SAN FRANCISCO HEALTH SERVICE SYSTEM
OTHER EMPLOYEE BENEFIT TRUST FUND

Financial Statements

June 30, 2017 and 2016

(With Independent Auditors' Report Thereon)

SAN FRANCISCO HEALTH SERVICE SYSTEM
OTHER EMPLOYEE BENEFIT TRUST FUND

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KPMG LLP
Suite 1400
55 Second Street
San Francisco, CA 94105

Independent Auditors' Report

Members of the Health Service Board,
The Honorable Mayor and Board of Supervisors
City and County of San Francisco:

Report on the Financial Statements

We have audited the accompanying financial statements of the Other Employee Benefit Trust Fund (the Trust) (also referred to as the Health Service System Trust Fund), managed by Health Service System (the System), a department of the City and County of San Francisco, California (the City), as of and for the year ended June 30, 2017 and 2016, and the related notes to the financial statements, which collectively comprise the System's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free 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 audit. We conducted our audit 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 audit to obtain reasonable assurance about whether the financial statements are free from 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 auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Other Employee Benefit Trust Fund, managed by Health Service System, a department of the City, as of June 30, 2017 and 2016, and the changes in financial position thereof for the years then ended in accordance with U.S. generally accepted accounting principles.

Emphasis of Matter

As discussed in note 1, the financial statements of the Trust are intended to present the financial position and the changes in the financial position of only that portion of the City that is attributable to the transactions of the Trust. They do not purport to, and do not, present fairly the financial position of the City as of June 30, 2017 and 2016, and the changes in its financial position for the years then ended, in conformity with U.S generally accepted accounting principles. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages 3-9 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 audit 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 Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated October 20, 2017 on our consideration of the System's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely 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 effectiveness of the System's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the System's internal control over financial reporting and compliance.

KPMG LLP

San Francisco, California
October 20, 2017

SAN FRANCISCO HEALTH SERVICE SYSTEM
OTHER EMPLOYEE BENEFIT TRUST FUND

Management's Discussion and Analysis

June 30, 2017 and 2016

The management of the San Francisco Health Service System (the System), a department of the City and County of San Francisco (the City), is pleased to provide this overview and analysis of the financial performance as of and for the fiscal years ended June 30, 2017 and 2016. We encourage readers to consider the information presented below in conjunction with the financial statements and notes, which follow.

The System is a department of the City that is reflected as an Other Employee Benefit Trust Fund (the Trust) (also referred to as the San Francisco Health Service System Trust Fund), in the City's Comprehensive Annual Financial Report (CAFR). The System is the primary purchaser and administrator of health, dental, and other non-retirement benefits for employees and retirees (and their respective eligible dependents) of the City, the San Francisco Unified School District, the San Francisco Community College District, and the San Francisco Superior Court. The System is governed by the Health Service Board (HSB) as described in note 1 to the financial statements.

Medical benefits during the fiscal years are provided to members of the System through three plan choices:

- City Health Plan (Preferred Provider Organization (PPO))
- Kaiser Foundation Health Plan (fully insured HMO)
- Blue Shield of California Plan (flex-funded plan with fully insured, capitated, and self-insured components)

Each of the above plan choices includes a vision benefit provided through Vision Service Plan (VSP). The City Health Plan, which includes medical and prescription drug benefits, is a self-insured indemnity plan, where the risk of loss due to claims in excess of revenues is borne by the Health Service System Trust Fund. The City Health Plan is administered by United HealthCare (UHC). The Kaiser HMO plan is a traditional, fully insured, external health maintenance organization, where the risk of loss due to excess claims for a given fiscal year is borne by the health maintenance organization. The Blue Shield of California Plan is a flex-funded plan. The flex-funded plan has a fully insured, capitated component for professional services provided in physician offices. Hospital and pharmacy services are self-insured, where the risk of loss due to claims in excess of revenues is borne by the Health Service System Trust Fund.

Dental benefits during the fiscal years are provided through three plan choices:

- Delta Dental (PPO)
- Delta Care (PMI, DMO)
- United Healthcare Dental (formerly known as Pacific Union) (DMO)

The Delta Dental plan provided to active employees is a self-insured indemnity plan, administered by Delta Dental. Similar to the City Health Plan, however, the risk of loss due to claims in excess of revenues is borne by the City and any other participating employers. The Delta Dental plan offered to retired employees is a fully insured plan, where the risk of loss for a given fiscal year is borne by Delta Dental. The Delta Care (PMI) dental plan and United Healthcare Dental plan are managed care dental plans and are fully insured with respect to both active and retired employees.

Overview of Financial Statements

The following discussion is intended to serve as an introduction to the Trust's financial statements, which consist of the statements of net position available for health benefits, the statements of changes in net position available for health benefits, and notes to financial statements.

- The statements of net position available for health benefits are a snapshot of account balances as of June 30, 2017 and 2016. These statements show assets, liabilities, and net position available for health benefits as of those dates.
- The statements of changes in net position available for health benefits show additions and deductions to the Trust's net position during the plan years ended June 30, 2017 and 2016.
- Notes to financial statements provide additional information that is essential to a full understanding of the numbers in the financial statements.

The financial statements and accompanying notes are presented in all material respects in accordance with the basis of accounting and accounting principles, as explained in note 2 to the financial statements. The Trust presents financial statements reflecting full accrual basis accounting.

