



Board Members

- John Friel (Chair)
- Dr. Katherine (Katie) Gabriel-Cox
- Dr. Joe Gallagher
- Jose A. (Tony) Nuñez
- Marcus Pimentel

Special Closed Meeting Agenda

Wednesday, October 25, 2023 - 7:00 pm

(Special closed meeting immediately follows the PVHCDHC public meeting.)

Zoom: <https://zoom.us/j/93443061917>

Phone: +1 669 900 9128 WEBINAR ID: 934 4306 1917

Kathleen King Community Room - 85 Nielson Street Watsonville

TRANSLATION SERVICES/SERVICIOS DE TRADUCCIÓN

Spanish language translation is available on an as needed basis. Please make advance arrangements at least three business days before the meeting at by calling at (831) 763.6040 or by emailing at info@pvhcd.org

Las sesiones de la Mesa Directiva pueden ser traducidas del inglés al español y del español al inglés. Por favor llame por lo menos tres días hábiles antes de la junta al (831) 763.6040 o envíe un correo electrónico a info@pvhcd.org para solicitar interpretación.

ACCOMMODATIONS FOR PERSONS WITH DISABILITIES

The Pajaro Valley Health Care District Hospital Corporation does not discriminate on the basis of disability, and no person shall, by reason of a disability, be denied the benefits of its services, programs, or activities. If you are a person with a disability and wish to participate in the meeting and require special assistance in order to participate, please call (831)763-6040 or email info@pvhcd.org at least three business days in advance of the meeting to make arrangements. Persons with disabilities may request a copy of the agenda in an alternative format.

Agenda documents are available for review in person at Watsonville Community Hospital, 75 Nielson Street, Hospital Main Lobby-Visitors Desk; and electronically on the Pajaro Valley Healthcare District's website, at: PVHCD.ORG. To view online, visit the Board's website at: PVHCD.ORG and select the meeting date to view the agenda and supporting documents. Written comments on agenda items may also be submitted to the Board by email or US Mail. Comments received after 4 p.m. the day of the meeting and before the end of the meeting will be included with the minutes record.

Email: info@pvhcd.org

- Emailed documents may take up to 24 hours to be posted

- Please include the agenda item number

U.S. Mail:

PVHCD Board of Directors
75 Nielson Street
Watsonville, CA 95076

For additional information, call 831.763.6040 or email info@pvhcd.org

**Pajaro Valley Health Care District
Special Closed Meeting Agenda - Wednesday, October 25, 2023**

Call to Order

Roll Call

Public Comment on Matters on the Agenda Only

Discussion

1. Conference with Legal Counsel Anticipated Litigation

Government Code 54956.9(d)(4)

One (1) Case

Contact: Matko Vranjes, Interim Chief Executive Officer

Adjournment

Any materials related to an item on this Agenda submitted to the Board after distribution of the agenda packet will be made available to the public in accordance with Government Section 54957.5.



Board Members

- John Friel (Chair)
- Dr. Katherine (Katie) Gabriel-Cox
- Dr. Joe Gallagher
- Jose A. (Tony) Nuñez
- Marcus Pimentel

Meeting Agenda

Wednesday, October 25, 2023 - 7:15 pm

(Regular meeting immediately follows the PVHCD closed meeting.)

Zoom: <https://zoom.us/j/93443061917>

Phone: +1 669 900 9128 WEBINAR ID: 934 4306 1917

Kathleen King Community Room - 85 Nielson Street Watsonville

TRANSLATION SERVICES/SERVICIOS DE TRADUCCIÓN

Spanish language translation is available on an as needed basis. Please make advance arrangements at least three business days before the meeting at by calling at (831) 763.6040 or by emailing at info@pvhcd.org

Las sesiones de la Mesa Directiva pueden ser traducidas del inglés al español y del español al inglés. Por favor llame por lo menos tres días hábiles antes de la junta al (831) 763.6040 o envíe un correo electrónico a info@pvhcd.org para solicitar interpretación.

ACCOMMODATIONS FOR PERSONS WITH DISABILITIES

The Pajaro Valley Health Care District Hospital Corporation does not discriminate on the basis of disability, and no person shall, by reason of a disability, be denied the benefits of its services, programs, or activities. If you are a person with a disability and wish to participate in the meeting and require special assistance in order to participate, please call (831)763-6040 or email info@pvhcd.org at least three business days in advance of the meeting to make arrangements. Persons with disabilities may request a copy of the agenda in an alternative format.

Agenda documents are available for review in person at Watsonville Community Hospital, 75 Nielson Street, Hospital Main Lobby-Visitors Desk; and electronically on the Pajaro Valley Healthcare District's website, at: PVHCD.ORG. To view online, visit the Board's website at: PVHCD.ORG and select the meeting date to view the agenda and supporting documents. Written comments on agenda items may also be submitted to the Board by email or US Mail. Comments received after 4 p.m. the day of the meeting and before the end of the meeting will be included with the minutes record.

Email: info@pvhcd.org

- Emailed documents may take up to 24 hours to be posted

- Please include the agenda item number

U.S. Mail:

PVHCD Board of Directors
75 Nielson Street
Watsonville, CA 95076

For additional information, call 831.763.6040 or email info@pvhcd.org

**Pajaro Valley Health Care District
Meeting Agenda - Wednesday, October 25, 2023**

Call to Order

Roll Call

Closed Session Report

Agenda Modification Consideration

Public Comment on Matters Not on the Agenda

Time is set aside for members of the public to address the Board on any item not on the Board Agenda (not to exceed two minutes), which is within the subject matter jurisdiction of the Board.

Comments regarding items included on the Agenda will be heard before the item is discussed by the Board.

No action or discussion shall be taken on any item presented except that any Board Member may respond to statements made or questions asked or may ask questions for clarification. All matters of an administrative nature will be referred to staff. All matters relating to the Board will be noted in the minutes and may be scheduled for discussion at a future meeting or referred to staff for clarification and report.

Comments from Board Members

Consent

All items listed under the Consent Calendar are considered and acted upon by one Motion. Members of the public must request that a Board Member pull an item from the Consent Agenda for discussion prior to the start of the meeting.

1. Minute Approval: July 26, 2023, August 30, 2023, September 27, 2023

Recommendation: Pass a **Motion** approving the minutes of July 27, 2023, August 30, 2023, September 27, 2023.

Contact: Rosie Brown, Clerk of the Board

2. PVHCD Board and Committee Meeting Calendar Approval: 2024

Recommendation: Pass a **Motion** approving the PVHCD board meeting calendar for 2024 as regular meetings.

Contact: Rosie Brown, Clerk of the Board

Discussion

3. 2024 Bond Measure Status

Recommendation: Receive and file the Bond Measure and Use AdHoc Committee's report.

Contact: Matko Vranjes, Interim Chief Executive Officer

4. Pajaro Valley Healthcare District Project (PVHDP) Update

Recommendation: Receive and file quarter three updates on foundation priorities and initiatives.

Contact: June Ponce, Executive Director, Pajaro Valley Healthcare District Project

5. Morehouse Common Spirit Residency Program

Recommendation: Receive and file update on new Morehouse School of Medicine Family Medicine Residency Program.

Contact: Walt Mills, MD, MMM, CPE, Program Director, Moorehouse School of Medicine

6. Pajaro Valley Health Care District and Pajaro Valley Health Care District Hospital Corporation Consolidated Audit Report

Recommendation: Pass a **Motion** approving the Pajaro Valley Health Care District Hospital Corporation and the Pajaro Valley Healthcare District audit findings for the period of September 01, 2022, through December 31, 2022.

