

FISCAL YEAR ENDED:

12 / 31 / 15

ANNUAL REPORT CHECKLIST

PROVIDER(S): CC-Palo Alto, Inc.

CCRC(S): Vi at Palo Alto

RECEIVED
APR 29 2016

CONTACT PERSON: Stephanie Fields

CONTINUING CARE
CONTRACTS BRANCH

TELEPHONE NO.: (312) 803-8520

EMAIL: sfields@viliving.com



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

- Annual Report Checklist.
- Annual Provider Fee in the amount of: \$ 43,774.95
 - 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* reserves and, when applicable, the required refund reserve.
- Evidence of the provider's fidelity bond, as required by H&SC section 1789.8.
- Provider's audited financial statements, with an accompanying certified public accountant's opinion thereon.
- Provider's audited reserve reports (prepared on Department forms), with an accompanying certified public accountant's opinion thereon.
- Provider's "Continuing Care Retirement Community Disclosure Statement" and Form 7-1 "Report on CCRC Monthly Service Fees" for **each** community.
- Provider's Refund Reserve Calculation(s) – Form 9-1 and/or Form 9-2, if applicable.

The Key Indicators Report is required to be submitted within 30 days of the due date of the submission of the annual report, but may be submitted at the same time as the annual report.

**FORM 1-1
RESIDENT POPULATION**

<u>Line</u>	Continuing Care Residents	<u>TOTAL</u>	
[1]	Number at beginning of fiscal year	<u>553</u>	
[2]	Number at end of fiscal year	<u>553</u>	
[3]	Total Lines 1 and 2	<u>1,106</u>	
[4]	Multiply Line 3 by ".50" and enter result on Line 5.	x.50	
[5]	Mean number of continuing care residents	<table border="1"><tr><td>553</td></tr></table>	553
553			
All Residents			
[6]	Number at beginning of fiscal year	<u>576</u>	
[7]	Number at end of fiscal year	<u>580</u>	
[8]	Total Lines 6 and 7	<u>1,156</u>	
[9]	Multiply Line 8 by ".50" and enter result on Line 10.	x.50	
[10]	Mean number of all residents	<table border="1"><tr><td>578</td></tr></table>	578
578			
[11]	Divide the mean number of continuing care residents (Line 5) by the mean number of all residents (Line 10) and enter the result (round to two decimal places).	<table border="1"><tr><td>.96</td></tr></table>	.96
.96			

**FORM 1-2
ANNUAL PROVIDER FEE**

<u>Line</u>		<u>TOTAL</u>
[1]	Total Operating Expenses (including depreciation and debt service-interest only) (Total Operating Expense amount excludes the amount deducted on Form 5-4 for extraordinary expenses.)	<u>54,676,638</u>
[a]	Depreciation	<u>9,077,727</u>
[b]	Debt Service (Interest Only)	<u>0</u>
[2]	Subtotal (add Line 1 a and 1b)	<u>9,077,727</u>
[3]	Subtract Line 2 from Line 1 and enter result.	<u>45,598,911</u>
[4]	Percentage allocated to continuing care residents (Form 1-1, Line 11)	<u>.96</u>
[5]	Total Operating Expense for Continuing Care Residents (multiply Line 3 by Line 4)	<u>43,774,954</u>
		x.001
[6]	Total Amount Due (multiply Line 5 by .001)	<u>43,774.95</u>

PROVIDER: CC – Palo Alto, Inc.
COMMUNITY: Vi at Palo Alto

Form 1-1 and Form
1-2

California Department of Social Services
Application for Certificate of Authority

RECEIVED
APR 29 2016
CONTINUING CARE
CONTRACTS BRANCH

CERTIFICATION

The undersigned certifies that the Annual Report for the fiscal year ended 12/31/2015 is correct to the best of his knowledge, that each continuing care contract form in use or offered to new residents has been approved by the Department, and the provider is maintaining the required liquid reserve and refund reserve.

Dated: April 27, 2016

CC-Palo Alto, Inc., a Delaware corporation

By: 
Randal J. Richardson, President



CERTIFICATE OF PROPERTY INSURANCE

DATE (MM/DD/YYYY)
12/24/2015

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.

If this certificate is being prepared for a party who has an insurable interest in the property, do not use this form. Use ACORD 27 or ACORD 28.

PRODUCER Willis of Illinois, Inc. c/o 25 Century Blvd P.O. Box 305191 Nashville, TN 372305191 USA	CONTACT NAME: PHONE (A/C, No, Ext): 1-877-945-7378 FAX (A/C, No): 1-888-467-2378 E-MAIL ADDRESS: certificates@willis.com PRODUCER CUSTOMER ID:														
	<table border="1"> <tr> <th>INSURER(S) AFFORDING COVERAGE</th> <th>NAIC #</th> </tr> <tr> <td>INSURER A: Starr Surplus Lines Insurance Company</td> <td>13604</td> </tr> <tr> <td>INSURER B:</td> <td></td> </tr> <tr> <td>INSURER C:</td> <td></td> </tr> <tr> <td>INSURER D:</td> <td></td> </tr> <tr> <td>INSURER E:</td> <td></td> </tr> <tr> <td>INSURER F:</td> <td></td> </tr> </table>		INSURER(S) AFFORDING COVERAGE	NAIC #	INSURER A: Starr Surplus Lines Insurance Company	13604	INSURER B:		INSURER C:		INSURER D:		INSURER E:		INSURER F:
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INSURER C:															
INSURER D:															
INSURER E:															
INSURER F:															
INSURED CC-Palo Alto, Inc. 620 Sand Hill Road Palo Alto, CA 94304															

COVERAGES **CERTIFICATE NUMBER:** W1235211 **REVISION NUMBER:**

LOCATION OF PREMISES / DESCRIPTION OF PROPERTY (Attach ACORD 101, Additional Remarks Schedule, if more space is required)
Vi at Palo Alto, 620 Sand Hill Road, Palo Alto, CA 94304

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	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YYYY)	POLICY EXPIRATION DATE (MM/DD/YYYY)	COVERED PROPERTY	LIMITS		
A	<input checked="" type="checkbox"/> PROPERTY	SLSTPTY10796715	12/31/2015	12/31/2016	<input checked="" type="checkbox"/> BUILDING	\$ See Below		
	CAUSES OF LOSS				DEDUCTIBLES	<input checked="" type="checkbox"/> PERSONAL PROPERTY	\$ See Below	
					BASIC	BUILDING	<input checked="" type="checkbox"/> BUSINESS INCOME	\$ See Below
					BROAD	50,000	<input checked="" type="checkbox"/> EXTRA EXPENSE	\$ See Below
					SPECIAL	CONTENTS	<input checked="" type="checkbox"/> RENTAL VALUE	\$ See Below
						50,000	BLANKET BUILDING	\$
	<input checked="" type="checkbox"/> EARTHQUAKE				See Attached	BLANKET PERS PROP	\$	
	<input checked="" type="checkbox"/> WIND				See Attached	BLANKET BLDG & PP	\$	
			<input checked="" type="checkbox"/> Loss Limit (Blanket)	\$ 350,000,000				
				\$				
	INLAND MARINE	TYPE OF POLICY			\$			
	CAUSES OF LOSS				\$			
	NAMED PERILS	POLICY NUMBER			\$			
					\$			
	CRIME				\$			
	TYPE OF POLICY				\$			
					\$			
	BOILER & MACHINERY / EQUIPMENT BREAKDOWN				\$			
					\$			
					\$			
					\$			

SPECIAL CONDITIONS / OTHER COVERAGES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)
Replacement Cost Valuation; Agreed Amount; No Coinsurance

CERTIFICATE HOLDER California Department of Social Services Attn.: Ms. Linda Smith 744 P. Steet Sacramento, CA 95814	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 

**Supplement to Acord 24 – Certificate of Property Insurance
 Supplement to Acord 28 – Evidence of Commercial Property Insurance**

Insured: CC-Development Group, Inc.

