

ANNUAL REPORT
CHECKLIST

for
FISCAL YEAR ENDED:

12/31/2012

RECEIVED
APR 29 2013

CONTINUING CARE
CONTRACTS BRANCH

PROVIDER: PILGRIM PLACE IN CLAREMONT

FACILITY(IES): SAME

CONTACT PERSON: BERNARD M. VALEK

TELEPHONE NO.: (909) 399-5505 EMAIL: bvalek@pilgrimplace.org

✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓

Your complete annual report must consist of 3 copies of all of the following:

- ✓ This cover sheet.
- ✓ Annual Provider Fee in the amount of: \$ 12,470.00
 - ✓ If applicable, late fee in the amount of: \$ _____
- ✓ Certification by the provider's chief *executive* officer that:
 - ✓ The reports are correct to the best of his/her knowledge.
 - ✓ Each continuing care contract form in use or offered to new residents has been approved by the Department.
 - ✓ The provider is maintaining the required *liquid reserve* and refund reserve, if applicable.
- ✓ Evidence of the provider's fidelity bond.
- ✓ The provider's audited financial statements, with an accompanying certified public accountant's opinion thereon.
- ✓ The provider's audited reserve reports (prepared on Department forms), with an accompanying certified public accountant's opinion thereon.
- ✓ The provider's "Continuing Care Retirement Community Disclosure Statement" for **each** community. (3 copies total)

The Key Indicators Report is required to be submitted within 30 days of the due date of the submission of the annual report. (3 copies total)



PILGRIM PLACE

625 Mayflower Road
Claremont, CA 91711

www.pilgrimplace.org

Tel: (909) 399-5500

Fax: (909) 399-5508

April 25, 2013



State of California
Department of Social Services
Community Care Licensing Division
Continuing Care Contracts Branch
744 P Street, M.S. 10-90
Sacramento, CA 95814

RE: Chief Executive Officer Certifications

To Whom It May Concern:

This letter shall serve as a certification of the following:

- The enclosed reports are correct to the best of my knowledge
- Each continuing care contract form in use or offered to new residents has been approved by the department
- We are maintaining the required liquid reserve as reflected on the enclosed reports

Please contact me if you should have any questions. Thank you.

Sincerely,

William R. Cunitz
Chief Executive Officer

Enclosures



CERTIFICATE OF LIABILITY INSURANCE

RECEIVED

PILGPLA-02

OKIST1

DATE (MM/DD/YYYY)

1/15/2013

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER License # 0564249 (WC) Heffernan Insurance Brokers 1350 Carlbach Avenue Walnut Creek, CA 94596	CONTACT NAME: PHONE (A/C, No, Ext): 1 (925) 934-8500		FAX (A/C, No): 1 (925) 934-8278
	E-MAIL ADDRESS:		
INSURER(S) AFFORDING COVERAGE			NAIC #
INSURER A : Philadelphia Indemnity Insurance Company			18058
INSURER B : Federal Insurance Company			20281
INSURER C :			
INSURER D :			
INSURER E :			
INSURER F :			

INSURED

Pilgrim Place in Claremont, Inc.
 625 Mayflower Road
 Claremont, CA 91711

COVERAGES **CERTIFICATE NUMBER:** **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
	GENERAL LIABILITY <input type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC						EACH OCCURRENCE \$ DAMAGE TO RENTED PREMISES (Ea occurrence) \$ MED EXP (Any one person) \$ PERSONAL & ADV INJURY \$ GENERAL AGGREGATE \$ PRODUCTS - COMP/OP AGG \$ \$
A	AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS			PHPK968191	1/15/2013	1/15/2014	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (PER ACCIDENT) \$ \$
	UMBRELLA LIAB <input type="checkbox"/> OCCUR EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED RETENTION \$						EACH OCCURRENCE \$ AGGREGATE \$ \$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY Y/N ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? <input type="checkbox"/> N/A (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below						WC STATU-TORY LIMITS OTH-ER E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$
A	Crime			PHPK968191	1/15/2013	1/15/2014	Employee Dishonesty 500,000
B	Directors & Officers			82064416	1/15/2013	1/15/2014	Policy Aggregate 1,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

CERTIFICATE HOLDER Cal-Mortgage Loan Insurance Division 400 R Street, Suite 470 Sacramento,, CA 95811	CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE 
---	---

FORM 7-1
REPORT ON CCRC MONTHLY SERVICE FEES

	<u>RESIDENTIAL LIVING</u>	<u>ASSISTED LIVING</u>	<u>SKILLED NURSING</u>
[1] Monthly Service Fees at beginning of reporting period: (indicate range, if applicable)	\$1,210 – \$2,960	\$2,780 – 4,175	\$6,023 - \$13,370
[2] Indicate percentage of increase in fees imposed during reporting period: (indicate range, if applicable)	3.0%	4.0%	3.0%

Check here if monthly service fees at this community were not increased during the reporting period. (If you checked the box, please skip down to the bottom of this form and specify the names of the provider and community.)

[3] Indicate the date the fee increase was implemented: January 1, 2012
 (If more than 1 increase was implemented, indicate the dates for each increase.)

[4] Check each of the appropriate boxes:

- Each fee increase is based on the provider's projected costs, prior year per capita costs, and economic indicators.
- All affected residents were given written notice of this increase at least 30 days prior to its implementation.
- At least 30 days prior to the increase in monthly service fees, the designated representative of the provider convened a meeting that all residents were invited to attend.
- At the meeting with residents, the provider discussed and explained the reason for the increase, the basis for determining the amount of the increase, and the data used for calculating the increase.
- The provider provided residents with at least 14 days advance notice of each meeting held to discuss the fee increases.
- The governing body of the provider, or the designated representative of the provider posted the notice of, and the agenda for, the meeting in a conspicuous place in the community at least 14 days prior to the meeting.

[5] On an attached page, provide a concise explanation for the increase in monthly service fees including the amount of the increase.

PROVIDER NAME PILGRIM PLACE IN CLAREMONT
COMMUNITY NAME: SAME AS ABOVE

5. Monthly service fees are increased based on projected increases in costs for the subsequent year. In 2012 the Percentage increases were 3.0% for IL, 4.0% for AL, and 3.0% for SNF.

**Continuing Care Retirement Community
Disclosure Statement
General Information**

Date Prepared: 4/10/13

FACILITY NAME: PILGRIM PLACE IN CLAREMONT
 ADDRESS: 625 Mayflower Road, Claremont, CA ZIP CODE: 91711 PHONE: 909 399-5500
 PROVIDER NAME: Same as Above FACILITY OPERATOR: Same as Above
 RELATED FACILITIES: N/A RELIGIOUS AFFILIATION: N/A
 YEAR OPENED: 1915 NO. OF ACRES: 32 MULTI-STORY: SINGLE STORY: BOTH: _x_
 MILES TO SHOPPING CTR: 1 MILES TO HOSPITAL: 2

NUMBER OF UNITS:	INDEPENDENT LIVING	HEALTH CARE
APARTMENTS - STUDIO	<u> </u>	ASSISTED LIVING <u>57</u>
APARTMENTS - 1 BDRM	<u>47</u>	SKILLED NURSING <u>62</u>
APARTMENTS - 2 BDRM	<u>101</u>	SPECIAL CARE <u> </u>
COTTAGES/HOUSES	<u>37</u>	DESCRIBE SPECIAL CARE: <u> </u>
% OCCUPANCY AT YEAR END	<u>97%</u>	

TYPE OF OWNERSHIP: NOT FOR PROFIT FOR PROFIT ACCREDITED: Y N BY:

FORM OF CONTRACT: LIFE CARE CONTINUING CARE FEE FOR SERVICE
 ASSIGN ASSETS EQUITY ENTRY FEE RENTAL

REFUND PROVISIONS (Check all that apply): 90% 75% 50% PRORATED TO 0% OTHER:

RANGE OF ENTRANCE FEES: \$88,000 TO \$330,000 LONG-TERM CARE INSURANCE REQUIRED? Y N

HEALTH CARE BENEFITS INCLUDED IN CONTRACT: Access to SNF with discount, clinic, emergency response

ENTRY REQUIREMENTS: MIN. AGE: 62 PRIOR PROFESSION: Professional w/ Religious/Charitable Non-Profit OTHER:

