



Montclair Health System, LLC

Consolidated Financial Statements with Report of Independent Auditors
December 31, 2022

Montclair Health System, LLC
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December 31, 2022

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Report of Independent Auditors

To the Board of Directors of Montclair Health System, LLC

Opinion

We have audited the consolidated financial statements of Montclair Health System, LLC (the Company), which comprise the consolidated balance sheet as of December 31, 2022, and the related consolidated statements of operations, cash flows, and members' equity for the year then ended, and the related notes (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2022, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

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

Ernst & Young LLP

April 20, 2023

Montclair Health System, LLC

Consolidated Balance Sheet

December 31, 2022

(In Thousands)

	December 31, 2022
Assets	
Current assets:	
Accounts receivable	\$ 37,442
Inventories	5,773
Prepaid expenses	1,950
Other current assets	10,493
Total current assets	<u>55,658</u>
Property and equipment, net	50,518
Operating lease right of use assets	52,027
Goodwill	126,317
Other intangible assets	5,600
Amounts due from affiliate	24,721
Other assets	3,704
Total assets	<u><u>\$ 318,545</u></u>
Liabilities and members' equity	
Current liabilities:	
Accounts payable	\$ 19,003
Accrued salaries and benefits	7,974
Other accrued expenses and liabilities	5,914
Current portion of long-term debt	226
Total current liabilities	<u>33,117</u>
Long-term operating lease liability	50,985
Other long-term liabilities	1,648
Total liabilities	<u>85,750</u>
Members' equity:	
Common units	63,276
Accumulated earnings	169,519
Members' equity	<u>232,795</u>
Total liabilities and members' equity	<u><u>\$ 318,545</u></u>

See accompanying notes.

Montclair Health System, LLC
Consolidated Statement of Operations
Year Ended December 31, 2022
(In Thousands)

	Year Ended December 31, 2022
Total net revenue	\$ 315,257
Expenses:	
Salaries and benefits	127,349
Professional fees	38,122
Supplies	46,167
Other operating expenses	47,449
Government stimulus income	(185)
Depreciation and amortization	6,903
Management fees	6,562
Total operating expenses	<u>272,367</u>
Income from operations	42,890
Interest income, net	<u>592</u>
Net income	<u>\$ 43,482</u>

See accompanying notes.

Montclair Health System, LLC
 Consolidated Statement of Members' Equity
 Year Ended December 31, 2022
(Dollars in Thousands)

	<u>Units</u>	<u>Amount</u>	<u>Accumulated Earnings</u>	<u>Total</u>
Balance at December 31, 2021	1,900	\$ 63,276	\$ 157,407	\$ 220,683
Distributions made to:				
LHP Montclair, LLC	-	-	(25,096)	(25,096)
Hackensack UMC	-	-	(6,274)	(6,274)
Net income	-	-	43,482	43,482
Balance at December 31, 2022	<u>1,900</u>	<u>\$ 63,276</u>	<u>\$ 169,519</u>	<u>\$ 232,795</u>

See accompanying notes.

Montclair Health System, LLC
Consolidated Statement of Cash Flows
Year Ended December 31, 2022
(In Thousands)

	Year Ended December 31, 2022
Cash flows from operating activities:	
Net income	\$ 43,482
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization	6,903
Change in cash from operating assets and liabilities	
Accounts receivable	(4,420)
Inventories and other assets	(4,736)
Accounts payable and accrued expenses	(1,162)
Medicare accelerated payments	(20,683)
Net cash provided by operating activities	<u>19,384</u>
Cash flows from investing activities:	
Purchases of property and equipment	(8,818)
Net cash used in investing activities	<u>(8,818)</u>
Cash flows from financing activities:	
Payments on borrowings	(227)
Distributions to members	(31,370)
Payments from affiliate	21,031
Net cash used in financing activities	<u>(10,566)</u>
Change in cash and cash equivalents	-
Cash and cash equivalents at beginning of period	-
Cash and cash equivalents at end of period	<u><u>\$ -</u></u>

See accompanying notes.