Contact: Julie Peterson, Chief Financial Officer

Adjournment

This agenda was posted in accordance with the California Brown Act. Any materials related to an item on this Agenda submitted to the Board after distribution of the agenda packet will be made available to the public in accordance with Government Section 54957.5.



Board Report

Meeting Dates: July 26, 2023, August 30, 2023, September 27, 2023

Report Type: Consent

Title: Minutes Approval

Recommendation: Pass a **Motion** approving the Pajaro Valley Health Care District minutes of July 26, 2023.

Contact: Rosie Brown, Clerk of the Board

Analysis

After each Board meeting, the Board Clerk composes the DRAFT minutes noting the action taken by the board. Those DRAFT minutes are presented to the Board Members for their approval as a permanent record of the meeting actions.

Financial Impact: None

Attachments:

A: DRAFT Minutes for July 26, 2023

B: DRAFT Minutes for August 30, 2023

C: DRAFT Minutes for September 27, 2023

**Pajaro Valley Health Care District
Regular Meeting Minutes- Wednesday, July 26, 2023**

Call to Order at 8:02 pm.

Roll Call

Present-Directors Cox, Gallagher, Nunez, Pimentel and Chair Friel

Closed Session Report- None

Agenda Modification Consideration

- a. Move Item # 3 Line of Credit-Santa Cruz County Bank to the end of the meeting.

Public Comment on Matters Not on the Agenda- None

Comments from Board Members

- a. Director Pimentel requests a future discussion regarding rebranding of the Pajara Valley Health Care District

Consent

All items listed under the Consent Calendar are considered and acted upon by one motion unless otherwise noted.

Moved/Seconded: Pimentel/Nunez

Yes: Directors Cox, Nunez, Pimentel and Chair Friel

Abstain: Director Gallagher

1. Minute Approval: May 31, 2023

Action: Passed **Motion No. 015-2023** approving the minutes of the May 31, 2023.

Contact: Dawn Bullwinkel, Consultant Clerk of the Board,
dbullwinkel@watsonvillehospital.com

Discussion

2. Pajaro Valley Healthcare District Project (PVHDP) Update

Action: Received and filed quarter one and two updates on initiatives including
1) Employee giving; 2) grants; and 3) strategic planning.

Contact: June Ponce, Executive Director, Pajaro Valley Healthcare District Project

3. Line of Credit-Santa Cruz County Bank

Moved/Seconded: Nunez/Gallagher

Yes: Directors, Gallagher, Nunez, Pimentel and Chair Friel

Recused: Director Cox

Action: Passed **Motion No. 016-2023** 1) authorizing staff to negotiate a \$5.0 million Line of Credit agreement between the Pajaro Valley Health Care District Hospital Corporation (the "Hospital") and Santa Cruz County Bank and 2) directing staff to place a Resolution approving the final agreement on a future District agenda.

Contact: Julie Peterson, Chief Financial Officer

4. Letter of Credit Signing Authority-Santa Cruz County Bank

Moved/Seconded: Cox/Nunez

Yes: Directors Cox, Gallagher, Nunez, Pimentel and Chair Friel

Action: Passed **Resolution No. 002-2023** approving 1) the removal of Edith Driscoll, Auditor-Controller, County of Santa Cruz and Jasmine Najera, former Secretary and Board Member of the Pajaro Valley Health Care District and 2) adding full administrative rights for Pajaro Health Care District signors a) Matko Vranjes, Interim CEO and COO b) Julie Peterson, CFO; c) Jessica Dixon, Controller; d) Marcus Pimentel, Treasurer and Board Member; and e) Marci Scianna, Executive Administration for the \$ 2.6 million Letter of Credit for Accounts #274348, #23015043 and #900547610.

Contact: Julie Peterson, Chief Financial Officer

5. California Department of Health Care Access and Information (HCAI) Hospital Distressed Loan Program

Moved/Seconded: Nunez/Gallagher

Yes: Directors Cox, Gallagher, Nunez, Pimentel and Chair Friel

Action: Passed **Motion 017-2023** approving the Hospital borrowing an aggregate amount not to exceed \$8,500,000.00 from the California Health Facilities Financing Authority under the Distressed Hospital Loan Program, with that loan to be funded with the proceeds in the Distressed Hospital Loan Program Fund, as further set forth in Hospital Resolution (Attachment A) of report.

Contact: Julie Peterson, Chief Financial Officer

6. Agreement: Isom Advisors Consulting Services

Moved/Seconded: Pimentel/Nunez

Yes: Directors Cox, Gallagher, Nunez, Pimentel and Chair Friel

Action: Passed **Motion 018-2023** 1) approving the engagement of Isom Advisors, a full-service municipal bond planning, campaign management and financial advisory firm to perform bond program and financial analysis, survey/poll services, bond financial planning services, continuing disclosure services, annual debt transparency report services and related bond consulting services related to the issuance of municipal debt; and 2) if bond approved, consider an Adhoc committee to provide recommendations on spending.

Contact: Cecilia Montalvo, Finance and Strategy Consultant

Adjourned at 8:24 pm.

**Pajaro Valley Health Care District
Special Meeting Minutes - Wednesday, August 30, 2023**

Call to Order at 4:48 pm.

Roll Call

Present-Directors Cox, Gallagher, Nunez (arrived 4:51pm), Pimentel and Chair Friel

Closed Session Report- None

Public Comment on Matters on the Agenda Only-None

Discussion

1. Pajaro Valley Health Care District Debt Policy

Moved/Seconded: Pimentel/Cox

Yes: Directors Cox, Gallagher, Nunez, Pimentel and Chair Friel

Recommendation: Passed **Motion No. 019-2023** approving the Pajaro Valley Health Care District Debt Policy.

Contact: Julie Peterson, Chief Financial Officer

Adjourned at 4:54 pm.

**Pajaro Valley Health Care District
Special Meeting Minutes Wednesday, September 27, 2023**

Call to Order 4:30 pm.

Roll Call

Present-Directors Cox, Gallagher, Nunez, Pimentel and Chair Friel

Closed Session Report- None

Public Comment on Matters on the Agenda Only-None

Discussion

1. Pajaro Valley Health Care District Board Meeting 2023 Calendar

Moved/Seconded: Pimentel/Cox

Yes: Directors Cox, Gallagher, Nunez, Pimentel and Chair Friel

Action: Passed **Motion No. 20-2023** amending the PVHCD board meeting calendar adding November 29, 2023 and December 27, 2023 as regular meetings.

Contact: Matko Vranjes, Interim Chief Executive Officer

2. 2024 Bond Measure Status

Moved/Seconded: Cox/Gallegher

Yes: Directors Cox, Gallagher, Nunez, Pimentel and Chair Friel

Action: 1) Passed **Motion No. 21-2023** ratifying the formation of the Bond Measure and Use (BMU) Ad Hoc Committee and appointment of Directors Nunez and Pimentel to the Committee; and 2) received and filed the BMU Ad Hoc Committees report.

Contact: Matko Vranjes, Interim Chief Executive Officer

3. Santa Cruz County Bank Business Loan Agreement

Moved/Seconded: Pimentel/Nunez

Yes: Directors Gallagher, Nunez, Pimentel and Chair Friel

Recused: Director Cox

Action: Passed **Resolution No. 003-2023** 1) authorizing the execution and delivery of a business loan agreement not to exceed up to \$5 million with Santa Cruz County Bank and approving related documents and actions; 2) authorizing the interim Chief Executive Officer, Matko Vranjes and Chief Financial Officer, Julie Peterson (or any interim) or either of their designees (each, an "Authorized Officer") and directing them to execute and deliver the Loan Agreement, the related Security Agreement, and all other related documents on behalf of the District; and 3) consenting to the Pajaro Valley Health Care District Hospital Corporation entering into the Loan Agreement and related documents, including the Security Agreement, as co-borrower with the District.

