



**West Contra Costa Healthcare District
Doctors Medical Center
Board of Directors**

**Monday, June 16 2014
4:30 PM
Doctors Medical Center
Auditorium
2000 Vale Road
San Pablo, CA**



**WEST CONTRA COSTA HEALTHCARE DISTRICT
DOCTORS MEDICAL CENTER**

BOARD OF DIRECTORS

**WCCHD DOCTORS MEDICAL CENTER
BOARD OF DIRECTORS
JUNE 16, 2014 – 4:30 P.M.
Doctors Medical Center - Auditorium
2000 Vale Road
San Pablo, CA 94806**

Board of Directors

*Eric Zell, Chair
Irma Anderson
Deborah Campbell
Nancy Casazza
Beverly Wallace*

AGENDA

1. **CALL TO ORDER** E. Zell
2. **ROLL CALL**
3. **APPROVAL OF MINUTES OF MAY 07, 2014** E. Zell
4. **PUBLIC COMMENTS** E. Zell
[At this time persons in the audience may speak on any items not on the agenda and any other matter within the jurisdiction of the Board of Directors]
5. **FISCAL YEAR 2013 AUDIT** J. Boatman
a. Presentation J. Tucker, TCA Partner
b. Discussion
c. Public Comment
d. *ACTION: Acceptance of the Fiscal Year 2013 Audit*
6. **PUBLIC HEARING ON PROPOSED PROPERTY TAX TRANSFER WITH CONTRA COSTA COUNTY: IMPACT ON DISTRICT'S FEES, CHARGES, TAXES AND OTHER REVENUES** E. Zell
7. **APPROVAL OF 2014 COUNTY PROPERTY TAX TRANSFER** D. Gideon
a. Presentation
b. Discussion
c. Public Comment
d. *ACTION: Approval of 2014 Property Tax Transfer and Authorization of Management to Take Action Necessary to Complete the Transaction, Resolution #2014-06*

8. **APPROVAL OF SECOND AMENDMENT TO CREDIT AGREEMENT AND DEED OF TRUST BETWEEN WCCHD AND GEMINO HEALTHCARE FINANCE** D. Gideon
- a. Presentation
 - b. Discussion
 - c. Public Comment
 - d. *ACTION: Approval of Second Amendment to Credit Agreement and Deed of Trust Between WCCHD and Gemino Health Finance*
9. **CEO REPORT** D. Gideon
- a. Presentation
 - b. Discussion
 - c. Public Comment
 - d. *ACTION: Information Only*

ADJOURNMENT



MINUTES
MAY 07, 2014

TAB 3



**WCCHD DOCTORS MEDICAL CENTER
BOARD OF DIRECTORS**

**May 07, 2014, 4:30 P.M.
Doctors Medical Center - Auditorium
2000 Vale Road
San Pablo, CA 94806**

MINUTES

1. CALL TO ORDER

The meeting was called to order at 4:40 P.M.

2. ROLL CALL

Quorum was established and roll was called: 4:42 PM

Present: Eric Zell, Chair
Beverly Wallace
Nancy Casazza
Irma Anderson

Excused: Deborah Campbell

3. APPROVAL OF JANUARY 29, 2014 MINUTES

The motion made by Director Irma Anderson and seconded by Director Beverly Wallace to approve the January 29, 2014 minutes passed unanimously.

4. CEO REPORT

Ms. Dawn Gideon, Interim President and CEO provided a background at the request of Director Zell, the following overview of the recent history of Doctors Medical Center and the measures pursued in the ongoing struggles for the Hospital's survival.

Doctors Medical Center began operations in San Pablo in 1954 as Brookside Hospital, serving the residents of the newly constituted West Contra Costa Healthcare District. From

that time until 1997, the District operated the hospital as an independent acute care facility with modest "ad valorem" property tax support. By the mid-1990's, however, the hospital began experiencing financial challenges, and the District realized that to save this important healthcare resource it needed a capital partner to make necessary investments and to support the financial losses from operations. In January 1997, the District developed a strategic partnership with a national, for-profit hospital company—Tenet. Under this partnership the District retained ownership of the facilities, while Tenet operated all healthcare services and made necessary capital investments in the building, property and equipment. The hospital's name was changed to Doctors Medical Center.

By 2004, Tenet realized that it was unable to profitably operate Doctors Medical Center, and they were unwilling to sustain the financial loss. As a result, they terminated the partnership and returned ownership of the healthcare services back to the District. The majority of the management team left with Tenet, as did some of the important infrastructure, including information systems. By the summer of 2004, the District found itself with a hospital that was losing money, with no cash, without a management team, and without important technology necessary to manage the organization.

In an effort to once again save the hospital from closure, the District introduced a special parcel tax measure (Measure D) to supplement the existing ad valorem property tax. In June of 2004, 84% of voting residents approved the tax measure. Immediately thereafter the District used the proceeds from that new parcel tax to secure \$26 million in long-term financing/debt. The proceeds of this financing were used to support operations and to make necessary investments in the hospital and its equipment.

Despite the 2004 parcel tax and financing, Doctors Medical Center continued to struggle, posting operating losses of \$22.9 million in 2005 and consuming much of the cash reserves created by the 2004 financing. In late 2006 the organization faced serious financial obstacles and had grim prospects of overcoming those adversities. Cash on hand was down to five days and the hospital was losing in excess of \$3 million monthly. With the negative operating performance and the capital requirements necessary for DMC to remain viable, the hospital's operating performance was projected at a deficit of approximately \$35 million by the end of 2006.

In October of 2006, the District filed for Bankruptcy and borrowed an additional \$20 million from the County to support payroll and other operating expenses. At the end of that year the District hired a turnaround and interim management firm and created a Joint Powers Authority (JPA) with the County for governance participation and oversight. This JPA was later replaced with a Governing Body to include County and DMC medical staff representatives.

Since 2011, the management team of DMC has continued to reduce expenses — including another reduction of more than \$6 million for calendar year 2013 and further reductions in calendar 2014. Expense reduction/performance improvement initiatives have included:

- Renegotiated better rates with insurance companies

- Improved billing and collection practices
- Streamlined staffing, making DMC one of the most efficient hospitals in the Bay Area
- Reduced management staffing
- Renegotiated physician contracts to reduce costs
- Renegotiated vendor supply costs
- Made significant changes in the health benefits structure for non-represented and 2 of our union represented employee group. Negotiation is underway with remaining collective bargaining units for similar benefit changes.

•
 The financial issues at DMC, as with similar hospitals across the state, are the direct result of the nature of the population served: the elderly and indigent. In 2013, more than 77% of DMC's patients were government pay - Medicare and Medicare Managed Care (insurance for older adults), Medi-Cal, MediCal Managed Care (insurance for the indigent). Another 11% were uninsured. None of these payers reimburse the full cost of providing care.

The Congressional Budget Office projects that in 2012 Medicare, on average, covered 90% of the cost of providing care. Hospitals lose an average of 10% on every Medicare patient treated within their facility. MediCal payments for coverage for the indigent is even lower—with CA MediCal covering an average of only 60% of the total cost of care.

Other hospitals offset these losses by charging more to commercial/HMO payers — essentially cost shifting. DMC does not have a sufficient volume of HMO patients to close the gap — and it is not practical to believe that sufficient HMO volume will be realized in the near future. In addition, the gap between costs and reimbursement grows each year. While the hospital historically experiences inflation of 2-5% in salaries, drugs and the cost of other supplies, payment received from MediCal has not increased in more than five years. At the same time, Medicare reimbursement has increased, but not at pace with inflation. As a result, each year DMC falls further behind in attempting to close the gap, and the hospital needs to cut costs just to prevent a further decline. With no profit generated, DMC is unable to invest in new technology, new programs, or physician recruitment, all very necessary to long term sustainability.

This economic equation is not just impacting the hospital, but much of the medical staff as well. Each of those uninsured or government insured patients treated at the hospital are cared for by a physician who is receiving minimal reimbursement for the care provided. One potential strategy to help solve this financial crisis is to care for more private insured patients. DMC has historically been challenged on two fronts in its efforts to do so. First, an estimated 50% of commercial patient in the DMC service area are Kaiser-insured patients. Kaiser has their own facility in the community and therefore does not have a contract with DMC to provide care — Kaiser patients cannot use DMC for anything other than emergency services. Second, insured patients have a choice of providers in Contra Costa, Alameda or other counties. The patient satisfaction scores at DMC are materially lower than the scores at other area hospitals — a problem of the hospital's own making. While management and the Governing Body have made improvement of patient satisfaction a high priority for the past several years, satisfaction scores are slow to improve

and the hospital's reputation continues to drive insured patients out of the District to receive care.