Policy Period: 12/31/15 – 12/31/16

Issuing Companies

Layer	Insurer	Policy Number	Limit	
Primary (\$25,000,000)	Allied World Assurance Company, Ltd.	P006392/009	4,500,000	
	Axis Surplus Insurance Company	ECF771021-15	2,250,000	
	Chubb Custom Insurance Company	44681329-04	833,333	
	Endurance Worldwide Insurance Ltd.	B080112090U15	1,238,425	
	General Security Indemnity Co. of America	T0234451502392	833,333	
	Ironshore Specialty Insurance Company	001227004	1,562,500	
	Landmark American Insurance Company	LHD394769	1,250,000	
	Lexington Insurance Company	012944691	2,500,000	
	Lloyd's Syndicates 0623, 2623, 1414, 0318, 5000, 2987, 3000, 2003	B080112090U15	7,949,075	
	National Fire & Marine Insurance Company	42-PRP-000099-03	1,250,000	
	Starr Surplus Lines Insurance Company	SLSTPTY10796715	833,334	
	1 st Excess Layer (55mm xs 25mm)	Alterra Excess & Surplus Insurance Company	MKLS12XP001446	5,000,000
		Arch Specialty Insurance Company	PRP0036632-06	7,111,500
Chubb Custom Insurance Company		44681329-04	2,750,000	
General Security Indemnity Co. of America		T0234451502392	2,750,000	
Ironshore Specialty Insurance Company		002590100	6,187,500	
Lexington Insurance Company		012944691	5,500,000	
Lloyd's London Syndicate 2987		PD-10584-01	3,256,000	
Lloyd's Syndicates 2015, 1955, 3902, 1200		B080115732U15	5,945,000	
National Fire & Marine Insurance Company		42-PRP-000099-03	2,750,000	
Starr Surplus Lines Insurance Company		SLSTPTY10796715	2,750,000	
Westport Insurance Corporation		NAP045257602	11,000,000	
2 nd Excess Layer (170m xs 80mm)		Axis Surplus Insurance Company	ECF764473-15	22,500,000
	Endurance Worldwide Insurance Ltd.	B080112090U15	7,852,810	
	Homeland Insurance Company of New York	795003995	26,500,000	
	Landmark American Insurance Company	LHD394768	38,500,000	
	Lloyd's London Syndicate 2987	PD-10584-01	17,900,000	
	Lloyd's Syndicates 2003, 1861, 5820	B080112090U15	14,247,190	
	National Fire & Marine Insurance Company	42-PRP-000099-03	8,500,000	
	Westport Insurance Corporation	NAP045257602	34,000,000	
3 rd Excess Layer (100mm xs 250mm)	Mitsui Sumitomo Insurance Company of America	EXP7000111	100,000,000	
Excess California EQ (20mm xs 80mm)	QBE Specialty Insurance Company	ESE14009-00	15,000,000	
	General Security Indemnity Company of Arizona	TR0001486-01187-15	5,000,000	

Key Sublimits/Modifications (per occurrence, unless otherwise indicated)

Flood – FEMA 100 Year Flood Zones (occurrence / aggregate).....	\$50,000,000
Flood – All Other Locations (occurrence / aggregate).....	\$200,000,000
Earth Movement – California (occurrence / aggregate)	\$100,000,000
Earth Movement – Alaska, Hawaii, Puerto Rico (occurrence / aggregate)	\$80,000,000
Earth Movement – Critical New Madrid Areas (occurrence / aggregate)	\$50,000,000
Earth Movement – Critical Pacific Northwest Areas (occurrence / aggregate).....	\$50,000,000
Earth Movement – All Other Locations (occurrence / aggregate)	\$200,000,000
Named Storm – FL, HI, PR, US VI and First Tier Areas in all other states	\$80,000,000
Debris Removal	\$25,000,000
Extended Period of Indemnity.....	365 days
Extra Expense.....	\$50,000,000
Mold - ensuing loss only (occurrence/aggregate)	\$5,000,000

**Supplement to Acord 24 – Certificate of Property Insurance
Supplement to Acord 28 – Evidence of Commercial Property Insurance**

Insured: CC-Development Group, Inc.

Policy Period: 12/31/15 – 12/31/16

Special Deductibles

- Earth Movement – AK, CA, HI, PR -- 5% of the reported "unit of insurance" subject to a minimum of \$250,000 and a maximum of \$7,500,000 per occurrence
- Earth Movement – Critical New Madrid Areas and Critical Pacific Northwest areas – 2% of the reported "unit of insurance" subject to a minimum of \$100,000 per occurrence
- Earth Movement – All Other Locations - \$100,000 per occurrence
- Flood – FEMA 100 Year Flood Zones – \$1,000,000 per occurrence
- Flood – All Other Locations– \$100,000 per occurrence
- Named Windstorm – South Carolina - 3% of the reported "unit of insurance" subject to a minimum of \$250,000 and a maximum of \$3,500,000 per occurrence
- Named Windstorm – FL, HI, PR, US VI and First Tier Areas in all other states (except SC) 3% of the reported "unit of insurance" subject to a minimum of \$250,000 and a maximum of \$3,500,000 per occurrence per occurrence

AGENCY CUSTOMER ID: _____

LOC #: _____



ADDITIONAL REMARKS SCHEDULE

Page 2 of 2

AGENCY Willis of Illinois, Inc.		NAMED INSURED CC-Palo Alto, Inc. 620 Sand Hill Road Palo Alto, CA 94304	
POLICY NUMBER See Page 1		EFFECTIVE DATE: See Page 1	
CARRIER See Page 1	NAIC CODE See Page 1		

ADDITIONAL REMARKS

THIS ADDITIONAL REMARKS FORM IS A SCHEDULE TO ACORD FORM,
FORM NUMBER: 25 FORM TITLE: Certificate of Liability Insurance

INSURER AFFORDING COVERAGE: Columbia Casualty Company NAIC#: 31127
POLICY NUMBER: 4034814088 EFF DATE: 12/31/2015 EXP DATE: 12/31/2016

TYPE OF INSURANCE: LIMITS:
Excess Umbrella \$25,000,000 Each Occurrence
 \$25,000,000 Aggregate

Re: Vi at Palo Alto; 620 Sand Hill Rd.; Palo Alto, CA 94304



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COVERAGES **CERTIFICATE NUMBER:** W1235210 **REVISION NUMBER:**

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Vi at Palo Alto, 620 Sand Hill Road, Palo Alto, CA 94304

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SPECIAL CONDITIONS / OTHER COVERAGES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

CERTIFICATE HOLDER California Department of Social Services Attn. Ms. Linda Smith 744 P. Street Sacramento, CA 95814	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 



CC-PALO ALTO, INC. AND SUBSIDIARY

Consolidated Financial Statements and Supplemental Schedules

December 31, 2015 and 2014

(With Independent Auditors' Report Thereon)

CC-PALO ALTO, INC. AND SUBSIDIARY

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Independent Auditors' Report

The Board of Directors
CC-Palo Alto, Inc. and Subsidiary:

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of CC-Palo Alto, Inc. and subsidiary, which comprise the consolidated balance sheets as of December 31, 2015 and 2014, and the related consolidated statements of operations, changes in stockholders' deficit, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the consolidated 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 consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of CC-Palo Alto, Inc. and subsidiary as of December 31, 2015 and 2014, and the results of their operations and their cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.