Financial Analysis – Condensed Schedule of Net Position Available for Health Benefits

As of June 30, 2017, there was $72.5 million of net position available to meet future health care obligations. This compares to $68.6 million as of June 30, 2016 and $81.5 million as of June 30, 2015.

	2017	2016	2015	Dollar change (17 – 16)	Percent change (17 – 16)	Dollar change (16 – 15)	Percent change (16 – 15)
Total assets	$ 103,250,862	108,863,994	131,025,181	(5,613,132)	(5)%	$ (22,161,187)	(17)%
Total liabilities	30,724,781	40,260,796	49,495,424	(9,536,015)	(24)%	(9,234,628)	(19)%
Net position	$ 72,526,081	68,603,198	81,529,757	3,922,883	6%	$ (12,926,559)	(16)%

Fiscal Year 2017

The net position available for health benefits increased by $3.9 million in 2017. The components of the increases are:

- $9.2 million decrease in the City Health Plan net position was due to excess premium equivalents over claim costs of $1.6 million offset by claim stabilization, per HSB approved policy, of $10.8 million
- $6.9 million increase in the Blue Shield flex-funded plan net position was due to excess premium equivalents over claim costs of $2.1 million, and claim stabilization, per HSB approved policy, of $4.8 million
- $3.7 million increase in the dental plans net position was due to excess premium equivalents over claim costs of $5.5 million offset by claim stabilization, per HSB approved policy, of $1.8 million
- $0.8 million increase in administrative savings

- $0.5 million increase in flexible spending account contributions over claim reimbursements
- $1.2 million increase in Trust Fund interest income, performance guarantee penalties, and forfeitures.

Fiscal Year 2016

The net position available for health benefits decreased by $12.9 million in 2016. The components of the decrease are:

- $10.8 million decrease in the City Health Plan net position was due to excess claim costs over premium equivalents of $0.1 million, and $10.7 million in claim stabilization, per HSB approved policy
- $7.3 million decrease in the Blue Shield flex-funded plan net position was due to excess claim costs over premium equivalents of $4.6 million, premium credit of $4.4 million from the Blue Shield 2 Percent Profit Pledge offset by claim stabilization, per HSB approved policy, of $1.7 million
- $3.8 million increase in the dental plans net position was due to excess premium equivalents over claim costs of $4.4 million offset by claim stabilization, per HSB approved policy, of $0.6 million
- $0.2 million increase in Blue Shield fully insured and Kaiser plans net position was due to contract premium arrangements for new enrollees, termed members, and members eligible for Medicare
- $0.2 million increase in administrative savings
- $0.2 million decrease in flexible spending account contributions over claim reimbursements
- $1.2 million increase in Trust Fund interest income, performance guarantee penalties, and forfeitures.

Fiscal Year 2017

- Cash and investments held with the City Treasurer as of June 30, 2017 totaled $36.8 million compared to $87.6 million as of June 30, 2016, a decrease of 58.0 percent. The cash and investment balance fluctuates throughout the year depending on collections, claims, and timing of vendor payments. The monthly cash balance ranged between $36.8 million and $109.0 million during the year ended June 30, 2017. In addition, pursuant to the HSB Self-Insured Stabilization policy, $12.6 million was used to reduce 2016 and 2017 rates as described in note 7(b).
- Contributions receivable from employer increased from $17.1 million as of June 30, 2016 to $17.6 million as of June 30, 2017, a 3.1 percent increase. Contributions receivable from employees increased from $3.2 million, as of June 30, 2016 to $3.4 million as of June 30, 2017, a 6.7 percent increase. These increases are due to the timing of health premium collections.
- Prepaid and other assets increased from $0.9 million as of June 30, 2016 to $45.4 million as of June 30, 2017, a 4,924.5 percent increase. In 2016, prepaid and other assets included $0.5 million in prepayments to the health care providers for July 2016 health coverage, $0.1 million in pharmacy rebates and $0.3 million in performance guarantees. In 2017, prepaid and other assets included $41.5 million in prepayments made to the health care providers for July 2017 health coverage, $2.5 million from Blue Shield for a one time refund of the Health Insurance Tax, $1.3 million in

pharmacy rebates, and $0.1 million in performance guarantees as described in note 1 and 4 to the financial statements.

- Reserves for claims under the City Health Plan, Blue Shield flex-funded plan, and Delta Dental decreased from $29.3 million as of June 30, 2016 to $27.8 million as of June 30, 2017, or a 0.06 percent decrease. The reserve is actuarially determined. The decrease was due to moving the City Health Plan Medicare Advantage PPO for retirees with Medicare from self-insured to fully-insured.

- Premiums payable to Health Maintenance Organization, dental, and disability plans decreased by 96.4 percent, from $8.7 million as of June 30, 2016 to $0.3 million as of June 30, 2017. The decrease was due to the timing of payments to health care providers.

- Unearned contributions represent health contributions received in advance of the period of benefit coverage. Unearned contributions increased from $2.2 million as of June 30, 2016 to $2.7 million as of June 30, 2017, or an 18.6 percent increase. The increase was due to the timing and processing of deductions for a pay period pertaining to July 2017 benefit coverage.

Fiscal Year 2016

- Cash and investments held with the City Treasurer as of June 30, 2016 totaled $87.6 million compared to $109.8 million as of June 30, 2015, a decrease of 20.2 percent. The cash and investment balance fluctuates throughout the year depending on collections, claims, and timing of vendor payments. The monthly cash balance ranged between $87.6 million and $116.0 million during the year ended June 30, 2016. In addition, per HSB approved policy, additional stabilization reserve was used to reduce 2016 rates as described in note 7(b).