In March 2010, President Obama signed the Patient Protection and Accountable Care Act ("ACA"). Many believe that this new reform legislation will provide coverage for the 11% of DMC's patients that are presently uninsured, and thereby help to solve the financial crisis. The impact of ACA on DMC will not be positive, however, and reimbursement is expected to decline by \$2.8 million in 2014.

Consider the math: the Congressional Budget Office projects that only 50% of uninsured patients will become insured under ACA by 2019, an even smaller fraction in 2014. Of DMC's approximately 700 uninsured inpatients admitted to the hospital last year, that would result in an additional 350 individuals with insurance coverage, and approximately \$1.5 million per year in additional revenue moving forward, and only \$600,000 in additional revenue in 2014. The additional reimbursement is helpful — but clearly does not close the operating gap.

In addition, under ACA, Medicare (the federal government program to pay for older adults) will be reducing payments on the Medicare patients treated each year at DMC. In 2014, that reduction is projected to be \$3.4 million. The net impact of ACA (more reimbursement for uninsured, less from Medicare) is an overall reduction in payments of \$2.8 million in 2014, with further reductions in the future.

In addition to receiving less overall reimbursement for caring for many patients, DMC and its physicians are required by ACA to make significant capital invests in information technology. Should those investments not be made, DMC will be penalized another 2% of total government reimbursement.

Finally, as Medicare and private insurers look to "bundle payments" for an episode of care or to contracting with "Accountable Care Organizations", DMC will need to be a part of a larger organization capable of surviving within the country's new vision for healthcare delivery. As a relatively small facility without employed physicians, the hospital cannot participate in these new payment arrangements.

Where does this leave us today?

While a majority of voters supported the proposed parcel tax to keep the hospital open, the measure failed to meet the 2/3 approval that is required. As a result, DMC finds itself today in the same financial position and financial crisis that existed in November 2013 when the Board passed the fiscal emergency resolution. In the weeks ahead, the Board will need to move swiftly in deliberations on options and next steps. Without immediate intervention, the hospital must be closed this summer. Without immediate intervention, we will be unable to pay employees, to pay vendors, or to continue to provide the very high quality patient care provided by our dedicated employees and physicians.

5. PUBLIC COMMENTS

Laurel Hodgson, M.D. (Immediate Past Chief of Staff) asked the entire community to work together to find a solution to save the hospital.

Jeanni Miranda (Surgery Department) expressed her concern with the county not stepping up to help DMC.

Andra Kaminsky (Clinical Care Operations) thanked Dawn Gideon and the Board of Directors for their tireless efforts to save DMC.

Ms. ML Millender (El Sobrante resident) wanted to state that their simply not enough information provided to the residents of Contra Costa County. She asked for increased information sharing with community residents.

Malcolm Johnson, M.D. (ER) thanked the Board of Directors and Dawn for the hard work they have done for DMC and the community.

Charlene Arrington, Dennis Dalton, Michael Parker, Deborah Bayer, Melvin Willis and Tristan David (Community residents) expressed their frustration with Contra Costa County and the Board of Directors for even considering hospital closure.

Hermelinda Gonzalez, Maria Sahagun, and C-Young Choo (CNA workers at DMC) asked that everyone gather and go to the Contra Costa County Board of Supervisors meeting to express their frustration and ask for help to keep the hospital open.

Tracy Taylor (Wellness Director) expressed her gratitude with all the hard work by Dawn Gideon and the Board of Directors over the past 4 years to keep DMC open even though it was on the verge of closing every year.

Richard Stern, M.D. (Chief of Staff) suggested an across-the-board 10% pay reduction for all employees as a strategy to reduce expenses as we find a way to save DMC.

William Walker, M.D., Contra Costa County Health Services Director, expressed his concern about the community impact of the closure of the hospital.

6. APPROVAL OF RESOLUTION AND TERMS OF AGREEMENT FOR PARKING LOT USE EASEMENT WITH LYTTON RANCHERIA OF CALIFORNIA

Ms. Gideon presented a revised Agreement with the Lytton Rancheria of California. She reported that although the Agreement had been approved at a previous meeting of the Board of Directors, the hospital had revised the amount of property and the number of spaces to be provided to the Tribe as a result of this Agreement. Consistent with this change in scope, the price needs to be adjusted from the original \$5.0 million to \$4.6 million. All other aspects of the Agreement remain the same. Ms. Gideon did inform the Board that an appraisal of the property has been complete, and the Agreement meets the Districts obligations.

The motion made by Director Irma Anderson and seconded by Director Beverly Wallace to approval of Resolution No. 2014-5 Terms of Agreement for Parking Lot Easement between WCCHD and Lytton Rancheria of California passed unanimously

THE MEETING ADJOURNED TO CLOSED SESSION AT 5:45PM

FISCAL YEAR 2013 AUDIT

TAB 5

Audited Financial Statements

**WEST CONTRA COSTA
HEALTHCARE DISTRICT**

December 31, 2013

**TCA Partners, LLP
Certified Public Accountants**

DRAFT

West Contra Costa Healthcare District

Audited Financial Statements

December 31, 2013

Independent Accountants Report	1
Management's Discussion and Analysis	3
Balance Sheets	9
Statements of Revenues, Expenses and Changes in Net Position.....	10
Statements of Cash Flows	11
Notes to Financial Statements.....	13

DRAFT

TCA Partners, LLP

Certified Public Accountants

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Report of Independent Auditors

The Board of Directors
West Contra Costa Healthcare District
San Pablo, California

Report on the Financial Statements

We have audited the accompanying financial statements of West Contra Costa Healthcare District (the District) as of December 31, 2013 and 2012 which comprise the balance sheets as of December 31, 2013 and 2012 and the related statements of revenues, expenses and changes in net position, and cash flow 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 the 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 consolidated 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 and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of 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.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the District at December 31, 2013 and 2012, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Other Matter

Management's discussion and analysis is not a required part of the financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. We have applied limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the supplementary information. However, we did not audit the information and express no opinion on it.

The accompanying financial statements have been prepared assuming the District will continue as a going concern. As discussed in Note 12 to the financial statements, the District has incurred recurring losses from operations and has a net deficit of (\$27,468,000) at December 31, 2013. In May 2014, an additional parcel tax initiative was added to a special election taking place in Contra Costa County. The proposed additional parcel tax was defeated and will not be available to improve the District's financial situation. Without this funding the District will be strongly considering ceasing operations and closing the hospital. These conditions raise substantial doubt about its ability to continue as a going concern. Management's plans regarding these matters are also described in Management's Discussion and Analysis. These financial statements do not include any adjustments that might result from outcome of this uncertainty.

TCA Partners, LLP

Fresno, California
March 18, 2014

West Contra Costa Healthcare District

Management's Discussion and Analysis

December 31, 2013

Introduction

This discussion and analysis has been prepared by the management of West Contra Costa County Healthcare District (the District) in order to provide an overview of the District's financial and operating performance for the year ended December 31, 2013, in accordance with the Governmental Accounting Standards Board Statement No. 34, *Basic Financials Statements; Management's Discussion and Analysis for State and Local Governments*. Read in conjunction with the District's audited financial statements and accompanied notes to the financial statements. It is intended to help the reader better understand the District's financial performance and position. It should be noted that the audited financial statements prepared by TCA Partners, LLP CPAs, include an unmodified opinion regarding the financial statements.

This discussion and analysis of the District's financial performance provides an overview of the District's financial activities for the years ended December 31, 2013, 2012, and 2011. Please read it in conjunction with the District's financial statements.

Financial Highlights

- The District's net position decreased in 2013 from 2012 by \$19.4 million (241.4%) after a decrease in 2012 from 2011 of \$17.7 million (183.2%) and a decrease of \$18.7 million (65.9%) in 2011 from 2010.
- The District reported an operating loss of \$28.3 million in 2013 after operating losses in 2012 of \$25.0 million and \$30.0 million in 2011.
- The District's net non-operating revenues were \$8.9 million in 2013 as compared to \$7.2 million in 2012 and \$11.0 million in 2011.

Using This Annual Report

The District's financial statements consist of three statements – a balance sheet; a statement of revenues, expenses, and changes in net position; and a statement of cash flow. These financial statements and related notes provide information about the activities of the District, including resources held by the District but restricted for specific purposes by contributors, grantors, or enabling legislation.

