

St. John's Well Child and Family Center, Inc.

Independent Auditor's Report and Financial Statements

December 31, 2015 and 2014

St. John's Well Child and Family Center, Inc.
December 31, 2015 and 2014

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Independent Auditor's Report

Board of Directors
St. John's Well Child and Family Center, Inc.
Los Angeles, California

We have audited the accompanying financial statements of St. John's Well Child and Family Center, Inc. (the "Organization"), which comprise the balance sheets as of December 31, 2015 and 2014, and the related statements of operations, changes in net assets and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Board of Directors
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Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of St. John's Well Child and Family Center, Inc. as of December 31, 2015 and 2014, and the results of its operations, the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in *Note 1* to the financial statements, in 2015 the Organization adopted new accounting guidance ASU 2015-03, *Interest – Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*. Our opinion is not modified with respect to this matter.

BKD, LLP

Springfield, Missouri
May 27, 2016

St. John's Well Child and Family Center, Inc.

Balance Sheets

December 31, 2015 and 2014

Assets

	2015	2014 (Adjusted - Note 1)
Current Assets		
Cash	\$ 4,807,101	\$ 2,165,779
Patient accounts receivable, net	3,098,621	3,825,108
Grants and other receivables	766,275	1,258,023
Contributions receivable - current	1,188,958	394,657
Estimated amounts due from third-party payers - current	1,008,325	380,000
Pharmaceutical inventory	287,938	128,541
Prepaid expenses and other	543,663	155,388
	11,700,881	8,307,496
Assets Limited As To Use		
Held by trustee	469,149	469,049
	99,125	44,125
Contributions Receivable		
	1,659,656	843,191
Less current portion	1,008,325	380,000
	651,331	463,191
Property and Equipment, At Cost		
Land and land improvements	2,647,884	2,647,884
Buildings and leasehold improvements	19,923,951	19,892,699
Equipment	3,937,456	3,789,954
Furniture and fixtures	1,035,885	1,026,888
Construction in progress	656,187	142,325
	28,201,363	27,499,750
Less accumulated depreciation	6,787,340	5,286,110
	21,414,023	22,213,640
	21,414,023	22,213,640
Total assets	\$ 34,334,509	\$ 31,497,501

Liabilities and Net Assets

	2015	2014 (Adjusted - Note 1)
Current Liabilities		
Note payable to bank	\$ 700,000	\$ 700,000
Current maturities of long-term debt	515,653	451,696
Accounts payable	2,054,160	1,768,674
Accrued expenses	1,470,756	1,041,784
	<hr/>	<hr/>
Total current liabilities	4,740,569	3,962,154
Long-Term Debt	7,759,671	8,104,045
Accrued Rent Payable	<hr/> 27,139	<hr/> 14,472
Total liabilities	<hr/> 12,527,379	<hr/> 12,080,671
Net Assets		
Unrestricted	18,673,415	17,512,141
Temporarily restricted	3,133,715	1,904,689
	<hr/>	<hr/>
Total net assets	21,807,130	19,416,830
Total liabilities and net assets	<hr/> <hr/> \$ 34,334,509	<hr/> <hr/> \$ 31,497,501

St. John's Well Child and Family Center, Inc.
Statements of Operations
Years Ended December 31, 2015 and 2014

	2015	2014
Unrestricted Revenues, Gains and Other Support		
Net patient service revenue (net of contractual discounts and allowances)	\$ 22,334,387	\$ 20,539,895
Provision for uncollectible accounts	(176,962)	-
Net patient service revenue less provision for uncollectible accounts	22,157,425	20,539,895
Premium revenue	9,987,908	3,301,831
Grant revenue	6,770,508	7,228,290
Contributions	1,266,632	1,546,289
Other	334,662	394,882
Net assets released from restrictions used for operations	2,429,143	2,374,915
	42,946,278	35,386,102
Expenses and Losses		
Salaries and wages	21,815,471	16,331,063
Employee benefits	4,370,398	3,509,040
Purchased services and professional fees	6,686,726	5,784,088
Supplies and other	6,656,751	6,471,266
Rent	517,666	361,265
Depreciation	1,501,230	1,371,523
Interest	502,653	578,108
	42,050,895	34,406,353
Excess of Revenues Over Expenses	895,383	979,749
Contributions of or for acquisition of property and equipment	-	43,585
Grants for acquisition of property and equipment	179,375	188,651
Net assets released from restrictions used for purchase of property and equipment	86,516	578,549
	265,891	810,785
Increase in Unrestricted Net Assets	\$ 1,161,274	\$ 1,790,534

