

Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital

Independent Auditor's Report and Consolidated Financial Statements

December 31, 2024 and 2023

Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital

Contents

December 31, 2024 and 2023

Independent Auditor's Report.....	1
Consolidated Financial Statements	
Balance Sheets	3
Statements of Income	4
Statements of Comprehensive Income.....	5
Statements of Members' Equity	6
Statements of Cash Flows	7
Notes to Financial Statements	8

Independent Auditor's Report

Board of Directors
Indiana Orthopaedic Hospital, LLC
d/b/a OrtholIndy Hospital
Indianapolis, Indiana

Opinion

We have audited the consolidated financial statements of Indiana Orthopaedic Hospital, LLC d/b/a OrtholIndy Hospital, which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the related consolidated statements of income, comprehensive income, members' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of OrtholIndy Hospital as of December 31, 2024 and 2023, and the consolidated results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are required to be independent of OrtholIndy Hospital 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 opinion.

Responsibilities of Management for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated 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 consolidated 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 OrtholIndy Hospital'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 consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about OrtholIndy Hospital'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.

Forvis Mazars, LLP

Indianapolis, Indiana
March 6, 2025

**Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital
Consolidated Balance Sheets
December 31, 2024 and 2023**

	2024	2023
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 9,176,864	\$ 8,394,616
Patient accounts receivable	32,738,289	29,068,506
Supplies	914,747	899,043
Prepaid expenses and other	836,324	2,117,511
Total current assets	<u>43,666,224</u>	<u>40,479,676</u>
Property and Equipment, at cost, and Right-of-Use Assets - Finance Leases		
Land and land improvements	4,574,669	4,574,669
Buildings and improvements	74,533,539	74,305,204
Equipment	55,319,159	46,216,124
	<u>134,427,367</u>	<u>125,095,997</u>
Less accumulated depreciation and amortization	52,003,791	44,334,202
	<u>82,423,576</u>	<u>80,761,795</u>
Other Assets		
Investment in joint venture	3,315,772	3,537,978
Right-of-use assets - operating leases	38,933,269	33,398,232
Interest rate swap asset	98,864	108,440
Other	69,083	69,083
Total other assets	<u>42,416,988</u>	<u>37,113,733</u>
Total assets	<u><u>\$ 168,506,788</u></u>	<u><u>\$ 158,355,204</u></u>
LIABILITIES AND MEMBERS' EQUITY		
Current Liabilities		
Accounts payable	\$ 10,287,367	\$ 10,154,785
Accrued expenses	5,973,349	5,119,403
Current maturities of long-term debt	4,745,917	2,360,563
Current portion of lease liabilities - operating leases	7,317,284	6,445,641
Current portion of lease liabilities - finance leases	2,488,473	2,460,508
Total current liabilities	<u>30,812,390</u>	<u>26,540,900</u>
Long-Term Liabilities		
Long-term portion of debt	14,185,998	7,221,959
Long-term portion of lease liabilities - operating leases	32,438,220	27,362,599
Long-term portion of lease liabilities - finance leases	56,665,976	58,973,873
Interest rate swap liability	10,260	-
Total long-term liabilities	<u>103,300,454</u>	<u>93,558,431</u>
Total liabilities	<u><u>134,112,844</u></u>	<u><u>120,099,331</u></u>
Members' Equity		
Total liabilities and members' equity	<u><u>\$ 168,506,788</u></u>	<u><u>\$ 158,355,204</u></u>

**Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital
Consolidated Statements of Income
Years Ended December 31, 2024 and 2023**

	2024	2023
Operating Revenues		
Patient service revenue	\$ 213,408,255	\$ 214,903,562
Other revenue	2,836,234	2,730,133
Total operating revenues	<u>216,244,489</u>	<u>217,633,695</u>
Operating Expenses and Losses		
Salaries and wages	43,561,105	39,954,012
Employee benefits	8,808,868	8,233,065
Purchased services and professional fees	10,574,130	9,422,464
Medical supplies and pharmaceuticals	48,669,697	46,676,702
Facility expense	15,425,915	12,806,003
Management fees	17,390,678	16,857,365
Depreciation and amortization	8,458,220	7,411,929
Interest	2,983,452	2,590,636
Provider hospital assessment fee	2,519,056	2,827,946
Other expenses	4,940,147	4,930,323
Total operating expenses and losses	<u>163,331,268</u>	<u>151,710,445</u>
Operating Income	52,913,221	65,923,250
Equity in net income (loss) from joint venture investment - equity method	<u>(192,494)</u>	<u>173,161</u>
Net Income	<u><u>\$ 52,720,727</u></u>	<u><u>\$ 66,096,411</u></u>

**Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital
Consolidated Statements of Comprehensive Income
Years Ended December 31, 2024 and 2023**

	2024	2023
Net Income	\$ 52,720,727	\$ 66,096,411
Other Comprehensive Income		
Change in fair value of interest rate swap agreements	(19,836)	108,440
Comprehensive Income	<u><u>\$ 52,700,891</u></u>	<u><u>\$ 66,204,851</u></u>

**Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital
 Consolidated Statements of Members' Equity
 Years Ended December 31, 2024 and 2023**

Balance, January 1, 2023	\$ 44,973,137
Net income	66,096,411
Change in fair value of interest rate swap agreements	108,440
Membership units issued	203,780
Membership units redeemed	(480,000)
Distributions to members	<u>(72,645,895)</u>
Balance, December 31, 2023	38,255,873
Net income	52,720,727
Change in fair value of interest rate swap agreements	(19,836)
Membership units redeemed	(767,200)
Distributions to members	<u>(55,795,620)</u>
Balance, December 31, 2024	<u>\$ 34,393,944</u>

**Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital
Consolidated Statements of Cash Flows
Years Ended December 31, 2024 and 2023**