The Balance Sheets and Statements of Revenues, Expenses and Changes in Net Position

Our analysis of the District's finances begins on page 4. One of the most important questions asked about the finances is, "Is the District as a whole better or worse off as a result of the year's activities?" The balance sheet and the statement of revenues, expenses, and changes in net assets report information about the District's resources and its activities in a way that helps answer this question. These statements include all restricted and unrestricted assets and all liabilities using the accrual basis of accounting. All of the current year's revenues and expenses are taken into account regardless of when cash is received or paid.

West Contra Costa Healthcare District

Management's Discussion and Analysis

December 31, 2013

These two statements report the District's net position and changes in them. You can think of the District's net position – the difference between assets and liabilities – as one way to measure the District's financial health, or financial position. Over time, increases or decreases in the District's net position is one indicator of whether its financial health is improving or deteriorating. You will need to consider other non-financial factors, however, such as changes in the District's patient base and measures of the quality of service it provides to the community, as well as local economic factors to assess the overall health of the District. Overall, the District is worse off at December 31, 2013 than it was December 31, 2012.

The Statements of Cash Flows

The final required statement is the statement of cash flows. The statement reports cash receipts, cash payments, and net changes in cash resulting from operations, investing, and financing activities. It provides answers to such questions as "Where did cash come from?" "What was cash used for?" and "What was the change in cash balance during the reporting period?"

The District's Net Position

The District's net position is the difference between its assets and liabilities reported in the balance sheets on page 9. The net assets decreased in 2013 by \$19.4 million over 2012 after a decrease in 2012 by \$17.7 million over 2011 and an increase in 2011 by \$18.7 million over 2010.

Table 1: Assets, Liabilities and Net Position

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Assets			
Current Assets	\$ 38,207,000	\$ 51,495,000	\$ 67,264,000
Capital Assets, Net	40,058,000	43,030,000	44,782,000
Other Noncurrent Assets	1,665,000	1,704,000	1,992,000
Total Assets	<u>\$ 79,930,000</u>	<u>\$ 96,229,000</u>	<u>\$ 114,038,000</u>
Liabilities and Net Position			
Current Liabilities	\$ 38,741,000	\$ 40,594,000	\$ 35,514,000
Other	68,657,000	63,683,000	68,852,000
Total Liabilities	<u>107,398,000</u>	<u>104,277,000</u>	<u>104,366,000</u>
Net Position			
Invested in Capital Assets, Net of Related Debt	19,123,000	20,914,000	21,312,000
Unrestricted	(46,591,000)	(28,962,000)	(11,640,000)
Total Net Position	<u>(27,468,000)</u>	<u>(8,048,000)</u>	<u>9,672,000</u>
Total Liabilities and Net Position	<u>\$ 79,930,000</u>	<u>\$ 96,229,000</u>	<u>\$ 114,038,000</u>

West Contra Costa Healthcare District

Management's Discussion and Analysis

December 31, 2013

Total Operating Revenue decreased in 2013 from 2012 by \$11.8 million (9.4%), while operating expenses decreased by \$8.5 million (5.7%). The decrease in revenue is primarily due to a decrease in patient volume of which half is related to the extraordinary Chevron fire event in August 2012. Nonoperating revenue for the district increased as 2013 was the first full year of the 2011 parcel tax assessment.

Operating expenses decreased in 2013 by 8.5 million or (5.7%). The largest decrease in expenses was \$7.7 million in salaries and wages. The decrease in expenses was due to cost cutting measures as well as an emphasis on maintaining productivity due to the volume decreases. The District was able to pass a parcel tax initiative and bond indenture in 2011. The effects of the bond measure had a positive impact on non-operating revenue. The parcel tax initiative produced a full year effect of \$5.1 million.

In 2013 the District used the remaining \$6.9 million of the 2011 Bond proceeds to continue operations. The accounts receivable balances decreased \$10.6 million as collections efforts and a new revenue cycle manager were effective in reducing the receivables.

The District continues to make changes to operations. In 2013 the emphasis was placed on flexing expenses to match changes in volume. The flexing of staff was successful in 2013 as staff was flexed down 7.4% with a net patient revenue decrease of 8.9%. There was also a decrease in supply costs of 9.7% in 2013. Despite this reduction management was unable to reduce expenses as quickly as revenues dropped. The hospital is unable to cut expenses in all areas as some costs are based on the footprint of the hospital space as well as functions maintained on a 24 hours basis. If the volumes do not recover the hospital will again need to look at permanent reductions or resizing staff for the new volumes. The Board passed a resolution in November 2013 to declare a state of emergency as the hospital is projected to run out of cash by May or June of 2014. The Board also passed in 2014 a proposed parcel tax for the community. The ballot proposal called "Measure C" will require a yes vote of two thirds of West Contra Costa County voters to become law. It is anticipated that the proposed parcel tax would generate approximately \$20,000,000 in additional district tax revenue for the hospital. See Note 12.

Total Operating Revenue increased in 2012 from 2011 by \$6.6 million (5.5%), while operating expenses increased by \$1.7 million (1.2%). The increase in revenue is primarily due to the Chevron fire event in August 2012. The District experienced a three week spike in emergency room visits due to the fire. The net revenue result of this event was a onetime revenue increase for \$4.8 million to the district for caring for the victims of the fire. Other operating revenue for the district was the first installments for implementing an electronic medical record (EHR). The District received \$2.4 million as incentive payments in 2012 for this project.

Operating expenses increased in 2012 by 1.7 million or (1.2%). The largest increase in expenses was \$1.6 million in salaries and wages. Most of the Districts employees and medical staff needed to be trained on the system at a major cost to the district. The District was able to pass a parcel tax initiative and bond indenture in 2011. The effects of both these changes have an effect in our non-operating revenue. The Bond indenture has a full year effect in 2012 of \$3.1 million but the parcel tax initiative produced only a half year effect at \$3.1 million. We had no contributions to the hospital in 2012 which reduced non-operating income by \$4.1 million.

West Contra Costa Healthcare District

Management's Discussion and Analysis

December 31, 2013

The District continues to make changes to operations. In 2012 management was able to cut the operating losses by \$4.9 million but fell short of our goals for the year. In October of 2012 management again looked at cost cutting measures to reduce the deficit. The changes made will produce an annualized reduction in the operating losses by another \$12 million. Staff reductions produced a decrease of 22.0 FTE's, and included new revenue programs as well as reductions in supply and purchased service costs. The parcel tax initiative will have a full effect in 2013 and reduce the deficit another \$2.0 million. The majority of the changes put into place will only have a nine month effect in 2013 so we will still face a deficit in 2013. There are other ideas and processes in place that could effectively reduce the losses to zero but as of the publication of this report they are not completed.

In 2012 the District used \$20.0 million of the 2011 Bond proceeds to continue operations. The software conversion discussed previously also had an effect on the accounts receivable. The accounts receivable balances increased \$19.1 million with \$4.8 million of it due to the Chevron fire event in August 2012.

The primary reasons for the decrease in operating income from 2012 to 2013 are:

- Decrease in inpatient and outpatient volume.
- Decrease in managed care revenue due to a payer mix shift from managed care payer to Medi-Cal and self-pay.
- Increase in benefit costs in employee medical insurance plan.

The primary reasons for the increase in operating income in 2012 from 2011 are:

- Decrease in outside donations as discussed above.
- One time event increasing emergency room revenue.
- Increase in funds for meaning full use of an EHR system and the associated costs of implementation.
- New parcel tax revenue.
- Increase in interest expense due to 2011 Bond indenture.
- Decrease in managed care revenue due to a payer mix shift from managed care payer to Medi-Cal and self-pay.
- Increase in benefit costs in employee medical insurance plan,

West Contra Costa Healthcare District

Management's Discussion and Analysis

December 31, 2013

Table 2: Operating Results and Changes in Net Position

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Operating Revenues			
Net Patient Revenue	\$ 109,426,000	\$ 120,159,000	\$ 116,419,000
Other Operating Revenue	4,261,000	5,374,000	2,510,000
Total Operating Revenue	<u>113,687,000</u>	<u>125,533,000</u>	<u>118,929,000</u>
Operating Expenses			
Salaries and Benefits	91,042,000	98,338,000	96,749,000
Supplies	15,769,000	17,459,000	18,777,000
Depreciation and Amortization	4,925,000	4,892,000	4,165,000
Other Operating Expenses	30,247,000	29,806,000	29,056,000
Total operating Expenses	<u>141,983,000</u>	<u>150,495,000</u>	<u>148,747,000</u>
Operating Loss	<u>(28,296,000)</u>	<u>(24,962,000)</u>	<u>(29,818,000)</u>
Nonoperating Revenues (Expenses)			
District Tax Revenue	13,718,000	11,608,000	8,498,000
Investment Income	134,000	77,000	46,000
Noncapital grants and Contributions	25,000	186,000	4,099,000
Interest Expense	(5,001,000)	(4,629,000)	(1,553,000)
Total Net Nonoperating Revenues	<u>8,876,000</u>	<u>7,242,000</u>	<u>11,090,000</u>
Excess Revenues over expenses	<u>(19,420,000)</u>	<u>(17,720,000)</u>	<u>(18,728,000)</u>
Net Position at Beginning of the Year	(8,048,000)	9,672,000	28,400,000
Net Position at the End of the Year	<u>\$ (27,468,000)</u>	<u>\$ (8,048,000)</u>	<u>\$ 9,672,000</u>

Nonoperating Revenues and Expenses

Nonoperating revenues consist primarily of property taxes levied by the District, noncapital grants and contributions, interest revenue, and investment earnings. The change in nonoperating revenues was discussed above.

