

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2021 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2021 or fiscal plan year beginning <u>01/01/2021</u> and ending <u>12/31/2021</u>	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.	☐

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>HONORHEALTH 403(B) RETIREMENT SECURITY PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/28/2005</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>04/28/2005</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>04/28/2005</u>					
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>HONORHEALTH</u> <u>8125 N HAYDEN RD</u> <u>SCOTTSDALE, AZ 85258-5911</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>86-0181654</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>480-882-4327</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>622000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>86-0181654</u>	2c Plan Sponsor's telephone number <u>480-882-4327</u>	2d Business code (see instructions) <u>622000</u>	
2b Employer Identification Number (EIN) <u>86-0181654</u>					
2c Plan Sponsor's telephone number <u>480-882-4327</u>					
2d Business code (see instructions) <u>622000</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2022	WAYNE FRANGESCH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2022	DAWN MARTINEZ
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2021)
v. 210624

3a Plan administrator's name and address ☐ Same as Plan Sponsor HONORHEALTH 8125 N HAYDEN RD SCOTTSDALE, AZ 85258-5911		3b Administrator's EIN 86-0181654
		3c Administrator's telephone number 480-882-4327
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name		4b EIN 4d PN
5 Total number of participants at the beginning of the plan year		5 15650
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).		
a(1) Total number of active participants at the beginning of the plan year.....		6a(1) 12617
a(2) Total number of active participants at the end of the plan year		6a(2) 12089
b Retired or separated participants receiving benefits.....		6b 51
c Other retired or separated participants entitled to future benefits		6c 3755
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 15895
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 1
f Total. Add lines 6d and 6e		6f 15896
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 15896
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2M 2L 2T 2F 2S 2R		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2021 Form M-1 annual report. If the plan was not required to file the 2021 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2021 This Form is Open to Public Inspection
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For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021	
A Name of plan HONORHEALTH 403(B) RETIREMENT SECURITY PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 HONORHEALTH	D Employer Identification Number (EIN) 86-0181654

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	006861	15896	01/01/2021	12/31/2021

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
			4

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	167635486
5	Current value of plan's interest under this contract in separate accounts at year end.....	5	16733875

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GUARANTEED GENERAL ACCOUNT CONTRACT**

b	Balance at the end of the previous year	7b	160698978
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c	Additions: (1) Contributions deposited during the year	7c(1)	13314743	
	(2) Dividends and credits.....	7c(2)		
	(3) Interest credited during the year.....	7c(3)	2799352	
	(4) Transferred from separate account.....	7c(4)	28703	
	(5) Other (specify below)	7c(5)	27535690	

▶ **LOAN REPAYMENTS TRANSFERS IN MISCELLANEOUS IN**

(6) Total additions	7c(6)	43678488
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d	Total of balance and additions (add lines 7b and 7c(6))	7d	204377466
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e	Deductions:			
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	18595908	
	(2) Administration charge made by carrier.....	7e(2)		
	(3) Transferred to separate account.....	7e(3)	152990	
	(4) Other (specify below)	7e(4)	17993082	

▶ **LOAN INITIATIONS, TRANSFERS OUT MISCELLANEOUS OUT FORFEITURES DEBITS**

(5) Total deductions	7e(5)	36741980
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f	Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	167635486
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3))		9a(4)	
b Benefit charges (1) Claims paid	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. Specify nature of costs.	10b	

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2021
		This Form is Open to Public Inspection.

For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021		
A Name of plan HONORHEALTH 403(B) RETIREMENT SECURITY PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 HONORHEALTH	D Employer Identification Number (EIN) 86-0181654	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF
22-1211670

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PRUDENTIAL INSURANCE COMPANY OF AME

22-1211670

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 14 15 50 64	NONE	638264	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PRUDENTIAL INSURANCE COMPANY OF AME	15 60 64	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRUDENTIAL INVESTMENTS, LLC 22-3468527	27.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2021 TO 12/31/2021 PGIM JENN NTRL RSRCS A	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PRUDENTIAL INSURANCE COMPANY OF AME	15 60 64	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRUDENTIAL INVESTMENTS, LLC 22-3468527	27.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2021 TO 12/31/2021 PGIM JENNISON HLTH SCI A	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2021 This Form is Open to Public Inspection
For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021		
A Name of plan HONORHEALTH 403(B) RETIREMENT SECURITY PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 HONORHEALTH	D Employer Identification Number (EIN) 86-0181654	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....	1a	0	180
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants).....	1c(7)		
(8) Participant loans	1c(8)	12976413	12113643
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts.....	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	732723527	839833076
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	160698978	167635486
(15) Other.....	1c(15)	1163614	1319304

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)		
(2) Employer real property.....	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	907562532	1020901689

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	907562532	1020901689
---	----	-----------	------------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	28695712	
(B) Participants	2a(1)(B)	55853784	
(C) Others (including rollovers).....	2a(1)(C)	5562074	
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	2a(3)		90111570

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans.....	2b(1)(E)	682549	
(F) Other	2b(1)(F)	2799352	
(G) Total interest. Add lines 2b(1)(A) through (F).....	2b(1)(G)		3481901

(2) Dividends: (A) Preferred stock.....	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	10220110	
(D) Total dividends. Add lines 2b(2)(A), (B), and (C)	2b(2)(D)		10220110

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		2213124
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		89622327
c Other income.....	2c		125039
d Total income. Add all income amounts in column (b) and enter total.....	2d		195774071
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	81619105	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		81619105
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		166198
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	649611	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		649611
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		82434914
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d.....	2k		113339157
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unmodified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☒ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☐ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ERNST & YOUNG

(2) EIN: 34-6565596

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

	Yes	No	Amount
4a		X	

	Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)			
4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)			
4d		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			
5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.			
5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)			
5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)	
5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.			

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2021 This Form is Open to Public Inspection.
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For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021

A Name of plan HONORHEALTH 403(B) RETIREMENT SECURITY PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 HONORHEALTH	D Employer Identification Number (EIN) 86-0181654

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 22-1211670		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2021
v. 201209

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....

14a

b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

14b

c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

14c

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year.....

15a

b The corresponding number for the second preceding plan year

15b

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year

16a

b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....

16b

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

- 20 PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation _____

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

HonorHealth 403(b) Retirement Security Plan
December 31, 2021 and 2020, and
Year Ended December 31, 2021
With Report of Independent Auditors

Ernst & Young LLP



HonorHealth 403(b) Retirement Security Plan

Financial Statements and Supplemental Schedule

December 31, 2021 and 2020, and
Year Ended December 31, 2021

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Report of Independent Auditors

Plan Administrator
HonorHealth 403(b) Retirement Security Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2021 Financial Statements

We were engaged to perform an audit of the financial statements of HonorHealth 403(b) Retirement Security Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statement of net assets available for benefits as of December 31, 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes (collectively referred to as the “financial statements”).

Management, having determined it is permissible in the circumstances, has elected to have the audit of the financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification from a qualified institution as of December 31, 2021, and for the year then ended, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Disclaimer of Opinion on the 2021 Financial Statements

We do not express an opinion on the accompanying financial statements of the Plan. Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2021 Financial Statements section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the financial statements.

