# TARRANT COUNTY SENIOR LIVING CENTER, INC.
# (DBA THE STAYTON AT MUSEUM WAY)

## FINANCIAL STATEMENTS

## YEARS ENDED DECEMBER 31, 2020 AND 2019

**TARRANT COUNTY SENIOR LIVING CENTER, INC.**
**(DBA THE STAYTON AT MUSEUM WAY)**
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**YEARS ENDED DECEMBER 31, 2020 AND 2019**

# INDEPENDENT AUDITORS' REPORT

Board of Directors
Tarrant County Senior Living Center, Inc. (dba The Stayton at Museum Way)
Des Moines, Iowa

We have audited the accompanying financial statements of Tarrant County Senior Living Center, Inc. (dba The Stayton at Museum Way) which comprise the balance sheets as of December 31, 2020 and 2019, and the related statements of operations and changes in net assets without donor restrictions, and cash flows for the year ended December 31, 2020 and for the periods from January 1, 2019 to June 20, 2019 (Predecessor) and June 21 2019 to December 31, 2019 (Successor), and the related notes to the financial statements.

### *Management's Responsibility for the Financial Statements*

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

### *Auditors' Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

***Opinion***

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position Tarrant County Senior Living Center, Inc. (dba The Stayton at Museum Way) as of December 31, 2020 and 2019, and the results of its operations and its cash flows for the year ended December 31, 2020 and for the period from July 1, 2019 through December 31, 2019 (Successor) and the results of its operations and its cash flows for the period from January 1, 2019 to June 30, 2019 (Predecessor) in accordance with accounting principles generally accepted in the United States of America.

CliftonLarsonAllen LLP

**CliftonLarsonAllen LLP**

Minneapolis, Minnesota
April 22, 2021

# TARRANT COUNTY SENIOR LIVING CENTER, INC.
# (DBA THE STAYTON AT MUSEUM WAY)
# BALANCE SHEETS
# DECEMBER 31, 2020 AND 2019
# (IN THOUSANDS)

| ASSETS | 2020 | 2019 |
|---|---|---|
| **CURRENT ASSETS** | | |
| Cash and Cash Equivalents | $ 1,814 | $ 9,344 |
| Investments in Trading Portfolio, Excluding Assets Whose Use is Limited | 4,878 | - |
| Accounts Receivable: | | |
| Trade | 1,145 | 1,604 |
| Lifespace Communities, Inc. | 252 | 181 |
| Inventories | 29 | 17 |
| Prepaid Insurance and Other | 208 | 438 |
| Assets Whose Use is Limited - Current | 866 | 9 |
| Total Current Assets | 9,192 | 11,593 |
| **ASSETS WHOSE USE IS LIMITED** - Noncurrent | 8,747 | 7,930 |
| **PROPERTY AND EQUIPMENT, AT COST** | | |
| Land and Improvements | 4,934 | 4,910 |
| Building and Improvements | 100,798 | 101,176 |
| Furniture and Equipment | 2,065 | 1,980 |
| Subtotal | 107,797 | 108,066 |
| Less: Accumulated Depreciation | 5,108 | 2,192 |
| Net Property and Equipment | 102,689 | 105,874 |
| **GOODWILL**, Net of Accumulated Amortization | 43,013 | 49,059 |
| **DEFERRED EXPENSES**, Net of Accumulated Amortization | 53 | 63 |
| **INTANGIBLE ASSET**, Net of Accumulated Amortization | 9,542 | 10,815 |
| Total Assets | $ 173,236 | $ 185,334 |

*See accompanying Notes to Financial Statements.*

# TARRANT COUNTY SENIOR LIVING CENTER, INC.
# (DBA THE STAYTON AT MUSEUM WAY)
# BALANCE SHEETS (CONTINUED)
# DECEMBER 31, 2020 AND 2019
# (IN THOUSANDS)

| | 2020 | 2019 |
|---|---|---|
| **LIABILITIES AND NET ASSETS WITHOUT DONOR RESTRICTIONS** | | |
| **CURRENT LIABILITIES** | | |
| Accounts Payable: | | |
| Trade | $ 792 | $ 2,172 |
| Lifespace Communities, Inc. | 94 | 242 |
| | 886 | 2,414 |
| Accrued Liabilities: | | |
| Employee Compensation Expense | 237 | 465 |
| Interest | 538 | 6,487 |
| Other | 122 | 5 |
| Total Accrued Liabilities | 897 | 6,957 |
| Entrance Fee Refunds | 1,861 | 275 |
| Long-Term Debt Due within One Year | - | 2,975 |
| Total Current Liabilities | 3,644 | 12,621 |
| **LONG-TERM LIABILITIES** | | |
| Entrance Fee Deposits | 124 | 224 |
| Long-Term Debt Due after One Year | 112,261 | 102,821 |
| Deferred Entrance Fees | 6,829 | 7,509 |
| Refundable Entrance Fees | 72,108 | 65,951 |
| Future Service Obligation | 5,424 | - |
| Total Long-Term Liabilities | 196,746 | 176,505 |
| Total Liabilities | 200,390 | 189,126 |
| **NET ASSETS WITHOUT DONOR RESTRICTIONS** | (27,154) | (3,792) |
| Total Liabilities and Net Assets without Donor Restrictions | $ 173,236 | $ 185,334 |