FACILITY SERVICES AND AMENITIES

COMMON AREA AMENITIES	SERVICES AVAILABLE		INCLUDED IN FEE	FOR EXTRA CHARGE
	AVAILABLE	FEE FOR SERVICE		
BEAUTY/BARBER SHOP	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	HOUSEKEEPING TIMES/MONTH	<u> </u>
BILLIARD ROOM	<input type="checkbox"/>	<input type="checkbox"/>	NUMBER OF MEALS/DAY	<u>1-3</u>
BOWLING GREEN	<input type="checkbox"/>	<input type="checkbox"/>	SPECIAL DIETS AVAILABLE	<u>x</u>
CARD ROOMS	<input type="checkbox"/>	<input type="checkbox"/>		
CHAPEL	<input type="checkbox"/>	<input type="checkbox"/>	24-HOUR EMERGENCY RESPONSE	<input checked="" type="checkbox"/>
COFFEE SHOP	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	ACTIVITIES PROGRAM	<input checked="" type="checkbox"/>
CRAFT ROOMS	<input checked="" type="checkbox"/>	<input type="checkbox"/>	ALL UTILITIES EXCEPT PHONE	<input type="checkbox"/>
EXERCISE ROOM	<input checked="" type="checkbox"/>	<input type="checkbox"/>	APARTMENT MAINTENANCE	<input type="checkbox"/>
GOLF COURSE ACCESS	<input type="checkbox"/>	<input type="checkbox"/>	CABLE TV	<input type="checkbox"/>
LIBRARY	<input checked="" type="checkbox"/>	<input type="checkbox"/>	LINENS FURNISHED	<input type="checkbox"/>
PUTTING GREEN	<input type="checkbox"/>	<input type="checkbox"/>	LINENS LAUNDERED	<input type="checkbox"/>
SHUFFLEBOARD	<input type="checkbox"/>	<input type="checkbox"/>	MEDICATION MANAGEMENT	<input type="checkbox"/>
SPA	<input checked="" type="checkbox"/>	<input type="checkbox"/>	NURSING/WELLNESS CLINIC	<input checked="" type="checkbox"/>
SWIMMING POOL-INDOOR	<input checked="" type="checkbox"/>	<input type="checkbox"/>	PERSONAL NURSING/HOME CARE	<input type="checkbox"/>
SWIMMING POOL-OUTDOOR	<input type="checkbox"/>	<input type="checkbox"/>	TRANSPORTATION-PERSONAL	<input type="checkbox"/>
TENNIS COURT	<input type="checkbox"/>	<input type="checkbox"/>	TRANSPORTATION-PREARRANGED	<input type="checkbox"/>
WORKSHOP	<input checked="" type="checkbox"/>	<input type="checkbox"/>	OTHER <u> </u>	<input type="checkbox"/>
OTHER <u> </u>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>

All providers are required by Health and Safety Code section 1789.1 to provide this report to prospective residents before executing a deposit agreement or continuing care contract, or receiving any payment. Many communities are part of multi-facility operations which may influence financial reporting. Consumers are encouraged to ask questions of the continuing care retirement community that they are considering and to seek advice from professional advisors.

PROVIDER NAME: PILGRIM PLACE IN CLAREMONT

CCRCs

LOCATION (City, State)
Claremont, CA

PHONE (with area code)
(909) 399-5500

PILGRIM PLACE IN CLAREMONT

MULTI-LEVEL RETIREMENT COMMUNITIES

NONE

FREE-STANDING SKILLED NURSING

NONE

SUBSIDIZED SENIOR HOUSING

NONE

* PLEASE INDICATE IF THE FACILITY IS LIFE CARE.

PROVIDER NAME:
FACILITY: PILGRIM PLACE IN CLAREMONT

	2009	2010	2011	2012
INCOME FROM ONGOING OPERATIONS:				
OPERATING INCOME	11,501,482	11,728,052	12,089,672	13,743,953
(EXCL AMORTIZATION OF ENTRANCE FEE INCOME)	11,501,482	11,728,052	12,089,672	13,743,953
LESS OPERATING EXPENSES	11,491,869	12,198,040	12,877,691	13,992,762
(EXCL DEPRECIATION, AMORTIZATION, & INTEREST)				
NET INCOME FROM OPERATIONS	9,613	(469,988)	(788,019)	(248,809)
LESS INTEREST EXPENSE	(512,845)	(1,175,330)	(1,444,267)	(1,581,372)
PLUS CONTRIBUTIONS	896,554	790,115	1,414,847	1,666,853
PLUS NON-OPERATING INCOME (EXPENSES)	436,358	721,019	184,717	548,752
(EXCLUDING EXTRAORDINARY ITEMS)				
NET INCOME (LOSS) BEFORE ENTRANCE FEES, DEPRECIATION AND AMORTIZATION	829,680	(134,184)	(632,722)	385,424
NET CASH FLOW FROM ENTRANCE FEES	899,246	2,193,434	3,079,530	2,816,702
(TOTAL DEPOSITS LESS REFUNDS)				

DESCRIPTION OF SECURED DEBT AS OF MOST RECENT FISCAL YEAR END

LENDER	OUTSTANDING BALANCE	INT RATE	DATE OF ORIGINATION	DATE OF MATURITY	AMORTIZATION PERIOD
State of California Insured Senior Living Bonds	\$25,993,774	6%	August, 2009	2039	30 years

FINANCIAL RATIOS:

	2012 CCAC 50%	2010	2011	2012
DEBT TO ASSET RATIO	0.422	0.42	0.42	0.40
OPERATING RATIO	98.5%	104%	110%	102%
DEBT SERVICE COVERAGE RATIO	1.91	26.09	2.07	2.32
DAYS CASH-ON-HAND RATIO	290	141	175	170

HISTORICAL MONTHLY SERVICE FEES

AVERAGE FEE AND PERCENT CHANGE

	6%		5%		3%		3%	
	2009	%	2010	%	2011	%	2012	
STUDIO								
ONE BEDROOM	1,075	2.51	1,102	2.99	1,135	3.08	1,170	
TWO BEDROOM	1,535	2.54	1,574	2.99	1,621	3.02	1,670	
COTTAGE/HOUSE								
ASSISTED LIVING	3,160	2.53	3,240	4.01	3,370	4.01	3,505	
SKILLED NURSING	7,135	3.99	7,420	3.01	7,643	3.00	7,872	
SPECIAL CARE								

COMMENTS FROM PROVIDER:

HISTORICAL MONTHLY FEE IS THE AVERAGE FEE CHARGED TO EXISTING RESIDENTS.

FINANCIAL RATIO FORMULAS

LONG-TERM DEBT TO TOTAL ASSETS RATIO

$$\frac{\text{Long-Term Debt, less Current Portion}}{\text{Total Assets}}$$

OPERATING RATIO

$$\frac{\begin{array}{l} \text{Total Operating Expenses} \\ \text{-- Depreciation Expense} \\ \text{-- Amortization Expense} \end{array}}{\begin{array}{l} \text{Total Operating Revenues} \\ \text{-- Amortization of Deferred Revenue} \end{array}}$$

DEBT SERVICE COVERAGE RATIO

$$\frac{\begin{array}{l} \text{Total Excess of Revenues over Expenses} \\ \text{+ Interest, Depreciation,} \\ \text{and Amortization Expenses} \\ \text{-- Amortization of Deferred Revenue} \\ \text{+ Net Proceeds from Entrance Fees} \end{array}}{\text{Annual Debt Service}}$$

DAYS CASH ON HAND RATIO

$$\frac{\begin{array}{l} \text{Unrestricted Current Cash} \\ \text{And Investments} \\ \text{+ Unrestricted Non-Current Cash} \\ \text{and Investments} \end{array}}{(\text{Operating Expenses} - \text{Depreciation} - \text{Amortization})/365}$$

Note: These formulas are also used by the Continuing Care Accreditation Commission. For each formula, that organization also publishes annual median figures for certain continuing care retirement communities.

PILGRIM PLACE IN CLAREMONT

**Financial Statements for the
Years Ended December 31, 2012 and 2011
and
Independent Auditor's Report**



PILGRIM PLACE IN CLAREMONT

TABLE OF CONTENTS

	<u>Page</u>
INDEPENDENT AUDITOR'S REPORT	1-2
 FINANCIAL STATEMENTS FOR THE YEARS ENDED December 31, 2012 and 2011:	
Statements of Financial Position	3
Statements of Operations.....	4
Statements of Changes in Net Assets	5
Statements of Cash Flows	6-7
Notes to Financial Statements	8-27
 SUPPLEMENTAL INFORMATION:	
Schedule of Functional Expenses	28



INDEPENDENT AUDITOR'S REPORT

RECEIVED
CITY OF WILSON
CITY CLERK

Board of Directors
Pilgrim Place in Claremont

We have audited the accompanying financial statements, and the related notes to the financial statements, of Pilgrim Place in Claremont (Pilgrim Place) as of December 31, 2012 and 2011 and for the years then ended, as listed in the accompanying table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these 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 financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these 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 financial statements are free from material misstatement.

The audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to Pilgrim Place's preparation and fair presentation of the 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 Pilgrim Place'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 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 financial statements referred to above present fairly, in all material respects, the financial position of Pilgrim Place as of December 31, 2012 and 2011, 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.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule of functional expenses in the supplemental information section is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the 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.


