

HumanGood

Consolidated Financial Statements
and Supplementary Information

December 31, 2019

HumanGood

Table of Contents
December 31, 2019

	<u>Page</u>
Accountants' Compilation Report	1
Consolidated Financial Statements	
Consolidated Balance Sheet	2
Consolidated Statement of Operations and Changes in Net Assets	3
Consolidated Statement of Cash Flows	5
Supplementary Information	
HumanGood	
Consolidating Balance Sheet Schedule	7
Consolidating Statement of Operations and Changes in Net Assets (Deficit) Schedule	9
Consolidating Statement of Cash Flows Schedule	11
HumanGood California Obligated Group and Foundation Affiliates	
Consolidating Balance Sheet Schedule	13
Consolidating Statement of Operations and Changes in Net Assets (Deficit) Schedule	15
Consolidating Statement of Cash Flows Schedule	17
HumanGood Cornerstone and Affiliates	
Consolidating Balance Sheet Schedule	19
Consolidating Statement of Operations and Changes in Net (Deficit) Assets Schedule	21
Consolidating Statement of Cash Flows Schedule	23

Accountants' Compilation Report

To the Board of Directors of
HumanGood

Management is responsible for the accompanying consolidated financial statements of HumanGood, which comprise the consolidated balance sheet as of December 31, 2019, and the related consolidated statements of operations and changes in net assets and cash flows the year then ended in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the consolidated financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. We do not express an opinion, a conclusion, nor provide any form of assurance on these consolidated financial statements.

Management has elected to omit substantially all the disclosures and required supplemental pro forma information related to the affiliation with HumanGood East ordinarily included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America. If the omitted disclosures and required supplemental pro forma information were included in the consolidated financial statements, they might influence the user's conclusions about HumanGood's financial position, results of operations and cash flows. Accordingly, the consolidated financial statements are not designed for those who are not informed about such matters.

Accounting principles generally accepted in the United States of America require recording the net assets acquired in a business combination at fair value at the date control is obtained. Management has informed us that the net assets acquired on June 30, 2019 from the affiliation with HumanGood East were recorded at the predecessor's historical basis at the date of affiliation rather than at fair value. Management has not determined the effect of this departure on the consolidated financial statements.

The accompanying supplementary information is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management. The supplementary information was subject to our compilation engagement. We have not audited or reviewed the supplementary information and do not express an opinion, a conclusion, nor provide any assurance on such information.

Baker Tilly US, LLP

Philadelphia, Pennsylvania
January 6, 2021

HumanGood

Consolidated Balance Sheet
December 31, 2019
(In Thousands)

Assets		Liabilities and Net Assets	
Current Assets		Current Liabilities	
Cash and cash equivalents	\$ 79,570	Accounts payable and accrued expenses	\$ 69,720
Current portion of restricted cash	33,746	Deposits	5,172
Resident accounts receivable, net	26,179	Accrued interest	6,833
Other receivables	18,916	Current portion of long-term debt	16,281
Investments	349,153	Entrance fee rebates payable	<u>3,109</u>
Current portion of restricted investments	8,230		
Prepaid expenses, deposits and other assets	<u>10,533</u>	Total current liabilities	<u>101,115</u>
Total current assets	<u>526,327</u>		
Noncurrent Assets		Noncurrent Liabilities	
Restricted cash	22,861	Notes and bonds payable, net	1,197,783
Designated investments	121,046	Subordinated notes and liquidity support payable	2,250
Restricted investments	122,038	Rebatable entrance fees due	353,031
Beneficial interest in split interest agreements and perpetual trusts	8,419	Entrance fees subject to refund	116,427
Land, building and equipment, net	1,441,423	Entrance fees nonrefundable	237,136
Other assets	<u>13,618</u>	Future service benefit obligations	9,329
Total noncurrent assets	<u>1,729,405</u>	Revocable trusts	315
		Obligations under annuity agreements	3,362
		Retirement liabilities	3,216
		Workers' compensation liability	15,331
		Other liabilities	<u>23,520</u>
		Total noncurrent liabilities	<u>1,961,700</u>
		Total liabilities	<u>2,062,815</u>
		Net Assets	
		Without donor restrictions of the controlling interest	4,309
		Without donor restrictions of the noncontrolling interest	126,259
		With donor restrictions	<u>62,349</u>
		Total net assets	<u>192,917</u>
Total assets	<u>\$ 2,255,732</u>	Total liabilities and net assets	<u>\$ 2,255,732</u>

HumanGood

Consolidated Statement of Operations and Changes in Net Assets

Year Ended December 31, 2019

(In Thousands)

Operating Revenues

Residential living	\$	149,069
Assisted living		44,915
Health center		128,743
Memory care		19,941
Personal care		5,342
Other residential services		6,524
Amortization of entrance fees		54,955
Other operating revenue		11,561
Affordable housing fees		56,699
Net assets released from restrictions		6,239
Unrestricted contributions		2,867
Change in future service obligation		(1,739)
		<hr/>
Total operating revenues		485,116

Operating Expenses

Salaries and wages		202,191
Employee benefits		47,880
Supplies		32,196
Ancillary services		21,799
Repairs and maintenance		9,145
Marketing and advertising		5,433
Purchased services		31,685
Management fees		155
Utilities		20,949
Travel and related		4,445
Leases and rents		2,724
Insurance		6,356
Other operating expenses		13,521
		<hr/>
Total operating expenses		398,479

Income before other operating income (expense) 86,637

Other Operating Income (Expense)

Realized gains on investments, net		4,915
Change in unrealized gains on investments, net		24,882
Investment income, net		13,237
Mortgage interest		(41,873)
Depreciation		(79,173)
Loss on early retirement of debt		(7,564)
Loss on disposal of fixed assets		(979)
Inherent contribution received from affiliation		79,463
		<hr/>
Income from operations		79,545

HumanGood

Consolidated Statement of Operations and Changes in Net Assets

Year Ended December 31, 2019

(In Thousands)

Other Changes in Net Assets Without Donor Restrictions

Change in minimum pension liability	\$	(2,567)
Other affiliate distributions and equity transfers		(1,192)
Net assets released from restrictions used for property and equipment		198
Unrealized losses on interest rate caps		(696)
Contributions from noncontrolling interest		43,268
Other nonoperating expense, net		(335)
		<hr/>
Change in net assets without donor restrictions		118,221

Net Assets With Donor Restrictions

Dividend and interest income		1,711
Unrealized gains on investments with donor restrictions, net		4,456
Restricted equity contributions		2,033
Contributions		6,322
Net assets released from restrictions for benevolence		(2,040)
Contractual payments to beneficiaries		(1,662)
Realized gains on investments, net		135
Contractual liability adjustments		444
Net assets released from restrictions for special project funds		(4,397)
Net assets with donor restrictions acquired from membership affiliation		24,550
		<hr/>

Change in net assets with donor restrictions

 31,552

Change in net assets 149,773

Net Assets, Beginning

 43,144

Net Assets, Ending

 \$ 192,917

Selected Information -

Substantially All Disclosures Required by U.S GAAP Are Not Included:

The consolidated statement of operations includes HumanGood East's results of operations post affiliation, beginning July 1, 2019.

HumanGood

Consolidated Statement of Cash Flows

Year Ended December 31, 2019

(In Thousands)

Cash Flows From Operating Activities

Cash received for resident services	\$ 356,083
Cash received from nonrebatale entrance fees from reoccupancy	69,084
Cash received from other operating activities	59,338
Cash received from bequests and trust maturities	2,867
Cash earnings realized from investments	17,883
Cash paid for employee salaries	(180,991)
Cash paid for employee benefits	(45,201)
Cash paid for temporary labor	(18,325)
Cash paid to vendors	(140,319)
Cash paid for interest	(41,129)

Net cash provided by operating activities 79,290

Cash Flows From Investing Activities

Acquisition of land, buildings and equipment	(72,767)
Net purchases of unrestricted investments	(26,708)
Net sales of restricted investments	8,053

Net cash used in investing activities (91,422)

Cash Flows From Financing Activities

Cash received from initial entrance fees and deposits	929
Proceeds from rebatable entrance fees	31,224
Refunds of deposits and refundable entrance fees	(31,140)
Proceeds from issuance of notes and bonds payable	34,560
Principal payments on notes and bonds payable	(50,912)
Cash paid for bond issuance costs	(3,355)
Cash paid from other trust activity	(3,947)
Other affiliate distributions and equity transfers	(1,192)
Contributions from noncontrolling interest	43,268
Cash received from restricted contributions	6,295

