains	4,276	3,451
Postretirement benefit liability, net of current portion	19,459	20,955
Pension liability, net of current portion	2,225	2,390
	<u>\$ 466,152</u>	<u>\$ 589,583</u>

20. Income Taxes

The provision for federal and state income taxes is as follows:

	2021	2020
Current tax expense (benefit)		
Federal	\$ 2,957	\$ (892)
State	550	97
	<u>3,507</u>	<u>(795)</u>
Deferred tax expense (benefit)		
Federal	1,209	1,422
State	77	(122)
	<u>1,286</u>	<u>1,300</u>
	<u>\$ 4,793</u>	<u>\$ 505</u>

Novant Health, Inc. and Affiliates
Notes to Consolidated Financial Statements
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The components of deferred taxes are as follows:

	2021	2020
Deferred tax assets		
Loss carryforwards	\$ 15,370	\$ 16,493
Deferred charge for intercompany transfer	4,074	5,329
Allowance for doubtful accounts	715	954
Accrued expenses	3,332	3,748
Future deductions- operating leases	3,092	3,360
Total deferred tax assets	<u>26,583</u>	<u>29,884</u>
Deferred tax liabilities		
Intangible assets	(5,873)	(5,840)
Property and equipment	(85)	(564)
Right-of-use assets	(3,032)	(3,295)
Other	-	(1,087)
Total deferred tax liabilities	<u>(8,990)</u>	<u>(10,786)</u>
Valuation allowance	<u>(18,814)</u>	<u>(18,975)</u>
Net deferred tax (liability) asset	<u>\$ (1,221)</u>	<u>\$ 123</u>

GAAP requires that deferred tax assets be reduced by a valuation allowance if it is more likely than not that some portion or all of a deferred tax asset will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences are deductible. In making this determination, management considers all available positive and negative evidence affecting specific deferred tax assets, including the Company's past and anticipated future performance, reversal of deferred tax liabilities, length of carryback and carryforward periods and implementation of tax planning strategies.

Novant Health, Inc. and Affiliates
Notes to Consolidated Financial Statements
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(in thousands of dollars)

Objective positive evidence is necessary to support a conclusion that a valuation allowance is not needed for all or a portion of deferred tax assets when significant negative evidence exists. Cumulative losses in recent years are the most compelling form of negative evidence considered by management in this determination. For the years ended December 31, 2021 and 2020, management has determined that based on all available evidence, a valuation allowance of \$18,814 and \$18,975, respectively, is appropriate.

As of December 31, 2021, the Company had approximately \$74,009 of federal and \$50,135 of state loss carryforwards available to reduce taxable income. \$62,324 of the loss carryforwards expire through 2039 and the remainder do not expire. In addition, at December 31, 2021, the Company had approximately \$9,868 of federal and \$614 of state contribution carryforwards available to reduce taxable income.

Income tax expense (benefit) reported in the consolidated statements of operations and changes in net assets is shown below:

	2021	2020
Federal taxes	\$ 4,166	\$ 530
State income taxes	<u>627</u>	<u>(25)</u>
	<u>\$ 4,793</u>	<u>\$ 505</u>

The Company is required to evaluate uncertain tax positions. This evaluation includes a quantification of tax risk in areas such as unrelated business taxable income and the taxation of our for-profit subsidiaries. This evaluation did not have a material effect on the Company's consolidated statements of operations and changes in net assets for the years ended December 31, 2021 and 2020.

21. Employee Benefit Plans and Other Postretirement Benefit Plans

Certain Novant Health affiliates have supplemental retirement income plans covering highly compensated employees. These are nonqualified plans which are not subject to ERISA funding requirements. As such, Novant Health intends only to fund the plans in amounts equivalent to the plans' annual benefit payments. During 2013, the Company implemented a new supplemental retirement income plan that covers certain highly compensated employees. This plan acts as a defined contribution plan and annual funding requirements are determined under provisions of the plan. Some of these plans are nonqualified deferred compensation plans which provide certain individuals meeting specific criteria with the ability to defer compensation. The assets of these plans, along with the associated liabilities, are recorded as current and long-term assets limited as to use, accrued liabilities, and employee benefits and other liabilities on the consolidated balance sheets.

