MONTHLY REPORT
for the seven months ended July 31, 2022

THE STAYTON
AT MUSEUM WAY

A Lifespace Community

LIFESPACE
COMMUNITIES

September 14, 2022

BOK Financial
Kenneth J. Dotson
Senior Vice President Regional Manager
Corporate Trust
2405 Grand Blvd, Ste. 840
Kansas City, MO 64108

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 seven months ended July 31, 2022, subject to the year-end audit adjustments.

LIFESPACE COMMUNITES, INC.

DocuSigned by:

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Nick Harshfield

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.

The Stayton failed to meet the debt service coverage ratio covenant at June 30 and December 31, 2021. As the debt service coverage ratio is less than 1.0 at December 31, 2021, this is considered an event of default under the Master Trust Indenture. 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 had previously retained Sidley Austin LLP as legal counsel. The Stayton has made the decision to change legal counsel to Polsinelli PC.

Effective March 1, 2022, UMB Bank N.A. resigned as bond trustee, master trustee, paying agent, registrar and transfer agent and BOKF, N.A. has been appointed successor bond trustee, master trustee, paying agent, registrar and transfer agent under the Master Trust Indenture and the Indenture of Trust.

On May 17, 2022, The Stayton filed a material event notice on EMMA that it has taken, or intends to take, various actions to preserve its cash position, to strengthen its future operations and to ensure continued interest from prospective residents in its community.

On June 22, 2022, The Stayton filed a material event notice on EMMA stating the failure to make the required June 15, 2022 deposit of $538,000 with the Bond Trustee, for deposit into the Bond Fund, as required by the Loan Agreement. The Stayton also failed to make the required July 15, 2022 and August 15, 2022 deposits with the Bond Trustee. Restructuring professionals for The Stayton and its financial stakeholders have been working to develop a mutually agreeable forbearance agreement.

As of the date of filing this report, The Stayton currently has three warm and three hot leads. Throughout 2022 The Stayton plans to host a combination of educational and lifestyle events. In August, The Stayton held a well-attended Jazz Night, featuring New Orleans style food and music. The Stayton has continued to focus on utilizing social media to spotlight resident's interests and talents while displaying the community lifestyle.

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

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 August 2022.

Average Occupancy

	Fiscal Year Ended December 31,			Seven Months ended July 31,	
	2019	2020	2021	2021	2022
Independent Living	94.7%	92.9%	90.1%	90.7%	90.0%
Assisted Living	94.4%	96.3%	91.9%	93.8%	85.0%
Memory Support	88.3%	92.4%	96.4%	96.0%	90.9%
Health Center	90.9%	78.2%	77.9%	74.5%	91.0%

Independent Living Turnover Analysis

	Fiscal Year Ended December 31,			Seven Months ended July 31,	
	2019	2020	2021	2021	2022
Beginning Independent Living Occupied	179	181	172	172	170
IL Move-Ins	18	6	15	6	11
Transfers to the Health Center	(7)	(5)	(9)	(7)	(5)
IL Move-Outs and Death	(9)	(10)	(8)	(4)	(2)
Ending Independent Living Occupied	181	172	170	167	174
Ending Occupancy Percentage	96.3%	91.5%	90.4%	88.8%	92.6%

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, 2019 through 2021 and the seven months ended July 31, 2021 and 2022 are shown below:

	Fiscal Year Ended December 31,			Seven Months ended July 31,	
	2019	2020	2021	2021	2022
Lifecare	25.7%	27.5%	20.0%	20.8%	23.5%
Medicare	38.3%	33.8%	30.4%	27.2%	21.1%
Non-Life Care Resident	36.0%	38.7%	49.6%	52.0%	55.4%
Total Patient Mix	100.0%	100.0%	100.0%	100.0%	100.0%

The Stayton
Balance Sheets
As of July 31 (Unaudited)
(Thousands of $)

	2022	2021
Assets		
Current Assets:		
Cash and Cash Equivalents	$1,049	$618
Investments	-	4,783
Accounts Receivable	468	572
Inventories	38	37
Prepaid Insurance & Other	341	233
Assets whose use is limited	14,715	9,223
Total Current Assets	16,611	15,466
Property and equipment, at cost:		
Land and improvements	4,947	4,934
Buildings and improvements	103,289	101,195
Furniture and equipment	2,166	2,058
	110,402	108,187
Less accum. deprec.	(10,998)	(7,296)
Net property and equipment	99,404	100,891
Net goodwill	33,933	39,668
Net deferred assets	100	69
Net intangible assets	7,528	8,800
TOTAL ASSETS	$157,576	$164,894

