

November 1, 2021

Nicole Breslin, President & CEO  
Youville Place, Inc.  
10 Pelham Road  
Lexington, MA 02421

Dear Nicole:

Enclosed are the original and one copy of the 2020 Exempt Organization returns, as follows...

2020 Form 990

2020 Massachusetts Form PC

Each original should be dated, signed and filed in accordance with the filing instructions. The copy should be retained for your files.

Instructions for filing the above forms are furnished for easy reference.

The returns were prepared from the information furnished by you. Please review the returns before signing to ensure that there are no omissions or misstatements of material facts. If you note anything which may require a change to the returns, please contact us before filing them.

Prior to preparing your returns, we asked questions to determine if you had any foreign financial accounts requiring disclosure with the tax returns on IRS Form 8938 and filing of U.S. Treasury Form FinCEN 114. We have prepared your tax returns based on the information you provided in response to these questions. If you indicated that you have no reportable interest in foreign financial accounts or you have not responded to our inquiries related to this request, your tax returns were prepared without any disclosure for these accounts. Otherwise, we have prepared your tax returns in accordance with the information you provided to us and have made the appropriate disclosure on your return and have prepared Form FinCEN 114 and/or Form 8938 and the accompanying filing instructions.

Please be advised that there are significant civil and criminal penalties for non-disclosure and reporting of such

accounts. Baker Newman Noyes will not be liable for any penalties resulting from your failure to provide us with accurate and timely information regarding such accounts or to timely file the required disclosure forms.

Tax Shelter Disclosure: Please remember that, although tax shelters can be perfectly legal, the IRS monitors this area closely, and disclosure requirements must be given the utmost consideration. As a taxpayer, you are required to disclose any transaction that the IRS deems "reportable." In general, reportable transactions include: certain listed or potential tax avoidance transactions; transactions that require keeping secret an advisor's tax strategies; transactions in which fees are contingent on your realization of tax benefits; and transactions that result in claiming certain sizable casualty losses.

If you have questions or believe that you may have participated in a reportable transaction, please contact your advisor at Baker Newman Noyes. In addition, the IRS maintains a tax shelter hotline that you may contact anonymously at (866) 775-7474. You are responsible for ensuring that you have properly disclosed all reportable transactions. Failure to make required disclosures will result in substantial penalties.

Furthermore, Baker Newman Noyes will not be liable where penalties arise from your failure to disclose reportable transactions. Please remember that our ability to assist you is limited to the information that you have provided us. Thus, your tax returns will not contain the appropriate disclosures unless you notify us about potential reportable transactions. Please contact us with any information or concerns about reportable transactions before filing your returns.

We sincerely appreciate this opportunity to serve you. Please contact us if you have any questions or if we may be of further assistance.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'N. Porto', with a stylized flourish at the end.

Nicholas E. Porto  
Principal

## Filing Instructions

**Prepared for:**

Nicole Breslin, President & CEO  
Youville Place, Inc.  
10 Pelham Road  
Lexington, MA 02421

**Prepared by:**

Baker Newman & Noyes  
P.O. Box 507  
Portland, ME 04112

2020 FORM 990

**Electronic Filing:**

This return has qualified for electronic filing. After you have reviewed the return for completeness and accuracy, please sign, date and return Form 8879-EO to our office. We will transmit the return electronically to the IRS and no further action is required. Return Form 8879-EO to us by November 15, 2021.

2020 MASSACHUSETTS FORM PC

You have a balance due of .....\$ 500.00

Payment for the balance due must be made electronically via the Commonwealth of Massachusetts website at:

[Https://www.paybill.com/maagocharities](https://www.paybill.com/maagocharities)

The report should be signed and dated by the authorized individual(s).

All the necessary attachments should be included with Form PC before filing.

Please mail on or before November 15, 2021.

Mail to - Non-Profit Org/Public Charities Div  
Office of the Attorney General  
One Ashburton Place  
Boston, MA 02108

Form **8879-EO****IRS e-file Signature Authorization  
for an Exempt Organization**

OMB No. 1545-0047

For calendar year 2020, or fiscal year beginning \_\_\_\_\_, 2020, and ending \_\_\_\_\_, 20\_\_\_\_

**2020**Department of the Treasury  
Internal Revenue Service▶ **Do not send to the IRS. Keep for your records.**  
▶ **Go to [www.irs.gov/Form8879EO](http://www.irs.gov/Form8879EO) for the latest information.**

Name of exempt organization or person subject to tax

Taxpayer identification number

**Youville Place, Inc.****04-3297834**

Name and title of officer or person subject to tax

**Nicole Breslin  
President & CEO****Part I Type of Return and Return Information** (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line **1a, 2a, 3a, 4a, 5a, 6a, or 7a** below, and the amount on that line for the return being filed with this form was blank, then leave line **1b, 2b, 3b, 4b, 5b, 6b, or 7b**, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than one line in Part I.

