

ASBURY ATLANTIC, INC.
**COMBINED FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION**
YEARS ENDED DECEMBER 31, 2018 AND 2017

CliftonLarsonAllen LLP



WEALTH ADVISORY | OUTSOURCING | AUDIT, TAX, AND CONSULTING



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INDEPENDENT AUDITORS' REPORT

Audit Committee
Asbury Communities, Inc.
Frederick, Maryland

Report on the Combined Financial Statements

We have audited the accompanying combined financial statements of Asbury Atlantic, Inc., which comprise the combined balance sheets as of December 31, 2018 and 2017, and the related combined statements of operations and changes in net deficit, and cash flows for the years then ended, and the related notes to the combined financial statements.

Management's Responsibility for the Combined Financial Statements

Management is responsible for the preparation and fair presentation of these combined financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of combined financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these combined financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the combined financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the combined financial statements 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 entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the combined financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the financial position of Asbury Atlantic, Inc. as of December 31, 2018 and 2017, and the results of its operations, changes in its net assets, and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis-of-Matters Regarding a Change in Accounting Principle

As discussed in Note 1 to the financial statements, Asbury Atlantic, Inc. adopted a provision of Financial Accounting Standards Board Accounting Standards Updates 2016-14, *Presentation of Financial Statements for Not-for-Profit Entities*. The new accounting standard changes the presentation of various classifications and disclosures within the financial statements. Our opinion is not modified with respect to that matter.

As discussed in Note 1 to the financial statements, Asbury Atlantic, Inc. adopted a provision of Financial Accounting Standards Board Accounting Standards Updates 2016-01, *Financial Instruments*. The new accounting standard, among other things, requires investments in equity securities to be measured at fair value with unrealized holding gains and losses included within the performance indicator. Our opinion is not modified with respect to that matter.

As discussed in Note 1 to the financial statements, Asbury Atlantic, Inc. adopted a provision of Financial Accounting Standards Board Accounting Standards Updates 2014-09, *Revenue from Contracts with Customers*. The new accounting standard clarifies how revenue is to be recognized and requires expanded disclosures related to the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. Our opinion is not modified with respect to that matter.

Report on Supplementary Information

Other Information

Our audits were conducted for the purpose of forming an opinion on the combined financial statements as a whole. The other financial information included in the combining balance sheet, combining statement of operations and changes in unrestricted net deficit, and combining statement of cash flows is presented for purposes of additional analysis and is not a required part of the combined financial statements. Such information is the responsibility of management and derived from and relates directly to the underlying accounting and other records used to prepare the combined financial statements. The information has been subjected to the auditing procedures applied in the audits of the combined financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the combined financial statements or to the combined 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 financial statements as a whole.



CliftonLarsonAllen LLP

Plymouth Meeting, Pennsylvania
April 16, 2019

**ASBURY ATLANTIC, INC.
COMBINED BALANCE SHEETS
DECEMBER 31, 2018 AND 2017**

ASSETS	2018	2017
CURRENT ASSETS		
Cash and Cash Equivalents	\$ 1,936,479	\$ 3,089,240
Investments	36,717,171	27,985,901
Accounts Receivable, Net of Allowance for Doubtful Accounts of \$2,646,657 and \$2,103,774 at December 31, 2018 and 2017, Respectively	6,487,034	5,680,083
Other Receivables and Prepaid Expenses	14,893,696	8,581,414
Investments Held under Bond Indenture	10,778,528	12,211,306
Total Current Assets	70,812,908	57,547,944
Due from ACOMM, Net	47,920,774	55,420,346
Property and Equipment, Net	280,556,197	285,792,033
Investments Restricted by Donors	10,165,006	11,190,525
Long-Term Investments	134,192	134,192
Deposits and Other Assets	999,209	1,139,674
Investments Held under Bond Indenture	18,843,228	18,276,883
Statutory Reserves	19,976,524	18,695,870
Investments Restricted by Board	4,224,088	4,377,885
Beneficial Interest in Net Assets of Foundation	26,915,051	23,257,606
Total Assets	\$ 480,547,177	\$ 475,832,958

See accompanying Notes to Combined Financial Statements.

ASBURY ATLANTIC, INC.
COMBINED BALANCE SHEETS (CONTINUED)
DECEMBER 31, 2018 AND 2017

LIABILITIES AND NET DEFICIT	2018	2017
CURRENT LIABILITIES		
Accounts Payable and Accrued Expenses	\$ 2,007,162	\$ 1,708,971
Accrued Compensation and Related Items	888,327	2,129,629
Accrued Interest Payable	5,043,527	6,703,144
Obligations under Charitable Gift Annuities	92,134	89,445
Deposits from Prospective Residents	3,443,968	3,597,456
Entrance Fees - Refundable	4,788,596	2,027,826
Deferred Revenue	710,112	909,677
Current Portion of Long-Term Debt	8,248,119	6,224,528
Total Current Liabilities	25,221,945	23,390,676
Long-Term Debt, Less Current Portion	234,896,104	230,969,222
Projected Refund of Standard Entrance Fees	5,064,717	4,743,864
Contingent Refundable Entrance Fee Liability	179,184,527	184,032,003
Entrance Fees - Deferred Revenue	164,032,254	152,737,960
Valuation of Derivative Instruments	-	24,591,723
Obligations under Charitable Gift Annuities	258,944	299,520
Total Liabilities	608,658,491	620,764,968
NET ASSETS (DEFICIT)		
Without Donor Restrictions	(162,588,862)	(175,789,847)
With Donor Restrictions	34,477,548	30,857,837
Total Net Deficit	(128,111,314)	(144,932,010)
Total Liabilities and Net Deficit	\$ 480,547,177	\$ 475,832,958

See accompanying Notes to Combined Financial Statements.

ASBURY ATLANTIC, INC.
COMBINED STATEMENTS OF OPERATIONS AND CHANGES IN NET DEFICIT
YEARS ENDED DECEMBER 31, 2018 AND 2017

	2018	2017
REVENUES, GAINS, AND OTHER SUPPORT		
Net Resident Service Revenue	\$ 134,495,461	\$ 132,194,596
Other Operating Revenue	2,112,285	1,984,395
Amortization of Entrance Fees	22,158,259	19,640,132
Interest and Dividend Income, Net	4,247,876	2,006,013
Net Realized Gain (Loss) on Investments	(826,480)	8,910,799
Net Unrealized Loss Equity Security on Investments	(4,817,098)	(3,315,827)
Allocations from Asbury Foundation, Inc.	1,232,054	5,184,276
Total Revenues, Gains, and Other Support	158,602,357	166,604,384
EXPENSES		
Salaries	49,395,863	49,861,297
Employee Benefits	11,252,035	12,428,846
Contract Labor	10,260,586	9,741,366
Food Purchases	5,874,781	5,957,410
Medical Supplies and Other Resident Costs	5,282,320	4,792,848
General and Administrative	3,182,267	2,898,534
Building and Maintenance	12,997,444	12,847,004
Professional Fees and Insurance	1,257,792	1,237,058
Interest	13,963,393	15,784,813
Taxes	3,503,351	3,447,771
Provision for Bad Debts	1,155,784	855,453
Depreciation and Amortization	23,951,188	23,718,046
Management and Other Fees	13,090,429	11,847,995
Total Expenses	155,167,233	155,418,441
INCOME FROM OPERATIONS PRIOR TO NET UNREALIZED GAIN ON CHANGE IN MARKET VALUE OF DERIVATIVE INSTRUMENTS, LOSS ON RETIREMENT OF DEBT, AND LOSS ON DISPOSAL OF ASSETS	3,435,124	11,185,943
Net Unrealized Gain on Change in Market Value of Derivative Instruments	11,052,203	1,234,194
Loss on Retirement of Debt	(630,644)	-
Loss on Disposal of Assets	(107,082)	(1,767,932)
INCOME FROM OPERATIONS	13,749,601	10,652,205

See accompanying Notes to Combined Financial Statements.

ASBURY ATLANTIC, INC.
COMBINED STATEMENTS OF OPERATIONS AND CHANGES IN NET DEFICIT (CONTINUED)
YEARS ENDED DECEMBER 31, 2018 AND 2017

	2018	2017
NET DEFICIT WITHOUT DONOR RESTRICTIONS		
Income from Operations	\$ 13,749,601	\$ 10,652,205
Net Unrealized Loss on Fixed Income Securities and Other Investments	(278,411)	(291,040)
Net Assets Released from Restrictions Used for Purchase of Capital Items	317,796	365,981
Transfers to ACOMM	(588,000)	(579,500)
Net Decrease in Net Deficit Without Donor Restrictions	13,200,986	10,147,646
NET ASSETS WITH DONOR RESTRICTIONS		
Net Assets Released from Restriction Used for Purchase of Capital Items	(317,796)	(365,981)
Change in Beneficial Interest in Net Assets of Asbury Foundation, Inc.	3,975,235	2,283,754
Changes in Value of Obligations under Charitable Gift Annuities	(37,729)	(40,716)
Net Increase in Net Assets With Donor Restrictions	3,619,710	1,877,057
CHANGES IN NET DEFICIT	16,820,696	12,024,703
Net Deficit - Beginning of Year	(144,932,010)	(156,956,713)
NET DEFICIT - END OF YEAR	\$ (128,111,314)	\$ (144,932,010)

See accompanying Notes to Combined Financial Statements.

ASBURY ATLANTIC, INC.
COMBINED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2018 AND 2017

	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Changes in Net Deficit	\$ 16,820,696	\$ 12,024,703
Adjustments to Reconcile Changes in Net Deficit to Net Cash Provided by Operating Activities:		
Provision for Bad Debts	1,155,784	855,453
Depreciation and Amortization	23,951,188	23,718,046
Amortization of Deferred Financing Costs	248,001	250,856
Amortization of Bond Premium/Discount	(304,418)	(182,643)
Amortization of Entrance Fees	(22,158,259)	(19,640,132)
Net Proceeds from Nonrefundable Entrance and Advance Fees	35,684,774	29,887,917
Net Unrealized Losses on Investments	5,095,509	3,606,867
Loss on Disposal of Assets	107,082	1,767,932
Loss on Retirement of Debt	630,644	-
Net Unrealized Gains on Change in Market Value of Derivative Instruments	(11,052,203)	(1,234,194)
Changes in Beneficial Interest in Net Assets of Foundation	(3,657,441)	(1,917,772)
Changes in Value of Obligations Under Charitable Gift Annuities	37,729	40,716
Transfers to ACOMM	-	579,500
Changes in Assets and Liabilities:		
Accounts Receivable	(1,962,735)	(1,570,263)
Other Receivables and Prepaid Expenses	123,138	89,815
Deferred Entrance Fees	(6,435,420)	4,256,027
Other Assets	140,463	463,304
Deferred Revenue	(199,566)	(47,863)
Accounts Payable and Accrued Expenses	(943,113)	201,922
Accrued Interest Payable	(1,659,617)	(197,906)
Net Cash Provided by Operating Activities	35,622,236	52,952,285
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Property and Equipment, Net	(18,822,434)	(15,118,395)
Purchases of Investments, Net	(13,061,683)	(10,291,228)
Net Cash Used by Investing Activities	(31,884,117)	(25,409,623)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Entrance and Advance Refundable Fees and Refundable Deposits	17,562,820	20,254,069
Proceeds from Issuance of Debt	109,659,520	-
Premiums from Issuance of Debt	9,624,956	-
Refunds of Entrance and Advance Refundable Fees and Refundable Deposits	(21,714,382)	(23,428,457)
Payments on Debt	(15,633,381)	(5,946,374)
Redemption of Debt	(96,860,000)	-
Redemption of Derivative Instruments	(13,539,520)	-
Payments for Deferred Financing Costs	(1,414,850)	-
Payments on Obligations under Charitable Gift Annuities	(75,616)	(78,020)
Change in Due to ACOMM, Net	7,499,573	(16,229,217)
Transfers to ACOMM	-	(579,500)
Net Cash Used by Financing Activities	(4,890,880)	(26,007,499)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(1,152,761)	1,535,163
Cash and Cash Equivalents - Beginning of Year	3,089,240	1,554,077
CASH AND CASH EQUIVALENTS - END OF YEAR	\$ 1,936,479	\$ 3,089,240
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash Paid for Interest	\$ 15,679,427	\$ 15,914,506

See accompanying Notes to Combined Financial Statements.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

Asbury Atlantic, Inc. (Asbury Atlantic or the Company) is a nonprofit, nonstock corporation organized under the laws of the state of Maryland. Asbury Communities, Inc. (ACOMM) is the sole member of Asbury Atlantic. Asbury Atlantic has operating affiliates comprised of Asbury Methodist Village (AMV), Asbury Solomons (AS), Bethany Village (BV), and Springhill (SH).

Prior to March 1, 2017, ACOMM was the sole member of Atlantic and AS. On March 1, 2017, Atlantic and AS entered into a Bill of Sale and Transfer Agreement (the Agreement). Under the terms of the agreement, Atlantic acquired all of AS' assets except for outstanding accounts receivable as of the transaction date. In addition, Atlantic assumed all of AS' liabilities except for any that may arise from the excluded outstanding accounts receivable. The purchase price for the transaction was \$1. Since Atlantic and AS were entities under common control, accounting principles generally accepted in the United States of America require Atlantic to report its operations as if the transaction occurred at the beginning of the earliest period presented.

