MONTHLY REPORT for the ten months ended October 31, 2023



A Lifespace Community



November 30, 2023

BOK Financial George Kubin Senior Vice President Regional Manager Corporate Trust 1600 Broadway, 26th Floor Denver, CO 80202

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 ten months ended October 31, 2023, subject to the year-end audit adjustments.

LIFESPACE COMMUNITES, INC.

DocuSigned by:

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Nick Harshfield

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, June 30 and December 31, 2022 and June 30, 2023. 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 monthly deposits with the Bond Trustee through the current date. Restructuring professionals for The Stayton and its financial stakeholders have been working to develop a mutually agreeable forbearance agreement.

In October 2022, The Stayton drew on the Liquidity Support Agreement ("LSA") in the amount of \$600,000. It was funded from the Lifespace Obligated Group as part of the \$3 million unfunded commitment outlined in the LSA. In addition, pursuant to the LSA, Lifespace has made a deposit of \$3 million to be held by the Stayton trustee in a liquidity support account which can also be drawn on.

On December 1, 2022, a notice of nonpayment of debt service was filed on EMMA. The purpose of the notice was to advise Bondholders that The Stayton did not remit funds for the scheduled December 1, 2022 debt service payment due on the Bonds, and that the December 1, 2022 debt service payment due on the Bonds was not paid to Bondholders.

On January 13, 2023, the BOKF, N.A. and The Stayton entered into a Forbearance Agreement. In conjunction with the Forbearance Agreement, BOKF, N.A., The Stayton, and Lifespace entered into the First Amendment to Liquidity Support Agreement. Pursuant to the First Amendment to Liquidity Support Agreement, the Trustee was permitted to withdraw up to \$900,000 previously deposited by Lifespace and held by the Trustee in the Liquidity Support Account to pay fees and expenses of the Trustee's counsel and advisors. The \$900,000 was withdrawn on January 13, 2023. No other substantive changes were made to the Liquidity Support Agreement.

On January 19, 2023, a notice regarding entry into a forbearance agreement was filed on EMMA.

In April 2023, The Stayton drew on the Liquidity Support Agreement ("LSA") in the amount of \$1,000,000. It was funded from the Lifespace Obligated Group as part of the \$3 million unfunded commitment outlined in the LSA.

On June 14, 2023, a notice regarding continuation of the forbearance agreement was filed on EMMA. The forbearance agreement is currently being extended week to week.

In October 2023, The Stayton drew on the Liquidity Support Agreement ("LSA") in the amount of \$1,400,000. It was funded from the Lifespace Obligated Group as part of the \$3 million unfunded commitment outlined in the LSA. These draws represent the remaining amount available to draw from the Lifespace Obligated Group, and as such, the unfunded commitment has been fully drawn.

As of the date of filing this report, The Stayton has one warm lead. Throughout 2023 The Stayton continues to host a combination of educational and lifestyles events. In November, The Stayton held a leadership luncheon as a smaller event and has an art show planned for December. The Stayton sales team continues to host a monthly social event for current residents to promote friends and family referrals.

Calendar year-end financial information for December 31, 2022 and prior is provided from audited financial statements. All other financial information is obtained from unaudited financial statements.

The Stayton

The Stayton

Apartments/Units Available

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

^{*} The CMS 5-Star rating is as of October 2023.

Average Occupancy

				Ten Months	ended
	Fiscal Year	Fiscal Year Ended December 31,			31,
	2020	2021	2022	2022	2023
Independent Living	92.9%	90.1%	90.4%	90.4%	88.8%
Assisted Living	96.3%	91.9%	88.3%	86.8%	88.6%
Memory Support	92.4%	96.4%	90.4%	91.0%	87.5%
Health Center	78.2%	77.9%	92.3%	92.0%	88.3%

