

# CONSOLIDATED FINANCIAL STATEMENTS

City of Hope and Affiliates  
Years Ended September 30, 2016 and 2015  
With Report of Independent Auditors

Ernst & Young LLP



Building a better  
working world

City of Hope and Affiliates

Consolidated Financial Statements

Years Ended September 30, 2016 and 2015

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## Report of Independent Auditors

The Board of Directors  
City of Hope and Affiliates

We have audited the accompanying consolidated financial statements of City of Hope and Affiliates, which comprise the consolidated statements of financial position as of September 30, 2016 and 2015, and the related consolidated statements of activities and cash flows for the years then ended, and the related notes to the consolidated financial statements.

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

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of 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. 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 consolidated financial position of City of Hope and Affiliates as of September 30, 2016 and 2015, and the consolidated results of their activities and their cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

December 19, 2016

City of Hope and Affiliates

Consolidated Statements of Financial Position  
(In Thousands)

	<b>September 30</b>	
	<b>2016</b>	<b>2015</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 121,460	\$ 133,293
Investments	1,083,215	811,802
Self-insurance trust funds	3,581	3,730
Patient accounts receivable, less allowances for uncollectible accounts of \$8,747 in 2016 and \$8,205 in 2015	243,508	206,151
Grants and other receivables	66,323	49,084
Due from third-party payors	3,910	-
Donor-restricted unconditional promises to give, net	22,291	18,660
Prepaid and other	28,886	23,512
Total current assets	<u>1,573,174</u>	<u>1,246,232</u>
Property and equipment, net	722,720	679,305
Other assets:		
Investments held for long-term purposes	357,516	371,440
Board-designated assets	715,191	653,354
Donor-restricted assets:		
Investments	345,912	311,710
Unconditional promises to give, net	86,841	70,078
Contributions receivable from annuity and split-interest agreements, net	15,136	8,027
Other	1,580	1,880
Intangible assets	2,768	4,020
Other long-term assets	44,920	40,065
Total other assets	<u>1,569,864</u>	<u>1,460,574</u>
Total assets	<u><u>\$ 3,865,758</u></u>	<u><u>\$ 3,386,111</u></u>

	<b>September 30</b>	
	<b>2016</b>	<b>2015</b>
<b>Liabilities and net assets</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 139,769	\$ 85,599
Accrued salaries, wages, and employee benefits	58,269	53,673
Long-term debt, current portion	90,571	72,549
Deferred revenue	23,117	13,990
Due to third-party payors	–	8,019
Other	405	293
Total current liabilities	<u>312,131</u>	234,123
Long-term debt, net of current portion	618,303	628,035
Annuity and split-interest agreement obligations	17,264	16,846
Deferred rent	10,648	11,711
Interest rate swap	16,952	11,034
Other	38,111	35,170
Total liabilities	<u>1,013,409</u>	936,919
Net assets:		
Unrestricted	2,395,357	2,054,965
Temporarily restricted	288,549	224,424
Permanently restricted	168,443	169,803
Total net assets	<u>2,852,349</u>	2,449,192
Total liabilities and net assets	<u><u>\$ 3,865,758</u></u>	<u><u>\$ 3,386,111</u></u>

*See accompanying notes.*

City of Hope and Affiliates

Consolidated Statements of Activities  
(In Thousands)

Year Ended September 30, 2016

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenues:				
Contributions (including \$28,617 of contributions from special events)	\$ 55,675	\$ 71,567	\$ 5,978	\$ 133,220
Special event participation revenue	4,885	-	-	4,885
Less: cost of direct benefits to donors	(6,900)	-	-	(6,900)
Contributions and net revenues from special events	53,660	71,567	5,978	131,205
Net patient service revenues	1,119,808	-	-	1,119,808
Research grants	87,799	-	-	87,799
Investment income	80,602	7,830	(338)	88,094
Net unrealized gain on investments	99,551	10,099	-	109,650
Royalty revenues	333,704	-	-	333,704
Other	22,278	162	-	22,440
Total revenues	1,797,402	89,658	5,640	1,892,700
Net assets released from restrictions	32,533	(32,533)	-	-
Total revenues and other increases	1,829,935	57,125	5,640	1,892,700
Expenses:				
Program services:				
Patient care	827,035	-	-	827,035
Research	362,759	-	-	362,759
Public information and education	14,037	-	-	14,037
Total program services	1,203,831	-	-	1,203,831
Supporting services:				
Administrative and general	258,386	-	-	258,386
Fundraising	27,326	-	-	27,326
Total supporting services	285,712	-	-	285,712
Total expenses	1,489,543	-	-	1,489,543
Changes in net assets	340,392	57,125	5,640	403,157
Change in donor designation of net assets	-	7,000	(7,000)	-
Net assets, beginning of year	2,054,965	224,424	169,803	2,449,192
Net assets, end of year	<u>\$ 2,395,357</u>	<u>\$ 288,549</u>	<u>\$ 168,443</u>	<u>\$ 2,852,349</u>

See accompanying notes.

# City of Hope and Affiliates

## Consolidated Statements of Activities (In Thousands)

Year Ended September 30, 2015

	<b>Unrestricted</b>	<b>Temporarily Restricted</b>	<b>Permanently Restricted</b>	<b>Total</b>
<b>Revenues:</b>				
Contributions (including \$28,263 of contributions from special events)	\$ 51,694	\$ 58,640	\$ 16,675	\$ 127,009
Special event participation revenue	5,537	-	-	5,537
Less: cost of direct benefits to donors	(7,861)	-	-	(7,861)
Contributions and net revenues from special events	49,370	58,640	16,675	124,685
Net patient service revenues	1,005,065	-	-	1,005,065
Research grants	71,703	-	-	71,703
Investment income	76,711	9,755	197	86,663
Net unrealized loss on investments	(123,516)	(12,920)	-	(136,436)
Royalty revenues	290,887	-	-	290,887
Other	21,878	130	-	22,008
<b>Total revenues</b>	<b>1,392,098</b>	<b>55,605</b>	<b>16,872</b>	<b>1,464,575</b>
Net assets released from restrictions	35,204	(35,204)	-	-
<b>Total revenues and other increases</b>	<b>1,427,302</b>	<b>20,401</b>	<b>16,872</b>	<b>1,464,575</b>
<b>Expenses:</b>				
<b>Program services:</b>				
Patient care	730,504	-	-	730,504
Research	321,556	-	-	321,556
Public information and education	18,553	-	-	18,553
<b>Total program services</b>	<b>1,070,613</b>	<b>-</b>	<b>-</b>	<b>1,070,613</b>
<b>Supporting services:</b>				
Administrative and general	238,152	-	-	238,152
Fundraising	23,890	-	-	23,890
<b>Total supporting services</b>	<b>262,042</b>	<b>-</b>	<b>-</b>	<b>262,042</b>
<b>Total expenses</b>	<b>1,332,655</b>	<b>-</b>	<b>-</b>	<b>1,332,655</b>
Changes in net assets	94,647	20,401	16,872	131,920
Net assets, beginning of year	1,960,318	204,023	152,931	2,317,272
<b>Net assets, end of year</b>	<b>\$ 2,054,965</b>	<b>\$ 224,424</b>	<b>\$ 169,803</b>	<b>\$ 2,449,192</b>

*See accompanying notes.*

# City of Hope and Affiliates

## Consolidated Statements of Cash Flows (In Thousands)

	Year Ended September 30	
	2016	2015
<b>Operating activities</b>		
Changes in net assets	\$ 403,157	\$ 131,920
Adjustments to reconcile changes in net assets to net cash provided by operating activities:		
Depreciation and amortization	95,094	81,609
Net loss (gain) on sale of contributed real property held for sale	66	(8)
Loss on disposal of fixed assets	2,209	631
Loss on impairment of intangible assets	-	30,137
Net unrealized (gain) loss on investments	(109,650)	136,436
(Gain) loss on equity method investments	(26,425)	9,913
Change in value of interest rate swap agreement	5,917	4,370
Contribution proceeds restricted for endowment	(4,846)	(16,765)
Changes in assets and liabilities:		
Patient accounts receivable, net	(37,357)	(24,583)
Grants and other receivables	(17,239)	(26,845)
Unconditional promises to give, net	(20,394)	(17,394)
Contributions receivable from split-interest agreements	(7,109)	2,267
Contributed real property held for sale	(2,223)	(1,650)
Other assets	(6,098)	(15,201)
Accounts payable and accrued liabilities	18,459	1,110
Accrued salaries, wages, and employee benefits	4,596	(2,164)
Annuity and split-interest agreement obligations	418	(728)
Other liabilities	(2,227)	16,010
Net cash provided by operating activities before net purchases of trading investments	296,348	309,065
Net purchases of trading investments	(97,602)	(171,866)
Net cash provided by operating activities	198,746	137,199
<b>Investing activities</b>		
(Increase) decrease in notes receivable	(2,652)	259
Additions to property and equipment	(85,812)	(55,355)
Proceeds from sale of contributed real property held for sale	978	2,322
Net purchases of alternative investments	(119,702)	(87,326)
Net cash used in investing activities	(207,188)	(140,100)
<b>Financing activities</b>		
Principal payments on long-term debt	(8,237)	(7,178)
Contribution proceeds restricted for endowment	4,846	16,765
Net cash (used in) provided by financing activities	(3,391)	9,587
Net (decrease) increase in cash and cash equivalents	(11,833)	6,686
Cash and cash equivalents, beginning of year	133,293	126,607
Cash and cash equivalents, end of year	\$ 121,460	\$ 133,293
Supplemental disclosure of cash flow information:		
Interest paid during the year (net of capitalized interest)	\$ 33,866	\$ 33,169
Supplemental disclosure of non-cash activity:		
Capital lease obligation	\$ 17,944	\$ 830
Additions to property and equipment included in accounts payable and accrued liabilities	\$ 42,093	\$ 6,382

See accompanying notes.



# City of Hope and Affiliates

## Notes to Consolidated Financial Statements

September 30, 2016

### **1. Organization**

City of Hope, a California nonprofit public benefit corporation, with its principal office located in Duarte, California, was formed to be the development organization of City of Hope National Medical Center (the Center), City of Hope Medical Foundation (the Foundation), and Beckman Research Institute of the City of Hope (the Institute) (collectively, the Affiliates or Affiliated Group). City of Hope's management and staff coordinate the fundraising activities of the many volunteers and donors needed to support the patient care and research mission of the Affiliated Group.