<b>1a</b> Form 990 check here ▶ <input checked="" type="checkbox"/>	<b>b</b> Total revenue, if any (Form 990, Part VIII, column (A), line 12) .....	<b>1b</b> <u>7,559,426.</u>
<b>2a</b> Form 990-EZ check here ▶ <input type="checkbox"/>	<b>b</b> Total revenue, if any (Form 990-EZ, line 9) .....	<b>2b</b> _____
<b>3a</b> Form 1120-POL check here ▶ <input type="checkbox"/>	<b>b</b> Total tax (Form 1120-POL, line 22) .....	<b>3b</b> _____
<b>4a</b> Form 990-PF check here ▶ <input type="checkbox"/>	<b>b</b> Tax based on investment income (Form 990-PF, Part VI, line 5) .....	<b>4b</b> _____
<b>5a</b> Form 8868 check here ▶ <input type="checkbox"/>	<b>b</b> Balance due (Form 8868, line 3c) .....	<b>5b</b> _____
<b>6a</b> Form 990-T check here ▶ <input type="checkbox"/>	<b>b</b> Total tax (Form 990-T, Part III, line 4) .....	<b>6b</b> _____
<b>7a</b> Form 4720 check here ▶ <input type="checkbox"/>	<b>b</b> Total tax (Form 4720, Part III, line 1) .....	<b>7b</b> _____

**Part II Declaration and Signature Authorization of Officer or Person Subject to Tax**

Under penalties of perjury, I declare that ☒ I am an officer of the above organization or ☐ I am a person subject to tax with respect to (name of organization) \_\_\_\_\_, (EIN) \_\_\_\_\_ and that I have examined a copy

of the 2020 electronic return and accompanying schedules and statements, and, to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the electronic return and, if applicable, the consent to electronic funds withdrawal.

**PIN: check one box only**

☒ I authorize **Baker Newman & Noyes** to enter my PIN **17420**  
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the tax year 2020 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

☐ As an officer or person subject to tax with respect to the organization, I will enter my PIN as my signature on the tax year 2020 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Signature of officer or person subject to tax ▶

Date ▶

**Part III Certification and Authentication**

**ERO's EFIN/PIN.** Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

**01102417420****Do not enter all zeros**

I certify that the above numeric entry is my PIN, which is my signature on the 2020 electronically filed return indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ **Nicholas E. Porto**Date ▶ **11/01/21**

**ERO Must Retain This Form - See Instructions**  
**Do Not Submit This Form to the IRS Unless Requested To Do So**

LHA For Paperwork Reduction Act Notice, see instructions.

Form **8879-EO** (2020)

Extended to November 15, 2021

Form **990**Department of the Treasury  
Internal Revenue Service**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2020**Open to Public  
Inspection**A For the 2020 calendar year, or tax year beginning and ending**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>Youville Place, Inc.</b>		<b>D</b> Employer identification number <b>04-3297834</b>
	Doing business as		<b>E</b> Telephone number <b>(781) 861-3535</b>
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	<b>10 Pelham Road</b>		<b>G</b> Gross receipts \$ <b>7,559,426.</b>
	City or town, state or province, country, and ZIP or foreign postal code <b>Lexington, MA 02421</b>		
<b>F</b> Name and address of principal officer: <b>Nicole Breslin</b> <b>same as C above</b>			<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. See instructions <b>H(c)</b> Group exemption number ▶
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 <b>J</b> Website: ▶ <b>www.youvilleassistedliving.org</b> <b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ <b>L</b> Year of formation: <b>1997</b> <b>M</b> State of legal domicile: <b>MA</b>			

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>Youville Place is a Catholic health ministry, providing healing and care for the whole person, in</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>9</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>8</b>
	<b>5</b> Total number of individuals employed in calendar year 2020 (Part V, line 2a)	<b>5</b>	<b>124</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>9</b>
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>0.</b>
<b>b</b> Net unrelated business taxable income from Form 990-T, Part I, line 11	<b>7b</b>	<b>0.</b>	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b> 21,376.	<b>Current Year</b> 34,457.
	<b>9</b> Program service revenue (Part VIII, line 2g)	7,780,190.	7,396,522.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	314,177.	128,447.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	8,115,743.	7,559,426.
	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
<b>Expenses</b>	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	4,048,107.	4,067,008.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶	0.	
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	3,250,065.	3,124,280.
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	7,298,172.	7,191,288.
<b>Net Assets or Fund Balances</b>	<b>19</b> Revenue less expenses. Subtract line 18 from line 12	817,571.	368,138.
	<b>20</b> Total assets (Part X, line 16)	<b>Beginning of Current Year</b> 19,098,246.	<b>End of Year</b> 19,419,784.
	<b>21</b> Total liabilities (Part X, line 26)	11,419,360.	11,405,883.
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	7,678,886.	8,013,901.