Other Matters

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The supplementary information included in Form 5-1 through Form 5-5 is presented for purposes of additional analysis and for compliance with the requirements of the California Health and Safety Code Section 1792 and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

KPMG LLP

Chicago, Illinois
April 27, 2016

CC-PALO ALTO, INC. AND SUBSIDIARY

Consolidated Balance Sheets

December 31, 2015 and 2014

Assets	2015	2014
Current assets:		
Cash and cash equivalents	\$ 25,173,864	2,688,238
Current portion of assets limited as to use	1,754,756	1,663,603
Resident accounts receivable	903,438	860,824
Prepays and other	285,406	365,135
Total current assets	28,117,464	5,577,800
Assets limited as to use, net of amounts required for current liabilities	24,321,087	22,418,067
Property and equipment:		
Land improvements	15,507,721	15,320,479
Building and improvements	203,232,180	203,053,145
Furniture, fixtures, and equipment	29,312,673	28,264,828
Construction in progress	593,606	294,284
	248,646,180	246,932,736
Less accumulated depreciation	94,844,210	87,791,142
Property and equipment, net	153,801,970	159,141,594
Costs of acquiring initial continuing care contracts	2,945,088	4,969,747
Deferred tax asset, net	16,182,746	7,756,757
Deposits	1,215,889	1,214,158
Total assets	\$ 226,584,244	201,078,123
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable	\$ 1,242,363	835,803
Accrued expenses	25,318,809	9,146,758
Prepaid resident service revenue	1,769,188	1,478,554
Resident deposits	554,710	630,060
Current portion of repayable entrance fees	9,434,807	3,637,773
Due to affiliate	724,131	527,347
Total current liabilities	39,044,008	16,256,295
Repayable entrance fees	449,227,944	455,185,595
Deferred revenue from nonrepayable entrance fees	50,185,075	44,782,512
Other liabilities	160,099	195,827
Total liabilities	538,617,126	516,420,229
Stockholders' deficit:		
Common stock, no par value, no assigned value. Authorized, issued, and outstanding, 100 shares	—	—
Distributions in excess of paid-in capital	(184,367,381)	(192,959,087)
Accumulated deficit	(127,665,501)	(122,383,019)
Total stockholders' deficit	(312,032,882)	(315,342,106)
Total liabilities and stockholders' deficit	\$ 226,584,244	201,078,123

See accompanying notes to consolidated financial statements.

CC-PALO ALTO, INC. AND SUBSIDIARY

Consolidated Statements of Operations

Years ended December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Revenue:		
Net resident service revenue	\$ 40,839,695	38,045,426
Amortization of entrance fees	9,242,777	7,591,519
Investment return	42,887	(62,334)
Other income	165,355	126,217
	<u>50,290,714</u>	<u>45,700,828</u>
Expenses:		
Food and beverage	3,862,000	3,794,412
Dining room	2,112,657	2,010,522
Laundry	279,695	277,864
Housekeeping	1,766,364	1,650,446
Resident services	3,459,521	3,430,830
Resident care	6,840,249	6,558,777
Repairs and maintenance	1,909,722	1,840,688
Utilities	1,833,351	1,832,852
Sales and marketing	669,436	627,448
	<u>22,732,995</u>	<u>22,023,839</u>
Total operating expenses	22,732,995	22,023,839
Management fees	3,287,966	3,069,083
Property taxes	6,545,206	6,518,923
Ground lease base rent	1,670,538	1,605,000
Ground lease participating rent	5,413,375	4,486,761
Depreciation and amortization	9,077,727	9,582,709
Administration	8,775,935	6,536,227
Insurance	1,303,737	1,303,504
	<u>58,807,479</u>	<u>55,126,046</u>
Total expenses	58,807,479	55,126,046
Loss before income tax benefit	(8,516,765)	(9,425,218)
Income tax benefit	3,330,669	3,701,940
Net loss	\$ <u>(5,186,096)</u>	<u>(5,723,278)</u>

See accompanying notes to consolidated financial statements.

CC-PALO ALTO, INC. AND SUBSIDIARY
Consolidated Statements of Changes in Stockholders' Deficit
Years ended December 31, 2015 and 2014

	Common stock		Distributions in excess of paid-in capital	Accumulated deficit	Total
	Shares	Amount			
Balance at December 31, 2013	100	\$ —	(196,009,087)	(114,096,841)	(310,105,928)
Contributions from Parent	—	—	3,050,000	—	3,050,000
Tax adjustment	—	—	—	(2,562,900)	(2,562,900)
Net loss	—	—	—	(5,723,278)	(5,723,278)
Balance at December 31, 2014	100	—	(192,959,087)	(122,383,019)	(315,342,106)
Contributions from Parent	—	—	8,591,706	—	8,591,706
Tax adjustment	—	—	—	(96,386)	(96,386)
Net loss	—	—	—	(5,186,096)	(5,186,096)
Balance at December 31, 2015	100	\$ —	(184,367,381)	(127,665,501)	(312,032,882)

See accompanying notes to consolidated financial statements.

CC-PALO ALTO, INC. AND SUBSIDIARY

Consolidated Statements of Cash Flows

Years ended December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Cash flows from operating activities:		
Cash received from residents	\$ 41,230,108	39,130,581
Proceeds received from nonrepayable entrance fees	14,909,030	11,539,940
Interest received	92,289	357,403
Cash paid to suppliers and employees	(32,675,209)	(33,619,561)
Cash paid for management fees	(3,287,966)	(3,069,083)
Cash received from (paid for) real estate taxes	8,464,463	(6,518,923)
Cash paid for participating rent	(5,413,375)	(4,486,761)
Cash paid for income taxes	(5,191,706)	—
Net cash provided by operating activities	<u>18,127,634</u>	<u>3,333,596</u>
Cash flows from investing activities:		
Additions to property and equipment	(1,713,444)	(1,854,100)
Net change in resident deposits	(75,350)	321,060
Net change in assets limited as to use	(2,043,575)	(1,397,300)
Net cash used in investing activities	<u>(3,832,369)</u>	<u>(2,930,340)</u>
Cash flows from financing activities:		
Contributions from Parent	8,591,706	3,050,000
Proceeds from repayable entrance fees	28,296,870	20,086,430
Entrance fee repayments	(28,698,215)	(24,867,617)
Net cash provided by (used in) financing activities	<u>8,190,361</u>	<u>(1,731,187)</u>
Net increase (decrease) in cash and cash equivalents	22,485,626	(1,327,931)
Cash and cash equivalents at beginning of year	2,688,238	4,016,169
Cash and cash equivalents at end of year	\$ <u>25,173,864</u>	<u>2,688,238</u>
Reconciliation of net loss to net cash provided by operating activities:		
Net loss	\$ (5,186,096)	(5,723,278)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Proceeds from nonrepayable entrance fees	14,909,030	11,539,940
Depreciation and amortization	9,077,727	9,582,709
Amortization of entrance fees	(9,242,777)	(7,591,519)
Net realized and unrealized losses on assets limited as to use	49,402	419,737
Utilization of repayable entrance fees in lieu of monthly fees	(22,962)	(44,518)
Income tax adjustment	(96,386)	(2,562,900)
Changes in assets and liabilities:		
Accounts receivable	(42,614)	(45,717)
Prepays and other	79,729	144,559
Deposits	(1,731)	(741)
Accounts payable	406,560	(45,895)
Accrued expenses	16,172,051	(2,123,532)
Prepaid resident service revenue	290,634	1,049,173
Due to affiliates	196,784	(119,652)
Deferred tax asset	(8,425,989)	(1,139,040)
Other liabilities	(35,728)	(5,730)
Net cash provided by operating activities	\$ <u>18,127,634</u>	<u>3,333,596</u>

See accompanying notes to consolidated financial statements.

CC-PALO ALTO, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(1) Purpose and Organization

The accompanying consolidated financial statements include the accounts of CC-Palo Alto, Inc. (the Company) and its consolidated affiliate, Palo Alto Care Center, Inc. The Company and Palo Alto Care Center, Inc. are both subsidiaries of CC-Development Group, Inc. (Parent).

The Company, a Delaware corporation, was incorporated on June 23, 1999 for the purpose of developing, owning, and operating a 494-unit senior living community (the Community) in Palo Alto, California. The Community comprises 388 units of independent living and a 106-unit care center that includes units of assisted living, memory support, and skilled nursing. The independent living component of the community opened in 2005, followed by the assisted living, memory support, and skilled nursing units of the care center in 2006.

Palo Alto Care Center, Inc. was incorporated for the purpose of owning the care center and leasing it back to the Company. The Company applies Accounting Standards Codification (ASC) Subtopic 810-10, *Consolidation – Overall*, to its variable interest in Palo Alto Care Center, Inc., whereby the entity is consolidated with the Company due to the Company's controlling financial interest in Palo Alto Care Center, Inc.

All significant intercompany balances and transactions have been eliminated in consolidation.

(2) Summary of Significant Accounting Principles

(a) Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. 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 consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(b) Cash and Cash Equivalents

Cash and cash equivalents include investments in highly liquid instruments with original maturities of three months or less, excluding amounts limited as to use.

