MONTHLY REPORT
for the six months ended June 30, 2021

THE STAYTON
AT MUSEUM WAY

A Lifespace Community

LIFESPACE
COMMUNITIES

August 10, 2021

UMB Bank
Ginny Housum
120 Sixth Street South, Suite 1400
Minneapolis, MN 55402

RE: Certificate in accordance with Master Trust Indenture Section 4.15(b) and Section 4.20

The undersigned, Senior Vice President and Chief Financial Officer for Lifespace Communities, Incorporated, hereby certifies that the attached financial statements for:

The Stayton

Are complete, correct and fairly present the financial conditions and results of operations for the six months ended June 30, 2021, subject to the year-end audit adjustments.

LIFESPACE COMMUNITES, INC.

DocuSigned by:
0FBD63BFF8124CA...

Nick Harshfield

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The Stayton
Management's Discussion and Analysis

Overview:

Tarrant County Senior Living Center, Inc., d/b/a The Stayton at Museum Way ("The Stayton") is a Texas not-for-profit corporation. The Stayton was formed for the purpose of constructing, owning and operating a continuing care retirement community in Fort Worth, Texas, known as The Stayton at Museum Way, providing housing, health care and other related services to its residents. Lifespace Communities, Inc. ("Lifespace") an Iowa not-for-profit corporation, is the sole member of The Stayton.

Calendar year-end financial information for December 31, 2020 and prior is provided from audited financial statements. All other financial information is obtained from unaudited financial statements.

The Stayton failed to meet the historical debt service coverage ratio covenant at June 30, 2021. The failure to satisfy the historical debt service coverage ratio covenant requires The Stayton to hire a consultant to make recommendations in order to increase the historical debt service coverage ratio in future periods. The Stayton has retained FTI Consulting, Inc. to, among other things, (i) evaluate operations and marketing strategies; and (ii) provide strategic advice on addressing financial issues. Additionally, The Stayton has retained Sidney Austin LLP as legal counsel.

This interim report should be read together with the annual report that includes audited year-end financial statements.

Operational Charts and Financials:

The Stayton

Apartments/Units Available

	Independent Living	Assisted Living		Health Center		
	Apartments	Assisted Living	Memory Support		Total	CMS 5-Star Rating *
The Stayton	188	42	20	46	296	5

* The CMS 5-Star rating is as of July 30, 2021.

Average Occupancy

	Fiscal Year Ended December 31,			Six Months ended June 30,	
	2018	2019	2020	2020	2021
Independent Living	96.9%	94.7%	92.9%	94.2%	90.8%
Assisted Living	91.7%	94.4%	96.3%	96.0%	93.3%
Memory Support	92.9%	88.3%	92.4%	95.4%	95.8%
Health Center	83.0%	90.9%	78.2%	80.5%	73.7%

Residential Living Turnover Analysis

	Fiscal Year Ended December 31,			Six Months ended June 30,	
	2018	2019	2020	2020	2021
Beginning Independent Living Occupied	185	179	181	181	172
IL Move-Ins	15	18	6	1	6
Transfers to the Health Center	(11)	(7)	(5)	(3)	(6)
IL Move-Outs and Death	(10)	(9)	(10)	(5)	-
Ending Independent Living Occupied	179	181	172	174	172
Ending Occupancy Percentage	95.2%	96.3%	91.5%	92.6%	91.5%

Health Center Payor Mix

The Health Center beds are certified for Medicare. The average payor mix in the Health Center for the fiscal years ending December 31, 2018 through 2020 and the six months ended June 30, 2020 and 2021 are shown below:

	Fiscal Year Ended December 31,			Six Months ended June 30,	
	2018	2019	2020	2020	2021
Lifecare	28.1%	25.7%	27.5%	24.9%	21.5%
Medicare	36.9%	38.3%	33.8%	37.3%	27.1%
Non-Life Care Resident	35.0%	36.0%	38.7%	37.8%	51.4%
Total Patient Mix	100.0%	100.0%	100.0%	100.0%	100.0%

The Stayton
Balance Sheets
As of June 30 (Unaudited)
(Thousands of $)