	2024	2023
Operating Activities		
Comprehensive income	\$ 52,700,891	\$ 66,204,851
Items not requiring (providing) cash		
Depreciation and amortization	8,458,220	7,411,929
Noncash operating lease expense	7,348,785	6,439,769
Gain on sale of property and equipment	-	(351,890)
Gain on lease termination	-	(340,935)
Equity in net (income) loss from joint venture investment - equity method	192,494	(173,161)
Change in fair value of interest rate swap agreements	19,836	(108,440)
Changes in		
Patient accounts receivable	(3,669,783)	2,699,155
Supplies, prepaid expenses, and other current assets	1,265,483	(405,349)
Accounts payable and accrued expenses	817,422	576,861
Operating lease liabilities	(6,936,558)	(6,262,140)
Net cash provided by operating activities	<u>60,196,790</u>	<u>75,690,650</u>
Investing Activities		
Proceeds from sale of property and equipment	-	754,317
Purchase of property and equipment	(9,797,851)	(6,804,545)
Contributions to joint venture investment	(156,000)	-
Distributions from joint venture investment	185,712	47,581
Net cash used in investing activities	<u>(9,768,139)</u>	<u>(6,002,647)</u>
Financing Activities		
Draws on line of credit	4,000,000	-
Payments on line of credit	(4,000,000)	-
Borrowings on long-term obligations	12,466,858	3,069,461
Principal payments under long-term obligations	(3,117,465)	(2,091,163)
Principal payments on finance lease liabilities	(2,432,976)	(2,401,002)
Distributions to members	(55,795,620)	(72,645,895)
Issuance of membership units	-	203,780
Redemption of membership units	(767,200)	(480,000)
Net cash used in financing activities	<u>(49,646,403)</u>	<u>(74,344,819)</u>
Increase (Decrease) in Cash and Cash Equivalents	782,248	(4,656,816)
Cash and Cash Equivalents, Beginning of Year	8,394,616	13,051,432
Cash and Cash Equivalents, End of Year	\$ 9,176,864	\$ 8,394,616
Supplemental Cash Flows Information		
Interest paid	\$ 2,983,452	\$ 2,590,636
Property and equipment purchases included in accounts payable	1,036,319	867,213
Operating lease liabilities incurred for right-of-use assets, during year	12,883,822	16,044,841
Finance lease liabilities incurred for right-of-use assets, during year	153,044	-

**Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital
Notes to Consolidated Financial Statements
December 31, 2024 and 2023**

Note 1. Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital (Hospital) primarily earns revenues by providing inpatient and outpatient musculoskeletal and related surgical services to patients in the greater Indianapolis, Indiana area.

NNS, LLC was formed for the purpose to own, manage, invest, develop, lease and otherwise deal in real property.

Principles of Consolidation

The consolidated financial statements include the accounts of Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital and NNS, LLC, collectively referred to as the Hospital. All material inter-organizational accounts and transactions have been eliminated in consolidation.

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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

OrthoIndy Hospital considers liquid investments with original maturities of three months or less to be cash equivalents. At December 31, 2024 and 2023, cash equivalents consisted primarily of money market accounts with brokers.

In 2023, the Hospital opened an insured cash sweep (ICS) account. The ICS account is designed to diversify cash balances across a variety of insured financial institutions, with no single institution holding Hospital cash in excess of the federally insured limit of \$250,000, as a means to mitigate exposure risk. Due to the timing of member distributions scheduled for January 2025, which are paid separately from the ICS account, the Hospital's cash accounts exceeded federally insured limits by approximately \$4,600,000 at December 31, 2024. However, for a substantial portion of 2024, management believes it has actively monitored and managed balances in the ICS account to minimize the Hospital's exposure risk associated with cash balances exceeding federally insured limits.

Patient Accounts Receivable

Patient accounts receivable reflect the outstanding amount of consideration to which the Hospital expects to be entitled in exchange for providing patient care. These amounts are due from patients, third-party payors (including health insurers and government programs) and others. As a service to the patient, the Hospital bills third-party payors directly and bills the patient when the patient's responsibility for co-pays, coinsurance and deductibles is determined. Patient accounts receivable are due in full when billed.

**Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital
Notes to Consolidated Financial Statements
December 31, 2024 and 2023**

Contract Assets and Liabilities

Amounts related to health care services provided to patients which have not been billed and that do not meet the conditions of an unconditional right to payment at the end of the reporting period are contract assets. Contract assets consist primarily of health care services provided to patients who are still receiving inpatient care in the Hospital at the end of the year. Contract assets are included in patient accounts receivable on the consolidated balance sheets.

Amounts received related to health care services that have not yet been provided to patients are contract liabilities. Contract liabilities consist of payments made by patients and third-party payors for services not yet performed. At December 31, 2024 and 2023, the Hospital has no contract liabilities.

Supplies

The Hospital states supply inventories at the lower of cost, determined using the first-in, first-out (FIFO) method or net realizable value.

Property and Equipment and Right-of-Use Assets - Finance Leases

Property and equipment are stated at cost and are depreciated on a straight-line basis over the estimated useful life of each asset. Assets under finance lease arrangements and leasehold improvements are depreciated over the shorter of the estimated useful life or lease term. The following estimated useful lives are being used by the Hospital:

Buildings and leasehold improvements	5 to 40 years
Equipment	2 to 20 years

For the years ended December 31, 2024 and 2023, respectively, net right-of-use assets under finance leases of approximately \$53.0 million and \$56.4 million are included as part of property and equipment.

At December 31, 2024, the Hospital has \$116,663 and \$919,656 of costs related to construction in progress included within buildings and improvements and equipment, respectively. At December 31, 2023, the Hospital has \$867,213 of costs related to construction in progress included within equipment.

Long-Lived Asset Impairment

The Hospital evaluates the recoverability of the carrying value of long-lived assets whenever events or circumstances indicate the carrying amount may not be recoverable. If a long-lived asset is tested for recoverability and the undiscounted estimated future cash flows expected to result from the use and eventual disposition of the asset is less than the carrying amount of the asset, the asset cost is adjusted to fair value and an impairment loss is recognized as the amount by which the carrying amount of a long-lived asset exceeds its fair value.

No asset impairment was recognized during the years ended December 31, 2024 and 2023.

Investment in Joint Venture

The Hospital's investment in a 25% owned affiliate, HP III Indianapolis, LLC, is accounted for using the equity method.

Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

Patient Service Revenue

Patient service revenue is recognized as the Hospital satisfies performance obligations under its contracts with patients. Patient service revenue is reported at the estimated transaction price or amount that reflects the consideration to which the Hospital expects to be entitled in exchange for providing patient care. The Hospital determines the transaction price based on standard charges for goods and services provided, reduced by contractual adjustments provided to third-party payors, discounts provided to uninsured patients in accordance with the Hospital's policies and implicit price concessions provided to uninsured patients.

The Hospital determines its estimates of explicit price concessions, which represent adjustments and discounts based on contractual agreements, its discount policies and historical experience by payor groups. The Hospital determines its estimate of implicit price concessions based on its historical collection experience by classes of patients. The estimated amounts also include variable consideration for retroactive revenue adjustments due to settlement of audits, reviews and investigations by third-party payors.