*See accompanying Notes to Financial Statements.*

**TARRANT COUNTY SENIOR LIVING CENTER, INC.**
**(DBA THE STAYTON AT MUSEUM WAY)**
**STATEMENTS OF OPERATIONS AND CHANGES IN NET ASSETS**
**WITHOUT DONOR RESTRICTIONS**
**YEAR ENDED DECEMBER 31, 2020 AND**
**PERIODS FROM JULY 1, 2019 THROUGH DECEMBER 31, 2019 (SUCCESSOR),**
**JANUARY 1, 2019 THROUGH JUNE 30, 2019 (PREDECESSOR)**
**(IN THOUSANDS)**

| | Successor | | Predecessor |
|---|---|---|---|
| | 2020 | July 1 - December 31, 2019 | January 1 - June 30, 2019 |
| **REVENUES** | | | |
| Independent Living Fees | $ 10,670 | $ 5,144 | $ 5,257 |
| Entrance Fees Earned and Nonrefundable Fees | 1,387 | 1,511 | 736 |
| Skilled Nursing and Assisted Living Fees | 9,928 | 5,162 | 4,967 |
| Investment Income | 867 | 79 | 149 |
| Other | 667 | - | - |
| Total Revenues | 23,519 | 11,896 | 11,109 |
| **EXPENSES** | | | |
| Operating Expenses: | | | |
| Salaries and Benefits | 7,942 | 4,083 | 4,006 |
| General and Administrative | 3,959 | 4,136 | 2,834 |
| Plant Operations | 1,297 | 654 | 625 |
| Housekeeping | 112 | 60 | 59 |
| Dietary | 2,166 | 898 | 710 |
| Medical and Other Resident Care | 1,863 | 1,032 | 1,079 |
| Depreciation | 3,586 | 2,189 | 1,810 |
| Amortization | 14,093 | 3,734 | - |
| Interest | 6,399 | 4,497 | 4,786 |
| Loss on Disposal of Property and Equipment | 16 | 3 | - |
| Increase (Decrease) in obligation to provide future services | 5,424 | (5,598) | - |
| Total Expenses | 46,857 | 15,688 | 15,909 |
| **DEFICIT OF REVENUES OVER EXPENSES** | (23,338) | (3,792) | (4,800) |
| **OTHER CHANGES IN NET ASSETS WITHOUT DONOR RESTRICTIONS** | | | |
| Contributions to Lifespace Communities, Inc. | (24) | - | - |
| **CHANGE IN NET ASSETS WITHOUT DONOR RESTRICTIONS** | (23,362) | (3,792) | (4,800) |
| Net Assets without Donor Restrictions - Beginning of Period | (3,792) | - | (97,877) |
| **NET ASSETS WITHOUT DONOR RESTRICTIONS - END OF PERIOD** | $ (27,154) | $ (3,792) | $ (102,677) |

*See accompanying Notes to Financial Statements.*

# TARRANT COUNTY SENIOR LIVING CENTER, INC.
# (DBA THE STAYTON AT MUSEUM WAY)
# STATEMENTS OF CASH FLOWS
# YEAR ENDED DECEMBER 31, 2020 AND
# PERIODS FROM JULY 1, 2019 THROUGH DECEMBER 31, 2019 (SUCCESSOR),
# JANUARY 1, 2019 THROUGH JUNE 30, 2019 (PREDECESSOR)
# (IN THOUSANDS)

| | Successor | | Predecessor |
|---|---|---|---|
| | 2020 | July 1 - December 31, 2019 | January 1 - June 30, 2019 |
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | | |
| Deficit of Revenues over Expenses | $ (23,362) | $ (3,792) | $ (4,800) |
| Adjustments to Reconcile Deficit of Revenues over Expenses with Donor Restrictions to Net Cash Provided (Used) by Operating Activities: | | | |
| Entrance Fees Earned | (1,387) | (1,511) | (736) |
| Proceeds from Nonrefundable Entrance Fees and Deposits | 707 | 985 | 543 |
| Net Accretion of Original Issue Discounts | - | - | 27 |
| Depreciation and Amortization | 17,679 | 5,923 | 2,176 |
| Amortization of Financing Cost | - | - | 73 |
| Net Purchases of Trading Investments | (7,937) | - | - |
| Change in Unrealized Appreciation of Investments | (197) | (27) | (55) |
| Change in entrance fee deposits | (100) | (76) | 64 |
| Loss on Disposal of Property and Equipment | 16 | 3 | - |
| Contributions to Lifespace Communities, Inc. | 24 | - | - |
| Increase (Decrease) in Obligation to Provide Future Services | 5,424 | (5,598) | - |
| Changes in Operating Assets and Liabilities: | | | |
| Accounts Receivable, Inventories, and Prepaid Insurance and Other | 704 | 3,038 | 595 |
| Accounts Payable and Accrued Liabilities | (1,123) | 784 | 2,234 |
| Net Cash Provided (Used) by Operating Activities | (9,552) | (271) | 121 |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | | |
| Purchases of Property and Equipment | (417) | (306) | (307) |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | | |
| Contributions to Lifespace Communities, Inc. | (24) | - | - |
| Net Withdrawals from Assets Limited as to Use | - | 767 | 1,259 |
| Proceeds from Refundable Entrance Fees and Deposits | 2,769 | 6,628 | 4,687 |
| Refunds of Entrance Fees | (1,888) | (3,915) | (4,452) |
| Net Cash Provided by Financing Activities | 857 | 3,480 | 1,494 |
| **NET (DECREASE) INCREASE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH** | (9,112) | 2,903 | 1,308 |
| Cash, Cash Equivalents and Restricted Cash - Beginning of Period | 13,698 | 10,795 | 9,487 |
| **CASH, CASH EQUIVALENTS AND RESTRICTED CASH - END OF PERIOD** | $ 4,586 | $ 13,698 | $ 10,795 |

*See accompanying Notes to Financial Statements.*

## NOTE 1 ORGANIZATION AND OPERATIONS

Tarrant County Senior Living Center, Inc. dba The Stayton at Museum Way ("The Stayton"), is incorporated as a Texas nonprofit corporation to provide housing, health care, and other related services to the elderly through the operations of a retirement community. The Stayton operates under a "life care" concept in which residents enter into a residency agreement that requires payment of a one-time entrance fee and monthly fee. Generally, these payments entitle residents to the use and privileges of the community for life. The residents do not acquire an interest in the real estate and property.

Senior Quality Lifestyles Corporation ("SQLC") was The Stayton's sole member until June 20, 2019. On June 20, 2019, SQLC and Lifespace Communities, Inc (Lifespace) executed an affiliation agreement. The agreement provided for a member substitution of Lifespace as the owner and operator of The Stayton, along with two other SQLC communities.

## NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

**<u>Basis of Presentation</u>**

The accompanying financial statements present only the accounts of The Stayton.

The financial statements are presented for both the predecessor period (when SQLC was the sole member) and the successor period (when Lifespace is the sole member), which relate to the accounting periods preceding and succeeding the affiliation on June 20, 2019. The date of June 30th is used in the presentation to allow for a more accurate cut-off. The ten days of activity from, June 20th to June 30th was deemed immaterial to the presentation of the financial statements.