Basis for Disclaimer of Opinion on the 2021 Financial Statements

The Plan has not maintained sufficient accounting records and supporting documents relating to annuity contracts and custodial accounts issued to current and former employees prior to January 1, 2009. Accordingly, we were unable to apply auditing procedures sufficient to determine the extent to which the financial statements may have been affected by these conditions.

Responsibilities of Management for the 2021 Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management’s election of the ERISA Section 103(a)(3)(C) audit does not affect management’s responsibility for the financial statements.

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

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the 2021 Financial Statements

Our responsibility is to conduct an audit of the Plan's financial statements in accordance with auditing standards generally accepted in the United States of America and to issue an auditor's report. However, because of the matter described in the Basis for Disclaimer of Opinion on the 2021 Financial Statements section of our report, we were not able to obtain sufficient appropriate evidence to provide a basis for an audit opinion on these financial statements.

We are required to be independent of the Plan, and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit.

Other Matters

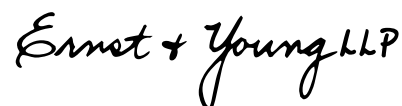
Supplemental Schedules Required by ERISA

The supplemental schedule of assets (held at end of year) as of December 31, 2021 (referred to as the "supplemental schedule"), is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements.

Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2021 Financial Statements section of our report, it is inappropriate to and we do not express an opinion on the supplemental schedules.

Auditor's Report on the 2020 Financial Statements

We were engaged to audit the financial statements of the Plan as of and for the year ended December 31, 2020. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the investment information certified by a qualified institution. Further, the Plan has not maintained sufficient accounting records and supporting documents relating to certain annuity contracts issued to current and former employees prior to January 1, 2009. In our report dated October 15, 2021, we indicated that because of the significance on the information that we did not audit, we were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, we did not express an opinion on the 2020 financial statements.



October 13, 2022

HonorHealth 403(b) Retirement Security Plan

Statements of Net Assets Available for Benefits

	December 31	
	2021	2020
Assets		
Non interest-bearing cash	\$ 180	\$ —
Investments at fair value	841,152,380	733,887,141
Investment at contract value	167,635,486	160,698,978
Notes receivable from participants	12,113,643	12,976,413
Net assets available for benefits	<u>\$ 1,020,901,689</u>	<u>\$ 907,562,532</u>

See accompanying notes.

HonorHealth 403(b) Retirement Security Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2021

Additions

Investment income:

Net appreciation in fair value of investments	\$ 91,960,490
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Interest and dividend income	13,019,462
------------------------------	------------

Total investment income	<u>104,979,952</u>
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Interest income on notes receivable from participants	682,549
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Contributions:

Participants	55,853,784
--------------	------------

Employer	28,695,712
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Rollovers	<u>5,562,074</u>
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Total contributions	<u>90,111,570</u>
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Total additions	195,774,071
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Deductions

Benefit payments	81,785,303
------------------	------------

Administrative expenses	<u>649,611</u>
-------------------------	----------------

Total deductions	<u>82,434,914</u>
------------------	-------------------

Net increase	113,339,157
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Net assets available for benefits:

Beginning of year	<u>907,562,532</u>
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End of year	<u><u>\$ 1,020,901,689</u></u>
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See accompanying notes.

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements

December 31, 2021

1. Description of Plan

The following is not a comprehensive description of the HonorHealth 403(b) Retirement Security Plan (the Plan) and, therefore, does not include all situations and limitations covered by the Plan. Participants should refer to the plan document and summary plan description for a more complete description of the Plan's provisions, copies of which may be obtained from the plan sponsor.

General

On September 30, 2013, an affiliation agreement was entered into between Scottsdale Healthcare Hospitals (SHH) and John C. Lincoln Health Network (JCL) to form Scottsdale Lincoln Health Network (SLHN). The wholly owned subsidiaries of SLHN include SHH and JCL. Effective January 1, 2015, SLHN and JCL were merged into SHH (d/b/a HonorHealth, the Company). The Plan was amended and restated effective January 1, 2014, and further amended on April 27, 2014, to allow all eligible employees of SHH and JCL to participate in the Plan.

Effective January 1, 2017, a second plan amendment was executed that included a provision to change the name of the Plan from the Scottsdale Lincoln Health Network 403(b) Retirement Security Plan to the HonorHealth 403(b) Retirement Security Plan.

As a result of COVID-19 outbreak, the Federal government has signed into law a stimulus package – the Coronavirus Aid, Relief, and Economic Security Act (CARES Act) which provides certain relief provisions that can be adopted by retirement security plans. Effective May 11, 2020, the Plan adopted two provisions, which will result in an amendment to the Plan agreement. The first provisions allows those who have been diagnosed with COVID-19, or who have personally experienced adverse financial consequences as a result of being quarantined, furloughed or laid off, to make early withdrawals up to \$25,000 without the standard 10% penalty. The second provision allows those loan payments that were initially due between March 27, 2020 through December 31, 2020 to be delayed for a year.

The Plan is a defined contribution plan, providing retirement benefits to eligible employees of the Company starting on the first day of employment, established pursuant to Section 403(b) of the Internal Revenue Code (the Code). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Company is the sponsor and administrator of the Plan. The Company's Employee Benefits Committee is responsible for the general administration of the Plan. Custodial and recordkeeper functions are performed by Prudential Retirement Insurance Company of America (Prudential).

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Contributions

Eligible employees, as defined in the plan agreement, may contribute from 2% to 50% of eligible annual pretax compensation, subject to certain limits. Effective January 1, 2017, each new employee shall be deemed to have elected to make a pretax deferral to the Plan in the amount of 2% of their compensation to the default GoalMaker fund, which is made up of certain underlying funds held by the Plan. The Company will match contributions up to 4% of the eligible employees' pay. Participants may also contribute amounts representing distributions from other qualified plans (rollover contributions). Participants who have attained age 50 before the end of the year are eligible to make catch-up contributions. All contributions are subject to certain limitations of the Code.

Effective January 1, 2017, participants are allowed to make an additional pretax deferral of at least 1%, but not more than 100% of their bonus compensation.

Participant Accounts

The Plan maintains individual accounts for each participant. Participants direct the investment of all contributions and earnings into each investment option. Each account is credited for participant contributions and allocation of plan earnings, and is charged with an allocation of administrative expenses. Plan earnings are allocated based on the participant's share of net earnings or losses of their respective elected investment options. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participant and employer contributions and related plan earnings are 100% vested at all times, as defined by the plan agreement.

Participant Loans

Participants may borrow from their account balance in increments of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The \$50,000 limit is reduced by the participant's highest outstanding loan balance during the preceding 12-month period. All loans are generally repaid within five years; however, commencing with new loans after January 1, 2017, the Plan allows a ten-year payback period for primary resident real estate loans. Prior to January 1, 2017, the loan repayment period for primary resident real estate loans was fifteen years. A participant may not have more than two loans outstanding at any point in time. The loans are

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

secured by the balance in the participant's account and bear interest at a rate determined by the plan administrator, based on prevailing commercial interest rates ranging from 4.25% to 6.50%. The interest rate remains fixed during the duration of the loan. Principal and interest are paid by the participant directly to Prudential over the term of the loan.

Effective January 1, 2017, participant's on a paid leave of absence (whether military or nonmilitary leave) or an unpaid leave of absence, loan payments must continue to be made as scheduled (without regard to the leave).