(c) Fair Value Measurements

The Company applies the provisions of Accounting Standards Update (ASU) 2010-06, *Improving Disclosure about Fair Value Measurements* (ASU 2010-06). ASU 2010-06 amends ASC Subtopic 820-10, *Fair Value Measurements – Overall*, to provide additional disclosure requirements for transfers into and out of Levels 1 and 2 and for activity in Level 3 and to clarify other existing disclosure requirements.

ASC Subtopic 820-10 defines fair value as 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. ASC Subtopic 820-10 also establishes a framework for measuring fair value and expands disclosures about fair value measurements.

CC-PALO ALTO, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

ASC Subtopic 820-10 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 inputs are observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 inputs are unobservable inputs for the asset or liability.

The level in the fair value hierarchy within which a fair value measurement in its entirety falls is based on the lowest level input that is significant to the fair value measurement in its entirety.

In estimating the fair value of its financial instruments, the Company determined the carrying amounts reported in the consolidated balance sheets for cash and cash equivalents and assets limited as to use approximate fair value because of the short maturities of these instruments and are considered Level 1 investments within the fair value hierarchy.

(d) *Assets Limited as to Use*

Assets limited as to use include restricted resident deposits, assets held in escrow under state statutes, assets held by the Company under Ground Lease Agreement (note 5), and assets set aside by the Company for the Community's operations and capital improvements, in accordance with the Company's policies. Restricted resident deposits represent good faith deposits received by the Company upon the commitment of prospective residents to enter into a residency agreement. Assets held in escrow under state statutes represent funds designated to establish certain entrance fee repayments, debt service, and operating reserves as required by the State of California. The amounts held in escrow under this requirement are comprised entirely of cash and cash equivalents. Assets held by the Company under Ground Lease Agreement represent funds designated to secure payments under the ground lease (note 5). Assets held for operations are for funding operating reserves over which the Company retains control and may use in accordance with the Company's policies. Assets limited as to use for capital improvements represent funds designated by the Company for acquisition of property and equipment, in accordance with the Company's policies.

(e) *Property and Equipment*

Property and equipment are stated at cost. Depreciation is calculated on the straight-line method over the estimated useful lives of the assets ranging from 4 to 40 years. Construction in progress at December 31, 2015 relates to costs associated with renovations that will be placed in service during 2016. No significant contractual commitments exist related to these renovations as of December 31, 2015.

CC-PALO ALTO, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(f) *Impairment of Long-Lived Assets*

Long-lived assets, such as property and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. If the Company intended to dispose of its assets, they would be reported at the lower of the carrying amount or fair value less estimable costs to sell, and would no longer be depreciated. The Company does not believe that there are any factors or circumstances indicating impairment of its long-lived assets as of December 31, 2015 or 2014.

(g) *Costs of Acquiring Initial Continuing Care Contracts*

Costs of acquiring initial continuing care contracts (the Costs) consist principally of marketing and advertising costs incurred directly in relation to the initial acquisition of continuing care contracts. In accordance with ASC Subtopic 720-35, *Advertising Costs*, the Company capitalizes costs incurred in connection with direct response advertising whose primary purpose is to secure deposits from residents who are shown to have responded specifically to the advertising. Such advertising costs include newspaper, magazine, television, radio, brochures, and other costs. The Costs are amortized using the straight-line method over the expected stay at the community of the first resident group, beginning in the first period in which revenues associated with the costs are earned. Upon occupancy of the first resident group, additional costs are expensed as incurred. The Costs are shown net of accumulated amortization of \$21,350,444 and \$19,325,785 at December 31, 2015 and 2014, respectively.

(h) *Obligation to Provide Future Services*

The Company annually calculates the present value of the estimated net cost of future services and the use of facilities to be provided to current residents and compares that amount with the balance of unearned revenue from entrance fees. If the present value of the net costs of future services and the use of facilities exceeds the unearned revenue from entrance fees, a liability is recorded (obligation to provide future services) with the corresponding charge to income. The obligation is discounted at 5.0%, based on the expected long-term rate of return. The present value of the net cost of future services and the use of facilities was less than the deferred revenue from entrance fees at December 31, 2015 and 2014, and accordingly, no obligation to provide future services has been recognized in the accompanying consolidated balance sheets.

(i) *Repayable Entrance Fees*

Residents enter into a residency agreement with the Company that requires the payment of a one time entrance fee. Upon termination of the residency agreement, residents are entitled to a repayment of the portion of the entrance fee that has not been earned by the Company, payable upon the sooner of reoccupancy of the unit or 10 years after the unit is made available. The Company earns 2% of the fee per month up to a maximum of 100%, 30%, 25%, 20%, or 10% dependent on the contract provisions of the residency agreement. The Company amortizes the nonrepayable portion of the entrance fee over the estimated life of the residents. The Company has recorded the repayable portion of the entrance

CC-PALO ALTO, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

fees separately from the nonrepayable portion within the accompanying consolidated balance sheets. If all contracts terminated on December 31, 2015, the repayable portion of the entrance fees due to all residents would be approximately \$460,592,000.

(j) *Net Resident Service Revenue*

Resident revenue related to independent living units, assisted living units, memory support units, and non-Medicare skilled care units is recognized on a fee-for-service basis in the month in which occupancy and services are provided. Net resident service revenue related to Medicare skilled care units is reported at the estimated net realizable amounts from residents and third-party payors. During 2015 and 2014, the Company determined that it would return a portion of its excess cash flows generated from operations back to its residents as a reduction of the subsequent year's monthly fees in the amounts of \$1,200,046 and \$2,879,991, respectively. As of December 31, 2015 and 2014, \$1,200,046 and \$1,033,543, respectively, are reflected as prepaid resident service revenue in the accompanying consolidated balance sheets.

(k) *Ground Lease Participating Rent*

Pursuant to its Ground Lease Agreement with The Board of Trustees of the Leland Stanford Junior University (note 5), beginning with initial occupancy of the Community, the Company pays a percentage of all gross receipts to Stanford University, as defined in the Ground Lease Agreement. Gross receipts include net resident service revenue, other income, and proceeds from entrance fees net of certain repayments. The payments are recognized as expense in their entirety in the period in which the related net resident service revenue and other income are recognized, and in the period in which the proceeds from entrance fees are received.

(l) *Income Taxes*

The Company is included in the consolidated income tax return of its Parent. The Company uses the separate return method of determining its provision for income taxes. The consolidated financial statements reflect the provision for income taxes as if the Company were a separate taxpayer and a stand-alone enterprise. Accordingly, the consolidated financial statements may reflect tax attributes that may not exist in the Parent's consolidated income tax return. A valuation allowance on deferred tax assets is assessed using the sources of future taxable income available only to the Company.

Deferred income taxes are recognized for the tax consequences of "temporary differences" by applying enacted statutory tax rates applicable to future years to differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities. The effect on deferred income taxes of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company accounts for tax provisions in accordance with ASC Topic 740, *Income Taxes*. ASC Topic 740 clarifies the accounting for uncertainty in tax positions and also provides guidance on when the tax positions are recognized in an entity's financial statements and how the values of these positions are determined. The Company has recognized no liabilities as of December 31, 2015 and 2014 related to uncertain tax positions.

CC-PALO ALTO, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(3) Concentration of Credit Risk

The Company grants credit to its self-pay residents as well as those that are insured under third-party payor agreements. The mix of receivables from patients and third-party payors as of December 31, 2015 and 2014 is as follows:

	<u>2015</u>	<u>2014</u>
Medicare	57%	56%
Self-pay and commercial insurance	43	44
	<u>100%</u>	<u>100%</u>

(4) Assets Limited as to Use

The Company reports investments in equity securities with readily determinable fair values and all investments in debt securities at fair value. Fair value is determined primarily on the basis of quoted market prices or observable market inputs. Money markets, certificates of deposit, and U.S. Treasury securities are considered cash equivalents and are considered Level 1 investments within the fair value hierarchy. Investment income or loss (including realized gains and losses on investments, changes in unrealized gains and losses on trading securities, interest, and dividends) is reported as investment return in the accompanying consolidated statements of operations. All assets limited as to use are considered by management to be trading securities.