The Center, located in Duarte, California, is a California nonprofit public benefit corporation treating primarily cancer and other life-threatening diseases. The Center currently operates a 186-bed tertiary referral center with a licensed capacity of 217 beds. City of Hope is the sole corporate member of the Center.

The Foundation, located in Duarte, California, is a California nonprofit public benefit corporation organized as part of a coordinated health care system to provide teaching, education, and research services in support of the Center and the Institute. The Foundation also owns and/or operates outpatient clinic facilities that provide an extensive range of medical care and treatment. City of Hope is the sole corporate member of the Foundation.

The Institute, located in Duarte, California, is a California nonprofit public benefit corporation that owns and operates a number of major research facilities on or near City of Hope's main campus. The Institute conducts basic scientific research in support of and in conjunction with the patient care activities of the Center and the Foundation. City of Hope is the sole corporate member of the Institute.

The accounts of City of Hope include the assets, liabilities, and results of operations of the supporting auxiliaries and industry groups of City of Hope (the Auxiliaries). The Auxiliaries, located throughout the United States, are nonprofit public benefit unincorporated associations that coordinate fundraising activities to support the mission of the Affiliated Group.

# City of Hope and Affiliates

## Notes to Consolidated Financial Statements (continued)

### **1. Organization (continued)**

#### **Principles of Consolidation**

The accompanying consolidated financial statements of City of Hope and Affiliates include the accounts of the Affiliated Group and the net assets and activities of the Auxiliaries. All significant intercompany accounts and transactions have been eliminated in the consolidated financial statements.

#### **Collective Bargaining Agreements**

City of Hope and Affiliates are subject to six different collective bargaining agreements related to certain members of its labor force. The percentage of employees covered under all collective bargaining agreements as of September 30, 2016, was approximately 53%. Three of the six agreements will expire within one year of September 30, 2016, and City of Hope anticipates these agreements will be renegotiated and renewed for one to three years, depending on the agreement.

### **2. Summary of Significant Accounting Policies**

#### **Use of Estimates**

The preparation of the Affiliated Group's consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting period. Principal areas requiring the use of estimates include determination of the net realizable value of patient accounts receivable, cost report settlements and amounts due to/from third-party payors, valuation of annuity and split-interest agreement obligations, and self-insured liabilities. Actual results could differ from those estimates and the amounts could be material to the consolidated financial statements.

#### **Cash and Cash Equivalents**

Cash and cash equivalents reflect all unrestricted cash and cash equivalents that include highly liquid investments with original or remaining maturities at purchase of three months or less.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **2. Summary of Significant Accounting Policies (continued)**

##### **Contributions**

All contributions are considered available for the program services of City of Hope and for distribution to the Affiliates, unless specifically restricted by the donor. Amounts received that are designated for future periods or are restricted by the donor for specific purposes are reported as temporarily restricted or permanently restricted contributions.

Temporarily restricted net assets consist of assets restricted by donors for specific purposes until time restrictions lapse and/or the purpose for the restriction is accomplished. These net assets are primarily available for use in future periods or for capital purposes. Permanently restricted net assets have been restricted by donors in perpetuity, the income from which is expendable to support patient care, research, or other designated purposes. All other net assets are unrestricted.

City of Hope holds restricted monetary gifts that are specifically earmarked until such time as the restriction is met. When a donor restriction is met, a stipulated time restriction ends, or a purpose restriction is accomplished, temporarily restricted net assets are reclassified as unrestricted net assets and reported in the consolidated statements of activities as net assets released from restrictions. Donor-restricted contributions whose restrictions are met within the same fiscal period as the contributions are received are reflected as net assets released from restrictions in the accompanying consolidated statements of activities.

From time to time, donors may release the permanent restrictions on their donations, after which the contribution is reflected as a change in donor designation of net assets in the consolidated statements of activities.

City of Hope is the beneficiary under various wills and trust agreements, the total realizable amount of which is not readily determinable at the date of gift. For wills, such amounts are recognized as contributions when the will is declared valid by a probate court and the proceeds are measurable. For the years ended September 30, 2016 and 2015, valid will and trust agreement amounts that became measurable totaled \$26,534,000 and \$16,836,000, respectively, and are included in contributions in the accompanying consolidated statements of activities.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### 2. Summary of Significant Accounting Policies (continued)

City of Hope reports unconditional promises to give as temporarily restricted contributions, unless otherwise restricted by the donor. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of their estimated future cash flows. The discounts on these amounts are computed using risk-free interest rates approximating the U.S. Treasury Note rate during the year the unconditional promise is made. The rates used in 2016 and 2015 were 1.25% and 1.55%, respectively.

City of Hope reports conditional promises to give as contribution revenue when the conditions stipulated by the donor are met, at which time the conditional promise becomes unconditional. There are no conditional promises to give as of September 30, 2016 or 2015.

Net unconditional promises to give in the accompanying consolidated statements of financial position consist of the following as of September 30 (amounts in thousands):

	<b>2016</b>	<b>2015</b>
Unconditional promises to give	<b>\$ 121,056</b>	\$ 101,867
Less:		
Discounts	<b>(3,858)</b>	(4,450)
Allowance for uncollectible promises to give	<b>(8,066)</b>	(8,679)
Total unconditional promises to give, net	<b>109,132</b>	88,738
Less current portion	<b>(22,291)</b>	(18,660)
	<b>\$ 86,841</b>	\$ 70,078

The allowances for uncollectible promises to give have been determined based on City of Hope's historical collection experience. Amortization of pledge discounts is included in contribution revenue.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### 2. Summary of Significant Accounting Policies (continued)

At September 30, 2016, future cash flows anticipated from unconditional promises to give are as follows (amounts in thousands):

2017	\$	24,682
2018		52,528
2019		20,646
2020		5,564
2021		1,837
Thereafter		15,799
		<u>121,056</u>
Discounts		(3,858)
Allowance for uncollectible promises to give		(8,066)
	\$	<u>109,132</u>

#### Split-Interest Obligations

City of Hope receives contributions from various types of split-interest agreements, including charitable gift annuities, charitable remainder annuity trusts, and charitable remainder unitrusts. City of Hope may be named as trustee or as a co-trustee or a financial institution may be named as the trustee.

Under a charitable gift annuity arrangement, City of Hope recognizes the agreement in the period in which the contract is executed. The assets from the donor are recognized at fair value, and the liabilities designated by the donor to various beneficiaries are recognized at the present value of the estimated future payments to be distributed by City of Hope to such beneficiaries. The amount of the temporarily restricted contribution revenue is the difference between these assets and liabilities.

Some states have laws that mandate certain requirements regarding gift annuity reserves. These laws can be based on where the nonprofit entity is located or where the gift annuity donor resides. As of September 30, 2016, City of Hope has state-mandated reserves above the actuarial annuity reserves in the amount of \$319,000. Additionally, City of Hope has voluntary reserves in the amount of \$4,386,000 that are to protect the reserve fund against unexpected market fluctuations and actuarial changes. These voluntary reserves are included in unrestricted investments and net assets in the accompanying consolidated statements of financial position.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **2. Summary of Significant Accounting Policies (continued)**

Under charitable remainder annuity trust and charitable remainder unitrust arrangements in which City of Hope is not the trustee, in the period the agreement is executed, City of Hope recognizes temporarily restricted long-term receivables and contribution revenues at the present value of the estimated future benefits to be received when the trust assets are expected to be distributed. Trust distributions are recorded as a reduction in receivables, while adjustments to the receivables to reflect amortization of the discount and changes in actuarial assumptions during the term of the trust are recorded as temporarily restricted contributions in the accompanying consolidated statements of activities. The receivables as of September 30, 2016, totaling \$15,136,000 are to be collected over the next 25.4 years and have an average remaining life of 11.8 years.

Under a charitable remainder annuity trust or a charitable remainder unitrust arrangement in which City of Hope is the trustee, City of Hope records the assets contributed to the trust by the donor at fair value when received and the liabilities designated by the donor to various beneficiaries are recognized at the present value of the estimated future payments to be distributed by City of Hope to such beneficiaries. The amount of the temporarily restricted contribution revenue is the difference between these assets and liabilities.

#### **In-Kind Contributions**

In-kind contributions are reflected at their estimated fair market value on the date of the donation. City of Hope reports gifts of land, buildings, equipment, and other nonmonetary contributions as unrestricted support, unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how and how long the donated assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as temporarily restricted. Absent explicit donor stipulations about how long those long-lived assets must be maintained, City of Hope reports expirations of donor restrictions as net assets released from restrictions when the donated or acquired long-lived assets are placed in service.

#### **Supplies Inventory**

Inventories, consisting of materials, pharmaceuticals, and medical supplies for use in program services provided by the Affiliates, are stated at the lower of cost or market using the first-in, first-out method. Inventories are included in prepaid and other current assets in the consolidated statements of financial position and totaled \$16,943,000 and \$15,043,000 at September 30, 2016 and 2015, respectively.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### 2. Summary of Significant Accounting Policies (continued)

##### Property and Equipment

Property and equipment is stated at cost when purchased or at fair market value on the date of the donation. When property and equipment is sold or otherwise disposed of, the cost and related accumulated depreciation and amortization are removed from the accounts and any resulting gain or loss is included in administrative and general expenses. The costs of normal maintenance, repairs, and minor replacements are charged to expense when incurred.

The Affiliated Group provides for depreciation and amortization using the straight-line method over the following estimated useful lives:

Buildings and improvements	7 to 40 years
Equipment and furniture	5 to 10 years

Leasehold improvements are amortized on a straight-line basis over the term of the lease or estimated useful life, whichever is shorter. Leases that have been capitalized are amortized over the life of the lease. Capital lease amortization is included with depreciation and amortization expense.