Charity Care

The Hospital provides care without charge or at amounts less than its established rates to patients meeting certain criteria under its charity care policy. Because the Hospital does not pursue collection of amounts determined to qualify as charity care, these amounts are not reported as patient service revenue. Charges excluded from revenue under the Hospital's charity care policy were \$570,920 and \$915,926 for 2024 and 2023, respectively. Total cost for these charges based on the Hospital's overall cost-to-charge ratio was approximately \$142,000 and \$232,000 for 2024 and 2023, respectively.

Estimated Malpractice Costs

The Hospital recognizes an accrual for claim liabilities based on estimated ultimate losses and costs associated with settling claims and a receivable to reflect the estimated insurance recoveries, if any. Malpractice claims are described more fully later in these notes.

Income Taxes

The Hospital is organized as a pass-through limited liability company under the Internal Revenue Code. As such, the Hospital is not taxed at the entity level, and income is passed through to the members of the Hospital. Accordingly, the Hospital does not recognize income taxes in the accompanying consolidated financial statements.

Note 2. Joint Venture Investment

In January 2020, 1260 IP Med, LLC, which was a wholly owned subsidiary of the Hospital prior to being dissolved in January 2020, acquired certain real estate from an unrelated third party at the Hospital's South Campus for approximately \$51,800,000. This real estate was being leased by the Hospital through the point of acquisition. Simultaneous with the real estate acquisition, the Hospital entered into a Membership Interest Purchase and Sale Agreement whereby the Hospital's interest in 1260 IP Med, LLC was sold to HP III Indianapolis, LLC (HP III) for \$15,500,000 (\$3,800,000 paid by the Hospital and \$11,700,000 paid by the 75% owner of the joint venture) in exchange for a 25% interest in HP III. Funding for the series of transactions was provided by a loan from the 75% owner of HP III, as well as equity contributions from both owners of HP III.

**Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital
Notes to Consolidated Financial Statements
December 31, 2024 and 2023**

In connection with the series of transactions described above, the Hospital entered into a master lease agreement with HP III, which requires annual payments ranging from approximately \$4,200,000 (current) to \$5,200,000 (during final year), through February 2041. The master lease provides for annual inflationary rent adjustments. The master lease is accounted for as a finance lease in accordance with FASB ASC 842, *Leases*.

The Hospital also entered into a sublease with Orthopaedics-Indianapolis, Inc. (OI), a related party of the Hospital through ownership (further described in Note 11). The sublease includes initial monthly rent of approximately \$115,000, which can be adjusted based upon square footage utilized by OI. The term of the sublease coincides with the master lease agreement described above.

Note 3. Patient Service Revenue

Patient care service revenue is reported at the amount that reflects the consideration to which the Hospital expects to be entitled in exchange for providing patient care. These amounts are due from patients, third-party payors (including health insurers and government programs) and others and includes variable consideration for retroactive revenue adjustments due to settlement of audits, reviews and investigations. Generally, the Hospital bills the patients and third-party payors several days after the services are performed or the patient is discharged from the facility, and patient accounts receivable are due in full when billed. Revenue is recognized as performance obligations are satisfied.

Performance Obligations

Performance obligations are determined based on the nature of the services provided by the Hospital. Revenue for performance obligations satisfied over time is recognized based on actual charges incurred in relation to total expected or actual charges. The Hospital believes that this method provides a faithful depiction of the transfer of services over the term of the performance obligation based on the inputs needed to satisfy the obligation. Generally, performance obligations satisfied over time relate to patients in the Hospital receiving inpatient acute care services or patients receiving services in its outpatient centers. The Hospital measures the performance obligation from inpatient admission, or the commencement of an outpatient service, to the point when it is no longer required to provide services to that patient, which is generally at the time of discharge or completion of the outpatient services. Revenue for performance obligations satisfied at a point in time is generally recognized when goods are provided to its patients and customers in a retail setting (for example, pharmaceuticals and medical equipment) and the Hospital does not believe it is required to provide additional goods related to the patient.

Transaction Price

The Hospital determines the transaction price based on standard charges for goods and services provided, reduced by contractual adjustments provided to third-party payors, discounts provided to uninsured patients in accordance with the Hospital's policy and implicit price concessions provided to uninsured patients. The Hospital determines its estimates of contractual adjustments and discounts based on contractual agreements, its discount policies and historical experience. The Hospital determines its estimate of implicit price concessions based on its historical collection experience with this class of patients.

Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

Third-Party Payors

Agreements with third-party payors typically provide for payments at amounts less than established charges. A summary of the payment arrangements with major third-party payors follows:

Medicare. Certain inpatient acute care services are paid at prospectively determined rates per discharge based on clinical, diagnostic and other factors. Certain services are paid based on cost-reimbursement methodologies subject to certain limits. Outpatient services are paid using prospectively determined rates. These rates vary according to a patient classification system that is based on clinical, diagnostic and other factors.

Medicaid. Reimbursements for Medicaid services are generally paid at prospectively determined rates per discharge, per occasion of service or per covered member. These rates vary according to a patient classification system that is based on clinical diagnostic and other factors.

Other. Payment agreements with certain commercial insurance carriers, health maintenance organizations and preferred provider organizations provide for payment using prospectively determined rates per discharge, discounts from established charges and prospectively determined daily rates.

Laws and regulations concerning government programs, including Medicare and Medicaid, are complex and subject to varying interpretation. As a result of investigations by governmental agencies, various health care organizations have received requests for information and notices regarding alleged noncompliance with those laws and regulations, which, in some instances, have resulted in organizations entering into significant settlement agreements. Compliance with such laws and regulations may also be subject to future government review and interpretation, as well as significant regulatory action, including fines, penalties, and potential exclusion from the related programs. There can be no assurance that regulatory authorities will not challenge the Hospital's compliance with these laws and regulations, and it is not possible to determine the impact (if any) such claims or penalties would have upon the Hospital. In addition, the contracts the Hospital has with commercial payors also provide for retroactive audit and review of claims.

Pursuant to Indiana Code (IC) 16-21-10, the State of Indiana operates a hospital assessment fee (HAF) program. The HAF is assessed by Indiana's Family and Social Services Administration (FSSA), of which proceeds are used to assist with the funding of the Medicaid program. The annual HAF assessment is subject to retroactive rate setting by FSSA. Total fees incurred by the Hospital under the program approximated \$2,519,000 and \$2,828,000 for the years ended December 31, 2024 and 2023, respectively.