	2021	2020
Assets		
Current Assets:		
Cash and Cash Equivalents	$0	$1,590
Investments	4,587	5,029
Accounts Receivable	2,058	842
Inventories	38	17
Prepaid Insurance & Other	207	268
Assets whose use is limited	884	783
Total Current Assets	7,774	8,529
Assets whose use is limited	8,795	9,819
Property and equipment, at cost:		
Land and improvements	4,934	4,934
Buildings and improvements	101,042	101,326
Furniture and equipment	2,058	2,021
	108,034	108,281
Less accum. deprec.	(6,984)	(4,017)
Net property and equipment	101,050	104,264
Net goodwill	40,146	45,881
Net deferred assets	61	60
Net intangible assets	8,906	10,179
TOTAL ASSETS	$166,732	$178,732

The Stayton
Balance Sheets
As of June 30 (Unaudited)
(Thousands of $)

	2021	**2020**
Liabilities and net assets		
Current liabilities:		
Accounts payable:		
Trade	695	$807
Related Party	409	461
	1,104	1,268
Accrued liabilities:		
Employee compensation expense	503	486
Interest	850	217
Other	80	8
	1,433	711
Entrance fee refunds	2,061	726
Total current liabilities	4,598	2,705
Entrance fee deposits	105	314
Long-term Bonds due after one year	112,261	112,261
Deferred entrance fees	6,968	6,754
Refundable entrance and membership fees	72,158	65,267
Future Service Obligation	5,424	-
Total liabilities	201,514	187,301
Net assets without donor restrictions	(34,782)	(8,569)
TOTAL LIABILITIES AND NET ASSETS	$166,732	$178,732

The Stayton
Statements of Operations and Changes in Unrestricted Assets
For the Six Months Ended June 30 (Unaudited)
(Thousands of $)

	2021	2020
Revenues		
Independent living fees	$5,286	$5,422
Entrance fees earned	610	847
Skilled nursing, assisted living and memory support fees	4,712	5,289
Investment income	500	406
Other	-	590
	11,108	12,554
Expenses		
Operating expenses:		
Salaries and benefits	3,809	4,068
General and administrative	2,572	2,126
Plant operations	685	589
Housekeeping	64	57
Dietary	882	1,173
Medical and other resident care	228	1,129
Depreciation	1,879	1,825
Amortization	5,036	3,507
Interest	3,540	2,850
Loss on disposal of fixed assets	2	-
	18,697	17,324
Deficit of revenues over expenses	(7,589)	(4,770)
Contributions to Lifespace Communities, Inc.	(39)	(7)
Changes in net assets	(7,628)	(4,777)
Net assets at beginning of year	(27,154)	(3,792)
Net assets at end of the period	($34,782)	($8,569)

The Stayton
Statements of Cash Flow
For the Six Months Ended June 30 (Unaudited)
(Thousands of $)

Operating activities	**2021**	**2020**
Changes in unrestricted net assets	($7,628)	($4,777)
Adjustments to reconcile changes in net asset to net cash used in operating activities:		
Entrance fees earned	(610)	(847)
Proceeds from nonrefundable entrance fees and deposits	390	91
Depreciation and Amortization	6,915	5,332
Interest applied to long term debt	-	6,466
Change in unrealized appreciation of investments	(345)	(318)
Net purchases of trading investments	636	(4,711)
Contributions to Lifespace Communities, Inc.	39	7
Loss on disposal of property and equipment	2	-
Change in entrance fee deposits	(19)	90
Changes in operating assets and liabilities:		
Accounts receivables, inventories, and prepaid insurance and other	(1,403)	828
Accounts payables and accrued liabilities	754	(7,392)
Net cash provided (used) in operating activities	(1,269)	(5,231)
Investing activities		
Purchases of property and equipment	(242)	(215)
Financing activities		
Contributions to Lifespace Communities, Inc.	(39)	(7)
Proceeds from refundable entrance fees and deposits	4,244	1,415
Refunds of entrance fees	(4,442)	(1,053)
Net cash provided in financing activities	(237)	355
Net increase (decrease) in cash, cash equivalents and restricted cash	(1,748)	(5,091)
Cash, cash equivalents and restricted cash at beginning of year	11,427	17,283
Cash, cash equivalents and restricted cash at end of period	$9,679	$12,192

Six Months Ended June 30, 2021 versus Six Months Ended June 30, 2020:

The average year-to-date independent living occupancy at June 30, 2021, was 170.8 independent living homes (90.8% of the 188 available homes). The average year-to-date occupancy at June 30, 2020 was 177.1 independent living homes (94.2% of the 188 available homes).