Independent Living Turnover Analysis

	Fiscal Year	Ended Decembe	er 31,	Ten Months October :	
	2020 2021 2022		2022	2023	
Beginning Independent Living Occupied	181	172	170	170	172
IL Move-Ins	6	15	15	12	5
Transfers to the Health Center	(5)	(9)	(8)	(6)	(5)
IL Move-Outs and Death	(10)	(8)	(5)	(5)	(11)
Ending Independent Living Occupied	172	170	172	171	161
Ending Occupancy Percentage	91.5%	90.4%	91.5%	91.0%	85.6%

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, 2020 through 2022 and the ten months ended October 31, 2022 and 2023 are shown below:

				Ten Months	ended
	Fiscal Year	Ended Decembe	er 31,	October	31,
	2020	2021	2022	2022	2023
Lifecare	27.5%	20.0%	21.9%	22.3%	14.5%
Medicare	33.8%	30.4%	24.1%	23.1%	40.4%
Non-Life Care Resident	38.7%	49.6%	54.0%	54.6%	45.1%
Total Patient Mix	100.0%	100.0%	100.0%	100.0%	100.0%

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

	2023	2022
Assets		
Current Assets:		
Cash and Cash Equivalents	\$686	\$1,104
Accounts Receivable	666	475
Inventories	43	45
Prepaid Insurance & Other	370	294
Assets whose use is limited	18,597	15,485
Total Current Assets	20,362	17,403
Property and equipment at cost		
Property and equipment, at cost: Land and improvements	5,009	4,976
Buildings and improvements	104,823	103,829
Furniture and equipment	2,929	2,227
r arritaro ana oquipmont	112,761	111,032
Less accum. deprec.	(16,081)	(11,916)
Net property and equipment	96,680	99,116
Net goodwill	-	32,499
Net deferred assets	172	72
	5.000	7.040
Net intangible assets	5,938	7,210
TOTAL ASSETS	\$123,152	\$156,300

