

Front Porch Communities & Services

Independent Auditor's Report and Consolidated Financial Statements

March 31, 2022

Front Porch Communities & Services

March 31, 2022

Contents

Independent Auditor's Report	1
Consolidated Financial Statements	
Balance Sheet	5
Statement of Operations	6
Statement of Changes in Net Assets.....	7
Statement of Cash Flows	8
Notes to Financial Statements	11
Supplementary Information	
Consolidating Schedule – Balance Sheet Information – March 31, 2022	53
Consolidating Schedule – Statement of Operations Information – Year Ended March 31, 2022.....	54

Independent Auditor's Report

Board of Directors
Front Porch Communities & Services
Glendale, California

Opinion

We have audited the consolidated financial statements of Front Porch Communities & Services (the Corporation), which comprise the consolidated balance sheet as of March 31, 2022 and the related consolidated statements of operations, changes in net assets, and cash flows for the year then ended, and the related notes to the consolidated financial statements.

In our opinion, based on our audit and the report of the other auditors, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Corporation as of March 31, 2022 and the consolidated results of its operations, changes in its net assets, and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

We did not audit the financial statements of Covia Affordable Communities, a wholly owned subsidiary, which statements reflect total assets constituting 16% of consolidated total assets at March 31, 2022 and total revenues constituting 24% of consolidated total revenues for the year then ended. Those statements were audited by other auditors, whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for Covia Affordable Communities, is based solely on the report of the other auditors.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are required to be independent of the Corporation and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter

As discussed in *Note 2* to the consolidated financial statements, the Corporation acquired the net assets of Covia Group and its subsidiaries and Front Porch Communities Foundation in separate business combinations. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America

and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and, therefore, is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit 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 Corporation's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Corporation's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating schedules listed in the table of contents are presented for purposes of additional analysis and are not a required part of the consolidated financial statements. Such information

is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

FORVIS,LLP

Tulsa, Oklahoma
August 1, 2022

Front Porch Communities & Services
Consolidated Balance Sheet
March 31, 2022
(In Thousands)

Assets

Current Assets

Cash and cash equivalents	\$ 58,539
Short-term investments	10,911
Assets limited as to use – required for current liabilities	21,047
Resident and patient accounts receivable	9,377
Prepaid expenses and other	<u>11,801</u>
Total current assets	<u>111,675</u>

Investments

Assets limited as to use, net of current portion	52,885
Long-term investments	<u>543,714</u>
Total investments	<u>596,599</u>

Property and Equipment, Net

1,168,465

Other Assets

Receivable from supporting organization	1,063
ROU assets – operating leases	9,941
Other receivables	1,588
Other assets	15,944
In-place leases	61,899
Net pension asset	<u>3,373</u>
Total other assets	<u>93,808</u>

Total assets \$ 1,970,547

Front Porch Communities & Services
Consolidated Balance Sheet, continued
March 31, 2022
(In Thousands)

Liabilities and Net Assets

Current Liabilities

Current maturities of long-term debt	\$ 8,951
Current portion of operating lease liabilities	2,120
Accounts payable	20,422
Accrued payroll and related expenses	15,863
Accrued interest	7,332
Other accrued expenses	22,261

Total current liabilities	76,949
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Other Liabilities

Asset retirement obligations	1,948
Accrued workers' compensation	7,124
Operating lease liabilities	9,070
Other accrued liabilities	10,459
Refundable entrance fees	147,799
Deferred revenue from entrance fees	225,133
Long-term debt	466,093

Total liabilities	944,575
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Net Assets

Without donor restrictions	990,710
With donor restrictions	35,262

Total net assets	1,025,972
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Total liabilities and net assets	\$ 1,970,547
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Front Porch Communities & Services
Consolidated Statement of Operations
Year Ended March 31, 2022
(In Thousands)

Revenues, Gains, and Other Support Without Donor Restrictions	
Resident and patient service revenue	\$ 297,061
Amortization of entrance fees	38,121
Affordable housing fees and rents	29,746
Other	3,462
Net assets released from restrictions used for operations	<u>4,072</u>
Total revenues, gains, and other support without donor restrictions	<u>372,462</u>
Expenses	
Medical services	78,035
Facility operating costs	40,257
Dietary services	54,462
Residential services	31,098
Administrative services	72,996
Depreciation	64,557
Amortization of deferred costs	272
Interest expense and other financing costs	14,725
Program expenses	3,528
Other	<u>11,367</u>
Total expenses	<u>371,297</u>
Operating Income Before Other Operating Activities	<u>1,165</u>
Other Operating Activities	
COVID-19-related income	1,700
COVID-19-related expenses	(3,453)
Amortization of acquired intangible assets and other	<u>(15,866)</u>
Total other operating activities	<u>(17,619)</u>
Operating Loss	<u>(16,454)</u>
Other Income (Expense)	
Investment return, net	28,172
Other components of net periodic benefit costs	1,667
Inherent contribution	651,738
Loss on extinguishment of debt	<u>(5,617)</u>
Total other income (expense)	<u>675,960</u>
Excess of Revenues over Expenses	659,506
Net Assets Released from Restrictions on Acquisition	8,527
Change in Pension Benefit Obligation	<u>2,965</u>
Increase in Net Assets Without Donor Restrictions	<u>\$ 670,998</u>

Front Porch Communities & Services
Consolidated Statement of Changes in Net Assets
Year Ended March 31, 2022
(In Thousands)

Net Assets Without Donor Restrictions	
Excess of revenues over expenses	\$ 659,506
Net assets released from restrictions on acquisition	8,527
Change in pension benefit obligation	2,965
	<hr/>
Increase in net assets without donor restrictions	670,998
	<hr/>
Net Assets with Donor Restrictions	
Contributions received and investment return	6,558
Changes in split interest gift agreements	85
Change in beneficial interest in perpetual trusts and annuities	418
Inherent contribution	11,024
Net assets released from restrictions on acquisition	(8,527)
Net assets released from restrictions used for operations	(4,072)
	<hr/>
Increase in net assets with donor restrictions	5,486
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Change in Net Assets	676,484
Net Assets, Beginning of Year	349,488
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Net Assets, End of Year	<u><u>\$ 1,025,972</u></u>

Front Porch Communities & Services
Consolidated Statement of Cash Flows
Year Ended March 31, 2022
(In Thousands)

Operating Activities	
Cash received from residents	\$ 300,370
Proceeds from entrance fees received	75,406
Cash received from affordable housing services	30,688
Other receipts from operations	3,462
Unrestricted contributions received	4,237
Unrestricted investment income received	17,082
Cash paid to suppliers, employees, and others	(311,533)
Cash paid for interest on long-term debt, net of amounts capitalized	<u>(11,774)</u>
Net cash provided by operating activities	<u>107,938</u>
Investing Activities	
Capital expenditures	(87,776)
Proceeds from sale of trading investments	227,665
Purchase of trading investments	(208,737)
Purchase of assets limited as to use	(13,632)
Proceeds from sale of assets limited as to use	18,758
Repayment from Brookmore Apartment Corporation	200
Net cash acquired in acquisition of FPC Foundation	1,618
Net cash acquired in acquisition of Covia	<u>32,466</u>
Net cash used in investing activities	<u>(29,438)</u>
Financing Activities	
Refunds of entrance fees	(22,064)
Principal payments on long-term debt	(7,446)
Principal payments on refinancing of long-term debt	(329,255)
Proceeds from Series 2021 debt issuance	328,338
Costs of issuance of Series 2021A and 2021B bond financing	(3,107)
Debt extinguishment costs	(4,494)
Proceeds from contributions for purchases of property and equipment	<u>1,899</u>
Net cash used in financing activities	<u>(36,129)</u>
Increase in Cash and Cash Equivalents	42,371
Cash and Cash Equivalents, Beginning of Year	<u>16,168</u>
Cash and Cash Equivalents, End of Year	<u><u>\$ 58,539</u></u>

Front Porch Communities & Services
Consolidated Statement of Cash Flows, continued
Year Ended March 31, 2022
(In Thousands)

Cash Flows from Operating Activities	
Change in net assets	\$ 676,484
Adjustments to reconcile change in net assets to net cash provided by operating activities	
Depreciation	64,557
Gain on disposal of assets	231
Amortization of deferred costs	272
Accretion of asset retirement obligations	(88)
Amortization of bond premium included in interest expense	(950)
Amortization of acquired intangible assets	15,866
Entrance fees received	75,406
Amortization of entrance fees	(38,121)
Pension asset	(4,764)
Realized and unrealized gain on investments, net	(13,217)
Unrealized loss on derivative financial instruments, net	75
Change in receivable from supporting organization	66
Loss on extinguishment of debt	5,617
Proceeds from contributions restricted by donor	(1,899)
Inherent contribution in acquisition	(662,762)
Changes in operating assets and liabilities	
Accounts receivable, net	4,443
Prepaid expenses and other	(2,202)
Accounts payable and accrued expenses	(11,172)
Operating leases	(226)
Other accrued liabilities	322
	<hr/>
Net cash provided by operating activities	<u>\$ 107,938</u>

Supplemental Cash Flows Information

Property and equipment purchases included in accounts payable and other accrued expenses	\$ 10,734
Entrance fees included in accounts receivable	\$ 724
Operating lease obligations incurred for equipment and rental space	\$ 141

The Corporation acquired all of the assets of Covia through a change in control. In conjunction with the acquisition, liabilities were assumed as follows:

Fair value of assets acquired	\$ 1,129,071
Fair value of liabilities assumed	472,303
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Inherent contribution	<u>\$ 656,768</u>

Front Porch Communities & Services
Consolidated Statement of Cash Flows, continued
Year Ended March 31, 2022
(In Thousands)

The Corporation acquired all of the assets of FPC Foundation through a change in control. In conjunction with the acquisition, liabilities were assumed as follows:

Fair value of assets acquired	\$ 35,977
Fair value of the Corporation's previously held beneficial interest in FPC Foundation and receivables from supporting organizations	28,773
Fair value of liabilities assumed	<u>1,210</u>
Inherent contribution	<u><u>\$ 5,994</u></u>

Front Porch Communities & Services

Notes to Consolidated Financial Statements

March 31, 2022

(In Thousands)

Note 1: Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

Front Porch Communities & Services (the Corporation) is a California nonprofit public benefit corporation as described in Section 501(c)(3) of the Internal Revenue Code (the Code). The Corporation is exempt from federal income taxes on related income pursuant to Section 501 of the Code and is also exempt from state franchise taxes under similar provisions for the state of California. The Corporation owns and operates continuing care retirement communities (CCRC), other multilevel retirement communities, and other operations providing services that enhance the quality of life for those served through independent retirement living, assisted living, memory care, skilled nursing, social services, affordable housing, and contract management of subsidized housing.

Obligated Group

Certain operations of the Corporation, hereinafter referred to as the Obligated Group, are aggregated to facilitate long-term borrowings and include the following entities along with the Corporation:

Covia Communities

Covia Communities (the Communities) is a California nonprofit public benefit corporation that provides housing-related communities and services for elderly persons on a nonprofit, religious, and charitable basis. The Communities operates six active CCRCs. Effective April 1, 2022, the Communities was merged into the Corporation.