The successor and predecessor periods have been separated by a vertical line on the face of the financial statements and in the notes to the financial statements, when applicable.

The assets and liabilities and net assets of The Stayton are reported as follows:

*Without Donor Restrictions* – Those resources over which the Board of Directors has discretionary control. "Board Designated" amounts represent those resources which the board has set aside for a particular purpose.

*With Donor Restrictions* – Those resources subject to donor imposed restrictions which will be satisfied by actions of the organization or the passage of time. The donors of these resources permit the organization to use all or part of the income earned, including capital appreciation, on related investments for unrestricted purposes.

At December 31, 2020 and 2019, no net assets with donor restrictions were held by The Stayton.

(IN THOUSANDS)**

## NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Accounts Receivable

Accounts receivable and related revenues have been adjusted to the estimated amounts expected to be received. These amounts are subject to further adjustments upon review by third-party payors. The Stayton provides an allowance for doubtful accounts which is offset against the gross amount of accounts receivable. The allowance for doubtful accounts is an estimate of collection losses that may be incurred in the collection of all receivables. The allowance is based upon historical experience, coupled with management's review of the current status of the existing receivables over 90 days. Past-due balances are written off after all collection efforts have been exhausted. The allowance for doubtful accounts was $169 and $-0- at December 31, 2020 and 2019, respectively.

### Property and Equipment

Property and equipment are recorded at original cost plus capitalized interest when applicable. Depreciation of property and equipment is provided on the straight-line method over the estimated useful lives of the assets, which range from 3 to 40 years.

The Stayton has no construction in progress at December 31, 2020 and 2019.

### Credit Risk

The Stayton maintains its cash and cash equivalents in bank deposit accounts that may exceed federally insured limits. Most investments and assets limited as to use are held in a custodial arrangement and consist of investment grade interest bearing securities. The Stayton has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk.

The Stayton grants credit without collateral to its residents, most of whom are local individuals and are covered under third-party payor agreements. The mix of receivables from residents and third-party payors was as follows:

| | December 31, | |
|---|---|---|
| | 2020 | 2019 |
| Medicare | 22 % | 26 % |
| Residents and Other Third-Party Payors | 78 | 74 |
| Total | 100 % | 100 % |

### Inventory

Inventory consists principally of food, liquor, and kitchen supplies. Inventories are valued at cost determined by the first-in, first-out (FIFO) method.

## NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Assets Limited as to Use

Assets limited as to use consist of future resident funds held in trust by The Stayton as a fiduciary and funds held by trustees under bond indenture agreements. Assets limited as to use that are required for obligations classified as current liabilities are reported as current assets.

Assets whose use is limited, are recorded at fair value. Fair values are determined based on readily determinable market values.

The investment portfolio is designated as trading. Changes in unrealized gains and losses on investments designated as trading are reported within the change in net assets without donor restrictions.

### Goodwill

Goodwill represents the excess of the debt assumed over the fair value of assets acquired at the time of the Lifespace affiliation in June 2019 (see note 10). Goodwill is amortized over nine years on a straight-line basis and is evaluated for potential impairment whenever events or circumstances indicate that the carrying amount may not be recoverable. Lifespace has twelve months from the date of affiliation to adjust the goodwill balance based on facts and circumstances that become known. Goodwill acquired in the affiliation was $52,151 at December 31, 2019 and subsequently adjusted to $51,840 in 2020 (see Note 10). Accumulated amortization at December 31, 2020 and 2019 was $8,827 and $3,092, respectively.

### Deferred Expenses

Net deferred expenses of $53 and $63 at December 31, 2020 and 2019, respectively, are sales costs that are capitalized. These costs are amortized on a straight-line basis over the estimated life expectancy of the residents. The sales cost are $62 and $68 at December 31, 2020 and 2019, respectively. The accumulated amortization was $9 and $5 in 2020 and 2019, respectively.

### Intangible Assets

Intangible assets include values assigned to the residency agreements in place at the time of the Lifespace affiliation in June 2019 (see note 10). The value associated with the residency agreements is being amortized over nine years on a straight-line basis and is evaluated for potential impairment whenever events or circumstances indicate that the carrying amount may not be recoverable. Residency agreements acquired in the affiliation was $11,451. The accumulated amortization was $1,909 and $636 at December 31, 2020 and 2019, respectively.

(IN THOUSANDS)

## NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Change in Accounting Policy

The residency agreements acquired in the affiliation have refunds that are due at the contract amount, not the fair value of the liability recorded. In 2020, The Stayton changed its accounting policy to amortize the difference in the contract and fair value amounts over nine years, adjusting for residents who have exited the community and received the refund. As a result of this change in accounting estimate, an additional $2,600 has been recorded as amortization on the income statement for 2020.

### Deferred Entrance Fees

The Stayton presently has two residency plans: a traditional plan and a return-of-capital plan. Under the traditional plan, the entrance fees received are nonrefundable and recorded as deferred revenue. This deferred revenue is recognized as revenue earned on a straight-line basis over the estimated remaining life, actuarially adjusted annually, of each resident beginning with the date of each resident's occupancy. Under certain circumstances, a portion of the entrance fee may be refunded to the resident upon termination of occupancy; such payments are charged against deferred entrance fees. Any unrecognized deferred entrance fee at the date of death or termination of occupancy of the respective resident is recorded as income in the period in which death or termination of occupancy occurs.

Under the return-of-capital residency plan, a portion of the entrance fees (10%) is nonrefundable and is recognized on the same basis as under the traditional plan. The remaining amount represents that portion of the entrance fee, less unreimbursed fees and expenses, which will be refunded to the resident once sufficient entrance fees have been received from reoccupancy of an apartment by another resident. This refundable portion is recorded as a liability until the time of payment.