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

Liabilities and net assets Current liabilities: Accounts payable: \$645 \$771 Trade \$645 \$901 Related Party 1,869 901 Accrued liabilities: \$766 483 Employee compensation expense 766 483 Interest 9,145 2,689 Other 133 83 10,044 3,255 Entrance fee refunds 1,055 907 Long-term debt due within one year 112,261 112,261 Obligation under cap lease due within one yr 12 - Total current liabilities 10,076 7,318 Long-term Intercompany Notes Payable 851 851 Obligation under cap lease due after one year 140 59 Deferred entrance fees 4,881 6,225 Refundable entrance and membership fees 76,844 76,119 Future Service Obligation 2,856 6,090 Total liabilities (98,382) (58,457) Net assets without donor restrictions (98,382) (58,457) TOT		2023	2022
Accounts payable: \$645 \$771 Related Party 1,869 901 2,514 1,672 Accrued liabilities: \$766 483 Employee compensation expense 766 483 Interest 9,145 2,689 Other 133 83 10,044 3,255 Entrance fee refunds 1,055 907 Long-term debt due within one year 112,261 112,261 Obligation under cap lease due within one yr 12 - Total current liabilities 125,886 118,095 Entrance fee deposits 10,076 7,318 Long-term Intercompany Notes Payable 851 851 Obligation under cap lease due after one year 140 59 Deferred entrance fees 4,881 6,225 Refundable entrance and membership fees 76,844 76,119 Future Service Obligation 2,856 6,090 Total liabilities 221,534 214,757	Liabilities and net assets		
Trade Related Party \$645 \$771 Related Party 1,869 901 2,514 1,672 Accrued liabilities: Employee compensation expense 766 483 Interest 9,145 2,689 Other 133 83 10,044 3,255 Entrance fee refunds 1,055 907 Long-term debt due within one year 112,261 112,261 Obligation under cap lease due within one yr 12 - Total current liabilities 125,886 118,095 Entrance fee deposits 10,076 7,318 Long-term Intercompany Notes Payable 851 851 Obligation under cap lease due after one year 140 59 Deferred entrance fees 4,881 6,225 Refundable entrance and membership fees 76,844 76,119 Future Service Obligation 2,856 6,090 Total liabilities 221,534 214,757 Net assets without donor restrictions (98,382) (58,457) <td></td> <td></td> <td></td>			
Related Party 1,869 901 2,514 1,672 Accrued liabilities: Employee compensation expense 766 483 Interest 9,145 2,689 Other 133 83 10,044 3,255 Entrance fee refunds 1,055 907 Long-term debt due within one year 112,261 112,261 Obligation under cap lease due within one yr 12 - Total current liabilities 10,076 7,318 Long-term Intercompany Notes Payable 851 851 Obligation under cap lease due after one year 140 59 Deferred entrance fees 4,881 6,225 Refundable entrance and membership fees 76,844 76,119 Future Service Obligation 2,856 6,090 Total liabilities 221,534 214,757 Net assets without donor restrictions (98,382) (58,457)			
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Employee compensation expense 766 483 Interest 9,145 2,689 Other 133 83 10,044 3,255 Entrance fee refunds 1,055 907 Long-term debt due within one year 112,261 112,261 Obligation under cap lease due within one yr 12 - Total current liabilities 125,886 118,095 Entrance fee deposits 10,076 7,318 Long-term Intercompany Notes Payable 851 851 Obligation under cap lease due after one year 140 59 Deferred entrance fees 4,881 6,225 Refundable entrance and membership fees 76,844 76,119 Future Service Obligation 2,856 6,090 Total liabilities 221,534 214,757 Net assets without donor restrictions (98,382) (58,457)		2,514	1,672
Interest Other 9,145 2,689 Other 133 83 10,044 3,255 Entrance fee refunds 1,055 907 Long-term debt due within one year 112,261 112,261 Obligation under cap lease due within one yr 12 - Total current liabilities 125,886 118,095 Entrance fee deposits 10,076 7,318 Long-term Intercompany Notes Payable 851 851 Obligation under cap lease due after one year 140 59 Deferred entrance fees 4,881 6,225 Refundable entrance and membership fees 76,844 76,119 Future Service Obligation 2,856 6,090 Total liabilities 221,534 214,757 Net assets without donor restrictions (98,382) (58,457)	Accrued liabilities:		
Other 133 83 10,044 3,255 Entrance fee refunds 1,055 907 Long-term debt due within one year 112,261 112,261 Obligation under cap lease due within one yr 12 - Total current liabilities 125,886 118,095 Entrance fee deposits 10,076 7,318 Long-term Intercompany Notes Payable 851 851 Obligation under cap lease due after one year 140 59 Deferred entrance fees 4,881 6,225 Refundable entrance and membership fees 76,844 76,119 Future Service Obligation 2,856 6,090 Total liabilities 221,534 214,757 Net assets without donor restrictions (98,382) (58,457)	Employee compensation expense	766	483