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

Below is a recap of the communities included within the Obligated Group as of March 31, 2022:

Community	City	Type	Residential Living Units	Memory Care Units	Care Center Beds	Total Units/Beds
Front Porch Communities and Services						
Owned Communities						
Carlsbad by the Sea	Carlsbad, CA	CCRC	157	-	33	190
Casa de Mañana	La Jolla, CA	Rental	186	-	-	186
Claremont Manor	Claremont, CA	Rental	213	17	59	289
Fredericka Manor	Chula Vista, CA	Rental	251	22	174	447
Kingsley Manor	Los Angeles, CA	Rental	209	-	51	260
Sunny View Retirement						
Community	Cupertino, CA	CCRC	92	23	48	163
Villa Gardens	Pasadena, CA	CCRC	191	19	54	264
Vista del Monte	Santa Barbara, CA	CCRC	168	24	-	192
Walnut Village	Anaheim, CA	CCRC	154	14	-	168
Wesley Palms	San Diego, CA	Rental	293	22	-	315
Leased Communities						
Cecil Pines	Jacksonville, FL	Rental	92	-	-	92
England Oaks	Alexandria, LA	Rental	180	-	-	180
			2,186	141	419	2,746
Covia Communities						
Canterbury Woods	Pacific Grove, CA	CCRC	150	-	24	174
El Sombroso Oaks	Los Gatos, CA	Rental	22	-	-	22
Friends House	Santa Rosa, CA	CCRC	86	-	-	86
St. Paul's Towers	Oakland, CA	CCRC	216	12	43	271
Spring Lake Village	Santa Rosa, CA	CCRC	350	13	70	433
San Francisco Towers	San Francisco, CA	CCRC	253	-	25	278
Webster House	Palo Alto, CA	CCRC	38	-	93	131
			1,115	25	255	1,395
Total Obligated Group			3,301	166	674	4,141

Nonobligated Group

The following wholly owned subsidiaries of the Corporation are not members of the Obligated Group and are included under various other columns in the accompanying consolidating schedules (as noted below):

Covia Group

Covia Group (the Group) is a California nonprofit benefit corporation. The Corporation is the sole corporate member of the Group. Effective April 1, 2022, the Group was merged into the Corporation.

Front Porch Communities & Services

Notes to Consolidated Financial Statements

March 31, 2022

(In Thousands)

Front Porch Communities Foundation

Front Porch Communities Foundation (FPC Foundation) is a California nonprofit benefit corporation whose primary purpose is to raise funds on behalf of the Corporation and to administer those funds for the needs of the Corporation. The Corporation is the sole member of FPC Foundation. FPC Foundation along with Covia Foundation (collectively, the Foundations) are included as “Foundations” on the accompanying consolidating schedules.

Covia Foundation

Covia Foundation is a California nonprofit benefit corporation whose primary purpose is to raise funds on behalf of the Communities and to administer those funds for the needs of the Communities. The Communities is the sole member of the Foundation. Effective April 1, 2022, Covia Foundation was merged into FPC Foundation.

Covia Affordable Communities

Covia Affordable Communities (CAC) is the sole member of Community Housing, Inc. (CHI), which owns and operates a 220-apartment affordable senior residential community (Lytton I) and a 100-unit apartment complex, consisting of 50 residential care apartments and 50 independent living apartments (Lytton II). CAC is also the sole corporate member of Lytton IV Housing Corporation (Lytton IV), which owns and operates a 51-unit apartment affordable senior residential community. CHI and Lytton IV are California nonprofit public benefit corporations located in Palo Alto. CAC is also the sole member of five other California nonprofit public benefit corporations that own and operate affordable senior housing communities, namely, Oak Center Towers (OCT), a 196-unit apartment complex for elderly or disabled persons in Oakland; Presidio Gate Apartments (PGA), a 54-unit apartment complex for elderly or disabled persons in San Francisco; Jennings Senior Housing, Inc. (JSH), a 54-unit apartment complex for elderly or disabled persons in Santa Rosa; Bethany Center Senior Housing (BCSH), which operates a 135-unit apartment complex for low income seniors located in San Francisco; and Shires Memorial Center (SMC), a 99-unit apartment complex for low income and senior restricted community in San Jose. OCT, PGA, and JSH are operated under regulatory agreements with the U.S. Department of Housing and Urban Development. OCT, in turn, is the general partner of Oak Centers, L.P. (OCLP), a California limited partnership organized as a low-income housing tax credit vehicle that purchased the Project from OCT in order to refinance, rehabilitate, own, and operate OCLP.

BCSH is the sole member of Bethany Center Foundation of San Francisco (BCF), a nonprofit public benefit corporation organized to provide financial, administrative, programmatic, and other forms of support to BCSH. Effective April 1, 2022, BCSH was merged into FPC Foundation.

The Corporation is the sole corporate member of CAC. CAC is included in the “Affordable Housing” column on the accompanying consolidating schedules.

CARING Housing Ministries, Inc.

CARING Housing Ministries, Inc. (CARING) manages 24 U.S. Department of Housing and Urban Development (HUD)-subsidized and tax credit facilities, which provide housing to approximately 2,300 residents. CARING’s managed facilities are located throughout California and in Glendale,

Front Porch Communities & Services

Notes to Consolidated Financial Statements

March 31, 2022

(In Thousands)

Arizona. CARING's management fees received from clients are based on a percentage of its clients' operating revenues or are earned on a per-unit-per-month basis. CARING is a California nonprofit corporation, and the Corporation is the sole corporate member of CARING. CARING is included in the "Affordable Housing" column on the accompanying consolidating schedules.

Sunny View Lutheran Home

Sunny View Lutheran Home (Sunny View) (formerly, Sunny View West) is a California nonprofit corporation that owns a 100-unit, HUD-subsidized senior living facility located in Cupertino, California. Sunny View does not own or operate Sunny View Retirement Community, which is owned and operated by the Corporation. The Corporation is the sole corporate member of Sunny View. Sunny View is included in the "Affordable Housing" column on the accompanying consolidating schedules.

Related Parties

The following related parties are not consolidated into the Corporation:

Front Porch Enterprises, Inc.

Front Porch Enterprises, Inc. (FPE) was created as a California nonprofit corporation in July 2006. FPE was formed to provide support, financial and otherwise, to organizations engaged in housing, health and human services, education, and research and to sponsor affordable housing communities. FPE serves as the sole corporate member of Front Porch Active Adult Communities, LLC and the sole shareholder of Front Porch Development Company, Inc., described below. The Corporation and FPE are not affiliated, though there is overlap in the membership of the two boards. FPE is not included in the accompanying consolidated financial statements because the Corporation does not control FPE through majority ownership or control of the majority voting interest of the board.

Front Porch Active Adult Communities, LLC

Front Porch Active Adult Communities, LLC (Active Adult Communities) was created in January 2006 as a Delaware for-profit limited liability company to own and operate active adult communities in Mexico and elsewhere. FPE is the sole member of Active Adult Communities.

The boards of FPE and Active Adult Communities agreed to dissolve these entities on July 8, 2014. The dissolutions will be effective upon resolution of all outstanding liabilities and filing of the appropriate legal documents. Operations previously performed by these entities began to be performed by the Corporation effective July 1, 2014 and, therefore, are included with the Corporation effective July 1, 2014. These entities have not yet been legally dissolved as of March 31, 2022.

Center for Technology Innovation and Wellbeing

Center for Technology Innovation and Wellbeing (CTIW) was formed in June 2008 as a nonprofit entity for the purpose of exploring innovative uses of technology to empower individuals to live well, especially in their later years. CTIW's bylaws provide that directors, officers, and employees

Front Porch Communities & Services

Notes to Consolidated Financial Statements

March 31, 2022

(In Thousands)

of the Corporation are precluded from constituting a majority of CTIW's directors. As a result, CTIW is not included in the accompanying consolidated financial statements because the Corporation does not control CTIW through majority ownership or control of the majority voting interest of the board.

The board of CTIW agreed to dissolve this entity on March 6, 2015. The dissolution will be effective upon filing of the appropriate legal documents. Operations previously performed by CTIW began to be performed by the Corporation effective April 1, 2015. However, CTIW has not yet been legally dissolved as of March 31, 2022.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Obligated Group, Covia Group, CAC, CARING, the Foundations, and Sunny View. All significant intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates

The preparation of consolidated 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 reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash Equivalents

The Corporation considers all liquid investments with original maturities of three months or less to be cash equivalents. Uninvested cash and cash equivalents included in investment accounts, including assets limited as to use, are not considered to be cash and cash equivalents. At March 31, 2022, cash equivalents consisted primarily of money market mutual funds of \$11,549. These funds are not insured by the Federal Deposit Insurance Corporation (FDIC).

At March 31, 2022, the Corporation's cash accounts exceeded federally insured limits by \$24,591.

Investments and Net Investment Return

The Corporation measures debt and equity securities at fair value. Investments in private equity funds and hedge funds are recorded at net asset value (NAV), as a practical expedient, to determine fair value of the investments. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method.

Investment return includes dividend, interest, and other investment income; realized and unrealized gains and losses on investments carried at fair value; and realized gains and losses on other investments, less external and direct internal investment expenses.

Front Porch Communities & Services

Notes to Consolidated Financial Statements

March 31, 2022

(In Thousands)

Investment return that is initially restricted by donor stipulation and for which the restriction will be satisfied in the same year is included in net assets without donor restrictions. Other investment return is reflected in the accompanying consolidated statement of operations and changes in net assets with or without donor restrictions based upon the existence and nature of any donor or legally imposed restrictions.

Assets Limited as to Use

Assets limited as to use represent: (a) funds held by a trustee that are legally restricted for bond reserve accounts; (b) deposit subscriptions held in trust; (c) entrance fees refundable within the first 90 days of residency in accordance with state law; (d) assets restricted by the donor for specific purposes; (e) HUD facility reserves and tenant deposits held in accordance with regulatory agreements governing the operations of certain entities included in CAC and Sunny View requiring HUD approval prior to any withdrawals; and (f) assets held in escrow for payment of property taxes and insurance, debt service, owner repairs, and reserves for replacements pursuant to the loan agreements insured by HUD for certain entities included in CAC. Amounts required to meet certain current liabilities of the Corporation are classified as current assets.

Resident and Patient Accounts Receivable

Resident accounts receivable reflect the outstanding amount of consideration to which the Corporation 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. As a service to the resident, the Corporation bills third-party payors directly and bills the resident when the resident's responsibility for co-pays, co-insurance, and deductibles is determined. Resident accounts receivable are due in full when billed.

The Corporation performs individual credit risk assessments that evaluate the individual circumstances, abilities, and intentions of each resident prior to providing the patient care services. If, subsequent to providing the services, the Corporation becomes aware of patient-specific events, facts, or circumstances indicating patients no longer have the ability or intent to pay the amount of consideration to which the Corporation expects to be entitled for providing the patient care services, then the related patient receivable balances are written off as bad debt expense. There was no material bad debt expense recorded during the year ended March 31, 2022.

Property and Equipment

Property and equipment acquisitions by the Corporation exceeding \$1 with an estimated life of three or more years and property and equipment acquisitions by Covia exceeding \$7.5 with an estimated life of three or more years are recorded at cost and depreciated on a straight-line basis over the estimated useful life of each asset. Assets under leasehold improvements are depreciated over the shorter of the lease term or their respective estimated useful lives.