- Contributions receivable from employer increased from $16.1 million as of June 30, 2015 to $17.1 million as of June 30, 2016, a 6.01 percent increase. Contributions receivable from employees increased from $2.9 million, as of June 30, 2015 to $3.2 million as of June 30, 2016, a 7.5 percent increase. The increase was due to the timing of health premium collections and elimination of advance premium collection requirement effective January 2015.

- Reserves for claims under the City Health Plan, Blue Shield flex-funded plan, and Delta Dental did not change from $29.3 million as of June 30, 2015 to June 30, 2016. The reserve is actuarially determined.

- Premiums payable to health maintenance organizations, dental, and disability plans decreased by 53.0 percent, from $18.5 million as of June 30, 2015 to $8.7 million as of June 30, 2016. The decrease was due to the timing of payments to health care providers.

- Unearned contributions represent health contributions received in advance of the period of benefit coverage. Unearned contributions increased from $1.7 million as of June 30, 2015 to $2.2 million as of June 30, 2016, or a 33.5 percent increase. The increases was due to the timing and processing of deductions for a pay period pertaining to July 2016 benefit coverage.

Financial Analysis – Condensed Financial Information

For the year ended June 30, 2017, there was a $3.9 million increase in net position during the year. This compares to a $12.9 million decrease and $11.3 million decrease in net position for the years ended June 30, 2016 and 2015, respectively. The highlights regarding the changes in net position are as follows:

	2017	2016	2015	Dollar change (17-16)	Percent change (17-16)	Dollar change (16-15)	Percent change (16-15)
Additions:							
Employee and retiree contributions	$ 132,331,766	124,504,149	120,467,997	7,827,617	6.3 %	$ 4,036,152	3.4 %
Employer contributions	713,909,471	674,555,731	656,402,769	39,353,740	5.8 %	18,152,962	2.8 %
Total contributions	846,241,237	799,059,880	776,870,766	47,181,357	5.9 %	22,189,114	2.9 %
Plan provider penalties and forfeitures	711,440	843,772	467,479	(132,332)	(15.7)%	376,293	80.5 %
Total additions	846,952,677	799,903,652	777,338,245	47,049,025	5.9 %	22,565,407	2.9 %
Deductions:							
City Health Plan health benefits	75,024,440	54,045,453	49,648,775	20,978,987	38.8 %	4,396,678	8.9 %
Health maintenance organization health benefits	686,775,756	679,726,937	663,123,088	7,048,819	1.0 %	16,603,849	2.5 %
Vision plan health benefits	5,070,479	4,988,617	4,810,681	81,862	1.6 %	177,936	3.7 %
Dental benefits	58,524,013	57,499,941	56,656,927	1,024,072	1.8 %	843,014	1.5 %
Disability and flexible benefits	18,080,479	16,902,239	15,039,162	1,178,240	7.0 %	1,863,077	12.4 %
Total deductions	843,475,167	813,163,187	789,278,633	30,311,980	3.7 %	23,884,554	3.0 %
Change in net position before investment earnings	3,477,510	(13,259,535)	(11,940,388)	16,737,045	(126.2)%	(1,319,147)	11.0 %
Investment earnings	445,373	332,976	649,235	112,397	33.8 %	(316,259)	(48.7)%
Change in net position	$ 3,922,883	(12,926,559)	(11,291,153)	16,849,442	(130.3)%	$ (1,635,406)	14.5 %

Fiscal Year 2017

- Employees and retirees contributions totaled $132.3 million during the year ended June 30, 2017, compared to $124.5 million for the prior year, an increase of 6.3 percent primarily due to increases in premiums. Active employees contributed $87.9 million and retirees contributed $44.4 million of the $132.3 million collected in fiscal year 2017. The number of covered lives increased 2 percent from the 2016 levels. Of the total contributions, $103.1 million are for medical and vision coverage, $18.1 million for dental coverage, and $11.1 million for flexible spending accounts.

- Employer contributions on behalf of active employees increased from $480.7 million during the year ended June 30, 2016 to $512.4 million during the year ended June 30, 2017, an increase of 6.6 percent over the prior year. The primary factors causing the $31.7 million increase was an increase in rates and membership.

- Employer contributions on behalf of retirees increased from $193.8 million for the year ended June 30, 2016, to $201.5 million for the year ended June 30, 2017, or 3.9 percent due to increases in premiums. The cost of the plan benefits, retiree's number of dependents and Medicare status of the retiree and dependents determines the premium for retirees. The 10-County Average Survey is still used to calculate the retiree rates.

- City Health Plan health benefits, which covers medical and prescription drug expenses, increased from $54.0 million for the year ended June 30, 2016, to $75.0 million for the year ended June 30, 2017, or 38.8 percent. The increase was due to closing the Blue Shield of California plan for Medicare retirees which resulted in an increase in membership in the City Health Plan. The total expenditures for health maintenance organizations increased from $679.7 million for the year ended June 30, 2016, to $686.8 million for the year ended June 30, 2017, or 1.0 percent, due primarily to increases in contract rates, medical and pharmacy claims, and increases in enrollment.

- Dental benefits totaled $58.5 million for the year ended June 30, 2017 compared to $57.5 million for the year ended June 30, 2016, for an increase of $1.0 million or 1.8 percent due to an increase in contract rates and enrollment.