Net cash provided by financing activities 25,730

Increase in cash, cash equivalents and restricted cash 13,598

Cash, Cash Equivalents and Restricted Cash, Beginning 190,320

Cash, Cash Equivalents and Restricted Cash, Ending \$ 203,918

HumanGood

Consolidated Statement of Cash Flows

Year Ended December 31, 2019

(In Thousands)

Cash Flows From Operating Activities

Change in net assets	\$ 149,773
Adjustments to reconcile change in net assets to net cash provided by operating activities:	
Amortization of entrance fees	(54,955)
Proceeds from nonrebatable entrance fees from reoccupancy	69,084
Depreciation	79,173
Amortization of debt issuance costs and bond discounts	954
Amortization of bond premium	(653)
Unrealized gains on investments, net	(24,869)
Unrealized gains on investments with donor restrictions, net	(4,456)
Change in unrecognized pension obligations	2,567
Loss on early retirement of debt	7,564
Unrealized losses on interest rate caps	696
Change in future service obligation	1,739
Other affiliate distributions and equity transfers	1,192
Inherent contribution received from affiliation	(104,013)
Contributions from noncontrolling interest	(43,268)
Change in accounts receivable from residents and others	(3,843)
Change in prepaid expenses, deposits and other assets	(178)
Other changes in operating assets and liabilities, net	2,783
	<u>2,783</u>
Net cash provided by operating activities	<u>\$ 79,290</u>

Noncash Disclosures

Obligations incurred for the acquisition of property and equipment	<u>\$ 18,270</u>
Compounding of accrued interest on Series 2012 B bonds to Series 2012 B bonds principal	<u>\$ 249</u>
Long-term debt repaid with proceeds from Series 2019 Bonds	<u>\$ 168,110</u>

Reconciliation of Cash, Cash Equivalents and Restricted Cash to Consolidated Balance Sheet

Cash and cash equivalents	\$ 79,570
Restricted cash included in investments	\$ 6,184
Restricted cash included in restricted investments	61,557
Restricted cash	<u>56,607</u>
Total cash, cash equivalents and restricted cash	<u>\$ 203,918</u>

Selected Information -

Substantially All Disclosures Required by U.S GAAP Are Not Included:

The consolidated statement of cash flows includes HumanGood East's cash flows post affiliation, beginning July 1, 2019.

HumanGood

Consolidating Balance Sheet Schedule

December 31, 2019

(In Thousands)

	HumanGood California Obligated Group and Foundation Affiliates	HumanGood Cornerstone and Affiliates	Eliminations	HumanGood
Assets				
Current Assets				
Cash and cash equivalents	\$ 33,220	\$ 46,350	\$ -	\$ 79,570
Current portion of restricted cash	-	33,746	-	33,746
Resident accounts receivable, net	15,026	11,153	-	26,179
Other receivables	6,155	12,916	(155)	18,916
Investments	200,927	148,226	-	349,153
Current portion of restricted investments	4,447	3,783	-	8,230
Intercompany advances due	8,720	7	(8,727)	-
Prepaid expenses, deposits and other assets	9,469	2,064	(1,000)	10,533
Total current assets	<u>277,964</u>	<u>258,245</u>	<u>(9,882)</u>	<u>526,327</u>
Noncurrent Assets				
Restricted cash	5,088	17,773	-	22,861
Designated investments	121,046	-	-	121,046
Investments in HumanGood Nevada Bonds	5,018	-	(5,018)	-
Restricted investments	78,499	43,539	-	122,038
Beneficial interest in split interest agreements and perpetual trusts	-	8,419	-	8,419
Subordinated notes receivable, net	11,785	-	(11,785)	-
Land, building and equipment, net	482,351	960,818	(1,746)	1,441,423
Interest and management fees due from affiliates	2,941	-	(2,941)	-
Other assets	-	13,618	-	13,618
Total noncurrent assets	<u>706,728</u>	<u>1,044,167</u>	<u>(21,490)</u>	<u>1,729,405</u>
Total assets	<u>\$ 984,692</u>	<u>\$ 1,302,412</u>	<u>\$ (31,372)</u>	<u>\$ 2,255,732</u>

HumanGood

Consolidating Balance Sheet Schedule

December 31, 2019

(In Thousands)

	HumanGood California Obligated Group and Foundation Affiliates	HumanGood Cornerstone and Affiliates	Eliminations	HumanGood
Liabilities and Net Assets				
Current Liabilities				
Accounts payable and accrued expenses	\$ 33,803	\$ 36,029	\$ (112)	\$ 69,720
Payable to affiliates	-	9,905	(9,905)	-
Deposits	2,363	2,809	-	5,172
Accrued interest	3,385	4,483	(1,035)	6,833
Current portion of long-term debt	8,551	7,730	-	16,281
Entrance fee rebates payable	1,563	1,546	-	3,109
	<u>49,665</u>	<u>62,502</u>	<u>(11,052)</u>	<u>101,115</u>
Total current liabilities				
Noncurrent Liabilities				
Notes and bonds payable, net	346,337	851,446	-	1,197,783
Subordinated notes held by affiliates	-	30,777	(30,777)	-
Subordinated notes and liquidity support payable	-	5,250	(3,000)	2,250
Subordinated management fees	-	2,412	(2,412)	-
Rebatable entrance fees due	179,133	173,898	-	353,031
Entrance fees subject to refund	89,811	26,616	-	116,427
Entrance fees nonrefundable	181,180	55,956	-	237,136
Future service benefit obligations	-	9,329	-	9,329
Revocable trusts	315	-	-	315
Obligations under annuity agreements	3,362	-	-	3,362
Retirement liabilities	2,720	496	-	3,216
Workers' compensation liability	14,379	952	-	15,331
Other liabilities	4,236	21,696	(2,412)	23,520
	<u>821,473</u>	<u>1,178,828</u>	<u>(38,601)</u>	<u>1,961,700</u>
Total noncurrent liabilities				
Total liabilities	<u>871,138</u>	<u>1,241,330</u>	<u>(49,653)</u>	<u>2,062,815</u>
Net Assets				
Without donor restrictions of the controlling interest	79,140	(93,112)	18,281	4,309
Without donor restrictions of the noncontrolling interest	-	126,259	-	126,259
With donor restrictions	34,414	27,935	-	62,349
	<u>113,554</u>	<u>61,082</u>	<u>18,281</u>	<u>192,917</u>
Total net assets				
Total liabilities and net assets	<u>\$ 984,692</u>	<u>\$ 1,302,412</u>	<u>\$ (31,372)</u>	<u>\$ 2,255,732</u>

HumanGood

Consolidating Statement of Operations and Changes in Net Assets (Deficit) Schedule

Year Ended December 31, 2019

(In Thousands)

	HumanGood California Obligated Group and Foundation Affiliates	HumanGood Cornerstone and Affiliates	Eliminations	HumanGood
Operating Revenues				
Residential living	\$ 106,681	\$ 42,388	\$ -	\$ 149,069
Assisted living	33,364	11,551	-	44,915
Health center	93,741	35,002	-	128,743
Memory care	14,089	5,852	-	19,941
Personal care	-	5,342	-	5,342
Other residential services	1,627	4,897	-	6,524
Amortization of entrance fees	43,129	11,826	-	54,955
Other operating revenue	9,531	7,155	(5,125)	11,561
Affordable housing fees	-	56,699	-	56,699
Net assets released from restrictions	4,485	1,754	-	6,239
Unrestricted contributions	2,633	234	-	2,867
Change in future service obligation	-	(1,739)	-	(1,739)
	<u>309,280</u>	<u>180,961</u>	<u>(5,125)</u>	<u>485,116</u>
Operating Expenses				
Salaries and wages	132,661	69,530	-	202,191
Employee benefits	32,017	15,863	-	47,880
Supplies	21,548	10,648	-	32,196
Ancillary services	15,248	6,551	-	21,799
Repairs and maintenance	4,443	4,702	-	9,145
Marketing and advertising	3,352	2,081	-	5,433
Purchased services	14,348	17,337	-	31,685
Management fees	-	4,569	(4,414)	155
Utilities	11,905	9,044	-	20,949
Travel and related	2,735	1,710	-	4,445
Leases and rents	1,798	926	-	2,724
Insurance	3,677	2,679	-	6,356
Other operating expenses	6,461	7,771	(711)	13,521
	<u>250,193</u>	<u>153,411</u>	<u>(5,125)</u>	<u>398,479</u>
Income before other operating income (expense)	59,087	27,550	-	86,637
Other Operating Income (Expense)				
Realized gains on investments, net	4,751	164	-	4,915
Change in unrealized gains on investments, net	20,583	4,299	-	24,882
Unrealized gains on investment in HumanGood Nevada Bonds	412	-	(412)	-
Investment income, net	8,512	5,030	(305)	13,237
Mortgage interest	(17,411)	(24,835)	373	(41,873)
Depreciation	(41,633)	(37,540)	-	(79,173)
Loss on early retirement of debt	(7,564)	-	-	(7,564)
Loss on disposal of fixed assets	(90)	(364)	(525)	(979)
Inherent contribution received from affiliation	-	79,463	-	79,463
	<u>26,647</u>	<u>53,767</u>	<u>(869)</u>	<u>79,545</u>