A summary of the composition of the Company's investment portfolio at December 31, 2015 and 2014 is as follows:

	<u>2015</u>	<u>2014</u>
Cash	\$ 5,944,125	4,520,449
Money markets and certificates of deposit	7,888,875	8,467,681
U.S. Treasury securities	12,242,843	11,093,540
	<u>\$ 26,075,843</u>	<u>24,081,670</u>

CC-PALO ALTO, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

Investments are reported in the accompanying consolidated balance sheets as follows:

	<u>2015</u>	<u>2014</u>
Assets limited as to use – resident deposits	\$ 554,710	630,060
Assets limited as to use – by Company for operations	<u>1,200,046</u>	<u>1,033,543</u>
Total current portion of assets limited as to use	<u>1,754,756</u>	<u>1,663,603</u>
Assets limited as to use – by Company for capital improvements	12,240,090	11,593,264
Assets limited as to use – by Company for operations	1,747,108	1,661,311
Assets limited as to use – by State for entrance fee repayments	4,333,889	3,163,492
Assets limited as to use – by Company for ground lease	<u>6,000,000</u>	<u>6,000,000</u>
Assets limited as to use, net of amounts required for current liabilities	<u>24,321,087</u>	<u>22,418,067</u>
Total assets limited as to use	\$ <u><u>26,075,843</u></u>	\$ <u><u>24,081,670</u></u>

The composition of investment return on the Company's investment portfolio for the years ended December 31, 2015 and 2014 is as follows:

	<u>2015</u>	<u>2014</u>
Interest and dividend income	\$ 92,289	357,403
Net realized and change in unrealized gains and losses during the holding period	<u>(49,402)</u>	<u>(419,737)</u>
	\$ <u><u>42,887</u></u>	\$ <u><u>(62,334)</u></u>

(5) Ground Lease

On August 1, 2000, the Company entered into a 75-year Ground Lease Agreement with The Board of Trustees of the Leland Stanford Junior University (Lessor). During the construction period, the lease called for monthly payments of \$125,000 plus annual Consumer Price Index (CPI) increases. The lease payments began with the commencement of the construction of the Community in July 2003. After initial occupancy, the monthly payments reset to \$125,000 and are adjusted every five years to reflect increases in CPI; the maximum CPI increase is 7% for a five-year period. The monthly payments for the years ended December 31, 2015 and 2014 totaled \$1,670,538 and \$1,605,000, respectively. The ground lease also requires participating rent of approximately 6% of all gross receipts, payable monthly beginning with the initial occupancy, as defined.

In February 2002, the Company paid a \$1,000,000 deposit as required by the Ground Lease Agreement. The Ground Lease Agreement also requires that the Company maintain a letter of credit in the amount of \$6,000,000 as security for the Company's performance of its obligations under the lease.

CC-PALO ALTO, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(6) Income Taxes

The operating results of the Company are included in the Parent's consolidated federal income tax return. The Company is party to a tax sharing agreement that provides that, among other things, the Company shall not be entitled to any reimbursement for utilization of its tax attributes in the consolidated federal income tax return of the Parent. The tax sharing agreement also provides that the Company shall not be entitled to any reimbursement for utilization of its tax attributes in the various combined state income tax returns of the Parent and its subsidiaries. The Company is required to pay the Parent for any tax liability that may arise from its operations, computed on a separate return basis. For the year ended December 31, 2014, the Company sustained losses for federal and state income tax purposes. Accordingly, the current tax benefit attributable to the Company in the Parent's income tax return, as required pursuant to the provision of ASC Topic 740, has been eliminated through an adjustment to stockholders' deficit.

The income tax benefit for the years ended December 31, 2015 and 2014 comprises the following:

	<u>2015</u>	<u>2014</u>
Current:		
U.S. federal	\$ 3,982,868	(2,182,715)
State	1,112,452	(380,185)
Total current	<u>5,095,320</u>	<u>(2,562,900)</u>
Deferred:		
U.S. federal	(7,237,756)	(978,413)
State	(1,188,233)	(160,627)
Total deferred	<u>(8,425,989)</u>	<u>(1,139,040)</u>
Income tax benefit	<u>\$ (3,330,669)</u>	<u>(3,701,940)</u>

CC-PALO ALTO, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31, 2015 and 2014 are presented below:

	<u>2015</u>	<u>2014</u>
Deferred tax assets:		
Deferred revenue from nonrefundable entrance fees	\$ 15,817,968	15,282,903
Property tax liabilities	7,551,820	—
Other	1,866,394	1,266,422
Net operating loss carryforwards – state	—	296,135
Gross deferred tax assets	<u>25,236,182</u>	<u>16,845,460</u>
Less valuation allowance	—	(296,135)
Net deferred tax assets	<u>25,236,182</u>	<u>16,549,325</u>
Deferred tax liabilities:		
Depreciation	(7,853,431)	(6,767,595)
Costs of acquiring initial continuing care contracts	<u>(1,200,005)</u>	<u>(2,024,973)</u>
Gross deferred tax liabilities	<u>(9,053,436)</u>	<u>(8,792,568)</u>
Total deferred tax asset, net	\$ <u>16,182,746</u>	<u>7,756,757</u>

As of December 31, 2014, a valuation allowance of \$296,135 was considered necessary as management believed that it was more likely than not that the results of future operations would not generate sufficient taxable income to realize the deferred tax asset as it relates to state net operating loss carryforwards. The state net operating loss carryforward expired as of December 31, 2014.

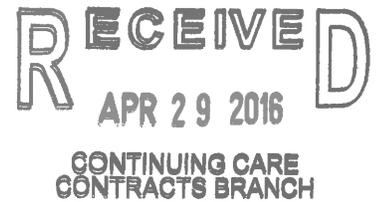
Income tax benefit was \$3,330,669 and \$3,701,940 for the years ended December 31, 2015 and 2014, respectively, and differed from the amounts computed by applying the U.S. federal income tax rate of 35% to pretax income from continuing operations as a result of the following:

	<u>2015</u>	<u>2014</u>
Computed “expected” tax benefit	\$ (2,980,868)	(3,298,826)
Change in income tax benefit resulting from:		
State and local income taxes, net of federal income tax expense	(465,139)	(407,748)
Other, net	115,338	4,634
	\$ <u>(3,330,669)</u>	<u>(3,701,940)</u>

CC-PALO ALTO, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2015 and 2014



(7) Transactions with Related Parties

The Company entered into a management agreement dated August 1, 2000 between the Company and Classic Residence Management Limited Partnership (Classic), an affiliate of the Company, whereby Classic manages the operations of the Company. The agreement is for a term of 55 years and requires the Company to pay an annual management fee equal to 8% of annual resident service revenue excluding certain items as defined in the management agreement. The Company incurred management fee expense of \$3,287,966 and \$3,069,083 for the years ended December 31, 2015 and 2014, respectively.

Classic also contracts with third parties on behalf of the Company to provide property, health, and liability insurance, and various marketing and other services. Classic advances the funds to the third parties on behalf of the Company. Such advances amounted to \$5,172,457 and \$4,941,965 for the years ended December 31, 2015 and 2014, respectively. There is no interest associated with these advances as they are reimbursed on a current basis. Amounts due to Classic of \$724,131 and \$527,347 at December 31, 2015 and 2014, respectively, are reflected as due to affiliate in the accompanying consolidated balance sheets.

(8) Defined Contribution Plan

The employees of the Company participate in a savings plan (the Plan) administered by Classic. The Plan is qualified under Section 401(k) of the Internal Revenue Code for all full-time employees who are 21 years of age with six months of service. The Plan allows eligible employees to defer up to 25% of their income on a pretax basis through contributions to the Plan. In accordance with the provisions of the Plan, for every dollar up to 4% of a participant's salary, the Company matches each participant's contribution in an amount equal to 100% of the participant's deferral. For every dollar in excess of 4% of a participant's salary and limited to 6% of a participant's salary, the Company matches each participant's contribution in an amount equal to 50% of the participant's deferral. For the years ended December 31, 2015 and 2014, the Company recorded matching contribution expense of \$371,993 and \$341,284, respectively. Contributions are funded on a current basis.