VICENTI, LLOYD & STUTZMAN LLP

April 15, 2013

PILGRIM PLACE IN CLAREMONT

STATEMENTS OF FINANCIAL POSITION
December 31, 2012 and 2011

	2012	2011
ASSETS		
Current Assets:		
Cash and money market funds	\$ 5,523,863	\$ 4,761,586
Restricted cash and money market funds	1,093,391	608,898
Cash with trustee - bonds	222,500	130,328
Accounts receivable	1,575,739	1,353,479
Inventories	40,775	50,233
Prepaid expenses	<u>110,708</u>	<u>59,815</u>
Total Current Assets	8,566,976	6,964,339
Cash with Trustee - Bonds	2,006,475	2,006,475
Pledges Receivable (Note 2)	131,985	172,770
Charitable Remainder Trust (Note 3)	65,518	-
Investments (Note 4)		
Investments	1,688,813	1,386,759
Restricted investments	<u>5,223,838</u>	<u>5,505,973</u>
Total investments	6,912,651	6,892,732
Capitalized fees	2,182,351	2,262,401
Property, Plant and Equipment, net (Note 5)	<u>44,585,695</u>	<u>44,172,944</u>
Total Assets	<u>\$ 64,451,651</u>	<u>\$ 62,471,661</u>
LIABILITIES AND NET ASSETS		
Current Liabilities:		
Accounts payable	\$ 690,476	\$ 567,639
Salaries and benefits payable	658,527	564,686
Current portion promissory notes (Note 7)	450,000	-
Current portion of line of credit (Note 8)	-	400,000
Current portion Insured Senior Living Revenue Bonds (Note 10)	445,000	-
Deposits and deferred revenue	<u>531,560</u>	<u>528,703</u>
Total Current Liabilities	2,775,563	2,061,028
Long-Term Debt, less current portion		
Insured Senior Living Revenue Bonds (Note 10)	25,993,195	26,430,475
Annuities Payable	818,688	849,995
Other Liabilities		
Deferred revenue entrance fees	3,943,277	3,124,026
Deferred repayment entrance fees	2,417,967	1,808,827
Deferred revenue capital giving	<u>354,794</u>	<u>473,829</u>
Totals Liabilities	<u>36,303,484</u>	<u>34,748,180</u>
Net Assets:		
Unrestricted	19,068,563	18,942,259
Temporarily restricted (Note 11)	3,261,275	2,993,627
Permanently restricted (Note 11)	<u>5,818,329</u>	<u>5,787,595</u>
Total Net Assets	<u>28,148,167</u>	<u>27,723,481</u>
Total Liabilities and Net Assets	<u>\$ 64,451,651</u>	<u>\$ 62,471,661</u>

The accompanying notes are an integral part of these financial statements.

PILGRIM PLACE IN CLAREMONT

STATEMENTS OF OPERATIONS For the Years Ended December 31, 2012 and 2011

	2012	2011
<u>REVENUES</u>		
Independent living	\$ 5,502,062	\$ 5,033,086
Assisted living	1,932,956	1,644,997
Skilled nursing, net (Note 13)	5,907,422	5,012,579
Entrance fees - program	1,440,150	944,445
Net assets released from restrictions-		
Residents' Health and Support Program Supplements	326,801	280,753
Annual Giving - designated	74,712	118,257
	<u>15,184,103</u>	<u>13,034,117</u>
<u>EXPENSES</u>		
Independent living	802,665	858,594
Assisted living	1,302,318	1,073,726
Skilled nursing	4,956,197	4,193,333
Housekeeping and laundry	714,121	637,461
Dining services	2,542,352	2,386,184
Resident services	20,060	25,646
Interest	1,581,372	1,444,267
General and administrative	1,679,114	1,729,566
Plant operations and maintenance	1,699,642	1,719,359
Fundraising	276,293	253,822
	<u>15,574,134</u>	<u>14,321,958</u>
Total expenses before depreciation		
	(390,031)	(1,287,841)
Operating loss before depreciation and other revenues		
Depreciation expense	1,818,305	1,637,886
	<u>(2,208,336)</u>	<u>(2,925,727)</u>
Operating loss		
<u>OTHER REVENUES, GAINS AND (LOSSES)</u>		
Annual Giving - undesignated	278,537	320,551
Undesignated bequests	981,290	612,524
Investment income	64,779	58,246
Realized and unrealized investment gains (losses)	278,504	(112,370)
Amortization of deferred revenue from capital gifts	119,035	136,934
Gifts -		
Collections	17,753	15,378
Other designated	9,832	-
Other capital projects and housing agreements	357,051	432,449
Net assets released from restrictions -		
Board allocation from endowment	200,000	-
Matured gift annuities	22,390	33,945
Miscellaneous	5,469	14,101
	<u>2,334,640</u>	<u>1,511,758</u>
Total other revenues, gains and (losses)		
Change in Unrestricted Net Assets	<u>\$ 126,304</u>	<u>\$ (1,413,969)</u>

The accompanying notes are an integral part of these financial statements.

PILGRIM PLACE IN CLAREMONT

STATEMENTS OF CHANGES IN NET ASSETS For the Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<u>UNRESTRICTED NET ASSETS</u>		
Operating (loss)	\$ (2,208,336)	\$ (2,925,727)
Other revenues, gains and (losses)	<u>2,334,640</u>	<u>1,511,758</u>
Increase (decrease) in unrestricted net assets	<u>126,304</u>	<u>(1,413,969)</u>
<u>TEMPORARILY RESTRICTED NET ASSETS</u>		
Annual residents' festival - net revenue	182,557	202,458
Contributions	155,138	87,109
Contributions from split-interest agreements	100,053	1,637
Investment income	41,969	94,753
Realized and unrealized investment gains (losses)	344,252	(139,837)
Present value adjustment of gift annuities payable	(1,661)	6,111
Net assets released from restrictions:		
Residents' Health and Support Program supplement	(326,801)	(280,753)
Board allocation from endowment	(200,000)	-
Matured gift annuities	(22,390)	(33,945)
Miscellaneous	<u>(5,469)</u>	<u>(14,101)</u>
Increase (decrease) in temporarily restricted net assets	<u>267,648</u>	<u>(76,568)</u>
<u>PERMANENTLY RESTRICTED NET ASSETS</u>		
Contributions	15,164	8,628
Contributions from new gift annuities	5,048	-
Present value adjustment of gift annuities payable	<u>10,522</u>	<u>(24,306)</u>
Increase (decrease) in permanently restricted net assets	<u>30,734</u>	<u>(15,678)</u>
INCREASE (DECREASE) IN NET ASSETS	424,686	(1,506,215)
NET ASSETS - BEGINNING OF YEAR	<u>27,723,481</u>	<u>29,229,696</u>
NET ASSETS - END OF YEAR	<u>\$ 28,148,167</u>	<u>\$ 27,723,481</u>

The accompanying notes are an integral part of these financial statements.

PILGRIM PLACE IN CLAREMONT

STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<u>CASH FLOWS FROM OPERATING ACTIVITIES:</u>		
Cash received from resident fees	\$ 13,099,042	\$ 11,650,193
Cash received from entrance fees	2,816,702	3,079,530
Cash received from other operating activities	182,557	202,458
Contributions	1,569,703	1,206,243
Investment income received	106,748	152,999
Interest payments	(1,570,772)	(1,444,923)
Cash paid to suppliers and employees	<u>(13,701,099)</u>	<u>(12,673,554)</u>
Net cash provided by operating activities	<u>2,502,881</u>	<u>2,172,946</u>
<u>CASH FLOWS FROM INVESTING ACTIVITIES:</u>		
Purchase of investments	(914,126)	(2,207,087)
Proceeds from sale of investments	1,946,668	2,434,417
Acquisition of property and equipment	<u>(2,213,302)</u>	<u>(4,976,488)</u>
Net cash used by investing activities	<u>(1,180,760)</u>	<u>(4,749,158)</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES:</u>		
Net activity from line of credit borrowing	(400,000)	400,000
Net activity from promissory notes	450,000	(320,000)
Payments on annuity obligations	(134,518)	(145,224)
Proceeds from contributions restricted for:		
Investment in plant	61,922	(4,013)
Investment subject to annuity arrangements	<u>39,417</u>	<u>3,363</u>
Net cash provided (used) by financing activities	<u>16,821</u>	<u>(65,874)</u>
NET INCREASE (DECREASE) IN CASH	1,338,942	(2,642,086)
CASH BALANCES - BEGINNING OF YEAR	<u>7,507,287</u>	<u>10,149,373</u>
CASH BALANCES - END OF YEAR	<u>\$ 8,846,229</u>	<u>\$ 7,507,287</u>

The accompanying notes are an integral part of these financial statements.

PILGRIM PLACE IN CLAREMONT

STATEMENTS OF CASH FLOWS

For the Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
<u>CASH FLOWS FROM OPERATING ACTIVITIES:</u>		
Change in net assets	\$ 424,686	\$ (1,506,215)
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Actuarial adjustment of annuity obligation	(8,861)	18,195
Amortization of capitalized fees	80,050	80,051
Amortization of bond discount	7,720	-
Amortization of deferred revenue from capital gifts	(119,035)	(136,934)
Amortization of entrance fees	(1,440,150)	(944,445)
Contributions restricted for long term purposes	(357,051)	(432,449)
Contributions from charitable remainder trust	(65,518)	-
Depreciation	1,818,305	1,637,886
Net realized and unrealized (gain) loss on investments	(622,756)	252,207
Non-cash contributions	(17,753)	(15,378)
Decrease (increase) in operating assets:		
Accounts receivable	(243,397)	5,122
Inventories	9,458	(5,734)
Prepaid expenses and deposits	(50,893)	(26,263)
Increase (decrease) in operating liabilities:		
Accounts payable	122,837	123,214
Salaries and benefits payable	93,841	92,643
Deposits and deferred revenue	<u>2,871,398</u>	<u>3,031,046</u>
Net cash provided by operating activities	<u>\$ 2,502,881</u>	<u>\$ 2,172,946</u>
Breakdown of ending cash balance:		
Cash and money market funds	\$ 5,523,863	\$ 4,761,586
Restricted cash and money market funds	1,093,391	608,898
Cash with trustee - bonds	<u>2,228,975</u>	<u>2,136,803</u>
Total	<u>\$ 8,846,229</u>	<u>\$ 7,507,287</u>

The accompanying notes are an integral part of these financial statements.