HumanGood

Consolidating Statement of Operations and Changes in Net Assets (Deficit) Schedule

Year Ended December 31, 2019

(In Thousands)

	HumanGood California Obligated Group and Foundation Affiliates	HumanGood Cornerstone and Affiliates	Eliminations	HumanGood
Other Changes in Net Assets (Deficit) Without Donor Restrictions				
Change in minimum pension liability	\$ (2,567)	\$ -	\$ -	\$ (2,567)
Other affiliate distributions and equity transfers	(9,343)	8,151	-	(1,192)
Net assets released from restrictions used for property and equipment	-	198	-	198
Unrealized losses on interest rate caps	(157)	(539)	-	(696)
Contributions from noncontrolling interest	-	43,268	-	43,268
Other nonoperating expense, net	-	(335)	-	(335)
	<u>14,580</u>	<u>104,510</u>	<u>(869)</u>	<u>118,221</u>
Net Assets With Donor Restrictions				
Dividend and interest income	1,331	380	-	1,711
Unrealized gains on investments with donor restrictions, net	2,869	1,587	-	4,456
Restricted equity contributions	2,033	-	-	2,033
Contributions	5,662	660	-	6,322
Net assets released from restrictions for benevolence	(286)	(1,754)	-	(2,040)
Contractual payments to beneficiaries	(1,662)	-	-	(1,662)
Realized gains on investments, net	135	-	-	135
Contractual liability adjustments	444	-	-	444
Net assets released from restrictions for special project funds	(4,199)	(198)	-	(4,397)
Net assets with donor restrictions acquired from membership affiliation	-	24,550	-	24,550
	<u>6,327</u>	<u>25,225</u>	<u>-</u>	<u>31,552</u>
Change in net assets with donor restrictions	<u>6,327</u>	<u>25,225</u>	<u>-</u>	<u>31,552</u>
Change in net assets (deficit)	20,907	129,735	(869)	149,773
Net Assets (Deficit), Beginning	<u>92,647</u>	<u>(68,653)</u>	<u>19,150</u>	<u>43,144</u>
Net Assets, Ending	<u>\$ 113,554</u>	<u>\$ 61,082</u>	<u>\$ 18,281</u>	<u>\$ 192,917</u>

Selected Information -**Substantially All Disclosures Required by U.S GAAP Are Not Included:**

The consolidating statement of operations schedule includes HumanGood East's results of operations post affiliation, beginning July 1, 2019.

HumanGood

Consolidating Statement of Cash Flows Schedule

Year Ended December 31, 2019

(In Thousands)

	HumanGood California Obligated Group and Foundation Affiliates	HumanGood Cornerstone and Affiliates	Eliminations	HumanGood
Cash Flows From Operating Activities				
Cash received for resident services	\$ 244,662	\$ 111,421	\$ -	\$ 356,083
Cash received from nonrebatable entrance fees from reoccupancy	54,159	14,925	-	69,084
Cash received from other operating activities	10,415	54,048	(5,125)	59,338
Cash received from bequests and trust maturities	2,633	234	-	2,867
Cash earnings realized from investments	13,259	4,867	(243)	17,883
Cash paid for employee salaries	(118,868)	(62,123)	-	(180,991)
Cash paid for employee benefits	(29,741)	(15,460)	-	(45,201)
Cash paid for temporary labor	(11,275)	(7,050)	-	(18,325)
Cash paid to vendors	(82,489)	(63,736)	5,906	(140,319)
Cash paid for interest	(17,378)	(23,994)	243	(41,129)
Net cash provided by operating activities	<u>65,377</u>	<u>13,132</u>	<u>781</u>	<u>79,290</u>
Cash Flows From Investing Activities				
Acquisition of land, buildings and equipment	(32,918)	(39,849)	-	(72,767)
Net purchases of unrestricted investments	(20,569)	(6,139)	-	(26,708)
Net sales of restricted investments	5,849	2,204	-	8,053
Cash provided by intercompany and affiliate transactions	3,687	-	(3,687)	-
Net cash used in investing activities	<u>(43,951)</u>	<u>(43,784)</u>	<u>(3,687)</u>	<u>(91,422)</u>
Cash Flows From Financing Activities				
Cash received from initial entrance fees and deposits	-	929	-	929
Proceeds from rebatable entrance fees	12,684	18,540	-	31,224
Refunds of deposits and refundable entrance fees	(13,187)	(17,953)	-	(31,140)
Proceeds from issuance of notes and bonds payable	13,408	21,152	-	34,560
Principal payments on notes and bonds payable	(5,479)	(45,433)	-	(50,912)
Cash used in intercompany and affiliate transactions	-	(2,906)	2,906	-
Cash paid for bond issuance costs	(2,211)	(1,144)	-	(3,355)
Cash paid from other trust activity	(4,327)	380	-	(3,947)
Other affiliate distributions and equity transfers	(9,344)	8,152	-	(1,192)
Contributions from noncontrolling interest	-	43,268	-	43,268
Cash received from restricted contributions	5,635	660	-	6,295
Net cash (used in) provided by financing activities	<u>(2,821)</u>	<u>25,645</u>	<u>2,906</u>	<u>25,730</u>
Increase (decrease) in cash, cash equivalents and restricted cash	18,605	(5,007)	-	13,598
Cash, Cash Equivalents and Restricted Cash, Beginning	<u>59,973</u>	<u>130,347</u>	<u>-</u>	<u>190,320</u>
Cash, Cash Equivalents, and Restricted Cash, Ending	<u>\$ 78,578</u>	<u>\$ 125,340</u>	<u>\$ -</u>	<u>\$ 203,918</u>

HumanGood

Consolidating Statement of Cash Flows Schedule
Year Ended December 31, 2019
(In Thousands)

	HumanGood California Obligated Group and Foundation Affiliates	HumanGood Cornerstone and Affiliates	Eliminations	HumanGood
Cash Flows From Operating Activities				
Change in net assets	\$ 20,907	\$ 129,735	\$ (869)	\$ 149,773
Adjustments to reconcile change in net assets to net cash provided by operating activities:				
Amortization of entrance fees	(43,129)	(11,826)	-	(54,955)
Proceeds from nonrebatable entrance fees				
from reoccupancy	54,159	14,925	-	69,084
Depreciation	41,633	37,540	-	79,173
Amortization of debt issuance costs and bond discounts	463	491	-	954
Amortization of bond premium	(512)	(141)	-	(653)
Unrealized gains on investments, net	(20,583)	(4,286)	-	(24,869)
Unrealized gains on investments with donor restrictions, net	(2,869)	(1,587)	-	(4,456)
Unrealized gains on investments in HumanGood Nevada bonds	(412)	-	412	-
Change in unrecognized pension obligations	2,567	-	-	2,567
Loss on early retirement of debt	7,564	-	-	7,564
Unrealized loss on interest rate caps	157	539	-	696
Change in future service obligation	-	1,739	-	1,739
Other affiliate distributions and equity transfers	9,344	(8,152)	-	1,192
Inherent contribution from affiliation	-	(104,013)	-	(104,013)
Contributions from noncontrolling interest	-	(43,268)	-	(43,268)
Change in accounts receivable from residents and others	(1,335)	(2,508)	-	(3,843)
Change in prepaid expenses, deposits and other assets	(227)	49	-	(178)
Other changes in operating assets and liabilities, net	(2,350)	3,895	1,238	2,783
Net cash provided by operating activities	<u>\$ 65,377</u>	<u>\$ 13,132</u>	<u>\$ 781</u>	<u>\$ 79,290</u>
Noncash Disclosures				
Obligations incurred for the acquisition of property and equipment	<u>\$ -</u>	<u>\$ 18,270</u>	<u>\$ -</u>	<u>\$ 18,270</u>
Compounding of accrued interest on Series 2012 B bonds to Series 2012 B bonds principal	<u>\$ -</u>	<u>\$ 249</u>	<u>\$ -</u>	<u>\$ 249</u>
Long-term debt repaid with proceeds from Series 2019 Bonds	<u>\$ 168,110</u>	<u>-</u>	<u>\$ -</u>	<u>\$ 168,110</u>
Reconciliation of Cash, Cash Equivalents and Restricted Cash to Consolidated Balance Sheet				
Cash and cash equivalents	\$ 33,220	\$ 46,350	\$ -	\$ 79,570
Restricted cash included in investments	-	6,184	-	6,184
Restricted cash included in restricted investments	40,270	21,287	-	61,557
Restricted cash	<u>5,088</u>	<u>51,519</u>	<u>-</u>	<u>56,607</u>
Total cash, cash equivalents and restricted cash	<u>\$ 78,578</u>	<u>\$ 125,340</u>	<u>\$ -</u>	<u>\$ 203,918</u>

Selected Information -**Substantially All Disclosures Required by U.S GAAP Are Not Included:**

The consolidating statement of cash flows schedule includes HumanGood East's cash flows post affiliation, beginning July 1, 2019.