Novant Health, Inc. and Affiliates
Notes to Consolidated Financial Statements
December 31, 2021 and 2020

(in thousands of dollars)

Novant Health also provides fixed dollar amounts for health care and life insurance benefits to certain retired employees. Covered employees may become eligible for these benefits if they meet minimum age and service requirements, and if they are eligible for retirement benefits. Novant Health has the right to modify or terminate these benefits. The unfunded obligation in the consolidated balance sheets at December 31, 2021 and 2020 was \$20,751 and \$22,222, respectively. The expense associated with these plans totaled \$(503) for 2021 and \$1,439 for 2020. The discount rate used in determining the benefit obligation ranged between 2.10% and 2.65% for 2021 and 1.70% and 2.35% for 2020. The health care costs increase trend rate used was 6.25% in 2021 and 6.75% in 2020. The health care cost increase trend rate is projected to gradually decline to 4.50% by 2027.

In addition to these plans, Novant Health sponsors a number of defined contribution plans. Contributions are determined under various formulas. Costs related to such plans amounted to \$110,294 and \$87,444 in 2021 and 2020, respectively.

Certain Novant Health consolidated affiliates participate in cafeteria plans which provide certain benefits, including basic medical and dental coverage, long-term disability benefits, reimbursement of supplemental dependent care expenses and group life insurance benefits. The affiliates contribute predetermined amounts for each full-time and part-time employee, which is allocated to the various benefit options in accordance with the participant's election. Affiliate contributions to these plans were approximately \$300,391 in 2021 and \$282,126 in 2020.

22. Net Assets without Donor Restrictions

The following table reconciles the carrying amounts of the Company's controlling interest and the noncontrolling interests for net assets without donor restrictions:

	<u>Total</u>	<u>Controlling Interest</u>	<u>Noncontrolling Interests</u>
Balance at January 1, 2020	\$ 4,501,790	\$ 4,420,971	\$ 80,819
Excess (deficit) of revenues over expenses	382,155	382,401	(246)
Change in funded status of defined benefit plans	(878)	(878)	-
Amortization of deferred loss on derivative financial instruments	3,180	3,180	-
Other changes in net assets without donor restrictions	<u>(1,184)</u>	<u>137</u>	<u>(1,321)</u>
Balance at December 31, 2020	4,885,063	4,805,811	79,252
Excess of revenues over expenses	811,999	811,409	590
Deconsolidation of Novant Health UVA Health System	(60,185)	582	(60,767)
Change in funded status of defined benefit plans	1,206	1,206	-
Amortization of deferred loss on derivative financial instruments	2,984	2,984	-
Other changes in net assets without donor restrictions	<u>(3,449)</u>	<u>8,951</u>	<u>(12,400)</u>
Balance at December 31, 2021	<u>\$ 5,637,618</u>	<u>\$ 5,630,943</u>	<u>\$ 6,675</u>

Novant Health, Inc. and Affiliates
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(in thousands of dollars)

23. Net Assets with Donor Restrictions

Donor restricted net assets are available for the following purposes as of December 31:

	2021	2020
Buildings and equipment	\$ 19,278	\$ 41,777
Clinical care, research and academic	50,992	27,651
Charity care	7,965	6,841
Other	12,687	8,567
	<u>\$ 90,922</u>	<u>\$ 84,836</u>

24. Professional and General Liability Insurance Coverage

Novant Health is self-insured for professional and general liability exposures up to certain limits. The Company has umbrella policies in place above those limits. The provision for estimated medical malpractice claims includes estimates of the ultimate costs for reported claims and claims incurred but not reported. Novant Health also participates in a self-insured program for workers' compensation and is self-insured for certain health benefits options. A portion of these self-insured professional liabilities is funded through a revocable trust fund operated by Novant Health. This fund was converted to claims-made status on January 1, 2020, and prior reported liabilities under this coverage were placed in run-off. Effective January 1, 2020, funding for self-insured professional liabilities are insured by Novant Health Casualty, LLC, a North Carolina domiciled insurance captive. Coverage terms and umbrella policies of the same or higher limits are in place for the captive. At December 31, 2021 and 2020, undiscounted professional and general liability loss reserves of \$57,517 and \$61,859, respectively, are included in current liabilities and employee benefits and other liabilities on the consolidated balance sheets. Expenses related to these plans amounted to \$26,060 and \$19,181 in 2021 and 2020, respectively.