Contact: Matko Vranjes, Interim Chief Executive Officer

Adjourn at 4:52 pm.



Board Report

Meeting Date: October 25, 2023

Report Type: Consent

Title: Pajaro Valley Health Care District (PVHCD) Board Meeting 2024 Calendar

Recommendation: Pass a **Motion** approving the PVHCD board meeting calendar for 2024 as regular meetings.

Contact: Matko Vranjes, Interim Chief Executive Officer

Analysis







Although it is required per The Pajaro Valley Health Care District bylaws adopted on December 28, 2022, the proposed calendar reflects a meeting frequency of “no less than quarterly” (Article III, Section 1), it was determined in 2023 that the necessary frequency is to be monthly after calling several special meetings throughout the 2023. Therefore, the recommendation to schedule regular monthly meetings with the ability to cancel meetings if not needed is proposed. The dates and times of the District meetings are held in conjunction with The Pajaro Valley Health Care District Hospital Corporation meetings per the attached calendar.

Financial Impact: None

Attachments:

A: 2024 PVHCD Meeting Dates Rev 100623

2024 Boards and Standing Committees: Meeting Schedule

						
Month	District Board (Matko Vranjes, CEO)	Corporation Board <i>Open and Closed</i> <i>Wednesdays</i> (Matko Vranjes, CEO)	Finance <i>Standing Committee</i> <i>Tuesday</i> (Julie Peterson)	Strategic Planning and Marketing <i>Standing Committee</i> <i>Tuesday</i> (Matko Vranjes, CEO)	Employee Engagement <i>Standing Committee</i> <i>Wednesdays</i> (Allyson Hauck)	Quality and Patient Safety <i>Standing Committee</i> <i>Wednesdays</i> (Sherri Torres)
January 2024	01/31 @ 6pm	01/31 @ 5pm	1/30 @ 12 Noon			01/17 @ 12 noon
February 2024	02/28 @ 6pm	02/28 @ 5pm	2/27 @ 12 Noon		02/21 @ 12 noon	
March 2024	03/27 @ 6pm	03/27 @ 5pm	03/26 @ 12 Noon	03/21 @ 12 noon		
April 2024	04/24 @ 6pm	04/24 @ 5pm	04/23 @ 12 Noon			04/17 @ 12 noon
May 2024	05/29 @ 6pm	05/29 @ 5pm	05/28 @ 12 Noon		05/15 @ 12 noon	
June 2024	06/26 @ 6pm	06/26 @ 5pm	06/25 @ 12 Noon	06/19 @ 12 noon		
July 2024	07/31 @ 6pm	07/31 @ 5pm	07/30 @ 12 Noon			07/17 @ 12 noon
August 2024	08/28 @ 6pm	08/28 @ 5pm	08/27 @ 12 Noon		08/21 @ 12 noon	
September 2024	09/25 @ 6pm	09/25 @ 5pm	09/24 @ 12 Noon	09/18 @ 12 noon		
October 2024	10/30 @ 6pm	10/30 @ 5pm	10/29 @ 12 Noon			10/16 @ 12 noon
November 2024	11/20 @ 6pm*	11/20 @ 5pm*	11/19 @ 12 Noon		11/20 @ 4pm*	
December 2024	12/18 @ 6pm*	12/18 @ 5pm*	12/17 @ 12 Noon	12/18 @ 4pm*		

*Denotes other than standard meeting date or time due to holiday

10/06/2023



Board Report

Meeting Date: October 25, 2023

Report Type: Discussion

Title: 2024 Bond Measure Status

Recommendation: 1) Receive and file the Bond Measure Use AdHoc Committees report.

Contact: Matko Vranjes, Interim Chief Executive Officer

Analysis

On September 7, 2023, Chair John Friel established an Ad Hoc Committee to include Directors Pimentel and Nuñez, tasked with review of a bond measure and use. Hospital leadership and Jon Isom will support this committee. The committee will present a status update.

Financial Impact: None



Board Report

Meeting Date: October 25, 2023

Report Type: Discussion

Title: Pajaro Valley Healthcare District Project (PVHDP) Update

Recommendation: Receive and file quarter three updates on foundation priorities and initiatives.

Contact: June Ponce, Executive Director, Pajaro Valley Healthcare District Project

Analysis

The **Pajaro Valley Healthcare District Project** is a 501(c)(3) not-for-profit organization. PVHDP was instrumental in the creation of the Pajaro Valley Health Care District and led the community fundraising campaign to purchase Watsonville Community Hospital, the largest community fundraising effort in Santa Cruz County. In 2023, Pajaro Valley Healthcare District Project reorganize and became a charitable foundation of the district to support operations and initiatives of Watsonville Community Hospital (WCH).

On a quarterly basis, the foundation will bring forth to the Pajaro Valley Health Care District an update on the projects and programs the foundation is engaging in to support Watsonville Community Hospital.

Financial Impact: None



Board Report

Meeting Date: October 25, 2023

Report Type: Discussion

Title: Morehouse-Common Spirit Residency Program

Recommendation: Receive and file update on new Morehouse School of Medicine Family Medicine Residency Program.

Contact: Walt Mills, MD, MMM, CPE
Program Director, Moorehouse School of Medicine

Background

Overview of proposed partnerships with Watsonville Community Hospital, Salud Para La Gente and Stanford School of Medicine to meet the needs of our community with a new Graduate Medical Education Program.

Financial Impact: None



Board Report

Meeting Date: October 25, 2023

Report Type: Discussion

Title: Pajaro Valley Health Care District and Pajaro Valley Health Care District Hospital Corporation Consolidated Audit Report

Recommendation: Pass a **Motion** approving the Pajaro Valley Health Care District Hospital Corporation and the Pajaro Valley Healthcare District audit findings for the period of September 01, 2022, through December 31, 2022.

Contact: Julie Peterson, Chief Financial Officer

Executive Summary

Presentation of audited financial statements and other financial information for the Pajaro Valley Health Care District, conducted by JWT & Associates, LLP, Certified Public Accountant for the period of September 01, 2022, through December 31, 2022. In addition, a high-level discussion of related Balance Sheet adjustments for the same time period.

Background

Per the requirements of the Pajaro Valley Health Care District (PVHCD) as outlined in the bylaws Article V, Section 4, the Finance Committee will manage the audit process of the books and accounts on an annual basis.