HumanGood California Obligated Group and Foundation Affiliates

Consolidating Balance Sheet Schedule

December 31, 2019

(In Thousands)

	HumanGood NorCal	HumanGood SoCal	HumanGood Fresno	Eliminations	HumanGood California Obligated Group	HumanGood Foundation West	HumanGood Foundation South	Combined Foundations	Eliminations	HumanGood California Obligated Group and Foundation Affiliates
Assets										
Current Assets										
Cash and cash equivalents	\$ 18,428	\$ 5,644	\$ 8,338	\$ -	\$ 32,410	\$ 229	\$ 581	\$ 810	\$ -	\$ 33,220
Resident accounts receivable, net	9,349	4,539	1,138	-	15,026	-	-	-	-	15,026
Other receivables	2,357	3,098	164	-	5,619	521	15	536	-	6,155
Investments	88,433	87,748	15,484	-	191,665	-	9,262	9,262	-	200,927
Current portion of restricted investments	3,593	-	854	-	4,447	-	-	-	-	4,447
Intercompany advances due	8,269	369	(72)	-	8,566	95	59	154	-	8,720
Prepaid expenses, deposits and other assets	6,869	2,316	284	-	9,469	-	-	-	-	9,469
Total current assets	137,298	103,714	26,190	-	267,202	845	9,917	10,762	-	277,964
Noncurrent Assets										
Restricted cash	-	5,088	-	-	5,088	-	-	-	-	5,088
Designated investments	50,925	13,936	-	-	64,861	56,185	-	56,185	-	121,046
Investments in HumanGood Nevada Bonds	5,018	-	-	-	5,018	-	-	-	-	5,018
Restricted investments	37,388	-	3,753	-	41,141	12,327	25,031	37,358	-	78,499
Subordinated notes receivable, net	41,560	-	-	(29,775)	11,785	-	-	-	-	11,785
Land, building and equipment, net	230,655	168,740	82,956	-	482,351	-	-	-	-	482,351
Interest and management fees due from affiliates	12,885	-	-	(9,944)	2,941	-	-	-	-	2,941
Total noncurrent assets	378,431	187,764	86,709	(39,719)	613,185	68,512	25,031	93,543	-	706,728
Total assets	\$ 515,729	\$ 291,478	\$ 112,899	\$ (39,719)	\$ 880,387	\$ 69,357	\$ 34,948	\$ 104,305	\$ -	\$ 984,692

HumanGood California Obligated Group and Foundation Affiliates

Consolidating Balance Sheet Schedule

December 31, 2019

(In Thousands)

	HumanGood NorCal	HumanGood SoCal	HumanGood Fresno	Eliminations	HumanGood California Obligated Group	HumanGood Foundation West	HumanGood Foundation South	Combined Foundations	Eliminations	HumanGood California Obligated Group and Foundation Affiliates
Liabilities and Net Assets (Deficit)										
Current Liabilities										
Accounts payable and accrued expenses	\$ 27,030	\$ 5,230	\$ 7,680	\$ (6,396)	\$ 33,544	\$ 164	\$ 95	\$ 259	\$ -	\$ 33,803
Deposits	1,530	723	110	-	2,363	-	-	-	-	2,363
Accrued interest	2,594	193	4,146	(3,548)	3,385	-	-	-	-	3,385
Current portion of long-term debt	5,645	2,201	705	-	8,551	-	-	-	-	8,551
Entrance fee rebates payable	184	1,366	13	-	1,563	-	-	-	-	1,563
Total current liabilities	36,983	9,713	12,654	(9,944)	49,406	164	95	259	-	49,665
Noncurrent Liabilities										
Notes and bonds payable, net	193,519	108,934	73,659	(29,775)	346,337	-	-	-	-	346,337
Rebatable entrance fees due	91,082	52,712	35,339	-	179,133	-	-	-	-	179,133
Entrance fees subject to refund	38,793	42,194	8,824	-	89,811	-	-	-	-	89,811
Entrance fees nonrefundable	110,649	53,721	16,810	-	181,180	-	-	-	-	181,180
Revocable trusts	-	-	-	-	-	315	-	315	-	315
Obligations under annuity agreements	-	-	-	-	-	1,903	1,459	3,362	-	3,362
Retirement liabilities	2,506	214	-	-	2,720	-	-	-	-	2,720
Workers' compensation liability	6,811	7,568	-	-	14,379	-	-	-	-	14,379
Other liabilities	13,873	268	39	(9,944)	4,236	-	-	-	-	4,236
Total noncurrent liabilities	457,233	265,611	134,671	(39,719)	817,796	2,218	1,459	3,677	-	821,473
Total liabilities	494,216	275,324	147,325	(49,663)	867,202	2,382	1,554	3,936	-	871,138
Net Assets (Deficit)										
Without donor restrictions of the controlling interest	21,513	16,154	(34,426)	9,944	13,185	56,186	9,769	65,955	-	79,140
With donor restrictions	-	-	-	-	-	10,789	23,625	34,414	-	34,414
Total net assets (deficit)	21,513	16,154	(34,426)	9,944	13,185	66,975	33,394	100,369	-	113,554
Total liabilities and net assets (deficit)	\$ 515,729	\$ 291,478	\$ 112,899	\$ (39,719)	\$ 880,387	\$ 69,357	\$ 34,948	\$ 104,305	\$ -	\$ 984,692

HumanGood California Obligated Group and Foundation Affiliates

Consolidating Statement of Operations and Changes in Net Assets (Deficit) Schedule

Year Ended December 31, 2019

(In Thousands)

	HumanGood NorCal	HumanGood SoCal	HumanGood Fresno	Eliminations	HumanGood California Obligated Group	HumanGood Foundation West	HumanGood Foundation South	Combined Foundations	Eliminations	HumanGood California Obligated Group and Foundation Affiliates
Operating Revenues										
Residential living	\$ 55,438	\$ 40,227	\$ 11,016	\$ -	\$ 106,681	\$ -	\$ -	\$ -	\$ -	\$ 106,681
Assisted living	16,210	13,219	3,935	-	33,364	-	-	-	-	33,364
Health center	59,356	26,311	8,074	-	93,741	-	-	-	-	93,741
Memory care	9,307	2,874	1,908	-	14,089	-	-	-	-	14,089
Other residential services	1,487	129	11	-	1,627	-	-	-	-	1,627
Amortization of entrance fees	22,729	16,589	3,811	-	43,129	-	-	-	-	43,129
Other operating revenue	7,795	2,292	464	(1,020)	9,531	-	-	-	-	9,531
Net assets released from restrictions	-	-	-	-	-	2,905	1,580	4,485	-	4,485
Unrestricted contributions	-	-	-	-	-	2,633	-	2,633	-	2,633
Foundation community benefit	702	286	196	-	1,184	-	-	-	(1,184)	-
Total operating revenues	173,024	101,927	29,415	(1,020)	303,346	5,538	1,580	7,118	(1,184)	309,280
Operating Expenses										
Salaries and wages	73,880	48,285	9,761	-	131,926	473	262	735	-	132,661
Employee benefits	17,498	12,038	2,348	-	31,884	72	61	133	-	32,017
Supplies	11,080	8,008	2,457	-	21,545	1	2	3	-	21,548
Ancillary services	10,300	3,067	1,881	-	15,248	-	-	-	-	15,248
Repairs and maintenance	2,260	1,800	380	-	4,440	3	-	3	-	4,443
Marketing and advertising	1,485	1,292	575	-	3,352	-	-	-	-	3,352
Purchased services	7,099	6,359	842	-	14,300	35	13	48	-	14,348
Management fees	-	-	2,040	(2,040)	-	-	-	-	-	-
Utilities	5,585	5,049	1,267	-	11,901	2	2	4	-	11,905
Travel and related	1,631	962	91	-	2,684	28	23	51	-	2,735
Leases and rents	1,239	401	148	-	1,788	10	-	10	-	1,798
Insurance	1,959	1,398	320	-	3,677	-	-	-	-	3,677
Foundation community distribution	-	-	-	-	-	898	286	1,184	(1,184)	-
Other operating expenses	696	1,815	309	-	2,820	2,709	932	3,641	-	6,461
Total operating expenses	134,712	90,474	22,419	(2,040)	245,565	4,231	1,581	5,812	(1,184)	250,193
Income (loss) before other operating income (expense)	38,312	11,453	6,996	1,020	57,781	1,307	(1)	1,306	-	59,087
Other Operating Income (Expense)										
Realized gains (losses) on investments, net	1,172	3,000	86	-	4,258	501	(8)	493	-	4,751
Change in unrealized gains on investments, net	7,374	6,234	143	-	13,751	5,577	1,255	6,832	-	20,583
Unrealized gains on investment in HumanGood Nevada Bonds	412	-	-	-	412	-	-	-	-	412
Investment income, net	3,491	3,236	340	-	7,067	1,182	263	1,445	-	8,512
Mortgage interest	(8,155)	(5,557)	(4,383)	684	(17,411)	-	-	-	-	(17,411)
Depreciation	(20,377)	(16,755)	(4,501)	-	(41,633)	-	-	-	-	(41,633)
Loss on early retirement of debt	(4,155)	(3,409)	-	-	(7,564)	-	-	-	-	(7,564)
Gain (loss) on disposal of fixed assets	480	(570)	-	-	(90)	-	-	-	-	(90)
Income (loss) from operations	18,554	(2,368)	(1,319)	1,704	16,571	8,567	1,509	10,076	-	26,647