Entrance fee refunds Long-term debt due within one year Obligation under cap lease due within one yr Total current liabilities Entrance fee deposits Entrance fee deposits Long-term Intercompany Notes Payable Obligation under cap lease due after one year Deferred entrance fees Refundable entrance and membership fees Total liabilities 10,076 7,318 851 851 Obligation under cap lease due after one year Deferred entrance fees 4,881 6,225 Refundable entrance and membership fees 76,844 76,119 Future Service Obligation 2,856 6,090 Total liabilities (98,382) (58,457)	Interest	9,145	2,689
Entrance fee refunds Long-term debt due within one year Obligation under cap lease due within one yr Total current liabilities Entrance fee deposits Long-term Intercompany Notes Payable Obligation under cap lease due after one year Obligation under cap lease due after one year Deferred entrance fees Refundable entrance and membership fees Total liabilities Entrance fee deposits Total liabilities 10,076 7,318 851 851 851 059 Ferred entrance fees 4,881 6,225 Refundable entrance and membership fees Total liabilities 221,534 214,757 Net assets without donor restrictions (98,382) (58,457)	Other	133	83
Long-term debt due within one year Obligation under cap lease due within one yr Total current liabilities 125,886 118,095 Entrance fee deposits Long-term Intercompany Notes Payable Obligation under cap lease due after one year Obligation under cap lease due after one year Deferred entrance fees Refundable entrance and membership fees Future Service Obligation Total liabilities 112,261 12,26		10,044	3,255
Obligation under cap lease due within one yr Total current liabilities Entrance fee deposits Long-term Intercompany Notes Payable Obligation under cap lease due after one year Obligation under cap lease due after one year Deferred entrance fees Refundable entrance and membership fees Future Service Obligation Total liabilities 12 - 125,886 118,095 851 851 851 6,215 6,225 Refundable entrance fees 76,844 76,119 Future Service Obligation Total liabilities (98,382) (58,457)	Entrance fee refunds	1,055	907
Total current liabilities 125,886 118,095 Entrance fee deposits 10,076 7,318 Long-term Intercompany Notes Payable 851 851 Obligation under cap lease due after one year 140 59 Deferred entrance fees 4,881 6,225 Refundable entrance and membership fees 76,844 76,119 Future Service Obligation 2,856 6,090 Total liabilities 221,534 214,757 Net assets without donor restrictions (98,382) (58,457)	Long-term debt due within one year	112,261	112,261
Entrance fee deposits Long-term Intercompany Notes Payable Obligation under cap lease due after one year Deferred entrance fees Refundable entrance and membership fees Future Service Obligation Total liabilities 10,076 7,318 851 851 6,219 140 59 140 59 140 76,225 76,844 76,119 76,119 76,844 76,119 76,119 76,844 76,119 76,119 76,844 76,119 76,119 76,844 76,119 76,119 76,844 76,119 76,119 76,844 76,119	Obligation under cap lease due within one yr	12	-
Long-term Intercompany Notes Payable851851Obligation under cap lease due after one year14059Deferred entrance fees4,8816,225Refundable entrance and membership fees76,84476,119Future Service Obligation2,8566,090Total liabilities221,534214,757Net assets without donor restrictions(98,382)(58,457)	Total current liabilities	125,886	118,095
Long-term Intercompany Notes Payable851851Obligation under cap lease due after one year14059Deferred entrance fees4,8816,225Refundable entrance and membership fees76,84476,119Future Service Obligation2,8566,090Total liabilities221,534214,757Net assets without donor restrictions(98,382)(58,457)	Entrance fee deposits	10,076	7,318
Deferred entrance fees 4,881 6,225 Refundable entrance and membership fees 76,844 76,119 Future Service Obligation 2,856 6,090 Total liabilities 221,534 214,757 Net assets without donor restrictions (98,382) (58,457)	Long-term Intercompany Notes Payable	851	851
Refundable entrance and membership fees 76,844 76,119 Future Service Obligation 2,856 6,090 Total liabilities 221,534 214,757 Net assets without donor restrictions (98,382) (58,457)	Obligation under cap lease due after one year	140	59
Future Service Obligation2,8566,090Total liabilities221,534214,757Net assets without donor restrictions(98,382)(58,457)	Deferred entrance fees	4,881	6,225
Total liabilities 221,534 214,757 Net assets without donor restrictions (98,382) (58,457)	Refundable entrance and membership fees	76,844	76,119
Net assets without donor restrictions (98,382) (58,457)	Future Service Obligation	2,856	6,090
	Total liabilities	221,534	214,757
	Net assets without donor restrictions	(98.382)	(58,457)
	TOTAL LIABILITIES AND NET ASSETS		