Settlements with third-party payors for retroactive adjustments due to audits, reviews or investigations are considered variable consideration and are included in the determination of the estimated transaction price for providing patient care. These settlements are estimated based on the terms of the payment agreement with the payor, correspondence from the payor and the Hospital's historical settlement activity, including an assessment to ensure that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the retroactive adjustment is subsequently resolved. Estimated settlements are adjusted in future periods as adjustments become known based on newly available information or as years are settled or are no longer subject to such audits, reviews, and investigations. Adjustments arising from a change in the transaction price related to settlements of prior fiscal years' cost reports, Medicaid settlements, and the disposition of other payor audits were not significant in 2024 or 2023.

Refund Liabilities

From time to time, the Hospital will receive overpayments of patient balances from third-party payors or patients resulting in amounts owed back to either the patients or third-party payors. These amounts are excluded from revenues and are recorded as liabilities until they are refunded. As of December 31, 2024 and 2023, the Hospital has a liability for refunds to third-party payors and patients included on the consolidated balance sheets as accounts payable of approximately \$283,000 and \$113,000, respectively.

Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

Patient and Uninsured Payors

The Hospital has determined it has provided implicit price concessions to uninsured patients and patients with other uninsured balances, such as copays and deductibles. The implicit price concessions included in estimating the transaction price represent the difference between amounts billed to patients and the amounts the Hospital expects to collect based on its collection history with those patients.

Patients who meet the Hospital's criteria for charity care are provided care without charge or at amounts less than established rates. Such amounts determined to qualify as charity care are not reported as revenue.

Generally, patients who are covered by third-party payors are responsible for related deductibles and coinsurance, which vary in amount. The Hospital also provides services to uninsured patients and offers those uninsured patients a discount, either by policy or law, from standard charges. The Hospital estimates the transaction price for patients with deductibles and coinsurance and from those who are uninsured based on historical experience and current market conditions. The initial estimate of the transaction price is determined by reducing the standard charge by any contractual adjustments, discounts and implicit price concessions based on historical collection experience.

Subsequent changes to the estimate of the transaction price are generally recorded as adjustments to patient care service revenue in the period of the change. Subsequent changes that are determined to be the result of an adverse change in the patient's ability to pay are recorded as bad debt expense.

For the years ended December 31, 2024 and 2023, the Hospital recognized revenue of approximately \$4,000,000 and \$1,000,000, respectively, for performance obligations satisfied in prior years, related to cash collections in excess of patient accounts receivable.

Revenue Composition

The Hospital has determined that the nature, amount, timing and uncertainty of revenue and cash flows are affected by the following factors:

- Payors (for example, Medicare, Medicaid, managed care or other insurance, patient) have different reimbursement and payment methodologies
- Length of patient's service or episode of care
- Geography of the service location
- Method of reimbursement
- Hospital's line of business that provided the service (for example, hospital inpatient, hospital outpatient, outpatient therapy, etc.)

For the years ended December 31, 2024 and 2023, the Hospital recognized all of its revenue for goods and services transferred to the patient over time. Revenue for performance obligations satisfied over time is recognized based on actual charges incurred in relation to total expected or actual charges. The Hospital believes that this method provides a faithful depiction of the transfer of services over the term of the performance obligation based on the inputs needed to satisfy the obligation. Generally, performance obligations satisfied over time relate to patients in the Hospital receiving inpatient acute care services or patients receiving services in its outpatient centers. The Hospital measures the performance obligation from inpatient admission, or the commencement of an outpatient service, to the point when it is no longer required to provide services to that patient, which is generally at the time of discharge or completion of the outpatient services.

Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

The Hospital has also entered into payment agreements with certain commercial insurance carriers, health maintenance organizations and preferred provider organizations. The basis for payment to the Hospital under these agreements includes prospectively determined rates per discharge, discounts from established charges and prospectively determined daily rates. Approximately 32% and 26% of the Hospital's receivables are due from a single commercial insurance carrier for the years ended December 31, 2024 and 2023, respectively.

The composition of patient service revenue recognized over time by primary payor for the years ended December 31, was:

	2024	2023
Medicaid	\$ 5,770,025	\$ 6,527,997
Medicare	52,239,459	52,559,927
Other third-party payors and self-pay	<u>155,398,771</u>	<u>155,815,638</u>
 Total	 <u>\$ 213,408,255</u>	 <u>\$ 214,903,562</u>

Contract Balances

Contract assets consist primarily of health care services provided to patients who are still receiving inpatient care in the Hospital at the end of the year. Contract assets are included within patient accounts receivable and billed when the rights become unconditional.

Significant changes in contract assets are as follows:

	2024	2023
Balance, beginning of year	\$ 7,200,000	\$ 7,700,000
Effects of		
Transferred to receivables from contract assets recognized at the beginning of the year	(7,200,000)	(7,700,000)
Revenue recognized on contracts in process as of the end of the year	<u>9,300,000</u>	<u>7,200,000</u>
 Balance, end of year	 <u>\$ 9,300,000</u>	 <u>\$ 7,200,000</u>

Contract liabilities represent the Hospital's obligation to provide services to patients when consideration has already been received from the patient or a third-party payor. The Hospital had no contract liabilities at December 31, 2024 and 2023.

The following table provides information about the Hospital's receivables from contracts with patients:

	2024	2023
Accounts receivable, net of contract assets, beginning of year	\$ 21,868,506	\$ 24,067,661
Accounts receivable, net of contract assets, end of year	23,438,289	21,868,506

**Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital
Notes to Consolidated Financial Statements
December 31, 2024 and 2023**

Financing Component

The Hospital has elected the practical expedient allowed under FASB ASC 606-10-32-18 and does not adjust the promised amount of consideration from patients and third-party payors for the effects of a significant financing component due to the Hospital's expectation that the period between the time the service is provided to a patient and the time that the patient or a third-party payor pays for that service will be one year or less. However, the Hospital does, in certain instances, enter into payment agreements with patients that allow payments in excess of one year. For those cases, the financing component is not deemed to be significant to the contract.

Note 4. Concentration of Credit Risk

The Hospital grants credit without collateral to its patients, most of which are area residents and are insured under third-party payor agreements. The mix of net receivables from patients and third-party payors at December 31, 2024 and 2023 is:

	2024	2023
Medicaid	2%	1%
Medicare	14%	14%
Other third-party payors	73%	72%
Self-pay	11%	13%
 Total	 100%	 100%

At December 31, 2024 and 2023, an immaterial amount of uninsured patient accounts receivable is included in self-pay.