HumanGood California Obligated Group and Foundation Affiliates

Consolidating Statement of Operations and Changes in Net Assets (Deficit) Schedule

Year Ended December 31, 2019

(In Thousands)

	HumanGood NorCal	HumanGood SoCal	HumanGood Fresno	Eliminations	HumanGood California Obligated Group	HumanGood Foundation West	HumanGood Foundation South	Combined Foundations	Eliminations	HumanGood California Obligated Group and Foundation Affiliates
Other Changes in Net Assets (Deficit) Without Donor Restrictions										
Change in minimum pension liability	\$ -	\$ (2,567)	\$ -	\$ -	\$ (2,567)	\$ -	\$ -	\$ -	\$ -	\$ (2,567)
Other affiliate distributions and equity transfers	(7,309)	(3,107)	12	-	(10,404)	2,980	(1,919)	1,061	-	(9,343)
Unrealized losses on interest rate caps	-	(157)	-	-	(157)	-	-	-	-	(157)
Change in net assets (deficit) without donor restrictions	11,245	(8,199)	(1,307)	1,704	3,443	11,547	(410)	11,137	-	14,580
Net Assets With Donor Restrictions										
Dividend and interest income	-	-	-	-	-	779	552	1,331	-	1,331
Unrealized gains on investments with donor restrictions, net	-	-	-	-	-	574	2,295	2,869	-	2,869
Restricted equity contributions	-	-	-	-	-	-	2,033	2,033	-	2,033
Contributions	-	-	-	-	-	2,479	3,183	5,662	-	5,662
Net assets released from restrictions for benevolence	-	-	-	-	-	-	(286)	(286)	-	(286)
Contractual payments to beneficiaries	-	-	-	-	-	(364)	(1,298)	(1,662)	-	(1,662)
Realized gains on investments, net	-	-	-	-	-	16	119	135	-	135
Contractual liability adjustments	-	-	-	-	-	209	235	444	-	444
Net assets released from restrictions for special project funds	-	-	-	-	-	(2,905)	(1,294)	(4,199)	-	(4,199)
Change in net assets with donor restrictions	-	-	-	-	-	788	5,539	6,327	-	6,327
Change in net assets (deficit)	11,245	(8,199)	(1,307)	1,704	3,443	12,335	5,129	17,464	-	20,907
Net Assets (Deficit), Beginning	10,268	24,353	(33,119)	8,240	9,742	54,640	28,265	82,905	-	92,647
Net Assets (Deficit), Ending	\$ 21,513	\$ 16,154	\$ (34,426)	\$ 9,944	\$ 13,185	\$ 66,975	\$ 33,394	\$ 100,369	\$ -	\$ 113,554

HumanGood California Obligated Group and Foundation Affiliates

Consolidating Statement of Cash Flows Schedule

Year Ended December 31, 2019

(In Thousands)

	HumanGood NorCal	HumanGood SoCal	HumanGood Fresno	Eliminations	HumanGood California Obligated Group	HumanGood Foundation West	HumanGood Foundation South	Combined Foundations	Eliminations	HumanGood California Obligated Group and Foundation Affiliates
Cash Flows From Operating Activities										
Cash received for resident services	\$ 138,662	\$ 81,367	\$ 24,633	\$ -	\$ 244,662	\$ -	\$ -	\$ -	\$ -	\$ 244,662
Cash received from nonrebatable entrance fees from reoccupancy	23,527	22,781	7,851	-	54,159	-	-	-	-	54,159
Cash received from other operating activities	9,251	2,591	659	(1,019)	11,482	119	-	119	(1,186)	10,415
Cash received from bequests and trust maturities	-	-	-	-	-	2,633	-	2,633	-	2,633
Cash earnings realized from investments	4,663	6,234	425	-	11,322	1,683	254	1,937	-	13,259
Cash paid for employee salaries	(63,421)	(45,650)	(9,239)	-	(118,310)	(355)	(203)	(558)	-	(118,868)
Cash paid for employee benefits	(14,492)	(12,768)	(2,348)	-	(29,608)	(72)	(61)	(133)	-	(29,741)
Cash paid for temporary labor	(5,914)	(4,811)	(550)	-	(11,275)	-	-	-	-	(11,275)
Cash paid to vendors	(42,801)	(31,591)	(9,870)	1,019	(83,243)	(756)	324	(432)	1,186	(82,489)
Cash paid for interest	(7,713)	(6,041)	(3,624)	-	(17,378)	-	-	-	-	(17,378)
Net cash provided by operating activities	41,762	12,112	7,937	-	61,811	3,252	314	3,566	-	65,377
Cash Flows From Investing Activities										
Acquisition of land, buildings and equipment	(15,988)	(13,235)	(3,695)	-	(32,918)	-	-	-	-	(32,918)
Net sales (purchases) of unrestricted investments	(16,193)	2,850	(3,286)	-	(16,629)	(6,104)	2,164	(3,940)	-	(20,569)
Net sales (purchases) of restricted investments	3,532	4,606	(87)	-	8,051	(1,302)	(900)	(2,202)	-	5,849
Cash received (paid) from intercompany and affiliate transactions	1,930	2,092	(220)	-	3,802	(34)	(81)	(115)	-	3,687
Net cash (used in) provided by investing activities	(26,719)	(3,687)	(7,288)	-	(37,694)	(7,440)	1,183	(6,257)	-	(43,951)
Cash Flows From Financing Activities										
Proceeds from rebatable entrance fees	6,295	3,329	3,060	-	12,684	-	-	-	-	12,684
Refunds of deposits and refundable entrance fees	(4,013)	(6,709)	(2,465)	-	(13,187)	-	-	-	-	(13,187)
Proceeds from issuance (payments) of notes and bonds payable	14,577	(1,169)	-	-	13,408	-	-	-	-	13,408
Principal payments on notes and bonds payable	(3,834)	(970)	(675)	-	(5,479)	-	-	-	-	(5,479)
Cash paid for bond issuance costs	(2,211)	-	-	-	(2,211)	-	-	-	-	(2,211)
Cash paid from other trust activity	-	-	-	-	-	(2,154)	(2,173)	(4,327)	-	(4,327)
Other affiliate distributions and equity transfers	(7,309)	(3,108)	12	-	(10,405)	2,980	(1,919)	1,061	-	(9,344)
Cash received from restricted contributions	-	-	-	-	-	2,452	3,183	5,635	-	5,635
Net cash provided by (used in) financing activities	3,505	(8,627)	(68)	-	(5,190)	3,278	(909)	2,369	-	(2,821)
Increase (decrease) in cash, cash equivalents and restricted cash	18,548	(202)	581	-	18,927	(910)	588	(322)	-	18,605
Cash, Cash Equivalents and Restricted Cash, Beginning	37,462	10,934	8,778	-	57,174	1,769	1,030	2,799	-	59,973
Cash, Cash Equivalents, and Restricted Cash, Ending	\$ 56,010	\$ 10,732	\$ 9,359	\$ -	\$ 76,101	\$ 859	\$ 1,618	\$ 2,477	\$ -	\$ 78,578