St. John's Well Child and Family Center, Inc.
Statements of Changes in Net Assets
Years Ended December 31, 2015 and 2014

	2015	2014
Unrestricted Net Assets		
Excess of revenues over expenses	\$ 895,383	\$ 979,749
Contributions of or for acquisition of property and equipment	-	43,585
Grants for acquisition of property and equipment	179,375	188,651
Net assets released from restrictions used for purchase of property and equipment	86,516	578,549
Increase in unrestricted net assets	1,161,274	1,790,534
Temporarily Restricted Net Assets		
Contributions	3,744,685	1,866,813
Net assets released from restriction	(2,515,659)	(2,953,464)
Increase (decrease) in temporarily restricted net assets	1,229,026	(1,086,651)
Change in Net Assets	2,390,300	703,883
Net Assets, Beginning of Year	19,416,830	18,712,947
Net Assets, End of Year	\$ 21,807,130	\$ 19,416,830

St. John's Well Child and Family Center, Inc.
Statements of Cash Flows
Years Ended December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Operating Activities		
Change in net assets	\$ 2,390,300	\$ 703,883
Items not requiring (providing) cash		
Depreciation and amortization	1,530,476	1,393,171
Contributions of or for acquisition of property and equipment	-	(43,585)
Grants for acquisition of property and equipment	(179,375)	(188,651)
Change in contributed supplies	(52,272)	43,385
Accrued rent payable	12,667	(2,869)
Changes in		
Patient accounts receivable, net	726,487	(298,118)
Grants and other receivables	491,748	(8,618)
Contributions receivable	(849,301)	804,741
Estimated amounts due from third-party payers	(816,465)	(617,299)
Prepaid expenses and other	(388,275)	15,600
Pharmaceutical inventory	(107,125)	46,542
Accounts payable and accrued expenses	<u>507,940</u>	<u>167,434</u>
Net cash provided by operating activities	<u>3,266,805</u>	<u>2,015,616</u>
Investing Activities		
Change in assets limited as to use	(100)	3,285,175
Purchase of property and equipment	<u>(346,425)</u>	<u>(3,862,844)</u>
Net cash used in investing activities	<u>(346,525)</u>	<u>(577,669)</u>
Financing Activities		
Proceeds from grants for acquisition of property and equipment	179,375	188,651
Principal payments on long-term debt	(458,333)	(953,025)
Proceeds from issuance of notes payable to bank	1,400,000	1,400,000
Principal payments on notes payable to bank	<u>(1,400,000)</u>	<u>(700,000)</u>
Net cash used in financing activities	<u>(278,958)</u>	<u>(64,374)</u>

St. John's Well Child and Family Center, Inc.
Statements of Cash Flows
Years Ended December 31, 2015 and 2014

	2015	2014
Increase in Cash	\$ 2,641,322	\$ 1,373,573
Cash, Beginning of Year	2,165,779	792,206
Cash, End of Year	\$ 4,807,101	\$ 2,165,779
Supplemental Cash Flows Information		
Interest paid (net of amount capitalized)	\$ 502,653	\$ 578,108
Property and equipment acquisitions in accounts payable	\$ 247,851	\$ 38,647
Equipment acquired through noncash contribution	\$ -	\$ 43,585

St. John's Well Child and Family Center, Inc.

Notes to Financial Statements

December 31, 2015 and 2014

Note 1: Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

St. John's Well Child and Family Center, Inc. (the "Organization") is a community health center that primarily earns revenues by providing physician and related health care services through clinics located in Los Angeles, California.

Use of Estimates

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

Change in Accounting Principle

In 2015, the Organization changed its method of presentation of debt issuance costs in accordance with Accounting Standards Update (ASU) 2015-03, *Interest – Imputation of Interest: Simplifying the Presentation of Debt Issuance Costs*. The major change associated with ASU 2015-03 is to present deferred financing costs as a direct deduction from long-term debt. The change had no effect on prior year change in net assets.