- Disability and flexible benefits totaled $18.1 million for the year ended June 30, 2017 compared to $16.9 million for the year ended June 30, 2016, for an increase of 7.0 percent due to an expansion of benefit offerings and subsequent enrollment.

- Investment earnings totaled $0.5 million for the year ended June 30, 2017 compared to $0.3 million for the year ended June 30, 2016, for an increase of $0.2 million or 66.7 percent due to an increase in interest income. Per GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and External Investment Pools*, financial statements must contain the fair market value of the investments as if they were liquidated on June 30.

Fiscal Year 2016

- Employees and retirees contributions totaled $124.5 million during the year ended June 30, 2016, compared to $120.5 million for the prior year, an increase of 3.4 percent. Active employees contributed $81.2 million and retirees contributed $43.3 million of the $124.5 million collected in fiscal year 2016. The number of covered lives increased 3 percent from the 2015 levels. Of the total contributions, $96.9 million are for medical and vision coverage, $17.9 million for dental coverage, and $9.7 million for flexible spending accounts.

- Employer contributions on behalf of active employees increased from $460.3 million during the year ended June 30, 2015 to $480.7 million during the year ended June 30, 2016, an increase of 4.4 percent over the prior year. The primary factors for the $20.4 million increase was an increase in rates, and the conversion from the 10-County Average Survey to a percentage-based employee premium contribution model.

- Employer contributions on behalf of retirees decreased from $196.1 million for the year ended June 30, 2015, to $193.8 million for the year ended June 30, 2016, or 1.2 percent. The cost of the plan benefits, retiree's number of dependents, and Medicare status of the retiree and dependents determines the premium for retirees. The decrease was due to the use of stabilization reserves reflected as a reduction to premiums. The 10-County Average Survey is still used to calculate the retiree rates.

- City Health Plan health benefits, which covers medical and prescription drug expenses, increased from $49.6 million for the year ended June 30, 2015, to $54.0 million for the year ended June 30, 2016, or 8.9 percent. This change is due to premium increases in the Employer Group Waiver Plan (EGWP) for retirees. The total expenditures for health maintenance organizations increased from $663.1 million for the year ended June 30, 2015, to $679.7 million for the year ended June 30, 2016, or 2.5 percent, due primarily to increases in contract rates, medical and pharmacy claims, and increases in enrollment.

- Dental benefits totaled $57.5 million for the year ended June 30, 2016 compared to $56.7 million for the year ended June 30, 2015, for an increase of $0.8 million or 1.5 percent due to an increase in contract rates and enrollment.

- Investment earnings totaled $0.3 million for the year ended June 30, 2016 compared to $0.6 million for the year ended June 30, 2015, for a decrease of $0.3 million due to decreases in the fair market value of investments and interest income. Per GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and External Investment Pools*, financial statements must contain the fair market value of the investments as if they were liquidated on June 30th.

- There were no changes in health plan benefits in fiscal year 2016.

There are no known facts, decisions or conditions that are expected to have a significant effect on net position available for health benefits, or results of revenues, expenses and other changes in the net position.

Request for Information

This report is designed to provide a general overview of the San Francisco Health Service System's finances for the years ended June 30, 2017 and 2016. Questions regarding any of the information provided in this report or requests for additional information should be addressed to:

San Francisco Health Service System

City and County of San Francisco
Pamela Levin, Chief Financial Officer
1145 Market Street, Suite 300
San Francisco, CA 94103-1523

SAN FRANCISCO HEALTH SERVICE SYSTEM
OTHER EMPLOYEE BENEFIT TRUST FUND

Statements of Net Position Available for Health Benefits

June 30, 2017 and 2016

	2017	2016
Assets:		
Cash and investments held with City and County Treasurer	$ 36,767,019	$ 87,628,111
Contributions receivable from:		
Employer	17,624,855	17,099,557
Employees	3,376,820	3,165,274
Interest receivable	80,385	67,451
Prepaid and other assets:		
Prepayments to health plans	41,517,601	508,812
Other assets	3,884,182	394,789
Total prepaid and other assets	45,401,783	903,601
Total assets	103,250,862	108,863,994
Liabilities:		
Reserves for claims – medical, prescription drugs and dental	27,754,866	29,346,617
Health Maintenance Organization, dental, and disability premiums payable	314,004	8,675,494
Unearned contributions	2,655,911	2,238,685
Total liabilities	30,724,781	40,260,796
Total net position	$ 72,526,081	$ 68,603,198

See accompanying notes to financial statements.

SAN FRANCISCO HEALTH SERVICE SYSTEM
OTHER EMPLOYEE BENEFIT TRUST FUND

Statements of Changes in Net Position Available for Health Benefits

Years ended June 30, 2017 and 2016

	2017	2016
Additions:		
Employee and retiree contributions	$ 132,331,766	$ 124,504,149
Employer contributions for:		
Active employees	512,445,674	480,737,677
Retired employees	201,463,797	193,818,054
Total contributions	846,241,237	799,059,880
Plan providers penalties and forfeitures	711,440	843,772
Investment earnings:		
Net change in fair value of investments	(28,722)	(48,423)
Interest income	474,095	381,399
Total investment earnings	445,373	332,976
Total additions	847,398,050	800,236,628
Deductions:		
City Health Plan health benefits	75,024,440	54,045,453
Health Maintenance Organization health benefits	686,775,756	679,726,937
Vision benefits	5,070,479	4,988,617
Dental benefits	58,524,013	57,499,941
Disability and flexible benefits	18,080,479	16,902,239
Total deductions	843,475,167	813,163,187
Change in net position available for health benefits	3,922,883	(12,926,559)
Net position:		
Beginning of year	68,603,198	81,529,757
End of year	$ 72,526,081	$ 68,603,198

See accompanying notes to financial statements.