1. Organization and Basis of Presentation

Montclair Health System, LLC (the “Company”) is a privately held New Jersey limited liability company that operates Hackensack Meridian Health Mountainside Medical Center. The term the Company, as used in these consolidated financial statements, refers to Montclair Health System, LLC and its subsidiaries, Montclair Hospital, LLC and Montclair Health Services, LLC and its subsidiaries. Membership units in the Company are owned by an affiliate of Ardent Health Services, LLC (“Ardent”), LHP Montclair, LLC, and Hackensack UMC (“Hackensack”), collectively, the Members. The Members of the LLC are not personally liable for the debts and liabilities of the LLC in accordance with the LLC agreement and applicable statutes.

On March 31, 2014, the Company sold the real estate associated with Mountainside Hospital, LLC and, thereafter, leased the land and buildings from the acquirer for a term of 15 years. In March 2017, Ardent completed a merger with LHP Montclair, LLC, an indirect wholly owned subsidiary of LHP Hospital Group, Inc. (“LHP”), pursuant to the Agreement and Plan of Merger. Through the transaction, LHP became a wholly-owned subsidiary of Ardent. Under the terms of the agreement, Ardent assumed LHP’s management and operational responsibilities within the Company. At December 31, 2022, Ardent owned 80% of the Company and Hackensack owned 20%.

The consolidated financial statements include the accounts of the Company and all subsidiaries and entities controlled by the Company through the Company’s direct or indirect ownership of a majority interest and exclusive rights granted to the Company as the sole general partner or controlling member of such entities. All intercompany balances and transactions have been eliminated in consolidation.

2. Summary of Significant Accounting Policies

Coronavirus Disease 2019 Pandemic

In March 2020, the World Health Organization declared the outbreak of Coronavirus Disease 2019 (“COVID-19”), a disease caused by a novel strain of coronavirus, a global pandemic. As a provider of health care services, the Company has been and will continue to be affected by the public health and economic effects of the COVID-19 pandemic.

The ongoing extent of the COVID-19 pandemic’s impact on the Company’s operations, cash flows and financial position will be driven by many factors, most of which are beyond the Company’s control or ability to forecast. Such factors include, but are not limited to, the duration and severity of the pandemic and negative economic conditions arising from the pandemic, the volume of canceled or rescheduled procedures at the Company’s facility, the volume of COVID-19 patients cared for at the Company’s facility, the demand for clinical personnel and its corresponding impact on labor costs and hospital availability, the timing, availability, pace of administration, efficacy and adoption of medical treatments and vaccines, including the ongoing rollout of currently available vaccines, the spread of potentially more contagious and/or virulent forms of the virus, supply chain disruptions, including shortages, delays, and significant price increases for medical supplies, and the effect of government actions and administrative regulation on the healthcare industry and broader economy, including through existing and any future stimulus efforts. The impact of the pandemic on the Company’s cash flows and operations could affect assumptions used in significant accounting estimates, including estimates of implicit price concessions related to uninsured or underinsured patients, reserves for professional and general liabilities, and impairment of goodwill and long-lived assets. Because of these factors and the changing scale and severity of the pandemic, its ultimate impact on the Company’s operations is unknown.

Federal and state governments enacted legislation and administrative actions to assist health care facilities in providing care to patients during the pandemic. On March 27, 2020, the Coronavirus Aid, Relief and Economic Security Act (“CARES Act”) was enacted. Among other provisions, the CARES Act authorized relief funding to health care providers through the Public Health and Social Services Emergency Fund (“Provider Relief Fund”) and expanded the Medicare Accelerated and Advance Payment Program through which eligible

providers could request accelerated Medicare payments of up to 100% of historical Medicare payments for a six-month period to be repaid through withholdings against future Medicare fee-for-services payments. The CARES Act also permitted the deferred payment of the employer portion of Social Security payroll taxes incurred between March 27, 2020 and December 31, 2020.

CARES Act Provider Relief Funding

Distributions from the Provider Relief Fund are intended to reimburse health care providers for lost revenue and increased expenses related to the pandemic and are not subject to repayment, provided recipients attest to and comply with applicable terms and conditions set forth by legislation. Such terms and conditions include, among other things, that distributions received are used for expenses and to replace lost revenue resulting from COVID-19. Distributions provided by the Provider Relief Fund are accounted for as government grants and are recognized in the consolidated statement of operations once the grant will be received and there is reasonable assurance that the applicable terms and conditions required to retain the distributions are met.

Management performs ongoing analyses of the impact of the pandemic on the Company's operations and considers the compliance and reporting requirements set forth by the CARES Act, including subsequent issuance of all Frequently Asked Questions and interpretive guidance issued by the U.S. Department of Health and Human Services, to determine the amount of government funds to recognize.