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

General - Pilgrim Place in Claremont (Pilgrim Place) was incorporated in 1915 as a not-for-profit corporation described in Section 501(c)(3) of the Internal Revenue Code (IRC), for the purpose of maintaining a home for persons who have served in careers in charitable non-profit organizations. Pilgrim Place is exempt from federal income taxes under IRC Section 501(a) and contributions to Pilgrim Place qualify as deductible charitable contributions for income tax purposes under IRC Section 170(a)(viii). Pilgrim Place operates a residential retirement facility located in Claremont, California which provides housing and related services to approximately 340 residents under continuing care contracts.

Net Asset Classes - Pilgrim Place classifies its net assets into three categories; unrestricted, temporarily restricted and permanently restricted.

Unrestricted net assets generally result from revenues from providing services, receiving unrestricted contributions, and receiving dividend and interest income, less expenses incurred in providing services, raising contributions, and performing administrative functions. The only limits on the use of unrestricted net assets are the broad limits resulting from Pilgrim Place's mission as defined in its articles of incorporation and bylaws.

Temporarily restricted net assets are those whose use by Pilgrim Place has been limited by donors to a specific time period or purpose.

Permanently restricted net assets have been restricted by donors to be maintained by Pilgrim Place in perpetuity.

Board Designated Amounts - The Board of Directors has designated certain unrestricted amounts which are recorded in the Endowment Fund. These amounts are included in unrestricted investments and totaled \$1,606,190 and \$1,308,044 as of December 31, 2012 and 2011, respectively. In as much as these amounts have no donor restrictions, the Board may undesignate these amounts at any time. Additionally, \$1,655 and \$4,624 has been designated for specific resident programs as of December 31, 2012 and 2011, respectively.

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (continued)

Split-Interest Agreements – Pilgrim Place has gift annuities and charitable remainder trusts. The terms and discount rates for these agreements are based upon the life expectancy of the donor(s) and present value tables provided by the Internal Revenue Service for determining the amount of the charitable contribution. Gift annuity contracts are a general liability of Pilgrim Place and are not limited to the assets in the separate fund. The actuarially determined liability is calculated annually and is adjusted accordingly. As a qualifying not-for-profit corporation, Pilgrim Place is authorized by the State of California to issue gift annuity contracts and is accordingly subject to applicable State laws and regulations. Under these laws, Pilgrim Place has met the legal reserve requirement. The charitable remainder trusts are administered by a third-party. Assets associated with the split-interest agreements are recognized at fair market value.

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles 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. Estimates also affect 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 certain investments in highly liquid debt instruments with original maturities of three months or less.

At December 31, 2012 and 2011, Pilgrim Place had cash balances in various financial institutions that exceed the Federal Depository Insurance Limits (FDIC) by \$5,418,733 and \$4,635,068, respectively.

Pilgrim Place routinely invests its surplus operating funds in money market mutual funds. These funds generally invest in highly liquid U.S. government and agency obligations. Investments in money market funds are not insured or guaranteed by the U.S. government.

Inventory - Inventory consists of office, food and kitchen supplies and is valued at cost on the first in/first out basis.

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (continued)

Accounts and Pledges Receivable - Bad debts are accounted for by the direct write-off method, which is not materially different from the allowance method, as Pilgrim Place does not expect to incur any significant uncollectible accounts.

Pilgrim Place records unconditional promises to give (pledges) as a receivable and revenue in the year the pledge is made (see Note 2).

Investments - Investments in marketable securities with readily determinable fair values and all investments in debt securities are reported at their fair values in the statement of financial position (see Note 4).

Realized gains and losses on dispositions are based on the net proceeds and the adjusted carrying value of the securities sold.

Unrealized gains and losses represent the net change in fair value of the securities and are recorded as an increase or decrease to net assets.

Capitalized Fees - Amounts paid for fees and underwriting costs associated with long-term debt are capitalized and amortized to interest expense over the life of the liability. These costs are amortized using the straight-line method.

Property and Equipment - Property and equipment are stated at cost. Donated property is recorded at its estimated fair value at the date of receipt, which is then treated as cost. For equipment, Pilgrim Place's capitalization policy includes all items with a unit cost of \$1,000 or more and an estimated useful life of greater than five years. Renovation projects with small individual job costs with cumulative total exceeding \$1,000 are also capitalized if they benefit future periods. Buildings as well as renovations to buildings, infrastructure, and land improvements that significantly increase the value or extend the useful life of the structure are capitalized. Interest costs incurred on borrowed funds during the period of construction of capital assets are capitalized as a component of the cost of acquiring those assets.

Depreciation is computed on the straight-line method based on the following useful lives:

Land improvements	20-50 years
Buildings and improvements	10-50 years
Furniture and equipment	5-20 years

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (continued)

Property and Equipment - (continued) Gifts of long-lived assets such as land, buildings, or equipment are reported as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, expirations of donor restrictions are reported when the donated or acquired long-lived assets are placed in service.

Museum Collection - The Museum collection includes paintings and fine and decorative art objects. All items in the collection are deemed inexhaustible assets and therefore are not depreciated. According to Museum policy, any proceeds from the sale of the collection items will be reinvested in other collection items.

Deferred Revenue and Repayment from Entrance Fees - Entrance fees paid by a resident upon entering into a Classic Care and Residence Agreement are recorded as deferred revenue and amortized to income over a 50 month period. Under this type of resident contract the full amount of the entrance fee is refundable if a resident leaves Pilgrim Place within the first 90 days after entering; otherwise the remaining unamortized entrance fee is refunded if a resident leaves. Unamortized entrance fees totaled \$3,765,797 and \$2,976,303 as of December 31, 2012 and 2011, respectively.

Entrance fees paid by a resident upon entering into a 90% Deferred Repayment Care and Residence Agreement are recorded as deferred revenue with ten percent of the fee amortized to income over a 50 month period. Under this type of resident contract the full amount of the entrance fee is refundable if a resident leaves Pilgrim Place within the first 90 days after entering; otherwise 90% of the entrance fee is refunded if the resident leaves. This refundable portion is recorded as deferred repayment entrance fees and totaled \$2,417,967 and \$1,808,827 as of December 31, 2012 and 2011, respectively. Unamortized entrance fees on the 10% portion totaled \$177,480 and \$147,723 as of December 31, 2012 and 2011, respectively.

Management believes the estimated amount of entrance fees that are expected to be refunded to current residents under the terms of these contracts and based on previous attrition experience is not material and, as such, a provision for the liability has not been reported separately as a current liability.

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (continued)

Charity Care - Pilgrim Place provided care to residents under the non Medi-Cal program for which the costs to provide such care exceeds reimbursement. Costs for the program in excess of reimbursement for the year ended December 31, 2012 were estimated at \$382,000 and \$260,000 for the year ended December 31, 2011.

Deferred Revenue from Capital Gifts - Prior to 2003, Pilgrim Place issued rental credits to those residents who had paid for authorized improvements of more than \$5,000 or who completely paid for the construction of a new unit. The present value of estimated future rental credits was calculated and recorded as deferred revenue. Amounts received from residents exceeding this amount were recorded as donated property. Deferred revenue resulting from these gifts is amortized over the remaining life expectancy of the residents, beginning at the date of completion.

Effective in 2003, rental credits are no longer issued on the builder/donor projects and amounts received from residents for authorized improvements and construction of new units are recorded as capital gifts in the year received.

Obligation to Provide Future Services - Pilgrim Place annually calculates the present value of the net cost of future services and use of facilities to be provided to current continuing care contract residents and compares that amount with the future cash inflows from monthly fees and the balance of deferred revenue from advance fees. If the estimated present value of the net cost of future services and use of facilities exceeds the deferred revenue from advance fees, a liability will be recorded with the corresponding charge to income. For the years ended December 31, 2012 and 2011, the calculation resulted in no future service liability. The discounted rate used for both years was 4.0%, based on the expected long term rate of return on governmental obligations.

Pilgrim Place estimates the cost of future services and the use of facilities in calculating the future obligation. The estimated amount of the obligation is based on actuarial assumptions such as life expectancy, projected future monthly resident fees, projected future operating costs and estimated future inflation rates. It is anticipated that actual results may differ from those estimates.

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (continued)

Net Patient Service Revenue - Pilgrim Place has agreements with third-party payors that provide for payments to Pilgrim Place at amounts different from its established rates. Payment arrangements include prospectively determined rates per discharge, reimbursed costs, discounted charges and per diem payments. Net patient service revenue is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered, including estimated retroactive adjustments under reimbursement agreements with third-party payors. Retroactive adjustments are accrued on an estimated basis in the period the related services are rendered and adjusted in future periods as final settlements are determined.

Contributions and Donor-Restricted Gifts - Contributions, including unconditional promises to give, are recognized as revenues in the period the contribution or unconditional promise is received. Contributions of assets other than cash are recorded at their estimated fair value at the time of the gift.

The gifts are reported as either temporarily or permanently 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 accomplished, temporarily restricted net assets are reclassified as unrestricted net assets and reported in the statement of activities as net assets released from restrictions. When a donor's restriction is met within the same year as the donation, the donation is reported as unrestricted.