(1) Description of San Francisco Health Service System

(a) General

The City and County of San Francisco (the City) established the San Francisco Health Service System (the System) in March 1937, by amendment of the City Charter. A new City Charter was adopted on November 7, 1995, and became effective July 1, 1996. The City provides health care benefits to substantially all of its active and retired employees and their dependents through the System. The System also provides health care benefits to active and retired employees and their dependents of the San Francisco Unified School District, the San Francisco Community College District, and the San Francisco Superior Court.

The System is reflected as an Other Employee Benefit Trust Fund (the Trust) (also referred to as the Health Service System Trust Fund) and is an integral part of the City, and the accompanying financial statements are included as part of the primary government in the Comprehensive Annual Financial Report (CAFR) prepared by the City. The financial statements present only the Trust and do not purport to, and do not, present fairly the financial position of the City as of June 30, 2017 and 2016, the changes in its financial position for the years then ended in accordance with U.S. generally accepted accounting principles. The System, a City department, is overseen by the Health Service Board (HSB).The HSB voted, on April 3, 2017, to continue to have the Trust's cash balances deposited with, and managed by, the Office of the Treasurer and Tax Collector.

Under Charter Section A8.422, the HSB is responsible for adopting a plan or plans for providing medical care to members of the System. The overarching principles in setting the rates and benefits are to provide quality health care, reduce costs, and stabilize insurance premiums for the members and the employer. The HSB must consider the increased cost resulting from the Patient Protection and Affordable Care Act (ACA) in determining the plan designs and premiums.

The composition of the seven-member HSB includes a seated member of the San Francisco Board of Supervisors (the Board), appointed by the Board President; an individual who regularly consults in the health care field, appointed by the Mayor; a doctor of medicine, appointed by the Mayor; a member nominated by the Controller and approved by the HSB; and three members of the System, active or retired, elected from among their members. The HSB is responsible for appointing a full-time administrator, who serves at the pleasure of the HSB and sets the policy for and oversees the administration of the System.

Under Charter Section A8.423, the City's contribution towards the System's medical plans is determined by the results of an annual survey of the amount of premium contributions provided by the 10 most populous counties in California (other than the City). The survey is commonly called the 10-County Average Survey (Average) and used to determine "the average contribution made by each such county toward the providing of health care plans, exclusive of dental care, for each employee of such county." Under Charter Section A8.423, the City is required to contribute to the Health Service System Trust Fund an amount equal to the "average contribution" for each City Beneficiary.

In the June 2014 collective bargaining for the 2015 Plan Year, the impact of the "average contribution" on rates was eliminated in the calculation of premiums for almost all active employees represented by most unions, in exchange for a percentage based employee premium contribution model. It is

anticipated that the long-term impact of the premium contribution model will be the reduction in the relative proportion of the projected increases in the City's contributions for healthcare, stabilization of the medical plan membership and maintenance of competition among plans. The contribution amounts are paid by the City into the Health Service System Trust Fund. The Average is still used as a basis for calculating all retiree premiums and premiums for the San Francisco Superior Court, San Francisco Unified School District, and San Francisco Community College District. If the annual medical premiums exceed the contribution made by the City as required by the Charter and union agreements, the balance is the member's responsibility to pay. The Average is still used as a basis for calculating all retiree premiums.

Membership in the System is available to (i) all active permanent employees, as well as eligible retired employees, of the City, and of the San Francisco Unified School District, San Francisco Community College District, and the San Francisco Superior Court; (ii) temporary employees who meet eligibility requirements; (iii) eligible dependents of members; and (iv) certain dependents of deceased and retired employees. Eligibility terminates when a member leaves employment for reasons other than retirement. The System is responsible for designing health care benefits, selecting and managing plan providers, and determining some aspects of benefit eligibility to supplement the eligibility rules contained in the Charter and applicable ordinances. In addition, the System is responsible for administration of health care benefits, including maintaining employee membership and financial accounting records.

Pursuant to provisions of the ACA, the System implemented, effective January 2015, the employer mandate that requires that "large employers" (i.e., employers with 50 or more full-time employees or full-time equivalents) offer affordable coverage that provides minimum value to all full-time employees and their dependents. ACA defined a full-time employee as one who works on average 30 hours a week. However, a threshold of 20 hours or more over a 12-month period was implemented.

Pursuant to the Charter, most administrative costs of the System are paid for by the City, the Unified School District, and the Community College District and are reflected in the respective financial statements of those entities. Certain expenses related to the typical annual open enrollment and member marketing and communications are, however, paid from the Health Service System Trust Fund pursuant to Section A8.423 of the Charter. In addition, third-party claims administration costs for the self-funded plans (City Health Plan and Delta Dental for active employees) and flex-funded plan (Blue Shield of California for active employees and early retirees) are included in the respective premium rates for those plans.

Pursuant to provisions of the ACA, two direct fees (Patient Centered Research Institute Fee and the Transitional Reinsurance Fee) and one Health Insurance Tax were put in place beginning in fiscal year 2014. Blue Shield of California requested a review by the California Department of Managed Health Care (DMHC) as to the insured status of the flex-funded plan. In 2017, the California DMHC determined that the Blue Shield of California flex-funded plan is not considered "insured" and thus the Health Insurance Tax would not apply to this plan. Because this tax was included in the 2017 premium rate calculations, a one-time refund has been provided to the System, which is reflect in the 2017 net position. Furthermore, the Health Insurance Tax will not be collected on the flex-funded plan going forward and thus will not be include in future premium rate calculations. The HSB has also considered the impact of the 2020 Excise Tax on High Cost Health Plans in the benefit design for 2016 and 2017.