During the year ended December 31, 2022, the Company recognized \$0.2 million of distributions from the Provider Relief Fund and state and local grant programs as government stimulus income, a reduction of operating expenses, on its consolidated statement of operations. Since 2020, the Company has received \$43.3 million of distributions from the Provider Relief Fund and state and local grant programs and recognized \$32.1 million as government stimulus income on its consolidated statements of operations. Since 2020, the Company has transferred \$11.2 million of unrecognized general and targeted Provider Relief distributions to affiliates of Ardent in accordance with interpretive guidance issued by the U.S. Department of Health and Human Services. At December 31, 2022, the Company had no unrecognized distributions remaining. Issuance of new guidance, as well as government compliance audits, may result in changes to management's estimate of government stimulus income and, in certain cases, may result in derecognition of amounts previously recognized and repayment of such amounts.

Medicare Accelerated and Advance Payments

In April 2020, the Company received Medicare accelerated payments of \$32.8 million. No additional Medicare accelerated payments were received, or are expected to be received, by the Company. Payments under the Medicare Accelerated and Advance Payment Program represent consideration that must be repaid. Effective October 1, 2020, providers were required to repay Medicare accelerated payments beginning one year after the date of payment issuance via recoupment against future claims for Medicare beneficiaries in accordance with the repayment terms.

During the year ended December 31, 2022, the Company repaid \$20.7 million of Medicare accelerated payments via recoupment against reimbursements for claims for services provided to Medicare beneficiaries. At December 31, 2022, the Company had no outstanding Medicare accelerated payments.

Deferred Employer Portion of Social Security Taxes

The Company deferred payment of its portion of Social Security payroll taxes incurred between March 27, 2020 and December 31, 2020 in accordance with the CARES Act, pursuant to which 50% of the deferred amount was due on December 31, 2021 and the remaining 50% was due on December 31, 2022. During the

year ended December 31, 2022, the Company repaid its remaining deferred portion of Social Security payroll taxes of \$1.9 million and had no deferred payments outstanding at December 31, 2022.

Adoption of Recently Issued Accounting Standards

Effective January 1, 2022, the Company adopted ASU 2021-10, *Disclosures by Business Entities about Government Assistance*, which requires expanded annual disclosures for transactions involving the receipt of government assistance. Required disclosures include a description of the nature of transactions with government entities, accounting policies for such transactions and the impact of the transactions on the Company's consolidated financial statements. The adoption of this standard had no material impact on the Company's consolidated financial statements and notes.

Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and judgments that affect the amounts reported in the consolidated financial statements and accompanying notes. On an ongoing basis, the Company evaluates its estimates. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Revenue Recognition

The Company's revenue generally relates to contracts with patients in which its performance obligations are to provide health care services to the patients. Revenue is recorded during the period the Company's obligations to provide health care services are satisfied. Revenue for performance obligations satisfied over time is recognized based on charges incurred in relation to total expected charges. The Company's performance obligations for inpatient services are generally satisfied over periods that average approximately five days. The Company's performance obligations for outpatient services are generally satisfied over a period of less than one day. The contractual relationships with patients, in most cases, also involve a third-party payer (Medicare, Medicaid, and managed care health plans) and the transaction prices for the services provided are dependent upon the terms provided by (Medicare and Medicaid) or negotiated with (managed care health plans) the third-party payers. The payment arrangements with third-party payers for the services provided to the related patients typically specify payments at amounts less than the Company's standard charges.

The Company's revenue is based upon the estimated amounts the Company expects to be entitled to receive from patients and third-party payers. Estimates of contractual discounts under managed care insurance plans are based upon the payment terms specified in the related contractual agreements. Revenue related to uninsured patients and copayment and deductible amounts for patients who have health care insurance coverage may have discounts applied (uninsured discounts and contractual discounts). The Company also records estimated implicit price concessions (based primarily on historical collection experience) related to uninsured accounts to record self-pay revenue at the estimated amounts expected to be collected.