Front Porch Communities & Services

Notes to Consolidated Financial Statements

March 31, 2022

(In Thousands)

The estimated useful lives for each major depreciable classification of property and equipment are as follows:

Land improvements	2–40 years
Buildings and building and leasehold improvements	5–50 years
Equipment	3–25 years

Donations of property and equipment are reported at fair value as an increase in net assets without donor restrictions unless use of the assets is restricted by the donor. Monetary gifts that must be used to acquire property and equipment are reported as restricted support. The expiration of such restrictions is reported as an increase in net assets without donor restrictions when the donated asset is placed in service.

Long-Lived Asset Impairment

The Corporation evaluates the recoverability of the carrying value of long-lived assets whenever events or circumstances indicate the carrying amount may not be recoverable. If a long-lived asset is tested for recoverability and the undiscounted estimated future cash flows expected to result from the use and eventual disposition of the asset is less than the carrying amount of the asset, the asset cost is adjusted to fair value and an impairment loss is recognized as the amount by which the carrying amount of a long-lived asset exceeds its fair value.

No asset impairment was recorded during the year ended March 31, 2022.

Receivable from Supporting Organization

The Corporation recognizes its rights to assets held by a recipient organization in accordance with Accounting Standards Codification (ASC) 958, *Not-for-Profit Entities*. Such rights are recognized as an asset unless the donor has explicitly granted the recipient organization variance power, that is, the unilateral power to redirect the use of the assets. Those rights are either an interest in the net assets of the recipient organization, a beneficial interest in the recipient organization, or a receivable. The Corporation accounts for the rights related to California Lutheran Homes and Community Services as a receivable based on this guidance.

Debt Issuance Costs

Debt issuance costs represent costs incurred in connection with the issuance of long-term debt. The Corporation records these costs as direct deductions from the related debt consistent with debt discounts or premiums. Such costs are being amortized over the term of the respective debt using the straight-line method, which is not materially different from using the effective interest method.

Front Porch Communities & Services

Notes to Consolidated Financial Statements

March 31, 2022

(In Thousands)

Deferred Revenue from Entrance Fees

Fees paid by residents upon entering into a continuing care contract, net of the portion thereof that is refundable to the resident, are recorded as deferred revenue and are amortized into income using the straight-line method over the estimated remaining life expectancy of the resident.

Estimated Future Service Obligation

Annually, the Corporation calculates the present value of the net cost of future services and the use of facilities to be provided to current residents by contract type and compares those amounts with the balance of deferred revenue from entrance fees. If the present value of the net cost of future services and the use of facilities exceeds the deferred revenue from entrance fees, a liability is recorded (estimated future service obligation) with a corresponding charge to income. While honoring previously issued contract types, the Corporation discontinued the use of all other contract types with the exception of Type B contracts. Type A contracts previously stipulated that the amount charged to the resident would not change when the resident's level of care changes; Type B contracts stipulate that the amount charged to the resident will change if the resident's level of care changes. The obligations for Type A and Type B contracts are discounted based on the Corporation's weighted-average borrowing rate. As of March 31, 2022, there was no estimated future service obligation related to Type A or Type B contracts.

Net Assets

Net assets, revenues, gains, and losses are classified based on the existence or absence of donor restrictions.

Net assets without donor restrictions are available for use in general operations and not subject to donor restrictions. The governing board has designated, from net assets without donor restrictions, net assets for certain specified purposes, as detailed in *Note 14*.

Net assets with donor restrictions are subject to donor restrictions. Some restrictions are temporary in nature, such as those that will be met by the passage of time or other events specified by the donor. Other restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity.

Excess of Revenues over Expenses

The accompanying consolidated statement of operations includes excess of revenues over expenses. Changes in net assets without donor restrictions, which are excluded from excess of revenues over expenses, consistent with industry practice, include contributions to affiliates, inherent contributions associated with current year acquisitions (*Note 2*), and the change in pension benefit obligation.

Front Porch Communities & Services

Notes to Consolidated Financial Statements

March 31, 2022

(In Thousands)

Resident and Patient Service Revenue

Resident and patient service revenue includes monthly fees from residents and patient service revenue. Monthly resident fees are recognized as revenue in the related month of occupancy. Patient service revenue is recognized as the Corporation satisfies performance obligations under its contracts with patients. Patient service revenue is reported at the estimated transaction price or amount that reflects the consideration to which the Corporation expects to be entitled in exchange for providing patient care to patients and others for services rendered. The Corporation determines the transaction price based on standard charges for goods and services provided, reduced by contractual adjustments provided to third-party payors.

Benefits to the Broader Community

The Corporation's retirement communities provide many benefits to the broader community. Most of these services are provided at no charge. Examples of these services include:

- Adult education classes
- Community centers used for other groups
- Retired Senior Volunteer Program
- Polling place for elections
- Adult literacy assistance services
- Meals on Wheels Program
- Training sites for various colleges, universities, and regional occupational programs
- Alzheimer's support groups

Contributions

Contributions are provided to the Corporation either with or without restrictions placed on the gift by the donor. Revenues and net assets are separately reported to reflect the nature of those gifts – with or without donor restrictions.

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

The value recorded for each contribution is recognized as follows:

Nature of the Gift	Value Recognized
<i>Conditional gifts, with or without restriction</i>	
Gifts that depend on the Corporation overcoming a donor-imposed barrier to be entitled to the funds	Not recognized until the gift becomes unconditional, <i>i.e.</i> , the donor-imposed barrier is met
<i>Unconditional gifts, with or without restriction</i>	
Received at date of gift – cash and other assets	Fair value
Received at date of gift – property, equipment, and long-lived assets	Estimated fair value
Expected to be collected within one year	Net realizable value
Collected in future years	Initially reported at fair value determined using the discounted present value of estimated future cash flows technique

In addition to the amount initially recognized, revenue for unconditional gifts to be collected in future years is also recognized each year as the present-value discount is amortized using the level-yield method.

When a donor-stipulated time restriction ends or purpose restriction is accomplished, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statement of operations as net assets released from restrictions. Absent explicit donor stipulations for the period of time that long-lived assets must be held, expirations of restrictions for gifts of land, buildings, equipment, and other long-lived assets are reported when those assets are placed in service.

Gifts and investment income having donor stipulations that are satisfied in the period the gift is received are recorded as revenue and net assets without donor restrictions.

Conditional contributions having donor stipulations that are satisfied in the period the gift is received are recorded as revenue and net assets without donor restrictions.

Professional Liability and Workers' Compensation Claims

The Corporation recognizes an accrual for claim liabilities based on estimated ultimate losses and costs associated with settling claims and a receivable to reflect the estimated insurance recoveries, if any. Professional liability claims are described more fully in *Note 8*. Workers' compensation claims are described more fully in *Note 9*.

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

Income Taxes

The Corporation is a nonprofit organization as described in Section 501(c)(3) of the Code and has been recognized as exempt from federal income and state franchise taxes on related income pursuant to Section 509(a)(2) of the Code and similar provisions of the California Franchise Tax Code. However, the Corporation is subject to income taxes on any net income that is derived from a trade or business, regularly carried on, and not in furtherance of the purposes for which it was granted exemption. For the fiscal year ended March 31, 2022, no income tax provision has been recorded as the net income from any unrelated trade or business, in the opinion of management, is not material to the accompanying consolidated financial statements taken as a whole. The Corporation files tax returns in the U.S. federal jurisdiction.

Subsequent Events

Subsequent events have been evaluated through August 1, 2022, which is the date the consolidated financial statements were issued.

Note 2: Acquisitions

Covia

On April 1, 2021, the Corporation acquired the net assets of Covia Group, Covia Communities, Covia Affordable Communities, and Covia Foundation (collectively, Covia). Covia is a nonprofit organization that owns and operates CCRCs, other multilevel retirement communities, and other operations providing services that enhance the quality of life for those served through independent retirement living, assisted living, memory care, skilled nursing, social services, affordable housing, and contract management of subsidized housing. As a result of the acquisition, the Corporation will have an opportunity to expand its service area to include northern California. This acquisition was executed in order to improve service lines, expand the Corporation and Covia's respective missions, and enhance corporate support functions. The acquisition was accomplished by the Corporation becoming the sole member of the acquired organizations, and no consideration was or will be transferred for the acquisition.

Acquisition-related costs incurred during the year ended March 31, 2022 were not significant and are included in administrative services on the accompanying consolidated statement of operations.

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

The following table summarizes the amounts of the assets acquired and liabilities assumed recognized at April 1, 2021:

Recognized Amounts of Identifiable Assets Acquired and Liabilities Assumed

Current assets	\$ 233,080
Assets limited as to use	33,424
Property, plant, and equipment	764,038
Identifiable intangible assets	76,985
Other noncurrent assets	21,544
Current liabilities	22,839
Long-term debt and lease liabilities	204,942
Repayable and refundable entrance fees	61,453
Deferred revenue from entrance fees	168,347
Pension benefit obligation	1,391
Other noncurrent liabilities	13,331
	<hr/>
Total identifiable net assets – contribution received	<u><u>\$ 656,768</u></u>

Acquired assets include accounts receivable recorded at their estimated fair value of \$8,391. None of these accounts receivable were deemed to be uncollectible at the acquisition date.

The Corporation elected the accounting alternative provided in Accounting Standards Update 2019-06, *Intangibles – Goodwill and Other (Topic 350)*, *Business Combinations (Topic 805)*, and *Not-for-Profit Entities (Topic 958)*. Under this alternative, certain customer-related intangible assets and noncompetition agreements are no longer required to be recognized separately in the accounting for a business combination.

The weighted-average amortization period of acquired intangible assets (in-place leases) is seven years.

The acquisition resulted in an inherent contribution received of \$656,768, which represents the net recognized amount of the identifiable assets acquired over the liabilities assumed. This amount has been included as inherent contribution on the accompanying consolidated statement of changes in net assets. This inherent contribution is recorded in net assets without and with donor restrictions based on the underlying assets acquired and is as follows:

Inherent contribution without donor restrictions	\$ 646,900
Inherent contribution with donor restrictions	9,868
	<hr/>
	<u><u>\$ 656,768</u></u>

Covia contributed revenues of \$186,599, deficiency of revenues over expenses of \$18,577, and changes in net assets without and with donor restrictions of \$(15,612) and \$1,100, respectively, to the Corporation for the period from April 1, 2021 to March 31, 2022.

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

Front Porch Communities Foundation

Pacific Homes Foundation (PH Foundation), FACT Foundation (FACT), and Sunny View Lutheran Communities and Services (SVLCS) are supporting organizations established for the charitable purpose of promoting and supporting the work of the Corporation and the retirement communities. Effective April 1, 2021, these three supporting foundations merged, with PH Foundation as the surviving entity. In connection with the merger, PH Foundation changed its name to Front Porch Communities Foundation.

On April 1, 2021, the Corporation acquired the net assets of Front Porch Communities Foundation (FPC Foundation). FPC Foundation is a nonprofit organization established for the charitable purpose of promoting and supporting the work of the Corporation and the retirement communities. As a result of the acquisition, the Corporation will better align the organizations that support the Corporation. The acquisition was accomplished by the Corporation becoming the sole member of FPC Foundation, and no consideration was or will be transferred for the acquisition.

Through March 31, 2021, the Corporation recorded a beneficial interest in PH Foundation and receivables from supporting organizations related to FACT and SVLCS.