Novant Health, Inc. and Affiliates
Notes to Consolidated Financial Statements
December 31, 2021 and 2020

(in thousands of dollars)

25. Commitments and Contingencies

The Company and its affiliates are presently involved in various personal injury, regulatory investigations, tort actions and other claims and assessments arising out of the normal course of business. The Company establishes separate legal reserves when such matters, other than those covered under the Company's self-insured programs, present loss contingencies that are both probable and estimable. Management believes that Novant Health has adequate legal defenses, self-insurance reserves and/or insurance coverage for these asserted claims, as well as any unasserted claims and does not believe these claims will have a material effect on the Company's operations or financial position. The health care industry is subject to numerous laws and regulations of federal, state and local governments. These laws and regulations include, but are not necessarily limited to, matters such as licensure, accreditation, government health care program participation requirements, reimbursement for patient services and Medicare and Medicaid fraud and abuse. In recent years, government activity has increased with respect to investigations and allegations concerning possible violations of fraud and abuse statutes and regulations by health care providers. Violations of these laws and regulations could result in expulsion from government health care programs together with the imposition of significant fines and penalties, as well as significant repayments for patient services previously billed.

At December 31, 2021, the Company had guarantees for payment of the indebtedness and lease agreements of certain equity method investees. The maximum potential amount of future payments under these agreements was approximately \$26,292. These guarantees extend until October 2026 based on the payment schedule of the underlying agreements. At December 31, 2021, approximately \$675 has been recorded in the consolidated balance sheet for the Company's obligations under these guarantees.

26. Concentrations of Credit Risk

Novant Health provides services primarily to the residents of various counties within North Carolina, South Carolina and Virginia without collateral or other proof of ability to pay. Most patients are local residents who are insured partially or fully under third-party payor arrangements.

The mix of receivables from patients and third-party payors at December 31 is as follows:

	2021	2020
Medicare	27.2%	28.8%
Medicaid	8.9%	4.7%
Other third-party payors	59.8%	62.3%
Patients	4.1%	4.2%
	<u>100.0%</u>	<u>100.0%</u>

Novant Health places the majority of its cash and investments with corporate and financial institutions. Novant Health maintains cash balances in excess of FDIC insured limits; however, the Company has not experienced any losses on such deposits.

Novant Health, Inc. and Affiliates
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December 31, 2021 and 2020

(in thousands of dollars)

27. Functional Expenses

Novant Health provides general health care services to residents within its geographic region. Novant Health's financial statements report 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, including depreciation, amortization and interest and other occupancy costs, are allocated to a function based on a square footage or units of service basis. Allocated health care services costs not allocated on a units of service basis are generally allocated based on revenue. Expenses relating to providing these services are as follows:

	December 31, 2021			
	Health Care Services		Support Services	
	Acute Care Facilities	Outpatient Locations	General & Administrative	Total
Salaries and employee benefits	\$ 2,011,252	\$ 1,584,897	\$ 328,017	\$ 3,924,166
Supplies and other	1,781,874	664,654	239,114	2,685,642
Depreciation and amortization expense	206,522	51,345	81,766	339,633
Interest expense	60,841	7,748	9,107	77,696
Other non-operating expenses	(228)	1,884	8,169	9,825
Total expenses	\$ 4,060,261	\$ 2,310,528	\$ 666,173	\$ 7,036,962

	December 31, 2020			
	Health Care Services		Support Services	
	Acute Care Facilities	Outpatient Locations	General & Administrative	Total
Salaries and employee benefits	\$ 1,414,131	\$ 1,333,086	\$ 335,891	\$ 3,083,108
Supplies and other	1,332,862	595,005	145,223	2,073,090
Depreciation and amortization expense	147,261	46,507	66,283	260,051
Interest expense	62,744	8,390	6,888	78,022
Other non-operating expenses	(42)	2,349	5,865	8,172
Total expenses	\$ 2,956,956	\$ 1,985,337	\$ 560,150	\$ 5,502,443

Novant Health, Inc. and Affiliates

Notes to Consolidated Financial Statements

December 31, 2021 and 2020

(in thousands of dollars)

28. Subsequent Events

The Company evaluated subsequent events and transactions for potential recognition or disclosure in the consolidated financial statements through March 28, 2022, the day the consolidated financial statements were issued.