Note 5. Limited Liability Company

The Hospital is organized as an Indiana limited liability company and is owned by four classes of units and members, referred to as Classes A, B, C and D.

Effective January 1, 2013, and through subsequent amendments, the Hospital's individual Class A and Class B members, which are more fully described below, entered into an agreement with OI. The terms of the agreements provided that the Class A and Class B individual members exchanged their units of the Hospital for additional shares of OI, thereby, resulting in OI becoming the majority member in the Hospital. In connection with this agreement, the Hospital amended its Operating Agreement permitting the exchange of units and permitting OI to become a Class A member of the Hospital. The Hospital's Amended and Restated Operating Agreement also permits an additional entity, APM Holdings, LLC, to become a Class A member; total Class A shares represent approximately 78.42% of members' equity. The previous Class D member continues to own 20% as a Class C member. An irrevocable trust established by the Hospital owns a minority share as a Class D member, equal to approximately 1.58%.

Founding individual members of the Hospital continue to hold a founding member's interest approximating 4.56% profits interest in the Hospital as Class B members as set forth in the Amended and Restated Operating Agreement. Classes A and C vote their respective ownership interests, while Class B have certain reserve powers, as defined in the operating agreement. The Class D member does not have a vote.

Indiana Orthopaedic Hospital, LLC d/b/a OrtholIndy Hospital

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

The Class C member owns 20% of the Hospital's outstanding units and is entitled to a single vote equal to 20% interest in all of the Hospital's issues other than issues related to the issuance or redemption of Class A units or any of the Hospital's solely owned subsidiaries. Effective May 1, 2016, the Class C member acquired from Class A members a 20% profits interest attributed to the South Campus. The purchase of the profits interest of the South Campus required the Hospital's amended and restated Operating Agreement to prospectively provide for the change in pro-rata profit distribution. In connection with the purchase of the profits interest and the associated Amended and Restated Operating Agreement, the Hospital has certain call rights that provide the Hospital the right to repurchase the profits interest in the South Side Campus. Under the terms of the Class C units, for any reason, the Class C member may elect to require the Hospital to purchase the Class C units. Additionally, voting Class A members may elect to call the outstanding Class C units. Such transactions will be based upon the then fair market value, as defined in the operating agreement.

During the year ended December 31, 2024, the Hospital made distributions to members of approximately \$55.8 million and certain Class A shares were redeemed by members for \$767,200. During the year ended December 31, 2023, the Hospital made distributions to members of approximately \$72.6 million, certain Class A shares were redeemed by members for approximately \$480,000, and certain Class A shares were issued to members in exchange for approximately \$204,000.

NNS, LLC (NNS) was organized as a limited liability company and was formed in October 2008. Indiana Orthopaedic Hospital, LLC d/b/a OrtholIndy Hospital is the sole member of NNS with complete authority, power and discretion to manage and control the business affairs and properties of NNS, to make all decisions regarding those matters and to perform any and all other acts or activities customary or incident to the management of NNS's business. The Hospital holds 100 units of NNS.

Note 6. Medical Malpractice Coverage and Claims

The Hospital is a qualified health care provider under the *Indiana Medical Malpractice Act* and is fully insured under a claims-made policy on a fixed premium basis. The *Indiana Medical Malpractice Act* limits a qualified provider's liability for an occurrence to the amount of required insurance. The Indiana Patient Compensation Fund is liable for the excess up to an overall damage cap. Accounting principles generally accepted in the United States of America require a health care provider to accrue the expense of its share of malpractice claim costs, if any, for any reported and unreported incidents of potential improper professional service occurring during the year by estimating the probable ultimate costs of the incidents. Based upon the Hospital's claim experience, no such accrual has been made. It is reasonably possible that this estimate could change materially in the near term.

Note 7. Line of Credit

The Hospital is a party to a \$5,000,000 line of credit agreement, with a bank, which expires on July 24, 2025. Interest on the line of credit varies with the bank's prime rate. At December 31, 2024, the interest rate was 6.00% on the line of credit. At December 31, 2024 and 2023, the Hospital had no outstanding balance on the line of credit.

Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital
Notes to Consolidated Financial Statements
December 31, 2024 and 2023

Note 8. Long-Term Obligations

	2024	2023
Note payable to bank (A)	\$ 574,457	\$ 796,828
Note payable to bank (B)	1,250,530	1,384,502
Note payable to bank (C)	-	47,200
Note payable to bank (D)	206,287	515,718
Note payable to bank (E)	666,667	1,066,667
Note payable to bank (F)	834,717	1,360,493
Note payable to bank (G)	417,341	609,959
Note payable to bank (H)	618,955	824,956
Note payable to bank (I)	1,833,327	2,000,000
Note payable to bank (J)	781,197	976,199
Note payable to bank (K)	823,072	-
Note payable to bank (L)	4,960,195	-
Note payable to bank (M)	2,965,170	-
Note payable to bank (N)	3,000,000	-
Total long-term obligations	18,931,915	9,582,522
Less current maturities	4,745,917	2,360,563
	\$ 14,185,998	\$ 7,221,959

- (A) A promissory note payable in 60 monthly installments of \$14,156 plus variable rate interest of prime, less one percent. At December 31, 2024, this rate was 6.50%. The loan is secured by the Hospital's assets. The loan derived from draws made on the Hospital's equipment purchase line in December 2021 and April 2022 and was converted into a promissory note in August 2022. The promissory note matures in August 2027.
- (B) During 2019, the Hospital refinanced its outstanding promissory note. The amended and restated promissory note in the name of NNS is payable in monthly installments of \$11,164 and matures in May 2029. Interest is payable monthly at a rate equal to the secured overnight financing rate (SOFR), plus 1.25%. At December 31, 2024, this rate was approximately 5.65%. The loan is secured by certain real estate.

In September 2021, the Hospital entered into an interest rate swap agreement in association with this note (see Note 9). The intention of the swap is to effectively change the Hospital's variable interest rate on this note to a synthetic fixed rate. The swap became effective September 2023 and terminates in May 2029. Under the swap agreement, the Hospital pays interest at a fixed rate of 1.62% and receives interest based on a SOFR. Amounts are settled monthly.

- (C) A promissory note payable in 60 monthly installments of \$5,900 plus variable rate interest of prime, less one percent. The loan was secured by the Hospital's assets. The loan was originally a draw on the Hospital's equipment purchase line in 2019 and was converted into a promissory note in August 2019. The promissory note matured in August 2024.
- (D) A promissory note payable in 60 monthly installments of \$25,786 plus variable rate interest of prime, less one percent. At December 31, 2024, this rate was 6.50%. The loan is secured by the Hospital's assets. The loan was originally from draws on the Hospital's equipment purchase line in February 2020 and March 2020 and was converted into a promissory note in August 2020. The promissory note matures in August 2025.

Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

- (E) A promissory note payable in 60 monthly installments of \$33,333 plus variable rate interest of prime, less one percent. At December 31, 2024, this rate was 6.50%. The loan is secured by the Hospital's assets. The loan was originally from draws on the Hospital's equipment purchase line in November 2020 and June 2021 and was converted into a promissory note in August 2021. The promissory note matures in August 2026.
- (F) A promissory note, with an original principal amount of \$2,411,881, payable in 60 monthly installments of \$42,574, including interest at a fixed rate of 2.25%. The loan matures in August 2026 and is secured by the Hospital's assets.
- (G) An equipment financing arrangement with a bank, which initiated through an equipment line of credit note dated February 2021 and converted to a five-year term loan in February 2022. The Hospital made total draws of \$963,094 associated with this arrangement. The term loan matures in February 2027 and is payable in 60 monthly installments of approximately \$16,061, including interest at a variable rate of prime, less one percent. At December 31, 2024, this rate was 6.50%. The loan is secured by the medical equipment being financed.
- (H) A promissory note associated with equipment financing, with an original principal amount of \$1,069,461, payable in 60 monthly installments of \$20,023, including interest at a fixed rate of 4.61%. The loan matures in September 2027 and is secured by the equipment being financed.
- (I) A promissory note payable in 60 monthly installments of \$33,333 plus variable rate interest of prime, less one percent. At December 31, 2024, this rate was 6.50%. The loan is secured by the Hospital's assets. The loan derived from draws made on the Hospital's equipment purchase line in October 2023 and was converted into a promissory note in August 2024. The promissory note matures in August 2029.
- (J) A promissory note associated with equipment financing, with an original principal amount of \$1,069,461, payable in 60 monthly installments of \$20,635, including interest at a fixed rate of 5.83%. The loan matures in June 2028 and is secured by the equipment being financed.
- (K) A promissory note associated with equipment financing, with an original principal amount of \$1,033,424, payable in 60 monthly installments of \$20,318, including interest at a fixed rate of 6.60%. The loan matures in March 2029 and is secured by the equipment being financed.
- (L) A promissory note associated with equipment financing, with an original principal amount of \$5,425,153, payable in 60 monthly installments of \$106,880, including interest at a fixed rate of 6.69%. The loan matures in May 2029 and is secured by the equipment being financed.
- (M) A promissory note associated with equipment financing, with an original principal amount of \$3,008,282, payable in 60 monthly installments of \$58,428, including interest at a fixed rate of 6.11%. The loan matures in November 2029 and is secured by the equipment being financed.
- (N) A promissory note associated with equipment financing, with an original principal amount of \$3,000,000. Interest is payable monthly at a rate equal to the secured overnight financing rate (SOFR), plus 2.10%. At December 31, 2024, this rate approximated 6.50%. The note is payable in 60 monthly installments of \$50,847 beginning February 2025 and maturing January 2030. The loan is secured by the equipment being financed.

In January 2024, the Hospital entered into an interest rate swap agreement in association with this note (see Note 9). The intention of the swap is to effectively change the Hospital's variable interest rate on this note to a synthetic fixed rate. The swap terminates in January 2030. Under the swap agreement, the Hospital pays interest at a fixed rate of 6.26% and receives interest based on a SOFR. Amounts are settled monthly.

Indiana Orthopaedic Hospital, LLC d/b/a OrtholIndy Hospital
Notes to Consolidated Financial Statements
December 31, 2024 and 2023

Aggregate annual payments on long-term debt at December 31, 2024, are:

	Long-Term Debt
2025	\$ 4,745,917
2026	4,434,912
2027	3,662,343
2028	3,325,736
2029	<u>2,763,007</u>
Total debt	18,931,915
Less current maturities	<u>4,745,917</u>
Noncurrent portion	<u><u>\$ 14,185,998</u></u>

Note 9. Interest Rate Swap Agreements

Cash Flow Hedges

In September 2021, NNS entered into an interest rate swap agreement for a notional amount of \$1,417,995, which became effective September 21, 2023. The swap is a fixed rate payor swap that terminates in May 2029 and is amortized in coordination with the related promissory note. Under the agreement, OrtholIndy Hospital pays a fixed rate of 1.62% and receives a floating rate equal to SOFR, plus 1.25%. The fair value of the swap represents a receivable from the counterparty and is recorded as an asset of \$98,864 and \$108,440 as of December 31, 2024 and 2023, respectively. The change in the fair value of the swap is recorded on the consolidated statements of comprehensive income.

In January 2024, IOH entered into an interest rate swap agreement for a notional amount of \$3,000,000. The swap is a fixed rate payor swap that terminates in January 2030 and is amortized in coordination with the related promissory note. Under the agreement, OrtholIndy Hospital pays a fixed rate of 6.26% and receives a floating rate equal to SOFR, plus 2.10%. The fair value of the swap represents a payable to the counterparty and is recorded as a liability of \$10,260 as of December 31, 2024. The change in the fair value of the swap is recorded on the accompanying 2024 consolidated statement of comprehensive income.

The table below presents certain information regarding OrtholIndy Hospital's interest rate swap agreements at December 31:

	2024	2023
Fair value of interest rate swaps	\$ 88,604	\$ 108,440
Balance sheet location of fair value amount	Interest Rate Swap Asset & Liability	Interest Rate Swap Asset
Change in fair value of interest rate swaps	\$ (19,836)	\$ 108,440
Location of change in fair value	Other Comprehensive Income	Other Comprehensive Income

Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital

Notes to Consolidated Financial Statements

December 31, 2024 and 2023

Note 10. Leases

Accounting Policies

The Hospital determines if an arrangement is a lease or contains a lease at inception. Leases result in the recognition of right-of-use (ROU) assets and lease liabilities on the consolidated balance sheets. ROU assets represent the right to use an underlying asset for the lease term, and lease liabilities represent the obligation to make lease payments arising from the lease, measured on a discounted basis. The Hospital determines lease classification as operating or finance at the lease commencement date. Assets under finance leases are included in property and equipment in the consolidated balance sheets.