AMV and AS are continuing-care retirement communities (CCRC) located in Gaithersburg, Maryland and Calvert County, Maryland, respectively. BV and SH are CCRCs located in Mechanicsburg, Pennsylvania and Erie, Pennsylvania, respectively. Cash transferred from Asbury Atlantic to ACOMM during 2018 and 2017 was not required at Asbury Atlantic to fund daily operations, meet debt covenants, or fulfill regulatory requirements. This cash transfer policy has been approved by the board of directors.

BV has a Housing Management Agreement with Bethany Development Corp. (BDC), a 149 unit affordable housing (HUD) community in Mechanicsburg, Pennsylvania. BV provides administrative and accounting services to BDC. BV has no economic interest in the property. Accordingly, Asbury Atlantic does not consolidate the financial statements of BDC into Asbury Atlantic's combined financial statements. On August 1, 2016, ACOMM entered into an affiliation agreement with BDC. ACOMM will serve as the supporting organization of BDC.

ACOMM serves as the supporting organization of Asbury Atlantic; Inverness Village, an Oklahoma nonprofit corporation (IV); Asbury, Inc. (Asbury Place) and Affiliate; Asbury Communities HCBS, Inc. (HCBS); and Calvert County Nursing Center (CCNC) (until the sale on October 1, 2018). ACOMM is the sole voting stockholder of The Asbury Group, Inc. (TAG). ACOMM is the sole member of Asbury Foundation, Inc. (AFOUND).

Principles of Combination

The accompanying combined financial statements include the accounts of AMV, AS, BV, and SH. All significant intercompany transactions have been eliminated in the combined financial statements.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates

The preparation of 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 financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include amounts held in checking and savings accounts, money market accounts, and short-term certificates of deposit with original maturities of 90 days or less. Cash balances are principally uninsured and subject to normal credit risks.

Accounts Receivable

Asbury Atlantic's policy is to write off all resident accounts that have been identified as uncollectible. An allowance for doubtful accounts is recorded for accounts not yet written off, which are estimated to become uncollectible in future periods.

Under the Medicare and Medicaid reimbursement and other third-party agreements, amounts collected for services to patients under these agreements are computed at contractually agreed-upon rates. Accounts receivable have been adjusted to reflect the difference between charges and the reimbursable amounts under these third-party contracts. Revenues from Medicare and Medicaid programs and other third-party agreements accounted for approximately 23% and 22% of total net resident-service revenues for the years ended December 31, 2018 and 2017, respectively.

Investments and Investment Income

Substantially all investments are held in investment pools with ACOMM. The investment pools are comprised of equity securities or equity mutual funds, bonds or bond mutual funds and cash. The equity securities and the related unrealized gains or losses are recorded above income from operations. The fixed income securities and other types of investments and their related unrealized gains or losses are recorded below income from operations. The investments are managed by an investment advisor (the Advisor). In addition, investments held under bond indenture are high-grade income securities.

If market quotations are not readily available for a security or if subsequent events suggest that a market quotation is not reliable, the funds will use the security's fair value, using consistently applied procedures established by and under the general supervision of the funds' manager. This generally means that equity securities and fixed income securities listed and traded principally on any national securities exchange are valued on the basis of the last sale price or, lacking any sales, at the closing bid price, on the primary exchange on which the security is traded.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and Investment Income (Continued)

The funds' manager may involve subjective judgments as to the fair value of securities. The use of fair value pricing by the funds may cause the net asset value of fund units to differ significantly from the net asset value that would be calculated using current market values.

Accordingly, valuations do not necessarily represent the amounts that might be realized from sales or other dispositions of investments, nor do they reflect taxes or other expenses that might be incurred upon disposition. Mortgage loans held by the underlying funds have been valued on the basis of principal and interest payment terms discounted at currently prevailing interest rates for similar investments. Because of the inherent uncertainty of valuations of the investments held by the underlying funds, their estimated values may differ significantly from the values that would have been used had a ready market for these investments existed, and the differences could be material.

Investment returns are allocated to Asbury Atlantic based on its proportion of its underlying holdings. The portion of investments that is available to fund current operating activities is included in current assets in the accompanying balance sheets. Donated investments are reported at their fair values at date of receipt.

Investment income or loss from equity securities, mutual funds, and bonds includes Asbury Atlantic's proportional share of interest and dividends, net of investment management fees; realized gains and losses on investments, unrealized gains and losses on equity security investments; and any provision for other-than-temporary impairment of investments and are included in the income (loss) from operations. Investment income or loss is included in income (loss) from operations unless restricted by donor or law. Unrealized gains and losses on fixed income securities or other investments with readily determinable market values are excluded from income (loss) from operations, unless the losses are deemed to be other-than-temporary.

ACOMM periodically evaluates whether any declines in the fair values of investments are other-than-temporary. This evaluation consists of a review of several factors, including, but not limited to length of time and extent that a security has been in an unrealized loss position, the existence of an event that would impair the issuer's future earnings potential, the near-term prospects for recovery of the market value of a security and the intent and ability of ACOMM to hold the security until the market value recovers. Declines in fair value below cost that are deemed to be other-than-temporary are recorded as losses and Asbury Atlantic's proportionate share is included in investment income in the accompanying statements of operations and changes in net (deficit) assets.

The investment policy of ACOMM provides a balance of long-term growth and preservation of capital of the assets while managing a core segment of assets in a manner specifically designed to meet the ongoing capital requirements of the Company and other requirements specified under the terms of its financing agreements.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Strategies Employed for Achieving Objectives

To satisfy its long-term rate-of-return objectives, the Company relies on an investment strategy that allocates its investments among a number of asset classes. These asset classes may include: domestic equity, domestic fixed income, international equity, cash equivalents, and other alternative strategies and products. The purpose of allocating among asset classes is to ensure the proper level of diversification to achieve the portfolio's investment objectives. The Company believes that this investment strategy meets the Company's long-term rate-of-return objectives while avoiding undue risk from imprudent concentration in any single asset class or investment vehicle. In order to ensure that ACOMM continues to meet its objectives, the Company has established rebalancing guidelines and established mechanisms for ongoing monitoring of performance and risk.

Derivatives Policy

Asbury Atlantic manages its exposure to interest rate volatility through use of interest rate swap contracts. These contracts qualify as derivative financial instruments.

The book values of the derivative instruments are adjusted to their estimated fair values at each balance sheet date. The Company has determined that for continuing operations the Company's derivatives do not meet the criteria for hedge accounting and, therefore, the change in fair value of all of the derivative instruments are included within the Company's performance indicator, income from operations.

Investments Restricted by the Board

Investments restricted by the board include assets set aside by the board of directors (the board) for benevolent care. The board retains control of these assets and may, at its discretion, subsequently use them for other board-designated purposes.

Beneficial Interest in Net Assets of AFOUND

Asbury Atlantic records an interest in the net assets of AFOUND resulting from restricted contributions without donor restrictions and with donor restrictions that are solicited and held by AFOUND to be used for the benefit of Asbury Atlantic.

Property and Equipment

Property and equipment are stated at cost. Donated property and equipment are recorded at fair market value at the date of the gift. Improvements that materially extend the useful lives of the assets are capitalized. General repairs and maintenance costs are expensed as incurred. The Company capitalizes all expenditures for property and equipment costing \$1,000 or more and having useful lives greater than two years.

Interest costs incurred on borrowed funds and financing costs during the period of construction of capital assets are capitalized as components of the cost of acquiring those assets.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Advertising Expenses

The cost of advertising is expensed when incurred and included within the general and administrative financial statement line item within the statements of operations and changes in net deficit. Advertising expense was \$1,127,673 and \$931,235 for the years ended December 31, 2018 and 2017, respectively.

Deposits from Prospective Residents

Deposits from prospective residents are refundable until such time as the prospective resident executes a residency agreement and pays the balance of the entrance fee. Interest earned on these deposits belongs to Asbury Atlantic.

Accrued Compensation and Related Items

Accrued compensation and related items include a reserve for the self-funding arrangement for workers' compensation coverage. See Note 14 for additional information.

Continuing-Care Contracts

Asbury Atlantic offers continuing-care contracts to its residents. These contracts include residential facilities, meals, and other amenities, as well as priority access to long-term nursing care.

Asbury Atlantic periodically reviews the present value of the net cost of future services and use of facilities to be provided to current residents under continuing-care contracts and compares that amount with the balance of deferred revenue from entrance fees. If the present value of the net cost of future services and use of facilities exceeds the deferred revenue from entrance fees, a liability is recorded (obligation to provide future services and use of facilities) with a corresponding charge to income. As a result of this calculation, the present value of the net cost of future services and use of facilities did not exceed deferred revenue from resident entrance fees; accordingly, no obligation was recorded for the years ended December 31, 2018 and 2017.

Resident Services Revenue

Resident services revenue is reported at the amount that reflects the consideration to which the Company 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 and includes variable consideration for retroactive revenue adjustments due to settlement of audits, reviews, and investigations. Generally, the Company bills the residents and third-party payors several days after the services are performed. Revenue is recognized as performance obligations are satisfied.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Resident Services Revenue (Continued)

Performance obligations are determined based on the nature of the services provided by the Company. Revenue for performance obligations satisfied over time is recognized based on actual charges. The Company 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. Generally, performance obligations satisfied over time relate to residents in the facility receiving skilled nursing services or residents receiving services in the facility. The Company measures the performance obligation from admission into the facility, or the commencement of an outpatient service, to the point when it is no longer required to provide services to that resident, which is generally at the time of discharge or completion of the outpatient services. Revenue for performance obligations satisfied at a point in time is generally recognized when goods are provided to the residents. The Company does not believe it is required to provide additional goods or services related to that sale.

The Company determines the transaction price based on standard charges for goods and services provided, reduced by contractual adjustments provided to third-party payors, discounts provided to uninsured patients in accordance with the Company's policy and/or implicit price concessions provided to residents. The Company determines its estimates of contractual adjustments based on contractual agreements, its policies, and historical experience. The Company determines its estimate of implicit price concessions based on its historical collection experience.

Asbury Atlantic offers five types of resident entrance fee options: a standard declining refund option, a 50% refundable option, a 90% refundable option, a 100% refundable option, and a nonrefundable option. Previously BV offered an additional standard nine-year declining refund and a 25% refundable option. All resident entrance fees are expected to be paid in full upon occupancy. Refunds of entrance fees for termination prior to occupancy are made within 30 days.

Under the standard declining refund option, the entrance fee is amortized over a period of five years resulting in an entrance fee refund balance that declines 1.667% per month over the five-year period. After that period, the refund is fully amortized and there is no refundable portion. Under the 50% refundable, 90% refundable, and 100% refundable contracts, residents pay a higher entrance fee in order to guarantee a specific percentage refund of the entrance fee upon termination of the Residency Agreement. In most cases, payment of an entrance fee refund is contingent upon a successor resident taking possession of the original residential unit.

At SH, for contracts dated prior to June 30, 2004, the refund occurs upon the receipt of a successor entrance fee or one year from termination date.

The nonrefundable entrance fees are classified as deferred revenue and are recognized as revenue on a straight-line basis over each individual resident's, or couple's, expected remaining life, adjusted annually (time-based measurement).

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Resident Services Revenue (Continued)

Refundable entrance fees are recorded in the accompanying combined balance sheets as current liabilities. Remaining life expectancies are determined based on current actuarial data specific to CCRC residents. Upon termination of a contract through death or withdrawal after occupancy, any unamortized, nonrefundable deferred entrance fee is recorded as income.

The gross amounts of refund obligations are summarized below and are categorized as refundable entrance fees and standard entrance fees. The contingent refundable entrance fees are fixed in their amounts but are refundable upon the receipt of a successor entrance fee, except at SH as noted above. Standard entrance fees are refundable upon termination of occupancy and the amount of refund is based upon the length of stay in the community.