29. Significant Recent Accounting Pronouncements

In January 2017, the FASB issued ASU 2017-04, *Simplifying the Test for Goodwill Impairment*. The new guidance eliminates the requirement to calculate the implied fair value of goodwill (i.e., Step 2 of the current goodwill impairment test) to measure a goodwill impairment charge. Instead, entities will record an impairment charge based on the excess of a reporting unit's carrying amount over its fair value (i.e., measure the charge based on the current Step 1). This guidance is effective for Novant Health on January 1, 2022. The adoption of this guidance would only impact Novant Health's consolidated financial statements in situations where there is impairment of a reporting unit.

In August 2018, the FASB issued ASU 2018-15, *Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40), Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract*. This guidance aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal-use software license). The guidance also requires that the capitalized costs be expensed over the term of the hosting arrangement and that the expense and cash flows of the capitalized expense be presented in the same place on the statements of operations and statements of cash flows, respectively. Similarly, the capitalized costs are required to be presented on the balance sheets in the same line item that a prepayment of the fees of the associated hosting arrangement would be presented. This guidance was effective for Novant Health on January 1, 2020 and is being applied prospectively to all implementation costs incurred after the date of adoption. Implementation of this guidance did not have a significant impact on the consolidated financial statements of Novant Health.

In May 2019, the FASB issued ASU 2019-06, *Intangibles - Goodwill and Other (Topic 350), Business Combinations (Topic 805), and Not-for-Profit Entities (Topics 958)*. This guidance extends certain private company alternatives to not-for-profit entities, allowing the amortization of goodwill on a straight-line basis over ten years or less. If this accounting alternative is elected, an accounting policy election must also be made to test goodwill at either the entity level or the reporting unit level. Goodwill is required to be tested for impairment when a triggering event occurs that indicates that the fair value of the entity may be below its carrying amount. An election is also allowed on a prospective basis to subsume into goodwill and amortize customer-related intangible assets that are not capable of being sold or licensed independently and all noncompete agreements. If this election is adopted, the election to amortize goodwill must also be adopted. Novant Health has not elected these alternatives at this time.

Novant Health, Inc. and Affiliates
Notes to Consolidated Financial Statements
December 31, 2021 and 2020

(in thousands of dollars)

In March 2020, the FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848)* and has subsequently issued supplemental and/or clarifying ASUs (collectively "ASC 848"). This guidance provides relief from the application of certain guidance during the transition to alternative reference rates. Optional expedients are provided for contract modification that replace a reference rate affected by reference rate reform and related contemporaneous modifications. Exceptions are provided for changes to the critical terms of a hedging relationship due to reference rate reform. Expedients are provided for cash flow hedging relationships and fair value hedging relationships. These provisions are available until December 31, 2022. Novant Health is currently evaluating the effect of reference rate reform on its contracts, but the availability of these expedients and exceptions is expected to reduce the impact of reference rate reform on the consolidated financial statements of Novant Health.

In March 2021, the FASB issued ASU 2021-03, *Intangibles - Goodwill and Other (Topic 350): Accounting Alternative for Evaluating Triggering Events*. The amendments in this update provide private companies and not-for-profit entities with an accounting alternative to perform the goodwill impairment triggering event evaluation as required in Subtopic 350-20 as of the end of the reporting period, whether the reporting period is an interim or annual period. An entity that elects this alternative is not required to monitor for goodwill impairment triggering events during the reporting period but, instead, should evaluate the facts and circumstances as of the end of each reporting period to determine whether a triggering event exists and, if so, whether it is more likely than not that goodwill is impaired. An entity that does not elect the accounting alternative for amortizing goodwill and that performs its annual impairment test as of a date other than the annual reporting date should perform a triggering event evaluation only as of the end of the reporting period. Novant Health adopted this guidance via election effective October 1, 2021. Adoption of this guidance did not have a significant impact on the consolidated financial statements of Novant Health.