(9) Commitments and Contingencies

(a) State Regulatory Requirements

The Company is subject to regulatory requirements as set forth by the Department of Social Services in the State of California. Such requirements set forth the establishment of a restricted cash escrow account for resident deposits until execution of the residency agreement (note 2) and the submission of schedules detailing the availability of debt service and operating expense reserves.

(b) Federal Regulatory Compliance

The laws and regulations governing the Medicare programs are extremely complex and subject to interpretation, making compliance an ongoing challenge for long-term care organizations. Recently, the federal government has increased its enforcement activity, including audits and investigations related to billing practices, clinical documentation, and related matters. The Company maintains a compliance program designed to educate employees and to detect and correct possible violations.

CC-PALO ALTO, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(c) ***Internal Revenue Service Audit***

The Company is currently undergoing audits by Internal Revenue Service for its tax years ended December 31, 2011, 2010, and 2009. Management anticipates the audits will be resolved without material adverse effect on the Company's consolidated financial position, results of operations, or cash flow.

(d) ***Real Estate Tax Assessment***

The Company is contesting the real estate taxes on the Community's building improvements and the underlying leased land for each year from November 2005 and forward. On October 12, 2007, the Santa Clara County Assessor (the Assessor) concluded that the assessed value of the Community's real estate needed to be increased to \$323,147,000 to account for increases to the November 2005 base year as a result of completion of the Community's new building improvements. On April 1, 2011, the Assessor issued a notice of intent to seek a further increase in the November 2005 base year value. On April 18–20, 2011, a hearing was held by the Santa Clara County Assessment Appeals Board (the Board) to address the November 2005 base year value. On March 6, 2012, the Board rendered its decision increasing the base year value of the real property to \$478,147,000. The Company has been billed in arrears based on the increased assessed value during the period under question. The incremental real estate taxes due through June 30, 2012 as a result of the decision by the Board were \$11,817,335 and were billed to the Company on an installment plan. Through July 13, 2015, the Company paid \$7,499,316 of the incremental real estate taxes due for the tax period through June 30, 2012. Through July 13, 2015, the Company also paid an additional \$6,090,784 as a result of the increased assessed value relating to tax periods from July 1, 2012 through June 30, 2015.

On September 5, 2012, the Company filed an action in Santa Clara County Superior Court (the Superior Court) challenging the Board's March 6, 2012 decision. On March 27, 2015, the Superior Court issued a Peremptory Writ of Mandate ordering the Board to vacate its March 6, 2012 decision and to provide the Company a new hearing to determine the November 3, 2005 base year value. The Superior Court ruled that the Board needed to provide the Company a new hearing as the Board's recording of the original hearing was missing certain testimony and that this incomplete hearing record prevented adequate judicial review of the Board's decision. On July 13-17, 2015, the Assessor acted to reduce the November 2005 base year value back to the \$323,147,000 assessed value in place before the Board's decision. Upon vacating the decision, the Company was refunded \$14,215,875 of which \$13,590,100 related to the return of property taxes attributable to the increased assessed value in the Board's March decision and \$625,775 related to interest on such amounts.

CC-PALO ALTO, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

On September 5, 2012, the Company filed an action in Santa Clara County Superior Court (the Superior Court) challenging the Board's March 6, 2012 decision. On March 27, 2015, the Superior Court issued a Peremptory Writ of Mandate ordering the Board to vacate its March 6, 2012 decision and to provide the Company a new hearing to determine the November 3, 2005 base year value. The Superior Court ruled that the Board needed to provide the Company a new hearing as the Board's recording of the original hearing was missing certain testimony and that this incomplete hearing record prevented adequate judicial review of the Board's decision. On July 13-17, 2015, the Assessor acted to reduce the November 2005 base year value back to the \$323,147,000 assessed value in place before the Board's decision. Upon vacating the decision, the Company was refunded \$14,215,875 of which \$13,590,100 related to the return of property taxes attributable to the increased assessed value in the Board's March decision and \$625,775 related to interest on such amounts.

(e) *Contingency*

On February 19, 2014, a class action complaint was filed against the Company, Classic and the Parent. The Complaint was dismissed on November 25, 2014. On December 10, 2014, the First Amended Complaint (FAC) was filed. In addition to the Corporate defendants, the FAC added former and current members of the Board of Directors of CC-Palo Alto, Inc. as individual defendants. The FAC was dismissed on March 31, 2016. On April 15, 2016, the Second Amended Complaint (SAC) was filed. The SAC alleges concealment, negligent misrepresentation, breach of fiduciary duty and constructive trust, financial abuse of elders, violation of California Civil Code §§ 1750, et seq., violation of California Business and Professions Code §§ 17200, et seq., and breach of contract. No class has yet been certified. No estimate of potential loss can be made, and no amounts have been recognized in the accompanying consolidated financial statements related to a loss contingency. The Company is seeking a dismissal of the complaint and believes that the matter will be resolved without material adverse effect on the Company's financial position, results of operations, or cash flows.

(10) **Subsequent Event**

In connection with the preparation of the consolidated financial statements and in accordance with ASC Topic 855, *Subsequent Events*, the Company evaluated events and transactions through April 27, 2016, the date the consolidated financial statements were issued.

On August 20, 2014, a Plaintiff filed a putative wage and hour class action complaint in the Superior Court of the State of California for the County of San Diego against Classic. The Plaintiff amended the complaint on August 28, 2014, asserting that she fairly and adequately represented a putative class comprised of all nonexempt Classic employees who have been or were then currently employed by Classic in the State of California since August 2010. The Plaintiff's claims included but were not limited to Violation of Labor Code, Failure to Pay Meal and Rest Break Penalties at the Proper Regular Rate, Inaccurate Wage Statements, Failure to Provide Meal Periods, and Failure to Pay Wages. Classic denies the allegations and maintains that all employees have been accurately paid for time worked, however, in an effort to mitigate potential costs and disruption associated with litigation, Classic negotiated a settlement with the class. On February 19, 2016, the Superior Court of the State of California granted a motion for conditional certification and preliminary approval of a class action settlement between Classic (on behalf of the Company and one of its affiliates) and the Settlement Class, as defined in the agreement. Included in accrued expenses in the accompanying 2015 consolidated balance sheet is \$1,427,187 related to the expected disposition of funds pursuant to the terms of the settlement.

CC-PALO ALTO, INC. AND SUBSIDIARY

Form 5-3

Calculation of Long-Term Debt Reserve Amount

<u>Line</u>	<u>Total</u>
1 Total from Form 5-1 bottom of Column (e)	\$ —
2 Total from Form 5-2 bottom of Column (e)	—
3 Facility leasehold or rental payment paid by provider during fiscal year (including related payments such as lease insurance)	4,130,841
4 Total amount required for long-term debt reserve (A)	<u>\$ 4,130,841</u>
(A) Amount is comprised of the following (see note 4 in the notes to the consolidated financial statements):	
Ground lease Base Rent	\$ 1,670,538
Resident service and other revenue	\$ 41,005,050
Participating Rent percentage	<u>6.0%</u>
2015 Participating Rent on resident service and other revenue (B)	2,460,303
Total	<u>\$ 4,130,841</u>

(B) As described in note 5 to the consolidated financial statements, pursuant to its Ground Lease Agreement, the Provider pays the lessor approximately 6.0% of resident service revenue and approximately 6.5% of gross entrance fee proceeds collected. Based on discussions with the State of California Department of Social Services (DSS), and consistent with prior years, facility leasehold or rental payments reportable on Form 5-3 should only include base rent and participating rent attributable to resident service and other revenue.

PROVIDER: CC-Palo Alto, Inc.

COMMUNITY: CC-Palo Alto, Inc.

See accompanying independent auditors' report on supplementary information.