	As Adjusted	As Previously Reported	Effect of Change
Deferred financing costs	\$ -	\$ 613,275	\$ (613,275)
Total assets	31,497,501	32,110,776	(613,275)
Long-term debt	8,104,045	8,717,320	(613,275)
Total liabilities	12,080,671	12,693,946	(613,275)
Total liabilities and net assets	31,497,501	32,110,776	(613,275)

St. John's Well Child and Family Center, Inc.

Notes to Financial Statements

December 31, 2015 and 2014

Cash

At December 31, 2015, the Organization's cash accounts exceeded federally insured limits by approximately \$4,972,000. This amount includes bank balances available to pay checks issued prior to year end but not yet presented for payment prior as of December 31, 2015.

Assets Limited As To Use

Assets limited as to use include money market accounts held by trustee under an indenture agreement.

Patient Accounts Receivable

Accounts receivable are reduced by an allowance for uncollectible accounts. In evaluating the collectability of accounts receivable, the Organization analyzes its past history and identifies trends for each of its major payer sources of revenue to estimate the appropriate allowance for uncollectible accounts and provision for uncollectible accounts. Management regularly reviews data about these major payer sources of revenue in evaluating the sufficiency of the allowance for uncollectible accounts.

For receivables associated with services provided to patients who have third-party coverage, the Organization analyzes contractually due amounts and provides an allowance for uncollectible accounts and a provision for uncollectible accounts, if necessary (for example, for expected uncollectible deductibles and copayments on accounts for which the third-party payer has not yet paid, or for payers who are known to be having financial difficulties that make the realization of amounts due unlikely).

For receivables associated with self-pay patients (which includes both patients without insurance and patients with deductible and copayment balances due for which third-party coverage exists for part of the bill), the Organization records a provision for uncollectible accounts in the period of service on the basis of its past experience, which indicates that many patients are unable or unwilling to pay the portion of their bill for which they are financially responsible. The difference between the standard rates (or the discounted rates if negotiated or provided by policy) and the amounts actually collected after all reasonable collection efforts have been exhausted is charged off against the allowance for uncollectible accounts.

No allowance for uncollectible accounts was deemed necessary at December 31, 2015 and 2014.

Pharmaceutical Inventories

The Organization states pharmaceutical inventories at the lower of cost, determined using the first-in, first-out method, or market.

St. John's Well Child and Family Center, Inc.

Notes to Financial Statements

December 31, 2015 and 2014

Property and Equipment

Property and equipment acquisitions are recorded at cost and are depreciated on a straight-line basis over the estimated useful life of each asset. Assets under capital lease obligations and leasehold improvements are depreciated over the shorter of the lease term or their respective estimated useful lives.

The estimated useful lives for each major depreciable classification of property and equipment are as follows:

Building and leasehold improvements	5-30 years
Equipment, furniture and fixtures	2-10 years

Donations of property and equipment are reported at fair value as an increase in unrestricted net assets unless use of the assets is restricted by the donor. Monetary gifts that must be used to acquire property and equipment are reported as restricted support. The expiration of such restrictions is reported as an increase in unrestricted net assets when the donated asset is placed in service.

Certain property and equipment have been purchased with grant funds received from the U.S. Department of Health and Human Services. Such items may be reclaimed by the federal government if not used to further the grant's objectives.

Long-Lived Asset Impairment

The Organization evaluates the recoverability of the carrying value of long-lived assets whenever events or circumstances indicate the carrying amount may not be recoverable. If a long-lived asset is tested for recoverability and the undiscounted estimate future cash flows expected to result from the use and eventual disposition of the asset is less than the carrying amount of the asset, the asset cost is adjusted to fair value and an impairment loss is recognized as the amount by which the carrying amount of a long-lived asset exceeds its fair value. No impairment loss was recognized for the years ended December 31, 2015 and 2014.

Deferred Financing Costs

Deferred financing costs represent costs incurred in connection with the issuance of long-term debt. Such costs are being amortized over the term of the respective debt using the straight-line method.