Acquisition-related costs incurred during the year ended March 31, 2022 were not significant.

The following table summarizes the amounts of the assets acquired and liabilities assumed recognized at April 1, 2021:

Fair Value of the Corporation's Previously Held Beneficial Interest in FPC Foundation and Receivables from Supporting Organizations		<u>\$ 28,773</u>
Recognized Amounts of Identifiable Assets Acquired and Liabilities Assumed		
Cash and cash equivalents		1,618
Contributions receivable		322
Prepaid expenses and other		31
Investments		10,170
Externally restricted and board-designated investments		22,702
Beneficial interest in perpetual trust		1,134
Accounts payable and designated by donors for other beneficiaries		14
Annuities and trusts payable		<u>1,196</u>
Total identifiable net assets – contribution received		<u><u>\$ 5,994</u></u>

The acquisition resulted in an inherent contribution received of \$5,994, which represents the net recognized amount of the identifiable assets acquired over the liabilities assumed. This amount has been included as inherent contribution on the accompanying consolidated statement of changes in net assets.

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

This inherent contribution is recorded in net assets without and with donor restrictions based on the underlying assets acquired and is as follows:

Inherent contribution without donor restrictions	\$ 4,838
Inherent contribution with donor restrictions	<u>1,156</u>
	<u><u>\$ 5,994</u></u>

FPC Foundation contributed revenues of \$4,084, excess of revenues over expenses of \$3,199, and changes in net assets without and with donor restrictions of \$3,199 and \$1,718, respectively, for the period from April 1, 2021 to March 31, 2022.

Note 3: Concentration of Credit Risk

The Corporation grants credit without collateral to its skilled nursing patients, most of whom are area residents and are insured under third-party payor agreements.

The mix of net receivables related to skilled nursing services from patients and third-party payors at March 31, 2022 was:

Medicare	26%
Medi-Cal (including Medi-Cal managed care payors)	40%
PPO/HMO (other contracted payors)	20%
Patients and other	<u>14%</u>
	<u><u>100%</u></u>

Note 4: Investments and Investment Return

Investments and assets limited as to use at fair value consisted of the following at March 31, 2022:

Cash and cash equivalents	\$ 47,593
Money market mutual funds	5,265
Certificates of deposit	841
Commodity mutual funds	17,043
Other mutual funds	73,465
U.S. Treasury and U.S. agency securities	9,145
Equity securities – domestic	254,812
Equity securities – international	112,556
Corporate bonds and commercial paper	91,600
Alternative investments	15,115
Beneficial interest in perpetual trust	<u>1,122</u>
	<u><u>\$ 628,557</u></u>

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

The Corporation invests in certain mutual funds that have required holding periods and varying redemption penalties if sold prior to the end of the holding period. However, at March 31, 2022, none of the mutual funds held by the Corporation were subject to any redemption provisions.

The FPC Foundation is the beneficiary under a perpetual trust administered by an outside party. Under the terms of the trust, FPC Foundation has the irrevocable right to receive income earned on the trust assets in perpetuity but never receives the assets held in trust. The estimated value of the expected future cash flows at March 31, 2022 is \$1,122, which represents the fair value of FPC Foundation's portion of the trust assets and is included in assets limited as to use on the accompanying consolidated balance sheet.

Assets limited as to use consist of amounts with restrictions for the following purposes as of March 31, 2022:

Held by trustee under indenture agreements for bond fund and other reserves	\$ 15,206
HUD facility reserves	22,269
Held by trustee under indenture agreements for construction	9,350
Other held by trustee	25
Deposit subscriptions held in trust	1,793
90-day refundable accommodation fees	3,988
Restricted by donors for capital expenditures	10
Charitable remainder trusts and gift annuities	4,872
Endowment funds	15,271
Beneficial interest in perpetual trust	1,122
Resident deposits held in trust	26
	<u>73,932</u>
	<u>\$ 73,932</u>

Total investment return is comprised of the following for the year ended March 31, 2022 and is included in net assets without donor restrictions:

Interest and dividend income	\$ 17,082
Realized gains on sales of securities, net	30,863
Unrealized losses on investments valued at fair value, net	(17,646)
Unrealized losses on derivative financial instruments, net	(2)
Investment fees	(2,125)
	<u>28,172</u>
Investment return, net	<u>\$ 28,172</u>

The change in net assets with donor restrictions for the year ended March 31, 2022 includes investment return of \$648.

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

Note 5: Property and Equipment

A summary of property and equipment at March 31, 2022 follows:

Land and land improvements	\$ 371,788
Buildings and building improvements	1,043,882
Leasehold improvements	14,819
Equipment	261,636
Construction in progress	28,880
	<u>1,721,005</u>
Less accumulated depreciation	<u>552,540</u>
	<u><u>\$ 1,168,465</u></u>

Note 6: Receivable from Supporting Organization

California Lutheran Homes (CLH) is a nonprofit corporation established for the charitable purpose of promoting and supporting the work of the Corporation and the retirement communities. CLH has a separate board of directors over which the Corporation does not exercise control.

CLH is not organized solely for the benefit of the Corporation and, upon dissolution, the net assets may be directed to other nonprofit organizations. Consequently, the Corporation records a receivable from CLH related only to those net assets restricted by the donor for the benefit of the Corporation.

As of March 31, 2022, the receivable from supporting organization related to CLH is \$1,063.

Note 7: Acquired Intangible Assets

The carrying basis and accumulated amortization of recognized intangible assets (in-place leases) at March 31, 2022 were \$76,985 and \$15,086, respectively. Amortization expense for the year ended March 31, 2022 was \$15,086. Estimated amortization expense for each of the following five years is \$9,523.

Note 8: Professional Liability Claims

The Corporation purchases professional and general liability insurance under claims-made policies. Under such a policy, only claims made and reported to the insurer during the policy term, regardless of when the incidents giving rise to the claims occurred, are covered. The Corporation also purchases excess umbrella liability coverage, which provides additional coverage above the basic policy limits up to the amount specified in the umbrella policy.

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

Based upon the Corporation's claims experience, no accrual had been made for the Corporation's portion of malpractice costs as of March 31, 2022. It is reasonably possible this estimate could change materially in the near term.

Note 9: Workers' Compensation

The Corporation is qualified to self-insure its workers' compensation claims in California. In addition, for the year ended March 31, 2022, the Corporation had an excess workers' compensation policy in place for individual claims exceeding \$750 and Covia had an excess workers' compensation policy in place for individual claims exceeding \$1,500. These policies had a maximum coverage limit of \$25,000 and \$10,000, respectively, for the year ended March 31, 2022.

Amounts accrued to cover potential workers' compensation claims, based on actuarial valuation, as of March 31, 2022 are as follows:

Estimated amounts expected to be paid	
Within one year, included in accrued payroll and related expenses	\$ 1,530
In excess of one year, included in accrued workers' compensation	<u>7,124</u>
	<u>\$ 8,654</u>

While the ultimate amount of claims to be incurred is dependent on future developments, the Corporation's management believes the aggregate accrual is adequate to cover such amounts. However, by their nature, the amounts recorded are estimates and actual results could differ from the amounts recorded.

The liability for expected workers' compensation claims is presented excluding expected insurance recoveries. Estimated insurance recovery receivables of \$840 are included as other receivables in the accompanying consolidated balance sheet at March 31, 2022.

Note 10: Trusts and Annuities Payable

The Foundations have been the recipient of several charitable remainder trusts and gift annuities that require future payments to the donor or his or her named beneficiaries. The assets received from the donor are recorded at fair value and included in assets limited as to use on the accompanying consolidated balance sheet. The Foundations have recorded a liability at March 31, 2022 of \$4,028, which represents the present value of the remaining payment obligations. This liability is included in other accrued liabilities on the accompanying consolidated balance sheet. The liability has been determined using a discount rate of 3.65% to 6.00%.

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

Note 11: Long-Term Debt

The following is a summary of long-term debt at March 31, 2022:

Series 2021A Revenue Bonds (A)	\$ 198,940
Series 2021B Revenue Bonds (B)	106,625
Series 2017A Revenue Bonds (C)	97,565
HUD Section 202 Capital Advance – Lytton IV (D)	5,739
City of Palo Alto note – Lytton IV (E)	460
Mortgage payable – PGA (F)	4,803
HUD Section 202 Capital Advance – JSH (G)	6,871
Housing Authority of the City of Santa Rosa note – JSH (H)	4,985
Affordable Housing Program subsidy – JSH (I)	216
Multifamily Housing Revenue Bonds 2005 Series L – OCT (J)	2,820
HUD Section 221(d)(4) mortgage – BCSH (K)	22,682
	<u>451,706</u>
Plus unamortized premium	28,592
Less unamortized debt issuance costs	(5,254)
Less current maturities	<u>(8,951)</u>
	<u><u>\$ 466,093</u></u>

(A) Series 2021A Revenue Bonds issued by California Statewide Communities Development Authority (CSCDA); interest at 2.50% to 5.00%, paid semiannually; principal due in varying installments through 2051, paid annually. Unamortized debt issuance costs were \$1,990 at March 31, 2022. The effective interest rate was 2.0% for the year ended March 31, 2022.

(B) Series 2021B Revenue Bonds (Federally Taxable) issued by CSCDA; interest at 0.52% to 2.64% paid semiannually; principal in varying installments through 2036, paid annually. Unamortized debt issuance costs were \$1,009 at March 31, 2022. The effective interest rate was 1.07% for the year ended March 31, 2022.

The bonds issued in (A) and (B) above were issued to refinance certain previously outstanding debt of the Corporation, including debt that was acquired from Covia (*Note 2*). The bonds were used to refinance \$336,034 of previously outstanding debt, provide \$10,000 in project funds, and payment of costs of issuance.

(C) Series 2017A Revenue Bonds issued by CSCDA; interest at 3.50% to 5.00% paid semiannually; principal due in varying installments through 2047, paid annually. Unamortized debt issuance costs were \$1,395 at March 31, 2022. The effective interest rate was 4.48% for the year ended March 31, 2022.

(D) HUD Section 202 Capital Advance; dated November 26, 1993; secured by first deed of trust on real property; bearing no interest. The advance is essentially a forgivable loan and shall only be repayable if the Lytton IV project fails to remain available to very low-income households as approved by HUD through June 1, 2035.