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	Signature of officer		Date		
	Nicole Breslin, President & CEO				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Nicholas E. Porto		11/01/21		P01310283
	Firm's name ▶ Baker Newman & Noyes	Firm's EIN ▶ 01-0494526			
	Firm's address ▶ P.O. Box 507 Portland, ME 04112		Phone no. (207) 879-2100		

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

**Part III Statement of Program Service Accomplishments**Check if Schedule O contains a response or note to any line in this Part III ☒**1** Briefly describe the organization's mission:

Youville Place is a Catholic health ministry, providing healing and care for the whole person, in service to all in our communities. Youville Place's core values are compassion, integrity, collaboration and excellence. Youville Place is grounded in the spirit of St.

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

**4a** (Code: ) (Expenses \$ 6,725,901. including grants of \$ 0. ) (Revenue \$ 7,396,522. )  
 Youville Place provided 30,954 days of service to its residents during the calendar year 2020. Youville Place follows the methodology that is recommended by the Catholic Health Association for calculating the cost of support for the broader community. In the methodology, the cost of providing services is reduced by payments received for services resulting in a net cost. It is the net cost of programs directed to the needy compared to the actual reimbursement for those services. Youville House had a total community benefit of \$871,337, of which \$623,442 were rents subsidized by the organization. These figures are 12.12% and 8.67% of operating expenses for the year of this return, respectively.

**4b** (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

**4c** (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

**4d** Other program services (Describe on Schedule O.)

(Expenses \$ including grants of \$ ) (Revenue \$ )

**4e** Total program service expenses **6,725,901.**

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	<b>1</b> X	
<b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	<b>2</b> X	
<b>3</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	<b>3</b>	X
<b>4</b> <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	<b>4</b> X	
<b>5</b> Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	<b>5</b>	X
<b>6</b> Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	<b>6</b>	X
<b>7</b> Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	<b>7</b>	X
<b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	<b>8</b>	X
<b>9</b> Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	<b>9</b>	X
<b>10</b> Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi endowments? <i>If "Yes," complete Schedule D, Part V</i>	<b>10</b> X	
<b>11</b> If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
<b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	<b>11a</b> X	
<b>b</b> Did the organization report an amount for investments - other securities in Part X, line 12, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	<b>11b</b> X	
<b>c</b> Did the organization report an amount for investments - program related in Part X, line 13, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	<b>11c</b>	X
<b>d</b> Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	<b>11d</b> X	
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	<b>11e</b> X	
<b>f</b> Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	<b>11f</b> X	
<b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	<b>12a</b>	X
<b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	<b>12b</b> X	
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	<b>13</b>	X
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States?	<b>14a</b>	X
<b>b</b> Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	<b>14b</b>	X
<b>15</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	<b>15</b>	X
<b>16</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>	<b>16</b>	X
<b>17</b> Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	<b>17</b>	X
<b>18</b> Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	<b>18</b>	X
<b>19</b> Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	<b>19</b>	X
<b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	<b>20a</b>	X
<b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	<b>20b</b>	
<b>21</b> Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	<b>21</b>	X

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>22</b> Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	X	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a	X	
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
<b>25a</b> <b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
<b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
<b>26</b> Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part II		X
<b>27</b> Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions, for applicable filing thresholds, conditions, and exceptions):		
<b>a</b> A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? If "Yes," complete Schedule L, Part IV		X
<b>b</b> A family member of any individual described in line 28a? If "Yes," complete Schedule L, Part IV		X
<b>c</b> A 35% controlled entity of one or more individuals and/or organizations described in lines 28a or 28b? If "Yes," complete Schedule L, Part IV		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	X	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
<b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note: All Form 990 filers are required to complete Schedule O

**Part V Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response or note to any line in this Part V ☐

	Yes	No
<b>1a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
<b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	