A summary of net entrance fees is as follows at December 31:

	2018	2017
Entrance Fees - Refundable	<u>\$ 4,788,596</u>	<u>\$ 2,027,826</u>
Contingent Refundable Entrance Fees	<u>\$ 179,184,527</u>	<u>\$ 184,032,003</u>
Entrance Fees - Deferred Revenue:		
25% to 90% Refundable Contracts	\$ 5,053,420	\$ 4,918,762
Standard Entrance Fee Option Contracts:		
Five-Year Contracts	161,027,441	149,114,107
Nine-Year Contracts	2,835,268	3,448,955
Nonrefundable Contracts	180,842	-
Total	<u>169,096,971</u>	<u>157,481,824</u>
Less: Projected Refund of Standard Entrance Fees	<u>(5,064,717)</u>	<u>(4,743,864)</u>
Total Entrance Fees - Deferred Revenue	<u>\$ 164,032,254</u>	<u>\$ 152,737,960</u>
Total Entrance Fees	<u>\$ 348,005,377</u>	<u>\$ 338,797,789</u>

The portions of the above entrance fees that continue to be subject to any contractual refund obligation as of December 31, 2018 and 2017 were \$254,022,694 and \$250,987,290, respectively. Asbury Atlantic also records revenue related to resident room and board, which, depending upon the facility and contract type, could also include housekeeping, laundry, dining services, and future healthcare costs. Revenue for physical, occupational, and speech therapy, as well as health, personal care, and social ancillary charges, is also recorded. Revenue is recognized when services are performed.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Resident Services Revenue (Continued)

The composition of resident services by primary payor for the years ended December 31, 2018 and 2017 is as follows:

	<u>2018</u>	<u>2017</u>
Medicaid	\$ 14,586,889	\$ 13,230,155
Medicare	15,715,343	14,902,382
Managed Care	1,104,196	842,502
Private Pay	<u>103,089,033</u>	<u>103,219,557</u>
Total Resident Services Revenue	<u>\$ 134,495,461</u>	<u>\$ 132,194,596</u>

Revenue from resident's deductibles and coinsurance are included in the categories presented above based on the primary payor.

The composition of net resident service revenue based on its service lines, method of reimbursement, and timing of revenue recognition for the years ended December 31, 2018 and 2017 are as follows:

	<u>2018</u>				
	<u>Asbury Methodist Village</u>	<u>Asbury Solomons, Inc.</u>	<u>Bethany Village</u>	<u>Springhill</u>	<u>Total</u>
Service Lines:					
Skilled Nursing Facility	\$ 33,364,420	\$ 5,631,225	\$ 9,604,480	\$ 9,136,119	\$ 57,736,244
Assisted Living	12,469,124	2,099,239	7,435,365	2,050,841	24,054,569
Independent Living	28,906,158	8,870,503	9,147,842	5,468,576	52,393,079
Retail Sales	47,696	42,291	143,215	78,367	311,569
Total	<u>\$ 74,787,398</u>	<u>\$ 16,643,258</u>	<u>\$ 26,330,902</u>	<u>\$ 16,733,903</u>	<u>\$ 134,495,461</u>
Method of Reimbursement:					
Fee for Services	\$ 74,739,702	\$ 16,600,967	\$ 26,187,687	\$ 16,655,536	\$ 134,183,892
Retail Sales	47,696	42,291	143,215	78,367	311,569
Total	<u>\$ 74,787,398</u>	<u>\$ 16,643,258</u>	<u>\$ 26,330,902</u>	<u>\$ 16,733,903</u>	<u>\$ 134,495,461</u>
Timing of Revenue and Recognition:					
Health Care Services					
Transferred Over Time	\$ 74,739,702	\$ 16,600,967	\$ 26,187,687	\$ 16,655,536	\$ 134,183,892
Sales at Point in Time	47,696	42,291	143,215	78,367	311,569
Total	<u>\$ 74,787,398</u>	<u>\$ 16,643,258</u>	<u>\$ 26,330,902</u>	<u>\$ 16,733,903</u>	<u>\$ 134,495,461</u>

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Resident Services Revenue (Continued)

	2017				Total
	Asbury Methodist Village	Asbury Solomons, Inc.	Bethany Village	Springhill	
Service Lines:					
Skilled Nursing Facility	\$ 33,040,868	\$ 6,297,465	\$ 9,548,155	\$ 8,890,483	\$ 57,776,971
Assisted Living	12,198,999	1,889,470	7,579,703	1,765,266	23,433,438
Independent Living	28,078,991	8,359,540	8,781,337	5,449,596	50,669,464
Retail Sales	52,155	44,169	141,412	76,987	314,723
Total	<u>\$ 73,371,013</u>	<u>\$ 16,590,644</u>	<u>\$ 26,050,607</u>	<u>\$ 16,182,332</u>	<u>\$ 132,194,596</u>
Method of Reimbursement:					
Fee for Services	\$ 73,318,858	\$ 16,546,475	\$ 25,909,195	\$ 16,105,345	\$ 131,879,873
Retail Sales	52,155	44,169	141,412	76,987	314,723
Total	<u>\$ 73,371,013</u>	<u>\$ 16,590,644</u>	<u>\$ 26,050,607</u>	<u>\$ 16,182,332</u>	<u>\$ 132,194,596</u>
Timing of Revenue and Recognition:					
Health Care Services					
Transferred Over Time	\$ 73,318,858	\$ 16,546,475	\$ 25,909,195	\$ 16,105,345	\$ 131,879,873
Sales at Point in Time	52,155	44,169	141,412	76,987	314,723
Total	<u>\$ 73,371,013</u>	<u>\$ 16,590,644</u>	<u>\$ 26,050,607</u>	<u>\$ 16,182,332</u>	<u>\$ 132,194,596</u>

Contract Costs

The Company has applied the practical expedient provided by FASB 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 Company otherwise would have recognized is one year or less in duration.

Charity Care

Asbury Atlantic's policy is to track those expenses for residents in its facilities who cannot pay for all or a portion of their care and to define these expenses as charity care. Because Asbury Atlantic does not pursue collection of amounts determined to qualify as charity care, they are not reflected as revenue in the accompanying financial statements. Benevolent and charity care provided to residents for the years ended December 31, 2018 and 2017 was \$2,281,371 and \$2,584,704, respectively.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Occupancy Percentages

During the years ended December 31, 2018 and 2017, the occupancy percentages and the percentages of Skilled Nursing Center (SNF) residents covered under the Medicaid program, Medicare program, and private pay and other were as follows:

	2018				2017			
	Bethany Village	Springhill	Asbury Methodist Village	Asbury Solomons, Inc.	Bethany Village	Springhill	Asbury Methodist Village	Asbury Solomons, Inc.
Total Skilled Nursing Center Occupancy	95%	94%	91%	84%	96%	93%	94%	94%
Medicaid	30%	30%	43%	40%	30%	29%	42%	28%
Medicare	21%	7%	21%	15%	19%	10%	19%	11%
Private Pay and Other	49%	63%	36%	45%	51%	61%	39%	61%

Contributions

Unconditional promises to give cash and other assets to Asbury Atlantic are reported at fair value at the date the promise is received. Conditional promises to give and indications of intentions to give are reported at fair value at the date the gift is received. The gifts are reported restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is fulfilled, these net assets with donor restrictions are reclassified as net assets without donor restrictions and reported in the statements of operations and changes in net deficit as net assets released from restrictions. Donor-restricted contributions whose restrictions are met within the same year as received are reported as unrestricted contributions in the accompanying statements of operations and changes in net deficit. Net assets with donor restrictions that are permanent in nature represent donor-restricted endowments to be held in perpetuity.

Net Assets and Endowment Funds

Net assets, revenues, gains, and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

Net Assets Without Donor Restrictions – Include net assets available for use in general operations and not subject to donor (or certain grantor) restrictions. At times, the governing board can designate, from net assets without donor restrictions, net assets for a board-designated endowment or other purposes.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Net Assets and Endowment Funds (Continued)

Net Assets With Donor Restrictions – Include net assets subject to donor-imposed restrictions. Some donor-imposed 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 donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity. The Company has adopted an enacted version of the Uniform Prudent Management of Institutional Funds Act, which requires enhanced disclosures for all endowment funds. Donor-imposed restrictions are released when a restriction expires, that is, when the stipulated time has elapsed, when the stipulated purpose for which the resource has been fulfilled, or both.

Net assets with donor restrictions that are temporary in nature consist of assets held on behalf of Asbury Atlantic, Inc. by AFOUND. They are primarily available to purchase equipment, provide charity care and for other health and educational services.

Net assets with donor restrictions that are perpetual in nature are amounts held by AFOUND for the benefit of Asbury Atlantic, Inc. These net assets are held by AFOUND's unrestricted investment portfolio with the objectives of providing long-term growth of capital and maximizing the return on assets over the long term while diversifying investments within asset classes to reduce the impact of losses in single investments. The income from which is unrestricted and has been expended to support benevolent care. The Company has adopted an enacted version of the *Uniform Prudent Management of Institutional Funds Act*, which requires enhanced disclosures for all endowment funds.

Income from Operations

The accompanying combined statements of operations and changes in net deficit include income from operations, which is the Asbury Atlantic's performance indicator. Changes in unrestricted net deficit, which are excluded from income from operations, consistent with industry practice, include unrealized gains and losses on fixed income securities and other investments, net assets released from restriction used for purchase of capital items, and permanent transfers of assets to and from ACOMM for other than goods and services.

Tax Status

Asbury Atlantic members are each exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code (IRC); accordingly no provision for income taxes is required as there are no unrelated trades or businesses.

ACOMM has implemented processes to ensure compliance with the Internal Revenue Service's intermediate sanctions provisions for all its supported organizations, including Asbury Atlantic. This includes an independent review by the compensation committee of the board of all compensation arrangements with disqualified persons and outside compensation consultants to provide independent third-party review and advisement, and the implementation of a detailed conflict-of-interest policy and annual disclosure process for all disqualified persons. The compensation committee also hires outside counsel to advise the Company on compliance.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Tax Status (Continued)

The tax benefit from an uncertain tax position must be recognized only if it is more likely than not that the tax position will be sustained upon examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution. The Company's reassessment of its tax positions did not have a material impact on the Company's results of operations or financial position.

The Company's income tax return is subject to review and examination by federal, state, and local authorities. The Company is not aware of any activities that would jeopardize its tax-exempt status.

Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable.

The Company primarily applies the market approach for recurring fair value measurements and endeavors to utilize the best available information. Accordingly, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. The Company is able to classify fair value balances based on the observability of those inputs.

The Company's assessment of the significance of a particular input to the fair value measurements requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Also, the time between inception and performance of the contract may affect the fair value. The determination of fair value may, therefore, affect the timing of recognition of revenues and net income.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value Measurements (Continued)

Fair value measurement applies to reported balances that are required or permitted to be measured at fair value under an existing accounting standard. The Company emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability and establishes a fair value hierarchy. The fair value hierarchy consists of three levels of inputs that may be used to measure fair value as follows:

Level 1 – Inputs that utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access.

Level 2 – Inputs that include quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument. Fair values for these instruments are estimated using pricing models, quoted prices of securities with similar characteristics, or discounted cash flows.

Level 3 – Inputs that are unobservable inputs for the asset or liability, which are typically based on an entity's own assumptions, as there is little, if any, related market activity.

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis in accordance with accounting principles generally accepted in the United States of America. These adjustments to fair value usually result from the application of the lower-of-cost-or-market accounting or write down of individual assets. The Company has determined that there would be no impact to the accompanying combined financial statements as a result of the application of this standard. Nonfinancial assets measured at fair value on a nonrecurring basis would include nonfinancial assets and nonfinancial liabilities measured at fair value in the second step of a goodwill impairment test, other real estate owned, and other intangible assets measured at fair value for impairment assessment.

The Company also adopted the policy of valuing certain financial instruments at fair value. This accounting policy allows entities the irrevocable option to elect fair value for the initial and subsequent measurement for certain financial assets and liabilities on an instrument-by-instrument basis. The Company has not elected to measure any existing financial instruments at fair value, however it may elect to measure newly acquired financial instruments at fair value in the future.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Reclassification

Certain prior year amounts have been reclassified to conform to the current year presentation.

New Accounting Pronouncements — ASU 2016-14

During the year ended December 31, 2018, the Company adopted a provision of Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) 2016-14, *Presentation of Financial Statements for Not-For-Profit Entities*. This new accounting standard results in a reduction of three classes of net assets (unrestricted, temporarily restricted, and permanently restricted) to two (net assets with donor restrictions and net assets without donor restrictions) and changes various disclosures within the financial statements. The adoption of this accounting standard did not have an impact on the Company's financial position or changes in its net deficit.

New Accounting Pronouncements — ASU 2014-09

During the year ended December 31, 2018, the Company adopted ASU 2014-09, *Revenue from Contracts with Customers*. The guidance requires the Company to recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The guidance also requires expanded disclosures relating to the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. Additionally, qualitative and quantitative disclosures are required regarding customer contracts, significant judgments and changes in judgments, and assets recognized from the costs to obtain or fulfill a contract. The adoption of this accounting standard did not have an impact on the Company's financial position or changes in its net deficit.

New Accounting Pronouncements — ASU 2016-01

During the year ended December 31, 2018, the Company adopted a provision of Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) 2016-01, *Financial Instruments*. This new accounting standard requires unrealized gains and losses resulting from the change in fair value of investments in equity securities to be included within the Company's performance indicator on the statements of operations and statement of changes in net assets without donor restrictions. The adoption of this accounting standard did not have an impact on the Company's financial position or changes in its net deficit.

New Accounting Pronouncements — ASU 2016-02

FASB issued ASU 2016-02 in February of 2016 pertaining to recording of leases. While the standard will not be effective for the Company until the year ending December 31, 2019, the standard can be adopted as early as the year ending December 31, 2016. Early adoption has not been exercised. Implementation of the new standard can result in changes to the reporting and disclosure of leases. Management is in the process of evaluating the impact on the Company.

**ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Subsequent Events

In preparing these combined financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through April 16, 2019, the date the combined financial statements were issued.

NOTE 2 LIQUIDITY AND AVAILABILITY

As of December 31, 2018 and 2017, the Organization has a working capital of \$45,590,964 and \$34,157,268. Days cash on hand was 176 as of December 31, 2018.

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of the balance sheet date, comprise the following:

	2018	2017
Cash and Cash Equivalents	\$ 1,936,479	\$ 3,089,240
Investments	36,717,171	27,985,901
Accounts Receivable, Net	6,487,034	5,680,083
Other Receivables and Prepaid Expenses	14,893,696	8,581,414
Investments Held Under Bond Indenture	10,778,528	12,211,306
Total Financial Assets	\$ 70,812,908	\$ 57,547,944

The Company has certain investments, including the current portion of investments held under bond indenture, which are available for general expenditure within one year in the normal course of operations. Accordingly, these assets have been included in the qualitative information above. The Company has other assets limited to use for board-restricted purposes, statutory liquid reserves, and noncurrent portion of investments held under bond indenture. These assets limited to use, which are more fully described in Note 5 are not available for general expenditure within the next year and are not reflected in the amounts above. However, the board-designated amounts could be made available, if necessary.

NOTE 3 REGULATORY ENVIRONMENT

Medicare and Medicaid

Laws and regulations governing the Medicare and Medicaid programs are complex and subject to interpretation. As a result, there is at least a reasonable possibility that recorded estimates will change by a material amount in the near term. Asbury Atlantic believes that it is in compliance with all applicable laws and regulations and is not aware of any pending or threatened investigations involving allegation of potential wrongdoing. While no such regulatory inquires have been made, compliance with such laws and regulations can be subject to future government review and interpretation, as well as significant regulatory action including fines, penalties, and exclusion from the Medicare and Medicaid programs.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 3 REGULATORY ENVIRONMENT (CONTINUED)

Medicare and Medicaid (Continued)

Medicare Reimbursement

The Balanced Budget Act of 1997 modified how payment is made for Medicare SNF services. SNFs are reimbursed on the basis of a prospective payment system (PPS). The PPS payment rates are adjusted for case mix and geographic variation in wages and cover all costs of furnishing covered SNF services (routine, ancillary, and capital-related costs). Annual cost reports are required to be submitted to the designated Medicare Administrative Contractor; however, they do not contain a cost settlement.

Nursing facilities licensed for participation in the Medicare and Medical Assistance programs are subject to annual licensure renewal. If it is determined that a nursing facility is not in substantial compliance with the requirements of participation, Centers for Medicare and Medicaid Services (CMS) may impose sanctions and penalties during the period of noncompliance. Such a payment ban would have a negative impact on the revenues of the licensed nursing facility.

Maryland Medicaid Reimbursement

Under the Maryland Medical Assistance Program (Maryland Medicaid), a facility's resident care day rate is comprised of four cost centers: (1) administrative and routine (i.e. administration, training, laundry, housekeeping), (2) other patient care (i.e. pharmacy, food, social services, recreation), (3) capital (i.e. real estate tax and fair rental value), and (4) nursing services (all direct care).

Maryland Medicaid calculates annual regional prices on a state fiscal year basis for administrative and routine costs as well as other patient care costs. Facility-specific capital rates are set based on real estate taxes and fair rental value. These rates generally remain constant throughout the year. Since the acuity of residents in a facility fluctuates, Maryland Medicaid adjusts the nursing service rates quarterly. This allows flexibility to keep up with ongoing direct services costs. Each quarter, Maryland Medicaid uses case mix to drive rate changes. If a facility's case mix increases at a higher rate than the statewide average, their nursing services rate increases. Information regarding acuity of residents in each facility is captured through the Minimum Data Set 3.0 assessment.

Pennsylvania Medicaid Reimbursement

The Commonwealth of Pennsylvania pays nursing facilities a prospective daily rate for Medical Assistance residents. The daily rate is set annually based on data in the three most recently filed cost reports. The rate consists of three net operating components (resident care, other resident-related, and administrative) and one capital component. The net operating components are based upon the facilities' actual net operating costs per day and limited by peer group ceilings. Resident-care operating costs are adjusted to reflect the acuity level of the facility's residents through a case mix index. The case mix index is measured quarterly and the annual rate is adjusted for any changes on a quarterly basis.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 3 REGULATORY ENVIRONMENT (CONTINUED)

Medicare and Medicaid (Continued)

Pennsylvania Medicaid Reimbursement (Continued)

The Commonwealth of Pennsylvania updates payment rates to nursing homes on July 1 of each year. The rates are scheduled to be updated each quarter for the most recent case-mix index for a home's Pennsylvania Medicaid residents and rebased annually on July 1 of each year. The Company has utilized actual rates in the preparation of the combined financial statements.

The capital component is based upon the facilities' fair rental value. The daily rate paid to the nursing facility is considered payment in full with no end-of-year settlements.

Other

ACOMM and affiliates participate in a system wide Voluntary Compliance Program instituted by ACOMM. This program is based on the elements of an effective program identified by the Office of Inspector General of the Department of Health and Human Services. The program includes a dedicated compliance officer, board oversight, written policies and procedures, a code of conduct, continuous education, periodic auditing, and an associate hotline.

Settlements with third-party payors for retroactive adjustments due to audits, reviews, or investigations are considered variable consideration and are included in the determination of the estimated transaction price for providing patient care. These settlements are estimated based on the terms of the payment agreement with the payor, correspondence from the payor and the Company's historical settlement activity, including an assessment to ensure that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the retroactive adjustment is subsequently resolved. Estimated settlement are adjusted in future periods as adjustments become known (that is, new information becomes available), or as years are settled or are no longer subject to such audits, reviews, and investigations. Adjustments arising from a change in an implicit price concession impacting transaction price, were not significant in 2018 or 2017.

Generally, residents who are covered by third-party payors are responsible for related deductibles and coinsurance, which vary in amount. The Company estimates the transaction price for residents with deductibles and coinsurance based on historical experience and current market conditions. The initial estimate of the transaction price is determined by reducing the standard charge by any contractual adjustments, discounts, and implicit price concessions. Subsequent charges to the estimate of the transaction price are generally recorded as adjustments to resident services revenue in the period of the change. Additional revenue recognized due to changes in its estimates of implicit price concessions, discounts, and contractual adjustments were not considered material for the years ended December 31, 2018 and 2017. Subsequent changes that are determined to be the result of an adverse change in the resident's ability to pay are recorded as bad debt expense.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 3 REGULATORY ENVIRONMENT (CONTINUED)

Pennsylvania Department of Insurance Reserve Requirements

On a calendar year basis, BV is required by the Continuing Care Provider Registrations and Disclosure Act of 1984 to maintain a working capital reserve equivalent to the greater of the total of debt-service payments due during the next 12 months on account of any loans or 10% of the projected annual operating expenses, exclusive of depreciation and bad debt, computed only on the proportional share of financing or operating expenses that is applicable to residents of BV under continuing-care agreements. The projected annual debt-service requirements for BV for the years ended December 31, 2018 and 2017 exceeded 10% of BV's projected operating expenses (as defined) equal to \$2,297,991 and \$2,284,468 as of December 31, 2018 and 2017, respectively. The minimum liquid reserve is as follows at December 31:

	<u>2018</u>	<u>2017</u>
Projected Annual Debt-Service Payments	\$ 6,668,194	\$ 6,669,444
Percentage of Continuing-Care Clients	70%	69%
Minimum Liquid Reserve Requirement	<u>\$ 4,667,736</u>	<u>\$ 4,601,916</u>

SH must adhere to the same reserve requirements. At SH projected annual debt service requirements exceeded 10% of its projected annual operating expenses equal to \$1,495,219 and \$1,475,492 as of December 31, 2018 and 2017, respectively. SH's minimum liquid reserve is as follows as of December 31:

	<u>2018</u>	<u>2017</u>
Projected Annual Debt-Service Payments	\$ 1,808,665	\$ 1,808,915
Percentage of Continuing-Care Clients	57%	58%
Minimum Liquid Reserve Requirement	<u>\$ 1,030,939</u>	<u>\$ 1,049,170</u>

Pennsylvania statute also requires that all 10% deposits made by future residents of units under construction be held in escrow. These funds are held in cash and cash equivalents.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 3 REGULATORY ENVIRONMENT (CONTINUED)

State of Maryland Statutory Reserves

The state of Maryland requires Asbury Atlantic to set aside reserves equal to 15% of its net operating expenses (as defined) for the most recent fiscal year. The total amount reserved for AMV is as follows as of December 31:

	<u>2018</u>	<u>2017</u>
Maryland Department of Aging Reserves:		
Operating Expenses	\$ 85,450,488	\$ 83,603,334
Less: Depreciation and Amortization Expense	(14,003,501)	(13,959,297)
Interest Expense	<u>(6,951,557)</u>	<u>(7,342,078)</u>
Net Operating Expenses	<u>\$ 64,495,430</u>	<u>\$ 62,301,959</u>
 Total Operating Reserve (15% of Net Operating Expenses)	 <u>\$ 9,674,315</u>	 <u>\$ 9,345,294</u>
 Required Reserves for the Year Ended December 31 (100% of Total Operating Reserve)	 <u>\$ 9,674,315</u>	 <u>\$ 9,345,294</u>
 Cash and Marketable Securities Available for Operating Reserve	 <u>\$ 11,609,177</u>	 <u>\$ 10,591,333</u>

The total amount reserved for AS is as follows as of December 31:

	<u>2018</u>	<u>2017</u>
Maryland Department of Aging Reserves:		
Operating Expenses	\$ 19,851,113	\$ 19,598,528
Less: Depreciation and Amortization Expense	(2,987,165)	(2,917,086)
Interest Expense	<u>(2,037,993)</u>	<u>(2,249,376)</u>
Net Operating Expenses	<u>\$ 14,825,955</u>	<u>\$ 14,432,066</u>
 Total Operating Reserve (15% of Net Operating Expenses)	 <u>\$ 2,223,893</u>	 <u>\$ 2,164,810</u>
 Required Reserves for the Year Ended December 31 (100% of Total Operating Reserve)	 <u>\$ 2,223,893</u>	 <u>\$ 2,164,810</u>
 Cash and Marketable Securities Available for Operating Reserve	 <u>\$ 2,668,672</u>	 <u>\$ 2,453,451</u>

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
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NOTE 4 CONCENTRATION OF CREDIT RISK

Asbury Atlantic grants credit without collateral to its residents, some of whom are insured under third-party payor agreements. The mix of receivables from patients and third-party payors is as follows as of December 31:

	<u>2018</u>	<u>2017</u>
Private Pay	55 %	56 %
Medicaid	15	15
Medicare	17	17
Other (Primarily Managed Care and Insurance)	13	12
Total	<u>100%</u>	<u>100%</u>

NOTE 5 INVESTMENTS

Asbury Atlantic's proportional share of the ACOMM investment portfolios, including assets whose use is limited and investments restricted by the board at fair value consisted of the following as of December 31:

	<u>2018</u>	<u>2017</u>
Investments:		
Cash and Short-Term Investments	\$ 447,652	\$ 1,371,954
Fixed-Income Securities and Mutual Funds	18,543,191	13,150,015
Equity Securities and Equity Mutual Funds	17,726,328	13,463,932
Investment in Land	134,192	134,192
Total Investments	<u>\$ 36,851,363</u>	<u>\$ 28,120,093</u>
Investments Restricted by Donors:		
Cash and Short-Term Investments	\$ 202,265	\$ 490,070
Fixed-Income Securities and Mutual Funds	2,559,270	4,664,098
Equity Securities and Equity Mutual Funds	7,235,594	5,867,142
Real Estate Mutual Funds	167,877	169,215
Total Investments Restricted by Donors	<u>\$ 10,165,006</u>	<u>\$ 11,190,525</u>
Investments Held under Bond Indenture:		
Cash and Short-Term Investments	<u>\$ 29,621,756</u>	<u>\$ 30,488,189</u>
Statutory Reserves:		
Cash and Short-Term Investments	<u>\$ 19,976,524</u>	<u>\$ 18,695,870</u>
Investments Restricted by Board:		
Cash and Short-Term Investments	\$ 51,499	\$ 214,617
Fixed-Income Securities and Mutual Funds	2,133,282	2,057,080
Equity Securities and Equity Mutual Funds	2,039,307	2,106,188
Total Investments Restricted by Board	<u>\$ 4,224,088</u>	<u>\$ 4,377,885</u>

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 5 INVESTMENTS (CONTINUED)

Investments held under bond indenture are maintained for the following purposes as of December 31:

	<u>2018</u>	<u>2017</u>
Debt Service Fund	\$ 10,972,698	\$ 12,254,637
Debt Service Reserve Fund	18,649,058	18,233,552
Total	<u>29,621,756</u>	<u>30,488,189</u>
Less: Current Portion	<u>(10,778,528)</u>	<u>(12,211,306)</u>
Long-Term Portion of Bond Indenture	<u>\$ 18,843,228</u>	<u>\$ 18,276,883</u>

The total return on investments, along with investments held under bond indenture, statutory reserves, and investments restricted by, including the change in the market value of derivative instruments, generated net board investment income and earnings for the years ended December 31, 2018 and 2017 as follows:

	<u>2018</u>	<u>2017</u>
Included Within Asbury Atlantic's Performance Indicator:		
Interest and Dividend Income, Net	\$ 4,247,876	\$ 2,006,013
Net Realized Gain (Loss) on Investments	(826,480)	8,910,799
Net Unrealized Gain on Change in		
Net Unrealized Loss on Equity Security Investments	(4,817,098)	(3,315,827)
Market Value of Derivative Instruments	11,052,203	1,234,194
Total	<u>9,656,501</u>	<u>8,835,179</u>
Included in Other Changes in Net Deficit:		
Other Unrealized Loss on Fixed Income		
Securities and Other Investments	(278,411)	(291,040)
Total	<u>\$ 9,378,090</u>	<u>\$ 8,544,139</u>

Interest and dividend income is presented net of capitalized interest income related to construction projects.