Front Porch Communities & Services

Notes to Consolidated Financial Statements

March 31, 2022

(In Thousands)

- (E) City of Palo Alto note dated November 30, 1993, bearing 5% simple interest per annum beginning December 1, 1995. Payments may only be made from residual receipts with the approval of HUD. The balance of principal and accrued interest is due at maturity on June 1, 2035. The term is designed to coincide with the closing of the HUD Capital Advance period. At this time, the City of Palo Alto has an option to acquire the Lytton IV project in exchange for cancellation of the principal and accrued interest outstanding at that date.
- (F) Mortgage loan payable; insured by the Federal Housing Administration under the provisions of Section 207, pursuant to Section 223(f) of the *National Housing Act*; dated June 1, 2013 with an initial term of 35 years; secured by first deed of trust on real property; bearing interest at 3.22% per annum. Principal and interest are payable in monthly installments of \$23; due in full June 1, 2048.
- (G) HUD Section 202 Capital Advance dated February 1, 2007; secured by first deed of trust on the property, bearing no interest. The advance is essentially a forgivable loan and shall only be repayable if the JSH project fails to remain available to very low-income households as approved by HUD for a 40-year period from March 2008 through February 2048.
- (H) Housing Authority of the City of Santa Rosa note dated February 10, 2006; secured by second deed of trust on the property; bearing 3% simple interest per annum from the date of each advance beginning February 2004. Payment of principal and interest is to be made from 75% of annual "Surplus Cash," if any (as defined by the loan agreement), paid only from Residual Receipts and only with the approval of HUD. The balance of principal and accrued interest is due at maturity in February 2048. The 42-year term is designed to coincide with the closing of the HUD Capital Advance period. At this time, the City of Santa Rosa has an option to acquire the JSH project in exchange for cancellation of the principal and accrued interest outstanding at that date.
- (I) Affordable Housing Program (AHP) direct subsidy repayment to Sonoma National Bank dated November 1, 2006; secured by third deed of trust on the property; bearing no interest. The subsidy will be forgiven in full, June 1, 2023, as long as the property has maintained affordability limits as required by the AHP.
- (J) CSCDA Variable Rate Demand Multifamily Housing Revenue Bonds 2005 Series L dated June 1, 2005 in the original amount of \$11,450, which was reduced to \$3,820 on November 15, 2007. The bonds bear variable rates of interest determined weekly by the remarketing agent; payable monthly and mature on December 15, 2037; secured by the borrower's leasehold interest in land and ownership of improvements. The interest rate at March 31, 2022 was 0.37%.
- (K) HUD Section 221(d)(4) mortgage loan agreement for borrowings up to \$23,533 for the construction and rehabilitation of BCSH. Note dated January 1, 2017 with an initial term of 41 years, bearing interest of 4.11% per annum. Principal and accrued interest are due in full on October 1, 2058.

The Master Indenture for (A), (B), and (C) above, contains various restrictive covenants, which, among other things, require the maintenance of certain financial ratios, including a debt service

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

coverage ratio of 1.20. All outstanding bonds are collateralized by the gross revenues of the Obligated Group.

Under the terms of HUD-insured mortgages, certain entities included in CAC are required to maintain reserve accounts for replacements that are included in assets limited as to use on the accompanying consolidated balance sheet. These entities are also subject to restrictions on acquisition, use, and disposition of the mortgaged property and revenues derived therefrom.

Scheduled annual principal payments on long-term debt at March 31, 2022 are as follows:

Year Ending March 31,		
2023	\$	8,951
2024		8,966
2025		9,152
2026		9,349
2027		9,586
Thereafter		405,702
	\$	451,706

Note 12: Revenue Recognition

Resident and Patient Service Revenue

Resident service revenue is the amount that reflects the consideration to which the Corporation expects to be entitled in exchange for standing ready to provide services to the residents under a continuing care contract. The nonrefundable portion of the entrance fee payment is recognized on a straight-line basis over the expected life of the resident(s), which is when the performance obligations are satisfied. The monthly service fees are billed monthly and are recognized as performance obligations are satisfied.

Patient service revenue is reported at the amount that reflects the consideration to which the Corporation expects to be entitled in exchange for providing patient care. These amounts are due from patients, third-party payors (including health insurers and government programs), and others and include variable consideration for retroactive revenue adjustments due to settlement of audits, reviews, and investigations. Generally, the Corporation bills the patients and third-party payors monthly after the services are performed or the patient is discharged from the care center, and patient accounts receivable are due in full when billed. Revenue is recognized as performance obligations are satisfied.

Front Porch Communities & Services

Notes to Consolidated Financial Statements

March 31, 2022

(In Thousands)

Performance Obligations

Performance obligations are determined based on the nature of the services provided by the Corporation. Revenue for performance obligations satisfied over time is recognized based on actual charges incurred in relation to total expected charges. The Corporation believes that this method provides a faithful depiction of the transfer of services over the term of the performance obligation based on the inputs needed to satisfy the obligation. The Corporation measures performance obligations for resident service revenue from admission to the care center to the point when it is no longer required to provide services to that resident, which is generally at the time of discharge. The Corporation measures performance obligations for resident service revenue and resident fee revenue as a series of distinct services that are considered one performance obligation that is satisfied over time.

Transaction Price

The Corporation determines the transaction price based on standard charges for goods and services provided, reduced by explicit price concessions, which consist of contractual adjustments provided to third-party payors. The Corporation determines its estimates of contractual adjustments and discounts based on contractual agreements, discount policies, and historical experience. The Corporation determines its estimate of implicit price concessions based on its historical collection experience with this class of residents.

Third-Party Payors

Agreements with third-party payors typically provide for payments at amounts less than established charges. A summary of the payment arrangements with major third-party payors follows:

Medicare – Services rendered to Medicare program beneficiaries for skilled nursing are reimbursed under a prospective methodology, and no additional settlement will be made on the difference between the per diem rates paid and actual cost.

Medi-Cal – Reimbursements for Medi-Cal services are generally paid at prospectively determined rates per day.

Other – Payment agreements with certain commercial insurance carriers provide for payment using prospectively determined rates per day.

Laws and regulations concerning government programs, including Medicare and Medi-Cal, are complex and subject to varying interpretation. As a result of investigations by governmental agencies, various healthcare 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 Corporation'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 Corporation. In addition, the

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

contracts the Corporation has with commercial payors also provide for retroactive audit and review of claims.

Revenue Composition

The Corporation has determined that the nature, amount, timing, and uncertainty of revenue and cash flows are affected by the following factors: payors and service lines.

Details of these factors for the years ended March 31, 2022 are presented below:

	Care Center	Residential	Memory Care	Total
Medicare	\$ 23,619	\$ 532	\$ -	\$ 24,151
Medi-Cal	23,258	-	-	23,258
Other third-party payors	7,036	-	-	7,036
Private	17,787	208,384	16,444	242,615
Amortization of entrance fees	-	38,121	-	38,121
	<u>\$ 71,700</u>	<u>\$ 247,037</u>	<u>\$ 16,444</u>	<u>\$ 335,181</u>

Contract Balances

Amounts related to healthcare services provided to patients that have not been billed and that do not meet the conditions of an unconditional right to payment at the end of the reporting period are contract assets. As of March 31, 2022, there are no contract assets.

Amounts received related to services that have not yet been provided to residents or patients are contract liabilities. Contract liabilities consist of deferred revenues from entrance fees received from residents.

Significant changes in contract liabilities (deferred revenues from entrance fees) during the period are as follows:

April 1, 2021	Deferred Entrance Fees from Acquisition (Note 2)	Additions	Refunds	Amortization	March 31, 2022
\$ 41,102	\$ 168,347	\$ 75,957	\$ (22,152)	\$ (38,121)	\$ 225,133

The following table provides information about the Corporation's receivables from contracts with customers:

Resident and patient accounts receivable, beginning of year	\$ 5,836
Resident and patient accounts receivable, end of year	\$ 9,377

Front Porch Communities & Services

Notes to Consolidated Financial Statements

March 31, 2022

(In Thousands)

Financing Component

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

Contract Costs

The Corporation has applied the practical expedient provided by ASC 340-40-25-4, and all incremental resident contract acquisition costs are expensed as they are incurred, as the amortization period of the asset that the Corporation otherwise would have recognized is one year or less in duration. However, incremental costs incurred to obtain resident contracts for which the amortization period of the asset that the Corporation otherwise would have recognized is 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 Corporation regularly evaluates its resident contract costs and considers whether they should be capitalized over the life of the contract. These amounts are not considered to be significant to the overall consolidated financial statements and are expensed as incurred since they have a minimal effect on operations.

Affordable Housing Fees and Rents

Affordable housing fees and rents consist of rental income and contract services revenue. Rental income is shown at its maximum gross potential. Rental income is derived from rental rates subject to HUD approval. Vacancy loss is shown as a reduction in rental income. Rental units occupied by employees are included in rental income and as an expense of operations. Other income includes fees for late payments, cleaning, damages, laundry facilities, and other charges and is recorded when earned. Contract services revenue is received when customers simultaneously receive and consume the benefits provided by CAC's performance required under various agreements that entail providing Resource Service Coordinators to support residents at the customer locations. The revenue is recorded as earned when services are provided. CAC recognizes revenue for services under the resident agreements in accordance with the provisions of ASC Topic 842, *Leases*, which is recognized as services are performed.

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

Note 13: Net Assets with Donor Restrictions

Net assets with donor restrictions are available for the following purposes or periods at March 31, 2022:

Resident assistance and special projects	\$ 16,762
Scholarships	828
Trusts and annuities	1,474
Other	7,520
Investments to be held in perpetuity, the income is expendable	<u>8,678</u>
	<u><u>\$ 35,262</u></u>

Net assets with donor restrictions are held by supporting organizations and releases are not subject solely to the Corporation meeting the restriction.

Net assets with donor restrictions were released from donor restrictions by incurring expenses satisfying the restricted purposes or by occurrence of the passage of time or other events specified as follows:

Resident assistance and operations	\$ 987
Scholarships	97
Community fund and other	<u>2,988</u>
	<u><u>\$ 4,072</u></u>

Note 14: Net Assets Without Donor Restrictions

Net assets without donor restrictions at March 31, 2022 are designated for the following purposes:

Innovation Fund	\$ 800
Affordable Housing Fund	1,995
Dr. Darby Betts Fund	1,493
Resident assistance and special projects	3,497
Restricted deposits and funded reserves	12,337
Other funds	<u>45</u>
	<u><u>\$ 20,167</u></u>

Note 15: Endowment

The Corporation's endowment consists of numerous individual funds established for a variety of purposes. The endowment includes only donor-restricted endowment funds. As required by

Front Porch Communities & Services

Notes to Consolidated Financial Statements

March 31, 2022

(In Thousands)

accounting principles generally accepted in the United States of America, net assets associated with endowment funds, including board-designated endowment funds, are classified and reported based on the existence or absence of donor-imposed restrictions.

The Corporation's board of directors has interpreted the *State of California's Prudent Management of Institutional Funds Act* (SPMIFA) as requiring preservation of the fair value of the original gift as of the date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result, the Corporation classifies amounts in its donor-restricted endowment funds as net assets with donor restrictions because those net assets are time-restricted until the governing body appropriates such amounts for expenditures. Most of these net assets also are subject to purpose restrictions that must be met before being reclassified as net assets without donor restrictions. In accordance with SPMIFA, the Corporation considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

1. Duration and preservation of the fund
2. Purposes of the Corporation and the fund
3. General economic conditions
4. Possible effect of inflation and deflation
5. Expected total return from investment income and appreciation or depreciation of investments
6. Other resources of the Corporation
7. Investment policies of the Corporation

The endowment funds at March 31, 2022 were entirely donor-restricted endowment funds and are reflected in the accompanying consolidated balance sheet as net assets with donor restrictions of \$11,320.

Changes in endowment net assets for the year ended March 31, 2022 were:

Endowment net assets, April 1, 2021	\$	11,766
Investment return		542
Contributions		621
		<hr/>
Endowment net assets, March 31, 2022	\$	<u>12,929</u>

The Corporation has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs and other items supported by its endowment while seeking to maintain the purchase power of the endowment. Endowment assets include those assets of donor-restricted endowment funds the Corporation must hold in perpetuity or for donor-specified periods as well as those of board-designated endowment funds, if any. Under the Corporation's policies, endowment assets are invested in a manner that is intended to produce

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

results over time that provide sufficient growth of principal to endow the long-term operations of the Corporation. Actual returns in any given year may vary from this amount.