The following is a summary of deferred entrance fees:

| | December 31, 2020 | December 31, 2019 |
|---|---|---|
| Nonrefundable Entrance Fees | $ 6,829 | $ 7,509 |
| Refundable Entrance Fees | 72,108 | 65,951 |
| Total | $ 78,937 | $ 73,460 |

### Independent Living Fees and Skilled Nursing and Assisted Living Fees, Net (Resident Care Service Revenue)

Resident care service revenue is reported at the amount that reflects the consideration to which The Stayton expects to be entitled in exchange for providing resident care. These amounts are due from residents, third-party payors (including health insurers and government programs), and others and includes variable consideration for retroactive revenue adjustments due to settlement of audits and reviews. The Stayton bills all residents at the beginning of the month and third party payors in the month following the services being performed. Revenue is recognized as performance obligations are satisfied.

## NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

**Independent Living Fees and Skilled Nursing and Assisted Living Fees, Net (Resident Care Service Revenue) (Continued)**

Performance obligations are determined based on the nature of the services provided by The Stayton. Revenue for performance obligations satisfied over time is recognized based on actual charges incurred in relation to total expected (or actual) charges. The Stayton believes that this method provides a reasonable depiction of the transfer of services over the term of the performance obligation based on the inputs needed to satisfy the obligation. Generally, performance obligations satisfied over time relate to residents in our community living in an independent or assisted living apartment, or receiving skilled nursing services over a period of time. The Stayton measures the performance obligation from admission into the community to the point when it is no longer required to provide services to that resident, which is generally at the time the resident exits the community.

Residency plan contracts have no termination date and can be cancelled by residents at any time. Income under the residency plan contracts is not considered to provide a material right to future services. As result, fees under this contract are recognized monthly as services are performed.

Because all of The Stayton's remaining performance obligations relate to contracts with a duration of less than one year, The Stayton has elected to apply the optional exemption provided in FASB ASC 606-10-50-14(a) and, therefore, is not required to disclose the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied at the end of the reporting period. The unsatisfied or partially unsatisfied performance obligations referred to above are primarily related to inpatient acute care services at the end of the reporting period. The performance obligations for these contracts are generally completed when the Residents are discharged, which generally occurs within days or weeks of the end of the reporting period.

The Stayton determines the transaction price based on standard charges for goods and services provided, reduced by contractual adjustments provide to third-party payors, or residents. The Stayton determines its estimates of contractual adjustments based on contractual agreements, its policies, and historical experience.

The services provided through third-party payors are primarily paid through the Medical Assistance and Medicare programs. The Medical Assistance programs are covered through the state departments of health and rates charged are in accordance with the rules established in those states. The Medicare program is administered by the United States Centers for Medicare and Medicaid Services (CMS). The Medicare program pays on a prospective payment system, a per diem price based system.

## NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

**Independent Living Fees and Skilled Nursing and Assisted Living Fees, Net (Resident Care Service Revenue) (Continued)**

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

Settlements with third-party payors for retroactive adjustments due to audits, reviews, or investigations are considered variable consideration and are included in the determination of the estimated transaction price for providing patient care. These settlements are estimated based on the terms of the payment agreement with the payor, correspondence from the payor and The Stayton's historical settlement activity, including an assessment to ensure that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the retroactive adjustment is subsequently resolved. Estimated settlements are adjusted in future periods as adjustments become known (that is, new information becomes available), or as years are settled or are no longer subject to such audits, reviews, and investigations. Adjustments arising from a change in an implicit price concession impacting transaction price were not significant in 2020 or 2019.

Generally residents who are covered by third-party payors are responsible for related deductibles and coinsurance, which vary in amount. The Stayton estimates the transaction price for residents with deductibles and coinsurance based on historical experience and current market conditions. The initial estimate of the transaction price is determined by reducing the standard charge by any contractual adjustments, discounts, and implicit price concessions. Subsequent changes to the estimate of the transaction price are generally recorded as adjustments to revenue in the period of the change. Subsequent changes that are determined to be the result of an adverse change in the Resident's ability to pay are recorded as bad debt expense.

(IN THOUSANDS)**

## NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

**Independent Living Fees and Skilled Nursing and Assisted Living Fees, Net (Resident Care Service Revenue) (Continued)**

The Stayton has determined that the nature, amount, timing, and uncertainty of revenue and cash flows are affected by the following factors: payors and service lines. Tables providing details of these factors are presented below.

The composition of resident care service revenue by primary payor is as follows:

| | Successor | | Predecessor |
|---|---|---|---|
| | 2020 | July 1 - December 31 2019 | January 1 - June 30 2019 |
| Residency Plan Agreements | $ 12,645 | $ 5,936 | $ 6,105 |
| Private Pay | 4,518 | 2,284 | 2,055 |
| Medicare | 2,880 | 1,690 | 1,657 |
| HMO/Managed Care | 555 | 396 | 407 |
| Total | $ 20,598 | $ 10,306 | $ 10,224 |

Revenue from resident's deductibles and coinsurance are included in the categories presented above based on the primary payor.

The composition of resident care service revenue based its lines of business are as follows:

| | Successor | | Predecessor |
|---|---|---|---|
| | 2020 | July 1 - December 31 2019 | January 1 - June 30 2019 |
| Service Lines: | | | |
| Independent Living | $ 10,670 | $ 5,144 | $ 5,257 |
| Skilled Nursing Facility | 5,284 | 3,053 | 2,907 |
| Assisted Living and Memory Care | 4,644 | 2,109 | 2,060 |
| Total | $ 20,598 | $ 10,306 | $ 10,224 |

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

## NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Independent Living Fees and Skilled Nursing and Assisted Living Fees, Net (Resident Care Service Revenue) (Continued)

The Stayton has elected to apply the practical expedient provided by FASB ASC 340-40-25-4, and expense as incurred the incremental customer contract acquisition costs for contracts in which the amortization period of the asset that The Stayton otherwise would have recognized is one year or less. However, incremental costs incurred to obtain residency agreements for which the amortization period of the asset that The Stayton otherwise would have recognized is expected to be longer than one year are capitalized and amortized over the life of the contract based on the pattern of revenue recognition from these contracts. The Stayton regularly considers whether the unamortized contract acquisition costs are impaired if they are not recoverable under the contract. During the year ended December 31, 2020 and 2019, no unamortized costs were expensed as a result of the impairment analysis. At December 31, 2020 and 2019, the customer contract acquisition costs are $62 and $68, respectively. During the years ended December 31, 2020 and 2019, The Stayton recognized amortization expense of $18 and $5, respectively. The net is presented in deferred expenses on the accompanying balance sheets.