ACOMM engages professionals to manage its investment portfolio within guidelines of ACOMM's board-approved investment policy. Management periodically reviews its investment portfolio and evaluates whether declines in the fair value of securities should be considered other than temporary. Factored into this evaluation are the general market conditions, the issuer's financial condition and near term prospects, conditions in the issuer's industry, the recommendation of advisors, and the length of time and extent to which the market value has been less than cost. During the years ended December 31, 2018 and 2017, Asbury Atlantic did not identify any other than temporary declines in the fair value of investments.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
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NOTE 6 BENEFICIAL INTEREST IN NET ASSETS OF FOUNDATIONS

AFOUND was established to solicit, receive, hold, invest, and reinvest donations and bequests, which are made primarily for the benefit of AMV, AS, IV, SH, BV, CCNC (until the sale), and HCBS. Asbury Atlantic records an interest in the net assets of AFOUND resulting from contributions without donor restrictions and contributions with donor restrictions that are solicited and held by the foundation to be used for the benefit of Asbury Atlantic. Asbury Atlantic's beneficial interest in the net assets of AFOUND was \$26,915,051 and \$23,257,606 as of December 31, 2018 and 2017, respectively. The balance sheet of AFOUND consisted of the following at December 31:

	2018	2017
ASSETS		
CURRENT ASSETS		
Cash and Cash Equivalents	\$ 67,630	\$ 114,190
Investments	2,010	2,273
Pledges Receivable, Net	628,174	512,131
Prepaid Expenses and Other Assets	1,049	451
Total Current Assets	698,863	629,045
Property and Equipment, Net	22,325	33,060
Investments Restricted by Donor	21,360,393	20,452,072
Pledge Receivable, Net	2,016,132	1,910,718
Due from ACOMM, Net	5,309,890	3,222,725
Funds Held in Trust	1,807,828	1,917,115
Total Assets	\$ 31,215,431	\$ 28,164,735
LIABILITIES AND NET ASSETS		
LIABILITIES		
Accounts Payable and Accrued Expenses	\$ 148	\$ 1,140
Obligations under Charitable Gift Annuities	3,576,943	3,624,662
Total Liabilities	3,577,091	3,625,802
NET ASSETS		
Without Donor Restrictions	150,000	150,000
With Donor Restrictions	27,488,340	24,388,933
Total Net Assets	27,638,340	24,538,933
Total Liabilities and Net Assets	\$ 31,215,431	\$ 28,164,735

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 6 BENEFICIAL INTEREST IN NET ASSETS OF FOUNDATIONS (CONTINUED)

AFOUND's investments, stated at fair value, consist primarily of cash, bonds or bond mutual funds and equity securities or equity mutual funds. Assets held under charitable gift annuities consist of funds contributed to trusts managed by AFOUND, with the stipulation that specified distributions, primarily based on the income generated by the invested funds, be distributed to a life beneficiary specified by the donor. The obligations under charitable gift annuities are based on the net present value of future payments to the beneficiary based on the discount rate that estimates the remaining life of the benefactor. Upon the death of the life beneficiary, the existing funds will be available for use by AMV, AS, IV, SH, BV, and HCBS.

NOTE 7 OBLIGATION UNDER CHARITABLE GIFT ANNUITIES

BV is the beneficiary of various charitable gift annuities created by donors, the assets for which BV is the trustee. BV has legally enforceable rights on claims to such assets after the donor's or current beneficiary's death. The present value of these obligations, based on the donor's or current beneficiary's life expectancy, is recorded as a permanently restricted net asset.

Obligations related to charitable gift annuities issued by BV are recorded at the present value of the future interest payments based on the donor's life expectancy. Amounts donated in excess of the liability are recorded as donations with restrictions in the combined statements of operations and changes in net deficit. The present value of the liability is calculated using the five-year United States Treasury Bond rate. This rate was 2.51% and 2.20% at December 31, 2018 and 2017, respectively. Changes in the present value of the accompanying obligation are shown as changes in values of charitable gift annuities in the combined statements of operations and changes in net deficit.

NOTE 8 PROPERTY AND EQUIPMENT

The following is a summary of property and equipment at December 31:

	<u>2018</u>	<u>2017</u>
Land and Improvements	\$ 43,201,839	\$ 42,737,049
Buildings and Improvements	494,299,200	498,664,751
Furniture and Equipment	46,570,520	53,517,839
Construction in Progress	<u>1,323,625</u>	<u>260,783</u>
Total	585,395,184	595,180,422
Less: Accumulated Depreciation	<u>(304,838,987)</u>	<u>(309,388,389)</u>
Property and Equipment, Net	<u><u>\$ 280,556,197</u></u>	<u><u>\$ 285,792,033</u></u>

Depreciation expense on property and equipment was \$23,812,071 and \$23,405,268 for the years ended December 31, 2018 and 2017, respectively.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 8 PROPERTY AND EQUIPMENT (CONTINUED)

Interest is capitalized for assets that require a period of time to be constructed or to prepare them for their intended use. For the years ended December 31, 2018 and 2017, the amount of interest expense capitalized was \$-0- and \$94,473, respectively.

NOTE 9 RELATED PARTY TRANSACTIONS

Due to/from ACOMM

ACOMM and its affiliates use treasury and payroll functions to make the process of receiving and disbursing cash more efficient. In order to allocate the appropriate amounts between the affiliates, ACOMM utilizes intercompany accounts to move funds between the facilities. During the year, these intercompany accounts will fluctuate in order to reflect changes in cash flow, outstanding checks, or other cash movements between affiliates. However, in addition to the daily fluctuations, the intercompany accounts will also reflect the cumulative effect of the following types of transactions:

- Accrued Paid Time Off (PTO) – By utilizing the payroll function, all salaries and withholdings are processed through ACOMM. ACOMM also calculates, tracks, and accrues the amounts due to employees relating to available PTO for each payroll period. This accrual does not affect the cash of the affiliates until the balance is actually paid out to the employees and is not cleared out of the intercompany accounts until paid. The intercompany account then will retain an amount equal to the accumulated value of unused PTO for each affiliate.
- Deferred Management Fees – From time to time, management fees may be deferred by ACOMM to its affiliates in order to meet bond covenant requirements. These fees can be recouped by ACOMM in subsequent periods when financial performance warrants reducing or eliminating the deferral. The cumulative effect of these deferrals will be included in the affiliate intercompany account. The Management Services Agreement between ACOMM and its affiliates contains language that requires ACOMM to defer its management fee if certain financial covenants are not met at each of the affiliates. For 2018 and 2017, no management fees were deferred in order to maintain bond covenant compliance.

Longer term advances from one affiliate to another are subject to repayment terms agreed to by governing boards of both affiliates. These advances are accounted for in the intercompany accounts.

AFOUND has intercompany receivables on their books from the affiliates. Periodically, cash gifts are received directly by an affiliate. To the extent that the gift is restricted for some future use, it may be recorded on the books of the related foundation. Until the cash is transferred to a foundation investment account, it will be reflected as a due from affiliate.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 9 RELATED PARTY TRANSACTIONS (CONTINUED)

Due to/from ACOMM (Continued)

- Cumulative Cash Flow – Some facilities will have accumulated negative cash flow, as any cash needs supplemented by ACOMM will also be included in the intercompany account. Cumulative positive cash flow levels will periodically be transferred to more permanent investment vehicles of the respective affiliate's books.
- Cash Management – Entities supported by ACOMM share a common cash management function. Operating cash of the group is swept daily to accommodate investment of excess cash flow. Operating cash payments, including borrowings and payments of intercompany loans and balances, are made through the same sweep account. At any time, depending upon the timing of receipts, disbursements and other investment activity, members of the group may temporarily overdraw their share of the common operating cash. The balance of cash and cash equivalents includes Asbury Atlantic's share of the common operating cash and amounts held in their individual checking and savings accounts, money market accounts, and short-term certificates of deposit with original maturities of 90 days or less. Cash balances are principally uninsured and subject to normal credit risk.

ACOMM is the conduit for all intercompany transactions; accordingly, due to and due from accounts from the affiliate point of view will always be either due to or due from ACOMM. All intercompany accounts bear interest at short-term interest rates and are uncollateralized.

Prior Equity Contributions – In 1994 and 1996, AMV made equity contributions, totaling \$3,451,578, to AS for the construction of the AS facility, which was completed in 2002. In 1997, AS voluntarily agreed to return the equity contributions when certain financial benchmarks were reached. Specifically, by action of the AS board, it was agreed that AS would return the funds at such time as achieved a Cash and Investments to Debt Ratio of 45%, matching the CCAC median for accredited continuing care retirement communities. Accordingly, these amounts are not recorded as Due to ACOMM in the financial statements because it was not a loan, and unless and until such time as the Cash and Investments to Debt Ratio reach 45%, AS will not return this equity contribution to AMV.

AMV and AS have combined as an obligated group for purposes of debt issuance and related obligations. Accordingly, AMV and AS, as an obligated group, are jointly and severally obliged to meet all debt service requirements for the Obligated Group.

Management Fees

Asbury Atlantic received administrative services from ACOMM under a management agreement at a cost of \$13,430,151 and \$12,304,166 in 2018 and 2017, respectively. Included in the administrative services is an information technology fee. Management and information technology fees are allocated to all affiliates based upon a pro rata share of revenues. The payment of management fees to ACOMM is subordinate to all obligations of Asbury Atlantic under all of Asbury Atlantic's secured loan agreements.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
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NOTE 10 LONG-TERM DEBT

Long-term debt consisted of the following:

	Interest Rate	Maturity Dates	2018	2017
Series 2018A MD Bonds	Fixed Rate Revenue Bonds	2023 - 2036	\$ 82,565,000	\$ -
Series 2018B MD Bonds	Fixed Rate Revenue Bonds	2022 - 2027	13,555,000	-
Series 2014A MD Bonds	Fixed (5.0%)	2020 - 2021	-	14,650,000
Series 2012 PA Bonds	Fixed Rate Revenue Bonds	2013 - 2036	49,170,000	49,700,000
Series 2010 PA Bonds	Fixed Rate Revenue Bonds	2012 - 2045	66,360,000	67,675,000
Series 2009B MD Bonds	Fixed Rate Revenue Bonds	2011 - 2023	19,450,000	23,055,000
Series 2006A MD Bonds	Fixed Rate Revenue Bonds	2023 - 2036	-	82,780,000
Subtotal			<u>231,100,000</u>	<u>237,860,000</u>
Unamortized Bond Premium/Discount on Bonds, Net			9,363,942	1,720,804
Unamortized Bond Financing Costs			(3,763,303)	(3,658,376)
Current Portion			<u>(5,735,000)</u>	<u>(5,730,123)</u>
Total Bonds Payable			230,965,639	230,192,305
Note Payable			776,917	1,271,322
Loan Payable			5,666,667	-
Current Portion Note Payable and Loan Payable			<u>(2,513,119)</u>	<u>(494,405)</u>
Total Note Payable			<u>3,930,465</u>	<u>776,917</u>
Total Long-Term Debt			<u>\$ 234,896,104</u>	<u>\$ 230,969,222</u>

Series 2018 Maryland (MD) Bonds

On October 1, 2018, the Asbury Maryland Obligated Group entered into a loan agreement with the City of Gaithersburg pursuant to which the City of Gaithersburg sold the Series 2018A and Series 2018B Bonds. From the proceeds, the Obligated Group borrowed \$96,120,000 of Economic Development Project and Refunding Revenue Bonds Series 2018 (the Series 2018 Bonds), which was comprised of \$82,565,000 of Series 2018A Bonds and \$13,555,000 of Series 2018B Bonds. The Series 2018A Bonds bear interest at fixed rates between 4% and 5% and maturities range from January 1, 2023 to January 1, 2036. The Series 2018B Bonds bear interest at a fixed rate of 5.0% and mature on January 1, 2027.

The proceeds of the Series 2018 Bonds were utilized to refund all of the Series 2006A Maryland Bonds and the Series 2014A Maryland Bonds, to pay \$7,500,000 of the costs of improving and renovating the facilities at the Asbury Methodist Village location, to fund the debt service reserve fund, and to pay certain expenses incurred in connection with the issuance of the Series 2018 Bonds.