In October 2021, the FASB issued ASU 2021-08, *Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*. The guidance requires entities engaged in a business combination to recognize and measure contract assets acquired and contract liabilities assumed in accordance with ASC 606, *Revenue from Contracts with Customers*, rather than at fair value on the acquisition date. This guidance is effective for Novant Health on January 1, 2023 and early adoption is permitted. This guidance is not expected to have a significant impact on the consolidated financial statements of Novant Health.

Other Financial Information



Report of Independent Auditors

To the Board of Trustees of
Novant Health, Inc.

We have audited the consolidated financial statements of Novant Health Inc. and its affiliates as of and for the year ended December 31, 2021 and our report thereon appears on pages 1 and 2 of this document which included an unmodified opinion on those consolidated financial statements. That audit was conducted for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The accompanying consolidating information as of and for the year ended December 31, 2021 and the supplemental schedule of cost of community benefit programs for the year ended December 31, 2021 appearing on pages 52 – 58 (collectively referred to herein as the “information”) are presented for purposes of additional analysis and is not a required part of the consolidated financial statements nor is it intended to present the financial position, results of operation and cash flows of the individual entities. The information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information, excluding the schedule of cost of community benefit programs information marked “unaudited,” has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves and other additional procedures, in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information, excluding the schedule of costs of community benefit programs information marked “unaudited,” is fairly stated, in all material respects, in relation to the consolidated financial statements taken as a whole. The schedule of costs of community benefit programs information marked “unaudited” has not been subjected to the auditing procedures applied in the audit of the consolidated financial statements, accordingly, we do not express an opinion or provide any assurance on it.

PricewaterhouseCoopers LLP

March 28, 2022

Novant Health, Inc. and Affiliates
Schedule of Cost of Community Benefit Programs (unaudited)
December 31, 2021

In addition to providing charity care to uninsured patients, Novant Health also provides services to beneficiaries of public programs and various other community health services intended to improve the health of the communities in which the Company operates. Novant Health uses the following four categories to identify the resources utilized for the care of persons who are underserved and for providing community benefit programs to the needy:

- Traditional charity care, which includes the cost of services provided to persons who cannot afford health care because of inadequate resources and who are uninsured.
- Unpaid cost of Medicare, which represents the unpaid cost of services provided to persons through the government program for individuals age 65 and older as well as those that qualify for federal disability benefits.
- Unpaid cost of Medicaid, which represents the unpaid cost of services provided to persons covered by the government program for medically indigent patients.
- Community benefit programs, which consist of the unreimbursed costs of certain programs and services for the general community, mainly for indigent patients but also for people with chronic health risks. Examples of these programs include health promotion and education, free clinics and screenings and other community services.

The net cost of providing care to indigent patients and community benefit programs is as follows:

	2021
Traditional charity care	\$ 192,780
Unpaid cost of Medicare	727,846
Unpaid cost of Medicaid	111,485
Community benefit programs	<u>91,614</u>
	<u>\$ 1,123,725</u>

As discussed in Note 2 in the accompanying consolidated financial statements, Novant Health received supplemental Medicaid payments during 2021. These amounts are included in the community benefit amount for 2021.