Laws and regulations governing the Medicare and Medicaid programs are complex and subject to interpretation. Estimated reimbursement amounts are adjusted in subsequent periods as cost reports are prepared and filed and as final settlements are determined (in relation to certain government programs, primarily Medicare, this is generally referred to as the cost report filing and settlement process). Settlements under reimbursement agreements with third-party payers are estimated and recorded in the period in which the related services are rendered and are adjusted in future periods as final settlements are determined. Final determination of amounts earned under the Medicare, Medicaid and other third-party payer programs often

occurs in subsequent years because of audits by the programs, rights of appeal, and the application of technical provisions. Settlements are considered in the recognition of net patient service revenue on an estimated basis in the period the related services are rendered, and such amounts are subsequently adjusted in future periods as adjustments become known or as years are no longer subject to such audits and reviews. These settlements resulted in an increase to total net revenue of \$2.0 million for the year ended December 31, 2022.

At December 31, 2022, the Company’s settlements under reimbursement agreements with third-party payers consisted of a receivable of \$1.5 million included in other current assets and a payable of \$0.4 million included in other accrued expenses and liabilities on the consolidated balance sheet.

Final determination of amounts earned under prospective payment and other reimbursement activities is subject to review by appropriate governmental authorities or their agents. In the opinion of the Company’s management, adequate provision has been made for any adjustments that may result from such reviews.

Subsequent adjustments that are determined to be the result of an adverse change in the patient’s or the payer’s ability to pay are recognized as bad debt expense. Bad debt expense for the year ended December 31, 2022 was not material for the Company.

The Company’s total net revenue has been presented in the following table (dollars in thousands):

	<u>Year Ended</u> <u>December 31, 2022</u>	
	<u>Amount</u>	<u>% of Total</u> <u>Net Revenue</u>
Medicare.....	\$ 119,364	37.9%
Medicaid.....	31,643	10.0%
Other managed care.....	157,505	50.0%
Self-pay and other	<u>5,448</u>	<u>1.7%</u>
Net patient service revenue.....	313,960	99.6%
Other revenue.....	<u>1,297</u>	<u>0.4%</u>
Total net revenue.....	<u>\$ 315,257</u>	<u>100.0%</u>

The Company provides care without charge to certain patients that qualify under its local charity care policy. The Company estimates that its costs of care provided under its charity care programs were approximately \$33,000 for the year ended December 31, 2022. The Company does not report a charity care patient’s charges in revenue as it is the Company’s policy not to pursue collection of amounts related to these patients, and, therefore, contracts with these patients do not exist.

The Company’s management estimates its costs of care provided under its charity care programs utilizing a calculated ratio of costs to gross charges multiplied by the Company’s gross charity care charges provided. The Company’s gross charity care charges include only services provided to patients who are unable to pay and qualify under the Company’s local charity care policies. To the extent the Company receives reimbursement through the various governmental assistance programs in which it participates to subsidize its care of indigent patients, the Company does not include these patients’ charges in its cost of care provided under its charity care program.

Patient Accounts Receivable

Patient accounts receivable are recorded at net realizable value based on certain assumptions applicable to each payer. For third-party payers including Medicare, Medicaid and managed care, the net realizable value is based on the estimated contractual reimbursement percentage, which is based on current contract prices or historical paid claims data by payer. For self-pay accounts receivable, which includes patients who are uninsured and the

patient responsibility portion for patients with insurance, the net realizable value is determined using estimates of historical collection experience. These estimates are adjusted for estimated conversions of patient responsibility portions, expected recoveries and any anticipated changes in trends.

Patient accounts receivable can be impacted by the effectiveness of the Company's collection efforts. Additionally, significant changes in payer mix, business office operations, economic conditions or trends in federal and state governmental healthcare coverage could affect the net realizable value of accounts receivable. The Company also continually reviews the net realizable value of accounts receivable by monitoring historical cash collections as a percentage of trailing net operating revenues, as well as by analyzing current period net revenue and admissions by payer classification, aged accounts receivable by payer, days revenue outstanding, the composition of self-pay receivables between pure self-pay patients and the patient responsibility portion of third-party insured receivables and the impact of recent acquisitions and dispositions.

Patient accounts receivable is the Company's primary concentration of credit risk, which consists of amounts owed by various governmental agencies, managed care payers, commercial insurance companies, employers and patients. The Company manages its patient accounts receivable by regularly reviewing its accounts and contracts and by providing appropriate allowances for uncollectible amounts. The number of patients and payers limits concentration of credit risk from any one payer.