The District's Cash Flows

Changes in the District's cash flows are consistent with changes in operating losses and non-operating revenues and expenses, discussed earlier.

West Contra Costa Healthcare District

Management's Discussion and Analysis

December 31, 2013

Capital Assets

At the end of 2013, the District had \$40.0 million invested in capital assets, net of accumulated depreciation, as detailed in note 6 to the financial statements. In 2013, the District purchased new equipment costing \$1.9 million. At the end of 2012, the District had \$43.0 million invested in capital assets, net of accumulated depreciation, as detailed in note 6 to the financial statements. In 2012, the District purchased new equipment costing \$2.5 million. At the end of 2011, the District had \$45.4 million invested in capital assets, net of \$2.5 million in accumulated depreciation, as detailed in note 6 to the financial statements. In 2011, the District purchased new equipment costing \$3.9 million.

Subsequent Event

In May 2014, an additional parcel tax initiative was added to a special election taking place in Contra Costa County. The proposed additional parcel tax was defeated and will not be available to improve the District's financial situation. Without this funding the District will be strongly considering ceasing operations and closing the hospital. Barring an unforeseen event, the Board will meet in June 2014 for a vote on the possible closure and ceasing of operations of the Hospital.

Contacting the District's Financial Management

This financial report is designed to provide our patients, suppliers, taxpayers, and creditors with a general overview of the District's finances and to show the District's accountability for the money it receives. If you have questions about this report or need additional financial information, contact the District's Chief Financial Officer's office at Doctors Medical Center, 2000 Vale Road, San Pablo, CA 94806.

West Contra Costa Healthcare District

Balance Sheets

	December 31	
Assets	<u>2013</u>	<u>2012</u>
Current assets		
Cash and cash equivalents	\$ 9,623,000	\$ 5,071,000
Patient accounts receivable, net	20,457,000	31,007,000
Other receivables	508,000	464,000
Assets limited as to use	4,709,000	11,600,000
Supplies	1,647,000	1,731,000
Prepaid expenses	1,263,000	1,622,000
Total current assets	38,207,000	51,495,000
Assets limited as to use, net of current portion	642,000	642,000
Capital assets, net	40,058,000	43,030,000
Other assets	1,023,000	1,062,000
Total assets	\$ 79,930,000	\$ 96,229,000
 Liabilities and net position		
Current liabilities		
Revolving credit agreement	\$ 4,953,000	\$ 4,528,000
Current maturities of debt borrowings	1,320,000	1,613,000
Accounts payable and accrued expenses	9,386,000	12,169,000
Accrued payroll and related liabilities	17,257,000	17,325,000
Estimated third-party payors settlements	2,934,000	1,868,000
Other liabilities, current portion	2,891,000	3,091,000
Total current liabilities	38,741,000	40,594,000
Debt borrowings, net of current maturities	59,545,000	60,879,000
Other liabilities, net of current	9,112,000	2,804,000
Total liabilities	107,398,000	104,277,000
 Net position		
Invested in capital assets, net of related debt	19,123,000	20,914,000
Unrestricted	(46,591,000)	(28,962,000)
Total net position	(27,468,000)	(8,048,000)
Total liabilities and net position	\$ 79,930,000	\$ 96,229,000

See accompanying notes to the financial statements

West Contra Costa Healthcare District

Statements of Revenues, Expenses and Changes in Net Position

	Year ended December 31,	
	<u>2013</u>	<u>2012</u>
Operating revenues		
Net patient service revenue	\$ 109,426,000	\$ 120,159,000
Other operating revenue	4,261,000	5,374,000
Total operating revenue	<u>113,687,000</u>	<u>125,533,000</u>
Operating expenses		
Salaries and wages	56,321,000	64,058,000
Employee benefits	34,721,000	34,280,000
Professional fees	11,801,000	11,813,000
Purchased services	11,003,000	11,090,000
Supplies	15,769,000	17,459,000
Depreciation and amortization	4,925,000	4,892,000
Rents and leases	3,140,000	3,058,000
Other operating expenses	4,303,000	3,845,000
Total operating expenses	<u>141,983,000</u>	<u>150,495,000</u>
Operating loss	(28,296,000)	(24,962,000)
Nonoperating revenues (expenses)		
District tax revenue	13,718,000	11,608,000
Investment income	134,000	77,000
Interest expense	(5,001,000)	(4,629,000)
Other non-operating revenues, net	25,000	186,000
Total nonoperating revenues	<u>8,876,000</u>	<u>7,242,000</u>
Excess of expenses over revenues	(19,420,000)	(17,720,000)
Net position at beginning of the year	(8,048,000)	9,672,000
Net position at end of the year	<u>\$ (27,468,000)</u>	<u>\$ (8,048,000)</u>

See accompanying notes to the financial statements

West Contra Costa Healthcare District

Statements of Cash Flows

	Year ended December 31,	
	2013	2012
Cash flows from operating activities		
Cash received from patients and third-parties for patients	\$ 121,042,000	\$ 108,864,000
Cash received from operations, other than patient services	4,217,000	5,962,000
Cash payments to suppliers and contractors	(48,356,000)	(48,100,000)
Cash payments to employees and benefits programs	(91,110,000)	(94,466,000)
Net cash used in operating activities	(14,207,000)	(27,740,000)
Cash flows from noncapital financing activities		
Noncapital grants and contributions	25,000	186,000
Net change in other liability	6,108,000	(3,091,000)
Net proceeds (payments) on revolving credit agreement	425,000	1,182,000
Interest payments on revolving credit agreement	(664,000)	(444,000)
Principal payments on debt borrowings	(900,000)	(824,000)
Interest payments on debt borrowings	(4,222,000)	(4,007,000)
Change in other assets	(24,000)	(24,000)
Parcel tax revenues levied for debt service	10,827,000	8,517,000
Ad valorem tax revenues to support operations	2,891,000	3,091,000
Net cash provided by noncapital financing activities	\$ 14,466,000	\$ 4,586,000
Cash flows from capital and related financing activities		
Principal payments on debt borrowings	(727,000)	(836,000)
Interest payments on debt borrowings	(115,000)	(178,000)
Net cash used in capital and related financing activities	(842,000)	(1,014,000)
Cash flows from investing activities		
Purchases of capital assets	(1,890,000)	(3,085,000)
Net change in assets whose use is limited	6,891,000	18,275,000
Interest and dividends received from investments	134,000	77,000
Net cash provided by investing activities	5,135,000	15,267,000
Net increase (decrease) in cash and cash equivalents	4,552,000	(8,901,000)
Cash and cash equivalents, beginning of year	5,071,000	13,972,000
Cash and cash equivalents, end of year	\$ 9,623,000	\$ 5,071,000

See accompanying notes to the financial statements

West Contra Costa Healthcare District

Statements of Cash Flows (continued)

	Year ended December 31,	
	<u>2013</u>	<u>2012</u>
Reconciliation of operating loss to net cash provided by operating activities:		
Loss from operations	\$ (28,296,000)	\$ (24,962,000)
Adjustments to reconcile loss from operations to net cash provided by operating activities:		
Depreciation and amortization	4,925,000	4,892,000
Changes in operating assets and liabilities:		
Accounts receivable	10,550,000	(11,830,000)
Other accounts receivable	(44,000)	696,000
Supplies	84,000	379,000
Prepaid expenses	359,000	(623,000)
Accounts payable	(2,783,000)	(693,000)
Accrued payroll	(68,000)	3,873,000
Due to third-party payors	1,066,000	528,000
Net cash used in operating activities	<u>\$ (14,207,000)</u>	<u>\$ (27,740,000)</u>
Non cash disclosures		
Non cash payments on county loan	<u>\$ 993,000.00</u>	<u>\$ 1,188,000</u>

See accompanying notes to the financial statements

West Contra Costa Healthcare District

Notes to Financial Statements

December 31, 2013

NOTE 1 - ORGANIZATION AND ACCOUNTING POLICIES

Reporting Entity- West Contra Costa Healthcare District (the "District") is a public agency organized under Local Hospital District Law as set forth in the Health and Safety Code of the State of California. The District is a political subdivision of the State of California and is not subject to federal or state income taxes. The District was formed in 1948 for the purpose of building and operating a hospital to benefit the residents of West Contra Costa County. The District is governed by a Board of Directors elected from within the Healthcare District to specified terms of office. The District operates a full-service acute care facility and provides services to both inpatients and outpatients. The District provides health care services primarily to individuals who reside in the local geographic area.