Attachments:

A: Audited Financial Statements and Other Financial Information for the Pajaro Valley Health Care District

Audited Financial Statements
and Other Financial Information

PAJARO VALLEY
HEALTH CARE DISTRICT

December 31, 2022

JWT & Associates, LLP
Certified Public Accountant

Pajaro Valley Health Care District

Audited Financial Statements and Other Financial Information

December 31, 2022

Report of Independent Auditors.....	1
Management's Discussion and Analysis.....	3
Financial Statements	
Combined Statement of Net Position.....	6
Combined Statement of Revenues, Expenses, and Changes in Net Position.....	7
Combined Statement of Cash Flows.....	8
Notes to Financial Statements.....	10
Supplemental Combining Financial Statements	
Combining Statements of Net Position.....	23
Combining Statements of Revenues, Expenses, and Changes in Net Position.....	24
Independent Auditors Report on Internal Controls	25

JWT & Associates, LLP

Advisory Assurance Tax

1111 East Herndon, Suite 211, Fresno, California 93720
Voice: (559) 431-7708 Fax: (559) 431-7685

Report of Independent Auditors

The Board of Directors
Pajaro Valley Health Care District
Watsonville, California

Opinions

We have audited the accompanying financial statements of the business-type activities and the discretely presented component unit of the Pajaro Valley Health Care District (the District), as of and for the year ended December 31, 2022, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial positions of the business-type activities and the discretely presented component unit of the District, as of December 31, 2022, and the respective changes in financial position, and, where applicable, cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. 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 District, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

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 from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

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 from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. 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 generally accepted auditing standards 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 generally accepted auditing standards, 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 District'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 District'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.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audits of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

MW & Associates, LLP

Fresno, California
October 25, 2023

Pajaro Valley Health Care District

Management's Discussion and Analysis

For the Year Ended December 31, 2022

Management of the Pajaro Valley Health Care District (the District) has prepared this annual discussion and analysis in order to provide an overview of performance for the fiscal year ended December 31, 2022 in accordance with the Governmental Accounting Standards Board Statement No. 34, Basic Financial Statements; Management's Discussion and Analysis for State and Local Governments. The District wholly owns the Pajaro Valley Health Care District Hospital Corporation dba Watsonville Community Hospital (the Hospital). Together they are referenced as the Combined Unit. The intent of this document is to provide additional information on the Combined Unit's financial performance as a whole and a prospective look at revenue, operating expenses and capital development plans. This discussion should be reviewed in conjunction with the audited financial statements for the fiscal year ended December 31, 2022 and accompanying notes to the financial statements to enhance one's understanding of the Combined Unit's financial performance. Being the first year of operation, there is no prior year analysis.

Introduction

The Combined Unit offers readers of our financial statements this narrative overview and analysis of our financial activities for the year ended December 31, 2022. We encourage readers to consider the information presented here in conjunction with the Combined Unit's financial statements, including the notes thereto.

The Combined Unit is governed by a five-member elected board of directors. Day-to-day operations are managed by the General Manager. The Combined Unit employed 593 employees on December 31, 2022 and had an annual payroll of approximately \$17M, not including benefits.

Required Financial Statements

The Combined Unit's financial statements offer short-term and long-term information about its activities. The statement of net position includes all of the Combined Unit's assets and liabilities at December 31, 2022 and provides information about the nature and amounts of investments in resources (assets) and the obligations to Combined Unit creditors (liabilities). The statement of net position also provide the basis for evaluating the capital structure of the Combined Unit and assessing the liquidity and financial flexibility of the Combined Unit.

All revenue and expenses for years ended December 31, 2022 are accounted for in the statement of revenue, expenses and changes in net position. The statement can be used to determine whether the Combined Unit has successfully recovered all of its costs through its patient service revenue and other revenue sources. Revenue and expenses are reported on an accrual basis, which means the related cash could be received or paid in a subsequent period.

The final required statement is the statement of cash flows. This statement reports cash receipts, cash payments and net changes in cash resulting from operations, investing and financial activities for the years ended December 31, 2022. They also provide answers to such questions as where did cash come from, what was cash used for and what was the change in the cash balance during the reporting period.

Pajaro Valley Health Care District

Management's Discussion and Analysis

For the Year Ended December 31, 2022

Financial Analysis of the Combined Unit

The Combined Unit's net position, the difference between assets and liabilities, is a way to measure financial health or financial position. Over time, sustained increases or decreases in the Combined Unit's net position are one indicator of whether its financial health is improving or deteriorating. However, other nonfinancial factors such as changes in economic condition, population growth and new or revised government regulations and legislation should also be considered. In 2022, the Combined Unit's net position increased by approximately \$9.7M largely due to an extraordinary gain (see footnotes).

Financial Summary

- Total assets ended at \$73.9 million being largely comprised of net patient AR (\$21.3M) and lease assets (\$34.8M). Total cash and cash equivalents at year end were \$8.7 million (see the Statements of Cash Flows for changes).
- Current assets ended at \$36.1M compared to current liabilities which ended at \$21.7M. The current ratio for this year was 1.66.
- Net operating revenues were \$33.8M and operating expenses were \$45.1M. There was an operating loss of \$10.9M
- The increase in net position was \$9.7M due to an extraordinary gain of \$20.7M. See footnotes for more information.

Items Affecting Operations

The challenges facing the Combined Unit this fiscal period were largely similar, although varying in degree of intensity, to those issues facing the health care industry in general and for rural health care facilities in particular. Where the immediate environment and circumstances uniquely influence the Combined Unit, these areas are also highlighted in the discussion below:

- Reimbursement: Medicare and Medi-Cal programs continue to look for ways to reduce reimbursement.
- Labor: Physician positions continue to be difficult to recruit in rural areas.
- Hospital emerged from bankruptcy and was purchased by The District on September 1, 2022, with limited working capital. The District continues to work through transition activities to stabilize operations.

Pajaro Valley Health Care District

Management's Discussion and Analysis

For the Year Ended December 31, 2022

Items Affecting Operations (continued)

- The Hospital Corporation renegotiated all major payor contracts to improve reimbursement. As of December 31, 2022, only one was implemented and the remaining were implemented in 2023.
- The Hospital faces challenges recruiting staff due to the high cost of living in the area and thus relies on contracted resources to supplement staffing. These resources come at a higher cost.
- The District leases hospital real estate from Medical Properties Trust. The Hospital operations must cover this lease payment along with all deficits of The District.

In summary, the external environment continues to challenge rural healthcare providers in particular, with continuing declines in reimbursement, increases in uncompensated care and ongoing labor and health insurance issues. The Combined Unit strives to improve relationships within our community through collaboration with community leaders and service groups, outreach to neighboring healthcare facilities, improving access to care and recruitment of quality medical providers.

The Combined Unit's employees are working together to continue to find ways to make progress on improving how the Combined Unit organizes and processes work in such a way that it continues to improve patient care and service to its patients and community, while striving to improve its financial position and overall fiscal performance.

Pajaro Valley Healthcare District

Combined Statement of Net Position

December 31, 2022

Assets

Current Assets

Cash and cash equivalents	\$ 8,660,568
Patient accounts receivable, net of allowances	21,266,511
Other accounts receivable	1,498,921
Inventories	2,158,403
Prepaid expenses and other current assets	2,510,580

Total current assets	36,094,983
----------------------	------------

Capital assets, net of accumulated depreciation	3,015,808
---	-----------

Lease assets	34,759,953
--------------	------------

Total assets	73,870,744
--------------	------------

Liabilities and Net Position

Current liabilities

Current maturities of debt borrowings	1,702,035
Accounts payable and accrued expenses	6,922,004
Accrued payroll and related liabilities	8,641,862
Estimated third party payor settlements	1,597,184
IBNR self funded health benefits	2,787,581

Total current liabilities	21,650,666
---------------------------	------------

Debt borrowings, net of current maturities	7,478,951
--	-----------

Lease liabilities	35,023,963
-------------------	------------

Total liabilities	64,153,580
-------------------	------------

Net position

Invested in capital assets, net of related debt	2,891,822
Restricted	2,600,000
Unrestricted	4,225,342

Total net position	9,717,164
--------------------	-----------

Total liabilities and net position	\$ 73,870,744
------------------------------------	---------------