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

	2023	2022
Revenues	# 40.000	#0 554
Independent living fees	\$10,290	\$9,551
Entrance fees earned	947	1,208
Skilled nursing, assisted living and memory support fees	9,572	8,621
Investment income (expense) Other	313	(206)
Other	- 24 422	75
	21,122	19,249
Expenses		
Operating expenses:		
Salaries and benefits	8,055	7,210
General and administrative	9,779	5,415
Plant operations	1,650	1,626
Housekeeping	122	100
Dietary	2,126	1,913
Medical and other resident care	623	679
Depreciation	3,469	3,071
Amortization	2,928	10,217
Interest	5,379	5,379
(Gain) Loss on disposal of fixed assets	-	(42)
	34,131	35,568
Deficit of revenues over expenses	(13,009)	(16,319)
Contributions from (to) Lifespace Communities, Inc.	3,205	385
Changes in net assets	(9,804)	(15,934)
Net assets at beginning of year	(88,578)	(42,523)
Net assets at end of the period	(\$98,382)	(\$58,457)

The Stayton Statements of Cash Flow For the Ten Months Ended October 31 (Unaudited) (Thousands of \$)

Operating activities	2023	2022
Changes in unrestricted net assets	(\$9,804)	(\$15,934)
Adjustments to reconcile changes in net assets to net cash (used) provided in		
operating activities:	(0.47)	(4.000)
Entrance fees earned	(947)	(1,208)
Proceeds from nonrefundable entrance fees and deposits	-	83
Depreciation and Amortization	6,397	13,288
Change in unrealized appreciation of investments	(46)	481
Net purchases of trading investments	(1,451)	(2,451)
Contributions to Lifespace Communities, Inc.	(3,205)	(385)
(Gain) Loss on disposal of property and equipment	-	(42)
Change in entrance fee deposits	1,185	7,213
Changes in operating assets and liabilities:		
Accounts receivables, inventories, and prepaid insurance and other	(37)	146
Accounts payables and accrued liabilities	6,018	2,046
Net cash (used) provided in operating activities	(1,890)	3,237
Investing activities		
Purchases of property and equipment	(1,101)	(1,949)
Financing activities		
Proceeds from Intercompany Note	-	851
Contributions to Lifespace Communities, Inc.	3,205	385
Payments on Leases	(17)	(3)
Proceeds from refundable entrance fees and deposits	-	156
Refunds of entrance fees	-	(2,583)
Net cash provided (used) in financing activities	3,188	(1,194)
Net increase in cash and cash equivalents	197	94
Cash and cash equivalents at beginning of year	489	1,010
Cash and cash equivalents at end of period	\$686	\$1,104

Ten Months Ended October 31, 2023 versus Ten Months Ended October 31, 2022:

The average year-to-date independent living occupancy through October 31, 2023, was 167.0 independent living homes (88.8% of the 188 available homes). The average year-to-date occupancy through October 31, 2022 was 169.9 independent living homes (90.4% of the 188 available homes).

Revenues from independent living monthly fees and related charges amounted to \$10,290,000 for the ten months ended October 31, 2023, a 7.7% increase from \$9,551,000 for the same revenue sources for the same period in 2022. The increase is driven by monthly fee increases of 7.9% that were effective January 1, 2023 and less apartment discounts.

Revenues from the health center, assisted living, and memory support fees were \$9,572,000 for the ten months ended October 31, 2023 compared to \$8,621,000 for the same period in 2022, an increase of 11.0%. The increase is driven by monthly fee increases of 7.9% that were effective January 1, 2023 and the change in the health center payor mix when comparing periods.

Total operating expenses, excluding depreciation and interest expense, were \$22,355,000 for the ten months ended October 31, 2023, an increase of \$5,412,000 or 31.9% from comparable expenses of \$16,943,000 for the same period in 2022. Salaries and benefits increased \$845,000 or 11.7% for the ten-month period, as compared to the same period in 2022, mainly due to open positions in culinary being filled and merit increases. General and administrative expenses increased \$4,364,000 or 80.6% mainly due to financing related costs. Dietary expenses increased \$213,000 or 11.1% mainly due to inflation.