Concentration of Revenue

Revenue related to patients participating in the Medicare and Medicaid programs, collectively, represented 47.9% of the Company's total net revenue for the year ended December 31, 2022. Revenue and receivables from government agencies are significant to the Company's operations, but Company management does not believe that there are significant credit risks associated with these government agencies. The Company's management does not believe that there are any other significant concentrations of revenue from any particular payer that would subject the Company to any significant credit risks in the collection of its accounts receivable.

Inventories

Inventories consist primarily of hospital supplies and pharmaceuticals and are stated at the lower of cost (first-in, first-out method) or market. These inventory items are primarily operating supplies used in the direct or indirect treatment of patients.

Property and Equipment

Property and equipment additions are recorded at cost. Property and equipment acquired in connection with business combinations are recorded at estimated fair value in accordance with the acquisition method of accounting as prescribed in ASC 805-10, *Business Combinations* ("ASC 805-10"). Routine maintenance and repairs are charged to expense as incurred. Expenditures that increase values, change capacities or extend useful lives are capitalized. Depreciation is computed by applying the straight-line method over the lesser of the estimated useful lives of the assets or lease term, ranging generally from ten to 25 years for buildings and improvements and three to ten years for furniture and equipment.

When events, circumstances or operating results indicate the carrying values of certain long-lived assets expected to be held and used might be impaired, the Company prepares projections of the undiscounted future cash flows expected to result from the use of the assets and their eventual disposition. If the projections indicate the recorded amounts are not expected to be recoverable, such amounts are reduced to estimated fair value. Fair value may be estimated based upon internal evaluations that include quantitative analyses of revenues and

cash flows, reviews of recent sales of similar assets and independent appraisals. No impairment was recorded during the year ended December 31, 2022.

Goodwill and Indefinite-Lived Intangible Assets

Goodwill represents the excess of the purchase price over the estimated fair value of identifiable net assets acquired in business combinations. In accordance with ASC 350, *Intangibles — Goodwill and Other*, goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized but are subject to annual impairment tests. The Company tests for goodwill impairment at the reporting unit level and has determined that it has one reporting unit for purposes of the assessment of goodwill impairment.

In addition to an annual impairment test, the Company evaluates goodwill and intangible assets for impairment whenever circumstances indicate a possible impairment may exist. In accordance with ASU 2017-04, *Simplifying the Test for Goodwill Impairment*, the Company first assesses qualitative factors to determine whether it is more likely than not (that is, a likelihood of more than 50%) that the fair value of a reporting unit is less than its carrying amount, including goodwill. If, after assessing qualitative factors, the Company determines that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, a quantitative impairment test is performed to identify potential goodwill impairment and measure the amount of goodwill impairment loss to be recognized, if any.

The Company completed its most recent qualitative goodwill impairment assessment as of October 1, 2022. After evaluating the results, events and circumstances of the Company, the Company concluded that sufficient evidence existed to assert qualitatively that it was more likely than not that the estimated fair value of the reporting unit remained in excess of its carrying value. Therefore, a quantitative impairment assessment was not necessary. There were no goodwill or other intangible impairment charges in 2022. The Company bases its estimates of fair value of the reporting unit on various assumptions on a qualitative and, when necessary, quantitative basis that are believed to be reasonable under the circumstances. Such assumptions include estimates using the income approach, which estimates fair value based on discounted cash flows, and the market approach, which estimates fair value based on comparable market prices. Actual results may differ from the estimates used in the Company's assumptions, which may require a future impairment charge that could have a material adverse impact on the Company's financial position and results of operations. Refer to Note 4 for additional information.

Intangible assets consist of a tradename, certificate of need and Medicare and Medicaid licenses, all of which are expected to have an indefinite life. Indefinite-lived identifiable intangible assets are not amortized but are subject to annual impairment tests, and impairment reviews are performed whenever circumstances indicate a possible impairment may exist.

Self-Insured Liabilities

Ardent maintains a professional and general liability policy and workers' compensation insurance on behalf of its affiliates. Additionally, Ardent is self-insured for substantially all of the medical benefits of its employees. Ardent maintains reserves for these self-insured liabilities reflective of known claims and estimated incurred but not reported claims. These amounts are billed as premiums to each affiliate.

Income Taxes

The Company is organized as a limited liability company and taxed as a partnership for federal and state income tax purposes under the Internal Revenue Code and various state statutes. All income is taxable directly to its members; therefore, no federal or state income tax provision is recorded in the Company's financial statements. Additionally, no deferred tax assets or liabilities are recorded in the consolidated balance sheet. Management

is not aware of any course of action or series of events that has occurred that might adversely affect the Company's tax status.