Payment of Benefits

Vested benefits are distributed to participants or their beneficiaries upon death, disability or retirement through one lump-sum payment, installment payments, or the purchase of an individual or qualified joint and survivor annuity contract.

Vested benefits are distributed to participants whom have terminated employment based on their vested account balance. If a participant's vested account balance is equal to or less than \$1,000, the participant will receive the balance in a single lump-sum payment within 12 months after the participant's severance from employment. If the participant's vested account balance is more than \$1,000 but less than \$5,000, the participant's vested balance will automatically roll over into an individual retirement account within 12 months after the participant's severance from employment.

Voluntary Withdrawals

A participant, while employed by the Company, may withdraw employee contributions upon either a hardship, as defined in the plan agreement, or attaining age 59½ years of age.

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the Plan's provisions. Expenses relating to purchases, sales, or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. Administrative expenses paid for by the Plan include advisor, recordkeeping, and custodian fees. All other administrative expenses of the Plan are paid by the Company.

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Termination

The Company reserves the right to terminate the Plan at any time. In the event of the Plan's termination, all participant accounts will be distributed in accordance with the provisions of the plan agreement.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Benefit Payments

Benefits are recorded when paid.

Investment Valuation

Investments in mutual funds are valued per share held by the Plan and determined through published guides and market transactions occurring at or near the end of the period.

The pooled separate account is valued based on the net asset value per unit held by the Plan. The pooled separate account net asset value is based on the fair value of the underlying investments held in the pooled separate account as determined by Prudential through published guides and market transactions occurring at or near the end of the period.

The Plan invests in an Evergreen Annuity Contract Guaranteed Income Fund (GIF), which is a fully benefit-responsive investment contract issued by Prudential. The GIF is recorded on the statements of net assets available for benefits at contract value. Contract value is the relevant measure for fully benefit-responsive investment contracts, because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value is determined based on the value of participant deposits made to the GIF, plus earnings at guaranteed interest rates, less participant withdrawals and fees. The guaranteed interest rate is credited to participant contract balances using a single contract portfolio rate. Under this approach, a single interest crediting rate is applied to all contributions made regardless of the timing of those

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

contributions. Interest crediting rates are reviewed on a semiannual basis for resetting by Prudential. When establishing interest crediting rates, Prudential considers many factors, including current economic and market conditions, the general interest rate environment, and both the expected and actual experience of a reference portfolio within the contract issuer's general account. These rates are established without the use of a specific formula. The minimum interest crediting rate is based on an average yield of five-year treasury securities over a period specified in the contract, less 1.25%, but not less than 1.00% or greater than 3.00%. There are no events that limit the ability of the Plan to transact at contract value with Prudential within a 90-day period.

There are no events that allow Prudential or the Plan to terminate the contract and require the Plan to settle at an amount different from contract value. There are no redemption or lock-up periods associated with the GIF.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's net gains and losses on investments bought and sold, as well as held, during the year.

Notes Receivable From Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance, plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. No allowance for credit losses has been recorded as of December 31, 2021 or 2020. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Risk and Uncertainties

The Plan's exposure to credit loss in the event of nonperformance of investments is limited to the carrying value of such instruments. The Plan's concentration of credit risk and market risk is dictated by the Plan's provisions, as well as the participants' investment preference.

The Plan provides for various investment options that are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to change in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

3. Investments

All investment information disclosed in the accompanying financial statements, notes, and supplemental schedule, including investments at fair value, investments at contract value and notes receivable from participants at December 31, 2021 and 2020, and net appreciation in fair value of investments, interest and dividend income, and interest income on notes receivable from participants for the year ended December 31, 2021, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Prudential.

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

Fair value measurements used by the Plan, for all financial assets that are recognized or disclosed at fair value in the financial statements, are based on the premise that fair value represents an exit price representing the amount that would be received to sell an asset in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset. As a basis for considering such assumptions, the following three-tier fair value hierarchy has been used in determining the input used in measuring fair value:

- *Level 1:* Pricing inputs into the determination of fair value are generally observable inputs, such as quoted prices in active markets. Financial assets in Level 1 include mutual funds and self-directed brokerage accounts, which are primarily comprised of mutual funds.
- *Level 2:* Pricing inputs are based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets.
- *Level 3:* Pricing inputs are generally unobservable and include situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require management's judgment or estimation of assumptions that market participants would use in pricing the assets. The fair values are therefore determined using factors that involve considerable judgment and interpretations, including but not limited to comparable private and public companies, third-party appraisals, discounted cash flow models, and fund manager estimates.

Assets measured at fair value are based on one or more of three valuation techniques. The three valuation techniques are as follows:

- (a) *Market approach:* Prices and other relevant information generated by market transactions involving identical or comparable assets.
- (b) *Cost approach:* Amount that would be required to replace the service capacity of an asset (replacement cost).

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

(c) *Income approach*: Techniques to convert future amounts to a single present amount based on market expectations (including present value techniques, and option-pricing and excess earnings models).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level of input that is significant to the fair value measurement in its entirety. The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value:

	Total December 31	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Valuation Technique (a, b, or c)
2021					
Mutual funds	\$ 823,099,201	\$ 823,099,201	\$ –	\$ –	a
Self-directed brokerage	1,319,304	1,319,304	–	–	a
Total	824,418,505	<u>\$ 824,418,505</u>	<u>\$ –</u>	<u>\$ –</u>	

Investments measured at net
asset value:

Pooled separate account ^(a)	16,733,875
Total investments at fair value	<u>\$ 841,152,380</u>

	Total December 31	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Valuation Technique (a, b, or c)
2020					
Mutual funds	\$ 718,626,384	\$ 718,626,384	\$ –	\$ –	a
Self-directed brokerage	1,163,614	1,163,614	–	–	a
Total	719,789,998	<u>\$ 719,789,998</u>	<u>\$ –</u>	<u>\$ –</u>	

Investments measured at net
asset value:

Pooled separate account ^(a)	14,097,143
Total investments at fair value	<u>\$ 733,887,141</u>

^(a)The pooled separate account is designed to provide guaranteed minimum withdrawal benefit, and seek income and long-term growth of capital. The pooled separate account is primarily comprised of U.S. stocks and bonds. The fair value of the pooled separate account has been determined using the net value per unit held by the Plan as of December 31, 2021 and 2020. There are currently no redemption restrictions on this investment or unfunded commitments.

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

5. Tax Status

The underlying prototype plan has received an opinion letter from the Internal Revenue Service (IRS) dated August 7, 2017, stating that the written form of the underlying prototype document is qualified under Section 403(b) of the Internal Revenue Code (the Code). Any employer adopting this form of the plan will be considered to have a plan qualified under Section 403(b) of the Code, and, therefore, the related custodial accounts and tax-deferred annuities are tax-exempt. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator has indicated it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

U.S. GAAP requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. Related-Party and Party-in-Interest Transactions

The Plan holds investments in Prudential's mutual funds, pooled separate account, and GIF. These transactions qualify as party-in-interest transactions; however, they are exempt from prohibited transaction rules under ERISA.

7. Subsequent Events

Management evaluated subsequent events for the Plan through October 13, 2022, the date the financial statements were available to be issued.