Effective July 1, 2017, the City moved to the PeopleSoft Financial System. In order to mitigate the impact on System members, the System issued a $32.2 million prepayment to Kaiser for July 2017 premiums and a $7.0 million prepayment to Blue Shield to cover July 2017 medical, pharmacy claims and administrative fees. The prepayments are reflected in the financials in 2016 as prepaid and other assets and do not impact the 2017 net position.

(b) Types of Benefits and Premium Rates

Medical benefits during the fiscal years are provided to members of the System through three plan choices:

- United Healthcare (UHC) City Health Plan and Medicare Advantage (Preferred Provider Organization (PPO))
- Kaiser Foundation Health Plan (Kaiser) (fully insured HMO)
- Blue Shield of California Plan (flex-funded plan with fully insured, capitated, and self-insured components)

Each of the above plan choices includes a vision benefit provided through Vision Service Plan (VSP). The City Health Plan, which includes medical and prescription drug benefits, is a self-insured indemnity plan, where the risk of loss due to claims in excess of revenues is borne by the Health Service System Trust Fund. The City Health Plan is administered by UHC. In 2013, the System implemented the Employer Group Waiver Plan (EGWP) for retirees with Medicare as a fully insured pharmacy plan. EGWP was discontinued on December 31, 2016. In 2016, UHC offered a fully insured Medicare Advantage PPO for retirees with Medicare.

The Kaiser HMO is a fully insured external health maintenance organization, where the risk of loss due to excess claims for a given fiscal year is borne by the HMO. On January 1, 2013, the Blue Shield of California Plan was converted from a fully insured external health maintenance plan to a flex-funded plan. The flex-funded plan has a fully insured, capitated component for professional services provided in physician offices. Hospital and pharmacy services are self-insured, where the risk of loss due to claims in excess of revenues is borne by the Health Service System Trust Fund. In 2017, Medicare coverage offered through Blue Shield of California was eliminated as an option to System members.

Dental benefits during the fiscal years are provided through three plan choices:

- Delta Dental (PPO)
- Delta Care (PMI) (DMO)
- United Healthcare Dental (formerly known as Pacific Union) (DMO)

The Delta Dental plan provided to active employees is a self-insured indemnity plan, administered by Delta Dental. Similar to the City Health Plan, the risk of loss due to claims in excess of revenues is borne by the City and any other participating employers. The Delta Dental plan offered to retired employees is a fully insured plan, where the risk of loss for a given fiscal year is borne by Delta Dental.

The Delta Care (PMI) and United Healthcare Dental (DMO) dental plans are managed care dental plans and are fully insured with respect to both active and retired employees.

Premium rates for the fully insured plans are set through periodic competitive solicitation of carriers and an annual negotiation process that includes participation of the System's independent actuary and consultants. Premium rates for the self-insured plans are set based on recommendations and certification of such actuaries and consultants.

The System offers two types of flexible spending accounts for all City employees: a health care reimbursement account and a dependent care reimbursement account. Most of the administration for these accounts is provided through a third-party administrator, whose fees are provided by the City through the System. The administrator was P & A Group in fiscal years 2016 and 2017.

The System utilizes a third-party administrator to provide most of the administration for a cafeteria plan offered to employees represented by the Municipal Executives Association, elected officials, and certain unrepresented employees. The fees of this administrator are provided by the City through the System. The current administrator is Employee Benefits Specialists, Inc.

In addition, the City provides a long-term disability plan to most of its employees. All costs of the long-term disability plan are paid by contributions from the City. The current plan provider is Aetna Life and Casualty.

The City also provides employer-paid group term life insurance to most employee groups. Voluntary accidental death and personal loss insurance is offered to most employee groups paid by the members. The current plan provider is Aetna Life and Casualty.

In 2017, the City offered a new adoption and surrogacy assistance plan paid for by the Health Service System Trust Fund. In addition, expert medical case review services, provided by Best Doctors, is paid by members and the City through the Trust.

(c) Determination of Employer and Member Contributions

The overall cost of benefits is determined using ongoing periodic member eligibility data and the premium rates referred to above. The costs are allocated among members, the City, the San Francisco Unified School District, the San Francisco Community College District, and the San Francisco Superior Court as set forth below. Prior to 2015, the respective contributions of each of these groups are generally received in advance of the benefit period. Effective January 1, 2015, member premiums are received at the time of the benefit period.

Employer contributions for health benefits are determined annually in accordance with Charter requirements and the applicable collective bargaining agreements with various employee organizations. The Charter-based contributions are determined using a formula surveying similar contributions made by the 10 most populous counties in California, not including San Francisco. In addition, most active employee groups have collectively bargained for enhanced contributions for single coverage as well as employer subsidized dependent health coverage, some in exchange for the Average. In the June 2014 collective bargaining for the 2015 and 2016 plan years, the impact of the "average contribution" on rates was eliminated in the calculation of premiums for almost all active

employees represented by most unions, in exchange for a percentage-based employee premium contribution model. The Average is still used as a basis for calculating all retiree premiums and premiums for the San Francisco Superior Court, San Francisco Unified School District, and San Francisco Community College District.