HumanGood California Obligated Group and Foundation Affiliates

Consolidating Statement of Cash Flows Schedule

Year Ended December 31, 2019

(In Thousands)

	HumanGood NorCal	HumanGood SoCal	HumanGood Fresno	Eliminations	HumanGood California Obligated Group	HumanGood Foundation West	HumanGood Foundation South	Combined Foundations	Eliminations	HumanGood California Obligated Group and Foundation Affiliates
Cash Flows From Operating Activities										
Change in net assets (deficit)	\$ 11,245	\$ (8,199)	\$ (1,307)	\$ 1,704	\$ 3,443	\$ 12,335	\$ 5,129	\$ 17,464	\$ -	\$ 20,907
Adjustments to reconcile change in net assets (deficit) to net cash provided by operating activities:										
Amortization of entrance fees	(22,729)	(16,589)	(3,811)	-	(43,129)	-	-	-	-	(43,129)
Proceeds from nonrebatable entrance fees										
from reoccupancy	23,527	22,781	7,851	-	54,159	-	-	-	-	54,159
Depreciation	20,377	16,755	4,501	-	41,633	-	-	-	-	41,633
Amortization of debt issuance costs and bond discounts	239	166	58	-	463	-	-	-	-	463
Amortization of bond premium	(497)	-	(15)	-	(512)	-	-	-	-	(512)
Unrealized gains on investments, net	(7,374)	(6,234)	(143)	-	(13,751)	(5,577)	(1,255)	(6,832)	-	(20,583)
Unrealized gains on investments with donor restrictions, net	-	-	-	-	-	(574)	(2,295)	(2,869)	-	(2,869)
Unrealized gains on investments in HumanGood Nevada bonds	(412)	-	-	-	(412)	-	-	-	-	(412)
Change in unrecognized pension obligations	-	2,567	-	-	2,567	-	-	-	-	2,567
Loss on early retirement of debt	4,155	3,409	-	-	7,564	-	-	-	-	7,564
Unrealized loss on interest rate caps	-	157	-	-	157	-	-	-	-	157
Other affiliate distributions and equity transfers	7,309	3,108	(12)	-	10,405	(2,980)	1,919	(1,061)	-	9,344
Change in accounts receivable from residents and others	(1,152)	(271)	(30)	-	(1,453)	118	-	118	-	(1,335)
Change in prepaid expenses, deposits and other assets	(170)	223	(280)	-	(227)	-	-	-	-	(227)
Other changes in operating assets and liabilities, net	7,244	(5,761)	1,125	(1,704)	904	(70)	(3,184)	(3,254)	-	(2,350)
Net cash provided by operating activities	\$ 41,762	\$ 12,112	\$ 7,937	\$ -	\$ 61,811	\$ 3,252	\$ 314	\$ 3,566	\$ -	\$ 65,377
Noncash Disclosures										
Long-term debt repaid with proceeds from Series 2019 Bonds	\$ 100,130	\$ 67,980	\$ -	\$ -	\$ 168,110	\$ -	\$ -	\$ -	\$ -	\$ 168,110
Reconciliation of Cash, Cash Equivalents and Restricted Cash to Consolidating Balance Sheet										
Cash and cash equivalents	\$ 18,428	\$ 5,644	\$ 8,338	\$ -	\$ 32,410	\$ 229	\$ 581	\$ 810	\$ -	\$ 33,220
Restricted cash included in restricted investments	37,582	-	1,021	-	38,603	630	1,037	1,667	-	40,270
Restricted cash	-	5,088	-	-	5,088	-	-	-	-	5,088
Total cash, cash equivalents and restricted cash	\$ 56,010	\$ 10,732	\$ 9,359	\$ -	\$ 76,101	\$ 859	\$ 1,618	\$ 2,477	\$ -	\$ 78,578

HumanGood Cornerstone and Affiliates

Consolidating Balance Sheet Schedule

December 31, 2019

(In Thousands)

	National Obligated Group	HumanGood Nevada	HumanGood Idaho	Good at Home	HumanGood Properties	HumanGood Cornerstone	Beacon Development Group	HumanGood Affordable Housing	HumanGood East	HumanGood Cornerstone Eliminations	HumanGood Cornerstone and Affiliates
Assets											
Current Assets											
Cash and cash equivalents	\$ 6,617	\$ 2,985	\$ 751	\$ 62	\$ 56	\$ 1,530	\$ 424	\$ 16,863	\$ 17,062	\$ -	\$ 46,350
Current portion of restricted cash	-	-	-	-	-	-	-	33,746	-	-	33,746
Resident accounts receivable, net	2,827	1,087	911	288	-	-	2,350	1,438	2,252	-	11,153
Other receivables	367	772	112	-	-	-	5,115	4,195	2,355	-	12,916
Investments	20,655	3,168	-	-	-	-	-	6,184	118,219	-	148,226
Current portion of restricted investments	1,008	1,000	1,775	-	-	-	-	-	-	-	3,783
Intercompany advances due	-	-	-	-	7	-	-	-	-	-	7
Prepaid expenses, deposits and other assets	486	227	36	-	-	157	-	145	1,013	-	2,064
Total current assets	<u>31,960</u>	<u>9,239</u>	<u>3,585</u>	<u>350</u>	<u>63</u>	<u>1,687</u>	<u>7,889</u>	<u>62,571</u>	<u>140,901</u>	<u>-</u>	<u>258,245</u>
Noncurrent Assets											
Restricted cash	-	2,657	314	-	-	-	10	-	14,792	-	17,773
Restricted investments	2,346	4,802	11,360	-	-	-	-	-	25,031	-	43,539
Beneficial interest in split interest agreements and perpetual trusts	-	-	-	-	-	-	-	-	8,419	-	8,419
Land, building and equipment, net	70,174	65,614	79,952	-	-	-	80	515,013	229,985	-	960,818
Other assets	-	-	-	-	478	2,031	2,109	6,352	2,648	-	13,618
Total noncurrent assets	<u>72,520</u>	<u>73,073</u>	<u>91,626</u>	<u>-</u>	<u>478</u>	<u>2,031</u>	<u>2,199</u>	<u>521,365</u>	<u>280,875</u>	<u>-</u>	<u>1,044,167</u>
Total assets	<u>\$ 104,480</u>	<u>\$ 82,312</u>	<u>\$ 95,211</u>	<u>\$ 350</u>	<u>\$ 541</u>	<u>\$ 3,718</u>	<u>\$ 10,088</u>	<u>\$ 583,936</u>	<u>\$ 421,776</u>	<u>\$ -</u>	<u>\$ 1,302,412</u>

HumanGood Cornerstone and Affiliates

Consolidating Balance Sheet Schedule

December 31, 2019

(In Thousands)

	National Obligated Group	HumanGood Nevada	HumanGood Idaho	Good at Home	HumanGood Properties	HumanGood Cornerstone	Beacon Development Group	HumanGood Affordable Housing	HumanGood East	HumanGood Cornerstone Eliminations	HumanGood Cornerstone and Affiliates
Liabilities and Net (Deficit) Assets											
Current Liabilities											
Accounts payable and accrued expenses	\$ 2,006	\$ 1,335	\$ 1,656	\$ 164	\$ -	\$ 762	\$ 384	\$ 18,643	\$ 11,079	\$ -	\$ 36,029
Payable to affiliates	1,857	239	1,489	68	-	120	257	5,875	-	-	9,905
Deposits	179	145	304	-	-	-	-	1,466	715	-	2,809
Accrued interest	946	530	2,108	-	-	-	529	370	-	-	4,483
Current portion of long-term debt	1,415	1,000	760	-	-	-	-	2,259	2,296	-	7,730
Entrance fee rebates payable	529	877	-	-	-	-	-	-	140	-	1,546
Total current liabilities	6,932	4,126	6,317	232	-	882	1,170	28,613	14,230	-	62,502
Noncurrent Liabilities											
Notes and bonds payable, net	69,377	44,813	76,345	-	-	-	-	453,209	207,702	-	851,446
Subordinated notes held by affiliates	12,000	13,419	-	-	-	-	2,350	3,008	-	-	30,777
Subordinated notes and liquidity support payable	-	-	5,250	-	-	-	-	-	-	-	5,250
Subordinated management fees	-	2,412	-	-	-	-	-	-	-	-	2,412
Rebatable entrance fees due	57,108	22,356	34,888	-	-	-	-	-	59,546	-	173,898
Entrance fees subject to refund	3,873	4,305	11,284	-	-	-	-	-	7,154	-	26,616
Entrance fees nonrefundable	17,786	12,402	2,557	-	-	-	-	-	23,211	-	55,956
Future service benefit obligations	-	-	9,329	-	-	-	-	-	-	-	9,329
Retirement liabilities	-	-	-	-	-	-	-	-	496	-	496
Workers' compensation liability	-	-	-	-	-	-	-	-	952	-	952
Other liabilities	369	120	650	-	-	30	-	17,301	3,226	-	21,696
Total noncurrent liabilities	160,513	99,827	140,303	-	-	30	2,350	473,518	302,287	-	1,178,828
Total liabilities	167,445	103,953	146,620	232	-	912	3,520	502,131	316,517	-	1,241,330
Net (Deficit) Assets											
Without donor restrictions of the controlling interest	(62,965)	(21,641)	(51,409)	118	541	2,806	6,568	(26,367)	59,237	-	(93,112)
Without donor restrictions of the noncontrolling interest	-	-	-	-	-	-	-	106,474	19,785	-	126,259
With donor restrictions	-	-	-	-	-	-	-	1,698	26,237	-	27,935
Total net (deficit) assets	(62,965)	(21,641)	(51,409)	118	541	2,806	6,568	81,805	105,259	-	61,082
Total liabilities and net (deficit) assets	\$ 104,480	\$ 82,312	\$ 95,211	\$ 350	\$ 541	\$ 3,718	\$ 10,088	\$ 583,936	\$ 421,776	\$ -	\$ 1,302,412

