GREENWOOD LEFLORE HOSPITAL PENSION PLAN

GREENWOOD, MISSISSIPPI

FINANCIAL REPORT

SEPTEMBER 30, 2016



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The Board of Hospital Commissioners Greenwood Leflore Hospital Pension Plan Greenwood, Mississippi

Independent Auditors' Report

Report on the Financial Statements

We have audited the accompanying financial statements of Greenwood Leflore Hospital Pension Plan (the "Plan"), which comprise the statements of fiduciary net position as of September 30, 2016 and 2015, the related statements of changes in fiduciary net position for the years then ended and the related notes to financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

The Board of Hospital Commissioners Greenwood Leflore Hospital Pension Plan - Continued

Auditors' Responsibility - continued

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Plan as of September 30, 2016 and 2015, and changes in its financial status for the years ended September 30, 2016 and 2015, in accordance with accounting principles generally accepted in the United States of America.

Other Matter

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the schedule of changes in the net pension liability and related ratios, schedule of contributions and schedule of investment returns shown on pages 15 to 17 be presented to supplement the basic financial statements. Such information, 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.

Other Reporting Requirements by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued a separate report dated June 19, 2017, on our consideration of the Plan's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be read in conjunction with this report in considering the results of our audit.

Harper, Rains, Knight & Company, Q.A.

GREENWOOD LEFLORE HOSPITAL PENSION PLAN STATEMENTS OF FIDUCIARY NET POSITION September 30, 2016 and 2015

	2016	2015
Assets:	\$ 307,812	\$ 1,717,750
Cash and deposits	ψ 307,012	ψ 1,717,730
Accrued income receivable	23,258	23,076
Investments at fair value:		
Equity securities		
Mutual funds	14,045,244	9,244,295
Common stocks	3,491,690	3,017,236
Fixed income securities:		
Bond funds	12,763,860	15,136,942
Total investments	30,300,794	27,398,473
Total assets	30,631,864	29,139,299
Net position restricted for pensions	\$ 30,631,864	\$ 29,139,299

GREENWOOD LEFLORE HOSPITAL PENSION PLAN STATEMENTS OF CHANGES IN FIDUCIARY NET POSITION

Years Ended September 30, 2016 and 2015

	2016	2015
Additions to net assets attributable to:		
Investment income:		
Interest and dividends	\$ 998,617	\$ 1,173,881
Net appreciation (depreciation) in fair value of assets	1,231,370	(1,067,690)
Employer contributions	1,394,632	2,518,920
Total additions	3,624,619	2,625,111
Deductions from net assets attributed to:		
Benefits paid	2,053,702	1,965,617
Administrative expenses	78,352	88,388
Total deductions	2,132,054	2,054,005
Net increase in net position	1,492,565	571,106
Net position restricted for pensions		
Beginning of year	29,139,299	28,568,193
End of year	\$ 30,631,864	\$ 29,139,299

NOTES TO FINANCIAL STATEMENTS

(1) DESCRIPTION OF THE PLAN

The following description of the Greenwood Leflore Hospital Pension Plan (hereafter referred to as the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a single-employer, non-contributory, defined benefit pension plan that covers substantially all current and former employees of Greenwood Leflore Hospital (hereafter referred to as the "Hospital") who were hired prior to March 31, 2012. However, no employee can commence or recommence participation after March 31, 2012.

The purpose of the Plan is to provide qualified employees and their beneficiaries certain benefits in the event of retirement, death or disability. The Hospital's Board of Hospital Commissioners (hereafter referred to as the "Board") and the Plan Administrator control and manage the operation and administration of the Plan. Regions serves as the Trustee of the Plan. The Department of Labor has ruled that the Plan is not subject to the requirements of the Employee Retirement Income Security Act Title I (Department of Labor reporting and disclosure information) or Title IV (Pension Benefit Guaranty Corporation insurance coverage).