See accompanying notes to the financial statements

Pajaro Valley Healthcare District

Combined Statement of Revenues, Expenses and Changes in Net position

For The Year Ended December 31, 2022

Operating revenues

Net patient service revenues	\$ 33,308,250
Other operating revenues	532,944
Total operating revenues	<u>33,841,194</u>

Operating expenses

Salaries & Wages	17,381,952
Benefits	6,100,838
Contract Labor	2,414,616
Supplies	3,688,032
Medical Spec Fees	2,876,058
Purchased Services	5,579,962
Lease Cost and Rent	1,649,758
Repairs & Maintenance	316,371
Utilities	712,745
Depreciation and amortization	384,786
Other Operating Exp	2,906,562
Prop Taxes & Ins	731,821
Interest	320,538
Total operating expenses	<u>45,064,039</u>
Operating income (loss)	<u>(11,222,845)</u>

Nonoperating revenues

Rental income	277,387
Total nonoperating revenues (expenses)	<u>277,387</u>
Net income/(loss) before extraordinary item	<u>(10,945,458)</u>
Extraordinary income	20,662,622
Increase/(decrease) in net position	9,717,164
Net position, beginning of the year	-
Net position, end of year	<u><u>\$ 9,717,164</u></u>

See accompanying notes to the financial statements

Pajaro Valley Healthcare District

Combined Statement of Cash Flows

For The Year Ended December 31, 2022

Cash flows from operating activities

Cash received for operations	\$ 12,352,408
Cash payments to suppliers and contractors	(18,622,904)
Cash payments to employees and benefit programs	(12,053,347)
Net cash provided by operating activities	<u>(18,323,843)</u>

Cash flows from noncapital financing activities

Extraordinary income	20,662,622
Net cash provided by noncapital financing activities	<u>20,662,622</u>

Cash flows from investing activities

Purchases of property, plant & equipment	(3,136,584)
Rental income	277,387
Net cash used in investing activities	<u>(2,859,197)</u>

Cash flows from financing activities

Proceeds from debt borrowings	9,180,986
Net cash provided by financing activities	<u>9,180,986</u>

Increase in cash and cash equivalents	<u>8,660,568</u>
---------------------------------------	------------------

Cash and cash equivalents at beginning of year	-
Cash and cash equivalents at end of year	<u><u>\$ 8,660,568</u></u>

See accompanying notes to the financial statements

Pajaro Valley Healthcare District
Combined Statement of Cash Flows (continued)
For The Year Ended December 31, 2022

Reconciliation of operating income (loss) to net cash

provided by operating activities

Operating income	\$ (11,222,845)
Adjustments to reconcile operating income to net cash provided by operating activities	
Depreciation	384,786
Changes in operating assets and liabilities	
Receivables	(22,765,432)
Inventories	(2,158,403)
Prepaid expenses and other current assets	(2,510,580)
Accounts payable and accrued expenses	6,922,004
Accrued payroll and related expenses	8,641,862
Estimated third party payor settlements	1,597,184
IBNR self funded health benefits	2,787,581
Net cash provided by operating activities	<u><u>\$ (18,323,843)</u></u>

See accompanying notes to the financial statements

Pajaro Valley Health Care District

Notes to the Financial Statements

For the Year Ended December 31, 2022

NOTE 1 - ORGANIZATION AND ACCOUNTING POLICIES

Organization: Pajaro Valley Health Care District, (the District) is a public entity organized under Local District Law as set forth in the Health and Safety Code of the State of California. The District is a political subdivision of the State of California and is generally not subject to federal or state income taxes. The District is governed by a five-member Board of Directors, elected from within the district to specified terms of office. The District is located in Watsonville, California. The District wholly owns the Pajaro Valley Health Care District Hospital Corporation dba Watsonville Community Hospital (the Hospital). The Hospital is a 501(c)(3) component unit of the District and operates a 106 -bed acute care hospital and other patient services. The District's mission is to provide health care services primarily to individuals who reside in the local geographic area. A combining statement presenting both District and Hospital operations is presented in the supplementary information to these combined financial statements.

The District and the Hospital were both created to purchase the operations and certain assets of the Watsonville Community Hospital (WCH) and operate the hospital facility. WCH assets were acquired in September of 2022.

The District has a Professional Services Agreement (PSA) with Coastal Health Partners (CHP). CHP is incorporated under the laws of the State of California and operates as a corporation. This agreement calls for CHP to provide physicians to the District 1206(b) clinic. The District provides support staff to CHP through the Hospital and passes those expenses onto the District Clinic.

The Combined Unit (the District and the Hospital) maintains its financial records in conformity with guidelines set forth by the Local Health Care District Law and the Office of Statewide Health Planning and Development of the state of California.

Basis of Preparation: The accounting policies and financial statements of the Combined Unit generally conform with the recommendations of the audit and accounting guide, *Health Care Organizations*, published by the American Institute of Certified Public Accountants. The financial statements are presented in accordance with the pronouncements of the Governmental Accounting Standards Board (GASB). For purposes of presentation, transactions deemed by management to be ongoing, major or central to the provision of health care services are reported as operational revenues and expenses.

The Combined Unit uses proprietary fund accounting. Revenues and expenses are recognized on the accrual basis using the economic resources measurement focus. Based on GASB Statement Number 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting*, as amended, the District has elected to apply the provisions of all relevant pronouncements of the Financial Accounting Standards Board (FASB), including those issued after November 30, 1989, that do not conflict with or contradict GASB pronouncements.

Pajaro Valley Health Care District

Notes to the Financial Statements

For the Year Ended December 31, 2022

NOTE 1 - ORGANIZATION AND ACCOUNTING POLICIES (continued)

Financial Statement Presentation: The Combined Unit applies the provisions of GASB 34, *Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments* (Statement 34), as amended by GASB 37, *Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments: Omnibus*, and Statement 38, *Certain Financial Statement Note Disclosures*. Statement 34 established financial reporting standards for all state and local governments and related entities. Statement 34 primarily relates to presentation and disclosure requirements. The impact of this change was related to the format of the financial statements; the inclusion of management's discussion and analysis; and the preparation of the statement of cash flows on the direct method. The application of these accounting standards had no impact on the total net assets.

Management's Discussion and Analysis: Statement 34 requires that financial statements be accompanied by a narrative introduction and analytical overview of the Combined Unit's financial activities in the form of "management's discussion and analysis" (MD&A). This analysis is similar to the analysis provided in the annual reports of organizations in the private sector.

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

Cash and cash equivalents: Cash and cash equivalents include deposits with financial institutions and investments in highly liquid debt instruments with an original maturity of three months or less. Cash and cash equivalents exclude amounts whose use is limited by board designation or by legal restriction.

Patient Accounts Receivable: Patient accounts receivable consists of amounts owed by various governmental agencies, insurance companies and private patients. The Combined Unit manages its receivables by regularly reviewing the accounts, inquiring with respective payors as to collectability and providing for allowances on their accounting records for estimated contractual adjustments and uncollectible accounts. Significant concentrations of patient accounts receivable are discussed further in the footnotes.

Supplies: Inventories are consistently reported from year to year at cost determined by average costs and replacement values which are not in excess of market. The Combined Unit does not maintain levels of inventory values such as those under a first-in, first out or last-in, first out method.