The Stayton
Balance Sheets
As of July 31 (Unaudited)
(Thousands of $)

	2022	**2021**
Liabilities and net assets		
Current liabilities:		
Accounts payable:		
Trade	$1,028	$623
Related Party	890	204
	1,918	827
Accrued liabilities:		
Employee compensation expense	325	323
Interest	1,076	1,414
Other	84	94
	1,485	1,831
Entrance fee refunds	911	1,041
Long-term debt due within one year	112,261	112,261
Total current liabilities	116,575	115,960
Entrance fee deposits	45	166
Long-term Intercompany Notes Payable	851	-
Deferred entrance fees	7,974	6,781
Refundable entrance and membership fees	78,566	72,520
Future Service Obligation	6,090	5,424
Total liabilities	210,101	200,851
Net assets without donor restrictions	(52,525)	(35,957)
TOTAL LIABILITIES AND NET ASSETS	$157,576	$164,894

The Stayton
Statements of Operations and Changes in Unrestricted Assets
For the Seven Months Ended July 31 (Unaudited)
(Thousands of $)

	2022	2021
Revenues		
Independent living fees	$6,591	$6,119
Entrance fees earned	679	795
Skilled nursing, assisted living and memory support fees	5,826	5,537
Investment income (expense)	(242)	619
Other	75	-
	12,929	13,070
Expenses		
Operating expenses:		
Salaries and benefits	4,926	4,465
General and administrative	3,683	2,916
Plant operations	863	796
Housekeeping	54	65
Dietary	1,398	1,032
Medical and other resident care	475	273
Depreciation	2,152	2,192
Amortization	5,616	5,982
Interest	3,765	4,103
(Gain) Loss on disposal of fixed assets	(42)	2
	22,890	21,826
Deficit of revenues over expenses	(9,961)	(8,756)
Contributions to Lifespace Communities, Inc.	(41)	(47)
Changes in net assets	(10,002)	(8,803)
Net assets at beginning of year	(42,523)	(27,154)
Net assets at end of the period	($52,525)	($35,957)

The Stayton
Statements of Cash Flow
For the Seven Months Ended July 31 (Unaudited)
(Thousands of $)

Operating activities	**2022**	**2021**
Changes in unrestricted net assets	($10,002)	($8,803)
Adjustments to reconcile changes in net asset to net cash (used) provided in operating activities:		
Entrance fees earned	(679)	(795)
Proceeds from nonrefundable entrance fees and deposits	870	390
Depreciation and Amortization	7,768	8,174
Change in unrealized appreciation of investments	481	(297)
Net purchases of trading investments	(1,681)	782
Contributions to Lifespace Communities, Inc.	41	47
(Gain) Loss on disposal of property and equipment	(42)	2
Change in entrance fee deposits	(60)	42
Changes in operating assets and liabilities:		
Accounts receivables, inventories, and prepaid insurance and other	91	48
Accounts payables and accrued liabilities	522	875
Net cash (used) provided in operating activities	(2,691)	465
Investing activities		
Purchases of property and equipment	(1,379)	(396)
Financing activities		
Proceeds from Intercompany Note	850	-
Contributions to Lifespace Communities, Inc.	(41)	(47)
Proceeds from refundable entrance fees and deposits	5,891	4,244
Refunds of entrance fees	(2,591)	(5,462)
Net cash provided (used) in financing activities	4,109	(1,265)
Net increase (decrease) in cash and cash equivalents	39	(1,196)
Cash and cash equivalents at beginning of year	1,010	1,814
Cash and cash equivalents at end of period	$1,049	$618

Seven Months Ended July 31, 2022 versus Seven Months Ended July 31, 2021:

The average year-to-date independent living occupancy through July 31, 2022, was 169.1 independent living homes (90.0% of the 188 available homes). The average year-to-date occupancy through July 31, 2021 was 170.5 independent living homes (90.7% of the 188 available homes).

Revenues from independent living monthly fees and related charges amounted to $6,591,000 for the seven months ended July 31, 2022, a 7.7% increase from $6,119,000 for the same revenue sources for the same period in 2021. The increase is driven by monthly fee increases of 6.0% that were effective January 1, 2022 and less apartment discounts.