Employers contribute toward the costs for retired employees such that a retired employee pays no more than an active employee for the same benefits. Employers pay for one half of the amount that the retiree would ordinarily have paid out of pocket for his or her own coverage, as well as one half of the amount that the retiree would ordinarily have paid for his or her first dependent. The employers' liability for providing health care benefits is limited to its annual contribution.

The medical and dental plans and costs are determined annually by the HSB and approved by the San Francisco Board of Supervisors. Any costs of the plans not paid for by the employer are borne by the member. Member contribution rates therefore vary depending on the number of dependents, the cost of the plans selected by the member, and differing employer contribution levels depending on the employee's status as an active employee or a retiree and the application of employer subsidies tied to collective bargaining agreements for active employees or Medicare eligibility for retirees. Member contributions do not accumulate or vest.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements are prepared using the economic resources measurement focus and on the accrual basis of accounting. The preparation of the financial statements in conformity with the U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

The System follows U.S. generally accepted accounting principles as promulgated by the Government Accounting Standards Board (GASB).

(b) Cash and Investments Held by the City

The Trust maintains its cash and investments as part of the City's pool of cash and investments. The Trust's portion of this pool is displayed on the balance sheet as "Cash and investments held with City and County Treasurer." Interest income arising from pooled investments is allocated monthly to the System based on the System's average daily cash balance.

In accordance with GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and External Investment Pools*, the City reports certain investments at fair value in the statement of net position and recognizes the corresponding change in fair value of investments in the year in which the change occurred. The System reports its investments at fair value based on market information provided by the City and County Treasurer.

In fiscal year 2016, the Trust adopted GASB Statement No. 72, *Fair Value Measurement and Application*, which requires the Trust to use valuation techniques that are appropriate under the circumstances and are consistent with the market approach, the cost approach, or the income

approach. GASB Statement No. 72 establishes a hierarchy of inputs used to measure fair value consisting of three levels. Level 1 inputs are quoted prices in active markets for identical assets or liabilities. Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs.

GASB Statement No. 72 also contains note disclosure requirements regarding the hierarchy of valuation inputs and valuation techniques that were used for the fair value measurements. As of June 30, 2016 and 2017, the Trust did not have cash and investments outside of the City's pooled investments.

For those investments held with the City Treasury, the City discloses the requirements regarding the hierarchy of valuation inputs and techniques used for the fair value measurements at the City-wide level. However, such disclosure is not required at the department level for those investments held with the City Treasury.

(c) Unearned Contributions

Unearned contributions represent monies received or receivable from members and from the City, San Francisco Unified School District, San Francisco Superior Court, and San Francisco Community College District prior to year-end for benefits in future periods.

(d) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles 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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

(e) Reclassifications

Certain reclassifications have been made in the financial statements to conform 2016 information to the 2017 presentation.

(3) Cash and Investments Held with City Treasurer

The Trust maintains its cash and investments as part of the City's internal investment pool of cash and investments. The City investment pool is an unrated pool pursuant to investment policy guidelines established by the City Treasurer. The objectives of the policy are, in order of priority, preserve capital, meet the daily cash flow demands of the City, and provide a market rate of return while conforming to all state and local statutes governing the investment of public funds. The policy addresses soundness of financial institutions in which the City will deposit funds, types of investment instruments, as permitted by the California Government Code, and the percentage of the portfolio that may be invested in certain instruments with longer terms of maturity. As of June 30, 2017 and 2016, the System's cash and investment balances were $36.8 million and $87.6 million, respectively, which represented less than 2 percent of the City's investment pool.

The following table shows the percentage distribution of the City's pooled investments by maturity in months:

Under 1 month	1 month to less than 6 months	6 months to less than 12 months	12 months to 60 months
20.1%	21.2%	18.0%	40.7%

(4) Prepaid and Other Assets

As of June 30, 2017, prepaid and other assets included $41.5 million prepayments to health care providers to cover July 2017 medical and pharmacy premiums, claims and administrative fees, $2.5 million from Blue Shield for a one time refund of the Health Insurance Tax, $1.3 million in pharmacy rebates, and $0.1 million in performance guarantees. In 2016, prepaid and other assets included $0.5 million in prepayments to the health care providers for July 2016 health coverage, $0.1 million in pharmacy rebates and $0.3 million in performance guarantees.

(5) Reserves for Claims for Self-Insured Plans – Medical, Prescription Drugs and Dental

Reserves for claims for Self-Insured Plans, including medical, prescription drugs, and dental, which have been actuarially determined, represent estimates of claims reported and in process of payment and estimates of claims incurred but not yet reported. Reserves for medical claims are based on actual claim lag reports and historical payment patterns. The net position of the Trust is available to be used as directed by the HSB and may be used to minimize the impact of possible future adverse experience. Management believes that the actuarially determined reserves are adequate to cover the ultimate cost of all claims incurred but unpaid at year end.

The City Health Plan, excluding the EGWP and the National PPO Plan, and the hospital and pharmacy services for employees and early retirees under the Blue Shield of California Plan are self-funded plans. Should deductions from the net position of the self-funded plans exceed related additions to net position and reserves, the System would be required to seek additional funds from members. The City, San Francisco Unified School District, San Francisco Community College District, and the San Francisco Superior Court are not legally obligated to provide additional funds under these circumstances. The City's contributions to the Trust for employees in the Delta Dental plan are made on an estimated basis during the year and any over or under payment will be reflected in the subsequent year's rate. The reserves for dental benefits are actuarially determined based on actual claim payment patterns.