On January 1, 2022, the Plan was amended in which employer contributions will be subject to a three year cliff vesting for new participants after January 1, 2022. There was no change to the employer matching requirements for the participants in the Plan as of December 31, 2021. In addition, the Plan will not be considered a safe-harbor 403(b) plan starting in 2022.

Effective April 1, 2022, Empower Retirement (Empower) acquired the full-service retirement business of Prudential, accordingly, Empower became the custodian and recordkeeper of the Plan on April 1, 2022.

Supplemental Schedule

HonorHealth 403(b) Retirement Security Plan

EIN #86-0181654 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2021

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
* Evergreen Annuity Contract Guaranteed Income Fund	4,302,224 shares	**	\$ 167,635,486
* Prudential 60/40 Allocation Fund, Mutual Fund	1,073,841 shares	**	16,733,875
American Funds Euro Pacific Growth Fund	2,273,859 shares	**	171,059,818
American Funds Growth America Fund	1,435,405 shares	**	109,084,343
Brown Capital Management Small Company Institutional Fund	370,386 shares	**	48,359,057
Vanguard Institutional Index Fund	439,639 shares	**	182,065,130
Vanguard Small Cap Index Fund	402,961 shares	**	45,352,649
Vanguard Mid Cap Index Institutional Fund	774,883 shares	**	54,326,423
Delaware Value Institutional Fund	2,580,608 shares	**	68,739,392
Dodge & Cox Income Fund	6,969,579 shares	**	108,482,254
Vanguard Selected Value Investor Fund	1,072,289 shares	**	35,630,135
Self-Directed Brokerage	1,163,614 shares	**	1,319,304
* Notes receivable from participants	Varying maturity dates, with interest rates ranging from 4.25% to 6.50%		12,113,643
			1,020,901,509
Non interest-bearing cash			180
Total			\$ 1,020,901,689

*Party-in-interest.

**Participant-directed investment, cost not required.

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FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

HonorHealth 403(b) Retirement Security Plan
December 31, 2021 and 2020, and
Year Ended December 31, 2021
With Report of Independent Auditors

Ernst & Young LLP



HonorHealth 403(b) Retirement Security Plan

Financial Statements and Supplemental Schedule

December 31, 2021 and 2020, and
Year Ended December 31, 2021

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Report of Independent Auditors

Plan Administrator
HonorHealth 403(b) Retirement Security Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2021 Financial Statements

We were engaged to perform an audit of the financial statements of HonorHealth 403(b) Retirement Security Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statement of net assets available for benefits as of December 31, 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes (collectively referred to as the “financial statements”).

Management, having determined it is permissible in the circumstances, has elected to have the audit of the financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification from a qualified institution as of December 31, 2021, and for the year then ended, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Disclaimer of Opinion on the 2021 Financial Statements

We do not express an opinion on the accompanying financial statements of the Plan. Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2021 Financial Statements section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the financial statements.

Basis for Disclaimer of Opinion on the 2021 Financial Statements

The Plan has not maintained sufficient accounting records and supporting documents relating to annuity contracts and custodial accounts issued to current and former employees prior to January 1, 2009. Accordingly, we were unable to apply auditing procedures sufficient to determine the extent to which the financial statements may have been affected by these conditions.

Responsibilities of Management for the 2021 Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management’s election of the ERISA Section 103(a)(3)(C) audit does not affect management’s responsibility for the financial statements.

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

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the 2021 Financial Statements

Our responsibility is to conduct an audit of the Plan's financial statements in accordance with auditing standards generally accepted in the United States of America and to issue an auditor's report. However, because of the matter described in the Basis for Disclaimer of Opinion on the 2021 Financial Statements section of our report, we were not able to obtain sufficient appropriate evidence to provide a basis for an audit opinion on these financial statements.

We are required to be independent of the Plan, and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit.

Other Matters

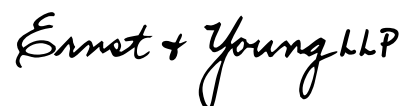
Supplemental Schedules Required by ERISA

The supplemental schedule of assets (held at end of year) as of December 31, 2021 (referred to as the "supplemental schedule"), is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements.

Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2021 Financial Statements section of our report, it is inappropriate to and we do not express an opinion on the supplemental schedules.

Auditor's Report on the 2020 Financial Statements

We were engaged to audit the financial statements of the Plan as of and for the year ended December 31, 2020. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the investment information certified by a qualified institution. Further, the Plan has not maintained sufficient accounting records and supporting documents relating to certain annuity contracts issued to current and former employees prior to January 1, 2009. In our report dated October 15, 2021, we indicated that because of the significance on the information that we did not audit, we were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, we did not express an opinion on the 2020 financial statements.



October 13, 2022

HonorHealth 403(b) Retirement Security Plan

Statements of Net Assets Available for Benefits

	December 31	
	2021	2020
Assets		
Non interest-bearing cash	\$ 180	\$ —
Investments at fair value	841,152,380	733,887,141
Investment at contract value	167,635,486	160,698,978
Notes receivable from participants	12,113,643	12,976,413
Net assets available for benefits	<u>\$ 1,020,901,689</u>	<u>\$ 907,562,532</u>

See accompanying notes.

HonorHealth 403(b) Retirement Security Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2021

Additions

Investment income:

Net appreciation in fair value of investments	\$ 91,960,490
Interest and dividend income	13,019,462

Total investment income	104,979,952
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Interest income on notes receivable from participants	682,549
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Contributions:

Participants	55,853,784
Employer	28,695,712
Rollovers	5,562,074

Total contributions	90,111,570
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Total additions	195,774,071
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Deductions

Benefit payments	81,785,303
Administrative expenses	649,611

Total deductions	82,434,914
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Net increase	113,339,157
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Net assets available for benefits:

Beginning of year	907,562,532
End of year	\$ 1,020,901,689

See accompanying notes.

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements

December 31, 2021

1. Description of Plan

The following is not a comprehensive description of the HonorHealth 403(b) Retirement Security Plan (the Plan) and, therefore, does not include all situations and limitations covered by the Plan. Participants should refer to the plan document and summary plan description for a more complete description of the Plan's provisions, copies of which may be obtained from the plan sponsor.

General

On September 30, 2013, an affiliation agreement was entered into between Scottsdale Healthcare Hospitals (SHH) and John C. Lincoln Health Network (JCL) to form Scottsdale Lincoln Health Network (SLHN). The wholly owned subsidiaries of SLHN include SHH and JCL. Effective January 1, 2015, SLHN and JCL were merged into SHH (d/b/a HonorHealth, the Company). The Plan was amended and restated effective January 1, 2014, and further amended on April 27, 2014, to allow all eligible employees of SHH and JCL to participate in the Plan.

Effective January 1, 2017, a second plan amendment was executed that included a provision to change the name of the Plan from the Scottsdale Lincoln Health Network 403(b) Retirement Security Plan to the HonorHealth 403(b) Retirement Security Plan.

As a result of COVID-19 outbreak, the Federal government has signed into law a stimulus package – the Coronavirus Aid, Relief, and Economic Security Act (CARES Act) which provides certain relief provisions that can be adopted by retirement security plans. Effective May 11, 2020, the Plan adopted two provisions, which will result in an amendment to the Plan agreement. The first provisions allows those who have been diagnosed with COVID-19, or who have personally experienced adverse financial consequences as a result of being quarantined, furloughed or laid off, to make early withdrawals up to \$25,000 without the standard 10% penalty. The second provision allows those loan payments that were initially due between March 27, 2020 through December 31, 2020 to be delayed for a year.