Fair Value Disclosures of Financial Instruments

The Company applies the provisions of ASC 820, *Fair Value Measurements and Disclosures* ("ASC 820"), which provides a single definition of fair value, establishes a framework for measuring fair value, and expands disclosures concerning fair value measurements. The Company applies these provisions to the valuation and disclosure of certain financial instruments. ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: (i) Level 1, which is defined as quoted prices in active markets that can be accessed at the measurement date; (ii) Level 2, which is defined as inputs other than quoted prices in active markets that are observable, either directly or indirectly; and (iii) Level 3, which is defined as unobservable inputs resulting from the existence of little or no market data, therefore potentially requiring an entity to develop its own assumptions.

Accounts receivable, inventories, prepaid expenses, other current assets, accounts payable, accrued salaries and benefits and other accrued expenses and liabilities (other than those pertaining to lease liabilities) are reflected in the accompanying consolidated balance sheet at amounts that approximate fair value because of the short-term nature of these instruments. The fair value of the Company's long-term liabilities (other than those pertaining to lease liabilities) approximates their carrying value based on current interest rate assumptions and remaining term to maturity. The fair value of amounts due from affiliate cannot be determined due to the uncertainty of timing of payment.

3. Property and Equipment

Property and equipment as of December 31, 2022, consists of the following (in thousands):

Land and improvements	\$ 4,985
Buildings and improvements, including leasehold improvements	34,337
Equipment.....	65,466
Construction in progress.....	<u>2,873</u>
	107,661
Less accumulated depreciation.....	<u>(57,143)</u>
Property and equipment, net	<u>\$ 50,518</u>

Depreciation of property and equipment was \$6.9 million for the year ended December 31, 2022.

4. Goodwill and Other Intangible Assets

Goodwill

The following table summarizes the changes in the carrying amount of goodwill for the following period (in thousands):

	<u>Gross</u>	<u>Accumulated Impairment</u>	<u>Net</u>
Balance at December 31, 2021	\$ 126,317	\$ —	\$ 126,317
Goodwill acquired	<u>—</u>	<u>—</u>	<u>—</u>
Balance at December 31, 2022.....	<u>\$ 126,317</u>	<u>\$ —</u>	<u>\$ 126,317</u>

Other Intangible Assets

Other intangible assets consist of the unamortized Mountainside Hospital trade name, a certificate of need, and Medicare and Medicaid licenses. At December 31, 2022, the unamortized trade name was \$4.6 million, the unamortized certificate of need was \$0.9 million, and the unamortized Medicare and Medicaid licenses were \$0.1 million. No amortization expense was recorded for intangible assets for the year ended December 31, 2022.

5. Internal-Use Software

The Company has been allocated certain costs from Ardent related to implementation costs incurred associated with the Company's conversion to a new patient accounting system in 2019. The costs were either capitalized or expensed by the Company in accordance with ASC 350-40, *Internal-Use Software* ("ASC 350-40-25").

Under the guidance of ASC 350-40-25, costs incurred during the implementation stage are generally capitalizable, subject to the conditions detailed in the accounting standard. Additionally, costs incurred for clearly identifiable upgrades and enhancements after implementation are also generally capitalizable to the extent they provide additional functionality. Costs incurred prior to implementation, and costs for training, maintenance, and support services are expensed as incurred.

Costs capitalized by Ardent and allocated to the Company are included in other assets on the consolidated balance sheet and are amortized over a seven year period. At December 31, 2022, the Company had other assets related to allocated capitalized software costs of \$3.7 million. Amortization expense for software was \$1.1 million and is included in other operating expenses on the consolidated statement of operations for the year ended December 31, 2022.

6. Related Party Transactions

Ardent provides services to the Company with regard to management and administration, financial management, clinical and patient care, medical staff relations, group purchasing programs, information technology, and other services. The Company reimburses Ardent and its affiliates for these services based on a management fee arrangement. The Company recorded management fee expense of \$6.6 million to Ardent and its affiliates for the year ended December 31, 2022.