Temporarily Restricted Net Assets

Temporarily restricted net assets are those whose use by the Organization has been limited by donors to a specific time period or purpose.

St. John's Well Child and Family Center, Inc.

Notes to Financial Statements

December 31, 2015 and 2014

Net Patient Service Revenue

The Organization has agreements with third-party payers that provide for payments to the Organization at amounts different from its established rates. Net patient service revenue is reported at the estimated net realizable amounts from patients, third-party payers and others for services rendered and includes estimated retroactive revenue adjustments. Retroactive adjustments are considered in the recognition of revenue on an estimated basis in the period the related services are rendered and such estimated amounts are revised in future periods as adjustments become known.

Premium Revenue

The Organization has agreements with various Medi-Cal and other Managed Care Organizations (MCOs) to provide medical services to subscribing participants. Under these agreements, the Organization receives monthly capitation payments based on the number of each MCO's participants, regardless of the services actually performed by the Organization. In addition, the MCOs make fee-for-service payments to the Organization for certain covered services based upon discounted fee schedules.

Contributions

Unconditional gifts expected to be collected within one year are reported at their net realizable value. Unconditional gifts expected to be collected in future years are initially reported at fair value determined using the discounted present value of estimated future cash flows technique. The resulting discount is amortized using the level-yield method and is reported as contribution revenue.

Gifts received with donor stipulations are reported as either temporarily or permanently restricted net assets. When a donor restriction expires, that is, when a time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified and reported as an increase in unrestricted net assets. Conditional contributions are reported as liabilities until the condition is eliminated or the contributed assets are returned to the donor.

Government Grant Revenue

Support funded by grants is recognized as the Organization performs the contracted services or incurs outlays eligible for reimbursement under the grant agreements. Grant activities and outlays are subject to audit and acceptance by the granting agency and, as a result of such audit, adjustments could be required.

In-Kind Contributions

In addition to receiving cash contributions, the Organization receives in-kind contributions of rent and pharmaceutical supplies. For the years ended December 31, 2015 and 2014, \$656,576 and \$937,977 was received in in-kind contributions, respectively.

St. John's Well Child and Family Center, Inc.

Notes to Financial Statements

December 31, 2015 and 2014

Income Taxes

The Organization has been recognized as exempt from income taxes under Section 501 of the Internal Revenue Code and a similar provision of state law. However, the Organization is subject to federal income tax on any unrelated business taxable income.

Electronic Health Records Incentive Program

The Electronic Health Records Incentive Program, enacted as part of the *American Recovery and Reinvestment Act of 2009*, provides for one-time incentive payments under both the Medicare and Medicaid programs to eligible federally qualified health centers that demonstrate meaningful use of certified electronic health records technology (EHR). Payments under the Medicare program are generally made for up to four years based on a statutory formula. Payments under the Medicaid program are generally made for up to six years based upon a statutory formula, as determined by the State, which is approved by the Centers for Medicare and Medicaid Services. Payment under both programs are contingent on the Organization continuing to meet escalating meaningful use criteria and any other specific requirements that are applicable for the reporting period. The final amount for any payment year is determined based upon an audit by the State, fiscal intermediary or Medicare Administrative Contractor. Events could occur that would cause the final amounts to differ materially from the initial payments under the program.

The Organization recognizes revenue ratably over the reporting period starting at the point when management is reasonably assured it will meet all of the meaningful use objectives and any other specific grant requirements applicable for the reporting period.

For the years ended December 31, 2015 and 2014, \$168,250 and \$236,500, respectively, was recorded as revenue, which is included in other revenue in the statements of operations.

Excess of Revenues Over Expenses

The statements of operations include excess of revenues over expenses. Changes in unrestricted net assets which are excluded from excess of revenues over expenses, consistent with industry practice, include contributions or grants of long-lived assets (including assets acquired using contributions or grants which by donor or granting agency restriction are to be used for the purpose of acquiring such assets).

Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

Reclassifications

Certain reclassifications have been made to the 2014 financial statements to conform to the 2015 financial statement presentation. These reclassifications had no effect on the change in net assets.

St. John's Well Child and Family Center, Inc.