### Deficit of Revenues over Expenses

The statements of operations and changes in net assets without donor restrictions include a line entitled “Deficit of Revenues over Expenses” which is an important performance indicator for The Stayton. Changes in net assets without donor restrictions which are excluded from the performance indicator, consistent with industry practice, include assets released from restriction for capital purposes, contributions of long-lived assets (including assets acquired using contributions which by donor restriction were to be used for the purpose of acquiring such assets) and contributions to/from affiliates.

### Income Taxes

The Stayton has been granted an exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and has been designated as a publicly supported organization (rather than a private foundation).

The Stayton evaluates tax positions taken or expected to be taken in the course of preparing its tax returns to determine whether it is “more likely than not” that each tax position would be sustained upon examination by a taxing authority based on the technical merits of the position. Tax positions not deemed to meet the more-likely-than-not threshold would be recorded as a tax benefit or expense in the current year. For the years ended December 31, 2020 and 2019, The Stayton has not recorded any such tax benefit or expense in the accompanying financial statements. No examinations are in progress or anticipated at this time. The Stayton’s federal income tax returns are open to examination for the years ended December 31, 2017 through December 31, 2019.

(IN THOUSANDS)

## NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Statements of Cash Flows

For purposes of the statements of cash flows, cash, cash equivalents and restricted cash represent investments with original maturities of three months or less.

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the balance sheet that sum to the total of the same such amounts shown in the statement of cash flows.

| | 2020 | 2019 |
|---|---|---|
| Cash and Cash Equivalents | $ 1,814 | $ 9,344 |
| Restricted Cash Included in Assets Whose use is Limited - Current | 866 | 9 |
| Restricted Cash Included in Assets Whose use is Limited - Noncurrent | 1,906 | 4,345 |
| Total Cash, Cash Equivalents and Restricted Cash Shown in the Statement of Cash Flows | $ 4,586 | $ 13,698 |

During the year ended December 31, 2020, The Stayton received dividend and interest income of $233 and paid interest charges of $5,882. During the period July through December 2019, The Stayton received dividend and interest income of $41 and paid interest charges of $1,485. During the period January through June 2019, The Stayton received dividend and interest income of $98 and paid interest charges of $2,541.

### Use of Estimates

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

### Future Service Obligation

The Stayton is obligated to provide future services to residents based upon the resident contracts in place. A liability recognizing an obligation to provide future services to residents is recorded if the present value of future cash outflows, adjusted for certain noncash items, exceeds the present value of future cash inflows, adjusted for unamortized deferred revenue. The Stayton has estimated it has a future service obligation liability of $5,424 and $-0- at December 31, 2020 and 2019, respectively.

## NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

**Coronavirus Relief Funds**

During the year ended December 31, 2020, the World Health Organization declared the spread of Coronavirus Disease (COVID-19) a worldwide pandemic. Due to the Coronavirus pandemic, there were certain relief funds issued to The Stayton from the U.S. Department of Health and Human Services (HHS). The government made available emergency relief grant funds to health care providers through the Coronavirus Aid, Relief and Economic Security Act Provider Relief Fund and other related programs. The relief funds are subject to certain restrictions on eligible expenses or uses, reporting requirements, and will be subject to audit. The Stayton considers the relief funds conditional, and therefore the funds are not recognized as revenue until conditions on which they depend are met. The Stayton received $667 in relief funds, has determined the conditions on which they depend were met, and therefore recognized the relief funds as revenue for the year ended December 31, 2020.

## NOTE 3 FAIR VALUE OF FINANCIAL INSTRUMENTS

Disclosures are required of fair value information about financial instruments, whether or not recognized in the balance sheets, for which it is practical to estimate that value. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. In that regard, the derived fair value estimates cannot be substantiated by comparisons to independent markets and, in many cases, could not be realized in immediate settlement of the instrument.

The following determinations were made by The Stayton in estimating its fair value for financial instruments:

*Cash and Cash Equivalents* – These assets are stated at fair value, which is based on quoted market prices, where available.

*Investments* – These assets are stated at fair value, which is based on quoted market prices, where available (see Note 4).

Fair value is defined as the price The Stayton would receive upon selling a security in a timely transaction to an independent buyer in the principal or most advantageous market of the security at the measurement date. A hierarchy has been established for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available.

(IN THOUSANDS)

## NOTE 3 FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

Observable inputs are inputs that reflect the assumptions that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of The Stayton. Unobservable inputs are inputs that reflect The Stayton's own assumptions about the assumptions that market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

The three-tier hierarchy of inputs is summarized in the three broad levels listed below:

*Level 1* – Quoted prices available in active markets for identical securities as of the reporting date.

*Level 2* – Other significant observable inputs (including quoted prices for similar investments, interest rates, credit risk, etc.). Investments that are generally included in this category are U.S. government obligations and corporate bonds.

*Level 3* – Significant unobservable inputs (including The Stayton's assumptions in determining the fair value of investments).

The availability of observable inputs can vary from security to security and is affected by a wide variety of factors, including, for example, the type of security, whether the security is new and not yet established in the market place, and other characteristics particular to the transaction.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by The Stayton in determining fair value is greatest for instruments categorized in Level 3.

Fair values of equity securities are determined using public quotations. Fair values of debt securities have been determined through the use of third-party pricing services using market observable inputs. The following is a summary of the inputs used:

| | December 31, 2020 | | | |
|---|---|---|---|---|
| | Assets Measured at Fair Value | Fair Value Hierarchy Level | | |
| | | Level 1 | Level 2 | Level 3 |
| **ASSETS** | | | | |
| Money Market | $ 2,772 | $ 2,772 | $ - | $ - |
| Pooled Common Trust Fund | 4,878 | - | 4,878 | - |
| Corporate Bonds | 5,124 | - | 5,124 | - |
| U.S. Government and Federal Agencies | 1,717 | - | 1,717 | - |
| Total Assets | $ 14,491 | $ 2,772 | $ 11,719 | $ - |

**(IN THOUSANDS)**

## NOTE 3 FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED)

| | December 31, 2019 | | | |
|---|---|---|---|---|
| | Assets Measured at Fair Value | Fair Value Hierarchy Level | | |
| | | Level 1 | Level 2 | Level 3 |
| **ASSETS** | | | | |
| Money Market | $ 4,354 | $ 4,354 | $ - | $ - |
| Corporate Bonds | 2,090 | - | 2,090 | - |
| U.S. Government and Federal Agencies | 1,495 | - | 1,495 | - |
| Total Assets | $ 7,939 | $ 4,354 | $ 3,585 | $ - |

There were no investments measured at fair value using significant unobservable inputs (Level 3) during the years ended December 31, 2020 and 2019.