Functional Allocations of Expenses - The costs of providing the various programs and support services have been summarized on a functional basis in the statement of operations. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Income Taxes - Pilgrim Place has evaluated its tax positions and the certainty as to whether those positions will be sustained in the event of an audit by taxing authorities at the federal and state levels. The primary tax positions evaluated are related to Pilgrim Place's continued qualification as a tax-exempt organization and whether there are unrelated business income activities conducted that would be taxable. Management has determined that all income tax positions are more likely than not of being sustained upon potential audit or examination; therefore, no disclosures of uncertain income tax positions are required.

Pilgrim Place files informational returns in the U.S. federal jurisdiction and the state of California. With few exceptions, Pilgrim Place is no longer subject to U.S. federal and state examinations by tax authorities for generally three and four years, respectively.

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (continued)

Reclassification - Certain amounts in the 2011 financial statements and schedule of functional expenses have been reclassified to conform to the 2012 presentation.

Subsequent Events - Pilgrim Place has evaluated subsequent events through April 15, 2013, which is the date these financial statements were available to be issued. There were no subsequent events requiring recognition or disclosure.

NOTE 2 - PLEDGES RECEIVABLE:

Unconditional promises to give related to the Napier Capital Campaign at December 31, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Receivable - less than one year	\$ 124,781	\$ 107,689
Receivable - one to five years	<u>12,138</u>	<u>71,135</u>
Gross unconditional pledges	136,919	178,824
Less: discount	<u>(4,934)</u>	<u>(6,054)</u>
Net pledges receivable	<u>\$ 131,985</u>	<u>\$ 172,770</u>

Pledges receivable have been discounted to present value using a discount rate of 2.5% for both years.

NOTE 3 - SPLIT-INTEREST AGREEMENTS:

Gift Annuities - Pilgrim Place sponsors a charitable gift annuity program as part of its fund raising activities. All amounts received in exchange for these annuity contracts are segregated for investment in a separate fund. At December 31, 2012 and 2011, respectively, Pilgrim Place managed a total of \$904,340 and \$924,707 in assets under this program. Management has interpreted the agreements to require investment of the entire contract amount until the annuitant dies. All required payments to annuitants are made from this separate fund. At the time of death of the annuitant, the residuum is distributed from this fund to the designated net asset class as specified by the annuitant at the time the agreement was issued. If no designation was made, the residuum is distributed to the unrestricted net asset class.

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

NOTE 3 - SPLIT-INTEREST AGREEMENTS: (continued)

Charitable Remainder Trust - Pilgrim Place is the beneficiary of two charitable remainder trust agreements (the "Trusts"). The Trusts are irrevocable and the beneficiary designation may not be changed. The Trusts are reported at fair value determined based on the present value of the net proceeds that are expected to be available to Pilgrim Place at the Trusts' maturity dates, discounted using Pilgrim Place's long-term borrowing rate over the periods until the estimated maturity dates. The contribution revenue is recorded in the statements of changes in net assets. The irrevocable portion of these Trusts at December 31, 2012 amounted to \$65,518. The contribution will be collected after the contributor's death. Pilgrim Place classifies all receivables related to charitable remainder trusts as temporarily restricted.

NOTE 4 - INVESTMENTS:

Investment income and a schedule of net realized and unrealized gains (losses) for the years ended December 31, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Investment income, net of expense of \$38,914 and \$44,073, respectively	\$ 106,748	\$ 152,999
Net realized and unrealized gain (loss) :		
Gift Annuity Fund	54,832	(16,904)
Endowment and Specific Purpose Funds	622,756	(252,207)

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE 4 - INVESTMENTS: (continued)

The following is a schedule of aggregate cost and fair values for Pilgrim Place's marketable securities. Investments are segregated into two portfolios. One portfolio is for gift annuity investments. The other portfolio is for Board designated, endowment and specific purpose resources.

	2012		2011	
	Cost	Fair Value	Cost	Fair Value
General Fund:				
Equity securities (Level 1)	\$ 78,890	\$ 37,844	\$ 78,890	\$ 33,934
Land (Level 3)	45,000	45,000	45,000	45,000
	<u>123,890</u>	<u>82,844</u>	<u>123,890</u>	<u>78,934</u>
Gift Annuity Fund:				
Equity securities (Level 1)	307,690	462,228	342,115	475,504
Governmental securities (Level 1)	100,868	103,667	399,319	407,881
	<u>408,558</u>	<u>565,895</u>	<u>741,434</u>	<u>883,385</u>
Endowment and Specific Purpose Funds:				
Equity securities (Level 1)	4,312,309	5,839,140	4,547,406	5,466,956
Corporate securities (Level 1)	137,745	130,692	161,399	156,213
Governmental securities (Level 1)	295,698	294,080	305,906	307,244
	<u>4,745,752</u>	<u>6,263,912</u>	<u>5,014,711</u>	<u>5,930,413</u>
Total investments	<u>\$ 5,278,200</u>	<u>\$ 6,912,651</u>	<u>\$ 5,880,035</u>	<u>\$ 6,892,732</u>

Levels 1 through 3 have been assigned to the fair value measurement of investments. The fair value level of measurement is determined as follows:

- Level 1 - quoted prices in an active market for identical assets.
- Level 2 - quoted prices for similar assets and market-corroborated inputs.
- Level 3 - the organization's own assumptions about market participation, including assumptions about risk, developed based on the best information available in the circumstances.

All investments held by Pilgrim Place are Level 1 - quoted prices in an active market for identical assets, with the exception of the donated land. The fair value of land, measured at level 3, is the 2004 appraised value at the time received. Pilgrim Place intends to hold the land as a long term investment and has not obtained a more recent appraisal.

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

NOTE 5 - PROPERTY, PLANT AND EQUIPMENT:

A summary of property and equipment at December 31, 2012 and 2011 follows:

	<u>2012</u>	<u>2011</u>
Non-depreciable:		
Land	\$ 1,529,334	\$ 1,529,334
Museum collection	464,683	446,930
Construction in progress	749,330	447,580
Total non-depreciable	<u>2,743,347</u>	<u>2,423,844</u>
Depreciable:		
Permanent grounds improvement	1,072,525	1,072,525
Housing and central facilities	60,003,413	58,764,482
Equipment	4,472,433	3,956,982
Total depreciable	<u>65,548,371</u>	<u>63,793,989</u>
Less accumulated depreciation	<u>(23,706,023)</u>	<u>(22,044,889)</u>
Total depreciable, net	<u>41,842,348</u>	<u>41,749,100</u>
Property, plant and equipment, net	<u>\$ 44,585,695</u>	<u>\$ 44,172,944</u>

No capitalized interest was included in construction in progress for 2012. Capitalized interest included in construction in progress for 2011 was \$156,133.

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE 6 - INTER-FUND BORROWING:

Pitzer Expansion Project:

The General Fund borrowed \$1,000,000, during 1998, from the Endowment Fund to fund the Pitzer Expansion Project. The note is payable over a 25 year term and bears interest at a variable rate based upon a five-year treasury note yield as of each July 31st. Interest is due quarterly beginning September 1999 upon completion of the project. No principal payments were made during fiscal years December 31, 2012 and 2011. Principal payments for the fiscal year December 31, 2013 are budgeted at \$40,000. The outstanding balance at December 31, 2012 and 2011 is \$640,000.

Interest paid to the Endowment Fund for the years ended December 31, 2012 and 2011 totaled \$6,021 and \$13,104, respectively.

Health Service Center Project:

The General Fund borrowed \$1,750,000 during 2004 and \$1,550,000 during 2006 from the Endowment Fund to fund the Health Service Center Project. The note is payable over a 10 year term and bears interest at a variable rate starting at a rate of 4.0% based upon a five-year treasury note yield. Interest is due quarterly beginning March 2008 upon the completion of the project. No principal payments were made during fiscal years December 31, 2012 and 2011. Principal payments for the fiscal year December 31, 2013 are budgeted at \$330,000. The outstanding balance at December 31, 2012 and 2011 is \$2,805,000.

Interest paid to the Endowment Fund for the years ended December 31, 2012 and 2011 totaled \$26,229 and \$57,013, respectively.

Inter-fund Borrowing Elimination:

Inter-fund borrowing transactions are not reflected in the financial statements as U.S. generally accepted accounting principles require inter-fund activity to be eliminated. For 2012, outstanding balances on inter-fund borrowing totaling \$3,445,000 and interest expense of \$13,770 have been eliminated. For 2011, outstanding balances on inter-fund borrowing totaling \$3,445,000 and interest expense of \$32,955 have been eliminated. However, reported in the statements of operations and statements of changes in net assets are the transactions that occur between unrestricted and temporarily restricted net assets. The allocation of interest expense on restricted endowment borrowing is recognized in expense for the assisted living and skilled nursing program services reported in the schedule of functional expenses, while investment income is recognized in temporarily restricted activities.

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS **December 31, 2012 and 2011**

NOTE 7 - PROMISSORY NOTES:

In April 2012, Pilgrim Place issued sixteen unsecured promissory notes, as allowed by the Commissioner of Corporations of the State of California, to its residents to finance a retrofit loan fund for the energy efficiency program. The notes pay interest at a rate of 3.0% per annum. The notes mature in January 2013. The outstanding balance at December 31, 2012 was \$450,000.