Revenues from independent living monthly fees and related charges amounted to $5,286,000 in 2021, a 2.5% decrease from $5,422,000 for the same revenue sources in 2020. The decrease is driven by lower occupancy in independent living and more apartment discounts. The decrease is offset by the monthly fee increases of 2.5% that were effective January 1, 2021.

Revenues from the health center, assisted living, and memory support fees were $4,712,000 in 2021 compared to $5,289,000 in 2020, a decrease of 10.9%. The decrease is driven by lower occupancy in assisted living and the health center when comparing average year to date occupancy at June 30, 2021 and 2020. In addition, the health center payor mix is influencing the revenue negatively. Offsetting these decreases, assisted living, memory support and the health center had monthly fee increases of 3.5% effective January 1, 2021.

As of June 30, 2020, The Stayton received approximately $590,000 from the Department of Health and Human Services as a relief under the CARES Act's Public Health and Social Services Relief Fund. The relief funds were subject to certain restrictions on eligible expenses or uses and reporting requirements. The Stayton determined the conditions on which they depend were met. As of June 30, 2021 there has been no relief funds received. The Department of Health and Human Services continues to update guidance regarding the distribution of these funds.

Total operating expenses, excluding depreciation and interest expense, were $8,240,000 in 2021, a decrease of $902,000 or 9.9% from comparable expenses of $9,142,000 in 2020. Salaries and benefits decreased $259,000 or 6.4% due to staffing to lower occupancy levels and increased team member use of vacation. General and administrative expense increased $446,000 or 21.0% as a result of the winter storm costs incurred in the first quarter of 2021, marketing costs and property insurance. In addition, there was a financial statement reclassification effective January 1, 2021. The reclassification moves general and administrative costs that were previously in the medical and other resident care expenses for higher levels of living into the general and administrative expenses. This financial statement reclassification in general and administrative expense is offset by the decrease in financing related costs in 2020 for restructuring the debt that will no longer occur going forward. Plant increased $96,000, or 16.3% due to the winter storm costs in first quarter. Dietary and medical and other resident care decreased as a result of lower occupancy in assisted living and the health center. In addition, medical and other resident care decreased as a result of the financial statement reclassification mentioned earlier.

During 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.

The Stayton
Management's Discussion and Analysis

The COVID-19 impact on The Stayton changes on a daily basis. At any point in time, The Stayton can experience a resident or team member with a positive COVID-19 test. The Stayton has established protocols to comply with all federal, state and local requirements. Any suspected COVID-19 cases are subject to self-isolation and monitored. The Stayton has seen an increase in costs for personal protection equipment and inventories of these supplies have been increased in anticipation of their continued need. There have also been additional compensation plans for team members put in place.

The number of COVID-19 positive results at The Stayton has ranged from zero to 24 on a given day. As of the date of this disclosure, there are no resident cases.

Six Months Ended June 30, 2021 Actual versus Budget:

The Board of Directors annually approves the budget. The chart below shows line item comparisons to the board approved net operating margin, net entrance fees and capital expenditures, along with the favorable and unfavorable variances.

(in thousands)	**Actual**	**Budget**	**Favorable/ (Unfavorable)**
Revenues			
Independent Living Fees	$5,286	$5,349	($63)
Skilled nursing, assisted living and memory support fees	4,712	5,048	(336)
	9,998	10,397	(399)
Expenses			
Operating expenses:			
Salaries and benefits	3,809	4,392	583
General and administrative	2,572	2,473	(99)
Plant operations	685	625	(60)
Housekeeping	64	114	50
Dietary	882	894	12
Medical and other resident care	228	273	45
	8,240	8,771	531
Net operating margin	1,758	1,626	132
Net entrance fees	192	629	(437)
Capital expenditures	242	716	474

Net operating margin is favorable to budget by $531,000.

Independent living fees are unfavorable to budget by $63,000 as a result of more apartments discounts than budgeted.

Skilled nursing, assisted living and memory support fees are unfavorable to budget by $336,000 as a result lower health center occupancy. Year-to-date average health center occupancy is 73.7% compared to a budget of 85.5%.