The Plan is a defined contribution plan, providing retirement benefits to eligible employees of the Company starting on the first day of employment, established pursuant to Section 403(b) of the Internal Revenue Code (the Code). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Company is the sponsor and administrator of the Plan. The Company's Employee Benefits Committee is responsible for the general administration of the Plan. Custodial and recordkeeper functions are performed by Prudential Retirement Insurance Company of America (Prudential).

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Contributions

Eligible employees, as defined in the plan agreement, may contribute from 2% to 50% of eligible annual pretax compensation, subject to certain limits. Effective January 1, 2017, each new employee shall be deemed to have elected to make a pretax deferral to the Plan in the amount of 2% of their compensation to the default GoalMaker fund, which is made up of certain underlying funds held by the Plan. The Company will match contributions up to 4% of the eligible employees' pay. Participants may also contribute amounts representing distributions from other qualified plans (rollover contributions). Participants who have attained age 50 before the end of the year are eligible to make catch-up contributions. All contributions are subject to certain limitations of the Code.

Effective January 1, 2017, participants are allowed to make an additional pretax deferral of at least 1%, but not more than 100% of their bonus compensation.

Participant Accounts

The Plan maintains individual accounts for each participant. Participants direct the investment of all contributions and earnings into each investment option. Each account is credited for participant contributions and allocation of plan earnings, and is charged with an allocation of administrative expenses. Plan earnings are allocated based on the participant's share of net earnings or losses of their respective elected investment options. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participant and employer contributions and related plan earnings are 100% vested at all times, as defined by the plan agreement.

Participant Loans

Participants may borrow from their account balance in increments of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The \$50,000 limit is reduced by the participant's highest outstanding loan balance during the preceding 12-month period. All loans are generally repaid within five years; however, commencing with new loans after January 1, 2017, the Plan allows a ten-year payback period for primary resident real estate loans. Prior to January 1, 2017, the loan repayment period for primary resident real estate loans was fifteen years. A participant may not have more than two loans outstanding at any point in time. The loans are

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

secured by the balance in the participant's account and bear interest at a rate determined by the plan administrator, based on prevailing commercial interest rates ranging from 4.25% to 6.50%. The interest rate remains fixed during the duration of the loan. Principal and interest are paid by the participant directly to Prudential over the term of the loan.

Effective January 1, 2017, participant's on a paid leave of absence (whether military or nonmilitary leave) or an unpaid leave of absence, loan payments must continue to be made as scheduled (without regard to the leave).

Payment of Benefits

Vested benefits are distributed to participants or their beneficiaries upon death, disability or retirement through one lump-sum payment, installment payments, or the purchase of an individual or qualified joint and survivor annuity contract.

Vested benefits are distributed to participants whom have terminated employment based on their vested account balance. If a participant's vested account balance is equal to or less than \$1,000, the participant will receive the balance in a single lump-sum payment within 12 months after the participant's severance from employment. If the participant's vested account balance is more than \$1,000 but less than \$5,000, the participant's vested balance will automatically roll over into an individual retirement account within 12 months after the participant's severance from employment.

Voluntary Withdrawals

A participant, while employed by the Company, may withdraw employee contributions upon either a hardship, as defined in the plan agreement, or attaining age 59½ years of age.

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the Plan's provisions. Expenses relating to purchases, sales, or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. Administrative expenses paid for by the Plan include advisor, recordkeeping, and custodian fees. All other administrative expenses of the Plan are paid by the Company.

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Termination

The Company reserves the right to terminate the Plan at any time. In the event of the Plan's termination, all participant accounts will be distributed in accordance with the provisions of the plan agreement.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Benefit Payments

Benefits are recorded when paid.

Investment Valuation

Investments in mutual funds are valued per share held by the Plan and determined through published guides and market transactions occurring at or near the end of the period.

The pooled separate account is valued based on the net asset value per unit held by the Plan. The pooled separate account net asset value is based on the fair value of the underlying investments held in the pooled separate account as determined by Prudential through published guides and market transactions occurring at or near the end of the period.

The Plan invests in an Evergreen Annuity Contract Guaranteed Income Fund (GIF), which is a fully benefit-responsive investment contract issued by Prudential. The GIF is recorded on the statements of net assets available for benefits at contract value. Contract value is the relevant measure for fully benefit-responsive investment contracts, because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value is determined based on the value of participant deposits made to the GIF, plus earnings at guaranteed interest rates, less participant withdrawals and fees. The guaranteed interest rate is credited to participant contract balances using a single contract portfolio rate. Under this approach, a single interest crediting rate is applied to all contributions made regardless of the timing of those

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

contributions. Interest crediting rates are reviewed on a semiannual basis for resetting by Prudential. When establishing interest crediting rates, Prudential considers many factors, including current economic and market conditions, the general interest rate environment, and both the expected and actual experience of a reference portfolio within the contract issuer's general account. These rates are established without the use of a specific formula. The minimum interest crediting rate is based on an average yield of five-year treasury securities over a period specified in the contract, less 1.25%, but not less than 1.00% or greater than 3.00%. There are no events that limit the ability of the Plan to transact at contract value with Prudential within a 90-day period.

There are no events that allow Prudential or the Plan to terminate the contract and require the Plan to settle at an amount different from contract value. There are no redemption or lock-up periods associated with the GIF.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's net gains and losses on investments bought and sold, as well as held, during the year.

Notes Receivable From Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance, plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. No allowance for credit losses has been recorded as of December 31, 2021 or 2020. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Risk and Uncertainties

The Plan's exposure to credit loss in the event of nonperformance of investments is limited to the carrying value of such instruments. The Plan's concentration of credit risk and market risk is dictated by the Plan's provisions, as well as the participants' investment preference.

The Plan provides for various investment options that are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to change in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

3. Investments

All investment information disclosed in the accompanying financial statements, notes, and supplemental schedule, including investments at fair value, investments at contract value and notes receivable from participants at December 31, 2021 and 2020, and net appreciation in fair value of investments, interest and dividend income, and interest income on notes receivable from participants for the year ended December 31, 2021, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Prudential.

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

Fair value measurements used by the Plan, for all financial assets that are recognized or disclosed at fair value in the financial statements, are based on the premise that fair value represents an exit price representing the amount that would be received to sell an asset in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset. As a basis for considering such assumptions, the following three-tier fair value hierarchy has been used in determining the input used in measuring fair value:

- *Level 1:* Pricing inputs into the determination of fair value are generally observable inputs, such as quoted prices in active markets. Financial assets in Level 1 include mutual funds and self-directed brokerage accounts, which are primarily comprised of mutual funds.
- *Level 2:* Pricing inputs are based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets.
- *Level 3:* Pricing inputs are generally unobservable and include situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require management's judgment or estimation of assumptions that market participants would use in pricing the assets. The fair values are therefore determined using factors that involve considerable judgment and interpretations, including but not limited to comparable private and public companies, third-party appraisals, discounted cash flow models, and fund manager estimates.