## NOTE 4 INVESTMENTS

A summary of the fair value of investments is as follows:

| | December 31, | |
|---|---|---|
| | 2020 | 2019 |
| Money Market | $ 2,772 | $ 4,354 |
| Pooled Common Trust Funds | 4,878 | - |
| Corporate Bonds | 5,124 | 2,090 |
| U.S. Government and Federal Agencies | 1,717 | 1,495 |
| Total | $ 14,491 | $ 7,939 |

The investments noted above are represented in the balance sheets in the following line items:

| | December 31, | |
|---|---|---|
| | 2020 | 2019 |
| Investments in Trading Portfolio, Excluding Assets Whose Use is Limited | $ 4,878 | $ - |
| Assets Whose Use is Limited - Current | 866 | 9 |
| Assets Whose Use is Limited - Noncurrent | 8,747 | 7,930 |
| Total | $ 14,491 | $ 7,939 |

(IN THOUSANDS)

## NOTE 4 INVESTMENTS (CONTINUED)

Investment income is comprised of the following:

| | Successor | | Predecessor |
|---|---|---|---|
| | December 31, 2020 | July 1 - December 31 2019 | January 1 - June 30 2019 |
| Dividend and Interest Income | $ 203 | $ 38 | $ 94 |
| Net Realized Gains (Losses) on Investments | 467 | 14 | - |
| Change in Unrealized Appreciation (Depreciation of Investments | 197 | 27 | 55 |
| Total Investment Income | $ 867 | $ 79 | $ 149 |

Investment management and custodial fees amounted to $23 for the year ended December 31, 2020.

## NOTE 5 LIQUIDITY AND AVAILABILITY

As of December 31, 2020, The Stayton has a working capital surplus of $5,548 and days cash on hand of 195.

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of the balance sheet date, comprise the following:

| | December 31, 2020 | December 31, 2019 |
|---|---|---|
| Cash and Cash Equivalents | $ 1,814 | $ 9,344 |
| Investments in Trading Portfolio, at Fair Value | 4,878 | - |
| Accounts Receivables, Trade | 1,145 | 1,604 |
| Accounts Receivables, Lifespace Communities | 182 | 181 |
| Assets Whose Use is Limited | 9,613 | 7,939 |
| Total Financial Assets | 17,632 | 19,068 |
| Less Amounts Unavailable to be Used within One Year: | | |
| Funds Held by Trustee | 8,230 | 4,282 |
| Entrance Fee Deposits | 1,375 | 3,657 |
| Team Member Appreciation Funds | 8 | - |
| Total Unavailable within One Year | 9,613 | 7,939 |
| Financial Expenditures Available to Meet Cash Needs within One Year | $ 8,019 | $ 11,129 |

**(IN THOUSANDS)**

## NOTE 6 ENTRANCE FEE DEPOSITS

When a residency agreement is signed, a deposit of 10%, as a portion of the entrance fee is collected. The balance of the fee is payable on or before the fifteenth day following the date that occupancy is offered to the resident. Generally, depositors may cancel their residency agreements at any point prior to admission and receive a partial refund of the entrance deposit.

At December 31, 2020 and 2019, deposits of $124 and $224, respectively, had been received from future residents who have signed residency agreements. Funds on deposit are classified as assets whose use is limited until the final balance is collected from the resident.

At December 31, 2020, and 2019, The Stayton had two and three residents on the deferred entrance fee contract and will pay the final portion of $730 and $935 in the following year, respectively. The remaining portion due is classified within trade accounts receivables.

## NOTE 7 FINANCING AGREEMENTS

The following is a summary of long-term debt payable:

| | December 31, 2020 | December 31, 2019 |
|---|---|---|
| Series 2020 Revenue Bonds, 5.75% | $ 112,261 | $ 105,796 |
| Less: Amounts Due within One Year | - | 2,975 |
| Amounts Due after One Year | $ 112,261 | $ 102,821 |

The Stayton entered into loan agreements with a government entity to be the issuer of tax-exempt debt. Tax-exempt debt is then issued on behalf of The Stayton through the issuer. Payments under a loan agreement between The Stayton and the issuer become the vehicle for servicing the debt on behalf of The Stayton. The bonds are reflected in the accompanying financial statements as financing arrangements of The Stayton.

The Series 2009 Revenue Bonds bear an annual fixed interest rate of 6.50 to 8.25% and mature on November 15, 2044.

On January 3, 2020, The Stayton completed a bond exchange of its Series 2009 Bonds for Series 2020 Bonds issued in the amount of $112,261. The Series 2020 Bonds bear interest at 5.75%, have a final maturity in 2054 and are interest only through 2024.

(IN THOUSANDS)

## NOTE 7 FINANCING AGREEMENTS (CONTINUED)

At December 31, 2020, schedule maturities are as follows

| Year Ending December 31, | Amount |
|---|---|
| 2021 | $ - |
| 2022 | - |
| 2023 | - |
| 2024 | - |
| 2025 | 1,060 |
| Thereafter | 111,201 |
| Total | $ 112,261 |

**Liquidity Support Agreement**

In June 2019, as part of the affiliation, Lifespace provided The Stayton a $6,000 liquidity support agreement. No amounts have been drawn on this agreement as of December 31, 2020.