Plan Membership

At September 30, 2016 and 2015, the Plan's membership consisted of:

	2016	2015
Active plan members	384	447
Inactive plan members and beneficiaries		
currently receiving benefits	299	286
Inactive plan members entitled to		
but not yet receiving benefits	578	547
		4.000
Total plan participants	<u>1,261</u>	1,280

Funding Policy

The Plan is funded entirely by cash contributions as determined by the Board after consultation with the Plan's actuary. Currently, the Plan is being funded based on the unit credit funding method with initial unfunded liability amortized over 30 years. Policy requires all contributions to the Plan be approved by the Board. Contributions are recognized in the Plan's statements of changes in net assets available for benefits upon determination by the Board.

(1) DESCRIPTION OF THE PLAN - Continued

Funding Policy - continued

Employer contributions of \$1,394,632 and \$2,518,920 were made in 2016 and 2015, respectively to meet minimum funding requirements.

Eligibility and Vesting

In 2008, the Plan was restated to provide that no employee may commence or recommence participation in the Plan on or after March 31, 2012. Employees were eligible to participate in the Plan on the first day of the month coincident with or next following the later of (1) the date the employee attains age twenty or (2) the date the employee completes one year of service and become fully vested after five years of service.

Retirement Benefits

The Plan provides for the payment of retirement benefits based on the participant's compensation and years of service. Benefits are paid on attainment of early (age 55) with ten year vesting service, normal (age 65), or postponed retirement dates under various payment options as chosen by the participants.

Plan Termination

Although it has not expressed intent to do so, the Hospital has the right under the Plan to discontinue contributions at any time and to terminate the Plan, subject to the provisions set forth by the Plan. If the Plan should be terminated or employer's contributions discontinued, the Hospital will allocate the Trust Fund, after payment of any applicable taxes and administrative expenses, among participants, retired participants and beneficiaries in the following order:

- 1. Priority class A for any benefits of a participant, retired participant or beneficiary, which as attributable to any voluntary contributions to the Plan.
- 2. Priority class B for those participants or beneficiaries in pay status at the beginning of the three-year period ending on the termination date of the Plan.
- 3. Priority class C All other nonforfeitable benefits under the Plan.
- 4. Priority class D all other benefits under the Plan.

Expenses of the Plan

The Plan's administrative expenses are paid by the Plan as provided by the Plan document.

(2) SIGNIFICANT ACCOUNTING POLICIES

The Plan's financial statements, to be in conformity with accounting principles generally accepted in the United States of America, are prepared using the accrual basis of accounting, with the exception of the payment of benefits, which is recognized as a reduction in the net assets of the Plan as they are disbursed to participants.

Valuation of Investments

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion on fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Realized gains and losses from investment transactions are computed using the first-in, first-out method. Interest and dividend income is recorded on the accrual basis. Net appreciation/depreciation includes gains and losses on investments bought and sold as well as held during the year.

Cash and Deposits

Cash and deposits include cash in demand accounts and highly liquid marketable securities with original maturities of three months or less at date of purchase, or remaining maturities of three months or less at date of purchase. As of September 30, 2016 and 2015, cash and deposits include \$307,812 and \$1,717,750 of cash equivalents, respectively. Cash and deposits are invested in a money market fund (Regions Trust Cash Sweep in 2016 and 2015). At times, such amounts may be in excess of federally insured limits.

Net Pension Liability

The components of the net pension liability of the Plan as of September 30, 2016 and 2015 were as follows:

	2016	2015
Total pension liability	\$ 46,069,367	\$ 46,368,349
Plan fiduciary net position	(30,631,864)	(29,139,299)
Hospital's net position liability	<u>\$ 15,437,503</u>	<u>\$ 17,229,050</u>
Plan fiduciary net position as a percentage		
of the total pension liability	<u>66.5%</u>	62.8%

(2) SIGNIFICANT ACCOUNTING POLICIES - Continued

Actuarial Assumptions

The total pension liability was determined by an actuarial valuation as September 30, 2016 and 2015 applied to all periods included in the measurement.