WCCHD Financing Corporation II - The Corporation is a nonprofit public benefit corporation to provide financial assistance to the District by financing, refinancing, acquiring, constructing, improving, leasing and selling buildings, building improvements, equipment, and any other real or personal property (collectively, the "Facilities"), for the use, benefit and enjoyment of the public served by the District and any other purpose incidental thereto.

Basis of preparation - The District is a governmental health care provider and, accordingly, follows governmental accounting standards. The accrual basis of accounting is used in accordance with provisions for proprietary fund types.

Pursuant to Governmental Accounting Standards Board ("GASB") Statement No. 62, Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements, the District's proprietary fund accounting and financial reporting practices are based on all applicable GASB pronouncements as well as codified pronouncements issued on or before November 30, 1989.

The District applies the provisions of GASB 34, *Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments* (Statement 34), as amended by GASB 37, *Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments: Omnibus*, and Statement 38, *Certain Financial Statement Note Disclosures*. Statement 34 established financial reporting standards for all state and local governments and related entities. Statement 34 primarily relates to presentation and disclosure requirements. The impact of this change was related to the format of the financial statements; the inclusion of management's discussion and analysis; and the preparation of the statement of cash flows on the direct method.

Use of estimates - The preparation of the 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. Estimates also affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

West Contra Costa Healthcare District

Notes to Financial Statements

December 31, 2013

Cash and cash equivalents - The District considers cash and cash equivalents to include certain investments in highly liquid debt instruments, when present, with an original maturity of three months or less or subject to withdrawal upon request.

Patient accounts receivable - Patient accounts receivable consist of amounts reimbursable by various governmental agencies and insurance companies through the assignment process and private patients. The District manages its receivables by regularly reviewing the accounts, inquiring with respective payors as to collectability and providing for allowances on their accounting records for estimates, contractual adjustments, and uncollectible accounts. Significant concentrations of patient accounts receivable are discussed further in the footnotes.

Investments in marketable securities - Investments in marketable securities consist primarily of short-term, interest-bearing certificates of deposit, money market funds, and mutual funds and include assets held by trustees under indenture agreements and designated assets set aside by the Board of Directors for future funding of certain District obligations.

Supplies - Supply inventories are stated at cost, which is determined using the first-in, first-out method.

Capital assets - Capital assets consist of property and equipment and are reported on the basis of cost, or in the case of donated items, on the basis of fair market value at the date of donation. Capital purchases over \$5,000 are capitalized. Routine maintenance and repairs are charged to expense as incurred. Expenditures which increase values, change capacities, or extend useful lives are capitalized. Depreciation of property and equipment and amortization of property under capital leases are computed by the straight-line method for both financial reporting and cost reimbursement purposes over the estimated useful lives of the assets, which range from 10 to 30 years for buildings and 3 to 10 years for equipment. Leasehold improvements are amortized using the straight-line method over the shorter of the lease term or the estimated useful life of the related assets. The District periodically reviews its capital assets for value impairment. As of December 31, 2013 and 2012, the District has determined that no capital assets are impaired.

Other assets - Other assets include debt issuance costs and net premium/discounts related to certain debt. Debt issuance costs and net premium/discounts incurred in connection with the issuance of tax-exempt bonds have been deferred and/or recorded and are being amortized over the term of the bonds using a straight-line method.

Compensated absences - District employees earn vacation benefits at varying rates depending on years of service. Employees also earn sick leave benefits based on varying rates depending on years of service. Both benefits can accumulate up to specified maximum levels. Employees are not paid for accumulated sick leave benefits if they leave either upon termination or before retirement. However, accumulated vacation benefits are paid to an employee upon either termination or retirement. Accrued vacation and sick leave liabilities as of December 31, 2013 and 2012 are \$2,882,000 and \$3,419,000 respectively.

West Contra Costa Healthcare District

Notes to Financial Statements

December 31, 2013

Risk management - The District is exposed to various risks of loss from torts; theft of, damage to, and destruction of assets; business interruption; errors and omissions; employee injuries and illnesses; natural disasters; and medical malpractice. Commercial insurance coverage is purchased for claims arising from such matters. Settled claims have not exceeded this commercial coverage in any of the three preceding years.

Risk retention plans - The District maintains professional liability insurance on a claims-made basis, with liability limits of \$10,000,000 per claim, and which is subject to a \$25,000 deductible. Additionally, the District is self-insured for workers' compensation claims, with a self-insured retention of \$500,000 per occurrence, and has excess insurance coverage for the portion of each occurrence in excess of \$1,000,000. In the case of employee health coverage, the District is self-insured for those claims. Management estimates of uninsured losses for professional liability, workers' compensation and employee health coverage have been accrued as liabilities in the accompanying financial statements.

Net position - Net position of the District are classified in three components:

- Net position invested in capital assets, net of related debt consist of capital assets net of accumulated depreciation and reduced by any outstanding borrowings used to finance the purchase or construction of those assets.
- Restricted expendable net position are noncapital net assets that must be used for a particular purpose, as specified by creditors, grantors, or contributors external to the District, including amounts deposited with trustees as required by revenue bond indentures, discussed in Note 7.
- Unrestricted net position are remaining net assets that do not meet the definition of invested in capital assets net of related debt or restricted expendable net assets.

Net patient service revenue - Net patient service revenue is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered, including estimated retroactive adjustments under reimbursement agreements with third-party payors. Retroactive adjustments are accrued on an estimated basis in the period the related services are rendered, and adjusted in future periods as final settlements are determined.

West Contra Costa Healthcare District

Notes to Financial Statements

December 31, 2013

Charity care - The District accepts all patients regardless of their ability to pay. A patient is classified as a charity patient by reference to certain established policies of the District. Essentially, these policies define charity services as those services for which no payment is anticipated. Because the District does not pursue collection of amounts determined to qualify as charity care, they are not reported as revenue.

Uncollectible accounts - The District provides care to patients without requiring collateral or other security. Patient charges not covered by a third-party payor are billed directly to the patient if it is determined that the patient has the ability to pay. A provision for uncollectible accounts is recognized based on management's estimate of amounts that ultimately may be uncollectible.

Grants and contributions - From time to time, the District receives grants from various governmental agencies and private organizations. The District also receives contributions from related foundation and auxiliary organizations, as well as from individuals and other private organizations. Revenues from grants and contributions are recognized when all eligibility requirements, including time requirements are met. Grants and contributions may be restricted for either operating purposes or capital acquisitions. These amounts, when recognized upon meeting all requirements, are reported as components of the statement of revenues, expenses and changes in net position.

Operating revenues and expenses - The District's statements of revenues, expenses and changes in net position distinguishes between operating and non-operating revenues and expenses. Operating revenues result from exchange transactions associated with providing health care services, which is the District's principal activity. Operating expenses are all expenses incurred to provide health care services, other than financing costs. Non-operating revenues and expenses are those transactions not considered directly linked to providing health care services.

Income taxes - The District operates under the purview of the Internal Revenue Code, Section 115, and corresponding California Revenue and Taxation Code provisions. As such, it is not subject to state or federal taxes on income.

Subsequent events - Subsequent events have been evaluated through the date the financial statements were available to be issued.