**Assets Whose Use is Limited**

Under the terms of the Series 2009 and Series 2020 bonds, the loan agreement, trust indenture, credit and reimbursement agreement, and residency agreement, the following funds are restricted and shown as assets whose use is limited:

| | December 31, | |
|---|---|---|
| | 2020 | 2019 |
| Debt Service Reserve Fund | $ 7,562 | $ 4,280 |
| Debt Service Funds | 668 | - |
| Entrance Fee Redemption Account | - | 2 |
| Entrance Fee Deposits | 1,375 | 3,657 |
| Team Member Appreciation Funds | 8 | - |
| Subtotal | 9,613 | 7,939 |
| Less: Current Portion | 866 | 9 |
| Total | $ 8,747 | $ 7,930 |

**Debt Service Reserve Funds**

Under the terms of the financing agreement, a debt service reserve fund is maintained for the Series 2020 bonds in 2020 and the Series 2009 bonds in 2019. In 2019, the required balance of the debt service reserve fund is the maximum annual debt service payment for the Series 2009A Bonds of $9,585 and expected interest payments on the Series 2009B Bonds. The Stayton was below the required debt service reserve fund requirements at December 31, 2019. The Stayton's debt was restructured in 2020. The required balance of the debt service reserve fund in 2020 is the maximum annual debt service for the Series 2020 bonds of $7,520.

(IN THOUSANDS)

## NOTE 7 FINANCING AGREEMENTS (CONTINUED)

### Debt Service Funds

The Stayton is required to make monthly deposits to the debt service fund in the amount sufficient to make periodic principal and interest payments on the respective underlying debt.

### Entrance Fee Deposits

Entrance fee deposits represent deposits collected to secure a specific independent living home for residency in the community and are placed in an escrow account in accordance with the residency agreement. Funds are maintained in the entrance fee escrow until the resident closes on the home and the community requests the funds be disbursed in accordance with the escrow agreement.

### Team Member Appreciation Funds

Residents at The Stayton may voluntarily establish a fund to provide team member appreciation disbursements.

## NOTE 8 FUNCTIONAL CLASSIFICATION OF EXPENSES

As discussed in Note 1, The Stayton provides housing, skilled care and ancillary services to residents. The functional classification of expenses related to providing these services consisted of the following:

| | January 1, 2020 - December 31, 2020 | | | | | |
|---|---|---|---|---|---|---|
| | Program Services | | | | Supporting Services | |
| | Independent Living | Skilled Nursing | Assisted Living | Total Program Services | Management and General | Total |
| Salaries and Benefits | $ 3,754 | $ 2,271 | $ 979 | $ 7,004 | $ 938 | $ 7,942 |
| General and Administrative | 2,278 | 448 | 604 | 3,330 | 629 | 3,959 |
| Plant Operations | 823 | 202 | 272 | 1,297 | - | 1,297 |
| Housekeeping | 72 | 17 | 23 | 112 | - | 112 |
| Dietary | 1,375 | 337 | 454 | 2,166 | - | 2,166 |
| Medical and Other Resident Care | 222 | 1,557 | 84 | 1,863 | - | 1,863 |
| Depreciation | 2,164 | 529 | 714 | 3,407 | 179 | 3,586 |
| Amortization | 8,358 | - | - | 8,358 | 5,735 | 14,093 |
| Interest | 4,065 | 994 | 1,340 | 6,399 | - | 6,399 |
| Increase in Obligation to Provide | | | | - | | |
| Future Service | 4,558 | 258 | 608 | 5,424 | - | 5,424 |
| Total Expense | $ 27,669 | $ 6,613 | $ 5,078 | $ 39,360 | $ 7,481 | $ 46,841 |

(IN THOUSANDS)

## NOTE 8 FUNCTIONAL CLASSIFICATION OF EXPENSES (CONTINUED)

| | Successor July 1, 2019 - December 31, 2019 | | | | | |
|---|---|---|---|---|---|---|
| | Program Services | | | | Supporting Services | |
| | Independent Living | Skilled Nursing | Assisted Living | Total Program Services | Management and General | Total |
| Salaries and Benefits | $ 2,008 | $ 1,152 | $ 445 | $ 3,605 | $ 478 | $ 4,083 |
| General and Administrative | 2,401 | 493 | 665 | 3,559 | 577 | 4,136 |
| Plant Operations | 415 | 102 | 137 | 654 | - | 654 |
| Housekeeping | 38 | 9 | 13 | 60 | - | 60 |
| Dietary | 570 | 140 | 188 | 898 | - | 898 |
| Medical and Other Resident Care | 132 | 848 | 52 | 1,032 | - | 1,032 |
| Depreciation | 1,321 | 323 | 436 | 2,080 | 109 | 2,189 |
| Amortization | 642 | - | - | 642 | 3,092 | 3,734 |
| Interest | 2,856 | 699 | 942 | 4,497 | - | 4,497 |
| Decrease in Obligation to Provide Future Service | (4,909) | (248) | (441) | - (5,598) | - | (5,598) |
| Total Expense | $ 5,474 | $ 3,518 | $ 2,437 | $ 11,429 | $ 4,256 | $ 15,685 |

| | Predecessor January 1 - June 30, 2019 | | | | | |
|---|---|---|---|---|---|---|
| | Program Services | | | | Supporting Services | |
| | Independent Living | Skilled Nursing | Assisted Living | Total Program Services | Management and General | Total |
| Salaries and Benefits | $ 2,010 | $ 989 | $ 505 | $ 3,504 | $ 502 | $ 4,006 |
| General and Administrative | 1,706 | 334 | 450 | 2,490 | 344 | 2,834 |
| Plant Operations | 397 | 97 | 131 | 625 | - | 625 |
| Housekeeping | 38 | 9 | 12 | 59 | - | 59 |
| Dietary | 451 | 110 | 149 | 710 | - | 710 |
| Medical and Other Resident Care | 121 | 908 | 50 | 1,079 | - | 1,079 |
| Depreciation | 1,092 | 267 | 360 | 1,719 | 91 | 1,810 |
| Amortization | - | - | - | - | - | - |
| Interest | 3,040 | 744 | 1,002 | 4,786 | - | 4,786 |
| Total Expense | $ 8,855 | $ 3,458 | $ 2,659 | $ 14,972 | $ 937 | $ 15,909 |

The loss on disposal of property and equipment is excluded for the year ending December 31, 2020 and the periods from January 1, 2019 to June 30, 2019 (Predecessor) and July 1, 2019 to December 31, 2020 (Successor).