CC-PALO ALTO, INC. AND SUBSIDIARY

Form 5-4

Calculation of Net Operating Expenses

<u>Line</u>	<u>Amounts</u>	<u>Total</u>
1	Total operating expenses from financial statements	\$ 58,807,479
2	Deductions:	
	(a) Interest paid on long-term debt (see instructions)	—
	(b) Credit enhancement premiums paid for long-term debt (see instructions)	—
	(c) Depreciation	7,053,068
	(d) Amortization	2,024,659
	(e) Revenues received during fiscal year for services to residents who did not have a continuing care contract	8,220,835
	(f) Extraordinary expenses approved by the Department (A)	4,130,841
3	Total deductions	21,429,403
4	Net operating expenses	\$ 37,378,076
5	Divide Line 4 by 365 and enter the result	\$ 102,406
6	Multiply Line 5 by 75 and enter the result. This is the provider's operating expense reserve amount	7,680,450
(A)	Extraordinary expenses approved by the department consist of amounts classified as debt service as follows:	
	Ground Lease Base Rent (see Form 5-3)	\$ 1,670,538
	Participating Rent on Resident Service and other Revenue (see Form 5-3)	2,460,303
		\$ 4,130,841

PROVIDER: CC-Palo Alto, Inc.

COMMUNITY: CC-Palo Alto, Inc.

See accompanying independent auditors' report on supplementary information.

<u>Form 5-4 line 2e reconciliation</u>	
Cash received per audited financials	\$ 41,230,108
Cash received from residents with CCRC contracts	33,009,273
Cash per Form 5-4 line 2e	\$ 8,220,835

CC-PALO ALTO, INC. AND SUBSIDIARY

Form 5-5

Annual Reserve Certification

Provider Name: CC-Palo Alto, Inc.

Fiscal year ended December 31, 2015

We have reviewed our debt service reserve and operating expense reserve requirements as of and for the fiscal year ended December 31, 2015 and are in compliance with those requirements.

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

	<u>Amount</u>
(1) Debt service reserve amount	\$ 4,130,841
(2) Operating expense reserve amount	<u>7,680,450</u>
(3) Total liquid reserve amount	\$ <u>11,811,291</u>

Qualifying assets sufficient to fulfill the above requirements are held as follows:

<u>Qualifying asset description</u>	<u>Amount</u> <u>(market value at end of quarter)</u>	
	<u>Debt service reserve</u>	<u>Operating reserve</u>
(4) Cash and cash equivalents	\$ —	25,173,864
(5) Investment securities	4,130,841	8,109,249
(6) Equity securities	—	—
(7) Unused available lines of credit	—	—
(8) Unused available letters of credit	—	—
(9) Debt service reserve	—	—
(10) Other (describe quality asset)	—	—
Total amount of qualifying assets listed for liquid reserve	(11) 4,130,841	(12) 33,283,113
Total amount required	(13) <u>4,130,841</u>	(14) <u>7,680,450</u>
Surplus (deficiency)	(15) \$ —	(16) <u>25,602,663</u>

Signature



Date

4/27/16

(Authorized representative)

(Title)

VP

See accompanying independent auditors' report on supplementary information.

CC – Palo Alto, Inc.

Form 5-5 Description of Reserves

Debt Service Reserve Amount \$4,130,841

Amount is comprised of the following:

Ground Lease Base Rent		\$1,670,538
Resident Service and other revenue	\$41,005,050	
(a) Participating Rent percentage	<u>6%</u>	
2015 Participating Rent on Resident Service and other revenue		\$2,460,303
Total Projected Stabilized Ground Lease Payments		<u>\$4,130,841</u>

Operating Reserve Amount \$7,680,450

Please see Form 5-4 of Annual Audit for calculation of operating reserve amount

CC-Palo Alto, Inc. and Subsidiary

Detail of Cash and Investments by Bank Account:

Cash and Cash Equivalents	Investment Securities	Total
\$500 Petty Cash held at property		\$500
\$7,981 Bank of America checking		\$7,981
\$20,350,751 BOA checking & overnight investment		\$20,350,751
\$4,808,364 BOA checking & overnight investment		\$4,808,364
(\$3,842) Bank of America checking		(\$3,842)
\$25,163,754		\$25,163,754
	\$0 UBS Treasuries & TIPS	\$0
	\$12,240,090 UBS Treasuries & TIPS	\$12,240,090
	\$10,111 Bank of America CD	\$10,111
	\$0 Bank of America	\$0
	\$12,250,200	\$12,250,200
		\$37,413,954
		\$4,130,841
		33,283,113
		\$37,413,954
		\$ 25,173,864
		\$ 12,240,090
		\$ 37,413,954

Amounts listed on form 5-5:

Qualifying assets for debt service reserve
 Qualifying assets for operating reserve

Amounts listed in audited financial statements:

Cash and cash equivalents (page 3) (invested as discussed on page 7)
 Assets limited as to use - by Company for Capital improvements (page 8) *

* Amounts are earmarked internally for future capital projects which have not been determined at this time.

** Amounts are held for purposes of satisfying the reserve obligation

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

Date Prepared: 4/20/2016

FACILITY NAME: Vi at Palo Alto
 ADDRESS: 620 Sandhill Road, Palo Alto, CA ZIP CODE: 94304 PHONE: (650) 853-5000
 PROVIDER NAME: CC-Palo Alto, Inc. FACILITY OPERATOR: Classic Residence Management Limited Partnership
 RELATED FACILITIES: Yes - see page 2 RELIGIOUS AFFILIATION: None
 YEAR OPENED: 2005 # OF ACRES: 22 SINGLE MULTI-
 STORY STORY OTHER: _____ MILES TO SHOPPING CTR: 1
 MILES TO HOSPITAL: 1

NUMBER OF UNITS:

RESIDENTIAL LIVING	HEALTH CARE
APARTMENTS — STUDIO: <u>0</u>	ASSISTED LIVING: <u>38</u>
APARTMENTS — 1 BDRM: <u>152</u>	SKILLED NURSING: <u>44</u>
APARTMENTS — 2 BDRM: <u>229 + 7 (3 bdrm)</u>	SPECIAL CARE: <u>24</u>
COTTAGES/HOUSES: <u>0</u>	DESCRIPTION: > <u>Dementia Care</u>
RLU OCCUPANCY (%) AT YEAR END: <u>96.65%</u>	> <u>Apartments - 3 BDRM - 7</u>

TYPE OF OWNERSHIP: NOT-FOR-PROFIT FOR-PROFIT ACCREDITED?: YES NO BY: _____

FORM OF CONTRACT: CONTINUING CARE LIFE CARE ENTRANCE FEE FEE FOR SERVICE
 (Check all that apply) ASSIGNMENT OF ASSETS EQUITY MEMBERSHIP RENTAL

REFUND PROVISIONS: (Check all that apply) 90% 75% 50% FULLY AMORTIZED OTHER: 0% & 70% (80% for the 3 bdrm apts)

RANGE OF ENTRANCE FEES: \$ 589,400 - \$ 5,672,300 LONG-TERM CARE INSURANCE REQUIRED? YES NO

HEALTH CARE BENEFITS INCLUDED IN CONTRACT: Type I: Assisted living and skilled nursing care

ENTRY REQUIREMENTS: MIN. AGE: 62 PRIOR PROFESSION: none required OTHER: Application process

RESIDENT REPRESENTATIVE(S) TO THE BOARD (briefly describe their involvement): > Attend periodic meetings with members of governing body.