Assets measured at fair value are based on one or more of three valuation techniques. The three valuation techniques are as follows:

- (a) *Market approach:* Prices and other relevant information generated by market transactions involving identical or comparable assets.
- (b) *Cost approach:* Amount that would be required to replace the service capacity of an asset (replacement cost).

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

(c) *Income approach*: Techniques to convert future amounts to a single present amount based on market expectations (including present value techniques, and option-pricing and excess earnings models).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level of input that is significant to the fair value measurement in its entirety. The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value:

	Total December 31	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Valuation Technique (a, b, or c)
2021					
Mutual funds	\$ 823,099,201	\$ 823,099,201	\$ –	\$ –	a
Self-directed brokerage	1,319,304	1,319,304	–	–	a
Total	824,418,505	\$ 824,418,505	\$ –	\$ –	

Investments measured at net
asset value:

Pooled separate account ^(a)	16,733,875
Total investments at fair value	<u>\$ 841,152,380</u>

	Total December 31	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Valuation Technique (a, b, or c)
2020					
Mutual funds	\$ 718,626,384	\$ 718,626,384	\$ –	\$ –	a
Self-directed brokerage	1,163,614	1,163,614	–	–	a
Total	719,789,998	\$ 719,789,998	\$ –	\$ –	

Investments measured at net
asset value:

Pooled separate account ^(a)	14,097,143
Total investments at fair value	<u>\$ 733,887,141</u>

^(a)The pooled separate account is designed to provide guaranteed minimum withdrawal benefit, and seek income and long-term growth of capital. The pooled separate account is primarily comprised of U.S. stocks and bonds. The fair value of the pooled separate account has been determined using the net value per unit held by the Plan as of December 31, 2021 and 2020. There are currently no redemption restrictions on this investment or unfunded commitments.

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

5. Tax Status

The underlying prototype plan has received an opinion letter from the Internal Revenue Service (IRS) dated August 7, 2017, stating that the written form of the underlying prototype document is qualified under Section 403(b) of the Internal Revenue Code (the Code). Any employer adopting this form of the plan will be considered to have a plan qualified under Section 403(b) of the Code, and, therefore, the related custodial accounts and tax-deferred annuities are tax-exempt. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator has indicated it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

U.S. GAAP requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. Related-Party and Party-in-Interest Transactions

The Plan holds investments in Prudential's mutual funds, pooled separate account, and GIF. These transactions qualify as party-in-interest transactions; however, they are exempt from prohibited transaction rules under ERISA.

7. Subsequent Events

Management evaluated subsequent events for the Plan through October 13, 2022, the date the financial statements were available to be issued.

On January 1, 2022, the Plan was amended in which employer contributions will be subject to a three year cliff vesting for new participants after January 1, 2022. There was no change to the employer matching requirements for the participants in the Plan as of December 31, 2021. In addition, the Plan will not be considered a safe-harbor 403(b) plan starting in 2022.

Effective April 1, 2022, Empower Retirement (Empower) acquired the full-service retirement business of Prudential, accordingly, Empower became the custodian and recordkeeper of the Plan on April 1, 2022.

Supplemental Schedule

HonorHealth 403(b) Retirement Security Plan

EIN #86-0181654 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2021

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
* Evergreen Annuity Contract Guaranteed Income Fund	4,302,224 shares	**	\$ 167,635,486
* Prudential 60/40 Allocation Fund, Mutual Fund	1,073,841 shares	**	16,733,875
American Funds Euro Pacific Growth Fund	2,273,859 shares	**	171,059,818
American Funds Growth America Fund	1,435,405 shares	**	109,084,343
Brown Capital Management Small Company Institutional Fund	370,386 shares	**	48,359,057
Vanguard Institutional Index Fund	439,639 shares	**	182,065,130
Vanguard Small Cap Index Fund	402,961 shares	**	45,352,649
Vanguard Mid Cap Index Institutional Fund	774,883 shares	**	54,326,423
Delaware Value Institutional Fund	2,580,608 shares	**	68,739,392
Dodge & Cox Income Fund	6,969,579 shares	**	108,482,254
Vanguard Selected Value Investor Fund	1,072,289 shares	**	35,630,135
Self-Directed Brokerage	1,163,614 shares	**	1,319,304
* Notes receivable from participants	Varying maturity dates, with interest rates ranging from 4.25% to 6.50%		12,113,643
			1,020,901,509
Non interest-bearing cash			180
Total			\$ 1,020,901,689

*Party-in-interest.

**Participant-directed investment, cost not required.

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FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

HonorHealth 403(b) Retirement Security Plan
December 31, 2021 and 2020, and
Year Ended December 31, 2021
With Report of Independent Auditors

Ernst & Young LLP



HonorHealth 403(b) Retirement Security Plan

Financial Statements and Supplemental Schedule

December 31, 2021 and 2020, and
Year Ended December 31, 2021

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Report of Independent Auditors

Plan Administrator
HonorHealth 403(b) Retirement Security Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2021 Financial Statements

We were engaged to perform an audit of the financial statements of HonorHealth 403(b) Retirement Security Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statement of net assets available for benefits as of December 31, 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes (collectively referred to as the “financial statements”).

Management, having determined it is permissible in the circumstances, has elected to have the audit of the financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification from a qualified institution as of December 31, 2021, and for the year then ended, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Disclaimer of Opinion on the 2021 Financial Statements

We do not express an opinion on the accompanying financial statements of the Plan. Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2021 Financial Statements section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the financial statements.

Basis for Disclaimer of Opinion on the 2021 Financial Statements

The Plan has not maintained sufficient accounting records and supporting documents relating to annuity contracts and custodial accounts issued to current and former employees prior to January 1, 2009. Accordingly, we were unable to apply auditing procedures sufficient to determine the extent to which the financial statements may have been affected by these conditions.

Responsibilities of Management for the 2021 Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management’s election of the ERISA Section 103(a)(3)(C) audit does not affect management’s responsibility for the financial statements.

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

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the 2021 Financial Statements

Our responsibility is to conduct an audit of the Plan's financial statements in accordance with auditing standards generally accepted in the United States of America and to issue an auditor's report. However, because of the matter described in the Basis for Disclaimer of Opinion on the 2021 Financial Statements section of our report, we were not able to obtain sufficient appropriate evidence to provide a basis for an audit opinion on these financial statements.

We are required to be independent of the Plan, and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit.

Other Matters

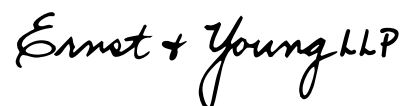
Supplemental Schedules Required by ERISA

The supplemental schedule of assets (held at end of year) as of December 31, 2021 (referred to as the "supplemental schedule"), is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements.

Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2021 Financial Statements section of our report, it is inappropriate to and we do not express an opinion on the supplemental schedules.

Auditor's Report on the 2020 Financial Statements

We were engaged to audit the financial statements of the Plan as of and for the year ended December 31, 2020. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the investment information certified by a qualified institution. Further, the Plan has not maintained sufficient accounting records and supporting documents relating to certain annuity contracts issued to current and former employees prior to January 1, 2009. In our report dated October 15, 2021, we indicated that because of the significance on the information that we did not audit, we were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, we did not express an opinion on the 2020 financial statements.