The significant actuarial assumptions used in the valuations as of September 30, 2016 and 2015 were (a) life expectancy of participants (mortality rates were based on the RP2014 Blue Collar Adjusted to 2006, Separate Pre- and Post-Commencement, with Separate Male and Female tables, fully Generational using projections Scale MP2016 for 2016 and RP2014 Blue Collar, Separate Pre- and Post-Commencement, with separate Male and Female tables, fully Generational Using Projection Scale MP2015 for 2015), (b) retirement age assumptions (based on all participants will retire upon attainment of normal retirement date), (c) investment return (7.30 percent in 2016 and 2015 compounded annually) and (d) salary increases (not applicable, benefits are frozen). The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Discount Rate

The discount rate used to measure the total pension liability was 7.30 percent. The projection flows used to determine the discount rate assumed that employer contributions will be made at the rates equal to the actuarially determined contribution rates. Based on those assumptions, the pension plan's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

Sensitivity of the Net Pension Liability of Changes in the Discount Rate

The following presents the net pension liability of the Hospital, calculated using the discount rate of 7.30 percent, as well as what the Hospital's net pension liability would be if it were calculated using a discount rate that is 1-percentage point lower (6.30 percent) or 1-percentage point higher (8.30 percent) than the current rate.

	1% Decrease	Discount Rate	1% Increase
	6.30 %	7.30 %	8.30%
Hospital's net pension liability	\$ 21,288,356	\$15,437,503	\$10,631,895

(2) SIGNIFICANT ACCOUNTING POLICIES - Continued

Concentration

The Plan assets include a significant amount of equity mutual funds, which invest primarily in marketable equity securities and common stock. In addition, the Plan assets also include bond funds which invest predominately in fixed income securities. Accordingly, the performance of the investments is dependent on the equity and fixed income markets which involve significant price volatility.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant estimates used in preparing these financial statements include those assumed in determining the estimation of the annual plan contribution required to adequately fund the Plan and determining the fair market value of assets. It is at least reasonably possible that the significant estimates used will change within the next year.

Subsequent Events

Subsequent events were evaluated by the Plan through June 19, 2017, which is the date the financial statements were available to be issued.

(3) INVESTMENTS

The Plan has adopted certain investment policies, objectives, rules and guidelines that are intended to protect and preserve the Plan's assets while providing an appropriate return. The targeted overall mix of plan investments to meet these objectives is outlined below:

Investment Class	<u>Target</u>
Equity securities	55%
Fixed income securities	45%
Cash equivalents	0%

During 2016 and 2015, the Plan's investments at fair value (including gains and losses on investments bought and sold, as well as held, during the year) appreciated (depreciated) in value as follows:

	 2016	 2015
Common stocks	\$ 253,107	\$ (93,394)
Mutual funds	707,240	(257,968)
International mutual funds	816	(326,625)
Bond funds	 270,207	 (389,703)
Total appreciation (depreciation)	\$ 1,231,370	\$ (1,067,690)

(3) INVESTMENTS - Continued

Rate of Return

For the years ended September 30, 2016 and 2015, the annual money-weighted rate of return on pension plan investments, net of pension plan investment expense was 7.91 percent and .37 percent, respectively. The money-weighted rate of return expresses investment performance, net of investment expenses, adjusted for the changing amounts actually invested.

(4) FAIR VALUE MEASUREMENTS

The Fair Value Measurement Topic of the FASB Accounting Standards Codification establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement). The three levels of the fair value hierarchy are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include the following: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and/or inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable input that is significant to the fair value measurement and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets at fair value. There have been no changes in the methodologies used at September 30, 2016 and 2015.

Common stock: Valued at fair value, determined by multiplying the number of shares by the price as of close of trading on the New York Stock Exchange or NASDAQ (generally 4 p.m., Eastern Time) on the valuation date (level 1).

(4) FAIR VALUE MEASUREMENTS - Continued

Mutual and bond funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded (level 1).

The preceding methods may produce a fair value calculation that may not be indicative of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets (including individual assets which are in excess of 5 percent of net assets at year end) at fair value as of September 30, 2016 and 2015.