Revenues from the health center, assisted living, and memory support fees were $5,826,000 for the seven months ended July 31, 2022 compared to $5,537,000 for the same period in 2021, an increase of 5.2%. The increase is driven by monthly fee increases of 6.0% that were effective January 1, 2022 and offset by the increase in hardship discounts.

In the second quarter of 2022, The Stayton received $75,000 in nursing facilities COVID relief funds from The State of Texas. 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 $11,399,000 for the seven months ended July 31, 2022, an increase of $1,852,000 or 19.4% from comparable expenses of $9,547,000 for the same period in 2021. Salaries and benefits increased $461,000 or 10.3% for the seven-month period, as compared to the same period in 2021, due to wage increases for culinary, nursing and housekeeping team members that took effect November 1, 2021 and increases for all other positions that took effect January 1, 2022. General and administrative expense increased $767,000 or 26.3% due to financing related costs. Dietary expense increased $366,000 or 35.5% for the seven-month period, as compared to the same period in 2021, as a result of increases in raw food costs. Medical and other resident care increased $202,000 or 74.0% for the seven-month period, as compared to the same period in 2021, due to an increase in agency costs.

Seven Months Ended July 31, 2022 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 for the period, along with the favorable and unfavorable variances.

(in thousands)	Actual	Budget	Favorable/ (Unfavorable)
Revenues			
Independent Living Fees	$6,591	$6,357	$234
Skilled nursing, assisted living and memory support fees	5,826	6,059	(233)
Other	75	-	75
	12,492	12,416	76
Expenses			
Operating expenses:			
Salaries and benefits	4,926	5,624	698
General and administrative	3,683	2,692	(991)
Plant operations	863	764	(99)
Housekeeping	54	133	79
Dietary	1,398	1,147	(251)
Medical and other resident care	475	354	(121)
	11,399	10,714	(685)
Net operating margin	1,093	1,702	(609)
Net entrance fees	4,170	(3,759)	7,929
Capital expenditures	1,379	6,803	5,424

Net operating margin is unfavorable to budget by $609,000.

Independent Living Fees revenue is favorable to budget by $234,000 or 3.7% due to occupancy. The average year to date independent living occupancy is 90.0% while the budget is 86.2%.

Skilled nursing, assisted living and memory support revenue is unfavorable to budget by $233,000 or 3.8% due to more hardship discounts than were budgeted.

Salaries and benefits costs are favorable to budget by $698,000, or 12.4%, due to open positions.

General and administrative costs are unfavorable to budget by $991,000 or 36.8% due to financing related costs.

Plant operation costs are unfavorable to budget by $99,000 or 13.0% due to more repairs and maintenance.

Housekeeping costs are favorable to budget by $79,000 or 59.4% due to less consulting or outsourcing fees and repairs and maintenance than budgeted.

Dietary costs are unfavorable to budget by $251,000 or 21.9% due to higher raw food costs and agency costs.

Medical and other resident care costs are unfavorable to budget by $121,000 or 34.2% due to agency costs that were not budgeted.

Net entrance fees are favorable to budget by $7,929,000. For the seven months ended July 31, 2022, there were 11 actual closings and 10 budgeted closings. 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.

Commencing in February 2022, The Stayton has entered into agreements with incoming residents so that their deposits are refundable in full, and the segregated funds have been or will be placed in escrow, until The Stayton resolves its defaults under the Master Trust Indenture. The result is that The Stayton is not receiving the entrance fees at this time from which it can pay refunds, but The Stayton hopes to be receiving entrance fees again soon.

Capital expenditures are favorable to budget by $5,424,000 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 2022 is $6,455,000. 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 began on June 30, 2021. The 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, 2022, The Stayton continues to be in compliance with the occupancy covenant. The Stayton was in compliance with the liquidity covenant until June 30, 2022. As the debt service coverage ratio is less than 1.0 at December 31, 2021, this is considered an event of default under the Master Trust Indenture. The Stayton remains at a debt service coverage ratio that is less than 1.0 at June 30, 2022.

Liquidity and Capital Requirements – Seven Months Ended July 31, 2022 versus Seven Months Ended July 31, 2021:

Cash proceeds from entrance fees and deposits (refundable and non-refundable), net of refunds, were $4,170,000 in 2022 compared to ($828,000) in 2021. There were 11 closings for the seven months ended July 31, 2022 and six closings for the same period ended 2021. 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. Of the cash proceeds for the seven months ended July 31, 2022, $6,518,000 are segregated and are not available for payment of the refund queue.