Novant Health, Inc. and Affiliates
Consolidating Balance Sheet
December 31, 2021

<i>(in thousands of dollars)</i>	Combined Group	Unrestricted Affiliates	Eliminations	Total
Assets				
Current assets				
Cash and cash equivalents	\$ 573,852	\$ 221,750	\$ -	\$ 795,602
Accounts receivable, net	815,295	80,968	-	896,263
Short-term investments	411,280	160	-	411,440
Current portion of assets limited as to use	31,516	9,111	-	40,627
Receivable for settlement with third-party payors	15,084	1,231	-	16,315
Other current assets	<u>334,336</u>	<u>45,832</u>	<u>(37,016)</u>	<u>343,152</u>
Total current assets	2,181,363	359,052	(37,016)	2,503,399
Assets limited as to use				
Long-term investments	282,918	16,345	-	299,263
Property and equipment, net	3,158,635	355,710	-	3,514,345
Operating lease right-of-use assets, net	2,543,474	339,756	-	2,883,230
Intangible assets and goodwill, net	532,017	60,736	(72,642)	520,111
Investments in affiliates	626,991	227,258	-	854,249
Deferred tax asset	1,655,952	24,862	(1,626,860)	53,954
Other assets	-	3,980	-	3,980
Other assets	<u>117,760</u>	<u>19,445</u>	<u>(1,326)</u>	<u>135,879</u>
Total assets	<u>\$ 11,099,110</u>	<u>\$ 1,407,144</u>	<u>\$ (1,737,844)</u>	<u>\$ 10,768,410</u>
Liabilities and Net Assets				
Current liabilities				
Current portion of long-term debt	\$ 53,992	\$ 645	\$ -	\$ 54,637
Short-term borrowings	124,300	218	-	124,518
Accounts payable	298,262	22,107	(7,618)	312,751
Accrued liabilities	717,849	108,701	(16,090)	810,460
Operating lease liabilities	101,350	13,918	(8,494)	106,774
Estimated third-party payor settlements	72,611	7,596	-	80,207
Due to (from) related organizations	<u>(368,471)</u>	<u>368,471</u>	<u>-</u>	<u>-</u>
Total current liabilities	999,893	521,656	(32,202)	1,489,347
Long-term debt, net of current portion				
Deferred tax liability	2,601,877	8,405	-	2,610,282
Operating lease liabilities, net of current portion	-	5,201	-	5,201
Derivative financial instruments	447,208	47,953	(65,533)	429,628
Employee benefits and other liabilities	39,260	-	-	39,260
Employee benefits and other liabilities	<u>450,447</u>	<u>15,705</u>	<u>-</u>	<u>466,152</u>
Total liabilities	<u>4,538,685</u>	<u>598,920</u>	<u>(97,735)</u>	<u>5,039,870</u>
Net assets				
Without donor restrictions - attributable to Novant Health	6,560,425	710,627	(1,640,109)	5,630,943
Without donor restrictions - noncontrolling interests	-	6,675	-	6,675
Total net assets without donor restrictions	<u>6,560,425</u>	<u>717,302</u>	<u>(1,640,109)</u>	<u>5,637,618</u>
With donor restrictions	-	90,922	-	90,922
Total net assets	<u>6,560,425</u>	<u>808,224</u>	<u>(1,640,109)</u>	<u>5,728,540</u>
Total liabilities and net assets	<u>\$ 11,099,110</u>	<u>\$ 1,407,144</u>	<u>\$ (1,737,844)</u>	<u>\$ 10,768,410</u>

See accompanying notes to consolidating supplemental schedules.

Novant Health, Inc.
Consolidating Statement of Operations
Year Ended December 31, 2021

<i>(in thousands of dollars)</i>	Combined Group	Unrestricted Affiliates	Eliminations	Total
Operating revenues				
Net patient service revenues	\$ 5,943,241	\$ 868,077	-	\$ 6,811,318
Other revenue	<u>386,313</u>	<u>303,457</u>	<u>(104,942)</u>	<u>584,828</u>
Total operating revenues	<u>6,329,554</u>	<u>1,171,534</u>	<u>(104,942)</u>	<u>7,396,146</u>
Operating expenses				
Salaries and employee benefits	3,406,578	522,656	(5,068)	3,924,166
Supplies and other	2,222,262	552,353	(88,973)	2,685,642
Depreciation and amortization expense	283,559	56,074	-	339,633
Interest expense	<u>62,821</u>	<u>14,875</u>	<u>-</u>	<u>77,696</u>
Total operating expenses	<u>5,975,220</u>	<u>1,145,958</u>	<u>(94,041)</u>	<u>7,027,137</u>
Operating income (loss)	354,334	25,576	(10,901)	369,009
Non-operating income (expense)				
Investment income	406,024	46,791	-	452,815
Loss on extinguishment of debt	-	(4,456)	-	(4,456)
Income tax expense	(2,951)	(1,842)	-	(4,793)
Other net periodic pension costs	<u>(561)</u>	<u>(15)</u>	<u>-</u>	<u>(576)</u>
Excess (deficit) of revenues over expenses	<u>\$ 756,846</u>	<u>\$ 66,054</u>	<u>\$ (10,901)</u>	<u>\$ 811,999</u>

See accompanying notes to consolidating supplemental schedules.