A summary of the cost and accumulated depreciation and amortization of property and equipment as of September 30 is as follows (amounts in thousands):

	<b>2016</b>	<b>2015</b>
Land	\$ 15,998	\$ 15,681
Buildings and improvements	<b>626,158</b>	625,877
Equipment and furniture	<b>457,046</b>	418,529
Software	<b>190,929</b>	157,004
Leased capital assets	<b>59,600</b>	41,656
Construction in progress	<b>106,137</b>	63,507
Total property and equipment	<b>1,455,868</b>	1,322,254
Accumulated depreciation and amortization	<b>(733,148)</b>	(642,949)
Property and equipment, net	<b>\$ 722,720</b>	<b>\$ 679,305</b>

Total accumulated amortization for leased capital equipment and facilities totaled \$10,223,000 and \$5,294,000 as of September 30, 2016 and 2015, respectively.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **2. Summary of Significant Accounting Policies (continued)**

The Affiliated Group reviews long-lived assets for impairment when events or changes in business conditions indicate that their carrying value may not be recoverable. The Affiliated Group considers impairment when the associated expected undiscounted cash flows are less than the carrying value and will write the assets down to fair value at that time. Fair value is the present value of the associated cash flows. The Affiliated Group has determined that no long-lived assets are impaired at September 30, 2016.

#### **Software Development Costs**

All software development costs incurred in the planning stage of developing the software are expensed as incurred, as are internal and external training costs and maintenance costs. Internal and external costs, excluding general and administrative costs and overhead costs incurred during the applicable development stage of internally used software, are capitalized. Such costs include external direct costs of materials and services consumed in developing or obtaining the software, payroll, and payroll-related costs for employees who are directly associated with and who devote time to developing the software. Development changes that result in significant enhanced functionality to the software are also capitalized.

Capitalized internally used software development costs are amortized on a straight-line basis over an estimated useful life of five years. Amortization begins when all substantial testing of the software is completed and the software is ready for its intended use.

Unamortized software development costs included within property and equipment totaled \$67,916,000 and \$66,530,000 as of September 30, 2016 and 2015, respectively. Total amortization expense related to capitalized software development costs was \$32,539,000 and \$22,830,000 for the years ended September 30, 2016 and 2015, respectively. Software development costs included in construction in progress totaled \$30,313,000 and \$32,482,000 at September 30, 2016 and 2015, respectively.

#### **Capitalized Interest**

Interest cost incurred on borrowed funds during the period of construction of capital assets is capitalized by the Affiliates as a component of the cost of acquiring those assets, net of investment income earned from the tax-exempt borrowed proceeds. Total interest cost incurred totaled \$32,044,000 and \$31,645,000 in 2016 and 2015, respectively. Interest cost capitalized totaled \$0 and \$59,000 in 2016 and 2015, respectively.



## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### 2. Summary of Significant Accounting Policies (continued)

##### Deferred Revenue

City of Hope is the recipient of the proceeds of various fundraising events and other fundraising activities. City of Hope receives cash during the year for these fundraising events and defers recognition of the revenue received in advance of fundraising events held subsequent to the fiscal year-end. The Affiliates also defer recognition of certain unexpended grant and royalty monies received from various sources, including research grants and clinical trial agreements prior to the expenditures of funds for such research or prior to such funds being earned. The following is a summary of deferred revenue as of September 30 (amounts in thousands):

	<u>2016</u>	<u>2015</u>
Fundraising events and other efforts	\$ 3,919	\$ 1,947
Royalty revenue	5,400	7,733
Unexpended grants/agreements	16,715	9,560
Total deferred revenue	<u>26,034</u>	19,240
Amount included in other long-term liabilities	<u>(2,917)</u>	(5,250)
	<u>\$ 23,117</u>	\$ 13,990

##### Income Taxes

The Affiliated Group is exempt from federal income tax under Section 501(c)(3) of the U.S. Internal Revenue Code and is exempt from California state franchise and income tax under Section 23701d of the California Revenue and Taxation Code.

Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic (ASC) 740, *Income Taxes*, clarifies the accounting for income taxes by prescribing a minimum recognition threshold that a tax position is required to meet before being recognized in the financial statements. FASB ASC 740 also provides guidance on de-recognition, measurement, classification, interest and penalties, disclosure, and transition. The guidance contained in FASB ASC 740 is applicable to pass-through entities and tax-exempt organizations. City of Hope has no significant uncertain tax positions or tax liability for tax benefits, interest, or penalties accrued at September 30, 2016 and 2015.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **2. Summary of Significant Accounting Policies (continued)**

##### **Workers' Compensation Program**

The Affiliated Group has elected to self-insure its workers' compensation liability. Reinsurance has been obtained for this program to cover claims that exceed \$250,000 between 1991 and 2002, \$500,000 in 2003, and \$1,000,000 per individual claim beginning in 2004. The Affiliates have recorded an estimated liability of \$19,908,000 and \$17,418,000 as of September 30, 2016 and 2015, respectively. The estimated current portion of the liability, totaling \$3,635,000, is included in accrued salaries, wages, and benefits and the estimated long-term portion of the liability is included in other long-term liabilities in the consolidated statements of financial position. Accruals for uninsured claims and claims incurred but not reported are estimated by an actuary based on prior claims experience. The estimated liability was recorded using a 1% and 1.67% discount factor as of September 30, 2016 and 2015, respectively. Workers' compensation expense charged to the Affiliated Group's operations totaled \$5,754,000 and \$5,310,000 in 2016 and 2015, respectively.

Accounting Standards Update No. (ASU) 2010-24, *Health Care Entities (Topic 954): Presentation of Insurance Claims and Related Insurance Recoveries*, clarifies that a health care entity should not net insurance recoveries against a related claim liability. The Affiliated Group recorded insurance recoveries related to workers' compensation totaling \$5,148,000 and \$3,739,000, which have been reflected in the accompanying consolidated statements of financial position in other assets as of September 30, 2016 and 2015, respectively.

##### **Professional Liability Insurance**

The Affiliated Group maintains professional liability insurance under a claims-made program, which provides coverage for claims arising out of incidents that have occurred from November 1, 1997 to September 30, 2015, with limits up to \$50,000,000 and a deductible of \$100,000 through June 30, 2014, and \$250,000 between July 1, 2014 and September 30, 2016. Accruals for uninsured claims and claims incurred but not reported are estimated by an actuary based on prior claims experience. Such accruals were recorded using a 1% and 1.67% discount factor as of September 30, 2016 and 2015, respectively. City of Hope and the Affiliated Group have recorded an estimated liability of \$2,173,000 and \$1,594,000 as of September 30, 2016 and 2015, respectively, which is included in other current and long-term liabilities in the consolidated statements of financial position. The professional liability insurance expense charged to the Affiliated Group's operations amounted to \$2,274,000 and \$1,188,000 in 2016 and 2015, respectively.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **2. Summary of Significant Accounting Policies (continued)**

The Affiliated Group recorded insurance recoveries related to professional liability totaling \$799,000 and \$867,000, which have been reflected in the accompanying consolidated statements of financial position in other assets as of September 30, 2016 and 2015, respectively.

#### **Retirement Plans**

The Affiliated Group participates in the City of Hope Defined Contribution Plan (the Plan). The Plan was established in 1989 to provide benefits to eligible employees as defined in the plan document and covers substantially all employees. Contributions range between 2% and 10%, depending on years of service, and are calculated on biweekly base salary up to and above the annual Social Security Taxable wage base, not to exceed the maximum covered compensation of \$265,000 in 2016. Employees are eligible upon the completion of one year of service in which they have worked at least 1,000 hours. They may direct these contributions into various funds offered through the Plan.

The Center and the Institute also participate in the City of Hope Research Staff Organization Tax Deferred Annuity Plan (the RSO TDA Plan) that was established in 1983 to provide benefits to eligible members of the City of Hope RSO as defined in the plan document. Employer contributions of 15% of each participant's biweekly eligible salary are made up to a defined annual maximum base salary of \$265,000 in 2016. The participants have the ability to direct these contributions into various funds offered through the RSO TDA Plan.

Contribution expense for the Plans defined above totaled \$18,605,000 and \$17,870,000 in 2016 and 2015, respectively.

Additionally, the Affiliated Group offers eligible employees participation in a City of Hope Tax Deferred Annuity Plan (the TDA Plan) that was established in 1972. The TDA Plan covers substantially all employees and is entirely employee-funded. Participants elect to have pretax compensation contributed to the TDA Plan up to the amount allowable under the plan document and current regulatory limits. Participants direct the investment of these contributions to various funds that are offered through the TDA Plan.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **2. Summary of Significant Accounting Policies (continued)**

The Affiliates also offer a top hat plan through a Deferred Compensation Plan (the 457(b) Plan). The 457(b) Plan was established in 2002, and participation is available to employees whose base salary equals or exceeds a multiple of the Social Security wage base as defined each year. Participants elect to have pretax compensation contributed to the 457(b) Plan, up to the amount allowable under the plan document and current regulatory limits. Participants direct the investment of these contributions to various funds offered through the 457(b) Plan.

On January 1, 2006, the 2006 Executive Supplemental Accumulation Plan (the 457(f) Plan) was established. This plan provides designated executives with deferred compensation equal to 10% of the executive's base salary (net of City of Hope contributions to the participant's defined contribution plan). A participant becomes fully vested upon completion of three plan years of service, at age 65, or if they leave involuntarily. There is the possibility of substantial forfeiture should the participant leave voluntarily or involuntarily for cause prior to fully vesting. Contribution expense for the 457(f) Plan totaled \$1,314,000 and \$1,027,000 in 2016 and 2015, respectively.

#### **Net Patient Service Revenues**

Net patient service revenues are reported at net realizable amounts from third-party payors and others for services rendered. City of Hope's policy includes the evaluation of a patient's ability to pay. The allowances for contractual discounts and uncollectible accounts have been determined based on historical collection data.

The Center and the Foundation have agreements with third-party payors that provide for payments to the Center and the Foundation at amounts different from established rates. Payment arrangements include prospectively determined rates per discharge, reimbursed costs, discounted charges, per diem payments, case rates, and specialized fee schedules. Estimated retroactive adjustments under the Medicare and Medicaid programs are also reflected in net patient service revenues. Patient service revenues, net of contractual allowances, and discounts for the years ended September 30 are as follows (amounts in thousands):

City of Hope and Affiliates

Notes to Consolidated Financial Statements (continued)

**2. Summary of Significant Accounting Policies (continued)**

	<u>2016</u>	<u>2015</u>
Medicare	\$ 245,906	\$ 222,845
Medi-Cal	147,596	196,334
Managed care (including Medicare and Med-Cal managed care)	709,900	577,820
Indemnity, self-pay, and other	16,406	8,066
Net patient service revenues	<u>\$ 1,119,808</u>	<u>\$ 1,005,065</u>

The Center is reimbursed for services provided to patients under certain programs administered by governmental agencies. Laws and regulations governing the Medicare and Medicaid programs are complex and subject to interpretation. Compliance with such laws and regulations can be subject to future governmental review and interpretation, as well as significant regulatory action, including fines, penalties, and exclusion from the Medicare and Medicaid programs. The Center believes that it is in compliance with all applicable laws and regulations, and it is not aware of any pending or threatened investigations involving allegations of potential wrongdoing.