Salaries and benefits costs are favorable to budget by $583,000, or 13.3%, due to staffing to lower census in the health center.

General and administrative costs are unfavorable to budget by $99,000, or 4.0%, due to more financing related costs than budgeted.

Plant operations costs are unfavorable to budget by $60,000, or 9.6%, as a result of the winter storm that occurred in the first quarter of the year. That increase in costs was offset by lower repairs and maintenance and utilities.

Housekeeping, dietary, and medical and other resident care costs are favorable to budget as a result of lower than budgeted census in the health center.

Net entrance fees are unfavorable to budget by $437,000. There were six closings for the six months ended June 30, 2021 and seven closings budgeted. The Stayton pays out refunds in the order of the refund queue. The timing of refunds according to the queue heavily influences the net entrance fees. In addition, The Stayton collected deferral entrance fees from prior year which were not budgeted.

Capital expenditures are favorable to budget by $474,000 as a result of timing.

Ratios:

Lifespace uses the Fitch investment grade medians as benchmarks. The ratios for both the investment grade and the BBB ratings are shown in the footnote to the ratio calculation schedule.

On January 3, 2020, The Stayton completed a bond exchange of its Series 2009 Bonds for new Series 2020 Bonds issued in the amount of $112,261,000. The Series 2020 Bonds bear interest at 5.75%, have a final maturity in 2054 and are interest only through 2024. Annual debt service in 2021 is $6,445,000. Maximum annual debt service is $7,520,000.

The Series 2020 Bonds have an occupancy covenant, historical debt service coverage ratio covenant and a liquidity covenant. The occupancy covenant is 88% independent living apartments and is tested quarterly. The testing dates for the debt service coverage ratio and the liquidity covenant are June 30 and December 31 and begin on June 30, 2021. The historical debt service coverage ratio covenant level is 1.10 for the first two testing dates and 1.20 thereafter. The liquidity covenant level is 120 days cash on hand. Calculation of days cash on hand includes amounts available from the $6.0 million liquidity support agreement provided by Lifespace. At June 30, 2021 The Stayton is in compliance with the occupancy covenant and the liquidity covenant, and is not in compliance with the historical debt service coverage requirement.

Liquidity and Capital Requirements – Six Months Ended June 30, 2021 versus Six Months Ended June 30, 2020:

Cash proceeds from entrance fees and deposits (refundable and non-refundable), net of refunds, were $192,000 in 2021 compared to $453,000 in 2020. There were six closings for the six months ended June 30, 2021 and one closing for the same period ended 2020. The Stayton pays out refunds in the order of the refund queue. The timing of refunds according to the queue heavily influences the net entrance fees.

Daily operating expenses for June 30, 2021 decreased to $65,000 from $66,000 for June 30, 2020, a change of 1.2%. The overall unrestricted cash position decreased from $6,619,000 at June 30, 2020 to $4,587,000 at June 30, 2021, a change of 30.7%. In addition, there is a $6,000,000 million liquidity support agreement provided by Lifespace. No amounts have been drawn on this agreement as of June 30, 2021.

Capital expenditures for the community for the six months ended June 30, 2021 were $242,000, while depreciation expense for the same period was $1,879,000. Capital expenditures for the community for the six months ended June 30, 2020 were $215,000, while depreciation expense for the same period was $1,825,000.

To evaluate the financial aspect of the needed re-investment in the community, Lifespace management targets capital expenditures for all communities it manages as a percentage of depreciation in the range of 70% to 130%. This ratio is monitored on a 5-year historical view to assist with the annual capital expenditure decisions. The 5-year historical ratio for The Stayton at December 31, 2020 is 14% and falls well below the targeted range of Lifespace guidelines. It is not unusual to fall below the 70% of depreciation for a community that has been in service less than 15 years. Routine capital projects are expected to be funded from internal cash flows.

Forward-Looking Statements:

This document contains various “forward-looking statements”. Forward-looking statements represent our expectations or beliefs concerning future events. The words “plan”, “expect’ “estimate” “budget” and similar expressions are intended to identify forward-looking statements. We caution that these statements are further qualified by important factors that could cause actual results to differ materially from those in the forward-looking statements, including without limitations the factors described in this document.