NOTE 8 - LINE OF CREDIT:

Pilgrim Place entered into an agreement for a line of credit with a maximum available principal amount of \$700,000 during the fiscal year ended December 31, 2012. The agreement matures on July 1, 2013. It is subject to further extension at the agreement of the parties. The line of credit is secured with collateral of personal assets owned by Pilgrim Place. Interest is payable monthly on outstanding amounts at the bank's base rate plus 0.5%. There was no outstanding balance at December 31, 2012. The outstanding balance at December 31, 2011 was \$400,000. The interest rate at December 31, 2012 was 4.25%.

NOTE 9 - PENSION PLAN:

Pilgrim Place sponsors a Section 403(b) Retirement Savings Plan, a defined-contribution plan, for its employees. Full-time employees who are at least 18 years of age are eligible to participate. Employees may contribute up to a maximum of \$16,000 of their gross pay as a salary deferral based on age restrictions. Pilgrim Place matches 62.5% of the employee's contribution, not to exceed 3.75% of the employee's compensation. Amounts incurred by Pilgrim Place for matching contributions totaled \$105,582 and \$98,368 for the years ended December 31, 2012 and 2011, respectively. Pilgrim Place has no liability for the administration or payment of benefits of the plan and, accordingly, the present value of the related vested benefits is not reflected in these financial statements.

The Pilgrim Place in Claremont, Inc. 403(b) Plan (the Plan) is administered by American United Life Insurance Company, the trustee. In accordance with Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 a limited scope audit is performed annually. Separate financial statements for the Plan can be obtained through Pilgrim Place.

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE 10 - INSURED SENIOR LIVING REVENUE BONDS:

In August 2009, California Municipal Finance Authority (the Authority) issued \$25,730,000 of tax-exempt and \$770,000 taxable Insured Senior Living Revenue Bonds (Series 2009A and 2009B, respectively). The Authority then loaned the proceeds to Pilgrim Place pursuant to a loan agreement dated August 1, 2009. The Authority, in the case of the bonds, is merely a conduit for payment, in that the bonds do not constitute a general debt, liability, or obligation of the Authority, but are instead secured by and payable from payments of Pilgrim Place under the loan agreement.

Subject to the terms of the loan agreement and the regulatory agreement, the gross revenues of Pilgrim Place are pledged to the payment of the loan repayments and to secure the payments of the principal or the interest on the bonds and parity debt. Pilgrim Place has complied with the various covenants, conditions and restrictions required by the regulatory agreement.

Terms of the loan agreement require Pilgrim Place to make annual payments into a sinking fund that accumulates funds for payment of the bonds upon maturity. The bonds are payable beginning May 15, 2013, with annual payments scheduled through May 15, 2039. Interest rates range from 5.0% to 6.125%. A Reserve Fund was established to make any principal and interest payments if a shortage occurs in the required payments. The Reserve Fund balance at December 31, 2012 and 2011 was \$2,006,475.

Interest paid during the construction phase, less associated interest income on bond proceeds has been capitalized. See Note 5 for the amount of interest capitalized during 2011.

The maturity amount is less the discount on bonds which is amortized over the life of the liability. The bonds included a discount of \$69,525. At December 31, 2012 and 2011, the unamortized bond discount was \$61,805 and \$69,525, respectively.

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE 10 - INSURED SENIOR LIVING REVENUE BONDS: (continued)

Associated issuance costs are recorded as capitalized fees on the statements of financial position. The bonds included issuance costs of \$2,422,502. This amount is amortized using the straight-line method. Amortization recognized during the fiscal years ended December 31, 2012 and December 31, 2011 was \$80,050 and \$80,051, respectively.

Required payments into the sinking fund are as follows:

<u>Fiscal Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total Payments</u>
2013	\$ 445,000	\$ 1,547,853	\$ 1,992,853
2014	470,000	1,523,437	1,993,437
2015	495,000	1,498,663	1,993,663
2016	520,000	1,473,287	1,993,287
2017	545,000	1,446,663	1,991,663
Thereafter	<u>24,025,000</u>	<u>19,344,037</u>	<u>43,369,037</u>
Total	26,500,000	<u>\$ 26,833,940</u>	<u>\$ 53,333,940</u>
Discount on bonds	<u>(61,805)</u>		
Total bonds payable	<u>\$ 26,438,195</u>		

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE 11 - TEMPORARILY RESTRICTED AND PERMANENTLY RESTRICTED NET ASSETS:

Temporarily restricted net assets are available for the following purposes or periods:

	<u>2012</u>	<u>2011</u>
Residents' Health and Support Program - resident supplements	\$ 220,119	\$ 209,223
Resident supplements	2,845,465	2,668,894
Resident account - Festival	1,654	4,624
Burton Piano Fund	(2,857)	(2,057)
Fixed asset acquisition	23,255	23,454
Split Interest Agreements:		
Annuities	(17,839)	(28,323)
Charitable remainder trust	65,518	-
Petterson Museum Friends - Petterson Museum of Intercultural Art	<u>125,960</u>	<u>117,812</u>
Total	<u>\$3,261,275</u>	<u>\$2,993,627</u>

Permanently restricted net assets are for the following purposes:

	<u>2012</u>	<u>2011</u>
Undesignated endowment	\$2,256,490	\$2,243,970
Resident supplements	2,390,065	2,371,491
Health Services Center support	774,751	774,751
Independent rental supplements	291,975	291,975
General operations	73,263	73,623
Petterson Museum of Intercultural Art	<u>31,785</u>	<u>31,785</u>
Totals	<u>\$5,818,329</u>	<u>\$5,787,595</u>

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE 12 - ENDOWMENT:

Pilgrim Place's endowment consists of approximately 10 individual endowments established for its charitable purpose. Its endowment includes both donor-restricted endowment funds and funds designated by the Board of Directors to function as endowments. As required by U.S. generally accepted accounting principles, net assets associated with endowment funds, including funds designated by the Board of Directors to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

Interpretation of Relevant Law

The Board of Directors of Pilgrim Place has interpreted the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, Pilgrim Place classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the organization in a manner consistent with the standard of prudence prescribed by UPMIFA. As such, the Board has adopted a policy which treats realized and unrealized gains and losses as income on all Endowment Funds.

In making a determination to appropriate or accumulate donor-restricted endowment funds, the Board considers the long-term needs of Pilgrim Place in carrying out its charitable purpose, its present and anticipated financial requirements, its expected total return on investments, general economic conditions, as well as other factors.

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE 12 - ENDOWMENT: (continued)

Return Objectives, Risk Parameters and Strategies

Pilgrim Place has adopted an investment policy which maximizes return at an appropriate level of risk within the constraints of general economic conditions. The primary investment objective of the portfolio is to earn a total return over time, sufficient to meet the budgetary need for current income plus preserve the real (inflation adjusted) purchasing power of the endowment. The endowment portfolio is diversified both by asset class (equities and fixed-income securities) and within asset classes (within equities by economic sector, geographic area, industry, quality, and size). The purpose of diversification is to provide reasonable assurance that no single security or class of securities will have a disproportionate impact on the portfolio's aggregate results.

Spending Policy and How the Investment Objectives Relate to Spending Policy

Pilgrim Place has a policy of appropriating for distribution each year 5.5% from the General Endowment and up to 5.5% as needed from the Davis Health Endowment of the average portfolio market value for the preceding three years.

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE 12 - ENDOWMENT: (continued)

Endowment Net Asset Composition by Type of Fund as of December 31, 2012

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor-restricted endowment funds	\$	\$ 2,971,425	\$ 5,714,838	\$ 8,686,263
Board-designated endowment funds	<u>1,606,190</u>			<u>1,606,190</u>
	<u>\$ 1,606,190</u>	<u>\$ 2,971,425</u>	<u>\$ 5,714,838</u>	<u>\$10,292,453</u>

Changes in Endowment Net Assets for the Fiscal Year Ended December 31, 2012

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, beginning of year	<u>\$ 1,308,044</u>	<u>\$ 2,786,706</u>	<u>\$ 5,684,561</u>	<u>\$ 9,779,311</u>
Investment return:				
Investment income (loss), net of expenses	(398)	40,467		40,069
Net appreciation (realized and unrealized)	<u>74,629</u>	<u>344,252</u>		<u>418,881</u>
Total investment return	<u>74,231</u>	<u>384,719</u>	<u>-</u>	<u>458,950</u>
Other changes:				
Contributions			15,164	15,164
Matured gift annuities			15,113	15,113
Transfers and distributions	<u>223,915</u>	<u>(200,000)</u>		<u>23,915</u>
Total other changes	<u>223,915</u>	<u>(200,000)</u>	<u>30,277</u>	<u>54,192</u>
Endowment net assets, end of year	<u>\$ 1,606,190</u>	<u>\$ 2,971,425</u>	<u>\$ 5,714,838</u>	<u>\$10,292,453</u>

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 12 - ENDOWMENT: (continued)

Endowment Net Asset Composition by Type of Fund as of December 31, 2011

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Donor-restricted endowment funds	\$	\$ 2,786,706	\$ 5,684,561	\$ 8,471,267
Board-designated endowment funds	<u>1,308,044</u>			<u>1,308,044</u>
	<u>\$ 1,308,044</u>	<u>\$ 2,786,706</u>	<u>\$ 5,684,561</u>	<u>\$ 9,779,311</u>