Medicare reimburses the Center for cost-reimbursable items at an interim rate, and final settlements are determined after an audit of the Center's related annual cost reports by the Medicare fiscal intermediary. Estimated provisions to approximate the full expected settlements after review by the intermediary are included in the accompanying consolidated financial statements. The Center's Medicare cost reports have been audited through 2014. The Center has filed appeals to re-open previously audited cost reports for years 2007 through 2013 and, if successful, will record the appeals as net patient service revenues in the period realized. The cost report for 2015 has been filed and a tentative settlement has been received, but has not yet been audited.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### 2. Summary of Significant Accounting Policies (continued)

Expected settlement amounts are included in due from/due to third-party payors in the consolidated statements of financial position. Estimation differences between final settlements and amounts accrued in previous years are reported as adjustments of the current year's net patient service revenues. In the opinion of management, adequate provision has been made for any adjustments that might result from this review. During 2016 and 2015, the Center received information requiring changes in its estimates of settlements due for certain open cost report years and appeals. Based on this information, the Center recorded additional increases to net patient service revenues totaling \$5,503,000 and \$13,235,000 as of September 30, 2016 and 2015, respectively.

The SB1732 program permits certain health care facilities that meet specific criteria to receive supplemental reimbursement for a portion of debt service for qualified capital projects. The Center has received SB1732 funding for capital projects completed prior to 1998 and has determined it is eligible to receive SB1732 funds related to the construction of a new hospital facility completed in fiscal year 2005. In fiscal years 2016 and 2015, the Center recognized \$1,239,000 and \$1,334,000, respectively, in SB1732 program revenue, which has been included in net patient service revenues. Of these amounts, \$23,000 has not been received and is included in other assets at September 30, 2016.

#### Patient Accounts Receivable

The Center and the Foundation receive payment for services rendered to patients from federal and state governmental programs, mainly Medicare and Medi-Cal, privately sponsored managed care programs (including Medicare and Medi-Cal managed care) for which payment is made based on terms defined under formal contracts, and other payors. The following table summarizes the percentages of gross accounts receivable from patients and third-party payors as of September 30:

	<u>2016</u>	<u>2015</u>
Medicare	23%	22%
Medi-Cal	16	19
Managed care, other third-party payors, and patients	61	59
	<u>100%</u>	<u>100%</u>

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **2. Summary of Significant Accounting Policies (continued)**

##### **Patient Charity Care**

The Center and the Foundation approve charity care for patients meeting financial eligibility and clinical criteria at the time of admission or provision of service. A patient is classified as a charity patient by reference to certain established policies of the Center and the Foundation. Essentially, these policies define charity care as those services provided that are medically necessary but are never expected to result in cash receipts. Benefits for the indigent include services provided to persons who cannot afford health care because of inadequate resources or who are uninsured or underinsured. Also, certain medically necessary services may be provided to Medi-Cal patients, which are not reimbursed by the Medi-Cal program. The cost related to these services is included in the estimated cost of patient charity care.

The estimated cost for both patient charity care and Medi-Cal patients represents total direct and indirect cost calculated at the medical procedure level and pertains specifically to the respective charity and Medi-Cal patient populations. Procedure-level cost includes the direct costs, such as labor and supplies, involved in providing the specific service, as well as an applicable allocation of departmental overhead (e.g., departmental management) and institutional overhead (e.g., administration, depreciation, and utilities). For the years ended September 30, 2016 and 2015, these components of charity care costs totaled \$3,223,000 and \$8,566,000, respectively.

See Note 9 for additional disclosure related to benefits for the broader community and support of governmental health care programs.

##### **Performance Indicator**

Management considers changes in net assets to be the performance indicator.

##### **Derivative and Hedging Instruments**

The Affiliated Group is required to recognize all derivatives at fair value in the statement of financial position. At September 30, 2016, the Affiliated Group's derivative instruments consisted of two interest rate swap agreements with a total notional amount of \$65,000,000 (see Note 5). The Affiliated Group enters into interest swap agreements to manage its interest rate risk. The Affiliated Group's derivatives are not designated as effective hedges and are adjusted to fair value in the consolidated statements of activities, above the operating indicator.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **2. Summary of Significant Accounting Policies (continued)**

##### **Royalty Revenue**

The Affiliated Group receives royalties from Genentech based on Genentech's revenues in the previous quarter from sales of its own drugs, as well as from royalties and other amounts paid by its licensees. The Affiliated Group does not receive information from Genentech or its licensees regarding the amount of royalty revenue owed to the Affiliated Group until the amounts are actually received by the Affiliated Group, usually one quarter in arrears; therefore, royalty revenue is recognized when received. During 2016 and 2015, the Affiliated Group received and recognized royalty revenue totaling \$333,704,000 and \$290,887,000, respectively, primarily from sales of drugs by Genentech and other licensees of monoclonal antibodies, including Rituxan, Herceptin, Avastin, Humira, and others using technology developed at the Institute (see Note 8).

##### **Investments**

Investments in equity securities with readily determinable fair values and all investments in debt securities are measured at fair value in the consolidated statements of financial position. These equity and debt securities are designated as trading securities as the investments are externally managed without restrictions within the guidelines of the City of Hope investment policy. Fair value is established based on quoted prices from recognized security exchanges. Management determines the appropriate classification as either trading or other-than-trading for all equity and debt securities at the date of purchase and reevaluates such designations at each balance sheet date. Accordingly, the change in unrealized gains and losses on investments is reported within changes in net assets in the consolidated statements of activities.

Investment income or loss on equity and debt securities included in temporarily or permanently restricted net assets (including realized gains and losses on investments, interest, and dividends) is reported in unrestricted revenues and other increases unless the income or loss is restricted by the donor or by law.



## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **2. Summary of Significant Accounting Policies (continued)**

The Affiliated Group's classification of alternative investments includes limited partnerships and limited liability companies that seek to limit the effect of downward market swings on the portfolio and are not restricted to any particular asset class. Some alternative investments invest in other similar partnerships or funds and employ a "fund of funds" strategy, while other alternative investments have specific industry focus in their investment assets. At the investment manager's direction, these alternative investments may invest in both registered and non-registered securities in the U.S. and globally, with exposure to both emerging and developed markets. These entities employ a range of investment strategies, including, but not limited to, long/short equity positions, derivatives, forward and futures contracts, and currency hedges. The Affiliated Group also invests in private equity and private real asset funds that may be structured as drawdown funds, to which the Affiliated Group has committed capital to fund future capital calls as the investment opportunities develop over the initial investment period established by the fund managers. As of September 30, 2016 and 2015, the Affiliated Group has, based upon most recent available information, outstanding unfunded private equity and private real asset commitments totaling \$278,553,000 and \$321,671,000, respectively.

City of Hope's alternative investments include equity commingled funds that invest primarily in marketable securities. These funds are subject to certain notice requirements, but can be liquidated at least monthly.

City of Hope's classification of hedge funds consists of direct and multi-manager hedge fund "fund of funds" investments, which implement a range of alternative investment strategies, including, but not limited to, long or short equity, credit, and other strategies. City of Hope's investments in hedge funds have limited liquidity since shares or interests in the hedge funds are not freely transferable and are subject to various lock-up periods, redemption fees, and notice requirements. In addition, the hedge funds typically reserve the right to reduce or suspend redemptions (gating event) and to satisfy redemptions by making distributions in kind, under certain circumstances. Additionally, hedge funds may hold, directly or indirectly, side-pocket investments where no redemptions are permitted until such investments are liquidated or deemed realized. Redemption clauses range from monthly to quarterly and annually with various notice requirements between 30 and 65 days.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### 2. Summary of Significant Accounting Policies (continued)

City of Hope's classification of private equity consists of direct and private equity fund of funds investments, including private equity buyout, venture capital, mezzanine, and secondary private equity funds. These private equity investments typically have investment terms greater than ten years. City of Hope may not withdraw, sell, assign, or transfer its interests in the private equity funds except under very limited circumstances, subject to consent by the general partners of the funds.

City of Hope's classification of real assets consists of 23 investment funds – one fund that invests in timberland properties, two funds that invest in global real estate investment trusts securities, two funds that invest in real estate operating company securities, nine funds that invest in distressed real estate, four energy funds, four fund of funds, and one fund that invests in Master Limited Partnerships. The investment terms of the timberland, distressed real estate, and energy funds are typically greater than ten years and City of Hope may not withdraw or sell, assign, or transfer its interests in these funds except in certain very limited circumstances, subject to consent by the general partners of the funds.

The Affiliated Group accounts for its ownership interests in alternative investments at fair value, under which the net asset value ("NAV") is used as a practical expedient to fair value in the accompanying consolidated statements of financial position and its changes in fair value and share of earnings are included in investment income in the consolidated statements of activities. The Affiliated Group's ownership interest in these funds ranges from 0.01% to 40.6% as of September 30, 2016.