Under certain agreements, the Hospital directs the use of specific equipment and, therefore, controls the assets, in arrangements for which the Hospital also purchases supplies from the vendor. The equipment provided in these agreements is considered a lease component and is recognized as an embedded lease. For embedded leases, the Hospital accounts for the lease and nonlease components separately. The nonlease components consist of supply purchases and other services, as applicable. The Hospital allocates the consideration to the lease and nonlease components using their relative standalone values.

At lease inception, the lease liability is measured at the present value of the lease payments over the lease term. The ROU asset equals the lease liability adjusted for any initial direct costs, prepaid or deferred rent, and lease incentives. The Hospital uses the implicit rate when readily determinable. As most of the leases do not provide an implicit rate, the Hospital uses its incremental borrowing rate based on the information available at the commencement date to determine the present value of lease payments. Incremental borrowing rates used to determine the present value of lease payments were derived by reference to the Hospital's most recent borrowings adjusted to correspond to lease commencement or adoption dates.

The lease term may include options to extend or to terminate the lease that the Hospital is reasonably certain to exercise. Lease expense is generally recognized on a straight-line basis over the lease term.

The Hospital has elected not to record leases with an initial term of 12 months or less on the consolidated balance sheets. Lease expense on such leases is recognized on a straight-line basis over the lease term.

For building and real estate leases, in agreements which include certain nonlease components, the Hospital has also elected to account for nonlease components and the lease components to which they relate as a single lease component.

Nature of Leases

The Hospital has entered into the following lease arrangements:

Finance Leases

The Hospital's finance leases consist of real estate (described in Note 2), as well as clinical equipment for use in the Hospital's operations. The substantial majority of finance lease activity and balances pertain to the aforementioned real estate and building lease. As of December 31, 2024, the Hospital also has two finance leases for clinical equipment. Termination of the Hospital's finance leases generally are prohibited unless there is a violation under the lease agreement, or in the case of an embedded lease, termination may occur when established thresholds of supply purchases have been met.

In October 2023, the Hospital satisfied its purchase requirement related to an embedded lease for clinical equipment. As a result, title of the equipment was transferred to the Hospital, and the lease component of the agreement was terminated, resulting in a gain of approximately \$340,000, which is included in other operating revenue within the accompanying 2023 consolidated statement of income.

**Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital
Notes to Consolidated Financial Statements
December 31, 2024 and 2023**

Operating Leases

The Hospital leases administrative equipment, as well as buildings and real estate, that expire in various years through 2039. These leases generally require the Hospital to pay all executory costs (property taxes, maintenance and insurance). Certain leases contain renewal options covering future periods and are subject to escalating fee schedules, which generally range from a 1 to 2 percent increase each year. Termination of the Hospital's operating leases is generally prohibited unless there is a violation under the lease agreement.

Short-Term Leases

The Hospital leases certain equipment based on a seasonal or other short-term demands. The expected lease terms are less than 12 months.

All Leases

The Hospital has two active related-party leases, which are discussed in Note 12.

The Hospital's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

As of December 31, 2024, the Hospital has not entered into any additional operating and finance leases that have not yet commenced.

Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital
Notes to Consolidated Financial Statements
December 31, 2024 and 2023

Quantitative Disclosures

The lease cost and other required information for the years ended December 31, 2024 and 2023, are as follows:

	2024	2023
Lease cost		
Finance lease cost		
Amortization of right-of-use asset	\$ 3,515,931	\$ 3,677,284
Interest on lease liabilities	1,871,104	1,953,821
Operating lease cost	9,661,545	7,520,239
Short-term lease cost	80,194	248,594
Variable lease cost	5,477,743	4,810,143
Sublease income - Note 11	<u>(2,234,009)</u>	<u>(1,681,290)</u>
Total lease cost	<u><u>\$ 18,372,508</u></u>	<u><u>\$ 16,528,791</u></u>
Other information		
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from finance leases	\$ 1,871,104	\$ 1,953,821
Financing cash flows from finance leases	2,432,976	2,401,002
Operating cash flows from operating leases	9,661,545	7,520,239
Right-of-use assets obtained in exchange for new finance lease liabilities	153,044	-
Right-of-use assets obtained in exchange for new operating lease liabilities	12,883,822	16,044,841
Weighted-average remaining lease term		
Finance leases	16.1 years	17.1 years
Operating leases	10.6 years	8.8 years
Weighted-average discount rate		
Finance leases	3.1%	3.1%
Operating leases	6.4%	5.2%

**Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital
Notes to Consolidated Financial Statements
December 31, 2024 and 2023**

Future minimum lease payments and reconciliation to the consolidated balance sheets at December 31, 2024, are as follows:

	Finance Leases	Operating Leases
2025	\$ 4,286,871	\$ 9,689,685
2026	4,271,863	6,559,211
2027	4,335,446	3,451,464
2028	4,399,983	3,519,098
2029	4,462,738	3,581,202
Thereafter	<u>54,238,243</u>	<u>32,028,813</u>
Total future undiscounted lease payments	<u>75,995,144</u>	<u>58,829,473</u>
Less interest	<u>16,840,695</u>	<u>19,073,969</u>
Lease liabilities	<u><u>\$ 59,154,449</u></u>	<u><u>\$ 39,755,504</u></u>

Note 11. Lease Income

As discussed in Note 2, effective January 2020, the Hospital subleases a portion of the South Campus premises to OI, a related party, subject to the terms of the master lease agreement. The monthly payments can be adjusted based upon square footage utilized by the related party lessee.

Effective October 2023, the Hospital subleases a portion of a leased facility on the west side of Indianapolis to OI. The sublease includes initial monthly rent of approximately \$41,000, subject to inflationary increases of 2% each year. The term of the sublease coincides with the master lease agreement, which is 15 years.

Total lease income was \$2,234,009 and \$1,681,290 for the years ended December 31, 2024 and 2023, respectively.

Future minimum lease receipts at December 31, 2024, were:

2025	\$ 1,971,000
2026	2,003,000
2027	2,037,000
2028	2,069,000
2029	2,103,000
Thereafter	<u>22,189,000</u>
Future minimum lease receipts	<u><u>\$ 32,372,000</u></u>

**Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital
Notes to Consolidated Financial Statements
December 31, 2024 and 2023**

Note 12. Related Party Transactions

The Hospital and OI are related parties through OI's ownership of the Hospital. OI provides certain management, administrative and payroll related services for the Hospital. Amounts paid to OI for these services were \$10,746,845 and \$7,338,624 for the years ended December 31, 2024 and 2023, respectively. Reimbursed expenses and rental payments received from OI amounted to \$11,748,373 and \$10,333,445 for the years ended December 31, 2024 and 2023. Amounts due from and to OI are not significant as of December 31, 2024 and 2023.