Notes to Financial Statements

December 31, 2015 and 2014

Note 2: Grant Revenue

The Organization is the recipient of a Consolidated Health Centers (CHC) grant from the U.S. Department of Health and Human Services. The general purpose of the grant is to provide expanded health care service delivery for residents of Los Angeles, California, and surrounding areas. Terms of the grant generally provide for funding of the Organization's operations based on an approved budget. Grant revenue is recognized as qualifying expenditures are incurred over the grant period. During the years ended December 31, 2015 and 2014, the Organization recognized \$5,807,584 and \$5,656,961 in CHC grant revenue, respectively. Funding for the grant budget periods ending February 28, 2016 and February 28, 2017, is approved at \$6,681,544 and \$7,167,316, respectively. Future funding will be determined by the granting agency based on an application to be submitted by the Organization prior to the expiration of the present grant award.

The federal government passed legislation appropriating grant dollars to community health centers for construction and renovation projects under the *Affordable Care Act (ACA)*. The Organization was awarded \$250,000 under the ACA-Facility Improvements Grant Program for the period of September 1, 2014 to August 31, 2016, for facility construction and renovation and \$500,000 under the ACA-School-Based Health Centers Capital Program for the period of December 1, 2012 to November 30, 2014, for school-based facility construction and renovation. During the years ended December 31, 2015 and 2014, the Organization recognized \$179,375 and \$67,238 in ACA grant revenue, respectively.

In addition to the aforementioned grants, the Organization receives financial support from other federal, state and private sources. Generally, such support requires compliance with terms and conditions specified in grant agreements and must be renewed on an annual basis.

Note 3: Net Patient Service Revenue

The Organization recognizes patient service revenue associated with services provided to patients who have third-party payer coverage on the basis of contractual rates for the services rendered. For uninsured patients that do not qualify for the sliding fee program, the Organization recognizes revenue on the basis of its standard rates for service provided. On the basis of historical experience, a significant portion of the Organization's uninsured patients who do not qualify for the sliding fee program will be unable or unwilling to pay for the services provided. Thus the Organization records a provision for uncollectible accounts related to uninsured patients who do not qualify for the sliding fee program in the period the services are provided. This provision for uncollectible accounts is presented on the statement of operations as a component of net patient service revenue.

St. John's Well Child and Family Center, Inc.

Notes to Financial Statements

December 31, 2015 and 2014

The Organization is approved as a Federally Qualified Health Center (FQHC) for both Medicare and Medi-Cal reimbursement purposes. The Organization has agreements with third-party payers that provide for payments to the Organization at amounts different from its established rates. These payment arrangements include:

Medicare. Covered FQHC services rendered to Medicare program beneficiaries were paid based on a cost reimbursement methodology until December 31, 2014. Under that methodology, the Organization received a tentative rate with final settlement determined after submission of an annual cost report by the Organization and audit thereof by the Medicare fiscal intermediary. Effective January 1, 2015, these services were paid under a prospective payment system (PPS). Medicare payment, including patient coinsurance, will now be paid based on the lesser of the Organization's actual charge or the applicable PPS rate. Services not covered under the FQHC benefit are paid based on established fee schedules.

Medi-Cal. Covered FQHC services rendered to Medi-Cal program beneficiaries are paid based on a prospective reimbursement methodology. The Organization is reimbursed a set encounter rate for all services provided. Services not covered under the FQHC benefit are paid based on established fee schedules.

The Organization is required to submit an annual Medi-Cal Reconciliation Request Form to the California Department of Health Care Services (the "Department") for purposes of determining whether it was paid appropriately for certain Medi-Cal visits. These annual reconciliations result in the determination of any underpayment or overpayment by the Medi-Cal program for the affected visits. The Organization has recorded a receivable for estimated settlements expected to be received for Medi-Cal Reconciliation Request Forms for the years ended December 31, 2012 through 2015. Such amounts are recorded on the balance sheets as amounts due from third-party payers. Following submission of the Medi-Cal Reconciliation Request Form, the Organization will generally receive a tentative settlement from the Medi-Cal program with a final settlement made within three years of the date of submission. Due to the timing of the interim and final settlement processes, the Organization has classified a portion of the amount as a noncurrent asset.