Pajaro Valley Health Care District

Notes to the Financial Statements

For the Year Ended December 31, 2022

NOTE 1 - ORGANIZATION AND ACCOUNTING POLICIES (continued)

Capital Assets: Capital assets consist of property and equipment and are reported on the basis of cost, or in the case of donated items, on the basis of fair market value at the date of donation. Routine maintenance and repairs are charged to expense as incurred. Expenditures which increase values, change capacities, or extend useful lives are capitalized. Depreciation of property and equipment and amortization of property under capital leases are computed by the straight-line method for both financial reporting and cost reimbursement purposes over the estimated useful lives of the assets, which range from 10 to 30 years for buildings and improvements, and 3 to 15 years for equipment. The Combined Unit periodically reviews its capital assets for value impairment. As of December 31, 2022 the Combined Unit has determined that no capital assets are impaired.

Compensated Absences: The employees of the Combined Unit earn vacation, paid time off, holiday and float benefits at varying rates. These accrual rates are determined based on the employee's years of service, full time equivalent (FTE) status, and union affiliation. This benefit can accumulate up to specified maximum levels. Accumulated vacation, paid time off, holiday, and float benefits are paid to an employee upon either termination or retirement. The combined liability for vacation, paid time off, holiday, and float liabilities as of December 31, 2022 totaled \$4,137,292.

Some employees also have a Legacy bank of hours that can be utilized, once they have exhausted all other accruals, and is payable at one half of their hourly rate of pay upon termination or retirement. The liability for these hours as of December 31, 2022 totaled \$982,045.

Risk Management: The Combined Unit is exposed to various risks of loss from torts; theft of, damage to, and destruction of assets; business interruption; errors and omissions; employee injuries and illnesses; natural disasters; and medical malpractice. Commercial insurance coverage is purchased for claims arising from such matters.

Net position: Net position is presented in three categories. The first category of net position is "invested in capital assets, net of related debt". This category of net position consists of capital assets (both restricted and unrestricted), net of accumulated depreciation and reduced by the outstanding principal balances of any debt borrowings that were attributable to the acquisition, construction, or improvement of those capital assets.

The second category is "restricted" net position. This category consists of externally designated constraints placed on assets by creditors (such as through debt covenants), grantors, contributors, law or regulations of other governments or government agencies, or law or constitutional provisions or enabling legislation. The third category is "unrestricted" net position. This category consists of net position that does not meet the definition or criteria of the previous two categories.

Pajaro Valley Health Care District

Notes to the Financial Statements

For the Year Ended December 31, 2022

NOTE 1 - ORGANIZATION AND ACCOUNTING POLICIES (continued)

Net Patient Service Revenues: Net patient service revenues are reported in the period at the estimated net realized amounts from patients, third-party payors and others including estimated retroactive adjustments under reimbursement agreements with third-party programs. Normal estimation differences between final reimbursement and amounts accrued in previous years are reported as adjustments of current year's net patient service revenues.

Financial Assistance: The Hospital offers a financial assistance policy for its patients. The financial assistance policy describes the Hospital's policy for both charity care (free care) and discounted care, and the process for patients who need help paying for their emergency and medically necessary care. The intent of this policy is to satisfy the requirements of Section 501(r) of the Internal Revenue Code and California Health and Safety Code sections 127400 to 127446. Because the Combined Unit does not pursue collection of amounts determined to qualify as charity care, they are not reported as net patient service revenues. Services provided are recorded as gross patient service revenues and then written off entirely as an adjustment to net patient service revenues.

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

Income taxes: The District operates under the purview of the Internal Revenue Code, Section 115, and corresponding California Revenue and Taxation Code provisions. As such, it is not subject to state or federal taxes on income. However, income from the unrelated business activities of the District may be subject to income taxes.

The Hospital is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code (IRC). Thus, no provision for income taxes is included in the accompanying financial statements. The Hospital follows the accounting guidance for accounting for uncertainty in income taxes. The Hospital is subject to federal and state income taxes to the extent it has unrelated business income. In accordance with the guidance for uncertainty in income taxes, management has evaluated its material tax positions and determined that there are no income tax effects with respect to its financial statements. The Hospital is subject to examination by federal or state authorities within the three-year statute of limitations applied to tax filings. The Hospital management has not been notified of any impending examination and no examinations are currently in process.

Pajaro Valley Health Care District

Notes to the Financial Statements

For the Year Ended December 31, 2022

NOTE 1 - ORGANIZATION AND ACCOUNTING POLICIES (continued)

Recently Adopted Accounting Pronouncement: In June 2017 the Governmental Accounting Standards Board released GASB 87 regarding changes in the way leases are accounted for. GASB 87 superseded GASB 13 and GASB 62 and more accurately portrays lease obligations by recognizing lease assets and lease liabilities on the statement of net position and disclosing key information about leasing arrangements. GASB 87 increases the usefulness of financial statements by requiring recognition of certain operating lease obligations to recognize the inflows of resources based upon the provisions of the lease contracts. The Combined Unit has adopted GASB 87 effective September 1, 2022, in accordance with the timetable established by GASB 87.

Other new GASB pronouncements recently issued were GASB's 84 (Fiduciary Activities) 88 (Certain Disclosures Related to Debt, including Direct Borrowings and Direct Placements) 89 (Accounting for Interest Cost Incurred Before the End of a Construction Period) and 91 (Conduit Debt Obligation) have been analyzed by Combined Unit management and have been determined to have no impact upon the financial statements.

Revenue Recognition: As previously stated, net patient service revenues are reported at amounts that reflect the consideration to which the Combined Unit expects to be entitled in exchange for patient services. These amounts are due from patients, third-party payors (including health insurers and government programs), and others and include variable consideration for retroactive revenue adjustments due to settlement of third-party payor audits, reviews, and investigations. Generally, the Combined Unit bills the patients and third-party payors several days after the patient receives healthcare services at the Combined Unit. Revenue is recognized as services are rendered.

The Combined Unit has agreements with third-party payors that provide for payments to the Combined Unit at amounts different from its established rates. Payment arrangements include prospectively determined rates per day, discharge or visit, reimbursed costs, discounted charges and per diem payments. Retroactive adjustments are accrued on an estimated basis in the period the related services are rendered and adjusted in future periods as final settlements are determined.

NOTE 2 – CASH AND CASH EQUIVALENTS

As of December 31, 2022, the Combined Unit had deposits in a financial institution of \$8,660,568. All of these funds are in the form of cash and cash equivalents, which were collateralized in accordance with the California Government Code ("CGC"), except for \$250,000 per account that is federally insured.

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

Pajaro Valley Health Care District

Notes to the Financial Statements

For the Year Ended December 31, 2022

NOTE 2 – CASH AND CASH EQUIVALENTS (continued)

Combined Unit investment policies allow investments in U.S. Government securities and state and local agency funds which invest in U.S. Government securities. These investments, when present, are stated at quoted market values. Changes in market value between years are reflected as a component of investment income in the accompanying statement of revenues, expenses, and changes in net position.

NOTE 3 - NET PATIENT SERVICE REVENUES AND REIMBURSEMENT PROGRAMS

The Combined Unit renders services to patients under contractual arrangements with the Medicare and Medi-Cal programs, commercial insurance companies, health maintenance organizations (HMOs) and preferred provider organizations (PPOs). Patient service revenues from these programs approximate 98% of gross patient service revenues for the year ended December 31, 2022.

The Medicare Program reimburses the Hospital on a cost basis payment system for inpatient and outpatient hospital services. The cost-based reimbursement is determined based on filed Medicare cost reports. Clinic services are reimbursed based on fee schedules.

The Combined Unit contracts to provide services to Medi-Cal, HMO and PPO inpatients on negotiated rates. Certain outpatient reimbursement is subject to a schedule of maximum allowable charges for Medi-Cal and to a percentage discount for HMOs and PPOs.