Novant Health, Inc.
Combined Group Combining Balance Sheet
December 31, 2021

<i>(in thousands of dollars)</i>	Obligated Group	Restricted Affiliates	Eliminations	Combined Group Total
Assets				
Current assets				
Cash and cash equivalents	\$ 499,027	\$ 74,825	\$ -	\$ 573,852
Accounts receivable, net of allowance for doubtful accounts	560,776	254,519	-	815,295
Short-term investments	411,280	-	-	411,280
Current portion of assets limited as to use	23,516	8,000	-	31,516
Receivable for settlement with third-party payors	8,779	6,305	-	15,084
Other current assets	199,450	134,886	-	334,336
Total current assets	1,702,828	478,535	-	2,181,363
Assets limited as to use	228,161	54,757	-	282,918
Long-term investments	3,158,635	-	-	3,158,635
Property and equipment, net	1,405,719	1,137,755	-	2,543,474
Operating lease right-of-use assets, net	244,443	287,574	-	532,017
Intangible assets and goodwill, net	49,242	577,749	-	626,991
Investments in affiliates	1,742,441	164	(86,653)	1,655,952
Other assets	99,417	18,343	-	117,760
Total assets	<u>\$ 8,630,886</u>	<u>\$ 2,554,877</u>	<u>\$ (86,653)</u>	<u>\$ 11,099,110</u>
Liabilities and Net Assets				
Current liabilities				
Current portion of long-term debt	\$ 52,969	\$ 1,023	\$ -	\$ 53,992
Short-term borrowings	124,300	-	-	124,300
Accounts payable	207,207	91,055	-	298,262
Accrued liabilities	479,171	238,678	-	717,849
Operating lease liabilities	41,461	59,889	-	101,350
Estimated third-party payor settlements	45,071	27,540	-	72,611
Due to (from) related organizations	(638,279)	269,808	-	(368,471)
Total current liabilities	311,900	687,993	-	999,893
Long-term debt, net of current portion	2,596,033	5,844	-	2,601,877
Derivative financial instruments	39,260	-	-	39,260
Operating lease liabilities, net of current portion	212,742	234,466	-	447,208
Employee benefits and other liabilities	360,197	90,250	-	450,447
Total liabilities	3,520,132	1,018,553	-	4,538,685
Net assets				
Without donor restrictions - attributable to Novant Health	5,110,754	1,536,324	(86,653)	6,560,425
Total net assets	<u>5,110,754</u>	<u>1,536,324</u>	<u>(86,653)</u>	<u>6,560,425</u>
Total liabilities and net assets	<u>\$ 8,630,886</u>	<u>\$ 2,554,877</u>	<u>\$ (86,653)</u>	<u>\$ 11,099,110</u>

See accompanying notes to consolidating supplemental schedules.

Novant Health, Inc.
Combined Group Combining Statement of Operations
December 31, 2021

<i>(in thousands of dollars)</i>	Obligated Group	Restricted Affiliates	Eliminations	Combined Group Total
Operating revenues				
Net patient service revenues	\$ 3,084,772	\$ 2,858,469	\$ -	\$ 5,943,241
Other revenue	196,584	208,877	(19,148)	386,313
Total operating revenues	<u>3,281,356</u>	<u>3,067,346</u>	<u>(19,148)</u>	<u>6,329,554</u>
Operating expenses				
Salaries and employee benefits	1,641,780	1,764,798	-	3,406,578
Supplies and other	1,170,478	1,070,932	(19,148)	2,222,262
Depreciation and amortization expense	146,718	136,841	-	283,559
Interest expense	32,317	30,504	-	62,821
Total operating expenses	2,991,293	3,003,075	(19,148)	5,975,220
Operating income	290,063	64,271	-	354,334
Non-operating income (expense)				
Investment income	405,719	305	-	406,024
Income tax expense	(2,951)	-	-	(2,951)
Other net periodic pension costs	(400)	(161)	-	(561)
Excess of revenues over expenses	<u>\$ 692,431</u>	<u>\$ 64,415</u>	<u>\$ -</u>	<u>\$ 756,846</u>

See accompanying notes to consolidating supplemental schedules.