Property taxes - The authority received approximately 10.8% in 2013 and 8.4% in 2012 of its financial support from property taxes. Property taxes are levied by the County on the District's behalf on January 1st and are intended to finance the District's activities of the same calendar year. Amounts levied are based on assessed property values as of the preceding July 1. Property taxes are considered delinquent on the day following each payment due date. Property taxes are recorded as non-operating revenue by the District when they are earned.

Reclassifications - Certain amounts in the 2012 financial statements have been reclassified to conform to the 2013 presentation.

West Contra Costa Healthcare District

Notes to Financial Statements

December 31, 2013

New accounting pronouncements -The Governmental Accounting Standards Board ("GASB") issued GASB Statement No. 61, The Financial Reporting Entity: Omnibus (November 2010). GASB 61 clarifies certain aspects of GASB 14, The Financial Reporting Entity, which establishes the criteria governing which of a governmental entity's related parties should be formally incorporated into its financial statements. The adoption of GASB 61 is effective for the District beginning January 1, 2013. The adoption of GASB 61 is not expected to have a material impact on the District's financial statements.

NOTE 2 - CASH AND CASH EQUIVALENTS & ASSETS LIMITED AS TO USE

As of December 31, 2013 and 2012, the District had deposits invested in various financial institutions in the form of cash and cash equivalents including amounts classified as assets limited as to use amounting to \$14,974,000 and \$17,313,000, respectively. These funds were held in deposits, which are collateralized in accordance with the California Government Code ("CGC"), except for \$250,000 per account that is federally insured.

Under the provisions of the CGC, California banks and savings and loan associations are required to secure the District's deposits by pledging government securities as collateral. The market value of pledged securities must equal at least 110% of the District's deposits. California law also allows financial institutes to secure District deposits by pledging first trust deed mortgage notes having a value of 150% of the District's total deposits. The pledged securities are held by the pledging financial institution's trust department in the name of the District.

The composition of assets limited as to use at December 31, 2013 and 2012, is set forth in the following table. Investments are stated at fair value.

	<u>2013</u>	<u>2012</u>
Board designated		
Cash and cash equivalents	\$ 642,000	\$ 642,000
Certificates of deposit	353,000	352,000
Total board designated	<u>995,000</u>	<u>994,000</u>
Held by trustee		
Money Market	4,356,000	11,248,000
Total	<u>\$ 5,351,000</u>	<u>\$ 12,242,000</u>

Interest and dividend income for investments and gains from assets limited as to use is \$134,000, and \$77,000 for the years ended December 31, 2013 and 2012, respectively.

West Contra Costa Healthcare District

Notes to Financial Statements

December 31, 2013

NOTE 3 - NET PATIENT SERVICE REVENUE AND REIMBURSEMENT PROGRAMS

The District renders services to patients under contractual arrangements with the Medicare and Medi-Cal programs, health maintenance organizations ("HMOs") and preferred provider organizations ("PPOs"). Patient service revenues from Medicare approximate 53% and 50% of the District's gross patient service revenues, whereas patient service revenues from Medi-Cal approximate 20% and 24% of the District's gross patient service revenues for the years ended December 31, 2013 and 2012, respectively.

The District has agreements with third-party payors that provide for payments to the District at amounts different from its established rates. Payment arrangements include prospectively determined rates per discharge, reimbursed costs, discounted charges, fee schedules, prepaid payments per member, and per diem payments or a combination of these methods. Net patient service revenue is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered, including estimated settlements under reimbursement agreements with third-party payors.

Inpatient acute care services rendered to Medicare program beneficiaries are paid at prospectively determined rates per discharge. These rates vary according to a patient classification system based on clinical, diagnostic, and other factors. Inpatient non-acute services related to Medicare beneficiaries are paid based on a cost-reimbursement methodology through March 31, 2004. Inpatient non-acute services subsequent to April 1, 2004, are paid at prospectively determined rates per discharge. Payments for outpatient services are based on a stipulated amount per diagnosis. The District is reimbursed for cost reimbursable items at a tentative rate, with final settlements determined after submission of annual cost reports by the District and audits thereof by the Medicare fiscal intermediary. The District's cost reports have been audited by the Medicare fiscal intermediary through 2009.

Medicare accounts for approximately 56% and 53% of net patient service revenues whereas Medi-Cal accounts for approximately 13% and 20% of net patient service revenue for the years ended December 31, 2013 and 2012, respectively. Laws and regulations governing the Medicare and Medi-Cal programs are extremely complex and subject to interpretation. As a result, there is at least a reasonable possibility that recorded estimates will change in the near term.

In November 2009, the California Hospital Fee Program (the "Program") was signed into California state law and became effective for 2010 after approval from the Centers for Medicare and Medicaid Services ("CMS"). The Program is funded by a quality assurance fee (the "Fee") paid by participating hospitals and by matching federal funds. Hospitals receive supplemental payments from either the California Department of Health Care Services ("DHCS"), managed care plans or a combination of both. The District recognized total supplemental payments of \$1,371,000 in 2013 and \$1,837,000 in 2012 from Medi-Cal as a part of the Program and has recorded this as a part of net patient service revenue in the statements of revenues, expenses and changes in net assets.

West Contra Costa Healthcare District

Notes to Financial Statements

December 31, 2013

NOTE 4 - CONCENTRATION OF CREDIT RISK

The District grants credit without collateral to its patients and third-party payors. Patient accounts receivable from government agencies represent the only concentrated group of credit risk for the District and management does not believe that there are any credit risks associated with these governmental agencies. Contracted and other patient accounts receivable consist of various payors including individuals involved in diverse activities, subject to differing economic conditions and do not represent any concentrated credit risks to the District. The District's policy is to maintain a 100% reserve for all private pay patient accounts receivables outstanding aged over 240 days. Concentration of patient accounts receivable at December 31, 2013 and 2012, were as follows:

	<u>2013</u>	<u>2012</u>
Medicare	32%	31%
Medi-Cal	32%	28%
Other 3rd Party and Private Payors	36%	41%
	<u>100%</u>	<u>100%</u>

NOTE 5 - OTHER RECEIVABLES

Other receivables as of December 31, 2013 and 2012 were comprised of the following:

	<u>2013</u>	<u>2012</u>
Advances to physicians, notes and related receivables	\$ 73,000	\$ 183,000
Deposits	378,000	193,000
Refunds and rebates receivable	57,000	88,000
Total other receivables	<u>\$ 508,000</u>	<u>\$ 464,000</u>

Advances to physicians are comprised of physician income guarantees and/or business loans to those physicians requiring assistance to begin a local practice. The District has entered into agreements with certain physicians whereby the District guarantees their income for a specified period of time. These agreements are structured so that if a physician maintains a practice in the area for a specified period of time, the income guarantee advances are forgiven.

West Contra Costa Healthcare District

Notes to Financial Statements

December 31, 2013

NOTE 6-CAPITAL ASSETS

Capital assets as of December 31, 2013 and 2012 were comprised of the following:

	12/31/2012	Additions	Retirements & Adjustments	12/31/2013
Capital assets not being depreciated				
Land and land improvements	\$ 12,120,000	\$ -	\$ -	\$ 12,120,000
Construction-in-progress	32,000	844,000	-	876,000
	<u>12,152,000</u>	<u>844,000</u>	<u>-</u>	<u>12,996,000</u>
Capital assets being depreciated				
Buildings and improvements	16,955,000	-	-	16,955,000
Equipment	35,183,000	1,063,000	(151,000)	36,095,000
	<u>52,138,000</u>	<u>1,063,000</u>	<u>(151,000)</u>	<u>53,050,000</u>
Totals at historical cost	64,290,000	1,907,000	(151,000)	66,046,000
Less accumulated depreciation	(21,260,000)	(4,862,000)	134,000	(25,988,000)
Total capital assets, net	<u>\$ 43,030,000</u>	<u>\$ (2,955,000)</u>	<u>\$ (17,000)</u>	<u>\$ 40,058,000</u>
	12/31/2011	Additions	Retirements & Adjustments	12/31/2012
Capital assets not being depreciated				
Land and land improvements	\$ 12,120,000	\$ -	\$ -	\$ 12,120,000
Construction-in-progress	960,000	2,490,000	(3,418,000)	32,000
	<u>13,080,000</u>	<u>2,490,000</u>	<u>(3,418,000)</u>	<u>12,152,000</u>
Capital assets being depreciated				
Buildings and improvements	16,955,000	-	-	16,955,000
Equipment	31,988,000	-	3,195,000	35,183,000
	<u>48,943,000</u>	<u>-</u>	<u>3,195,000</u>	<u>52,138,000</u>
Totals at historical cost	62,023,000	2,490,000	(223,000)	64,290,000
Less accumulated depreciation	(16,616,000)	(4,787,000)	143,000	(21,260,000)
Total capital assets, net	<u>\$ 45,407,000</u>	<u>\$ (2,297,000)</u>	<u>\$ (80,000)</u>	<u>\$ 43,030,000</u>

Future construction commitments of approximately \$886,000 exist for the fire alarm system upgrade at December 31, 2013.