#### Allocation of Joint Costs

City of Hope accounts for joint costs in accordance with FASB ASC 958, *Not-for-Profit Entities*, which specifies criteria for costs to be reported as fundraising costs. City of Hope allocated total joint costs to the following functional expense categories for the years ended September 30, as follows (amounts in thousands):

	<u>2016</u>	<u>2015</u>
Fundraising expense	\$ 9,230	\$ 8,328
Administrative and general expense	4,825	3,983
Public information and education expense	2,270	2,234
Total joint costs	<u>\$ 16,325</u>	<u>\$ 14,545</u>

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### 2. Summary of Significant Accounting Policies (continued)

##### Recent Accounting Pronouncements

In August 2016, the FASB issued ASU 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements for Not-for-Profit Entities*, which will require not-for-profit entities to revise financial presentation to include net asset classifications and provide quantitative and qualitative information as to available resources and management of liquidity and liquidity risk, information on investment expenses and returns, and the presentation of operating cash flows. The standard aims to help the reader of the financial statements to better understand the financial position of the organization and enhance consistency among similar organizations. ASU 2016-14 is effective for annual periods beginning after December 15, 2017. The Affiliated Group is evaluating the effect of this standard on the consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which amends the existing accounting standard for lease accounting, including requiring lessees to recognize most leases on their balance sheets and making targeted changes to lessor accounting. The new standard requires a modified retrospective transition approach for all leases existing at, or entered into after, the date of initial application, with an option to use certain transition relief. The amendments in the update are effective for annual periods beginning after December 15, 2018. Early adoption is permitted and the Affiliated Group is evaluating the effect of this standard on the consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*, which amends the accounting and disclosures of financial instruments, including a provision that requires equity investments (except for investments accounted for under the equity method of accounting) to be measured at fair value, with changes in fair value recognized in current earnings. ASU 2016-01 is effective for interim and annual periods beginning after December 15, 2018. The Affiliated Group is evaluating the effect of this standard on the consolidated financial statements.

In May 2015, the FASB issued ASU 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*, which removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient and limits the disclosure requirement. ASU 2015-07 is effective for annual and interim periods beginning after December 15, 2015. The Affiliated Group has elected to early adopt this ASU effective October 1, 2015, and has reflected the change in the fair value hierarchy footnote (see Note 4).

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **2. Summary of Significant Accounting Policies (continued)**

In April 2015, the FASB issued ASU 2015-03, *Interest – Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs*, which requires that debt issuance costs be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability. ASU 2015-03 is effective for fiscal years beginning after December 15, 2015, and would be applied on a retrospective basis. The Affiliated Group has elected to early adopt this ASU effective October 1, 2015, and has reflected the change in the consolidated statements of financial position as of September 30, 2016 and 2015, decreasing other long-term assets and long-term debt, net of current portion as of September 30, 2015, by \$2,141,000 as compared to amounts previously reported.

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers*, which requires the recognition of revenue for the transfer of goods or services equal to the amount that it expects to be entitled to receive for those goods or services. ASU 2014-09 is effective for periods beginning after December 15, 2017. The Affiliated Group is currently evaluating the effect of this standard on the consolidated financial statements.

#### **Reclassifications**

Certain reclassifications were made to the 2015 accompanying financial statements to conform to the 2016 presentation. These reclassifications had no impact on the changes in net assets or excess of revenues over expenses previously reported. These reclassifications are not considered material to the financial statements of City of Hope.

#### **3. California Hospital Fee Program**

The California Hospital Fee Program (the Program) was signed into California law on January 1, 2010. Amended legislation that incorporated changes requested by the Centers for Medicare & Medicaid Services (CMS) during the CMS approval process was signed into California law on September 8, 2010, and CMS gave final approval of the program in January 2011. The primary legislation (AB 1383) and amended legislation (AB 1653) contain two components. The Quality Assurance Fee Act governs the “hospital fee” or “Quality Assurance Fee” (QA Fee) paid by participating hospitals. The Medi-Cal Hospital Provider Stabilization Act governs supplemental Medi-Cal payments (Supplemental Payments) made to providers from the fund. Some of these payments will be made directly by the state, while others will be made by the Medi-Cal managed care plans, which will receive increased rates from the state in amounts equal to the Supplemental Payments. Hospital participation is mandatory, with limited exceptions.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **3. California Hospital Fee Program (continued)**

The Center has also entered into various enforceable pledge agreements with the California Health Foundation and Trust (CHFT), agreeing to make contributions to the CHFT based on a pre-described calculation methodology. These funds will be used by CHFT to support charitable activities at various independent hospitals and hospital/health systems in California, including measures to alleviate distortions, interruptions, and disparities potentially resulting from short-term changes in government health care reimbursement programs, including the hospital fee to be imposed on hospitals under the Program.

In December 2014, CMS approved the fee-for-service portion of a new 36-Month program, covering January 1, 2014 through December 31, 2016.

During 2016 and 2015, the Center recognized \$73,542,000 and \$121,652,000 in Supplemental Payments relating to the 36-Month program period from October 1, 2015 through September 30, 2016, and January 1, 2014 through September 30, 2015, respectively. These amounts have been included as an increase to net patient service revenues in the accompanying consolidated statements of activities. As of September 30, 2016 and 2015, \$34,183,000 and \$26,756,000, respectively, is recorded in grants and other receivables in the consolidated statements of financial position. The Center also recognized \$13,984,000 and \$23,576,000 in QA Fees and \$562,000 and \$2,162,000 in CHFT Payments as program expenses in the accompanying consolidated statements of activities as of September 30, 2016 and 2015, respectively. Of these amounts, \$301,000 and \$141,000 is recorded in accounts payable and accrued liabilities in the accompanying consolidated statements of financial position as of September 30, 2016 and 2015, respectively.

During 2016, CMS approved the managed care portion of the 36-Month program for the period from January 1, 2014 through June 30, 2014. The Center recognized \$278,000 in additional net patient service revenues for the year ended September 30, 2016.

Additionally, the Center received refunds from the CHFT related to excess paid-in funds as of the 5-year anniversary of the initial 21-month program (April 1, 2009 to December 31, 2010) and the 6-month extension program (January 1, 2011 to June 30, 2011) totaling \$604,000, which has been reflected as a reduction in program expenses in the accompanying consolidated statement of activities for the year ended September 30, 2016.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### 4. Fair Value of Financial Instruments

The consolidated statements of financial position include the following financial instruments: cash and cash equivalents, patient accounts receivable, grants and other receivables, short- and long-term investments, other receivables, accounts payable and accrued liabilities, estimated amounts due to/from third-party payors, interest rate swaps, and long-term debt. The Affiliated Group considers the carrying amounts of current assets and liabilities (except for investment securities, which are carried at fair value, as described in Note 2) in the consolidated statements of financial position to approximate the fair value of these financial instruments because of the relatively short period of time between origination of the instruments and their expected realization. The carrying amount of tax-exempt and taxable long-term financing for the Affiliated Group was \$639,549,000, with a total fair value of \$783,823,000 at September 30, 2016, based on current market rates of debt with similar risks and maturities. Long-term debt would be classified as Level 2 in the fair value hierarchy.

As defined by FASB ASC 820, *Fair Value Measurement*, fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In order to increase consistency and comparability in fair value measurements, a fair value hierarchy was established that prioritizes observable and unobservable inputs used to measure fair value into three broad levels, which are described below:

- Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.
- Level 2: Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.
- Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### 4. Fair Value of Financial Instruments (continued)

Assets and liabilities measured at fair value are based on one or more of three valuation techniques as identified in the tables below. Where more than one technique is noted, individual assets or liabilities were valued using one or more of the noted techniques. The valuation techniques are as follows:

- (a) *Market approach.* Prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.
- (b) *Cost approach.* Amount that would be required to replace the service capacity of an asset (replacement cost).
- (c) *Income approach.* Techniques to convert future amounts to a single present amount based on market expectations (including present value techniques, option-pricing, and excess earnings models).

In determining fair value, City of Hope utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible, as well as considers counterparty credit risk in its assessment of fair value. The fair value of annuity and split-interest obligations has been determined using present value techniques based on mortality tables and discount rates that are consistent with Internal Revenue Service published rates and the American Council on Gift Annuities. The fair value of pledges considers credit risk, which is estimated based on management's assessment of the collectability of pledges receivable.

City of Hope uses interest rate swaps to manage interest rate risk associated with floating-rate debt. The valuation of these instruments is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period of maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities. The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash payments and the discounted expected variable cash receipts. The variable cash receipts are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **4. Fair Value of Financial Instruments (continued)**

The estimated fair values of the interest rate swap instruments have been determined using available market information and valuation methodologies, primarily discounted cash flows. The contracts provide for periodic net cash settlements.

City of Hope incorporated credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements.

Although City of Hope has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. However, as of September 30, 2016, City of Hope has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, City of Hope has determined that its derivative valuations in their entirety are classified as Level 2 in the fair value hierarchy.

City of Hope's assets and liabilities, measured at fair value on a recurring basis as of September 30 aggregated by the level in the fair value hierarchy, are included in cash equivalents, investments, annuity and split-interest agreement obligations, and other long-term liabilities in the consolidated statements of financial position and are as follows (amounts in thousands):



City of Hope and Affiliates

Notes to Consolidated Financial Statements (continued)

**4. Fair Value of Financial Instruments (continued)**

2016	Investments at Fair Value			Investments at Net	Total	Valuation Technique (a,b,c)
	Level 1	Level 2	Fair Value	Asset Value		
<b>Investments:</b>						
U.S. government and agency obligations	\$ -	\$ 201,856	\$ 201,856	\$ -	\$ 201,856	a,b
Corporate obligations	-	1,609	1,609	-	1,609	a,b
Marketable securities	686,586	-	686,586	-	686,586	a
Public real assets	237,997	-	237,997	-	237,997	a
Municipal obligations	-	2,088	2,088	-	2,088	a
Hedge funds	-	-	-	388,292	388,292	
Equity commingled funds	-	-	-	657,533	657,533	
Private equity funds	-	-	-	122,171	122,171	
Private real assets	-	-	-	170,309	170,309	
Cash equivalents	65,272	-	65,272	-	65,272	a
Total investments at fair value	<u>\$ 989,855</u>	<u>\$ 205,553</u>	<u>\$ 1,195,408</u>	<u>\$ 1,338,305</u>	<u>\$ 2,533,713</u>	
		<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>	
<b>Liabilities at fair value:</b>						
Annuity and split-interest obligations	\$ -	\$ -	\$ 17,264	\$ 17,264		c
Interest rate swaps	-	16,952	-	16,952		a,b
Total liabilities	<u>\$ -</u>	<u>\$ 16,952</u>	<u>\$ 17,264</u>	<u>\$ 34,216</u>		

City of Hope and Affiliates

Notes to Consolidated Financial Statements (continued)