HumanGood Cornerstone and Affiliates

 Consolidating Statement of Operations and Changes in Net (Deficit) Assets Schedule
 Year Ended December 31, 2019
 (In Thousands)

	National Obligated Group	HumanGood Nevada	HumanGood Idaho	Good at Home	HumanGood Properties	HumanGood Cornerstone	Beacon Development Group	HumanGood Affordable Housing	HumanGood East	HumanGood Cornerstone Eliminations	HumanGood Cornerstone and Affiliates
Operating Revenues											
Residential living	\$ 16,538	\$ 9,209	\$ 6,750	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 9,891	\$ -	\$ 42,388
Assisted living	5,770	3,399	2,382	-	-	-	-	-	-	-	11,551
Health center	18,251	8,370	2,855	-	-	-	-	-	5,526	-	35,002
Memory care	3,185	1,121	1,546	-	-	-	-	-	-	-	5,852
Personal care	-	-	-	-	-	-	-	-	5,342	-	5,342
Other residential services	374	-	-	4,068	-	-	-	-	455	-	4,897
Amortization of entrance fees	3,889	3,415	1,553	-	-	-	-	-	2,969	-	11,826
Other operating revenue	926	246	86	6	-	67	4,704	1,209	(89)	-	7,155
Affordable housing fees	-	-	-	-	-	-	-	47,847	8,852	-	56,699
Net assets released from restrictions	-	-	-	-	-	-	-	1,012	742	-	1,754
Unrestricted contributions	-	-	-	-	-	-	-	24	210	-	234
Change in future service obligation	-	5,050	(6,789)	-	-	-	-	-	-	-	(1,739)
Total operating revenues	48,933	30,810	8,383	4,074	-	67	4,704	50,092	33,898	-	180,961
Operating Expenses											
Salaries and wages	21,060	8,722	6,224	3,453	-	266	2,223	12,839	14,743	-	69,530
Employee benefits	4,821	2,036	1,333	637	-	39	458	3,269	3,270	-	15,863
Supplies	3,960	1,947	1,178	21	-	1	23	1,103	2,415	-	10,648
Ancillary services	3,281	1,489	553	-	-	-	-	-	1,228	-	6,551
Repairs and maintenance	464	461	224	-	-	-	-	3,462	91	-	4,702
Marketing and advertising	678	412	400	1	-	-	2	198	390	-	2,081
Purchased services	2,012	1,289	764	67	-	3,940	350	3,895	5,020	-	17,337
Management fees	3,759	592	155	63	-	-	-	-	-	-	4,569
Utilities	1,750	940	498	7	-	21	36	4,026	1,766	-	9,044
Travel and related	163	133	131	43	-	38	132	978	92	-	1,710
Leases and rents	290	68	49	-	-	-	106	348	65	-	926
Insurance	562	248	136	5	-	-	12	948	768	-	2,679
Other operating expenses	1,143	1,329	1,091	(31)	-	629	247	2,263	1,100	-	7,771
Total operating expenses	43,943	19,666	12,736	4,266	-	4,934	3,589	33,329	30,948	-	153,411
Income (loss) before other operating income (expense)	4,990	11,144	(4,353)	(192)	-	(4,867)	1,115	16,763	2,950	-	27,550
Other Operating Income (Expense)											
Realized gains on investments, net	-	-	-	-	-	-	-	-	164	-	164
Change in unrealized gains on investments, net	431	25	106	-	-	-	-	202	3,535	-	4,299
Investment income, net	563	213	258	-	-	-	-	191	3,805	-	5,030
Mortgage interest	(3,121)	(2,424)	(6,555)	-	-	-	(103)	(9,763)	(2,869)	-	(24,835)
Depreciation	(4,856)	(2,554)	(2,212)	-	-	-	(30)	(20,228)	(7,660)	-	(37,540)
Loss on disposal of fixed assets	-	-	-	-	-	-	-	-	(364)	-	(364)
Inherent contribution received from affiliation	-	-	-	-	-	-	-	-	79,463	-	79,463
(Loss) income from operations	(1,993)	6,404	(12,756)	(192)	-	(4,867)	982	(12,835)	79,024	-	53,767

HumanGood Cornerstone and Affiliates

Consolidating Statement of Operations and Changes in Net (Deficit) Assets Schedule
 Year Ended December 31, 2019
 (In Thousands)

	National Obligated Group	HumanGood Nevada	HumanGood Idaho	Good at Home	HumanGood Properties	HumanGood Cornerstone	Beacon Development Group	HumanGood Affordable Housing	HumanGood East	HumanGood Cornerstone Eliminations	HumanGood Cornerstone and Affiliates
Other Changes in Net (Deficit) Assets Without Donor Restrictions											
Other affiliate distributions and equity transfers	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 8,151	\$ -	\$ -	\$ -	\$ -	\$ 8,151
Net assets released from restrictions used for property and equipment	-	-	-	-	-	-	-	-	198	-	198
Unrealized losses on interest rate caps	(156)	-	-	-	-	-	-	(383)	-	-	(539)
Contributions from noncontrolling interest	-	-	-	-	-	-	-	43,133	135	-	43,268
Other nonoperating expense, net	-	-	-	-	-	-	-	-	(335)	-	(335)
Change in net (deficit) assets without donor restrictions	(2,149)	6,404	(12,756)	(192)	-	3,284	982	29,915	79,022	-	104,510
Net (Deficit) Assets With Donor Restrictions											
Dividend and interest income	-	-	-	-	-	-	-	-	380	-	380
Unrealized gains on investments with donor restrictions, net	-	-	-	-	-	-	-	-	1,587	-	1,587
Contributions	-	-	-	-	-	-	-	-	660	-	660
Net assets released from restrictions for benevolence	-	-	-	-	-	-	-	(1,012)	(742)	-	(1,754)
Net assets released from restrictions for special project funds	-	-	-	-	-	-	-	-	(198)	-	(198)
Net assets with donor restrictions acquired from membership affiliation	-	-	-	-	-	-	-	-	24,550	-	24,550
Change in net (deficit) assets with donor restrictions	-	-	-	-	-	-	-	(1,012)	26,237	-	25,225
Change in net (deficit) assets	(2,149)	6,404	(12,756)	(192)	-	3,284	982	28,903	105,259	-	129,735
Net (Deficit) Assets, Beginning	(60,816)	(28,045)	(38,653)	310	541	(478)	5,586	52,902	-	-	(68,653)
Net (Deficit) Assets, Ending	\$ (62,965)	\$ (21,641)	\$ (51,409)	\$ 118	\$ 541	\$ 2,806	\$ 6,568	\$ 81,805	\$ 105,259	\$ -	\$ 61,082

Selected Information -

Substantially All Disclosures Required by U.S GAAP Are Not Included:

The consolidating statement of operations schedule includes HumanGood East's results of operations post affiliation, beginning July 1, 2019.