## NOTE 9 COMMITMENTS AND CONTINGENCIES

### Health Care

The health care industry is subject to numerous laws and regulations by federal, state, and local governments. These laws and regulations include, but are not necessarily limited to, matters such as licensure, accreditation, government health care program participation requirements, reimbursement for resident services, and Medicare and Medical Assistance fraud and abuse. Recently, government activity has increased with respect to investigations and allegations concerning possible violations of fraud and abuse statutes and regulations by health care providers. Violations of these laws and regulations could result in expulsion from government health care programs together with the imposition of significant fines and penalties, as well as significant repayments for patient services previously billed. Management is not aware of any violations of these laws and regulations that would have a material effect on The Stayton.

### General and Professional Liability

General and professional liability claims have been asserted against The Stayton by certain claimants. The claims are in various stages of processing and some may ultimately be brought to trial. In the opinion of management, the outcome of these actions will not have a material effect on the financial position or the results of operations of The Stayton. Incidents occurring through December 31, 2020 may result in the assertion of additional claims. Other claims may be asserted arising from services provided to residents in the past. Management believes that these claims, if asserted, would be settled at amounts that can be paid through normal operations and would not have a material effect on the financial position or operations.

### COVID-19

During the year ended December 31, 2020, the World Health Organization declared the spread of Coronavirus Disease (COVID-19) a worldwide pandemic. The COVID-19 pandemic is having significant effects on global markets, supply chains, businesses, and communities. Specific to the Corporation, COVID-19 may impact various parts of its 2021 operations and financial results including but not limited to additional costs for emergency preparedness, disease control and containment, potential shortages of healthcare personnel, or loss of revenue due to reductions in certain revenue streams. Management believes The Stayton is taking appropriate actions to mitigate the negative impact. However, the full impact of COVID-19 is unknown and cannot be reasonably estimated as of April 22, 2021.

**(IN THOUSANDS)**

## NOTE 10 BUSINESS COMBINATIONS

As stated under Note 1 Organization and Operations, on June 20, 2019 Lifespace became the sole member SQLC including SQLC's management company, Seniority, Inc., and three SQLC communities: Edgemere, The Stayton, Querencia. No consideration was paid for this affiliation.

Lifespace is required to recognize and measure the identifiable assets acquired, and liabilities assumed at the affiliation date at fair values, which have been pushed down to the applicable legal entity. The following tables summarizes the estimated fair values of the assets acquired and liabilities assumed for The Stayton as of the date of affiliation:

| | | |
|---|---|---|
| Financial Assets | $ | 8,374 |
| Financial Assets, Limited Use | | 6,745 |
| Receivables | | 854 |
| Inventory | | 25 |
| Prepaid Expenses | | 404 |
| Property and Equipment | | 107,760 |
| Intangible Assets - Resident Contracts | | 11,451 |
| Goodwill | | 51,840 |
| Financial Liabilities | | (4,790) |
| Future Service Obligation | | (5,598) |
| Refundable Entrance Fees | | (63,356) |
| Nonrefundable Entrance Fees | | (7,914) |
| Bonds Payable | | (105,795) |
| Net Assets Acquired | $ | - |

The excess of purchase consideration over the fair value of the net tangible and identifiable intangible assets acquired is recorded as goodwill. The primary factors for goodwill were resident contracts, assembled workforce and synergies. The fair values assigned to tangible and identifiable intangible assets acquired and liabilities assumed are based on management's estimates and assumptions. The estimated fair value of certain intangible assets was calculated by an independent third party valuation specialists.

Transaction-related costs of $251 were recorded in general and administrative expense in 2019. These costs consisted primarily of legal and professional fees related to due diligence.

**(IN THOUSANDS)**

## NOTE 11 RELATED PARTY TRANSACTIONS

Lifespace provides multiple services to The Stayton, including accounting, compliance construction management, corporate governance, financing, human resources, information technology, insurance, legal, management, marketing, risk management, and treasury. Lifespace allocates home office expenses to all communities it operates. The Stayton's portion of the home office allocation was $1,421 for the year ended December 31, 2020.

The Stayton had a management services agreement with Seniority, Inc. In conjunction with this agreement, The Stayton agreed to pay a monthly management fee equal to six percent of monthly revenue, as defined in the management services agreement, and monthly overhead fee equal to three percent of the monthly management fee along with reimbursement of expenses. Beginning with the affiliation on June 20, 2019, the management services agreement was under the oversight of Lifespace. The Stayton paid fees and expense reimbursements of $885 for the period July 1 to December 31, 2019 and fees and expense reimbursements of $753 for the period January 1 to June 30, 2019. No amounts were paid under this agreement in 2020.

The Stayton has an administration and operational oversight agreement with SQLC. Under this agreement, The Stayton reimbursed SQLC for certain support and administration activities performed on its behalf. Beginning on June 20, 2019, this agreement was under the oversight of Lifespace. The Stayton paid fees and expense reimbursements of $42 for the period July 1 to December 31, 2019, and fees and expense reimbursements of $118 for the period January 1 to June 30, 2019. No amounts were paid under this agreement in 2020.

## NOTE 12 BENEVOLENT CARE

The following information presents the level of benevolent care provided during the years ended December 31, 2020 and 2019.

| | 2020 | 2019 |
|---|---|---|
| Estimated Costs of Unreimbursed Services Provided to Nonmedical Residents | $ 1,212 | $ 1,458 |

## NOTE 13 EMPLOYEE BENEFIT PLAN

The Stayton has a tax deferred annuity (TDA) employee benefit plan covering substantially all employees of The Stayton. Eligible employees are permitted to contribute up to 25% of their compensation to the TDA. Employee contributions relating to the first 6% of compensation receive a 50% match from The Stayton. All employee contributions to the TDA are fully vested, while contributions made by The Stayton vest over a five-year period. Total expense under this plan was approximately $30 and $18 for the year ended December 31, 2020 and 2019, respectively.

## NOTE 14 SUBSEQUENT EVENTS

The Stayton has evaluated events or transactions that may have occurred since December 31, 2020, that would merit recognition or disclosure in the consolidated financial statements. This evaluation was completed through April 22, 2021, the date the consolidated financial statements were available to be issued. No material recognized or nonrecognized subsequent events were identified for recognition or disclosure in the consolidated financial statements or the accompanying notes to the consolidated financial statements, except for those disclosed above.