**4. Fair Value of Financial Instruments (continued)**

	Investments at Fair Value			Investments at Net Asset	Total	Valuation Technique (a,b,c)
	Level 1	Level 2	Fair Value	Value		
<b>2015</b>						
<b>Investments:</b>						
U.S. government and agency obligations	\$ -	\$ 100,580	\$ 100,580	\$ -	\$ 100,580	a,b
Corporate obligations	-	3,326	3,326	-	3,326	a,b
Marketable securities	670,421	-	670,421	-	670,421	a
Public real assets	207,832	-	207,832	-	207,832	a
Municipal obligations	-	2,086	2,086	-	2,086	a
Hedge funds	-	-	-	366,536	366,536	
Equity commingled funds	-	-	-	533,849	533,849	
Private equity funds	-	-	-	72,134	72,134	
Private real assets	-	-	-	154,118	154,118	
Cash equivalents	82,086	-	82,086	-	82,086	a
Total investments at fair value	<u>\$ 960,339</u>	<u>\$ 105,992</u>	<u>\$ 1,066,331</u>	<u>\$ 1,126,637</u>	<u>\$ 2,192,968</u>	
		<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>	
<b>Liabilities at fair value:</b>						
Annuity and split-interest obligations	\$ -	\$ -	\$ -	\$ 16,846	\$ 16,846	c
Interest rate swaps	-	-	11,035	-	11,035	a,b
Total liabilities	<u>\$ -</u>	<u>\$ 11,035</u>	<u>\$ 16,846</u>	<u>\$ 27,881</u>		

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### 4. Fair Value of Financial Instruments (continued)

The table below sets forth a summary of changes in fair value of the Level 3 assets and liabilities for the year ended September 30, 2016 (amounts in thousands):

	<b>Liabilities</b>
Beginning balance at September 30, 2015	\$ 16,846
Additions	1,535
Investment activity, adjustments, maturities	513
Distributions	(1,379)
Change in fair value	(251)
Ending balance at September 30, 2016	\$ 17,264

The following reconciles fair value amounts to the consolidated statements of financial position as of September 30 (amounts in thousands):

	<b>2016</b>	<b>2015</b>
Cash and cash equivalents	\$ 121,460	\$ 133,293
Investments, current	1,083,215	811,802
Self-insurance trust funds	3,581	3,730
Investments held for long-term purposes	357,516	371,440
Board-designated assets	715,191	653,354
Donor-restricted investments, other	345,912	311,710
	2,626,875	2,285,329
Less: investment at net asset value	(1,338,305)	(1,126,637)
Less: amounts held in cash	(93,162)	(92,361)
Investments at fair value	\$ 1,195,408	\$ 1,066,331

Board-designated assets include funds either set aside as institutionally designated endowments or established by the Board of Directors for future research, program services, and capital expenditures of the Affiliates.

Investment income in the consolidated statements of activities includes changes in fair value of equity interests in alternative investments. For the years ended September 30, 2016 and 2015, these changes in fair value of equity interests totaled a gain of \$26,425,000 and a loss of \$9,913,000, respectively.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### 5. Long-Term Debt

The following is a summary of the Affiliated Group's long-term debt as of September 30 (amounts in thousands):

	<b>2016</b>		<b>2015</b>
The City of Hope, 3.75% to 5.00% fixed rate Tax-Exempt Revenue Bonds Series 2012A, originally \$234,635, issued through the California Health Facilities Financing Authority, with varying maturities annually on November 15, 2014 through November 15, 2039. Interest payable semiannually on May 15 and November 15 (Series 2012A Revenue Bonds).	<b>\$ 224,549</b>	\$	229,715
The City of Hope, Tax-Exempt Variable Rate Revenue Bonds Series 2012B, originally \$32,500, issued through the California Health Facilities Financing Authority. Interest payable monthly, principal payments annually beginning on November 15, 2039 through November 15, 2042 (Series 2012B Revenue Bonds).	<b>32,500</b>		32,500
The City of Hope, Tax-Exempt Variable Rate Revenue Bonds Series 2012C, originally \$32,500, issued through the California Health Facilities Financing Authority. Interest payable monthly, principal payments annually beginning on November 15, 2039 through November 15, 2042 (Series 2012C Revenue Bonds).	<b>32,500</b>		32,500
The City of Hope, 5.623% fixed rate, Taxable Direct Obligation Notes, originally \$350,000. Interest payable semiannually on May 15 and November 15, principal payment due in full on November 15, 2043 (Series 2013 Notes).	<b>350,000</b>		350,000
Capital lease obligations:			
Equipment	<b>3,744</b>		4,712
Facilities	<b>48,420</b>		32,582
	<b>691,713</b>		682,009
Less: Current maturities of long-term debt and capital lease obligations	<b>(90,571)</b>		(72,549)
Unamortized bond issue costs	<b>(2,017)</b>		(2,141)
Unamortized discount	<b>(3,865)</b>		(4,062)
Unamortized premium	<b>23,043</b>		24,778
	<b>\$ 618,303</b>	\$	628,035

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### 5. Long-Term Debt (continued)

Long-term debt maturities and capital lease obligations as of September 30, 2016, and payments for the subsequent years are as follows (amounts in thousands):

2017	\$ 25,571
2018	9,407
2019	9,426
2020	9,780
2021	9,949
Thereafter	<u>627,580</u>
	<u>\$ 691,713</u>

**Series 2012 Revenue Bonds (Tax-Exempt)** – In November 2012, pursuant to a Master Trust Indenture (MTI), the City of Hope Obligated Group (consisting of City of Hope, the Center, the Foundation, and the Institute) issued \$234,635,000 of Tax-Exempt Series 2012A fixed rate Revenue Bonds (Series 2012A Revenue Bonds), \$32,500,000 of Tax-Exempt Series 2012B Variable Rate Revenue Bonds (Series 2012B Revenue Bonds), and \$32,500,000 of Tax-Exempt Series 2012C Variable Rate Revenue Bonds (Series 2012C Revenue Bonds) through the California Health Facilities Financing Authority. The proceeds from the issuance of the Series 2012A, Series 2012B, and Series 2012C Revenue Bonds (collectively, the Series 2012 Revenue Bonds) were used to refund, repay, or redeem the then-outstanding principal and interest on the Series 1999 Certificates, the 2007 Note Payable, and the Series 2006 Bonds, and to finance or reimburse City of Hope for certain costs of constructing, renovating, and equipping health care and research-related facilities. The obligations issued under the MTI, including those securing the Series 2012 Revenue Bonds, are secured by a gross receivables pledge. The Series 2012A Revenue Bonds accrue interest at fixed rates between 3.75% and 5.00% annually, and were issued at a premium totaling \$29,887,000.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **5. Long-Term Debt (continued)**

Interest on the Series 2012B and the Series 2012C Revenue Bonds accrues at a weekly interest rate as determined by the Remarketing Agent every Tuesday. The average interest rate on the Series 2012B was 0.2421% and the Series 2012C was 0.2249% during the year ended September 30, 2016. The bonds can be converted to another interest rate period as defined in the bond indenture related to the Series 2012B and Series 2012C Revenue Bonds. If such bonds are tendered and not remarketed, the Obligated Group will be obligated to purchase such variable rate bonds from its own funds. As a result, the Series 2012B and Series 2012C Revenue Bonds are classified as current liabilities in the accompanying consolidated statements of financial position.

**Series 2013 Notes (Taxable)** – In July 2013, City of Hope, as representative of the Obligated Group, issued \$350,000,000 in Series 2013 fixed rate Direct Obligation Notes (the Series 2013 Notes) under the MTI. The proceeds from the Series 2013 Notes will be used for the Obligated Group's capital needs in furtherance of the implementation of the Obligated Group's strategic plan, including the construction of a new inpatient/outpatient facility and the expansion of one or more existing research buildings. The Series 2013 Notes are secured by a gross receivables pledge and accrue interest at a fixed rate of 5.623% annually.

**Capital Lease Obligations** – City of Hope and Affiliates have entered into various capital lease agreements for equipment and program and administrative facilities. Assets are capitalized using interest rates commensurate with City of Hope's incremental borrowing rate.

In October 2015, City of Hope entered into a long-term capital lease for a research building. In March 2016, City of Hope exercised an option to purchase the facility within the next year for \$15,500,000. The obligation for this lease buyout has been recorded as long-term debt, current portion in the accompanying consolidated statements of financial position.

**Assets Constructed by Landlord** – In April 2016, the Foundation entered into an affiliation agreement with Providence Little Company of Mary Medical Center (PLCMMC). As one of several components of the affiliation, PLCMMC and the Foundation entered into a 15-year lease, pursuant to which the Foundation will lease space in a medical office building to be constructed by PLCMMC. The Foundation expects to begin operating a multi-disciplinary community cancer center at this location in 2018.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **5. Long-Term Debt (continued)**

Under U.S. GAAP Accounting Standards Codification (ASC) 840, *Leases*, a build-to-suit arrangement exists when a lessee, among other things, is financially involved in the construction of certain structural improvements prior to the commencement of the lease. Under this lease agreement, the Foundation will be financially involved in the construction of non-normal tenant improvements of the building, which results in the Foundation being considered the owner of the assets during the construction period. As construction of the medical office building progresses, the Foundation will record the costs paid by the landlord to construct the building as construction in progress and a related long-term financing obligation. The estimated construction in progress is not material as the project is in the early stage. As such, the Foundation has not recorded construction in progress or a related long-term financing obligation as of September 30, 2016.

Upon completion of construction, the project will be evaluated for sales lease-back treatment and, should the criteria not be met, the Foundation will carry and amortize the financing obligation to the extent that lease payments are applied to the liability and depreciate the building over the estimated useful life. The aggregate lease payments that the Foundation expects to make under the 15-year lease agreement are approximately \$13,200,000.

**Interest Rate Swap Transactions** – In November 2012, the Obligated Group entered into two swap contracts to synthetically convert the Series 2012B and Series 2012C Revenue Bonds from a variable rate to a fixed rate of 2.715% and 2.720%, respectively. The Obligated Group receives a floating rate equal to 70% of the USD-LIBOR-BBA for both Series 2012B and Series 2012C Revenue Bonds. The swaps were not designated as cash flow hedges, so the changes in fair value totaling \$5,917,000 and \$4,370,000 are recorded within program and supporting services expenses in the accompanying consolidated statements of activities as of September 30, 2016 and 2015, respectively. The effect of counterparty payments and receipts on interest expense was an expense increase of \$1,586,000 and \$1,686,000 in 2016 and 2015, respectively.