OrthoIndy Enterprises, LLC (OE) is a related party through common ownership. The Hospital entered into a management services agreement with OE to provide management services, including certain management, administrative and payroll related services for an initial period of five years, renewing automatically for one-year terms unless terminated by either party. Amounts paid to OE for these services were \$18,618,116 and \$17,808,668 for the years ended December 31, 2024 and 2023, respectively. Reimbursed expenses from OE amounted to \$1,565,874 and \$1,382,076 for the years ended December 31, 2024 and 2023. Amounts due from and to OE are not significant as of December 31, 2024 and 2023.

The Hospital actively leases a medical office building on the north side of Indianapolis from OI Land Ventures II, LLC, a related party through common ownership. The lease commenced in October 2022 and expires in September 2032. The lease requires initial annual rental payments of approximately \$290,000, subject to inflationary increases of 2% each year.

The Hospital also actively leases a hospital outpatient facility on the north side of Indianapolis from OI Land Ventures III, LLC, a related party through common ownership. The lease commenced in February 2024 and expires in February 2039. The lease requires initial annual rental payments of approximately \$1,285,000, subject to inflationary increases of 2% each year.

The Hospital actively leases a facility on the west side of Indianapolis from OI Land Ventures II, LLC. The lease commenced in October 2023 and expires in September 2038. The lease requires initial annual rental payments of approximately \$1,580,000, subject to inflationary increases of 2% each year.

Through September 2023, the Hospital actively subleased a facility on the west side of Indianapolis from OI. When the sublease expired, it was replaced by the west side of Indianapolis lease discussed directly above.

In relation to these related party leases, in 2024 and 2023, the Hospital recognized lease expense of approximately \$3,490,000 and \$1,450,000, respectively. At December 31, 2024, the related party leases in combination amounted to an operating lease ROU asset of \$29,581,000, and an operating lease liability of \$30,133,000. At December 31, 2023, the related party leases in combination amounted to an operating lease ROU asset of \$18,300,000, and an operating lease liability of \$18,395,000.

The Hospital also subleases certain facilities to OI, as described in Note 11.

NNS, a consolidated entity of the Hospital, owns certain property the Hospital rents for its use. The intercompany rent has been eliminated in the consolidated financial statements.

Note 13. Pension Plan

In March 2007, the Hospital joined the retirement benefit plan of OI. The plan provides for a matching component for up to 6% of the employees' salary and also allows a discretionary profit-sharing contribution from the Hospital. Substantially all of the Hospital's full-time employees are covered by the plan. Pension expense in 2024 and 2023 was \$2,245,922 and \$2,225,785, respectively.

**Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital
Notes to Consolidated Financial Statements
December 31, 2024 and 2023**

Note 14. Commitments and Contingencies

Litigation

In the normal course of business, the Hospital is, from time to time, subject to allegations that may or do result in litigation. Some of these allegations are in areas not covered by the Hospital's commercial insurance; for example, allegations regarding employment practices or performance of contracts. The Hospital evaluates such allegations by conducting investigations to determine the validity of each potential claim. Based upon the advice of counsel, management records an estimate of the amount of ultimate expected loss, if any, for each of these matters. Events could occur that would cause the estimate of ultimate loss to differ materially in the near term.

Self-Insurance of Employee Health Claims

The Hospital pools its share of health insurance claims with OI, a related party. Any such accrual is included in the related party accrual described in Note 12.

Put Option

As described in Note 5, the Class C member has a right to put its ownership to the Hospital at fair market value, in accordance with terms outlined in the operating agreement.

Loan Guarantee

The Hospital guaranteed the repayment of a construction promissory note of OI Land Ventures III, LLC. The promissory note was issued in June 2022 for \$1.5 million, with an interest rate of SOFR plus 2.05%. The promissory note was scheduled to mature in June 2024. In April 2024, OI Land Ventures III, LLC paid the remaining balance of the promissory note in full. As of December 31, 2024, the Hospital has not guaranteed any other related party debt.

Note 15. Significant Estimates and Concentrations

Accounting principles generally accepted in the United States of America require disclosure of certain significant estimates and current vulnerabilities due to certain concentrations. Those matters include the following:

Variable Consideration

Estimates of variable consideration in determining the transaction price for patient care service revenue are described in Notes 1 and 3.

Malpractice Claims

Estimates related to the accrual for medical malpractice claims are described in Notes 1 and 6.

Admitting Physicians

The Hospital is served by a group of admitting and surgical physicians that comprise nearly 100% of the Hospital's patient service revenue. The physician group is a related party of the Hospital through ownership as described in Note 12.

Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital
Notes to Consolidated Financial Statements
December 31, 2024 and 2023

Note 16. Disclosures About Fair Value of Assets and Liabilities

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. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. The hierarchy comprises three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs supported by little or no market activity and that are significant to the fair value of the assets or liabilities

Recurring Measurements

The following table presents the fair value measurements of assets and liabilities recognized in the accompanying consolidated balance sheets measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2024 and 2023:

	Fair Value Measurements Using			
	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2024				
Assets				
Interest rate swap asset	\$ 98,864	\$ -	\$ 98,864	\$ -
Liabilities				
Interest rate swap liability	\$ 10,260	\$ -	\$ 10,260	\$ -
December 31, 2023				
Assets				
Interest rate swap asset	\$ 108,440	\$ -	\$ 108,440	\$ -

**Indiana Orthopaedic Hospital, LLC d/b/a OrthoIndy Hospital
Notes to Consolidated Financial Statements
December 31, 2024 and 2023**

Following is a description of the valuation methodologies and inputs used for assets and liabilities measured at fair value on a recurring basis and recognized in the accompanying consolidated balance sheets, as well as the general classification of such assets and liabilities pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2024.

Interest Rate Swaps

The fair value is estimated using forward-looking interest rate curves and discounted cash flows that are observable or can be corroborated by observable market data and, therefore, are classified within Level 2 of the valuation hierarchy.

Note 17. Subsequent Events

OI, a related party of the Hospital as detailed in Note 12, signed a letter of intent to acquire certain tangible assets and healthcare providers of a local entity specializing in orthopaedic services. As of audit issuance, the transaction is not final but has an estimated closing date of April 1, 2025. Given the Hospital's relationship with OI, should the acquisition become finalized, it may have a future impact on the Hospital's patient volumes, costs, and ownership structure.

Subsequent events have been evaluated through March 6, 2025, which is the date the consolidated financial statements were available to be issued.