October 13, 2022

HonorHealth 403(b) Retirement Security Plan

Statements of Net Assets Available for Benefits

	December 31	
	2021	2020
Assets		
Non interest-bearing cash	\$ 180	\$ —
Investments at fair value	841,152,380	733,887,141
Investment at contract value	167,635,486	160,698,978
Notes receivable from participants	12,113,643	12,976,413
Net assets available for benefits	<u>\$ 1,020,901,689</u>	<u>\$ 907,562,532</u>

See accompanying notes.

HonorHealth 403(b) Retirement Security Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2021

Additions

Investment income:

Net appreciation in fair value of investments	\$ 91,960,490
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Interest and dividend income	13,019,462
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Total investment income	<u>104,979,952</u>
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Interest income on notes receivable from participants	682,549
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Contributions:

Participants	55,853,784
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Employer	28,695,712
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Rollovers	<u>5,562,074</u>
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Total contributions	<u>90,111,570</u>
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Total additions	195,774,071
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Deductions

Benefit payments	81,785,303
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Administrative expenses	<u>649,611</u>
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Total deductions	<u>82,434,914</u>
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Net increase	113,339,157
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Net assets available for benefits:

Beginning of year	<u>907,562,532</u>
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End of year	<u><u>\$ 1,020,901,689</u></u>
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See accompanying notes.

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements

December 31, 2021

1. Description of Plan

The following is not a comprehensive description of the HonorHealth 403(b) Retirement Security Plan (the Plan) and, therefore, does not include all situations and limitations covered by the Plan. Participants should refer to the plan document and summary plan description for a more complete description of the Plan's provisions, copies of which may be obtained from the plan sponsor.

General

On September 30, 2013, an affiliation agreement was entered into between Scottsdale Healthcare Hospitals (SHH) and John C. Lincoln Health Network (JCL) to form Scottsdale Lincoln Health Network (SLHN). The wholly owned subsidiaries of SLHN include SHH and JCL. Effective January 1, 2015, SLHN and JCL were merged into SHH (d/b/a HonorHealth, the Company). The Plan was amended and restated effective January 1, 2014, and further amended on April 27, 2014, to allow all eligible employees of SHH and JCL to participate in the Plan.

Effective January 1, 2017, a second plan amendment was executed that included a provision to change the name of the Plan from the Scottsdale Lincoln Health Network 403(b) Retirement Security Plan to the HonorHealth 403(b) Retirement Security Plan.

As a result of COVID-19 outbreak, the Federal government has signed into law a stimulus package – the Coronavirus Aid, Relief, and Economic Security Act (CARES Act) which provides certain relief provisions that can be adopted by retirement security plans. Effective May 11, 2020, the Plan adopted two provisions, which will result in an amendment to the Plan agreement. The first provisions allows those who have been diagnosed with COVID-19, or who have personally experienced adverse financial consequences as a result of being quarantined, furloughed or laid off, to make early withdrawals up to \$25,000 without the standard 10% penalty. The second provision allows those loan payments that were initially due between March 27, 2020 through December 31, 2020 to be delayed for a year.

The Plan is a defined contribution plan, providing retirement benefits to eligible employees of the Company starting on the first day of employment, established pursuant to Section 403(b) of the Internal Revenue Code (the Code). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Company is the sponsor and administrator of the Plan. The Company's Employee Benefits Committee is responsible for the general administration of the Plan. Custodial and recordkeeper functions are performed by Prudential Retirement Insurance Company of America (Prudential).

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Contributions

Eligible employees, as defined in the plan agreement, may contribute from 2% to 50% of eligible annual pretax compensation, subject to certain limits. Effective January 1, 2017, each new employee shall be deemed to have elected to make a pretax deferral to the Plan in the amount of 2% of their compensation to the default GoalMaker fund, which is made up of certain underlying funds held by the Plan. The Company will match contributions up to 4% of the eligible employees' pay. Participants may also contribute amounts representing distributions from other qualified plans (rollover contributions). Participants who have attained age 50 before the end of the year are eligible to make catch-up contributions. All contributions are subject to certain limitations of the Code.

Effective January 1, 2017, participants are allowed to make an additional pretax deferral of at least 1%, but not more than 100% of their bonus compensation.

Participant Accounts

The Plan maintains individual accounts for each participant. Participants direct the investment of all contributions and earnings into each investment option. Each account is credited for participant contributions and allocation of plan earnings, and is charged with an allocation of administrative expenses. Plan earnings are allocated based on the participant's share of net earnings or losses of their respective elected investment options. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participant and employer contributions and related plan earnings are 100% vested at all times, as defined by the plan agreement.

Participant Loans

Participants may borrow from their account balance in increments of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The \$50,000 limit is reduced by the participant's highest outstanding loan balance during the preceding 12-month period. All loans are generally repaid within five years; however, commencing with new loans after January 1, 2017, the Plan allows a ten-year payback period for primary resident real estate loans. Prior to January 1, 2017, the loan repayment period for primary resident real estate loans was fifteen years. A participant may not have more than two loans outstanding at any point in time. The loans are

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

secured by the balance in the participant's account and bear interest at a rate determined by the plan administrator, based on prevailing commercial interest rates ranging from 4.25% to 6.50%. The interest rate remains fixed during the duration of the loan. Principal and interest are paid by the participant directly to Prudential over the term of the loan.

Effective January 1, 2017, participant's on a paid leave of absence (whether military or nonmilitary leave) or an unpaid leave of absence, loan payments must continue to be made as scheduled (without regard to the leave).

Payment of Benefits

Vested benefits are distributed to participants or their beneficiaries upon death, disability or retirement through one lump-sum payment, installment payments, or the purchase of an individual or qualified joint and survivor annuity contract.

Vested benefits are distributed to participants whom have terminated employment based on their vested account balance. If a participant's vested account balance is equal to or less than \$1,000, the participant will receive the balance in a single lump-sum payment within 12 months after the participant's severance from employment. If the participant's vested account balance is more than \$1,000 but less than \$5,000, the participant's vested balance will automatically roll over into an individual retirement account within 12 months after the participant's severance from employment.

Voluntary Withdrawals

A participant, while employed by the Company, may withdraw employee contributions upon either a hardship, as defined in the plan agreement, or attaining age 59½ years of age.

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the Plan's provisions. Expenses relating to purchases, sales, or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. Administrative expenses paid for by the Plan include advisor, recordkeeping, and custodian fees. All other administrative expenses of the Plan are paid by the Company.

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Termination

The Company reserves the right to terminate the Plan at any time. In the event of the Plan's termination, all participant accounts will be distributed in accordance with the provisions of the plan agreement.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Benefit Payments

Benefits are recorded when paid.

Investment Valuation

Investments in mutual funds are valued per share held by the Plan and determined through published guides and market transactions occurring at or near the end of the period.

The pooled separate account is valued based on the net asset value per unit held by the Plan. The pooled separate account net asset value is based on the fair value of the underlying investments held in the pooled separate account as determined by Prudential through published guides and market transactions occurring at or near the end of the period.