**Financial Covenants** – Under the Series 2012 Revenue Bonds and the Series 2013 Notes, the Obligated Group must maintain certain financial covenants. The Obligated Group was in compliance with the respective covenants at September 30, 2016.

**Line of Credit** – The Affiliated Group maintains a consolidated unsecured revolving bank line of credit in the amount of \$50,000,000, which expires on June 30, 2017. Interest is charged at the London Interbank Offered Rate (LIBOR) plus 0.75%. As of September 30, 2016, there was no outstanding balance on the line of credit.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **5. Long-Term Debt (continued)**

**Stand-by Letter of Credit** – The Affiliated Group maintains a stand-by letter of credit in the amount of \$50,000 that expires on August 26, 2017.

#### **6. City of Hope Medical Foundation**

City of Hope has established a nonprofit medical foundation to help move the Center toward a more integrated health care delivery system, to continue to enhance the quality of the clinical care provided to its patients and the research it conducts, and to respond to federal health care reform legislation.

The Foundation has entered into a five-year professional services agreement with the City of Hope Medical Group (COHMG), an unconsolidated medical group. Under the terms of the professional services agreement, COHMG physicians provide exclusive patient care services and academic services, such as teaching, administrative, and research services, to the Foundation. As part of City of Hope's goal of creating greater integration and coordination of City of Hope's patient care, research, and educational services, the Foundation provides for or arranges for the provision of certain patient care and on-call coverage services and teaching, administrative, and research services for the operations and activities of the Center pursuant to several agreements between the Foundation and the Center. The professional fees associated with the contract between the Foundation and the Center are eliminated in consolidation.

In addition, in furtherance of the goal of achieving greater clinical integration between the Center and the COHMG physicians, the Foundation and the Center have entered into a contract for the Foundation to manage and operate the Center's Geri and Richard Brawerman Center for Ambulatory Care.

Pursuant to the professional services agreement, COHMG assigns to the Foundation the right to bill and collect for professional services rendered by COHMG physicians and other professional employees, and the Foundation contracts directly with payors in connection with the provision of patient care services. Accordingly, net patient service revenues for the Foundation include amounts for services provided by COHMG physicians on behalf of the Foundation. Professional fees incurred by the Foundation substantially include the professional fees negotiated with COHMG for physician services.



## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### 7. Goodwill and Other Intangible Assets

Goodwill and other intangible assets consist of costs in excess of the fair value of the tangible assets of acquired entities. The Affiliated Group assesses the carrying value of goodwill for impairment at the reporting unit level on an annual basis, or more frequently if significant indicators of impairment exist. The Affiliated Group primarily uses the income approach to valuation, which includes the discounted cash flow method, to determine the fair value of its reporting units.

The Affiliated Group has elected an annual measurement date of July 1 and performed a quantitative goodwill impairment analysis under FASB ASC 350, *Intangibles – Goodwill and other*, during 2015. Upon completion of the quantitative impairment assessment, the Affiliated Group determined that impairment was indicated as the estimated fair value of the reporting unit with goodwill did not exceed its respective carrying value. Accordingly, a goodwill impairment charge of \$30,137,000 was recognized in the accompanying consolidated statement of activities as a supporting services expense for the year ended September 30, 2015.

The gross carrying amount of intangible assets subject to amortization comprises a trade-name and electronic medical records, which total \$9,463,000. The accumulated amortization on those intangible assets at September 30, 2016 and 2015, totaled \$6,695,000 and \$5,444,000, respectively. The Foundation has recorded \$1,251,000 of amortization expense for intangible assets acquired during the years ended September 30, 2016 and 2015. Intangible assets are amortized on a straight-line basis between seven and ten years. Future amortization of these intangibles is reflected below (amounts in thousands):

2017	\$	1,251
2018		910
2019		228
2020		228
2021		151
	\$	<u>2,768</u>

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### 8. Commitments and Contingencies

##### Leases

The Affiliated Group has non-cancelable operating leases for office space and equipment that expire on various dates through 2029. As of September 30, 2016, future minimum lease payments required under these operating leases are as follows (amounts in thousands):

2017	\$	6,187
2018		5,301
2019		4,713
2020		4,325
2021		3,857
Thereafter		10,186
	\$	<u>34,569</u>

Lease expense for the leases shown above and other month-to-month rental agreements totaled \$9,821,000 and \$9,435,000 in 2016 and 2015, respectively.

##### Litigation and Administrative Actions

The Affiliated Group from time to time is subject to claims arising in the ordinary course of business. In the opinion of management, with the exception of the matters discussed below, the ultimate resolution of legal proceedings and other claims currently pending against the Affiliated Group will not have a material adverse effect on the consolidated financial position, statements of activities, or cash flows of the Affiliated Group.

City of Hope has been engaged in various proceedings involving challenges to the validity of U.S. Patent No. 6,331,415 issued December 18, 2001, entitled “Methods of Producing Immunoglobulins, Vectors and Transformed Host Cells for Use Therein” (the Cabilly II patent) and U.S. Patent No. 7,923,221 entitled “Methods of Making Antibody Heavy and Light Chains Having Specificity for a Desired Antigen” (the Cabilly III patent, and together with Cabilly II patent, the Cabilly patents). Both Cabilly patents are co-owned by City of Hope and Genentech, and are set to expire in 2018.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **8. Commitments and Contingencies (continued)**

On July 27, 2015, Sanofi-Aventis U.S. LLC (Sanofi) and Regeneron Pharmaceuticals, Inc. (Regeneron) filed a lawsuit against City of Hope and Genentech in the United States District Court (USDC) challenging the validity of the Cabilly III patent. Sanofi and Regeneron also challenged the validity of the Cabilly II patent in a petition for inter partes review (IPR) filed July 27, 2015, in the United States Patent Trademark Office (PTO). On December 30, 2015, Genzyme Corporation (Genzyme) filed a lawsuit against City of Hope and Genentech in the USDC challenging the validity of the Cabilly III patent. Genzyme also challenged the patentability of the Cabilly II patent in two separate petitions for IPR filed December 30, 2015 and January 15, 2016. The suits and challenges filed by Sanofi, Regeneron, and Genzyme were settled in August 2016. City of Hope made no payment in connection with any of the foregoing settlements.

On March 3, 2016, Mylan Pharmaceuticals Inc. (Mylan) filed a petition for IPR of Cabilly II.

On July 7, 2016, Merck Sharp & Dohme Corp. (Merck) filed a lawsuit against City of Hope and Genentech in the USDC challenging the validity of the Cabilly III patent and seeking a declaratory judgment that its antibody drug Keytruda (pembrolizumab) and/or its bezlotoxumab product do not infringe the patent. On the same date, Merck also challenged the patentability of the Cabilly II patent in a petition for IPR filed in the PTO.

On October 11, 2016, Merck filed a second petition in the PTO seeking IPR on the same basis as raised in the petition for an IPR filed by Mylan. Merck also filed a motion for joinder with the Mylan IPR.

The complaint and petitions filed by Merck and the petition for an IPR filed by Mylan contain allegations that are similar in significant respects to the allegations made in prior challenges to the Cabilly patents. These proceedings are at a very early stage. The final outcome of the Mylan and Merck litigation cannot be determined at this time. If either the Cabilly II or Cabilly III patent is ultimately declared invalid, royalties under the two Cabilly patents could be significantly reduced or eliminated in the future, which could have a material adverse impact on the consolidated financial condition of the Affiliated Group.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **8. Commitments and Contingencies (continued)**

##### **Health Care Regulations**

The Center 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, governmental health care program participation requirements, reimbursement for patient services, and Medicare and Medicaid fraud and abuse. Federal laws prohibit submission of claims for reimbursement to the Medicare and Medicaid programs for services not rendered in accordance with applicable rules, laws, and regulations. Any overpayments received must be refunded to the government payor. Violation of these laws can result in substantial civil and criminal penalties and fines, including treble damages and mandatory penalties of up to \$11,000 per claim, as well as possible debarment from future participation in government health care programs. Management believes that the Center is presently in compliance with fraud and abuse laws, as well as other applicable government laws and regulations. While no material regulatory inquiries about past or present conduct have been made, 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.

##### **Capital Commitments (Unaudited)**

As of September 30, 2016, the Affiliates have committed to spend approximately \$61,189,000 through 2017 for building renovations, multiple campus facility renovations, and various information technology projects, including a clinical information system.

#### **9. Community Benefit Expense (Unaudited)**

City of Hope supports a variety of programs and services that provide a direct benefit to its patients, as well as to the broader community. The primary categories of community benefit are as follows:

- Benefits for the Broader Community – Clinical Research
- Benefits for the Broader Community – Support of Basic Science Research
- Public Information and Education

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### 9. Community Benefit Expense (Unaudited) (continued)

##### **Benefits for the Broader Community and Support of Governmental Health Care Programs – Medi-Cal and Medicare**

The Affiliates support a variety of clinical and basic science research activities focused on finding cures and treatments for cancer and other life-threatening diseases for which grant and other extramural funding is not available. The cost of these institutionally funded research efforts is considered a benefit to the broader community. In addition, the cost of providing public information and education is also considered a community benefit.

The Center and the Foundation accept all patients who are covered by governmental subsidized programs – primarily Medi-Cal and Medicare fee for service and who meet certain clinical criteria. These programs typically remit payments substantially less than charges and below the cost of providing the services. The Center and the Foundation have estimated the costs of treating patients less payments received for these costs. The residual amount of cost in excess of payments has been included as a component of the Center’s community benefit.

The following is a summary of the Affiliates’ estimated community benefit expense, and Support of Governmental Health Care Programs – Medi-Cal and Medicare expense, at cost, in terms of service to the indigent and benefits to the broader community for the years ended September 30 (amounts in thousands):

	<b>2016</b>	<b>2015</b>
<b>Benefits for the broader community</b>		
<b>Support for research (unaudited):</b>		
Estimated institutionally supported research costs, net of grants received of \$87,391 and \$71,703 in 2016 and 2015, respectively		
Center	\$ 63,410	\$ 64,310
Institute	147,356	132,471
Total estimated benefits for the broader community, at cost	\$ 210,766	\$ 196,781
<b>Support of governmental health care programs (unaudited):</b>		
Estimated unreimbursed cost of the Medi-Cal Program	\$ 65,915	\$ 51,077
Estimated unreimbursed cost of the Medicare Program	104,690	77,767
	170,605	128,844
Total estimated benefits for the broader community and unreimbursed costs to governmental health care programs	\$ 381,371	\$ 325,625

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **10. Donor-Restricted Endowments**

FASB ASC 958 provides guidance on the net asset classification of donor-restricted endowment funds for a not-for-profit organization that is subject to an enacted version of the Uniform Prudent Management of Institutional Funds Act of 2006 (UPMIFA). UPMIFA was enacted in California on September 30, 2008, with an effective date of January 1, 2009. The net asset classification provisions of FASB ASC 958 were adopted by City of Hope in 2009 when UPMIFA was enacted into law in California. FASB ASC 958 also contains disclosure provisions, which are included below.