To satisfy its long-term rate of return objectives, the Corporation relies on a total return strategy in which investment returns are achieved through both current yield (investment income, such as dividends and interest) and capital appreciation (both realized and unrealized). The Corporation targets a diversified asset allocation that places a greater emphasis on equity-based investments to achieve its long-term return objectives within prudent risk constraints.

Note 16: Liquidity and Availability

The Corporation's financial assets available to meet general expenditures within one year of the balance sheet date are:

Cash and cash equivalents	\$ 58,539
Investments	554,625
Resident and patient accounts receivable	9,377
Other receivables	<u>1,588</u>
Financial assets available to meet general expenditures within one year	<u>\$ 624,129</u>

The Corporation has certain board-designated assets that are available for general expenditures within one year in the normal course of operations (see *Note 14*). Accordingly, these assets have been included in the information above for financial assets available to meet general expenditures within one year.

The Corporation has assets limited as to use for debt service, deposit subscriptions held in trust, refundable entrance fees, donor restriction, and various required reserves. These assets limited as to use, which are more fully described in *Notes 1* and *4*, are not available for general expenditure within the next year. The Corporation does not have a specific liquidity policy.

Note 17: Uncompensated Community Benefits

Each year, the Corporation provides services to residents with limited means and benefits to the broader community. The cost of such services is reported on the Corporation's IRS Form 990. Additionally, the Corporation accepts Medi-Cal patients for which it is reimbursed at amounts that do not cover the cost of healthcare services provided. The estimated cost, based on historical cost-to-revenue ratios by community, of providing such under-reimbursed care in excess of reimbursements received was \$762 for the year ended March 31, 2022.

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

Note 18: Functional Expenses

The Corporation provides residential and healthcare services to residents. Certain costs attributable to more than one function have been allocated among the residential and healthcare services, program services, and general and administrative functional expense classifications based on direct assignment, expenses, and other methods.

The following schedule presents the natural classification of expenses by function as follows for the year ended March 31, 2022:

	Residential and Healthcare Services	Program Services	General and Administrative
Salaries and wages	\$ 102,416	\$ -	\$ 29,453
Employee benefits	35,409	-	10,688
Professional services	21,470	-	9,503
Supplies and other	67,981	3,528	15,019
Depreciation and amortization	73,509	-	6,914
Interest and other financing costs	13,205	-	1,520
	<u>\$ 313,990</u>	<u>\$ 3,528</u>	<u>\$ 73,097</u>
Total expenses	<u>\$ 313,990</u>	<u>\$ 3,528</u>	<u>\$ 73,097</u>

Note 19: Pension and Other Employee Benefit Plans

403(b) Defined Contribution Plans and Supplemental Retirement Plan

The Corporation sponsors a 403(b) defined contribution plan for its employees. Under the current plan, all employees with at least one year of service are eligible to participate, and the Corporation contributes an amount equal to 3% of each participant's compensation. Additionally, the Corporation provides an executive supplemental retirement plan and contributes 4.5% of each participant's compensation. Expense for all retirement plans, equal to the contributions, totaled \$2,565 for the year ended March 31, 2022.

The Communities sponsors a separate 403(b) defined contribution plan for its employees and employees of CAC. Under the current plan, all employees with more than 1,000 hours of service within the first year of employment are eligible to participate. The Communities contributes an amount equal to 5% of each participant's compensation for all Communities employees hired prior to January 1, 2021 and all CAC employees hired before January 1, 2022. The Communities contributes 3% of each participant's compensation for employees hired after these dates. Expense for this retirement plan, equal to the contribution, totaled \$2,930 for the year ended March 31, 2022.

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

Deferred Compensation Plans

The Corporation offers a nonqualified deferred compensation plan to a select group of management that provides the opportunity to defer a specified percentage of their cash compensation. Participants may elect to defer up to 30% of their annual base salary. In addition, the Corporation offers an at-risk compensation plan that requires a mandatory 30% of any at-risk pay awarded to be held as deferred compensation. Participants may elect to defer the remaining 70% of their award. The Corporation's obligations under this plan are unfunded for tax purposes and for purposes of Title 1 of the *Employee Retirement Income Security Act of 1974* and are unsecured general obligations of the Corporation to pay in the future the value of the deferred compensation adjusted to reflect the performance, whether positive or negative, of selected investment measurement options chosen by each participant during the deferral period. As of March 31, 2022, \$1,129 of deferred compensation is accrued and included in other accrued liabilities in the accompanying consolidated balance sheet.

The Communities also maintains, for certain key employees, a nonqualified supplementary deferred compensation plan that provides a defined contribution benefit pursuant to Sections 409A and 457(f) of the Code. All participants are awarded an annual retention benefit annually. Each award vests on the earlier of the participant's death or disability, reaching the age of 65, or five years after the award is made. As of March 31, 2022, \$1,053 of deferred compensation is accrued and included in other accrued liabilities in the accompanying consolidated balance sheet.

Defined Benefit Plan

Covia Communities has a noncontributory defined benefit pension plan that provides benefits under retirement annuity contracts. Salaried and hourly employees who have attained the age of 21 and have performed 1,000 hours of service in the plan year are eligible to participate in the plan upon completion of one year of continuous employment. Covia Communities' funding policy is to make the actuarially determined annual contribution. The defined benefit pension plan was frozen effective December 31, 2020.

Covia Communities uses a March 31 measurement date for the plan. The plan was acquired by the Corporation as a part of the acquisition of Covia (*Note 2*). Beginning balances noted below are the assets acquired and liabilities assumed.

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

Information about the plan's funded status follows:

Change in benefit obligation	
Beginning of year	\$ 61,614
Interest cost	1,889
Actuarial gains	(5,258)
Benefits paid	<u>(2,503)</u>
End of year	<u>55,742</u>
Change in fair value of plan assets	
Beginning of year	60,222
Actual return on plan assets	1,396
Benefits paid	<u>(2,503)</u>
End of year	<u>59,115</u>
Funded status at measurement date	<u><u>\$ (3,373)</u></u>

The net pension asset is recognized in the accompanying consolidated balance sheet as a noncurrent asset.

Amounts recognized in the change in net assets not yet recognized as components of net periodic benefit cost consist of unrecognized net loss of \$5,821. The accumulated benefit obligation for the plan was \$55,742 at March 31, 2022.

Components of net periodic benefit cost are:

Interest cost	\$ 1,889
Expected return on plan assets	(3,946)
Amortization of net loss	<u>390</u>
Net periodic benefit cost	<u><u>\$ (1,667)</u></u>

The components of net periodic benefit costs other than the service cost component are included in other income (expense) in the accompanying consolidated statement of operations.

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

Other changes in plan assets and benefit obligations recognized in change in net assets:

Other changes in plan assets and benefit obligations recognized in net assets without donor restrictions	
Net actuarial gain	\$ (2,575)
Amortization of net loss	<u>(390)</u>
Amount recognized in net assets without donor restrictions at measurement date	<u>(2,965)</u>
Total recognized in net periodic benefit cost and net assets without donor restrictions at measurement date	<u><u>\$ (4,632)</u></u>

The estimated net loss that will be amortized into net periodic benefit cost over the next fiscal year is \$390.

Significant assumptions include:

Actuarial present value of the benefit obligation	
Weighted-average discount rate	3.65%
Rate of increase in future compensation levels	N/A
Long-term rate of return on plan assets	N/A
Net periodic benefit cost	
Weighted-average discount rate	3.15%
Rate of increase in future compensation levels	N/A
Long-term rate of return on plan assets	6.75%

Covia Communities has estimated the long-term rate of return on plan assets based primarily on historical returns on plan assets, adjusted for changes in target portfolio allocations and recent changes in long-term interest rates based on publicly available information.

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid as of March 31, 2022:

2023	\$ 2,860
2024	\$ 2,710
2025	\$ 2,790
2026	\$ 2,850
2027	\$ 2,920
2028–2032	\$ 15,250

Plan assets are held by a bank-administered trust fund, which invests the plan assets in accordance with the provisions of the plan's investment policy statement. The plan's investment policy statement permits investment in common stocks, corporate bonds and debentures, U.S. government securities, certain insurance contracts, real estate, and other specified investments, based on certain

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

target allocation percentages. The investment policy statement also contains provisions requiring diversification of investments.

Asset allocation is primarily based on a strategy to provide stable earnings while still permitting the plan to recognize potentially higher returns through a limited investment in equity securities. The target asset allocation percentages for 2022 are as follows:

Equity securities	65%
Fixed income securities	30%
Real estate	5%
	<hr/>
	100%
	<hr/> <hr/>

Equity securities primarily include investments in mutual funds invested in small and midcap companies located in the United States and internationally and pooled separate accounts invested in similar securities. Fixed-income securities include mutual funds invested in corporate bonds of companies from diversified industries, mortgage-backed securities, and U.S. Treasuries. Real estate securities include pooled separate accounts invested in real assets.

Plan assets are rebalanced quarterly. At March 31, 2022, plan assets by class are as follows:

Equity securities	70%
Fixed income securities	6%
Real estate securities	24%
	<hr/>
	100%
	<hr/> <hr/>

Pension Plan Assets

Following is a description of the valuation methodologies used for pension plan assets measured at fair value on a recurring basis and recognized in the accompanying consolidated balance sheet as well as the general classification of pension plan assets pursuant to the valuation hierarchy.

Where quoted market prices are available in an active market, plan assets are classified within Level 1 of the valuation hierarchy. Level 1 plan assets include small and midcap domestic equity mutual funds, international equity mutual funds and fixed income mutual funds. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of plan assets with similar characteristics or discounted cash flows. In certain cases where Level 1 or Level 2 inputs are not available, plan assets are classified within Level 3 of the hierarchy. There were no Level 2 or Level 3 plan assets at March 31, 2022.

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

The fair values of Covia Communities' pension plan assets at March 31, 2022 by asset class are as follows:

	Fair Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds				
Small/mid domestic equity	\$ 2,937	\$ 2,937	\$ -	\$ -
International equity	18,605	18,605	-	-
Fixed income	14,251	14,251	-	-
	<u>35,793</u>	<u>\$ 35,793</u>	<u>\$ -</u>	<u>\$ -</u>
Investments valued at NAV				
Pooled separate accounts	<u>23,322</u>			
Total assets at measurement date	<u>\$ 59,115</u>			

Certain investments that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts included above are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the accompanying consolidated balance sheet.

Pooled separate accounts (PSA) include investments in large and small cap funds that invest mainly in domestic equity and a real estate fund. The PSAs can be redeemed at NAV as of the measurement date, redeemed on a daily basis, and unfunded commitments are not applicable to PSAs. The Corporation has determined that the PSAs do not have a readily determinable fair value. At March 31, 2022, the timing of liquidation of these assets and the date when restrictions on redemption might lapse are unknown.