Ten Months Ended October 31, 2023 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	\$10,290	\$9,875	\$415
Skilled nursing, assisted living and memory support fees	9,572	9,039	533
support ices	19,862	18,914	948
Expenses			
Operating expenses:			
Salaries and benefits	8,055	8,566	511
General and administrative	9,779	5,494	(4,285)
Plant operations	1,650	1,333	(317)
Housekeeping	122	185	63
Dietary	2,126	2,288	162
Medical and other resident care	623	258	(365)
	22,355	18,124	(4,231)
Net operating margin	(2,493)	790	(3,283)
Net entrance fees	-	(682)	682
Capital expenditures	1,101	9,988	8,887

Net operating margin is unfavorable to budget by \$3,283,000.

Independent living fees revenue is favorable to budget by \$415,000 or 4.2% primarily due occupancy and less apartment discounts than budgeted. The average year to date independent living occupancy is 88.8% while the budget is 83.9%.

Skilled nursing, assisted living and memory support fees revenue is favorable to budget by \$533,000 or 5.9% due primarily to occupancy in assisted living and the health center, less hardship discounts and less lifecare discounts. The average year to date assisted living occupancy is 88.6% while the budget is 85.7%. The average year to date health center occupancy is 88.3% while the budget is 87.4%. In addition, the payor mix is impacting the favorable variance.

Salaries and benefits are \$511,000, or 6.0%, favorable to budget due primarily to better labor management. The Stayton has closely managed overtime, shift bonuses, short breaks and hours worked greater than six with no break while always focusing on quality of care and delivering exceptional service to our residents.

General and administrative costs are unfavorable to budget by \$4,285,000 or 78.0% due primarily to financing related costs.

Plant operation costs are unfavorable to budget by \$317,000 or 23.8% due primarily to utilities and transportation services.

Dietary costs are favorable to budget by \$162,000 or 7.1% due primarily to less consulting/outsourcing services, food and supplies.

Medical and other resident care costs are unfavorable to budget by \$365,000 or 141.5% due primarily to use of agency that was not budgeted and transportation services.

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 \$8,887,000 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 2023 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 remaining amounts available from the \$6.0 million liquidity support agreement provided by Lifespace. At June 30 and September 30, 2023, The Stayton was not 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, 2023.

Liquidity and Capital Requirements – Ten Months Ended October 31, 2023 versus Ten Months Ended October 31, 2022:

There were no cash proceeds from entrance fees and deposits (refundable and non-refundable), net of refunds, in 2023 compared to (\$2,344,000) in 2022. 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. As stated previously, entrance fees received are segregated and in escrow. The funds are not available for payment of the refund queue currently. As of October 31, 2023, the balance was \$10,632,000.

Daily operating expenses for the ten months ended October 31, 2023 increased to \$91,000 from \$73,000 for the ten months ended October 31, 2022, a change of 24.2%. The overall unrestricted cash position decreased from \$1,104,000 at October 31, 2022 to \$686,000 at October 31, 2023, a change of 37.9%.

The table below shows the amount drawn on the \$6 million LSA provided by Lifespace.

	Unfunded Commitment	Funded Commitment	Total Commitment
	\$3,000,000	\$3,000,000	\$6,000,000
October 2022	(600,000)	-	(600,000)
January 2023	-	(900,000)	(900,000)
April 2023	(1,000,000)	-	(1,000,000)
October 2023	(1,400,000)	-	(1,400,000)
Total remaining	\$-0-	\$2,100,000	\$2,100,000

Capital expenditures for the community for the ten months ended October 31, 2023 were \$1,101,000, while depreciation expense for the same period was \$3,469,000. Capital expenditures for the community for the ten months ended October 31, 2022 were \$1,949,000, while depreciation expense for the same period was \$3,071,000.