West Contra Costa Healthcare District

Notes to Financial Statements

December 31, 2013

NOTE 7 - DEBT BORROWINGS

A schedule of changes in the District's debt borrowings for the years ended December 31, 2013 and 2012 is as follows:

	<u>12/31/12</u>	<u>Additions</u>	<u>Reductions</u>	<u>12/31/13</u>
Notes payable				
American Savings	\$ 20,000	\$ -	\$ (20,000)	\$ -
City of San Pablo	357,000	-	(357,000)	-
Bonds payable				
Certificates of Participation - Series 2004	20,845,000	-	(830,000)	20,015,000
Certificates of Participation - Series 2011	40,000,000	-	(70,000)	39,930,000
Capital leases- equipment	1,270,000		(350,000)	920,000
	<u>\$ 62,492,000</u>	<u>\$ -</u>	<u>\$ (1,627,000)</u>	<u>\$ 60,865,000</u>
	<u>12/31/11</u>	<u>Additions</u>	<u>Reductions</u>	<u>12/31/12</u>
Notes payable				
American Savings	\$ 26,000		\$ (6,000)	\$ 20,000
City of San Pablo	867,000		(510,000)	357,000
Bonds payable				
Certificates of Participation - Series 2004	21,669,000		(824,000)	20,845,000
Certificates of Participation - Series 2011	40,000,000			40,000,000
Capital leases- equipment	1,590,000		(320,000)	1,270,000
	<u>\$ 64,152,000</u>	<u>\$ -</u>	<u>\$ (1,660,000)</u>	<u>\$ 62,492,000</u>

West Contra Costa Healthcare District

Notes to Financial Statements

December 31, 2013

NOTE 7-DEBT BORROWINGS (continued)

The terms and due dates of the District's debt borrowings, including capital lease obligations, at December 31, 2013, are as follows:

- American Savings notes payable dated September 1986, interest at 9.5%, was to mature in November 2015, with principal payable in various annual amounts ranging from \$5,000 to \$7,000, secured by property, and was paid in full at year end.
- City of San Pablo notes payable dated August 2010, interest at 6.0%, matured July 2013, unsecured, and was paid in full at year end.
- Series 2004 Certificates of Participation dated July 2004, plus unamortized bond premium of \$374,000, principal payable in annual installments ranging from \$860,000 in 2014 to \$1,795,000 in 2029, interest at stated coupon rates ranging from 2.0% to 5.5%, payable annually and collateralized by a pledge of the District's parcel tax revenues. Management believes the District is in compliance with the financial covenants and financial reporting requirements as specified in the Indenture Trust Agreement.
- Series 2011 Certificates of Participation dated December 2011, plus unamortized bond discount of \$516,000, principal payable in annual installments ranging from \$75,000 in 2014 to \$4,100,000 in 2042, interest ranging from 3% to 6.25%, payable semiannually and collateralized by a pledge of the District's parcel tax revenues. Management believes the District is in compliance with the financial covenants and financial reporting requirements as specified in the Indenture Trust Agreement.
- Equipment purchased under capital leases dated March 2011, maturing at March 2016, with interest at 9.5%.

West Contra Costa Healthcare District

Notes to Financial Statements

December 31, 2013

NOTE 7-DEBT BORROWINGS (continued)

Aggregate principal maturities on debt borrowings, based on scheduled maturities are as follows:

Year Ending December 31:	Debt Borrowings		Capital Lease Obligations	
	Principal	Interest	Principal	Interest
2014	\$ 935,000	\$ 3,421,000	\$ 385,000	\$ 71,000
2015	970,000	3,386,000	423,000	33,000
2016	1,005,000	3,349,000	112,000	2,000
2017	1,045,000	3,310,000	-	-
2018	1,090,000	3,266,000	-	-
Thereafter	54,900,000	49,583,000	-	-
	<u>\$ 59,945,000</u>	<u>\$ 66,315,000</u>	<u>\$ 920,000</u>	<u>\$ 106,000</u>

NOTE 8-REVOLVING CREDIT AGREEMENT

The District executed a credit agreement with Gemino Healthcare Finance, LLC dated November 2011, for a maximum amount of \$8,000,000 million, expiring in November 2014. The agreement is defined as a revolving credit agreement that is collateralized by the District's accounts receivable collections. During the year ended December 31, 2013, net borrowings were \$425,000 for an ending outstanding balance of \$4,953,000 on this revolving credit agreement. The revolving credit agreement bears interest on the outstanding principal amount at a rate per annum equal to the LIBOR rate or floor of 2.0% plus 7.95%. The effective interest rate was 9.95% at December 31, 2013.

As part of the Revolving Credit Agreement, the District has agreed to comply with certain covenants. These consist primarily of reporting, insurance coverage, making timely payments, certain financial ratios and results and other administrative requirements. The District violated certain financial covenants under the credit agreement. The lender has made a claim of default based on the violation of the covenants at December 31, 2013, and the default interest rate provision is now in effect. The District is current on all scheduled payments related to the credit agreement. No adjustments to the financial statements have been made with regard to this situation at December 31, 2013.

West Contra Costa Healthcare District

Notes to Financial Statements

December 31, 2013

NOTE 9 - OTHER LONG TERM LIABILITIES

The District entered into an agreement with the County of Contra Costa (the "County") in April 2011, receiving a cash advance of \$10 million. The County Auditor shall allocate and transfer to the County pursuant to this agreement the entirety of the general ad valorem property tax revenues that otherwise would be collected and allocated to the District commencing July 1, 2011 and continuing from year to year thereafter until a total up to \$11.5 million of transfers are made. The outstanding balance at December 31, 2013 and 2012 was \$12,003,000 and \$5,895,000, respectively. The current and long term outstanding advance balance is included in other liabilities in the balance sheet.

NOTE 10 - RETIREMENT PLANS

The District offers a defined contribution savings plan intended to qualify under section 457(b) of the Internal Revenue Code ("IRC"). The plan is designed to provide participants with a means to defer a portion of their compensation for retirement and to provide benefits in the event of death, disability, or financial hardship. The plan covers both former and current employees of the District who meet certain eligibility requirements. The District is the administrator of the plan and has delegated certain responsibilities for the operation and administration of the plan to an outside third-party trustee. Under the plan, employer contributions are discretionary. The District has not contributed to the plan since 2007.

The District also offers two Employer Contributory Tax Deferred Plans intended to qualify under section 403(b) and 401(a) of the IRC. The plans are designed to provide participants with a means to defer a portion of their compensation for retirement and to provide benefits in the event of death, disability, or financial hardship. The plans cover employees of the District who meet certain eligibility requirements. Under the plans, the District may make matching contributions up to 5.0% of the participant's annual compensation to the plan. The District contributed \$4,456,000 and \$4,896,000 to the plans in 2013 and 2012, respectively.

The District also provides a non-contributory single employer defined benefit pension plan. The plan covers all eligible employees of the previous Brookside Hospital. Brookside Hospital was the previous name of Doctors Medical Center. The plan provides retirement and death benefits to plan members and beneficiaries based on each employee's years of service and annual compensation. No new employees have been enrolled in the plan since 1996. There are 13 current District employees participating in the plan.

West Contra Costa Healthcare District

Notes to Financial Statements

December 31, 2013

NOTE 10- RETIREMENT PLANS (continued)

Annual pension cost and net pension obligation - The plan's annual pension cost and net pension obligation for the current and prior year were as follows:

	2013	2012
Annual required contribution	\$ 549,000	\$ 524,000
Interest on net pension obligation	64,000	61,000
Adjustment to annual required contribution	(120,000)	(101,000)
Annual pension cost	493,000	484,000
Net increase in pension obligation	\$ 493,000	\$ 484,000
Net pension obligation (prepaid pension asset), beginning of year	\$ 1,655,000	\$ 1,171,000
Net increase in pension obligation	493,000	484,000
Actuarial loss	-	-
Net pension obligation, end of year	\$ 2,148,000	\$ 1,655,000

The annual required contribution for the current year was determined as part of the January 1, 2013 and January 1, 2012, actuarial valuations using the entry age actuarial cost method. The actuarial assumptions include (a) 7.5% in 2013 and 6.5% in 2012, of investment rate of return (net of administrative expenses) and (b) post-retirement benefit increases of 2.0% per year. Both assumptions included an inflation component of 2.0%. The actuarial value of assets for both valuations was determined using market value adjusted to recognize market value gains and losses over five years. The unfunded actuarial accrued liability is amortized using the level dollar method on a closed basis. The remaining equivalent single amortization period at December 31, 2013, was 15 years.