Novant Health, Inc.
Notes to Consolidating or Combining Supplemental Schedules
December 31, 2021

1. Consolidated Financial Statements Reporting Entity

Novant Health, Inc. (“Novant Health” or the “Company”) is a nonprofit, integrated health care network of physician clinics, outpatient facilities and hospitals that serves patients and communities in North Carolina, South Carolina and Georgia. The Novant Health network consists of over 2,300 physicians and over 35,000 team members at more than 800 locations, including 14 medical centers and hundreds of outpatient facilities and physician clinics. Headquartered in Winston-Salem, North Carolina, Novant Health is committed to making healthcare remarkable for patients and communities, serving more than 6 million patients annually. Novant Health and its affiliates serve their communities with programs including health education, home health care, prenatal clinics, community clinics and immunization services.

2. Basis of Presentation and Summary of Significant Accounting Policies

Novant Health, Inc. Consolidating Balance Sheet and Consolidating Statement of Operations (which Combines the Information of the Combined Group and Unrestricted Affiliates)

The Total column reconciles to the consolidated financial statements of Novant Health, Inc. and includes the accounts of all affiliates controlled by Novant Health, Inc. The Total is comprised of the Combined Group (as described below, which is comprised of the Obligated Group and Restricted Affiliates) and the Unrestricted Affiliates, which represent affiliates not meeting the definition of the Obligated Group or Restricted Affiliates as defined below.

The Eliminations column represents the elimination of intercompany transactions and balances between the Combined Group and the Unrestricted Affiliates.

The consolidating balance sheet and consolidating statement of operations are otherwise prepared in accordance with accounting policies described in the accompanying notes to the consolidated financial statements. These schedules are not intended to be a presentation in accordance with accounting principles generally accepted in the United States of America, as a result of the exclusion of all required disclosures.

Combined Group Combining Balance Sheet and Statement of Operations

As noted in Note 16 to the consolidated financial statements, the Company is subject to a Master Trust Indenture (the “Agreement”) which authorizes the creation of a Combined Group, which consists of the members of the Obligated Group and the Restricted Affiliates.

The members of the Obligated Group are jointly and severally liable for the payment of all obligations under the Agreement. The members of the Obligated Group are Novant Health and its two affiliates that operate tertiary care hospitals, Forsyth Memorial Hospital, Inc. d/b/a Novant Health Forsyth Medical Center and The Presbyterian Hospital d/b/a Novant Health Presbyterian Medical Center, both of which are North Carolina nonprofit corporations. In the accompanying Combined Group combining balance sheet and combining statement of operations, the Obligated Group column presents information of the aforementioned entities.

Novant Health, Inc.
Notes to Consolidating or Combining Supplemental Schedules
December 31, 2021

Restricted Affiliates represent entities that are not directly obligated to pay obligations under the Agreement, but the members of the Obligated Group have covenanted in the Agreement to cause the Restricted Affiliates to provide funds to the members of the Obligated Group to pay obligations under the Agreement. The Company has designated eleven of its affiliates as Restricted Affiliates. Six of these Restricted Affiliates, Medical Park Hospital, Inc. d/b/a Novant Health Medical Park Hospital, Novant Health Thomasville Medical Center, Presbyterian Medical Care Corp. d/b/a Novant Health Matthews Medical Center, Brunswick Community Hospital d/b/a Novant Health Brunswick Medical Center, Mint Hill Medical Center, LLC d/b/a Novant Health Mint Hill Medical Center, and Novant Health New Hanover Regional Medical Center, LLC, operate, or maintain a significant investment in, hospitals. The other five Restricted Affiliates, Carolina Medicorp Enterprises, Inc., Forsyth Medical Group, LLC, Foundation Health Systems Corp., Novant Medical Group, Inc. f/k/a Presbyterian Regional Healthcare Corp. and Salem Health Services, Inc., provide, or invest in subsidiaries or joint ventures which provide health care and ancillary services. All of the members of the Combined Group, except Salem Health Services, Inc., are exempt from federal and state income taxation.

The Eliminations column represents the elimination of intercompany transactions and balances between the Obligated Group and the Restricted Affiliates.

The Combined Group combining balance sheet and combining statement of operations are otherwise prepared in accordance with accounting policies described in the accompanying notes to the consolidated financial statements. These schedules are not intended to be a presentation in accordance with accounting principles generally accepted in the United States of America, as a result of the exclusion of all required disclosures.