Note 20: Disclosures About Fair Value of Assets

Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets

Front Porch Communities & Services

Notes to Consolidated Financial Statements

March 31, 2022

(In Thousands)

- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets
- Level 3** Unobservable inputs supported by little or no market activity and significant to the fair value of the assets

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

Recurring Measurements

The following table presents the fair value measurements of assets recognized in the accompanying consolidated balance sheet measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at March 31, 2022:

	Fair Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial assets				
Equities – domestic	\$ 254,812	\$ 254,812	\$ -	\$ -
Equities – international	112,556	112,556	-	-
Money market mutual funds	5,265	5,265	-	-
Certificates of deposit	841	-	841	-
Commodity mutual funds	17,043	17,043	-	-
Other mutual funds	73,465	73,465	-	-
U.S. Treasury and U.S. agency securities	9,145	6,698	2,447	-
Corporate bonds and commercial paper	91,600	67,035	24,565	-
Beneficial interest in perpetual trust	1,122	-	-	1,122
	565,849	\$ 536,874	\$ 27,853	\$ 1,122
Investments valued at NAV (A) Limited partnership	15,115			
Cash and cash equivalents (at cost)	47,593			
Total investments and assets limited as to use	\$ 628,557			
Receivable from supporting organization	\$ 1,063	\$ -	\$ -	\$ 1,063

(A) Certain investments that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts included above are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the accompanying consolidated balance sheet.

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying consolidated balance sheet, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended March 31, 2022. For assets classified within Level 3 of the fair value hierarchy, the process used to develop the reported fair value is described below.

Investments

Where quoted market prices are available in an active market, investments are classified within Level 1 of the valuation hierarchy. Level 1 investments include various mutual funds, certain corporate bonds and commercial paper, U.S. Treasury and U.S. agency securities, and exchange-traded equity securities. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of investments with similar characteristics, or discounted cash flows. Level 2 investments include certain corporate bonds and commercial paper, U.S. Treasury and U.S. agency securities, derivative instruments, and certificates of deposit. In certain cases where Level 1 or Level 2 inputs are not available, investments are classified within Level 3 of the hierarchy.

Alternative Investments

Investments in certain entities measured at fair value using the NAV per share as a practical expedient consist of the following:

	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Limited partnership	\$ 15,115	\$ -	Quarterly	60 days

Limited partnerships invest in multi-asset classes – common stocks that are traded on a national securities exchange; fixed income securities, including bank loans, high-yield corporate bonds, and restricted high-yield corporate bonds; and forward foreign currency contracts entered for hedging against fluctuations in foreign exchange rates. The fair values of investments in this category have been estimated using NAV per share of investments at the percentage of the Corporation’s ownership shares, which was 1.42% at March 31, 2022. At March 31, 2022, the timing of liquidation of these assets and the date when restrictions from redemption might lapse are unknown.

Beneficial Interest in Perpetual Trust

Fair value is estimated at the Corporation’s percentage of the fair value of the underlying assets held in trust. Due to the perpetual existence of the trust, the beneficial interest is classified within Level 3 of the hierarchy.

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

Receivable from Supporting Organization

Fair value is estimated at the present value of the future distributions from the supporting organization. Due to the nature of the valuation inputs, the receivable from supporting organization is classified within Level 3 of the hierarchy.

Level 3 Reconciliation

The following is a reconciliation of the beginning and ending balances of recurring fair value measurements recognized in the accompanying consolidated balance sheet using significant unobservable (Level 3) inputs:

	Receivable from Supporting Organization	Beneficial Interest in Perpetual Trust
Balance, April 1, 2021	\$ 15,199	\$ -
Settlement of receivable on acquisition (see <i>Note 2</i>)	(13,985)	-
Acquisition of beneficial interest in perpetual trust	-	1,134
Total realized and unrealized loss included in change in net assets	<u>(151)</u>	<u>(12)</u>
Balance, March 31, 2022	<u>\$ 1,063</u>	<u>\$ 1,122</u>
Total losses for the period included in change in net assets attributable to the change in unrealized gains or losses related to assets and liabilities still held at the reporting date	<u>\$ (151)</u>	<u>\$ (12)</u>

Note 21: Asset Retirement Obligations

ASC 410, *Asset Retirement and Environmental Obligations*, requires that an asset retirement obligation (ARO) associated with the retirement of a tangible long-lived asset be recognized as a liability in the period in which it is incurred or becomes determinable (as defined by the standard) even when the timing and/or method of settlement may be conditional on a future event.

The Corporation has AROs arising from regulatory requirements to perform asbestos abatement at the time certain property is disposed of. The liability, included in asset retirement obligations in the accompanying consolidated balance sheet, was initially measured at fair value based upon historical removal costs per square foot applied to assets identified as requiring asbestos abatement and is subsequently adjusted for accretion expense and changes in the amount or timing of the estimated cash flows. The corresponding asset retirement costs are capitalized as part of the

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

carrying amount of the related long-lived asset and depreciated over the asset's useful life. The following table presents the activity for the AROs for the year ended March 31, 2022:

Balance, beginning of year	\$ 2,067
Change in estimate and accretion expense	<u>(119)</u>
Balance, end of year	<u><u>\$ 1,948</u></u>

Note 22: Significant Estimates and Concentrations

Accounting principles generally accepted in the United States of America require disclosure of certain significant estimates and current vulnerabilities due to certain concentrations. Those matters include the following:

Variable Consideration

Estimates of variable consideration in determining the transaction price for resident and patient service revenue are described in *Notes 1* and *12*.

Investments

The Corporation invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the accompanying consolidated balance sheet.

Self-Insurance Claims

Estimates related to the accrual for self-insured workers' compensation claims are described in *Notes 1* and *9*.

Litigation

In the normal course of business, the Corporation is, from time to time, subject to allegations that may or do result in litigation. The Corporation evaluates such allegations by conducting investigations to determine the validity of each potential claim. Based upon the advice of counsel, and an independent actuary with respect to workers' compensation claims, management records an estimate of the amount of ultimate expected loss, if any, for each of these matters. Events could occur that would cause the estimate of ultimate loss to differ materially in the near term.

Front Porch Communities & Services

Notes to Consolidated Financial Statements

March 31, 2022

(In Thousands)

Regulatory Matters

The healthcare industry is subject to numerous laws and regulations of federal, state, and local governments. These laws and regulations include, but are not necessarily limited to, matters such as licensure, accreditation, government healthcare program participation requirements, and reimbursement for patient services. Government activity has continued with respect to investigations and allegations concerning possible violations of fraud and abuse statutes and regulations by healthcare providers. Violations of these laws and regulations could result in expulsion from government healthcare programs with the imposition of significant fines and penalties, as well as significant repayments for patient services previously billed. In addition, changes to the regulatory environment could negatively impact the Corporation's consolidated financial position.

Asset Retirement Obligations

As discussed in *Note 21*, the Corporation has recorded a liability for its conditional AROs related to asbestos abatement.

Note 23: Refundable and Amortized Entrance Fees and Deferred Revenue

Entrance fee arrangements apply to 12 of the Corporation's facilities as of March 31, 2022. For the right to occupy a unit for life and to receive certain services at these facilities, residents are required to pay an upfront entrance fee. The entrance fee is based upon the type of unit rented and the monthly payment plan selected by the resident. In addition, residents are charged monthly service fees. Service fees are established at the inception of residency and may be increased by the Corporation, provided a 60-day advance notice is given to the resident.

The resident may voluntarily withdraw from the facility upon rendering proper notification. Upon voluntary withdrawal, a repayment of part or all of the entrance fees and monthly care fees may occur.

The following is a summary of the withdrawal clauses:

- If the resident voluntarily withdraws within the first seven days, all amounts will be repaid.
- If voluntary withdrawal or death occurs within 90 days of the contract date, an amount equal to the entrance fee and the monthly care fee, less any amounts used to care for the resident during the time of the residency, will be repaid to the resident, estate, trust, heirs, or representatives.
- For amortized contracts, if voluntary withdrawal occurs subsequent to the 90-day period, the amount repaid shall be equal to the entrance fee, less an amount amortized on a basis ranging from 60 to 67 months from the date of the agreement. If voluntary withdrawal occurs after the "amortization period," as defined in the resident contract, no repayment shall be awarded. If death occurs more than 90 days after the contract date, entrance fees

Front Porch Communities & Services

Notes to Consolidated Financial Statements

March 31, 2022

(In Thousands)

are either retained by the Corporation or partially refunded based upon the individual facility's contracts.

- For repayable contracts, upon withdrawal of a resident for any reason subsequent to the 90-day period, the repayable percentage of the entrance fee will be repaid to the resident, estate, trust, heirs, or representatives within 14 calendar days of the Corporation's receipt of a new entrance fee or, in certain circumstances, monthly fee contract for the unit.

The estimated amount of entrance fees expected to be repaid to current residents within one year totaled \$19,351 at March 31, 2022 and is recorded as other current accrued expenses in the accompanying consolidated balance sheet. These estimates are based on the Corporation's historical repayment experience and the Corporation's repayment policy. At March 31, 2022, \$155,834 is contractually repayable under these agreements, which represents the amount due to residents if all residents were to cancel their contracts at that date based on the repayment policies above. The contractually repayable amount, net of estimated repayable entrance fees described above, is included in refundable entrance fees and deferred revenue from entrance fees in the accompanying consolidated balance sheet.

Entrance fees subject to refund or reoccupancy and actual refunds disbursed as of and for the year ended March 31, 2022 are \$208,952 and \$18,440, respectively.

Note 24: Leases

Nature of Leases

The Corporation has entered into the following operating lease arrangements:

The Corporation has certain leases with related parties, which are eliminated in the accompanying consolidated financial statements. See *Note 1* for further description of these leases.

The Corporation has leases for office space at various locations that expire in various years through 2034. These leases generally contain renewal options for periods ranging from 5 to 10 years and require the Corporation to pay all executory costs (property taxes, maintenance, and insurance). Lease payments are based on a fair value cost per square foot. Termination of the lease is generally prohibited unless there is a violation under the lease agreement.

The Corporation has certain other operating leases, including leases with expected lease terms of less than 12 months, for various equipment, vehicles, and space that are not material at March 31, 2022.

Accounting Policies

The Corporation determines if an arrangement is a lease or contains a lease at inception. Leases result in the recognition of ROU assets and lease liabilities on the accompanying consolidated balance sheet. ROU assets represent the right to use an underlying asset for the lease term, and lease liabilities represent the obligation to make lease payments arising from the lease, measured on

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

a discounted basis. The Corporation determines lease classification as operating or finance at the lease commencement date.

The Corporation combines lease and nonlease components, such as common area and other maintenance costs, in calculating the ROU assets and lease liabilities for its office buildings and equipment.

At lease inception, the lease liability is measured at the present value of the lease payments over the lease term. The ROU asset equals the lease liability adjusted for any initial direct costs, prepaid or deferred rent, and lease incentives. The Corporation has made a policy election to use a risk-free rate (the rate of a zero-coupon U.S. Treasury instrument) for the initial and subsequent measurement of all lease liabilities. The risk-free rate is determined using a period comparable with the lease term.

The lease term may include options to extend or terminate the lease that the Corporation is reasonably certain to exercise. Lease expense is generally recognized on a straight-line basis over the lease term.

The Corporation has elected not to record leases with an initial term of 12 months or less on the accompanying consolidated balance sheet. Lease expense on such leases is recognized on a straight-line basis over the lease term.