The following table summarizes the net pension obligation ("NPO") for the District's pension plan:

Fiscal Year	Annual	Actual	Increase	End of Year
Ending	Pension	Contribution	(Decrease)	NPO (Prepaid
December 31	Cost (b)	(c)	In NPO (b-c)	Pension Cost)
	Beginning of			((a)+(b-c))
	Year NPO (a)			
2011	\$ 764,000	\$ 407,000	\$ -	\$ 1,171,000
2012	\$ 1,171,000	\$ 484,000	\$ -	\$ 1,655,000
2013	\$ 1,655,000	\$ 493,000	\$ -	\$ 2,148,000

West Contra Costa Healthcare District

Notes to Financial Statements

December 31, 2013

NOTE 10- RETIREMENT PLANS (continued)

The following table summarizes the funding status of the District's pension plan:

Actuarial Valuation Date December 31	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) - Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b-a)/c)
2011	\$ 5,460,000	\$10,436,000	\$ 4,976,000	52%	N/A	N/A
2012	\$ 5,207,000	\$10,420,000	\$ 5,213,000	50%	N/A	N/A
2013	\$ 5,241,000	\$11,175,000	\$ 5,934,000	47%	N/A	N/A

Funding policy - The District is required to contribute the actuarially determined amounts necessary to fund the benefits for its participants. Active plan participants are not required to contribute. The actuarial methods and assumptions used are those adopted by the District.

NOTE 11 - COMMITMENTS AND CONTINGENCIES

Litigation - The District may from time-to-time be involved in litigation and regulatory investigations, which arise in the normal course of doing business. After consultation with legal counsel, management estimates that matters existing as of December 31, 2013, will be resolved without material adverse effect on the District's future financial position, results from operations or cash flows.

Lease commitments - The District is obligated for land and office rentals under the terms of various non-cancelable operating lease agreements. These expire in various years through 2016. The District also entered into various non-cancelable operating sublease agreements for office space. These expire in various years through 2016. Following is a schedule by year of future minimum lease payments and future minimum rental revenues under operating leases as of December 31, 2013:

	Operating lease commitments	Lease income	Net Lease expense
2014	\$ 3,990,000	\$ 593,000	\$ 3,397,000
2015	4,085,000	553,000	3,532,000
2016	3,947,000	513,000	3,434,000
2017	3,741,000	534,000	3,207,000
2018	-	665,000	(665,000)
	<u>\$ 15,763,000</u>	<u>\$ 2,858,000</u>	<u>\$ 12,905,000</u>

West Contra Costa Healthcare District

Notes to Financial Statements

December 31, 2013

NOTE 11 - COMMITMENTS AND CONTINGENCIES (continued)

Total rental expense in 2013 and 2012 for all operating leases was approximately \$3,140,000 and \$3,058,000, respectively. Total rental income in 2013 and 2012 for all operating subleases was approximately \$581,000 and \$544,000, respectively.

Regulatory environment - 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 Medi-Cal fraud and abuse. Recently, government activity has increased with respect to investigations and allegations concerning possible violations of fraud and abuse statutes and regulations by health care providers. The District is subject to routine surveys and reviews by federal, state and local regulatory authorities. The District has also received inquiries from health care regulatory authorities regarding its compliance with laws and regulations. Although the District management is not aware of any violations of laws and regulations, it has received corrective action requests as a result of completed and ongoing surveys from applicable regulatory authorities. Management continually works in a timely manner to implement operational changes and procedures to address all corrective action requests from regulatory authorities. Breaches of these laws and regulations and non-compliance with survey corrective action requests 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. Compliance with such laws and regulations can be subject to future government review and interpretation, as well as regulatory actions unknown or unasserted at this time.

NOTE 12 - GOING CONCERN UNCERTAINTY AND SUBSEQUENT EVENT

The accompanying financial statements have been prepared assuming the District will continue as a going concern, which contemplates realization of assets and satisfaction of liabilities in the normal course of business. The District has experienced recurring cash shortages and has a net deficit of (\$27,468,000).

In May 2014, an additional parcel tax initiative was added to a special election taking place in Contra Costa County. The proposed additional parcel tax was defeated and will not be available to improve the District's financial situation. Without this funding the District will be strongly considering ceasing operations and closing the hospital. Barring an unforeseen event, the Board will meet in June 2014 for a vote on the possible closure and ceasing of operations of the Hospital.

These matters raise substantial doubt about the District's ability to continue as a going concern. The December 31, 2013 financial statements do not include any adjustments that might result from the outcome of this uncertainty.



**PUBLIC HEARING ON PROPOSED
PROPERTY TAX TRANSFER
WITH CONTRA COSTA COUNTY:
IMPACT ON DISTRICT'S
FEES, CHARGES, TAXES AND OTHER
REVENUES**

TAB 6



**APPROVAL OF 2014 COUNTY
PROPERTY TAX TRANSFER**

TAB 7

RESOLUTION # 2014-06

WEST CONTRA COSTA HEALTHCARE DISTRICT

APPROVAL OF THE AMENDED AND RESTATED THIRD AGREEMENT FOR PROPERTY TAX TRANSFER FROM WEST CONTRA COSTA HEALTHCARE DISTRICT TO CONTRA COSTA COUNTY

WHEREAS, the West Contra Costa Healthcare District and Contra Costa County desire to have an agreement for the temporary transfer of the allocation of the District ad valorem property tax revenues to County to allow for funding of the District's acute care hospital in San Pablo, California, doing business as Doctor's Medical Center (hereinafter referred to as "DMC" or the "Hospital"), during the period of a transition to a new sustainable model; and

WHEREAS, California Revenue and Taxation Code Section 99.02 authorizes the District and County to modify the allocation of property tax revenues between them, provided the modification does not violate the conditions set forth in Section 99.02 and does not affect the tax revenue allocation for any other public entity; and

WHEREAS, the District and County have negotiated an Amended and Restated Third Agreement for Property Tax Transfer with an Effective Date of June 16, 2014, pursuant to California Revenue and Taxation Code Section 99.02, by which the District will continue to modify its existing allocation of ad valorem property taxes to direct all such property tax revenues allocated hereafter to the County pursuant to the terms of the attached Agreement, incorporated herein; and

WHEREAS, approval of the Amended and Restated Third Agreement for Property Tax Transfer will secure an advance from Contra Costa County to the District in the amount of Six Million Dollars (\$6,000,000); and

WHEREAS, prior to the presentation and approval of this Resolution and the Amended and Restated Third Agreement for Property Tax Transfer, the Board of Directors of the District have conducted a duly noticed public hearing on June 16, 2014 to consider the effect of the proposed transfer on fees, charges, assessments, taxes, and other District revenues.

NOW, THEREFORE BE IT RESOLVED, that the Board of Directors of the West Contra Costa Healthcare District do hereby find and determine the following:

- A. The property tax revenues to be transferred are available to further the purposes of the Amended and Restated Third Agreement for Property Tax transfer; and
- B. The transfer will not result in any increase in the ratio between the amounts of District revenues generated by District charges or fees and other revenues used in finance services provided by the District; and

- C. The transfer will not impair the ability of the District to provide existing services; and
- D. The transfer will not result in a reduction of property tax revenues to school entities.

BE IT FURTHER RESOLVED, that the Board of Directors hereby authorizes the Hospital’s chief executive officer to negotiate and execute the final version of the Amended and Restated Third Agreement for Property Tax Transfer with Contra Costa County consistent with agreement attached hereto, and to implement such agreement as of its Effective Date and according to its terms and conditions.

PASSED AND ADOPTED by the Board of Directors of West Contra Costa Healthcare District on this 16th day of June by the following vote:

AYES:

NO:

ABSTAIN:

Chair, Board of Directors

Secretary, Board of Directors



**APPROVAL OF SECOND
AMENDMENT TO CREDIT
AGREEMENT AND DEED OF TRUST
BETWEEN WCCHD AND
GEMINO HEATHCARE FINANCE**

TAB 8