MPV New Jersey MD Services, P.C. ("NJ MD"), a New Jersey non-profit corporation licensed by the New Jersey State Board of Medical Examiners and a fully owned division of LHP, provides the Company with the following services: (1) acquisition or establishment, and operation of practice sites in the community; (2) employment of physicians, as needed, to provide professional health care services to patients and to provide additional administrative and supervisory services relating to the clinical operations of the practice sites; and (3) recruitment, employment, or other engagement of the services of (a) clinical personnel to provide health care services to patients under the supervision of the physicians and of (b) administrative personnel to provide certain practice management services and carry out the day-to-day operations of the practice sites and the physicians' practices. The Company reimburses NJ MD for these services based on an Affiliation Agreement, which was effective March 2013. During the year ended December 31, 2022, the Company recorded \$3.1 million for reimbursement of services provided by NJ MD, which was included in professional fees on the Company's consolidated statement of operations for the year ended December 31, 2022.

Amounts due from affiliate of \$24.7 million at December 31, 2022, represent the excess of amounts transferred by the Company to an affiliate of Ardent over the amounts paid by an affiliate of Ardent on behalf of the Company. Amounts paid by affiliate on behalf of the Company generally include operating expenses and fees and services provided by Ardent to the Company. Outstanding amounts due from affiliate bear interest at a

rate per annum equal to LIBOR applicable for an interest period of three months. During the year ended December 31, 2022, the Company recorded interest income on amounts due from affiliate of \$0.6 million.

7. Leases

The Company leases property and equipment under operating leases. For leases with terms greater than 12 months, the Company records the related right-of-use assets and lease obligations at the present value of lease payments over the term. Many of the Company's leases include rental escalation clauses and renewal options that are factored into the determination of lease payments when appropriate. The Company does not separate lease and non-lease components of contracts. During the year ended December 31, 2022, the Company recognized new right-of-use assets associated with operating leases of \$2.2 million.

The following table presents lease-related assets and liabilities (dollars in thousands):

	<u>Balance Sheet Classification</u>	<u>December 31, 2022</u>
Assets:		
Operating leases	Operating lease right of use assets	\$ 52,027
Liabilities:		
Current:		
Operating leases.....	Other accrued expenses and liabilities	\$ 5,437
Noncurrent:		
Operating leases.....	Long-term operating lease liability	50,985
Total lease liabilities		<u>\$ 56,422</u>
Operating leases:		
Weighted-average remaining term		8.0 years
Weighted-average discount rate ^(a)		12.6%

- a) As most of the Company's leases do not provide a readily determinable implicit interest rate, the Company uses an incremental borrowing rate commensurate with the respective terms of the leases to discount the lease payments. The Company evaluates the discount rate throughout the year to determine whether changes in facts and circumstances should result in a change to the discount rate used for leases.

The following table provides information related to operating lease expense for the year ended December 31, 2022 (in thousands):

Operating leases.....	\$ 11,799
Short-term lease expense	439
Variable lease expense.....	1,001
Total lease expense ^(b)	<u>\$ 13,239</u>

- b) Lease expense is included in other operating expenses on the Company's consolidated statement of operations.

The following table presents supplemental cash flow information for the year ended December 31, 2022 (in thousands):

Cash paid for amounts included in the measurement of lease liabilities:	
Operating cash flows for operating leases	\$ 11,689

Maturities of Lease Liabilities

Undiscounted cash flows for operating leases recorded on the consolidated balance sheet were as follows at December 31, 2022 (in thousands):

2023	\$ 12,082
2024	12,240
2025	12,400
2026	12,563
2027	12,728
Thereafter.....	<u>29,885</u>
Total rental payments.....	91,898
Less: Amount of lease payments representing interest	<u>35,476</u>
Present value of future minimum lease payments	56,422
Less: Current portion of lease liabilities	<u>5,437</u>
Less: Noncurrent lease liabilities	<u>\$ 50,985</u>

8. Long-Term Debt

In October 2018, the Company entered into an agreement with Public Service Electric and Gas Company (“PSE&G”) to implement various energy cost-reduction strategies and measures to improve the hospital’s energy efficiency. Pursuant to the terms of the agreement, PSE&G funded a portion of certain energy-reducing capital projects without requiring repayment from the Company. The portion of the funding received from PSE&G that is required to be repaid over five years and does not bear interest was \$1.2 million. At December 31, 2022, the outstanding balance owed by the Company was \$0.2 million.