Reserves for prescription drug benefits are also actuarially determined based on claim payment patterns.

The following summarizes the changes in the reserves for claims of the System's Self-Insured Plans which consist of the City Health Plan, Blue Shield Flex-Funded Plan (medical benefits and prescription drug benefits), and dental plans during the years ended June 30, 2017 and 2016:

	Medical benefits	Prescription drugs	Dental benefits	Total reserves
Reserves as of June 30, 2015	23,835,837	2,507,742	2,999,191	29,342,770
Claim Payments	(178,618,135)	(54,302,201)	(41,434,269)	(274,354,605)
Current Year Claims and Changes in Estimates	178,678,338	54,475,415	41,204,699	274,358,452
Reserves as of June 30, 2016	23,896,040	2,680,956	2,769,621	29,346,617
Claim Payments	(191,335,057)	(55,818,119)	(41,925,116)	(289,078,292)
Current Year Claims and Changes in Estimates	190,535,238	54,838,857	42,112,446	287,486,541
Reserves as of June 30, 2017	$ 23,096,221	$ 1,701,694	$ 2,956,951	$ 27,754,866

(6) Postretirement Health Benefits

Medical benefits for eligible retired employees feature the same basic plan design as those for active employees and such benefits are paid for by both the former employer and the retiree (note 1).

The total employer cost of providing benefits for 27,651 and 27,126 retirees as of June 30, 2017 and 2016, respectively, is shown as employer contributions to the System totaling $201 million and $194 million for the years ending June 30, 2017 and 2016, respectively, in the Statement of Changes in Net Position for Health Benefits in the accompanying financial statements.

(7) Commitments and Contingencies

(a) Contingency Reserve Policy

The HSB has adopted a contingency reserve policy for the self-funded health plans including the City Health Plan, the Delta Dental self-funded plan, and the Blue Shield Flex-funded Plan. The contingency reserve is an actuarially determined amount, based on historical claims experience required to cover the exposure of excess losses above anticipated claims expenses. The amount is established for the self-funded plans and is calculated on a fiscal year basis. It is presently set at a 99 percent confidence interval of the statistical variance of the historical claims experience. The contingency reserve amounts as of June 30, 2017 and 2016, were $5.6 million and $5.7 million, respectively, for the City Health Plan; $13.3 million and $15.1 million, respectively, for the Blue Shield flex-funded plan; and $3.1 million and $3.6 million, respectively, for the Delta Dental self-funded plan. The Contingency Reserve is part of the Trust's net position.

(b) Stabilization Reserve

The HSB has adopted a self-funded plans' stabilization policy for the self-funded health plans, including the City Health Plan and the Delta Dental plan for active employees and the flex-funded/self-funded HMO plans. The objective of a stabilization reserve is to spread any underwriting gains and losses into the following year's premium calculation in an even-handed manner such that the employers and membership are not subject to volatile year-over-year changes in premium. Pursuant to this policy, the stabilization reserves as of June 30, 2017 and 2016 were $4.5 million and $11.4 million, respectively, for the City Health Plan; $(10.6) million and $(15.5) million for the Blue Shield flex plan; and $9.6 and $7.1 million for Delta Dental plan. In May 2015, the HSB approved additional subsidy of $5.4 million from the City Health Plan stabilization reserve to lower the premiums for the employees and early retirees in the plan year 2016. The negative reserve amounts for the Blue Shield flex plan will be recovered through premium increases in subsequent years. In fiscal year 2016, the HSB approved the use of the stabilization reserve for City Health Plan ($10.8 million) and Delta Dental ($1.8 million) to stabilize premium increases in fiscal year 2017. The Stabilization Reserve is part of the Trust's net position.

(c) Contingent Incentive Obligations

Based on calendar plan year results, the System calculated incentive obligation payments to medical groups under the Blue Shield Accountable Care Organization (ACO) network. The System's actuarial consultant negotiates an annual plan year cost target with the HMO and each participating ACO provider partnership group. In fiscal year 2016, the obligation and associated expenses were $729,128 for plan year 2015. Incentive payments are only distributed if underwriting gains are achieved at or above the negotiated target. No incentive payments were made in 2017 for plan year 2016.

(d) Trust Funded Premium Subsidy

In the 2015 plan year, the Trust Fund premium subsidy was only for the Blue Shield Plan for employers and employees. The subsidy was funded from the remaining balance of the Blue Shield 2 percent profit pledge, received in 2012, which is located in the stabilization reserve. The subsidy impacted the second six months of fiscal year 2015 and the first six months of fiscal year 2016. No Trust Fund premium subsidy occurred in fiscal year 2017.

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Independent Auditors' Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance With *Government Auditing Standards*

Members of the Health Service Board,
The Honorable Mayor and Board of Supervisors
City and County of San Francisco:

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the financial statements of the Other Employee Benefit Trust Fund (the Trust) (also referred to as the Health Service System Trust Fund), managed by the Health Service System (the System), a department of the City and County of San Francisco, California (the City), which comprise the statement of net position available for health benefits as of June 30, 2017, and the related statement of changes in net position available for health benefits, and the related notes to the financial statements, and have issued our report thereon dated October 20, 2017.

Internal Control Over Financial Reporting

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

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

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

Compliance and Other Matters

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

Purpose of this Report

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

KPMG LLP

San Francisco, California
October 20, 2017