Laws and regulations governing the Medicare and Medi-Cal programs are complex and subject to interpretation and change. As a result, it is reasonably possible that recorded estimates will change materially in the near term.

The Organization is a partner in the My Health LA (MHLA) Program with the County of Los Angeles, which replaced the Healthy Way LA (HWLA) Program. Covered primary care services rendered to MHLA beneficiaries are paid by the County of Los Angeles to the extent of the County's contracted maximum obligation.

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

St. John's Well Child and Family Center, Inc.

Notes to Financial Statements

December 31, 2015 and 2014

Patient service revenue, net of contractual allowances and discounts (but before the provision for uncollectible accounts), recognized in the years ended December 31, 2015 and 2014, respectively, was approximately:

	2015	2014
Medi-Cal	\$ 19,440,001	\$ 14,990,602
Medicare	458,421	287,063
County of Los Angeles	1,764,835	4,707,957
Self-pay and other	671,130	554,273
Total	\$ 22,334,387	\$ 20,539,895

Note 4: Concentration of Credit Risk

The Organization grants credit without collateral to its patients, most of whom are area residents and are insured under third-party payer agreements. The mix of receivables from patients and third-party payers at December 31, 2015 and 2014, was:

	2015	2014
Medi-Cal	91%	59%
Medicare	1%	1%
County of Los Angeles	7%	39%
Other third-party payers	1%	1%
	100%	100%

Note 5: Contributions Receivable

Contributions receivable at December 31, 2015 and 2014, consisted of the following:

	2015	2014
Temporarily restricted		
Due within one year	\$ 1,188,958	\$ 394,657
Due in one to five years	100,000	45,000
	1,288,958	439,657
Less		
Unamortized discount	875	875
	\$ 1,288,083	\$ 438,782

The discount rate for both 2015 and 2014 was 3%.

St. John's Well Child and Family Center, Inc.

Notes to Financial Statements

December 31, 2015 and 2014

Note 6: Medical Malpractice Claims

The U.S. Department of Health and Human Services deemed the Organization and its practicing physicians covered under the Federal Tort Claims Act (FTCA) for damage for personal injury, including death, resulting from the performance of medical, surgical, dental and related functions. FTCA coverage is comparable to an occurrence policy without a monetary cap.

Claim liabilities are to be determined without consideration of insurance recoveries. Expected recoveries are presented separately. Based upon the Organization's claim experience, no accrual has been made for medical malpractice costs for the years ended December 31, 2015 and 2014. However, because of the risk in providing health care services, it is possible that an event has occurred which will be the basis of a future material claim.

Note 7: Line of Credit

The Organization has a revolving line of credit in the amount of \$700,000 which matures on December 1, 2016. At December 31, 2015 and December 31, 2014, there was \$700,000 borrowed against this line. Interest is payable monthly at a rate of the greater of 4.25% or the bank's prime rate plus 1% (4.25% at December 31, 2015). The line is collateralized by substantially all of the Organization's assets except real estate.

The Organization entered into a \$1,300,000 revolving bank line of credit in October 2015 that expired in April 2016. At December 31, 2015, there were no borrowings against this line. Interest is payable monthly at a rate of the greater of 4.25% or the bank's prime rate plus 1% (4.25% at December 31, 2015). The line is collateralized by substantially all of the Organization's assets except real estate.

Note 8: Long-Term Debt

	2015	2014
City National Bank (A)	\$ 666,505	\$ 710,554
Series 2011 revenue bonds (B)	5,001,667	5,097,084
NCB Capital Impact (C)	3,090,039	3,379,364
Avaya financial capital lease obligation (D)	31,403	54,308
Insight financial capital lease obligation (E)	139,347	-
	<u>8,928,961</u>	<u>9,241,310</u>
Less current maturities	515,653	451,696
Less unamortized discount on bonds	69,608	72,294
Less unamortized debt issuance costs	584,029	613,275
	<u>\$ 7,759,671</u>	<u>\$ 8,104,045</u>

(A) Due June 2026; payable \$7,171 monthly, including interest at 6.0%; secured by certain real estate, subordinated to the NCB Capital Impact note.