Total Fair

		l'otal Fair			
	7	Value as of			
Description	0	9/30/2016*	 Level 1	 Level 2	 Level 3
Equity securities					
Mutual funds					
Vanguard Mid-Cap Index	\$	2,111,030	\$ 2,111,030	\$ -	\$ -
Vanguard Small Cap Index		2,134,302	2,134,302	-	-
Other mutual funds		6,523,137	6,523,137	-	-
International mutual funds		3,276,775	3,276,775	-	-
Common stocks		3,491,690	3,491,690	-	-
Fixed income securities					
Bond funds					
Dodge & Cox Income Fund		2,518,939	2,518,939	-	-
Fidelity Invst Grade Bond		1,868,569	1,868,569	-	-
Metropolitan West Fund		1,573,303	1,573,303	-	-
Pioneer Bond Fund Class		2,528,845	2,528,845	-	-
Vanguard Total Bond		1,556,750	1,556,750	-	-
Other bond funds		2,717,454	 2,717,454	 	 _
	\$	30,300,794	\$ 30,300,794	\$ 	\$ -

(4) FAIR VALUE MEASUREMENTS - Continued

	Total Fair			
	Value as of			
Description	09/30/2015*	 Level 1	 Level 2	 Level 3
Equity securities				
Mutual funds				
Vanguard Mid-Cap Index	\$ 1,501,345	\$ 1,501,345	\$ -	\$ -
Vanguard Small Cap Index	1,473,882	1,473,882	-	-
Other mutual funds	3,726,778	3,726,778	-	-
International mutual funds	2,542,290	2,542,290		
Common stocks	3,017,236	3,017,236	-	-
Fixed income securities				
Bond funds				
Dodge & Cox Income Fund	2,588,462	2,588,462	-	-
Fidelity Invst Grade Bond	1,893,015	1,893,015	-	-
Metropolitan West Total	1,500,931	1,500,931	-	-
JP Morgan Core Bond Fund	1,915,050	1,915,050	-	-
Pioneer Bond Fund Class	3,267,069	3,267,069	-	-
Other bond funds	3,972,415	 3,972,415	 	 -
	\$ 27,398,473	\$ 27,398,473	\$ 	\$

^{*} Asset values include current year net appreciation/depreciation included on the statements of changes in net assets available for benefits.

The cost and estimated fair values of the Plan's financial instruments (investments) at September 30, 2016 and 2015 are as follows:

	<u>December 31, 2016</u>		<u>Decembe</u>	r 31, 2015
	Cost	Estimated	Cost	Estimated
	Value	Fair Value	Value	Fair Value
Mutual funds	\$ 9,288,980	\$ 10,768,469	\$ 5,220,546	\$ 6,702,005
International mutual funds	3,254,844	3,276,775	2,664,838	2,542,290
Common stock	3,223,315	3,491,690	2,576,124	3,017,236
Bond funds	12,368,184	12,763,860	15,118,856	15,136,942
	<u>\$ 28,135,323</u>	\$ 30,300,794	\$ 25,580,364	\$ 27,398,473

(5) INCOME TAX STATUS

The Plan obtained its latest determination letter in September 2014, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

(5) INCOME TAX STATUS - Continued

There were no uncertain tax positions identified related to the current year and the Plan has no unrecognized tax benefits at September 30, 2016 and 2015 for which liabilities have been established. The Plan recognizes interest and penalties, if any, related to unrecognized tax benefits as a component of income tax expense. The tax years that remain open for federal and major state income tax jurisdictions are 2012 and forward.