FACILITY SERVICES AND AMENITIES					
COMMON AREA AMENITIES	AVAILABLE	FEE FOR SERVICE	SERVICES AVAILABLE	INCLUDED IN FEE	FOR EXTRA CHARGE
BEAUTY/BARBER SHOP	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	HOUSEKEEPING (<u>4</u> TIMES/MONTH)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
BILLIARD ROOM	<input checked="" type="checkbox"/>	<input type="checkbox"/>	MEALS (<u>1</u> /DAY)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
BOWLING GREEN	<input type="checkbox"/>	<input type="checkbox"/>	SPECIAL DIETS AVAILABLE	<input type="checkbox"/>	<input checked="" type="checkbox"/>
CARD ROOMS	<input checked="" type="checkbox"/>	<input type="checkbox"/>			
CHAPEL	<input type="checkbox"/>	<input type="checkbox"/>	24-HOUR EMERGENCY RESPONSE	<input checked="" type="checkbox"/>	<input type="checkbox"/>
COFFEE SHOP	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	ACTIVITIES PROGRAM	<input checked="" type="checkbox"/>	<input type="checkbox"/>
CRAFT ROOMS	<input checked="" type="checkbox"/>	<input type="checkbox"/>	ALL UTILITIES EXCEPT PHONE	<input checked="" type="checkbox"/>	<input type="checkbox"/>
EXERCISE ROOM	<input checked="" type="checkbox"/>	<input type="checkbox"/>	APARTMENT MAINTENANCE	<input checked="" type="checkbox"/>	<input type="checkbox"/>
GOLF COURSE ACCESS	<input type="checkbox"/>	<input type="checkbox"/>	CABLE TV	<input checked="" type="checkbox"/>	<input type="checkbox"/>
LIBRARY	<input checked="" type="checkbox"/>	<input type="checkbox"/>	LINENS FURNISHED	<input type="checkbox"/>	<input type="checkbox"/>
PUTTING GREEN	<input checked="" type="checkbox"/>	<input type="checkbox"/>	LINENS LAUNDERED	<input checked="" type="checkbox"/>	<input type="checkbox"/>
SHUFFLEBOARD	<input type="checkbox"/>	<input type="checkbox"/>	MEDICATION MANAGEMENT	<input type="checkbox"/>	<input checked="" type="checkbox"/>
SPA	<input checked="" type="checkbox"/>	<input type="checkbox"/>	NURSING/WELLNESS CLINIC	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
SWIMMING POOL-INDOOR	<input checked="" type="checkbox"/>	<input type="checkbox"/>	PERSONAL HOME CARE	<input type="checkbox"/>	<input type="checkbox"/>
SWIMMING POOL-OUTDOOR	<input type="checkbox"/>	<input type="checkbox"/>	TRANSPORTATION-PERSONAL	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
TENNIS COURT	<input type="checkbox"/>	<input type="checkbox"/>	TRANSPORTATION-PREARRANGED	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
WORKSHOP	<input type="checkbox"/>	<input type="checkbox"/>	OTHER _____	<input type="checkbox"/>	<input type="checkbox"/>
OTHER <u>Computer Room</u>	<input checked="" 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: CC-Palo Alto, Inc.

OTHER CCRCs

Vi at La Jolla Village

LOCATION (City, State)

San Diego, CA

PHONE (with area code)

(858) 646-7712

Vi at Bentley Village

Naples, FL

(941) 598-3153

Vi at Lakeside Village

Lantana, FL

(561) 966-4600

TidePointe, a Vi Community (fee for service)

Hilton Head Island, SC

(843) 341-7200

Vi at Grayhawk, a Vi and Plaza Companies Comm.

Scottsdale, AZ

(480) 659-5100

Vi at Aventura

Aventura, FL

(305) 692-4700

Vi at the Glen

Glenview, IL

(847) 904-4600

Vi at Highlands Ranch

Highlands Ranch, CO

(720) 747-1234

Vi at Silverstone

Scottsdale, AZ

(480) 476-6100

MULTI-LEVEL RETIREMENT COMMUNITIES

LOCATION (City, State)

PHONE (with area code)

None

FREE-STANDING SKILLED NURSING

LOCATION (City, State)

PHONE (with area code)

None

SUBSIDIZED SENIOR HOUSING

LOCATION (City, State)

PHONE (with area code)

None

No listed facility is life care as defined in California.

NOTE: PLEASE INDICATE IF THE FACILITY IS A LIFE CARE FACILITY.

PROVIDER NAME: CC-Palo Alto, Inc.

	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>
INCOME FROM ONGOING OPERATIONS				
OPERATING INCOME (Excluding amortization of entrance fee income)	\$39,240,686	\$40,099,350	\$38,109,309	\$41,047,937
LESS OPERATING EXPENSES (Excluding depreciation, amortization, and interest)	\$37,813,859	\$39,118,145	\$41,056,578	\$44,316,377
NET INCOME FROM OPERATIONS	\$1,426,827	\$981,205	\$(2,947,269)	\$(3,268,440)
LESS INTEREST EXPENSE	\$0	\$0	\$0	\$0
PLUS CONTRIBUTIONS	\$0	\$0	\$3,050,000	\$8,591,705
PLUS NON-OPERATING INCOME (EXPENSES) (excluding extraordinary items)	\$(5,354,797)	\$(4,616,223)	\$(4,486,761)	\$(5,413,375)
NET INCOME (LOSS) BEFORE ENTRANCE FEES, DEPRECIATION AND AMORTIZATION	\$(3,927,970)	\$(3,635,018)	\$(4,384,030)	\$(90,110)
NET CASH FLOW FROM ENTRANCE FEES (Total Deposits Less Refunds)	\$19,016,934	\$17,945,155	\$6,758,753	\$14,507,685

DESCRIPTION OF SECURED DEBT *(as of most recent fiscal year end)*

<u>LENDER</u>	<u>OUTSTANDING BALANCE</u>	<u>INTEREST RATE</u>	<u>DATE OF ORIGATION</u>	<u>DATE OF MATURITY</u>	<u>AMORTIZATION PERIOD</u>

FINANCIAL RATIOS (see next page for ratio formulas)

	2013 CCAC Medians 50th Percentile <i>(optional)</i>	<u>2013</u>	<u>2014</u>	<u>2015</u>
DEBT TO ASSET RATIO		0	0	0
OPERATING RATIO		.98	1.08	1.08
DEBT SERVICE COVERAGE RATIO		0	0	0
DAYS CASH ON HAND RATIO		174.26	150.92	332.42

HISTORICAL MONTHLY SERVICE FEES (Average Fee and Change Percentage)

	<u>2012</u>	<u>%</u>	<u>2013</u>	<u>%</u>	<u>2014</u>	<u>%</u>	<u>2015</u>
STUDIO	n/a		n/a		n/a		n/a
ONE BEDROOM	\$4,323	3.5%	\$4,474	3.0%	\$4,689	2.5%	\$4,793
TWO BEDROOM	\$6,307	3.5%	\$6,528	3.0%	\$6,532	2.5%	\$6,690
COTTAGE/HOUSE	n/a		n/a		n/a		n/a
ASSISTED LIVING							
SKILLED NURSING							
SPECIAL CARE							

COMMENTS FROM PROVIDER: > Note: If you sign a continuing care residency contract, your monthly fee for assisted living, memory care, or skilled nursing > will be based on your monthly fee for your residential living apartment. The dollar amounts shown are the average monthly fees paid by existing residents as of December > 31st of each year. The % column reflects the percentage increase over the prior year's monthly fee that was applied to the monthly fees of 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

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

DEBT SERVICE COVERAGE RATIO

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

DAYS CASH ON HAND RATIO

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

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.

FORM 7-1
REPORT ON CCRC MONTHLY SERVICE FEES

	RESIDENTIAL LIVING	ASSISTED LIVING	SKILLED NURSING
[1] Monthly Service Fees at beginning of reporting period: (indicate range, if applicable)	<u>\$4,212 - \$9,550</u>	<u>\$4,212 - \$9,550</u>	<u>\$4,212 - \$9,550</u>
[2] Indicate percentage of increase in fees imposed during reporting period: (indicate range, if applicable)	<u>2.5%</u>	<u>2.5%</u>	<u>2.5%</u>

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

131 Indicate the date the fee increase was implemented: January 1, 2015
(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 fee 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 reasons 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.

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

PROVIDER: CC-Palo Alto, Inc.
COMMUNITY: Vi at Palo Alto

CC – Palo Alto, Inc.

Form 7-1 Explanation for Increase in Monthly Service Fees

Each monthly service fee increase is based on projected expenses, prior year expenses and economic indicators. As with most businesses, we are faced with rising costs for utilities, insurance and personnel. To maintain the high level of quality and services expected of our brand, the following increases were implemented:

IL 2.5%

AL 2.5%

SNF 2.5%

PART 9
CALCULATION OF REFUND RESERVE AMOUNT

Per the instruction of Bob Thompson, the entrance fee refund reserve report will be prepared and submitted at a later date when the updated forms and instructions are available.