Future Installments

Future scheduled installments of long-term debt at December 31, 2022 are as follows (in thousands):

2023.....	\$ 226
Total	<u>\$ 226</u>

9. Other Accrued Expenses and Liabilities

A summary of other accrued expenses and liabilities as of December 31, 2022 is as follows (in thousands):

Third-party settlements payable	\$ 416
Current operating lease liabilities	5,437
Other	<u>61</u>
Other accrued expenses and liabilities	<u>\$ 5,914</u>

10. Self-Insured Liabilities

Professional and General Liability

Ardent maintains claims-made professional liability insurance coverage and occurrence-based general liability insurance coverage with independent third-party carriers on behalf of its affiliates. During the year ended December 31, 2022, third party policies cover claims totaling up to \$100.0 million, per occurrence and in the aggregate, subject, in most cases, to a \$7.5 million self-insured retention per occurrence.

Ardent maintains reserves for estimates of loss that will ultimately be incurred on claims that have been reported but not paid and claims that have been incurred but not reported. These reserves are established based on consultation with independent actuaries and billed as premiums to each affiliate. No reserve for professional and general liability losses is recorded on the accompanying consolidated balance sheet.

Expenses for professional and general liability coverage allocated to the Company were \$4.4 million for the year ended December 31, 2022, and are included in other operating expenses on the consolidated statement of operations. Allocated expenses for professional and general liability coverage include expenses to reflect the results of the actuarial review performed by a third party as well as management’s consideration of material developments in the Company’s active claims.

Workers Compensation and Occupational Injury Liability

Ardent maintains workers’ compensation liability insurance with statutory limits and employer liability policy limits of \$1.0 million for each occurrence from an unrelated commercial insurance carrier subject, in most cases, to a \$500,000 deductible per occurrence. Ardent maintains the associated reserves for its workers’ compensation and employer liabilities and allocates the cost of the self-insured coverage to the Company based, in part, on actual claims experience.

Expenses for workers’ compensation and occupational injury liabilities allocated to the Company were \$1.5 million for the year ended December 31, 2022, and are included in other operating expenses on the consolidated statement of operations. Allocated expenses include workers’ compensation and occupational injury liability expenses to reflect the results of an actuarial review performed by a third party as well as management’s consideration of material developments in the Company’s active claims.

11. Employee Benefit Plans

Defined Contribution Plan

The Company participates in Ardent’s contributory benefit plan that is available to employees who meet certain minimum requirements. The plan requires the Company to match 100% of a participant’s contributions up to

the first 3% of the participant's compensation. The Company incurred total contribution costs related to the retirement plan of \$2.4 million for the year ended December 31, 2022.

Employee Health Plan

Ardent is self-insured for substantially all of the medical benefits of its employees and maintains reserves for medical benefits that reflect known claims and an estimate of incurred but not reported claims as of December 31, 2022 and are billed as premiums to each affiliate. The reserve for incurred but not paid claims is maintained by Ardent and adjusted as necessary through additional allocations. Expenses for medical benefit coverage allocated to the Company were approximately \$6.5 million for the year ended December 31, 2022, and are included in salaries and benefits expense on the consolidated statement of operations. Expenses allocated to the Company for medical benefit coverage are based on actual claim activity as well as management's consideration of material developments that may impact the Company's active claims and historical claim trends.

12. Commitments and Contingencies

From time to time, claims and suits arise in the ordinary course of the Company's business. In certain of these actions, plaintiffs request punitive or other damages against the Company that may not be covered by insurance. The Company does not believe that it is a party to any proceeding that, in management's opinion, would have a material adverse effect on the Company's business, financial condition, results of operations or cash flows.

The Company has acquired and plans to continue to acquire businesses with prior operating histories. Acquired companies may have unknown or contingent liabilities, including liabilities for failure to comply with health care laws and regulations, such as billing and reimbursement, fraud and abuse and anti-kickback laws.

The Company has from time to time identified certain past practices of acquired companies that do not conform to its standards. Although the Company institutes policies designed to conform such practices to its standards following completion of acquisitions, there can be no assurance that the Company will not become liable for the past activities of these acquired facilities that may later be asserted to be improper by private plaintiffs or government agencies. Although the Company generally seeks to obtain indemnification from prospective sellers covering such matters, there can be no assurance that any such matter will be covered by indemnification, or if covered, that such indemnification will be adequate to cover potential losses and fines.

13. Subsequent Events

The Company has evaluated its financial statements and disclosures for the impact of subsequent events through April 20, 2023, the date these consolidated financial statements were available for issuance.