Quantitative Disclosures

The lease cost and other required information for the year ended March 31, 2022 are:

Operating lease cost	\$ 2,234
Short-term lease cost	<u>535</u>
Total lease cost	<u><u>\$ 2,769</u></u>

Other Required Information

Cash paid for amounts included in the measurement of lease liabilities	
Operating cash flows from operating leases	\$ 2,617
ROU assets obtained in exchange for new operating lease liabilities	\$ 141
Weighted-average remaining lease term	
Operating leases	7.27 years
Weighted-average discount rate	
Operating leases	4.2%

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

Future minimum lease payments and reconciliation to the accompanying consolidated balance sheet at March 31, 2022 are as follows:

	Operating Leases
2023	\$ 2,477
2024	2,153
2025	1,304
2026	1,170
2027	1,179
Thereafter	4,924
	<u>13,207</u>
Less interest	<u>2,180</u>
Operating lease liabilities	<u>\$ 11,027</u>

Note 25: COVID-19 Pandemic and CARES Act Funding

On March 11, 2020, the World Health Organization designated the SARS-CoV-2 virus and the incidence of COVID-19 as a global pandemic.

The Corporation's pandemic response plan has multiple facets and continues to evolve as the pandemic unfolds. The Corporation has taken precautionary steps to enhance its operational and financial flexibility and react to the risks the COVID-19 pandemic presents to its business, including the following:

- Implementation of targeted cost reduction initiatives
- Implementation of additional cash flow management strategies

The extent of the COVID-19 pandemic's adverse effect on the Corporation's operating results and financial condition has been and will continue to be driven by many factors, most of which are beyond the Corporation's control and ability to forecast.

Because of these and other uncertainties, the Corporation cannot estimate the length or severity of the effect of the pandemic on the Corporation's business. Decreases in cash flows and results of operations may have an effect on debt covenant compliance and on the inputs and assumptions used in significant accounting estimates, including estimated implicit price concessions related to uninsured patient accounts, and potential impairments of long-lived assets.

Front Porch Communities & Services
Notes to Consolidated Financial Statements
March 31, 2022
(In Thousands)

Provider Relief Fund

During the year ended March 31, 2022, the Corporation received no distributions from the CARES Act Provider Relief Fund. These distributions from the Provider Relief Fund are not subject to repayment provided the Corporation is able to attest to and comply with the terms and conditions of the funding, including demonstrating that the distributions received have been used for qualifying expenses or lost revenue attributable to COVID-19, as defined by the U.S. Department of Health and Human Services.

The Corporation accounts for such payments as conditional contributions in accordance with ASC 958-605, *Revenue Recognition*. Payments are recognized as contribution revenue once the applicable terms and conditions required to retain the funds have been substantially met. Based on an analysis of the compliance and reporting requirements of the Provider Relief Fund and the effect of the pandemic on the Corporation's revenues and expenses through March 31, 2022, the Corporation recognized \$1,700 related to the distributions from the Provider Relief Fund, and these payments are recorded as COVID-19-related income in the accompanying consolidated statement of operations. The unrecognized amount of distributions from the Provider Relief Fund is recorded as other accrued expenses in the accompanying consolidated balance sheet.

The Corporation will continue to monitor compliance with the terms and conditions of the Provider Relief Fund and the effect of the pandemic on the Corporation's revenues and expenses. The terms and conditions governing the Provider Relief Fund are complex and subject to interpretation and change. If the Corporation is unable to attest to or comply with current or future terms and conditions, the Corporation's ability to retain some or all of the distributions received may be affected. Additionally, the amounts recorded in the accompanying consolidated financial statements compared to the Corporation's Provider Relief Fund reporting could differ. Provider Relief Fund payments are subject to government oversight, including potential audits.

Supplementary Information

Front Porch Communities & Services
Consolidating Schedule – Balance Sheet Information
March 31, 2022
(In Thousands)

Assets

	Obligated Group	Foundations	Affordable Housing	Covia Group	Eliminations	Consolidated
Current Assets						
Cash and cash equivalents	\$ 24,658	\$ 6,655	\$ 26,540	\$ 686	\$ -	\$ 58,539
Short-term investments	8,780	46	1,880	205	-	10,911
Assets limited as to use – required for current liabilities	21,011	-	36	-	-	21,047
Resident and patient accounts receivable	8,138	-	1,239	-	-	9,377
Prepaid expenses and other	10,324	522	918	-	37	11,801
Intercompany receivables	-	-	142	3	(145)	-
	<u>72,911</u>	<u>7,223</u>	<u>30,755</u>	<u>894</u>	<u>(108)</u>	<u>111,675</u>
Investments						
Assets limited as to use, net of current portion	9,555	26,304	17,026	-	-	52,885
Long-term investments	508,989	20,665	593	15,623	(2,156)	543,714
	<u>518,544</u>	<u>46,969</u>	<u>17,619</u>	<u>15,623</u>	<u>(2,156)</u>	<u>596,599</u>
Property and Equipment, Net	<u>892,029</u>	<u>12</u>	<u>276,449</u>	<u>-</u>	<u>(25)</u>	<u>1,168,465</u>
Other Assets						
Receivable from supporting organization	1,063	-	-	-	-	1,063
ROU assets – operating leases	9,773	-	2,205	-	(2,037)	9,941
Other receivables	840	748	-	-	-	1,588
Other assets	10,808	418	4,542	176	-	15,944
In-place leases	61,899	-	-	-	-	61,899
Net pension asset	3,373	-	-	-	-	3,373
	<u>87,756</u>	<u>1,166</u>	<u>6,747</u>	<u>176</u>	<u>(2,037)</u>	<u>93,808</u>
Total other assets	<u>87,756</u>	<u>1,166</u>	<u>6,747</u>	<u>176</u>	<u>(2,037)</u>	<u>93,808</u>
Total assets	<u>\$ 1,571,240</u>	<u>\$ 55,370</u>	<u>\$ 331,570</u>	<u>\$ 16,693</u>	<u>\$ (4,326)</u>	<u>\$ 1,970,547</u>

Liabilities and Net Assets

	Obligated Group	Foundations	Affordable Housing	Covia Group	Eliminations	Consolidated
Current Liabilities						
Current maturities of long-term debt	\$ 8,560	\$ -	\$ 391	\$ -	\$ -	\$ 8,951
Current portion of operating lease liabilities	1,723	-	511	-	(114)	2,120
Accounts payable	18,994	-	1,913	3	(488)	20,422
Accrued payroll and related expenses	15,129	-	734	-	-	15,863
Intercompany payables	9,204	220	-	-	(9,424)	-
Accrued interest	7,241	-	91	-	-	7,332
Other accrued expenses	21,549	-	709	3	-	22,261
	<u>82,400</u>	<u>220</u>	<u>4,349</u>	<u>6</u>	<u>(10,026)</u>	<u>76,949</u>
Other Liabilities						
Asset retirement obligations	1,948	-	-	-	-	1,948
Accrued workers' compensation	7,123	-	1	-	-	7,124
Operating lease liabilities	9,299	-	1,808	-	(2,037)	9,070
Other accrued liabilities	1,647	5,790	3,977	-	(955)	10,459
Refundable entrance fees	147,799	-	-	-	-	147,799
Deferred revenue from entrance fees	225,133	-	-	-	-	225,133
Long-term debt	418,769	-	47,324	-	-	466,093
	<u>894,118</u>	<u>6,010</u>	<u>57,459</u>	<u>6</u>	<u>(13,018)</u>	<u>944,575</u>
Net Assets						
Without donor restrictions	675,437	15,387	273,907	16,687	9,292	990,710
With donor restrictions	1,685	33,973	204	-	(600)	35,262
	<u>677,122</u>	<u>49,360</u>	<u>274,111</u>	<u>16,687</u>	<u>8,692</u>	<u>1,025,972</u>
Total liabilities and net assets	<u>\$ 1,571,240</u>	<u>\$ 55,370</u>	<u>\$ 331,570</u>	<u>\$ 16,693</u>	<u>\$ (4,326)</u>	<u>\$ 1,970,547</u>

Front Porch Communities & Services
Consolidating Schedule – Statement of Operations Information
Year Ended March 31, 2022
(In Thousands)

	Obligated Group	Foundations	Affordable Housing	Covia Group	Eliminations	Consolidated
Revenues, Gains, and Other Support Without Donor Restrictions						
Resident and patient service revenue	\$ 297,307	\$ -	\$ -	\$ -	\$ (246)	\$ 297,061
Amortization of entrance fees	38,121	-	-	-	-	38,121
Affordable housing fees and rents	-	-	29,746	-	-	29,746
Other	5,501	3,995	1,522	-	(7,556)	3,462
Net assets released from restrictions used for operations	407	3,665	-	-	-	4,072
	<u>341,336</u>	<u>7,660</u>	<u>31,268</u>	<u>-</u>	<u>(7,802)</u>	<u>372,462</u>
Total revenues, gains, and other support without donor restrictions						
Expenses						
Medical services	78,035	-	-	-	-	78,035
Facility operating costs	33,994	-	6,263	-	-	40,257
Dietary services	54,036	-	673	-	(247)	54,462
Residential services	29,367	-	1,731	-	-	31,098
Administrative services	62,807	904	10,019	285	(1,019)	72,996
Depreciation	59,495	-	5,062	-	-	64,557
Amortization of deferred costs	272	-	-	-	-	272
Interest expense and other financing costs	13,130	-	1,595	-	-	14,725
Program expenses	-	6,255	-	-	(2,727)	3,528
Other	14,360	-	805	11	(3,809)	11,367
	<u>345,496</u>	<u>7,159</u>	<u>26,148</u>	<u>296</u>	<u>(7,802)</u>	<u>371,297</u>
Total expenses						
Operating Income (Loss) Before Other Operating Activities	<u>(4,160)</u>	<u>501</u>	<u>5,120</u>	<u>(296)</u>	<u>-</u>	<u>1,165</u>

	Obligated Group	Foundations	Affordable Housing	Covia Group	Eliminations	Consolidated
Other Operating Activities						
COVID-19-related income	\$ 1,700	\$ -	\$ -	\$ -	\$ -	\$ 1,700
COVID-19-related expenses	(3,448)	-	(5)	-	-	(3,453)
Amortization of acquired intangible assets and other	(10,303)	-	(5,563)	-	-	(15,866)
Total other operating activities	(12,051)	-	(5,568)	-	-	(17,619)
Operating Income (Loss)	(16,211)	501	(448)	(296)	-	(16,454)
Other Income (Expense)						
Investment return, net	27,651	776	229	(484)	-	28,172
Other components of net periodic benefit costs	1,667	-	-	-	-	1,667
Inherent contribution	362,018	5,583	266,670	17,467	-	651,738
Loss on extinguishment of debt	(5,617)	-	-	-	-	(5,617)
Total other income (expense)	385,719	6,359	266,899	16,983	-	675,960
Excess of Revenues over Expenses	369,508	6,860	266,451	16,687	-	659,506
Net Assets Released from Restrictions on Acquisition	-	8,527	-	-	-	8,527
Change in Pension Benefit Obligation	2,965	-	-	-	-	2,965
Increase in Net Assets Without Donor Restrictions	<u>\$ 372,473</u>	<u>\$ 15,387</u>	<u>\$ 266,451</u>	<u>\$ 16,687</u>	<u>\$ -</u>	<u>\$ 670,998</u>