The Plan invests in an Evergreen Annuity Contract Guaranteed Income Fund (GIF), which is a fully benefit-responsive investment contract issued by Prudential. The GIF is recorded on the statements of net assets available for benefits at contract value. Contract value is the relevant measure for fully benefit-responsive investment contracts, because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value is determined based on the value of participant deposits made to the GIF, plus earnings at guaranteed interest rates, less participant withdrawals and fees. The guaranteed interest rate is credited to participant contract balances using a single contract portfolio rate. Under this approach, a single interest crediting rate is applied to all contributions made regardless of the timing of those

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

contributions. Interest crediting rates are reviewed on a semiannual basis for resetting by Prudential. When establishing interest crediting rates, Prudential considers many factors, including current economic and market conditions, the general interest rate environment, and both the expected and actual experience of a reference portfolio within the contract issuer's general account. These rates are established without the use of a specific formula. The minimum interest crediting rate is based on an average yield of five-year treasury securities over a period specified in the contract, less 1.25%, but not less than 1.00% or greater than 3.00%. There are no events that limit the ability of the Plan to transact at contract value with Prudential within a 90-day period.

There are no events that allow Prudential or the Plan to terminate the contract and require the Plan to settle at an amount different from contract value. There are no redemption or lock-up periods associated with the GIF.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's net gains and losses on investments bought and sold, as well as held, during the year.

Notes Receivable From Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance, plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. No allowance for credit losses has been recorded as of December 31, 2021 or 2020. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Risk and Uncertainties

The Plan's exposure to credit loss in the event of nonperformance of investments is limited to the carrying value of such instruments. The Plan's concentration of credit risk and market risk is dictated by the Plan's provisions, as well as the participants' investment preference.

The Plan provides for various investment options that are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to change in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

3. Investments

All investment information disclosed in the accompanying financial statements, notes, and supplemental schedule, including investments at fair value, investments at contract value and notes receivable from participants at December 31, 2021 and 2020, and net appreciation in fair value of investments, interest and dividend income, and interest income on notes receivable from participants for the year ended December 31, 2021, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Prudential.

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements

Fair value measurements used by the Plan, for all financial assets that are recognized or disclosed at fair value in the financial statements, are based on the premise that fair value represents an exit price representing the amount that would be received to sell an asset in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset. As a basis for considering such assumptions, the following three-tier fair value hierarchy has been used in determining the input used in measuring fair value:

- *Level 1:* Pricing inputs into the determination of fair value are generally observable inputs, such as quoted prices in active markets. Financial assets in Level 1 include mutual funds and self-directed brokerage accounts, which are primarily comprised of mutual funds.
- *Level 2:* Pricing inputs are based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets.
- *Level 3:* Pricing inputs are generally unobservable and include situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require management's judgment or estimation of assumptions that market participants would use in pricing the assets. The fair values are therefore determined using factors that involve considerable judgment and interpretations, including but not limited to comparable private and public companies, third-party appraisals, discounted cash flow models, and fund manager estimates.

Assets measured at fair value are based on one or more of three valuation techniques. The three valuation techniques are as follows:

- (a) *Market approach:* Prices and other relevant information generated by market transactions involving identical or comparable assets.
- (b) *Cost approach:* Amount that would be required to replace the service capacity of an asset (replacement cost).

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

(c) *Income approach*: Techniques to convert future amounts to a single present amount based on market expectations (including present value techniques, and option-pricing and excess earnings models).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level of input that is significant to the fair value measurement in its entirety. The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value:

	Total December 31	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Valuation Technique (a, b, or c)
2021					
Mutual funds	\$ 823,099,201	\$ 823,099,201	\$ –	\$ –	a
Self-directed brokerage	1,319,304	1,319,304	–	–	a
Total	824,418,505	\$ 824,418,505	\$ –	\$ –	

Investments measured at net
asset value:

Pooled separate account ^(a)	16,733,875
Total investments at fair value	<u>\$ 841,152,380</u>

	Total December 31	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Valuation Technique (a, b, or c)
2020					
Mutual funds	\$ 718,626,384	\$ 718,626,384	\$ –	\$ –	a
Self-directed brokerage	1,163,614	1,163,614	–	–	a
Total	719,789,998	\$ 719,789,998	\$ –	\$ –	

Investments measured at net
asset value:

Pooled separate account ^(a)	14,097,143
Total investments at fair value	<u>\$ 733,887,141</u>

^(a)The pooled separate account is designed to provide guaranteed minimum withdrawal benefit, and seek income and long-term growth of capital. The pooled separate account is primarily comprised of U.S. stocks and bonds. The fair value of the pooled separate account has been determined using the net value per unit held by the Plan as of December 31, 2021 and 2020. There are currently no redemption restrictions on this investment or unfunded commitments.

HonorHealth 403(b) Retirement Security Plan

Notes to Financial Statements (continued)

5. Tax Status

The underlying prototype plan has received an opinion letter from the Internal Revenue Service (IRS) dated August 7, 2017, stating that the written form of the underlying prototype document is qualified under Section 403(b) of the Internal Revenue Code (the Code). Any employer adopting this form of the plan will be considered to have a plan qualified under Section 403(b) of the Code, and, therefore, the related custodial accounts and tax-deferred annuities are tax-exempt. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The plan administrator has indicated it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

U.S. GAAP requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. Related-Party and Party-in-Interest Transactions

The Plan holds investments in Prudential's mutual funds, pooled separate account, and GIF. These transactions qualify as party-in-interest transactions; however, they are exempt from prohibited transaction rules under ERISA.

7. Subsequent Events

Management evaluated subsequent events for the Plan through October 13, 2022, the date the financial statements were available to be issued.

On January 1, 2022, the Plan was amended in which employer contributions will be subject to a three year cliff vesting for new participants after January 1, 2022. There was no change to the employer matching requirements for the participants in the Plan as of December 31, 2021. In addition, the Plan will not be considered a safe-harbor 403(b) plan starting in 2022.

Effective April 1, 2022, Empower Retirement (Empower) acquired the full-service retirement business of Prudential, accordingly, Empower became the custodian and recordkeeper of the Plan on April 1, 2022.

Supplemental Schedule

HonorHealth 403(b) Retirement Security Plan

EIN #86-0181654 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2021

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
* Evergreen Annuity Contract Guaranteed Income Fund	4,302,224 shares	**	\$ 167,635,486
* Prudential 60/40 Allocation Fund, Mutual Fund	1,073,841 shares	**	16,733,875
American Funds Euro Pacific Growth Fund	2,273,859 shares	**	171,059,818
American Funds Growth America Fund	1,435,405 shares	**	109,084,343
Brown Capital Management Small Company Institutional Fund	370,386 shares	**	48,359,057
Vanguard Institutional Index Fund	439,639 shares	**	182,065,130
Vanguard Small Cap Index Fund	402,961 shares	**	45,352,649
Vanguard Mid Cap Index Institutional Fund	774,883 shares	**	54,326,423
Delaware Value Institutional Fund	2,580,608 shares	**	68,739,392
Dodge & Cox Income Fund	6,969,579 shares	**	108,482,254
Vanguard Selected Value Investor Fund	1,072,289 shares	**	35,630,135
Self-Directed Brokerage	1,163,614 shares	**	1,319,304
* Notes receivable from participants	Varying maturity dates, with interest rates ranging from 4.25% to 6.50%		12,113,643
			1,020,901,509
Non interest-bearing cash			180
Total			<u>\$ 1,020,901,689</u>

*Party-in-interest.

**Participant-directed investment, cost not required.

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