Changes in Endowment Net Assets for the Fiscal Year Ended December 31, 2011

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, beginning of year	<u>\$ 1,599,052</u>	<u>\$ 2,833,353</u>	<u>\$ 5,665,538</u>	<u>\$ 10,097,943</u>
Investment return:				
Investment income, net of expenses	2,537	93,190		95,727
Net appreciation (realized and unrealized)	<u>(114,006)</u>	<u>(139,837)</u>		<u>(253,843)</u>
Total investment return	<u>(111,469)</u>	<u>(46,647)</u>	<u>-</u>	<u>(158,116)</u>
Other changes:				
Contributions			8,628	8,628
Matured gift annuities			10,395	10,395
Transfers and distributions	<u>(179,539)</u>			<u>(179,539)</u>
Total other changes	<u>(179,539)</u>	<u>-</u>	<u>19,023</u>	<u>(160,516)</u>
Endowment net assets, end of year	<u>\$ 1,308,044</u>	<u>\$ 2,786,706</u>	<u>\$ 5,684,561</u>	<u>\$ 9,779,311</u>

PILGRIM PLACE IN CLAREMONT

NOTES TO FINANCIAL STATEMENTS December 31, 2012 and 2011

NOTE 13 – PATIENT SERVICE REVENUE:

Patient service revenue at December 31, 2012 and 2011 is as follows:

	<u>2012</u>	<u>2011</u>
Skilled nursing	\$ 6,678,326	\$ 5,790,436
Less contractual provisions	<u>(770,904)</u>	<u>(777,857)</u>
Skilled nursing, net	<u>\$ 5,907,422</u>	<u>\$ 5,012,579</u>

At December 31, 2012 and 2011, there were no bad debt expenses related to skilled nursing.

NOTE 14 - RELATED PARTY:

Beginning in fiscal year 2003, Pilgrim Place purchased workers' compensation insurance through a group self-insurance program in which Pilgrim Place is a member, and which is regulated by the California Department of Industrial Relations. A Pilgrim Place officer is an officer of the group self-insurance program and is a member of its Board of Directors. Workers' compensation insurance purchased during the years ended December 31, 2012 and 2011 totaled \$846,032 and \$691,343, respectively.

NOTE 15 - REDEVELOPMENT PLAN OBLIGATION (AB 1169 Disclosure):

The bonded debt issuance of \$26.5 million was primarily used to complete Pilgrim Place's master plan projects. The master plan projects were designed to meet the needs of the organization by providing additional housing and facilities for residents, which is consistent with the organization's tax exempt status. As part of the plan, Pilgrim Place applied for CCRC licensure for its existing campus and for a proposed campus expansion. The expansion project added independent living units, assisted living units, administrative offices and other campus improvements. Construction began in 2009 and was substantially completed by May 2011. Pilgrim Place used a combination of internal cash and tax-exempt and taxable debt to fund project costs.

As of December 31, 2011, approximately \$24.5 million had been expended to retire outstanding debt of \$2.8 million, to fund prior and current construction costs of \$15.6 million, to pay bond issuance costs of \$2.6 million and to make debt service payments of \$3.5 million; thereby leaving a balance of \$2.0 million for future debt service payments. During fiscal year ended December 31, 2012, \$1.5 million in interest payments was expended.

SUPPLEMENTAL INFORMATION

PILGRIM PLACE IN CLAREMONT

SCHEDULE OF FUNCTIONAL EXPENSES

For the Year Ended December 31, 2012
(with comparative totals for the year ended December 31, 2011)

	PROGRAM SERVICES						SUPPORTING SERVICES					Total Expenses 2011		
	Independent Living	Assisted Living	Skilled Nursing	Housekeeping & Laundry	Dining Services	Dietary & Dining Services	Resident Activities	Total Program Services	General Administration	Plant Operations & Maintenance	Fundraising		Total Supporting Services	Total Expenses 2012
Salaries and wages	\$ 226,917	\$ 746,795	\$ 2,247,182	\$ 417,812	\$ 768,048	\$ -	\$ -	\$ 4,406,754	\$ 991,200	\$ 862,125	\$ 142,174	\$ 1,995,499	\$ 6,402,253	\$ 5,959,918
Employee benefits	51,401	264,071	603,997	155,347	234,777	-	-	1,309,593	197,793	233,896	13,276	444,965	1,754,558	1,624,773
Payroll taxes	15,906	49,945	195,489	33,789	56,478	-	-	351,607	60,052	69,462	10,615	140,129	491,736	437,717
Accounting fees	-	-	4,500	-	-	-	-	4,500	40,591	-	-	40,591	45,091	58,173
Beauty shop	-	-	17,030	-	-	-	-	17,030	-	-	-	-	17,030	17,164
Conferences and meetings	-	-	2,593	-	-	-	-	2,593	12,922	902	-	13,824	16,417	13,118
Dues, licenses and taxes	-	-	2,593	-	-	-	-	2,593	59,697	5,450	5,764	70,911	115,830	138,923
Employment advertising	887	14,703	24,596	-	4,733	-	-	44,919	3,178	-	-	3,178	3,178	3,115
Equipment rental	-	-	-	-	-	-	-	-	21,419	6,747	-	28,166	40,179	32,669
Contract services and food	-	805	6,760	-	4,448	-	-	12,013	4,875	-	-	-	1,232,019	1,074,057
Legal Fees	-	-	-	-	1,232,019	-	-	1,232,019	80,050	-	-	80,050	4,875	3,537
Loan costs, amortization	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Medical supplies and equipment	274	6,511	36,815	-	-	-	-	43,600	80,050	-	-	80,050	80,050	80,051
Other Occupancy	167,762	29,062	72,150	-	5,671	-	-	274,645	9,392	28,353	3,843	28,353	302,998	313,294
Postage	710	-	967	-	-	-	-	1,677	9,392	-	-	13,235	14,912	16,092
Printing	-	1,058	(1,606)	-	2,881	-	-	2,333	(5,529)	336	10,923	5,730	8,063	26,788
Professional medical services	-	-	1,297,001	-	-	-	-	1,297,001	42,995	-	-	-	1,297,001	845,685
Public relations	-	5,464	29,585	-	-	-	-	35,049	79,910	356,668	40,883	477,461	736,210	751,606
Purchased services	53,735	38,369	118,680	27,989	19,976	-	-	258,749	395	-	-	-	395	6,402
Registry fees	-	-	395	-	-	-	-	395	1,843	30,021	-	31,864	243,472	247,587
Repairs and maintenance	97,367	36,717	49,605	2,248	25,671	-	-	211,608	1,843	-	-	-	15,174	20,961
Resident activities	-	-	-	-	-	15,174	-	15,174	6,310	215	-	6,525	11,168	13,359
Staff development	13,347	2,399	2,244	-	-	-	-	4,643	22,519	25,350	4,493	52,362	313,510	365,737
Supplies and equipment	6,120	27,520	1,060	76,936	138,775	3,510	-	261,148	22,635	10,770	160	33,565	78,231	70,758
Telephone	-	8,688	25,271	-	4,587	-	-	44,666	420	4,719	-	6,017	6,437	6,848
Travel	420	-	420	-	-	-	-	420	1,298	59,309	1,250	76,093	568,025	596,568
Utilities	166,518	69,947	211,205	-	44,262	-	-	491,932	15,534	53,319	36,995	52,744	66,389	53,477
Miscellaneous expenses	1,301	264	10,678	-	26	-	-	13,645	10,430	-	-	-	-	-
Total expense before depreciation and interest	802,665	1,302,318	4,956,197	714,121	2,542,352	20,060	-	10,337,713	1,679,114	1,699,642	276,293	3,655,049	13,992,762	12,877,691
Interest - external	-	-	-	-	-	-	-	-	1,562,892	-	-	-	1,562,892	1,405,272
Interest - internal (net of \$13,770 of eliminated interest)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Interest	-	-	-	-	-	-	-	-	1,562,892	-	-	-	1,562,892	1,444,267
Depreciation	488,287	784,961	384,613	-	90,670	-	-	1,748,531	40,698	29,076	-	69,774	1,818,305	1,637,886
Total expense	\$ 1,290,952	\$ 2,090,726	\$ 5,355,843	\$ 714,121	\$ 2,633,022	\$ 20,060	\$ -	\$ 12,104,724	\$ 3,282,704	\$ 1,728,718	\$ 276,293	\$ 5,287,715	\$ 17,392,439	\$ 15,959,844

See Independent Auditors' Report

PILGRIM PLACE IN CLAREMONT

**STATE OF CALIFORNIA
CONTINUING CARE RESERVE REPORT**

**For the Fiscal Year Ended December 31, 2012
and
Independent Auditor's Report**



INDEPENDENT AUDITOR'S REPORT



Board of Trustees
Pilgrim Place in Claremont

We have audited the accompanying continuing care reserve report of Pilgrim Place in Claremont (Pilgrim Place), a California Not-For-Profit Corporation, as of and for the year ended December 31, 2012.

Management's Responsibility for the Continuing Care Reserve Report

Management is responsible for the preparation and fair presentation of the continuing care reserve report in accordance with the reporting provisions of California Health and Safety Code Section 1792. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the continuing care reserve report that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the continuing care reserve report based on our audit. We conducted our audit 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 continuing care reserve report is free of material misstatement.

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

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, such continuing care reserve report Forms 5-1 through 5-5 present fairly, in all material respects, the liquid reserve requirements of Pilgrim Place at December 31, 2012, in conformity with the report preparation provisions of California Health and Safety Code Section 1792.