GREENWOOD LEFLORE HOSPITAL PENSION PLAN SCHEDULE OF CHANGES IN THE NET PENSION LIABILITY AND RELATED RATIOS Years ended September 30, 2016, 2015 and 2014

	2016	2015	2014
Total pension liability:			
Interest	\$ 3,384,889	\$ 3,384,889	\$ 3,030,853
Differences between expected and actual			
experience	(294,088)	68,042	(65,094)
Changes of assumptions	(1,336,081)	-	4,640,010
Benefit payments, including refunds of member			
contributions	(2,053,702)	(1,965,618)	(1,832,511)
Net change in total pension liabilty	(298,982)	1,487,313	5,773,258
Total pension liability- beginning	46,368,349	44,881,035	39,107,777
Total pension liability- ending (a)	\$ 46,069,367	\$ 46,368,349	\$ 44,881,035
Plan fiduciary net position:			
Contributions - employer	\$ 1,394,632	\$ 2,518,920	\$ 1,044,189
Net investment income	2,229,987	106,191	2,125,949
Benefit payments, including refunds of member			
contributions	(2,053,702)	(1,965,617)	(1,832,511)
Administrative expenses	(78,352)	(88,388)	(96,385)
Net change in plan fiduciary net position	1,492,565	571,106	1,241,242
	20.120.200	20.540.402	27.22 (0.51
Plan fiduciary, net position - beginning	29,139,299	28,568,193	27,326,951
Plan fiduciary, net position - ending (b)	\$ 30,631,864	\$ 29,139,299	\$ 28,568,193
Net pension liability - ending (a) - (b)	\$ 15,437,503	\$ 17,229,050	\$ 16,312,842
reception natinty ending (a) (b)	·	<u> </u>	· / /
Plan fiduciary net position as a percentage			
of the total pension liability	66.5%	62.8%	63.7%
•			

Notes to Schedule:

Changes of assumptions. The September 30, 2014 results reflect updated mortality table and interest rate assumptions that were adopted by the employer, effective September 30, 2014.

This schedule is presented to illustrate the requirements to show information for 10 years. However, until a full 10-year trend is compiled, pension plans should present this information for those years for which information is available.

See Independent Auditors' Report.

GREENWOOD LEFLORE HOSPITAL PENSION PLAN SCHEDULE OF CONTRIBUTIONS

Years Ended September 30, 2016, 2015 and 2014

	2016	2015	2014
Actuarial determined contribution Contributions in relation to the actuarially	\$ 1,394,632	\$ 1,458,037	\$ 1,059,862
determined contribution *	1,394,632	1,458,037	1,059,862
Contribution deficiency (excess)	<u> </u>	\$ -	\$ -
Covered - employee payroll	N/A	N/A	N/A
Contributions as a percentage of covered-employee payroll	N/A	N/A	N/A

Notes to Schedule:

*The contribution for the 2013-2014 plan year (\$1,059,862) was contributed during the 2014-2015 plan year. The contribution for the 2014-2015 plan year (\$1,458,037) was also contributed during the 2014-2015 plan year. It is the employer's intent that future contributions will be made before the end of each given plan year.

Methods and assumptions used to determine contribution rates:

Actuarial cost method Entry age
Amortization method Level dollar
Remaining amortization period 30 years

Asset valuation method Fair Market Value

Inflation Not applicable (benefits are frozen)
Salary increases Not applicable (benefits are frozen)
Investment rate of return 7.30 percent, compounded annually

attainment of normal retirement age.

Mortality

The mortality table was changed from the RP-2014
Blue Collar, Separate Pre- and PostCommencement, with separate male and female
tables, fully generational using projections Scale
MP-2014 to the RP-2014 Blue Collar, Separate Preand Post-Commencement, with separate male and
female tables, fully generational using projections

Scale MP-2016.

This schedule is presented to illustrate the requirements to show information for 10 years. However, until a full 10-year trend is compiled, pension plans should present this information for those years for which information is available.

See Independent Auditors' Report.

GREENWOOD LEFLORE HOSPITAL PENSION PLAN SCHEDULE OF INVESTMENT RETURNS

Years ended September 30, 2016, 2015 and 2014

	2016	2015	2014
Annual money-weighted rate of return,			
net of investment expense	7.91%	0.37%	7.91%

Notes to Schedule:

The annual money-weighted rate of return is based on monthly cash flows on pension plan investments, net of pension plan investment expense.

This schedule is presented to illustrate the requirements to show information for 10 years. However, until a full 10-year trend is compiled, pension plans should present this information for those years for which information is available.

See Independent Auditors' Report.