**Endowment:** City of Hope's endowment includes all permanently and certain temporarily restricted as well as unrestricted net assets that contain donor-restricted funds as well as board-designated funds.

**Funds With Deficiencies:** From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor requires City of Hope to retain as a fund of perpetual duration. Deficiencies of this nature are reported in unrestricted net assets unless the income from such endowment funds is restricted as to use, in which case such amounts are reflected in temporarily restricted net assets. As of September 30, 2016 and 2015, there were no material deficiencies of this nature.

**Return Objectives and Risk Parameters:** City of Hope's financial objective is to achieve a long-term rate of return that will enhance and preserve the real (inflation-adjusted) purchasing power of the corpus without subjecting the investment portfolio to large investment losses. Assets are invested in a manner that is intended to produce results that exceed the respective benchmark, while assuming a moderate level of investment risk. Actual returns in any given year may vary from this amount.

**Strategies Employed for Achieving Objectives:** To satisfy its long-term rate-of-return objectives, City of Hope relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). City of Hope targets a diversified asset allocation to achieve its long-term return objectives within prudent risk constraints.

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **10. Donor-Restricted Endowments (continued)**

**Interpretation of Relevant Law:** City of Hope has interpreted the Uniform Management of Institutional Funds Act (UMIFA) as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, City of Hope classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until the donor's restriction is met, at which time it is classified as unrestricted.

Effective January 1, 2009, the state of California adopted UPMIFA, which added certain prudent spending measures to UMIFA. In accordance with UPMIFA, City of Hope considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- (1) The duration and preservation of the fund
- (2) The purposes of the donor-restricted endowment fund
- (3) General economic conditions
- (4) The possible effects of inflation and deflation
- (5) The expected total return from income and appreciation of investments
- (6) Other resources of City of Hope
- (7) The investment policies of City of Hope

City of Hope and Affiliates

Notes to Consolidated Financial Statements (continued)

**10. Donor-Restricted Endowments (continued)**

The endowment net asset composition by type of fund as of September 30 consists of the following (amounts in thousands):

	<b>2016</b>			<b>Total</b>
	<b>Unrestricted</b>	<b>Temporarily Restricted</b>	<b>Permanently Restricted</b>	
Donor-restricted endowment funds	\$ (1,538)	\$ –	\$ 161,344	\$ 159,806
Temporarily restricted donor funds	–	40,624	–	40,624
Board-designated funds	716,729	–	–	716,729
<b>Total funds</b>	<b>\$ 715,191</b>	<b>\$ 40,624</b>	<b>\$ 161,344</b>	<b>\$ 917,159</b>

  

	<b>2015</b>			<b>Total</b>
	<b>Unrestricted</b>	<b>Temporarily Restricted</b>	<b>Permanently Restricted</b>	
Donor-restricted endowment funds	\$ (2,364)	\$ –	\$ 160,647	\$ 158,283
Temporarily restricted donor funds	–	28,143	–	28,143
Board-designated funds	655,718	–	–	655,718
<b>Total funds</b>	<b>\$ 653,354</b>	<b>\$ 28,143</b>	<b>\$ 160,647</b>	<b>\$ 842,144</b>



City of Hope and Affiliates

Notes to Consolidated Financial Statements (continued)

**10. Donor-Restricted Endowments (continued)**

The changes in endowment net assets for the years ended September 30 are as follows (amounts in thousands):

	<b>2016</b>			<b>Total</b>
	<b>Unrestricted</b>	<b>Temporarily Restricted</b>	<b>Permanently Restricted</b>	
Endowment net assets, October 1, 2015	<b>\$ 653,354</b>	<b>\$ 28,143</b>	<b>\$ 160,647</b>	<b>\$ 842,144</b>
Contributions and additions	–	<b>162</b>	<b>8,035</b>	<b>8,197</b>
Change in donor designation	–	<b>7,000</b>	<b>(7,000)</b>	–
Investment returns:				
Investment income/(loss)	<b>11,981</b>	<b>3,659</b>	<b>(377)</b>	<b>15,263</b>
Net appreciation – realized and unrealized	<b>50,826</b>	<b>13,415</b>	<b>39</b>	<b>64,280</b>
Appropriation of endowment assets for expenditure or transfers	<b>(970)</b>	<b>(11,755)</b>	–	<b>(12,725)</b>
Endowment net assets, September 30, 2016	<b>\$ 715,191</b>	<b>\$ 40,624</b>	<b>\$ 161,344</b>	<b>\$ 917,159</b>

City of Hope and Affiliates

Notes to Consolidated Financial Statements (continued)

**10. Donor-Restricted Endowments (continued)**

	<b>2015</b>			<b>Total</b>
	<b>Unrestricted</b>	<b>Temporarily Restricted</b>	<b>Permanently Restricted</b>	
Endowment net assets, October 1, 2014	\$ 662,774	\$ 36,483	\$ 146,892	\$ 846,149
Contributions and additions	9,662	98	13,555	23,315
Investment returns:				
Investment income	12,893	3,187	6	16,086
Net appreciation – realized and unrealized	(31,192)	(7,380)	194	(38,378)
Appropriation of endowment assets for expenditure	(783)	(4,245)	–	(5,028)
Endowment net assets, September 30, 2015	<u>\$ 653,354</u>	<u>\$ 28,143</u>	<u>\$ 160,647</u>	<u>\$ 842,144</u>

**11. Restricted Net Assets**

Temporarily restricted net assets are available for the following purposes as of September 30 (amounts in thousands):

	<b>2016</b>	<b>2015</b>
Time restricted under annuity and split-interest obligations and other	\$ 122,547	\$ 91,210
Patient care	8,501	6,665
Education	5,238	4,156
Research	148,252	119,411
Medical equipment and buildings	4,011	2,982
Total temporarily restricted net assets	<u>\$ 288,549</u>	<u>\$ 224,424</u>

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### 11. Restricted Net Assets (continued)

Net assets were released from donor restrictions by satisfying the restricted purposes in the years ended September 30 (amounts in thousands):

	<b>2016</b>	<b>2015</b>
Time restricted under annuity and split-interest obligations and other	\$ <b>1,233</b>	\$ 1,334
Patient care	<b>443</b>	1,143
Education	<b>1,072</b>	1,180
Research	<b>28,357</b>	29,496
Medical equipment and buildings	<b>1,428</b>	2,051
Total temporarily and permanently restricted net assets released from restrictions	<b>\$ 32,533</b>	\$ 35,204

Permanently restricted net assets are restricted investments to be held in perpetuity, the income from which is expendable to support the following purposes as of September 30 (amounts in thousands):

	<b>2016</b>	<b>2015</b>
Time restricted under annuity and split-interest obligations and other	\$ <b>8,253</b>	\$ 10,826
Patient care	<b>14,492</b>	14,444
Education	<b>17,763</b>	17,667
Research	<b>124,425</b>	123,356
Medical equipment and buildings	<b>3,510</b>	3,510
Total permanently restricted net assets	<b>\$ 168,443</b>	\$ 169,803

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### 12. Expenses

The Affiliated Group provides critical patient care services and research to the community, along with public information and education. Expenses related to providing these services, and administrative and fundraising support, for the years ended September 30 are as follows (amounts in thousands):

	<b>2016</b>	<b>2015</b>
Salaries, wages, and employee benefits	<b>\$ 522,811</b>	\$ 474,773
Purchased services	<b>186,981</b>	138,857
Professional fees	<b>131,284</b>	118,707
Supplies and pharmaceuticals	<b>338,866</b>	273,668
Equipment rental and maintenance	<b>19,391</b>	17,932
Interest	<b>32,363</b>	31,969
Change in fair value of swap agreement	<b>5,917</b>	4,370
Depreciation and amortization	<b>95,094</b>	81,609
Occupancy	<b>18,428</b>	18,559
Royalty sharing	<b>102,146</b>	89,871
Hospital provider fee	<b>13,942</b>	25,738
Bad debt	<b>3,110</b>	10,240
Goodwill impairment	–	30,137
Other	<b>19,210</b>	16,225
Total expenses	<b><u>\$ 1,489,543</u></b>	<b><u>\$ 1,332,655</u></b>

## City of Hope and Affiliates

### Notes to Consolidated Financial Statements (continued)

#### **13. Subsequent Events**

On November 16, 2016, City of Hope and The Translational Genomics Research Institute (T-Gen), announced that the two organizations entered into an Affiliation Agreement (the Agreement). Pursuant to the terms of the Agreement, City of Hope will become the sole corporate member of T-Gen. T-Gen will remain an Arizona-based nonprofit with headquarters in Phoenix. T-Gen and its wholly owned and related affiliates had total unrestricted revenues and support of \$40,700,000 for the fiscal year ended December 31, 2015, and total assets of \$60,300,000 as of December 31, 2015. Pursuant to the Agreement, City of Hope will annually provide T-Gen with a specified amount of funding over a five-year period.

On December 4, 2016, the Foundation entered into a 15-year lease agreement with San Antonio Regional Hospital (SARH) for an outpatient cancer center to be owned and operated by the Foundation. The lease agreement provides for the design and construction of a medical office building by SARH in Upland, California. Foundation management expects to begin operating a multi-disciplinary community cancer center at this location in 2019. The lease agreement is subject to build to suit accounting under U.S. GAAP Accounting Standards Codification (ASC) 840, *Leases*. The aggregate lease payments that the Foundation will be obligated to make under the original term of the 15-year lease agreement is approximately \$10,500,000.

City of Hope has evaluated subsequent events occurring between the end of the most recent fiscal year and December 19, 2016, the date the financial statements were issued.

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