St. John's Well Child and Family Center, Inc.

Notes to Financial Statements

December 31, 2015 and 2014

- (B) The Revenue Bonds (Series 2011) consist of Insured Revenue Bonds in the original amount of \$5,370,000 dated November 30, 2011, which bear interest at 4% to 5.625%. The Bonds are payable in annual sinking fund installments and three principal payments. Annual sinking fund installments are payable from November 30, 2012 to November 30, 2041, and fluctuate between \$85,000 and \$330,000, respectively. The three principal payments are \$120,000, \$200,000 and \$345,000 due on November 30, 2021, November 30, 2031 and November 30, 2041, respectively. Bonds maturing on or after December 1, 2020, are subject to redemption prior to their stated maturity at the option of the Organization, in whole or in part by lot on any date, upon at least 45 days prior written notice to the Trustee, on or after December 1, 2019. Bonds redeemed December 1, 2019 through November 30, 2020, are subject to a redemption premium of 2%; bonds redeemed December 1, 2020 through November 30, 2021, are subject to a redemption premium of 1%; bonds redeemed December 1, 2021, and thereafter are not subject to a redemption premium. Unamortized debt issuance costs based on an imputed interest rate of 9.72% were \$495,379 and \$514,493 at December 31, 2015 and 2014, respectively.

The regulatory agreement requires that certain funds be established with the trustee. Accordingly, these funds are included as assets limited as to use held by trustee in the financial statements. The indenture agreement also requires the Organization to comply with certain restrictive covenants including maintaining a ratio of net income available for debt service to maximum aggregate annual debt service of at least 1.25, maintaining a current ratio of at least 1.5 and maintaining at least 30 days of expenses in cash. These covenants were met for the year ending December 31, 2015.

- (C) Construction loan payable in the original amount of \$3,450,000 with a fixed interest rate at 3.94% is due September 2024. Interest-only payments began April 2013 and were due monthly for 18 months. Monthly principal and interest payments begin October 2014, in the amount of \$34,831. The construction loan is secured by subordinated deeds of trust on real property. Unamortized debt issuance costs based on an imputed interest rate of 2.62% were \$88,650 and \$98,782 at December 31, 2015 and 2014, respectively.

The loan agreement also requires the Organization to comply with certain restrictive covenants including maintaining a debt service coverage ratio of at least 1.15, maintaining a leverage ratio of less than 1.5 and maintaining a current ratio of at least 1.5. These covenants were met for the year ended December 31, 2015.

- (D) At imputed interest of 6.27%, due through March 2017; collateralized by equipment.
- (E) At imputed interest of 4.37%, due through January 2018; collateralized by equipment.

St. John's Well Child and Family Center, Inc.

Notes to Financial Statements

December 31, 2015 and 2014

Property and equipment included the following equipment under capital lease:

	2015	2014
Equipment	\$ 255,884	\$ 587,801
Less accumulated depreciation	85,026	386,318
	\$ 170,858	\$ 201,483

Aggregate annual maturities of long-term debt and payments on capital lease obligations at December 31, 2015, are:

	Long-Term Debt (Excluding Capital Lease Obligations)	Capital Lease Obligations
2016	\$ 447,858	\$ 74,301
2017	468,474	55,735
2018	488,916	51,876
2019	505,905	-
2020	527,948	-
Thereafter	6,319,110	-
	\$ 8,758,211	181,912
Less amount representing interest		11,162
Present value of future minimum lease payments		170,750
Less current maturities		67,795
Noncurrent portion		\$ 102,955

St. John's Well Child and Family Center, Inc.

Notes to Financial Statements

December 31, 2015 and 2014

Note 9: Temporarily Restricted Net Assets

Temporarily restricted net assets are available for the following purpose or periods:

	2015	2014
Health care services		
Purchase of equipment	\$ 200,672	\$ 5,000
Indigent care	2,642,958	1,726,252
Health education	-	80,624
Pharmaceutical program	145,085	92,813
Time restricted	145,000	-
	<u>\$ 3,133,715</u>	<u>\$ 1,904,689</u>

During 2015, net assets were released from donor restrictions by incurring expenses, satisfying the restricted purposes of purchase of equipment, indigent care, health care education and pharmaceutical program in the amount of \$2,515,659. During 2014, net assets were released from donor restrictions by incurring expenses, satisfying the restricted purposes of purchase of equipment, indigent care, health care education and pharmaceutical program in the amount of \$2,953,464.