Both the Medicare and Medi-Cal program's administrative procedures preclude final determination of amounts due to the Combined Unit for services to program patients until after patients' medical records are reviewed and cost reports are audited or otherwise reviewed by and settled with the respective administrative agencies. The Medicare and Medi-Cal cost reports are subject to audit and possible adjustment. Management is of the opinion that no significant adverse adjustment to the recorded settlement amounts will be required upon final settlement.

Medicare and Medi-Cal revenue accounted for approximately 63% of the Combined Unit's net patient revenues for the year ended December 31, 2022. Laws and regulations governing the Medicare and Medi-Cal programs are extremely complex and subject to interpretation. As a result, there is at least a reasonable possibility that recorded estimates will change by a material amount in the near term.

Pajaro Valley Health Care District

Notes to the Financial Statements

For the Year Ended December 31, 2022

NOTE 4 - CONCENTRATION OF CREDIT RISK

The Combined Unit grants credit without collateral to its patients and third-party payors. Patient accounts receivable from government agencies represent the only concentrated group of credit risk for the Combined Unit and management does not believe that there is any credit risk associated with these governmental agencies. Contracted and other patient accounts receivable consist of various payors including individuals involved in diverse activities, subject to differing economic conditions and do not represent any concentrated credit risks to the Combined Unit. Concentration of patient accounts receivable at December 31, 2022, were as follows:

	<u>2022</u>
Medicare	\$ 33,608,188
Medi-Cal	45,145,391
Other third party payors	59,234,298
Self pay and other	<u>11,100,868</u>
Gross patient accounts receivable	149,088,745
Less allowances for contractual adjustments and bad debts	<u>(127,822,234)</u>
Net patient accounts receivable	<u>\$ 21,266,511</u>

NOTE 5 - CAPITAL ASSETS

Capital assets as of December 31, 2022 were comprised of the following:

	<u>Balance at 12/31/2021</u>	<u>Transfers & Additions</u>	<u>Transfer & Retirements</u>	<u>Balance at 12/31/2022</u>
CIP	\$ -	\$ 965,266	\$ -	\$ 965,266
Equipment	-	1,738,255	-	1,738,255
Software	-	1,038,183	-	1,038,183
Totals at historical cost	-	3,741,704	-	3,741,704
Less accumulated depreciation	-	(725,896)	-	(725,896)
Capital assets, net	<u>\$ -</u>	<u>\$ 3,015,808</u>	<u>\$ -</u>	<u>\$ 3,015,808</u>

Pajaro Valley Health Care District

Notes to the Financial Statements

For the Year Ended December 31, 2022

NOTE 6 - DEBT BORROWINGS

Long-term debt consists of a note payable, a line of credit, and finance lease agreements as follows:

District debt

The District has a note payable with the County of Santa Cruz, for the purpose of funding a Letter of Credit with the Santa Cruz County Bank, which is a requirement of the Hospital lease agreement. Interest at 0% with principal payments in the amount of \$500,000 due bi-annually on June 30th and December 31st. The first payment is due on June 30, 2023, with final payment due on December 31st, 2025.

\$ 2,700,000

Total District debt: 2,700,000

Hospital debt

Note payable to the David and Lucille Packard Foundation; the Hospital is a co-borrower on a note payable collateralized by community pledges to the Pajaro Valley Healthcare District Project (the Project). As community pledges are received, the Project will make annual principal payments, with the first payment due on March 31, 2023, and the final payment due on January 31, 2026. The Hospital will relieve the debt and recognize revenue as principal payments are made by the Project. Interest at 0.5% will be paid by the Hospital bi-annually on March 31st and September 30th, with the final payment due on January 31, 2026.

6,357,000

Multiple finance leases; imputed interest ranging from 10-11%; monthly lease payments ending in August of 2024:

123,986

Total Hospital debt: 6,480,986

Total debt borrowings

9,180,986

Less current maturities

(1,702,035)

Debt borrowings, net of current maturities

\$ 7,478,951

Pajaro Valley Health Care District

Notes to the Financial Statements

For the Year Ended December 31, 2022

NOTE 7 - RETIREMENT PLANS

The Hospital sponsors two 401(a) defined contribution retirement plans for employer contributions: one for service and maintenance employees payable on a calendar year-end that contributes 6% or higher depending on years of service of gross annual earnings; the second 401(a) plan covers other non-management, non-highly compensated employees and contributes 6% of gross earnings bi-weekly. The Hospital also sponsors a 457(b) deferred compensation plan for employee contributions, withheld from bi-weekly earnings.

Accrued payroll and related liabilities include \$174,217 of 401(a) employer liabilities, calculated from the final two pay period of the year and contributed to the plan in January of 2023. 401(a) liabilities for SEIU employees was around \$1,000 as of December 31, 2022.

NOTE 8 - COMMITMENTS AND CONTINGENCIES

Operating leases: The Combined Unit leases various equipment and facilities under operating leases expiring at various dates. Total building and equipment rent expense for the year ended December 31, 2022, was \$1,571,712. Future minimum lease payments for the succeeding years under operating leases as of December 31, 2022, other than those disclosed in Note 9, that have remaining terms in excess of one year are not material.

Construction-in-Progress: As of December 31, 2022, the Combined Unit had \$965,266 in construction-in-progress for the Cardio Cath Lab. Approximately \$25,000 in remobilization fees are remaining to complete construction. Funds for these fees will come from earnings.

Litigation: The Combined Unit may from time-to-time be involved in litigation and regulatory investigations which arise in the normal course of doing business. As of December 31, 2022, management is not aware of any legal matters or potential regulatory investigations.

Medical Malpractice Insurance: The Combined Unit maintains commercial malpractice liability insurance coverage under a claims made and reported policy covering losses up to \$15 million per claim and \$25 million in the aggregate for all claims, subject to a deductible of \$150,000 Indemnity & Expense each claim. The District plans to maintain the insurance coverage by renewing its current policy, or by replacing it with equivalent insurance.

Workers Compensation Program: The Hospital workers compensation policy is through travelers and renews in Oct 2023. Annual premium is \$1,755,002. The district workers compensation policy is also through travelers and renews in Oct 2024. The annual premium is \$17,775.

Pajaro Valley Health Care District

Notes to the Financial Statements

For the Year Ended December 31, 2022

NOTE 8 - COMMITMENTS AND CONTINGENCIES (continued)

Health Insurance Portability and Accountability Act: The Health Insurance Portability and Accountability Act (HIPAA) was enacted August 21, 1996, to ensure health insurance portability, reduce health care fraud and abuse, guarantee security and privacy of health information, and enforce standards for health information. Organizations are subject to significant fines and penalties if found not to be compliant with the provisions outlined in the regulations. Management believes the Combined Unit is in compliance with HIPAA as of December 31, 2022.

Regulatory Environment: The Combined Unit is subject to several laws and regulations. These laws and regulations include matters such as licensure, accreditation, government health care program participation requirements, reimbursement for patient services, and Medicare and Medi-Cal fraud and abuse. Government activity has increased with respect to possible violations of statutes and regulations by health care providers. Violations of these laws and regulations could result in expulsion from government health care programs together with the imposition of significant fines and penalties, as well as significant repayments for patient services previously billed. Management believes that the Combined Unit is in compliance with all applicable government laws and regulations and is not aware of any future actions or unasserted claims at this time.

NOTE 9 - LEASES

The Combined Unit has multiple equipment and building leases. The District leases the building and land for the Hospital from Medical Properties Trust, Inc with a remaining term of 321 months and an annual increase to base rent of 2%. The District also leases office space for a urology center near the Hospital. This lease has 91 months remaining and a fixed monthly payment during the term. All other lease arrangements are either immaterial or have a term of 12 months or less.