We ask you not to place undue reliance on such forward-looking statements because they speak only of our views as of the statement dates. Although we have attempted to list the important factors that presently affect The Stayton’s business and operating results, we further caution you that other factors may in the future prove to be important in affecting The Stayton’s results of operations. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

The Stayton
Selected Historical Financial Information
(Thousands of $)

	Six Months Ended June 30 (Unaudited)		Year Ended December 31 (Audited)	
Historical Debt Service Coverage	**2021**	**2020**	**2020**	**2019**
Excess (deficit) of revenues over expenses	(7,589)	(4,770)	(23,338)	(8,592)
Less:				
Entrance fees earned	(610)	(847)	(1,387)	(2,247)
Add:				
Depreciation	1,879	1,825	3,586	3,999
Amortization	5,036	3,507	14,093	3,734
Interest Expense	3,540	2,850	6,399	9,283
Unrealized (gain) loss on securities	(345)	(318)	(197)	(82)
Realized loss on sale of assets	2	-	16	3
Deferred management fee	-	-	-	160
Change in future service obligation	-	-	5,424	(5,598)
Entrance fee proceeds (less refunds)	192	453	1,588	4,476
Income available for debt service	2,105	2,700	6,184	5,136
Annual debt service payment	6,455	5,882	5,882	9,513
Annual debt service coverage (b)(c)	0.7	0.9	1.1	0.5
Annual debt service coverage - rolling 12 months (a)(c)	0.9			
Annual debt service coverage covenant (d)	1.1	1.1	1.1	1.2
Days Cash on Hand				
Unrestricted cash and investments	4,587	6,619	6,692	9,344
Liquidity support agreement (e)	6,000	6,000	6,000	6,000
	10,587	12,619	12,692	15,344
Department operating expenses plus interest	11,780	11,992	23,738	29,459
Daily expenses	65	66	65	81
Days of unrestricted cash & investments on hand (a)(b)(c)	163	192	195	190
Days of unrestricted cash & investments on hand covenant	120	120	120	N/A
Occupancy				
Actual occupancy as of period end (a)	91.5%	92.6%	91.5%	96.3%
Occupancy covenant	88.0%	88.0%	88.0%	88.0%
Other Ratios				
Net operating margin (b)(c)	17.6%	19.1%	18.5%	1.7%
Net operating margin, adjusted (b)(c)	19.1%	22.2%	24.1%	19.3%
Adjusted debt to capitalization (b)(c)	132.9%	101.6%	122.1%	96.6%

(a) The financial ratios that are required by the financing documents beginning in June 2021.

(b) The financial ratios that are monitored monthly by Lifespace.

(c) Latest FITCH for Investment Grade medians used as benchmarks are as follows: net operating margin of 6.5%, net operating margin, adjusted of 22.5%, maximum annual debt service of 2.5 times, days cash on hand of 528 and adjusted debt to capitalization of 54.0%. The latest "BBB" ratings are as follows: net operating margin of 6.7%, net operating margin, adjusted of 23.0%, maximum annual debt service of 2.2 times, days cash on hand of 496 and adjusted debt to capitalization of 61.1%.

(d) The debt service coverage ratio covenant is 1.1 times with the first testing date of June 2021 and the second testing date of December 2021. Thereafter, the debt service coverage ratio is 1.2 times.

(e) Lifespace has provided a $6.0 million liquidity support agreement. In accordance with the 2020 bond documents, amounts available under this agreement are included in days cash on hand.

The table below summarizes the current period entrance fee turnover activity.

	Net Entrance Fee Turnover			
	Fundings per the queue			
	Entrance Fee Receipts	Monthly Additions to Refund Queue	Remaining Unfunded	Entrance Fee Turnover
End of 2020			(5,135,364)	-
January	730,491	(517,500)	(4,922,373)	-
February	-	(513,378)	(5,435,751)	-
March	-	(889,447)	(6,325,198)	-
April	1,341,543	(310,000)	(5,293,655)	-
May	1,077,456	-	(4,216,199)	-
June	1,485,071	-	(2,713,128)	-
YTD 2021				-
	Other Accounts Impacting Net Entrance Fees			
Change in refunds in process				200,000
Change in Lifecare Hardship and Unpaid Balances				(7,600)
Net Entrance Fees				192,400