Series 2014A Maryland (MD) Bonds

On April 9, 2014 the Asbury Maryland Obligated Group entered into a loan agreement with the City of Gaithersburg. Under this agreement, the City of Gaithersburg issued \$15,290,000 of Economic Development Refunding Revenue Bonds (Asbury Maryland Obligated Group), Series 2014 (referred to as the Series 2014 MD Bonds). The Series 2014 MD Bonds are comprised of 1) \$1,515,000 of 5.0% fixed rate long term bonds with a yield of 4.25% over the life of the issuance and 2) \$13,775,000 of 5.0% fixed rate long term bonds with a yield of 4.25% over the life of the issuance.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 10 LONG-TERM DEBT (CONTINUED)

Series 2014A Maryland (MD) Bonds (Continued)

The proceeds of the Series 2014 Bonds, which were sold at a premium, were utilized to fully refund \$16,000,000 of the Series 2009A MD Bonds on April 9, 2014.

The respective bond agreements require certain funds to be established and maintained by the bond trustee.

On October 1, 2018, the Series 2014 Bonds were refunded from the proceeds of the Series 2018 Bonds.

Series 2012 Pennsylvania (PA) Bonds

On October 1, 2012, Asbury Pennsylvania Obligated Group entered into a loan agreement with Cumberland County Municipal Authority pursuant to which the Cumberland County Municipal Authority sold the Series 2012 bonds. From the proceeds, the Company borrowed \$51,640,000 of Refunding Revenue Bonds (Asbury Pennsylvania Obligated Group), Series 2012, referred to as the Series 2012 PA Bonds). The Series 2012 PA Bonds are comprised of (1) \$945,000 of Serial Bonds bearing interest at fixed rates of 2.4% and 2.6% with the same yield over the life of the issuance, (2) \$995,000 of 3.0% term bonds with a fixed rate of 3.0% and a yield of 3.225%, (3) \$2,935,000 of 5.0% term bonds with a fixed rate of 5.0% and a yield of 4.32%, (4) \$3,845,000 of 5.25% term bonds with a fixed rate of 5.25% and a yield of 4.7%, (5) \$10,065,000 of 5.25% term bonds with a fixed rate of 5.25% and a yield of 4.85%, and (6) \$32,855,000 of 5.25% term bonds with a fixed rate of 5.25% and a yield of 5.1%.

The proceeds of the Series 2012 Bonds were used to refund the PA 2006 bonds, to fund a deposit to the Combined Debt Service Reserve Fund on the PA Bonds and to pay a portion of the costs of issuance of the Series 2012 PA Bonds.

As required by the bond agreements, the Company established various reserve funds from the proceeds of the bonds. The respective bond agreements require certain other funds to be established and maintained by the bond trustee.

Series 2010 Pennsylvania (PA) Bonds

On November 10, 2010, the Asbury Pennsylvania Obligated Group entered into a loan agreement with Cumberland County Municipal Authority pursuant to which the Cumberland County Municipal Authority sold the Series 2010 bonds. From the proceeds, the Company borrowed \$74,630,000 of Municipal Refunding Revenue Bonds (Asbury Pennsylvania Obligated Group), Series 2010 (referred to as the Series 2010 Bonds). The Series 2010 Bonds are comprised of (1) \$14,180,000 of Serial Bonds bearing interest at fixed rates between 3.0% and 5.4% with a yield ranging between 3.1% and 5.55% over the life of the issuance, (2) \$14,160,000 of 6% term bonds at a fixed rate of 6% and with a yield of 6.05%, (3) \$14,025,000 of 6% term bonds at a fixed rate of 6% and with a yield of 6.17%, and (4) \$32,265,000 of 6.125% term bonds at a fixed rate of 6.125% and with a yield of 6.25%. BV and SH have allocated the liability for payment on the bonds in an amount equal to the proportion of the bonds used to refund debt at each respective facility.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 10 LONG-TERM DEBT (CONTINUED)

Series 2010 Pennsylvania (PA) Bonds (Continued)

The proceeds of the Series 2010 Bonds were utilized to refund a portion of the Series 2006 PA Bonds and all of the Series 2008 PA Bonds, to fund the debt service reserve fund to required levels and to pay a portion of the costs of issuance of the Series 2010 Bonds.

As required by the bond agreements, the Asbury Pennsylvania Obligated Group established various reserve funds from the proceeds of the bonds. The respective bond agreements require certain other funds to be established and maintained by the bond trustee.

Series 2009B Maryland (MD) Bonds

On December 16, 2009, the Asbury Maryland Obligated Group entered into a loan agreement with the City of Gaithersburg, Maryland Economic Development Authority pursuant to which the City of Gaithersburg, Maryland Economic Development Authority sold the Series 2009B bonds. From the proceeds, the Asbury Maryland Obligated Group borrowed \$43,820,000 of Economic Development Refunding Revenue Bonds (Asbury Maryland Obligated Group), Series 2009B (referred to as the Series 2009B Bonds). The Series 2009B Bonds are comprised of (1) \$28,175,000 of Serial Bonds bearing interest at fixed rates between 5.0% and 5.65% with a yield ranging between 3.5% and 5.75% over the life of the issuance and (2) \$15,645,000 of 6% term bonds at a fixed rate of 6% and with a yield of 6.1%. AMV and AS have allocated the liability for payment on the bonds in an amount equal to the proportion of the bonds used to refund debt at each respective facility.

The proceeds of the Series 2009B Bonds were utilized to refund the Series 2006B and 2006C Bonds, to fund the debt service reserve fund to required levels and to pay a portion of the costs of issuance of the Series 2009B Bonds.

For financial statement purposes, AMV and AS have allocated the liability for payment of principal and interest on the bonds in an amount equal to the proportion of the bonds used to refund debt at each respective facility.

As required by the bond agreements, the Asbury Maryland Obligated Group established various reserve funds from the proceeds of the bonds. The respective bond agreements require certain other funds to be established and maintained by the bond trustee.

Series 2006 Maryland (MD) Bonds

On November 1, 2006, the Asbury Maryland Obligated Group entered into a loan agreement with the City of Gaithersburg, Maryland Economic Development Authority pursuant to which the City of Gaithersburg, Maryland Economic Development Authority sold the Series 2006 bonds. From the proceeds, the Obligated Group borrowed \$130,565,000 of Economic Development Refunding Revenue Bonds (Asbury Maryland Obligated Group), Series 2006 (referred to as the Series 2006 Bonds), which was comprised of \$82,780,000 of Series 2006A Bonds, \$17,880,000 of Series 2006B Bonds, and \$29,905,000 of Series 2006C Bonds.

On December 16, 2009, the Series 2006B and Series 2006C Bonds outstanding were refunded from the proceeds of the Series 2009B Bonds.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 10 LONG-TERM DEBT (CONTINUED)

Series 2006 Maryland (MD) Bonds (Continued)

The Series 2006A Bonds bear interest at a fixed rate of 5.125% with a yield ranging between 4.670% and 4.770% and mature with varying annual amounts through year 2036. AMV and AS have allocated the liability for payment on the bonds in an amount equal to the proportion of the bonds used to refund debt at each respective facility. On October 1, 2018, the Series 2006A Bonds were refunded from the proceeds of the Series 2018 Bonds.

Deferred Financing Costs

Deferred financing costs represent expenses (e.g. underwriting, legal, consulting, and other costs) incurred in connection with issuance of debt and are deferred and amortized over the life of the related indebtedness on a straight-line basis, which approximates the effective-interest method. The amortization of deferred financing costs is included in interest expense and totaled \$248,001 and \$250,856 for the years ended December 31, 2018 and 2017, respectively.

Bond Premium and Discount

Bond premiums and discounts are comprised of the difference between the price at which a bond was sold and its fair value. Bond premiums and discounts are amortized on a straight-line basis into interest expense over the life of the bonds. The amortization expense on bond premiums and discounts included in interest expense was (\$304,418) and (\$182,643) for the years ended December 31, 2018 and 2017, respectively.

Liens and Covenants

Collateral for the debt includes the trustee-held funds, a first mortgage lien on the Asbury Maryland Obligated Group and the Pennsylvania Obligated Group's real estate, as well as a security interest in the Asbury Maryland Obligated Group and the Pennsylvania Obligated Group's assets, accounts receivable, general intangibles, chattel paper, and certain other items.

The Asbury Maryland Obligated Group and the Pennsylvania Obligated Group are subject to various covenants under the bond agreements. These covenants include various reporting, financial, and operational requirements. As of December 31, 2018, management is not aware of any noncompliance with these covenants.

Note Payable

On January 16, 2015, Asbury Atlantic purchased approximately 29 acres of land adjacent to Bethany Village in Mechanicsburg, Pennsylvania for a total purchase price of \$3,464,880. Of the total purchase price, \$2,429,990 was seller financed with a promissory note for five years at a fixed interest rate of 3.75%.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
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NOTE 10 LONG-TERM DEBT (CONTINUED)

Loan Payable

In conjunction with termination of the Series 2006 Forward Contract and AS Interest Rate swap as disclosed in Note 11, Asbury Maryland Obligated Group also entered into two separate term loans, a \$7,500,000 term loan and a \$6,000,000 term loan. As of December 31, 2018, the \$7,500,000 term loan has been paid off in full, and there is \$5,666,667 outstanding on the other term loan.

Debt Maturities

A schedule of minimum maturities of long-term debt for the next five years and thereafter is as follows:

<u>Year Ending December 31,</u>	<u>Amount</u>
2019	\$ 8,248,119
2020	8,308,798
2021	8,811,667
2022	10,850,000
2023	12,320,000
Thereafter	<u>189,005,000</u>
Total	<u><u>\$ 237,543,584</u></u>

NOTE 11 DERIVATIVE INSTRUMENTS

Previously, the Company's affiliates entered into various swap and forward-rate purchase agreements with certain investment companies, which reduce their exposure to volatility of interest rates on debt. Under these agreements, beginning on the effective date, the Company's affiliates pay a fixed rate of interest, as noted in the following table, while the investment company pays the affiliate based on a floating rate as derived from a tax-exempt bond rate index or a percentage of London Interbank Offered Rate (LIBOR). The floating rate resets every seven days. The difference between the fixed and floating rates is accrued and recorded in interest expense in the accompanying combined statements of operations and changes in net deficit. The notional amounts decline over time to hedge the interest rate exposure for the Company. These agreements are with investment companies that have investment grade credit ratings from Standard & Poor's and Moody's. These agreements have provisions that if the investment company falls below certain investment grade ratings, the investment company is required to either obtain a replacement investment company or post collateral equal to or more than the value of the derivative instrument.

Asbury Atlantic entered into a Forward Contract concurrent with the issuance of the Series 2006 bonds. Under this agreement, Asbury Atlantic pays a fixed rate of interest of 5.128% and receives payments based on a floating rate based upon 68% of LIBOR. Payments on this forward contract agreement began on January 1, 2013. AS entered into an interest rate basis swap in August 2001. AS pays a fixed rate of interest based on a floating rate derived from the Securities Industry and Financial Markets Association Municipal Swap Index and receives payments based on a floating rate based upon 73.5% of LIBOR. The swap agreements were terminated on June 28, 2018.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 11 DERIVATIVE INSTRUMENTS (CONTINUED)

Interest rate swap payments under the Series 2006 Forward Contract and \$1,123,238 and \$2,729,335 of payments were made during 2018 and 2017, respectively. Interest rate swap receipts under the Interest Rate Swap were received in the amounts \$-0- and \$1,970 during 2018 and 2017, respectively. All differences between the fixed and floating rates were accrued and recorded in interest expense or interest income. All of the material terms of the swaps remain unchanged from the original swap agreements.

The following is a schedule outlining the terms and fair market values of the derivative instruments on December 31, 2018:

	Interest Rate Swap	Series 2006 Forward Contract	Total
Notional Amount - December 31, 2018	\$ -	\$ -	
Trade Date	8/13/2001	12/8/2006	
Effective Date	8/23/2001	1/1/2013	
Termination Date	6/28/2018	6/28/2018	
Fixed Rate	0.9194%	5.128%	
Fair Value - December 31, 2016	\$ (221,744)	\$(25,604,173)	\$(25,825,917)
Unrealized Gain (Loss)	131,965	1,102,229	1,234,194
Fair Value - December 31, 2017	(89,779)	(24,501,944)	(24,591,723)
Unrealized Gain	74,119	10,978,084	11,052,203
Termination Due To Redemption	15,660	13,523,860	13,539,520
Fair Value - December 31, 2018	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

Asbury Atlantic has included the fair market value of derivative instruments as a liability of \$-0- and \$24,591,723 in the accompanying combined balance sheets as of December 31, 2018 and 2017, respectively. Net unrealized gains on derivative instruments were \$11,052,203 and \$1,234,194 in 2018 and 2017, respectively.

NOTE 12 NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions were \$34,477,548 and \$30,857,837 as of December 31, 2018 and 2017, respectively. Included in net assets with donor restrictions are investments to be held in perpetuity totaling \$29,198,674 and \$27,501,262 as of December 31, 2018 and 2017, respectively. Investment income earned from the net assets with donor restrictions is available for operations of the supported organizations including funding of benevolent and charity care.

**ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

NOTE 12 NET ASSETS WITH DONOR RESTRICTIONS (CONTINUED)

Substantially all investments are held by AFOUND. The investment policies, objectives, and strategies are consistent with those used in the management of unrestricted investments and disclosed in Note 1 of these financial statements.

A summary of the permanently restricted net assets is as follows:

	<u>2018</u>	<u>2017</u>
Endowment Fund - Beginning of Year	\$ 27,501,262	\$ 26,584,616
Change in Beneficial Interest in Net Assets of Asbury Foundation, Inc.	1,735,141	957,362
Changes in Value of Obligations under Charitable Gift Annuities	<u>(37,729)</u>	<u>(40,716)</u>
Endowment Fund - End of Year	<u>\$ 29,198,674</u>	<u>\$ 27,501,262</u>

NOTE 13 RETIREMENT PLAN

ACOMM and affiliates sponsor a defined contribution plan (the Plan) under IRC Section 401(k). All full-time employees of ACOMM and affiliates are eligible to participate in the Plan. Employees may elect to defer up to \$18,500 of base salary, subject to certain limitations. The employer's basic contribution is 3% of compensation for each eligible employee. ACOMM will also match the employee's contribution up to 2% of the employee's base salary. The employer's contribution expense for the years ended December 31, 2018 and 2017 was \$1,852,654 and \$1,788,424, respectively.

NOTE 14 COMMITMENTS AND CONTINGENCIES

General and Professional Liability Insurance

ACOMM and its affiliates have a general and professional liability insurance policy (GL/PL), which is claims-made based. The GL/PL coverage has a limit of \$1,000,000 per occurrence and a \$3,000,000 annual aggregate. ACOMM and its affiliates also have excess coverage in effect with a limit of \$10,000,000 per claim and a \$30,000,000 annual aggregate. This policy has been renewed through December 31, 2019. Any losses for general and professional liability not currently covered by insurance in force are not expected to be material to the financial statements.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 14 COMMITMENTS AND CONTINGENCIES (CONTINUED)

Caring Communities, a Reciprocal Risk Retention Group

In 2009, ACOMM and its affiliates began participating in an insurance risk retention group, Caring Communities, a reciprocal Risk Retention Group (CCrRRG) licensed by the District of Columbia for purposes of obtaining the following insurance coverage: (1) primary general and professional liability, (2) excess general and professional liability, and (3) excess auto liability. CCrRRG provides insurance coverage to its members, which are nonprofit, predominantly faith based, senior housing, and healthcare providers. These members include continuing care retirement communities, affordable housing providers, and other organizations that offer a mix of product and services, including independent living, assisted living and skilled nursing. In December 2018, CCrRRG was affirmed as a rating of "A (Excellent)" for its financial strength with a stable outlook by A.M. Best Co., one of the leading rating agencies.

ACOMM executed a subscription agreement and made capital contributions in exchange for an interest in a CCrRRG Charter Capital Account. Through December 31, 2018, ACOMM's capital contributions were \$560,508 which represents 3.38% of CCrRRG's total Charter Capital. The percentage of the total Charter Capital may be affected by the future addition of members to CCrRRG.

Workers' Compensation Insurance

The Company and its affiliates, excluding BV, which is covered under a separate church group Workers' Compensation Trust, entered into a fully insured arrangement for workers' compensation coverage beginning March 1, 2018 and has been renewed through February 28, 2020. Prior to March 1, 2018, the Company and its affiliates, excluding BV, have entered into a self-funding arrangement for workers' compensation coverage beginning February 1, 2013. The Plan is administered by an insurance carrier and backed by a standby letter of credit from the Company's financial institution. The Company is responsible for funding employer liability losses, including allocated loss adjustment expenses, to a maximum of \$250,000 per incident and \$2,525,000 in the aggregate per policy year. Third-party stop-loss insurance coverage is in place for losses that exceed these amounts. As of December 31, 2018 and 2017, a reserve amount has been recorded related to this Plan as calculated by an external actuary. The actuary based this reserve amount on historical claims and an estimate of incurred but not reported claims, including allocated claim adjustment expenses. The total workers' compensation expense, included in Employee Benefits, includes incurred claims and a reserve. Costs are allocated to the Company and each affiliate based on an average of reported claims considering the allocation of the direct and shared risk pool.

**ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

NOTE 14 COMMITMENTS AND CONTINGENCIES (CONTINUED)

Health Insurance

ACOMM and affiliates maintain a self-funding arrangement for health insurance coverage. ACOMM and affiliates have stop-loss coverage up to \$200,000 per participant and an annual aggregate of approximately 100% of expected claims with a maximum reimbursement of \$2,000,000. The annual aggregate coverage amount fluctuates based on the number of participants and is calculated based on historical claims information.

Legal Actions and Claims

The Company is party to various legal actions and claims arising in the ordinary course of its business. The Company's management believes that their ultimate disposition will not have material adverse effect on the Company's financial position or results of operations.

Lease Commitments

Asbury Atlantic has leases for vehicles and office equipment, which expire in 2024. Generally, the vehicle and equipment leases carry renewal provisions and require Asbury Atlantic to pay maintenance costs. Total lease expense for the years ended December 31, 2018 and 2017 was \$1,241,700 and \$1,193,707, respectively. The future rental commitments for noncancelable operating leases are as follows:

<u>Year Ending December 31.</u>	<u>Amount</u>
2019	\$ 732,536
2020	620,130
2021	378,738
2022	153,315
2023	100,147
Thereafter	20,286
Total	<u>\$ 2,005,152</u>

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 15 FUNCTIONAL EXPENSES

Asbury Atlantic provides continuing and long-term care for the aging. Expenses related to providing these services were as follows as of December 31:

	2018		Total
	Program Services	Supporting Services	
	Continuing Care Services	Management and General	
Salaries and Wages	\$ 49,395,863	\$ -	\$ 49,395,863
Employee Benefits	11,252,035	-	11,252,035
Contract Labor	10,260,586	-	10,260,586
Food Purchases	5,874,781	-	5,874,781
Medical Supplies and Other			
Resident Costs	5,282,320	-	5,282,320
General and Administrative	-	3,182,267	3,182,267
Building and Maintenance	12,997,444	-	12,997,444
Professional Fees and Insurance	1,257,792	-	1,257,792
Interest	-	13,963,393	13,963,393
Taxes	-	3,503,351	3,503,351
Provision for Bad Debts	1,155,784	-	1,155,784
Depreciation and Amortization	-	23,951,188	23,951,188
Management and Other Fees	-	13,090,429	13,090,429
Total Functional Expenses	<u>\$ 97,476,605</u>	<u>\$ 57,690,628</u>	<u>\$ 155,167,233</u>
	2017		Total
	Program Services	Supporting Services	
	Continuing Care Services	Management and General	
Salaries and Wages	\$ 49,861,297	\$ -	\$ 49,861,297
Employee Benefits	12,428,846	-	12,428,846
Contract Labor	9,741,366	-	9,741,366
Food Purchases	5,957,410	-	5,957,410
Medical Supplies and Other			
Resident Costs	4,792,848	-	4,792,848
General and Administrative	-	2,898,534	2,898,534
Building and Maintenance	12,847,004	-	12,847,004
Professional Fees and Insurance	1,237,058	-	1,237,058
Interest	-	15,784,813	15,784,813
Taxes	-	3,447,771	3,447,771
Provision for Bad Debts	855,453	-	855,453
Depreciation and Amortization	-	23,718,046	23,718,046
Management and Other Fees	-	11,847,995	11,847,995
Total Functional Expenses	<u>\$ 97,721,282</u>	<u>\$ 57,697,159</u>	<u>\$ 155,418,441</u>

Included in management and general expenses are depreciation and amortization, interest, taxes, management fees, technology fees, and other general and administrative expenses.

ASBURY ATLANTIC, INC.
NOTES TO COMBINED FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017

NOTE 16 FAIR VALUE OF FINANCIAL INSTRUMENTS

The determination of the fair values incorporates various factors required under fair value accounting. These factors include not only the credit standing of the counterparties involved and the impact of credit enhancements (such as cash deposits, letters of credit and priority interests), but also the impact of the Company's nonperformance risk on its liabilities.

The fair value of investments is determined by third-party service providers utilizing various methods dependent upon the specific type of investment. When quoted prices are available in the active market, securities are classified within Level 1 of the valuation hierarchy. Assets utilizing Level 1 inputs include equity securities and mutual funds and fixed-income securities and mutual funds.

Liabilities utilizing Level 2 inputs are derivatives. A quoted price can be obtained from a number of dealer counterparties and other independent market sources based on observable interest rates and yield curves for the full term of the asset or liability, thus derivative instruments are classified within Level 2 of the valuation hierarchy.

The following tables set forth by level within the fair value hierarchy Asbury Atlantic's financial assets and liabilities that were accounted for at fair value on a recurring basis as of December 31:

Recurring Fair Value Measures	At Fair Value as of December 31, 2018			
	Level 1	Level 2	Level 3	Total
Assets				
Cash and Short-Term Investments	\$ 50,299,696	\$ -	\$ -	\$ 50,299,696
Fixed Income Securities and Mutual Funds	23,235,743	-	-	23,235,743
Equity Securities and Mutual Funds	27,001,229	-	-	27,001,229
Real Estate Mutual Funds	167,877	-	-	167,877
Liabilities				
Derivative Instruments	-	-	-	-
Recurring Fair Value Measures	At Fair Value as of December 31, 2017			
	Level 1	Level 2	Level 3	Total
Assets				
Cash and Short-Term Investments	\$ 51,260,700	\$ -	\$ -	\$ 51,260,700
Fixed Income Securities and Mutual Funds	19,871,193	-	-	19,871,193
Equity Securities and Mutual Funds	21,437,262	-	-	21,437,262
Real Estate Mutual Funds	169,215	-	-	169,215
Liabilities				
Derivative Instruments	-	(24,591,723)	-	(24,591,723)

ASBURY ATLANTIC, INC.
COMBINING BALANCE SHEET
DECEMBER 31, 2018
(SEE INDEPENDENT AUDITORS' REPORT)

ASSETS	Asbury Methodist Village	Asbury Solomons	Bethany Village	Springhill	Combining Entries	Asbury Atlantic, Inc.
CURRENT ASSETS						
Cash and Cash Equivalents	\$ 146,721	\$ 343,786	\$ 748,816	\$ 697,156	\$ -	\$ 1,936,479
Investments	30,661,971	612,186	4,529,503	913,511	-	36,717,171
Accounts Receivable, Net	4,095,251	583,597	1,074,698	733,488	-	6,487,034
Other Receivables and Prepaid Expenses	11,770,378	2,146,675	764,139	212,504	-	14,893,696
Investments Held under Bond Indenture	2,831,384	2,742,964	4,095,741	1,108,439	-	10,778,528
Total Current Assets	<u>49,505,705</u>	<u>6,429,208</u>	<u>11,212,897</u>	<u>3,665,098</u>	<u>-</u>	<u>70,812,908</u>
Due from ACOMM, Net	46,384,340	937,123	4,887,173	-	(4,287,862)	47,920,774
Property and Equipment, Net	139,443,704	42,396,062	80,565,339	18,151,092	-	280,556,197
Investments Restricted by Donors	-	-	10,165,006	-	-	10,165,006
Long-Term Investments	-	-	134,192	-	-	134,192
Deposits and Other Assets	879,818	-	113,608	5,783	-	999,209
Investments Held under Bond Indenture	7,838,707	2,040,689	7,113,203	1,850,629	-	18,843,228
Statutory Reserves	11,609,177	2,668,672	4,667,736	1,030,939	-	19,976,524
Investments Restricted by Board	1,420,314	212,922	2,590,852	-	-	4,224,088
Beneficial Interest in Net Assets of Foundation	16,263,473	2,213,934	6,705,221	1,732,423	-	26,915,051
Total Assets	<u>\$ 273,345,238</u>	<u>\$ 56,898,610</u>	<u>\$ 128,155,227</u>	<u>\$ 26,435,964</u>	<u>\$ (4,287,862)</u>	<u>\$ 480,547,177</u>

ASBURY ATLANTIC, INC.
COMBINING BALANCE SHEET (CONTINUED)
DECEMBER 31, 2018
(SEE INDEPENDENT AUDITORS' REPORT)