Basis of Accounting

The continuing care reserve report is prepared for the purpose of complying with the California Health and Safety Code Section 1792 and is not intended to be a complete presentation of Pilgrim Place's assets, liabilities, revenues and expenses and as such is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to that matter.

Restriction of Use

This report is intended solely for the information and use of the board of directors and management of Pilgrim Place and for filing with the California Department of Social Services and is not intended to be and should not be used for any other purpose. However, this report is a matter of public record and its distribution is not limited.

Vicenti, Lloyd & Stutzman LLP
VICENTI, LLOYD & STUTZMAN LLP

April 16, 2013

**FORM 1-1
RESIDENT POPULATION**

<u>LINE</u>	<u>CONTINUING CARE RESIDENTS</u>	<u>TOTAL</u>
1	NUMBER AT BEGINNING OF FISCAL YEAR	325
2	NUMBER AT END OF FISCAL YEAR	340
3	TOTAL LINES 1 AND 2	665
4	MULTIPLY LINE 3 BY ".50" AND ENTER RESULT ON LINE 5	x.50
5	MEAN NUMBER OF CONTINUING CARE RESIDENTS	333
ALL RESIDENTS		
6	NUMBER AT BEGINNING OF FISCAL YEAR	365
7	NUMBER AT END OF FISCAL YEAR	381
8	TOTAL LINES 6 AND 7	746
9	MULTIPLY LINE 8 BY ".50" AND ENTER RESULT ON LINE 10	x.50
10	MEAN NUMBER OF ALL RESIDENTS	373
11	DIVIDE LINE 5 BY LINE 10 AND ENTER THE RESULT	0.89

**FORM 1-2
ANNUAL PROVIDER FEE**

<u>LINE</u>		<u>TOTAL</u>
1	TOTAL OPERATING EXPENSES	17,392,439
a	DEPRECIATION	1,818,305
b	DEBT SERVICE(INTEREST ONLY)	1,562,892
2	SUBTOTAL (add Line 1a and 1b)	3,381,197
3	SUBTRACT LINE 2 FROM LINE 1 AND ENTER RESULT	14,011,242
4	PERCENTAGE ALLOCATED TO CONTINUING CARE RESIDENT (LINE11)	0.89
5	TOTAL OPERATING EXPENSE OF CONTINUING CARE RESIDENTS	
	MULTIPLY LINE 3 BY LINE 4	12,470,005
6	TOTAL AMOUNT DUE (LINE 5 BY .001)	12,470

PROVIDER: PILGRIM PLACE IN CLAREMONT

COMMUNITY: SAME AS ABOVE

**FORM 5-1
LONG - TERM DEBT INCURRED
IN A PRIOR FISCAL YEAR
(INCLUDING BALLOON DEBT)**

Long-Term Debt Obligation	(a) Date Incurred	(b)		(c)		(d) Credit Enhancement Premiums Paid	(e) Total Paid (columns (b) + (c) + (d))
		Principal Paid During Fiscal Year	Interest Paid During Fiscal Year	Principal Paid During Fiscal Year	Interest Paid During Fiscal Year		
1	Various		0	32,250	0	0	32,250
2	8/13/2009		0	1,562,892	0	0	1,562,892
3							
4							
5							
6							
7							
8							
		TOTAL					1,595,142

(Transfer this amount to Form 5-3, line 1)

Note: For column (b), do not include voluntary payments made to pay down principal.

Provider: PILGRIM PLACE IN CLAREMONT

form 5-1

Comments from Provider: Column C, line 2 consists of interest payments on internal debt still outstanding at 12/31/12. Principle payments on internal debt are not required; however, \$370,000 in payments have been budgeted for 2013.

Column C, line 3 - the first principle payment related to this debt is due in 2013 in the amount of \$445,000.

**FORM 5-2
LONG-TERM DEBT INCURRED
DURING FISCAL YEAR
(INCLUDING BALLOON DEBT)**

	(a)	(b)	(c)	(d)	(e)
Long-Term Debt Obligation	Date Incurred	Total Interest Paid During Fiscal Year	Amount of Most Recent payment on the Debt	Number of Payments over next 12 months	Reserve Requirement (see instruction 5) (columns (c) x (d))
1					-
2					
3					
4					
5					
	TOTAL	0	0	0	-

(Transfer this amount to Form 5-3, Line 2)

NOTE: For column (b), do not include voluntary payments made to pay down principal.

Provider: PILGRIM PLACE IN CLAREMONT

**FORM 5-3
CALCULATION OF LONG-TERM DEBT RESERVE AMOUNT**

LINE		TOTAL
1	Total from form 5-1 bottom of Column (e)	1,595,142
2	Total from form 5-2 bottom of Column (e)	<u>0</u>
3	Facility leasehold or rental payment paid by provider during fiscal year. (including related payments such as lease insurance)	<u>0</u>
4	TOTAL AMOUNT REQUIRED FOR LONG-TERM DEBT RESERVE:	<u>1,595,142</u>

PROVIDER: PILGRIM PLACE IN CLAREMONT

**FORM 5-4
CALCULATION OF NET OPERATING EXPENSES**

LINE	AMOUNT	TOTAL
1	TOTAL OPERATING EXPENSE FROM FINANCIAL STATEMENT	<u>17,392,439</u>
2	DEDUCTIONS	
a	INTEREST PAID ON LONG-TERM DEBT	<u>1,562,892</u>
b	CREDIT ENHANCEMENT PREMIUMS PAID FOR LONG-TERM DEBT	<u>-</u>
c	DEPRECIATION	<u>1,818,305</u>
d	AMORTIZATION	<u>-</u>
e	REVENUE RECEIVED DURING FISCAL YEAR FOR SERVICES TO RESIDENTS WHO DID NOT HAVE A CONTINUING CARE CONTRACT	<u>4,786,872</u> {See attached schedule
f	EXTRAORDINARY EXPENSES APPROVED BY THE DEPARTMENT	<u>-</u>
3	TOTAL DEDUCTIONS	<u>8,168,069</u>
4	NET OPERATING EXPENSES	<u>9,224,370</u>
5	DIVIDE LINE 4 BY 365 AND ENTER THE RESULT	<u>25,272</u>
6	MULTIPLY LINE 5 BY 75 AND ENTER THE RESULT	<u>1,895,400</u>
	THIS IS THE PROVIDER'S OPERATING EXPENSE RESERVE AMT	

PROVIDER: PILGRIM PLACE IN CLAREMONT

COMMUNITY: SAME AS ABOVE

**FORM 5-5
ANNUAL RESERVE CERTIFICATION**

**PROVIDER NAME: PILGRIM PLACE IN CLAREMONT
FISCAL YEAR ENDED: 12/31/2012**

We have reviewed our debt service reserve and operating expense reserve requirements as of, and for the period ended 12/31/2012, and are in compliance with those requirements

Our liquid reserve requirements, computed using the audited financial statements for the fiscal year are as follows:

1 DEBT SERVICE RESERVE AMOUNT	1,595,142
OPERATING EXPENSE RESERVE AMOUNT	1,895,400
TOTAL LIQUID RESERVE AMOUNT	3,490,542

QUALIFYING ASSETS SUFFICIENT TO FULFILL THE ABOVE REQUIREMENTS ARE HELD AS FOLLOWS:

<u>QUALIFYING ASSETS DESCRIPTION</u>	AMOUNT (MARKET VALUE AT END OF YEAR)	
	<u>DEBT SERVICE RESERVE</u>	<u>OPERATING RESERVE</u>
4 CASH AND CASH EQUIVALENTS	5,523,863	5,523,863
INVESTMENT SECURITIES		
6 EQUITY SECURITIES	1,688,813	1,688,813
7 UNUSED/AVAIL. LINES OF CREDIT	700,000	700,000
UNUSED/AVAIL. LETTERS OF CREDIT		-
9 DEBT SERVICE RESERVE	2,006,475	
OTHER: (DESCRIBE)		
TOTAL AMOUNT OF QUALIFYING ASSETS LISTED FOR RESERVE OBLIGATION:	11 9,919,151	12 7,912,676
RESERVE OBLIGATION AMOUNT	13 1,595,142	14 1,895,400
SURPLUS / (DEFICIENCY)	15 8,324,009	16 6,017,276

SIGNATURE

[Signature]
AUTHORIZED REPRESENTATIVE

DATE 4/25/13

Chief Financial Officer
TITLE

**DSS - Reserve Report Part of Form 5-5
Description of Reserves Under SB 1212**

Total Qualifying Assets as Filed:	<u>Debt Service</u>	<u>Operating</u>	Description:
Cash and Cash Equivalents	5,523,863	5,523,863	Unrestricted cash and money market funds per statement of financial position.
Investment Securities	-	-	
Equity Securities	1,688,813	1,688,813	Unrestricted equity investments per statement of financial position.
Unused Line of Credit	700,000	700,000	Unused operational line of credit.
Land	-	-	
Debt Service Reserve	2,006,475	-	Debt service in trust account per statement of financial position.
Total Qualifying Assets as Filed	9,919,151	7,912,676	
Debt Service Reserve			
Reservations and Designations:	1,595,142	1,895,400	
Remaining Liquid Reserves	8,324,009	6,017,276	
<hr/>			
Per Capital Cost of Operations			
Operating Expenses (Form 5-4, line #1)	17,392,439		
Mean # of CCRC Residents (Form 1-1, line #10)	373		
Per Capita Cost of Operations	46,629		