HumanGood Cornerstone and Affiliates

 Consolidating Statement of Cash Flows Schedule
 Year Ended December 31, 2019
 (In Thousands)

	National Obligated Group	HumanGood Nevada	HumanGood Idaho	Good at Home	HumanGood Properties	HumanGood Cornerstone	Beacon Development Group	HumanGood Affordable Housing	HumanGood East	HumanGood Cornerstone Eliminations	HumanGood Cornerstone and Affiliates
Cash Flows From Operating Activities											
Cash received for resident services	\$ 42,842	\$ 21,229	\$ 13,421	\$ 4,192	\$ -	\$ -	\$ -	\$ -	\$ 29,737	\$ -	\$ 111,421
Cash received from nonrebatable entrance fees from reoccupancy	5,511	3,241	2,098	-	-	-	-	-	4,075	-	14,925
Cash received from other operating activities	915	244	-	8	16	67	2,666	48,884	1,248	-	54,048
Cash received from bequests and trust maturities	-	-	-	-	-	-	-	24	210	-	234
Cash earnings realized from investments	563	213	258	-	-	-	-	-	3,833	-	4,867
Cash paid for employee salaries	(18,376)	(8,071)	(5,429)	(3,019)	-	(257)	(2,223)	(12,558)	(12,190)	-	(62,123)
Cash paid for employee benefits	(4,803)	(2,036)	(1,333)	(637)	-	(39)	(458)	(3,269)	(2,885)	-	(15,460)
Cash paid for temporary labor	(2,714)	(623)	(782)	(430)	-	-	-	-	(2,501)	-	(7,050)
Cash paid to vendors	(17,743)	(7,966)	(4,808)	(160)	-	(4,323)	(464)	(18,293)	(9,979)	-	(63,736)
Cash paid for interest, net	(3,102)	(2,143)	(6,442)	-	(62)	-	-	(9,989)	(2,256)	-	(23,994)
Net cash provided by (used in) operating activities	3,093	4,088	(3,017)	(46)	(46)	(4,552)	(479)	4,799	9,292	-	13,132
Cash Flows From Investing Activities											
Acquisition of land, buildings and equipment	(2,177)	(1,132)	(103)	-	-	-	(37)	(21,479)	(14,921)	-	(39,849)
Net (purchases) sales of unrestricted investments	(501)	(87)	(1,179)	-	-	(2,031)	-	394	(2,735)	-	(6,139)
Net sales (purchases) of restricted investments	-	-	304	-	-	-	-	-	1,900	-	2,204
Net cash used in investing activities	(2,678)	(1,219)	(978)	-	-	(2,031)	(37)	(21,085)	(15,756)	-	(43,784)
Cash Flows From Financing Activities											
Cash received from initial entrance fees and deposits	-	-	434	-	-	-	-	-	495	-	929
Proceeds from rebatable entrance fees	6,860	1,385	3,831	-	-	-	-	-	6,464	-	18,540
Refunds of deposits and refundable entrance fees	(7,136)	(5,189)	(2,252)	-	-	-	-	-	(3,376)	-	(17,953)
Proceeds from issuance of notes and bonds payable	-	-	-	-	-	-	-	14,637	6,515	-	21,152
Principal payments on notes and bonds payable	(1,350)	-	(750)	-	-	-	-	(42,097)	(1,236)	-	(45,433)
Cash (used in) provided by intercompany and affiliate transactions	(3,040)	223	150	(88)	(1)	(152)	2	-	-	-	(2,906)
Cash paid for bond issuance costs	-	(123)	-	-	-	-	-	(1,021)	-	-	(1,144)
Cash paid from other trust activity	-	-	-	-	-	-	-	-	380	-	380
Other affiliate distributions and equity transfers	-	-	-	-	-	8,152	-	-	-	-	8,152
Contributions from noncontrolling interest	-	-	-	-	-	-	-	43,133	135	-	43,268
Cash received from restricted contributions	-	-	-	-	-	-	-	-	660	-	660
Net cash (used in) provided by financing activities	(4,666)	(3,704)	1,413	(88)	(1)	8,000	2	14,652	10,037	-	25,645
(Decrease) increase in cash, cash equivalents and restricted cash	(4,251)	(835)	(2,582)	(134)	(47)	1,417	(514)	(1,634)	3,573	-	(5,007)
Cash, Cash Equivalents and Restricted Cash, Beginning	14,222	12,279	8,175	196	103	113	948	58,427	35,884	-	130,347
Cash, Cash Equivalents, and Restricted Cash, Ending	\$ 9,971	\$ 11,444	\$ 5,593	\$ 62	\$ 56	\$ 1,530	\$ 434	\$ 56,793	\$ 39,457	\$ -	\$ 125,340

HumanGood Cornerstone and Affiliates

 Consolidating Statement of Cash Flows Schedule
 Year Ended December 31, 2019
 (In Thousands)

	National Obligated Group	HumanGood Nevada	HumanGood Idaho	Good at Home	HumanGood Properties	HumanGood Cornerstone	Beacon Development Group	HumanGood Affordable Housing	HumanGood East	HumanGood Cornerstone Eliminations	HumanGood Cornerstone and Affiliates
Cash Flows From Operating Activities											
Change in net (deficit) assets	\$ (2,149)	\$ 6,404	\$ (12,756)	\$ (192)	\$ -	\$ 3,284	\$ 982	\$ 28,903	\$ 105,259	\$ -	\$ 129,735
Adjustments to reconcile change in net (deficit) assets to net cash provided by (used in) operating activities:											
Amortization of entrance fees	(3,889)	(3,415)	(1,553)	-	-	-	-	-	(2,969)	-	(11,826)
Proceeds from nonrebatable entrance fees											
from reoccupancy	5,511	3,241	2,098	-	-	-	-	-	4,075	-	14,925
Depreciation	4,856	2,554	2,212	-	-	-	30	20,228	7,660	-	37,540
Amortization of debt issuance costs and bond discounts	124	32	48	-	-	-	-	148	139	-	491
Amortization of bond premium	(48)	-	-	-	-	-	-	-	(93)	-	(141)
Unrealized gains on investments, net	(431)	(25)	(93)	-	-	-	-	(202)	(3,535)	-	(4,286)
Unrealized gains on investments with donor restrictions, net	-	-	-	-	-	-	-	-	(1,587)	-	(1,587)
Unrealized loss on interest rate caps	156	-	-	-	-	-	-	383	-	-	539
Change in future service obligation	-	(5,050)	6,789	-	-	-	-	-	-	-	1,739
Other affiliate distributions and equity transfers	-	-	-	-	-	(8,152)	-	-	-	-	(8,152)
Inherent contribution received from affiliation	-	-	-	-	-	-	-	-	(104,013)	-	(104,013)
Contributions from noncontrolling interest	-	-	-	-	-	-	-	(43,133)	(135)	-	(43,268)
Change in accounts receivable from residents and others	(691)	(743)	556	89	-	-	(1,791)	(167)	239	-	(2,508)
Change in prepaid expenses, deposits and other assets	(53)	97	-	-	-	-	-	5	-	-	49
Other changes in operating assets and liabilities, net	(293)	993	(318)	57	(46)	316	300	(1,366)	4,252	-	3,895
Net cash provided by (used in) operating activities	\$ 3,093	\$ 4,088	\$ (3,017)	\$ (46)	\$ (46)	\$ (4,552)	\$ (479)	\$ 4,799	\$ 9,292	\$ -	\$ 13,132
Noncash Disclosures											
Obligations incurred for the acquisition of property and equipment	\$ -	\$ -	\$ 21	\$ -	\$ -	\$ -	\$ -	\$ 15,062	\$ 3,187	\$ -	\$ 18,270
Compounding of accrued interest on Series 2012 B bonds to Series 2012 B bonds principal	\$ -	\$ 249	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 249
Reconciliation of Cash, Cash Equivalents and Restricted Cash to Consolidating Balance Sheet Schedule											
Cash and cash equivalents	\$ 6,617	\$ 2,985	\$ 751	\$ 62	\$ 56	\$ 1,530	\$ 424	\$ 16,863	\$ 17,062	\$ -	\$ 46,350
Restricted cash included in investments	-	-	-	-	-	-	-	6,184	-	-	6,184
Restricted cash included in restricted investments	3,354	5,802	4,528	-	-	-	-	-	7,603	-	21,287
Restricted cash	-	2,657	314	-	-	-	10	33,746	14,792	-	51,519
Total cash, cash equivalents and restricted cash	\$ 9,971	\$ 11,444	\$ 5,593	\$ 62	\$ 56	\$ 1,530	\$ 434	\$ 56,793	\$ 39,457	\$ -	\$ 125,340

Selected Information -
Substantially All Disclosures Required by U.S GAAP Are Not Included:

The consolidating statement of cash flows schedule includes HumanGood East's cash flows post affiliation, beginning July 1, 2019.