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, 2022 is 28% 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 \$)

	Ten Months Ended (Unaudite		Year Ended December 31 (Audited)		
Historical Debt Service Coverage	2023	2022	2022	2021	2020
Excess (deficit) of revenues over expenses Less:	(13,009)	(16,319)	(46,440)	(15,312)	(23,338)
Entrance fees earned Add:	(947)	(1,208)	(1,436)	(1,630)	(1,387)
Depreciation Amortization	3,469 2,928	3,071 10,217	3,766 10,229	3,741 10,344	3,586 14,093
Interest Expense Unrealized (gain) loss on securities	5,379 (46)	5,379 481	6,455 473	6,455 (159)	6,399 (197)
Realized loss on sale of assets Loss on impairment	-	(42)	(42) 31,543	2	16
Change in future service obligation Entrance fee proceeds (less refunds)	-	- - (2,344)	(3,234) (2,344)	666 674	5,424 1,588
Income available for debt service	(2,226)	(765)	(1,030)	4,781	6,184
Annual debt service payment Annual debt service coverage (b)(c)	6,455 (0.4)	6,455 (0.1)	6,455 (0.2)	6,455 0.7	5,882 1.1
Annual debt service coverage (b)(c) Annual debt service coverage covenant (d)	1.2	1.2	1.2	1.1	1.1
Days Cash on Hand					
Unrestricted cash and investments Liquidity support agreement (e)	686 2,100	1,104 5,400	489 5,400	4,287 6,000	6,692 6,000
	2,786	6,504	5,889	10,287	12,692
Department operating expenses plus interest Daily expenses	27,734 91	22,322 73	27,635 76	22,605 62	23,738 65
Days of unrestricted cash and investment, excl. LSA Days of unrestricted cash & investments on hand (a)(b)(c) Days of unrestricted cash & investments on hand covenant	8 31 120	15 89 120	6 78 120	69 166 120	103 195 120
Occupancy					
Actual occupancy as of period end (a) Occupancy covenant	85.6% 88.0%	91.0% 88.0%	91.5% 88.0%	90.4% 88.0%	91.5% 88.0%
Other Ratios					
Net operating margin (b)(c) Net operating margin, adjusted (b)(c) Adjusted debt to capitalization (b)(c)	-12.6% -12.6% 598.4%	7.1% -6.5% 187.0%	4.6% -6.7% 378.3%	19.4% 22.0% 145.6%	18.5% 24.1% 122.1%

⁽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 liquidity support pay out occurred in October 2022 for \$600,000, January 2023 for \$900,000, April 2023 for \$1,000,000 and October 2023 for \$1,400,000.

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

Net Entrance Fee Turnover

		Fundings per the queue						
		Monthly	Refund					
	Entrance Fee	Additions to	Queue Ending	Entrance Fee				
	Receipts	Refund Queue	Balance	Turnover				
End of 2022			(7,517,647)	_				
January	-	(227,927)	(7,745,574)	-				
February	-	(304,878)	(8,050,452)	-				
March	-	(279,900)	(8,330,352)	-				
April	-	(1,491,245)	(9,821,597)	-				
May	-	(1,350,496)	(11,172,093)	-				
June	-	(508,310)	(11,680,403)	-				
July	-	(508,085)	(12,188,488)	-				
August	-	(1,491,263)	(13,679,751)	-				
September	-	(1,419,307)	(15,099,058)	-				
October	-	(1,841,066)	(16,940,124)	-				
YTD 2023			` ' ' '					

Other Accounts Impacting Net Entrance Fees

Net Entrance Fees

Note: Currently, funds in the segregated entrance fee escrow account ("Escrow Account") can only be used to pay refunds to those residents that deposited into the Escrow Account. As of October 31, 2023, there are no residents awaiting refunds from the Escrow Account. Since the month of June 2023, \$1.7 million in refunds were paid to residents that deposited into the Escrow Account, which are not reflected in the above table.