Note 10: Functional Expenses

The Organization provides health care services primarily to residents within its geographic area. Expenses related to providing these services are as follows:

	2015	2014
Health care services	\$ 36,520,729	\$ 29,888,522
General and administrative	4,649,431	3,702,203
Fundraising	880,735	815,628
	<u>\$ 42,050,895</u>	<u>\$ 34,406,353</u>

St. John's Well Child and Family Center, Inc.
Notes to Financial Statements
December 31, 2015 and 2014

Note 11: Operating Leases

The Organization has noncancellable operating leases for primary care outpatient offices and equipment which expire in various years through 2024.

Future minimum lease payments at December 31, 2015, were:

2016	\$ 381,877
2017	370,493
2018	310,805
2019	261,418
2020	267,934
Thereafter	<u>636,225</u>
Future minimum lease payments	<u><u>\$ 2,228,752</u></u>

Note 12: Pension Plan

The Organization has a 403(b) defined contribution plan covering substantially all employees. Any employer contributions are discretionary in nature and are subject to reduction or termination. Contributions were suspended after October 31, 2009, and have not yet been reinstated. The Organization did not incur any retirement plan expense for the years ended December 31, 2015 and 2014.

Note 13: Construction in Progress

At December 31, 2015, the Organization has multiple construction projects in progress including renovation of the Hyde Park Clinic, the Magnolia Clinic, the Martin Luther King Clinic, the Williams Pharmacy, the Compton Clinic and the Dominguez High School Clinic. As of December 31, 2015, the following work has been completed and is classified as construction in progress on the Organization's balance sheet. Continuation of these projects is dependent on the availability of additional federal grant and other funding.

St. John's Well Child and Family Center, Inc.

Notes to Financial Statements

December 31, 2015 and 2014

Project	Balance as December 31, 2015
Williams Pharmacy	\$ 229,295
Magnolia Clinic	255,443
Hyde Park Clinic	88,416
Frayser Clinic	48,641
Martin Luther King Clinic	15,894
Dominguez High School Clinic	13,698
Compton Clinic	4,800
	<hr/>
	\$ 656,187

Note 14: Significant Estimates and Concentrations

Accounting principles generally accepted in the United States of America require disclosure of certain significant estimates and current vulnerabilities due to certain concentrations. Those matters include the following:

Grant Revenues

Concentration of revenues related to grant awards and other support is described in *Note 2*.

Allowance for Net Patient Service Revenue Adjustments

Estimates of allowances for adjustments included in net patient service revenue are described in *Notes 1* and *3*.

Medical Malpractice Claims

Estimates related to the accrual for medical malpractice claims are described in *Note 6*.

Litigation

In the normal course of business, the Organization is, from time to time, subject to allegations that may result in litigation. The Organization evaluates such allegations by conducting investigations to determine the validity of each potential claim. Based upon the advice of counsel, management records an estimate of the amount of the ultimate expected loss, if any, for each of these matters. Events could occur that would cause the estimate of loss to differ materially in the near term.

St. John's Well Child and Family Center, Inc.

Notes to Financial Statements

December 31, 2015 and 2014

Labor Agreement

The Organization entered into an agreement with Service Employees International Union, Local 721 for the period March 1, 2014 through February 28, 2017. Approximately 67% and 62% of employees are covered under this agreement at December 31, 2015 and 2014, respectively.

Current Economic Conditions

The current economic environment presents community health centers with difficult circumstances and challenges. As employers make adjustments to health insurance plans or more patients become unemployed, certain patients may find it difficult to pay for services rendered. The continuing implementation of the *Affordable Care Act*, including the health insurance exchanges and the decision by the state regarding Medicaid expansion, will directly impact community health centers' net revenues. Further, the effect of economic conditions on federal and state budgets could adversely impact the grant revenues available to community health centers and the programs they administer. Each of these factors could have an adverse impact on the Organization's future operating results.