Daily operating expenses for July 31, 2022 increased to $72,000 from $64,000 for July 31, 2021, a change of 11.1%. The overall unrestricted cash position decreased from $5,401,000 at July 31, 2021 to $1,049,000 at July 31, 2022, a change of 80.6%.

No amounts have been drawn on the $6 million liquidity support agreement provided by Lifespace as of July 31, 2022.

Capital expenditures for the community for the seven months ended July 31, 2022 were $1,379,000, while depreciation expense for the same period was $2,152,000. Capital expenditures for the community for the seven months ended July 31, 2021 were $396,000, while depreciation expense for the same period was $2,192,000.

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, 2021 is 18% 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 $)

Historical Debt Service Coverage	Seven Months Ended July 31 (Unaudited) 2022	2021	Year Ended December 31 (Audited) 2021	2020	2019
Excess (deficit) of revenues over expenses	(9,961)	(8,756)	(15,312)	(23,338)	(8,592)
Less:					
Entrance fees earned	(679)	(795)	(1,630)	(1,387)	(2,247)
Add:					
Depreciation	2,152	2,192	3,741	3,586	3,999
Amortization	5,616	5,982	10,344	14,093	3,734
Interest Expense	3,765	4,103	6,455	6,399	9,283
Unrealized (gain) loss on securities	481	(297)	(159)	(197)	(82)
Realized loss on sale of assets	(42)	2	2	16	3
Deferred management fee	-	-	-	-	160
Change in future service obligation	-	-	666	5,424	(5,598)
Entrance fee proceeds (less refunds)	4,170	(828)	674	1,588	4,476
Entrance fee proceeds held in escrow (f)	(6,518)	-	-	-	-
Income available for debt service	(1,016)	1,603	4,781	6,184	5,136
Annual debt service payment	6,455	6,455	6,455	5,882	9,513
Annual debt service coverage (b)(c)	(0.3)	0.4	0.7	1.1	0.5
Annual debt service coverage covenant (d)	1.2	1.1	1.1	1.1	1.2
Days Cash on Hand					
Unrestricted cash and investments	1,049	5,401	4,287	6,692	9,344
Liquidity support agreement (e)	6,000	6,000	6,000	6,000	6,000
	7,049	11,401	10,287	12,692	15,344
Department operating expenses plus interest	15,164	13,650	22,605	23,738	29,459
Daily expenses	72	64	62	65	81
Days of unrestricted cash and investment, excl. LSA	15	84	69	103	116
Days of unrestricted cash & investments on hand (a)(b)(c)	99	177	166	195	190
Days of unrestricted cash & investments on hand covenant	120	120	120	120	N/A
Occupancy					
Actual occupancy as of period end (a)	92.6%	88.8%	90.4%	91.5%	96.3%
Occupancy covenant	88.0%	88.0%	88.0%	88.0%	88.0%
Other Ratios					
Net operating margin (b)(c)	8.7%	18.1%	19.4%	18.5%	1.7%
Net operating margin, adjusted (b)(c)	31.6%	11.8%	22.0%	24.1%	19.3%
Adjusted debt to capitalization (b)(c)	165.8%	135.1%	145.6%	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.

(f) Entrance fee proceeds received in 2022 are held in escrow and will not be included in the net entrance fees used for the debt service coverage ratio.

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 2021			(1,012,420)	-
January	-	(414,900)	(1,427,320)	-
February	-	(407,106)	(1,834,426)	-
March	-	(779,900)	(2,614,326)	-
April	-	-	(2,614,326)	-
May	-	(279,864)	(2,894,190)	-
June	-	(333,337)	(3,227,527)	-
July	-	-	(3,227,527)	-
YTD 2022				-

Other Accounts Impacting Net Entrance Fees

Entrance Fee Escrow Account Balance	7,084,000
Prepaid Entrance Fee Deposits	(184,000)
Overpayments to be Refunded	(382,000)
Entrance Fee Escrow less Prepaid Deposits and Overpayments	6,518,000
Change in refunds in process	(2,335,000)
Change in Lifecare Hardship and Unpaid Balances	(13,000)
Net Entrance Fees	4,170,000