LIABILITIES AND NET DEFICIT	Asbury Methodist Village	Asbury Solomons	Bethany Village	Springhill	Combining Entries	Asbury Atlantic, Inc.
CURRENT LIABILITIES						
Accounts Payable and Accrued Expenses	\$ 1,572,616	\$ 134,996	\$ 155,004	\$ 144,546	\$ -	\$ 2,007,162
Accrued Compensation and Related Items	597,224	194,754	-	96,349	-	888,327
Accrued Interest Payable	1,278,464	490,884	2,573,627	700,552	-	5,043,527
Obligations under Charitable Gift Annuities	-	-	92,134	-	-	92,134
Deposits from Prospective Residents	2,199,714	346,730	747,453	150,071	-	3,443,968
Entrance Fees - Refundable	3,789,608	672,588	326,400	-	-	4,788,596
Deferred Revenue	485,245	46,525	73,652	104,690	-	710,112
Current Portion of Long-Term Debt	3,114,711	2,690,289	2,035,233	407,886	-	8,248,119
Total Current Liabilities	<u>13,037,582</u>	<u>4,576,766</u>	<u>6,003,503</u>	<u>1,604,094</u>	-	<u>25,221,945</u>
Due to ACOMM, Net	-	-	-	4,287,862	(4,287,862)	-
Long-Term Debt, Less Current Portion	98,781,417	24,422,734	87,731,670	23,960,283	-	234,896,104
Projected Refund of Standard Entrance Fees	2,315,310	1,200,631	1,069,855	478,921	-	5,064,717
Contingent Refundable Entrance Fee Liability	117,439,153	24,950,597	17,342,827	19,451,950	-	179,184,527
Entrance Fees - Deferred Revenue	86,322,534	32,434,139	38,107,978	7,167,603	-	164,032,254
Obligations under Charitable Gift Annuities	-	-	258,944	-	-	258,944
Total Liabilities	<u>317,895,996</u>	<u>87,584,867</u>	<u>150,514,777</u>	<u>56,950,713</u>	<u>(4,287,862)</u>	<u>608,658,491</u>
NET ASSETS (DEFICIT)						
Without Donor Restrictions	(60,814,231)	(32,900,190)	(36,627,270)	(32,247,171)	-	(162,588,862)
With Donor Restrictions	16,263,473	2,213,933	14,267,720	1,732,422	-	34,477,548
Total Net Deficit	<u>(44,550,758)</u>	<u>(30,686,257)</u>	<u>(22,359,550)</u>	<u>(30,514,749)</u>	-	<u>(128,111,314)</u>
Total Liabilities and Net Deficit	<u>\$ 273,345,238</u>	<u>\$ 56,898,610</u>	<u>\$ 128,155,227</u>	<u>\$ 26,435,964</u>	<u>\$ (4,287,862)</u>	<u>\$ 480,547,177</u>

ASBURY ATLANTIC, INC.
COMBINING STATEMENT OF OPERATIONS AND CHANGES IN NET DEFICIT WITHOUT DONOR RESTRICTIONS
YEAR ENDED DECEMBER 31, 2018
(SEE INDEPENDENT AUDITORS' REPORT)

	Asbury Methodist Village	Asbury Solomons	Bethany Village	Springhill	Combining Entries	Asbury Atlantic, Inc.
REVENUES, GAINS, AND OTHER SUPPORT						
Net Resident Service Revenue	\$ 74,787,398	\$ 16,643,258	\$ 26,330,902	\$ 16,733,903	\$ -	\$ 134,495,461
Other Operating Revenue	1,294,148	114,290	588,189	115,658	-	2,112,285
Amortization of Entrance Fees	11,325,756	4,057,752	5,491,724	1,283,027	-	22,158,259
Interest and Dividend Income, Net	2,946,601	408,941	787,068	105,266	-	4,247,876
Net Realized Gain on Investments	(517,005)	(39,153)	(244,003)	(26,319)	-	(826,480)
Net Unrealized Loss Equity Security on Investments	(2,669,054)	(206,279)	(1,806,337)	(135,428)	-	(4,817,098)
Allocations from Asbury Foundation, Inc.	1,111,033	111,687	(17,715)	27,049	-	1,232,054
Total Revenues, Gains, and Other Support	88,278,877	21,090,496	31,129,828	18,103,156	-	158,602,357
EXPENSES						
Salaries	28,295,988	5,352,088	9,156,646	6,591,141	-	49,395,863
Employee Benefits	5,847,635	1,138,893	2,539,502	1,726,005	-	11,252,035
Contract Labor	5,723,979	1,519,865	1,847,454	1,169,288	-	10,260,586
Food Purchases	3,458,872	816,963	874,212	724,734	-	5,874,781
Medical Supplies and Other Resident Costs	3,079,767	559,492	1,114,285	528,776	-	5,282,320
General and Administrative	1,899,724	526,094	403,333	353,116	-	3,182,267
Building and Maintenance	6,765,681	1,869,644	3,134,185	1,227,934	-	12,997,444
Professional Fees and Insurance	663,107	167,087	273,244	154,354	-	1,257,792
Interest	5,595,924	1,658,540	5,257,323	1,451,606	-	13,963,393
Taxes	1,782,698	767,579	824,314	128,760	-	3,503,351
Provision for Bad Debts	941,390	129,409	19,531	65,454	-	1,155,784
Depreciation and Amortization	14,407,752	2,893,143	4,835,360	1,814,933	-	23,951,188
Management and Other Fees	7,631,394	1,621,765	2,321,917	1,515,353	-	13,090,429
Total Expenses	86,093,911	19,020,562	32,601,306	17,451,454	-	155,167,233
INCOME (LOSS) FROM OPERATIONS PRIOR TO NET UNREALIZED GAIN ON CHANGE IN MARKET VALUE OF DERIVATIVE INSTRUMENTS, LOSS ON RETIREMENT OF DEBT, AND GAIN (LOSS) ON DISPOSAL OF ASSETS						
	2,184,966	2,069,934	(1,471,478)	651,702	-	3,435,124

ASBURY ATLANTIC, INC.
COMBINING STATEMENT OF OPERATIONS AND CHANGES IN NET DEFICIT WITHOUT DONOR RESTRICTIONS (CONTINUED)
YEAR ENDED DECEMBER 31, 2018
(SEE INDEPENDENT AUDITORS' REPORT)

	Asbury Methodist Village	Asbury Solomons	Bethany Village	Springhill	Combining Entries	Asbury Atlantic, Inc.
NET ASSETS (DEFICIT) WITHOUT DONOR RESTRICTIONS						
Income (Loss) from Operations Prior to Net Unrealized						
Gain on Change in Market Value of Derivative						
Instruments, Loss on Retirement of Debt and						
Gain (Loss) on Disposal of Assets	\$ 2,184,966	\$ 2,069,934	\$ (1,471,478)	\$ 651,702	\$ -	\$ 3,435,124
Net Unrealized Gain on Change in						
Market Value of Derivative Instruments	8,654,948	2,397,255	-	-	-	11,052,203
Loss on Retirement of Debt	(187,895)	(442,749)	-	-	-	(630,644)
Gain (Loss) on Disposal of Assets	(128,070)	150,660	(129,672)	-	-	(107,082)
INCOME (LOSS) FROM OPERATIONS	10,523,949	4,175,100	(1,601,150)	651,702	-	13,749,601
Transfers to ACOMM	-	-	(588,000)	-	-	(588,000)
Net Unrealized Loss on Fixed Income Securities						
and Other Investments	(123,065)	(10,745)	(135,429)	(9,172)	-	(278,411)
Net Assets Released from Restrictions	-	-	-	-	-	-
Used for Purchase of Capital Items	79,823	40,100	73,391	124,482	-	317,796
NET DECREASE IN NET DEFICIT WITHOUT DONOR RESTRICTIONS	\$ 10,480,707	\$ 4,204,455	\$ (2,251,188)	\$ 767,012	\$ -	\$ 13,200,986

ASBURY ATLANTIC, INC.
COMBINING STATEMENT OF CASH FLOWS
YEAR ENDED DECEMBER 31, 2018
(SEE INDEPENDENT AUDITORS' REPORT)

	Asbury Methodist Village	Asbury Solomons	Bethany Village	Springhill	Asbury Atlantic, Inc.
CASH FLOWS FROM OPERATING ACTIVITIES					
Changes in Net Deficit	\$ 12,392,624	\$ 4,182,831	\$ (1,203,538)	\$ 1,448,779	\$ 16,820,696
Adjustments to Reconcile Changes in Net Deficit to Net Cash Provided by Operating Activities:					
Provision for Bad Debts	941,390	129,409	19,531	65,454	1,155,784
Depreciation and Amortization of Deferred Marketing Costs	14,407,752	2,893,143	4,835,360	1,814,933	23,951,188
Amortization of Deferred Financing Costs	98,185	64,119	67,352	18,345	248,001
Amortization of Bond Premium/Discount	(276,899)	(25,806)	(530)	(1,183)	(304,418)
Amortization of Entrance Fees	(11,325,756)	(4,057,752)	(5,491,724)	(1,283,027)	(22,158,259)
Net Proceeds from Nonrefundable Entrance and Advance Fees	19,095,910	7,733,929	6,987,540	1,867,395	35,684,774
Net Unrealized Loss on Investments	2,792,119	217,024	1,941,766	144,600	5,095,509
(Gain) Loss on Disposal of Assets	128,070	(150,660)	129,672	-	107,082
Loss on Retirement of Debt	187,895	442,749	-	-	630,644
Net Unrealized Gain on Change in Market Value of Derivative Instruments	(8,654,948)	(2,397,255)	-	-	(11,052,203)
Changes in Beneficial Interest in Net Assets of Foundation	(1,911,917)	21,624	(1,085,380)	(681,768)	(3,657,441)
Changes in Value of Obligations under Charitable Gift Annuities	-	-	37,729	-	37,729
Changes in Assets and Liabilities:					
Accounts Receivable	(1,607,649)	(168,684)	(93,381)	(93,021)	(1,962,735)
Other Receivables and Prepaid Expenses	(1,959)	33,187	57,413	34,497	123,138
Deferred Entrance Fees	(6,355,436)	(173,343)	(164,400)	257,759	(6,435,420)
Other Assets	99,438	-	34,080	6,945	140,463
Deferred Revenue	(95,149)	(104,078)	35,525	(35,864)	(199,566)
Accounts Payable and Accrued Expenses	(518,770)	(241,580)	(43,719)	(139,044)	(943,113)
Accrued Interest Payable	(1,326,764)	(289,193)	(34,415)	(9,245)	(1,659,617)
Net Cash Provided by Operating Activities	<u>18,068,136</u>	<u>8,109,664</u>	<u>6,028,881</u>	<u>3,415,555</u>	<u>35,622,236</u>

ASBURY ATLANTIC, INC.
COMBINING STATEMENT OF CASH FLOWS (CONTINUED)
YEAR ENDED DECEMBER 31, 2018
(SEE INDEPENDENT AUDITORS' REPORT)

	Asbury Methodist Village	Asbury Solomons	Bethany Village	Springhill	Asbury Atlantic, Inc.
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchase of Property and Equipment, Net	\$ (13,572,170)	\$ (1,817,333)	\$ (2,051,173)	\$ (1,381,758)	\$ (18,822,434)
Sale (Purchase) of Investments, Net	(12,580,748)	(702,875)	241,194	(19,254)	(13,061,683)
Net Cash Used by Investing Activities	<u>(26,152,918)</u>	<u>(2,520,208)</u>	<u>(1,809,979)</u>	<u>(1,401,012)</u>	<u>(31,884,117)</u>
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from Entrance and Advance Refundable Fees and Refundable Deposits	14,039,400	1,517,900	324,000	1,681,520	17,562,820
Proceeds from Issuance of Debt	94,752,248	14,907,272	-	-	109,659,520
Premiums from Issuance of Debt	8,486,968	1,137,988	-	-	9,624,956
Refunds of Entrance and Advance Refundable Fees and Refundable Deposits	(12,307,455)	(5,315,783)	(1,482,062)	(2,609,082)	(21,714,382)
Payments on Debt	(10,848,009)	(2,445,966)	(1,949,499)	(389,907)	(15,633,381)
Redemption of Debt	(83,920,388)	(12,939,612)	-	-	(96,860,000)
Redemption of Derivative Instruments	(10,572,954)	(2,966,566)	-	-	(13,539,520)
Payments for Deferred Financing Costs	(1,237,786)	(177,064)	-	-	(1,414,850)
Payments on Obligations under Charitable Gift Annuities	-	-	(75,616)	-	(75,616)
Change in Due to ACOMM, Net	8,373,890	1,021,857	(1,196,274)	(699,900)	7,499,573
Net Cash Provided (Used) by Financing Activities	<u>6,765,914</u>	<u>(5,259,974)</u>	<u>(4,379,451)</u>	<u>(2,017,369)</u>	<u>(4,890,880)</u>
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(1,318,868)	329,482	(160,549)	(2,826)	(1,152,761)
Cash and Cash Equivalents - Beginning of Year	<u>1,465,589</u>	<u>14,304</u>	<u>909,365</u>	<u>699,982</u>	<u>3,089,240</u>
CASH AND CASH EQUIVALENTS - END OF YEAR	<u>\$ 146,721</u>	<u>\$ 343,786</u>	<u>\$ 748,816</u>	<u>\$ 697,156</u>	<u>\$ 1,936,479</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION					
Cash Paid for Interest	<u>\$ 7,101,402</u>	<u>\$ 1,909,420</u>	<u>\$ 5,224,916</u>	<u>\$ 1,443,689</u>	<u>\$ 15,679,427</u>



Investment advisory services are offered through CliftonLarsonAllen
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