Neither lease has a readily determinable discount rate. The estimated borrowing rate for the Hospital building and land and for the urology center is 9.5%. The urology center lease requires payment of common area maintenance, which represent the majority of variable lease costs. Variable lease costs are excluded from the present value of lease obligations. The District's lease agreements do not contain any material restrictions, covenants, or any material residual value guarantees.

Pajaro Valley Health Care District

Notes to the Financial Statements

For the Year Ended December 31, 2022

NOTE 9 – LEASES (continued)

Lease related assets and liabilities as of December 31, 2022 consist of the following:

Lease assets:	2022
MPT	\$ 33,042,270
Urology center	554,503
Other	1,163,180
Total lease assets	<u>\$ 34,759,953</u>
Lease liabilities:	2022
MPT	\$ 33,300,104
Urology center	557,177
Other	1,166,684
Total lease liabilities	<u>\$ 35,023,965</u>

Total operating lease expense for the year ended December 31, 2022 was \$1,571,712. Future minimum rental payments required under operating lease obligations as of December 31, 2022 are summarized as follows:

Years ending December 31,

2023	\$ 3,542,186
2024	3,544,634
2025	3,385,886
2026	3,192,676
Thereafter	<u>89,221,468</u>
Total	102,886,850
Less imputed interest	<u>(67,862,885)</u>
Present value of lease liabilities	<u>\$ 35,023,965</u>

Pajaro Valley Health Care District

Notes to the Financial Statements

For the Year Ended December 31, 2022

NOTE 10 – EXTRAORDINARY ITEM

For the year ended December 31, 2022, the Combined Unit recognized an extraordinary gain of \$20,662,622. This extraordinary gain was generated as a result of acquiring the operations and certain assets of the Watsonville Community Hospital in September 2022. The District purchased the Hospital at a discounted price out of bankruptcy, which generated the gain.

NOTE 11 – SUBSEQUENT EVENTS

Management evaluated the effect of subsequent events on the combined financial statements through October 25, 2023, the date the combined financial statements are issued, and determined that there are no material subsequent events that have not been disclosed.

SUPPLEMENTARY SCHEDULES

Pajaro Valley Healthcare District

Combining Statement of Net Position

December 31, 2022

	District	Hospital	Eliminations	Total
Assets				
Current Assets				
Cash and cash equivalents	\$ 2,748,593	\$ 5,911,975	\$ -	\$ 8,660,568
Patient accounts receivable, net of allowances	3,242	21,263,269	-	21,266,511
Other accounts receivable	-	1,498,921	-	1,498,921
Inventories	15,409	2,142,994	-	2,158,403
Prepaid expenses and other current assets	581,562	1,929,018	-	2,510,580
Total current assets	3,348,806	32,746,177	-	36,094,983
Capital assets, net of accumulated depreciation	2,885,858	129,950	-	3,015,808
Lease assets	33,721,877	1,038,076	-	34,759,953
Due from district	-	3,205,566	(3,205,566)	-
Total assets	39,956,541	37,119,769	(3,205,566)	73,870,744
Liabilities and Net Position				
Current liabilities				
Current maturities of debt borrowings	-	1,702,035	-	1,702,035
Accounts payable and accrued expenses	412,552	6,509,452	-	6,922,004
Accrued payroll and related liabilities	231,003	8,410,859	-	8,641,862
Estimated third party payor settlements	-	1,597,184	-	1,597,184
IBNR self funded health benefits	-	2,787,581	-	2,787,581
Total current liabilities	643,555	21,007,111	-	21,650,666
Debt borrowings, net of current maturities	2,700,000	4,778,951	-	7,478,951
Lease liabilities	33,987,142	1,036,821	-	35,023,963
Due to hospital	3,205,566	-	(3,205,566)	-
Total liabilities	40,536,263	26,822,883	(3,205,566)	64,153,580
Net position				
Invested in capital assets, net of related debt	2,885,858	5,964	-	2,891,822
Restricted	2,600,000	-	-	2,600,000
Unrestricted	(4,803,145)	9,028,487	-	4,225,342
Total net position	682,713	9,034,451	-	9,717,164
Total liabilities and net position	\$ 41,218,976	\$ 35,857,334	\$ (3,205,566)	\$ 73,870,744

See accompanying notes to the financial statements

Pajaro Valley Healthcare District

Combining Statement of Revenues, Expenses and Changes in Net position

For The Year Ended December 31, 2022

	District	Hospital	Eliminations	Total
Operating revenues				
Net patient service revenues	\$ 451,860	\$ 32,856,390	\$ -	\$ 33,308,250
Other operating revenues	754,870	87,518	(309,444)	532,944
Total operating revenues	1,206,730	32,943,908	(309,444)	33,841,194
Operating expenses				
Salaries & Wages	919,690	16,462,262	-	17,381,952
Benefits	175,378	5,925,460	-	6,100,838
Contract Labor	-	2,414,616	-	2,414,616
Supplies	25,443	3,662,589	-	3,688,032
Medical Spec Fees	37,514	2,838,544	-	2,876,058
Purchased Services	480,077	5,099,885	-	5,579,962
Lease Cost and Rent	1,353,548	296,210	-	1,649,758
Repairs & Maintenance	96	316,275	-	316,371
Utilities	5,848	706,897	-	712,745
Depreciation and amortization	384,786	-	-	384,786
Other Operating Exp	49,608	2,856,954	-	2,906,562
Prop Taxes & Ins	28,644	703,177	-	731,821
Interest	273,907	46,631	-	320,538
Total operating expenses	3,734,539	41,329,500	-	45,064,039
Operating income (loss)	(2,527,809)	(8,385,592)	(309,444)	(11,222,845)
Nonoperating revenues (expenses)				
Rental income	277,387	-	-	277,387
Management fees	(309,444)	-	309,444	-
Total nonoperating revenues (expenses)	(32,057)	-	309,444	277,387
Net income/(loss) before extraordinary item	(2,559,866)	(8,385,592)	-	(10,945,458)
Extraordinary income	3,242,579	17,420,043	-	20,662,622
Increase/(decrease) in net position	682,713	9,034,451	-	9,717,164
Net position, beginning of the year	-	-	-	-
Net position, end of year	\$ 682,713	\$ 9,034,451	\$ -	\$ 9,717,164

See accompanying notes to the financial statements

JWT & Associates, LLP

A Certified Public Accountancy Limited Liability Partnership

1111 East Herndon, Suite 211, Fresno, California 93720

Voice: (559) 431-7708 Fax: (559) 431-7685

Independent Auditors Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with Government Auditing Standards

The Board of Directors
Pajaro Valley Health Care District
Watsonville, California

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards issued by the Comptroller General of the United States, the combined financial statements of the business-type activities of the Pajaro Valley Health Care District (the District) as of and for the year ended December 31, 2022, and the related notes to the combined financial statements, which collectively comprise the District's combined financial statements, and have issued our report thereon dated October 25, 2023.

Internal Control over Financial Reporting

In planning and performing our audit of the combined financial statements, we considered the District's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the combined financial statements, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control. Accordingly, we do not express an opinion on the effectiveness of the District's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's combined financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given those limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the District's combined financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the combined financial statement. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under Government Auditing Standards.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the District's internal control or on compliance. This report is an integral part of an audit performed in accordance with Government Auditing Standards in considering the District's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

W7 & Associates, LLP

Fresno, California
October 25, 2023