**Part V** Statements Regarding Other IRS Filings and Tax Compliance (continued)

		Yes	No
<b>2a</b> Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return .....	<b>2a</b> 124		
<b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? .....	<b>2b</b>	X	
<b>Note:</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) .....			
<b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year? .....	<b>3a</b>		X
<b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation on Schedule O .....	<b>3b</b>		
<b>4a</b> At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? .....	<b>4a</b>		X
<b>b</b> If "Yes," enter the name of the foreign country ▶ .....			
See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).			
<b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? .....	<b>5a</b>		X
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? .....	<b>5b</b>		X
<b>c</b> If "Yes" to line 5a or 5b, did the organization file Form 8886-T? .....	<b>5c</b>		
<b>6a</b> Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? .....	<b>6a</b>		X
<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? .....	<b>6b</b>		
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>			
<b>a</b> Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? .....	<b>7a</b>		X
<b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided? .....	<b>7b</b>		
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? .....	<b>7c</b>		X
<b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year .....	<b>7d</b>		
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? .....	<b>7e</b>		X
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? .....	<b>7f</b>		X
<b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? .....	<b>7g</b>		
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? .....	<b>7h</b>		
<b>8 Sponsoring organizations maintaining donor advised funds.</b> Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year? .....	<b>8</b>		
<b>9 Sponsoring organizations maintaining donor advised funds.</b>			
<b>a</b> Did the sponsoring organization make any taxable distributions under section 4966? .....	<b>9a</b>		
<b>b</b> Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? .....	<b>9b</b>		
<b>10 Section 501(c)(7) organizations.</b> Enter:			
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12 .....	<b>10a</b>		
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities .....	<b>10b</b>		
<b>11 Section 501(c)(12) organizations.</b> Enter:			
<b>a</b> Gross income from members or shareholders .....	<b>11a</b>		
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) .....	<b>11b</b>		
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? .....	<b>12a</b>		
<b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year .....	<b>12b</b>		
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>			
<b>a</b> Is the organization licensed to issue qualified health plans in more than one state? .....	<b>13a</b>		
<b>Note:</b> See the instructions for additional information the organization must report on Schedule O.			
<b>b</b> Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans .....	<b>13b</b>		
<b>c</b> Enter the amount of reserves on hand .....	<b>13c</b>		
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year? .....	<b>14a</b>		X
<b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation on Schedule O .....	<b>14b</b>		
<b>15</b> Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? .....	<b>15</b>		X
If "Yes," see instructions and file Form 4720, Schedule N.			
<b>16</b> Is the organization an educational institution subject to the section 4968 excise tax on net investment income? .....	<b>16</b>		X
If "Yes," complete Form 4720, Schedule O.			

Form 990 (2020)

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

☒**Section A. Governing Body and Management**

	1a	1b	Yes	No
<b>1a</b> Enter the number of voting members of the governing body at the end of the tax year	9			
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.				
<b>b</b> Enter the number of voting members included on line 1a, above, who are independent		8		
<b>2</b> Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?			2	X
<b>3</b> Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?			3	X
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?			4	X
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets?			5	X
<b>6</b> Did the organization have members or stockholders?			6	X
<b>7a</b> Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?			7a	X
<b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?			7b	X
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
<b>a</b> The governing body?			8a	X
<b>b</b> Each committee with authority to act on behalf of the governing body?			8b	X
<b>9</b> Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O			9	X

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
<b>10a</b> Did the organization have local chapters, branches, or affiliates?	10a	X
<b>b</b> If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
<b>11a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
<b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
<b>12a</b> Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
<b>b</b> Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
<b>c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	X
<b>13</b> Did the organization have a written whistleblower policy?	13	X
<b>14</b> Did the organization have a written document retention and destruction policy?	14	X
<b>15</b> Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
<b>a</b> The organization's CEO, Executive Director, or top management official	15a	X
<b>b</b> Other officers or key employees of the organization	15b	X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
<b>b</b> If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

**Section C. Disclosure**

**17** List the states with which a copy of this Form 990 is required to be filed **MA**

**18** Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
☐ Own website ☒ Another's website ☒ Upon request ☐ Other (explain on Schedule O)

**19** Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

**20** State the name, address, and telephone number of the person who possesses the organization's books and records **Nicole Breslin, President & CEO - (781) 861-3535**  
**10 Pelham Road, Lexington, MA 02421**



**Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

<b>Section A: Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees</b> <i>(continued)</i>										
(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position <small>(do not check more than one box, unless person is both an officer and a director/trustee)</small>						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
<b>1b Subtotal .....</b>								<b>268,407.</b>	<b>191,783.</b>	<b>25,488.</b>
<b>c Total from continuation sheets to Part VII, Section A .....</b>								<b>0.</b>	<b>0.</b>	<b>0.</b>
<b>d Total (add lines 1b and 1c) .....</b>								<b>268,407.</b>	<b>191,783.</b>	<b>25,488.</b>

2	Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶	2
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		Yes	No
3	Did the organization list any <b>former</b> officer, director, trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> .....		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> .....	X	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> .....		X

## Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
CoEnergy America 156 Milford Street, Upton, MA 01568	CHP installation and maintenance	214,950.
Covenant Health, Inc. 100 Ames Pond Drive, Tewksbury, MA 01876	Management and consulting	139,854.
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ► 2		

**Part VIII Statement of Revenue**Check if Schedule O contains a response or note to any line in this Part VIII ☐

				(A)	(B)	(C)	(D)
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b>	Federated campaigns .....	<b>1a</b>				
	<b>b</b>	Membership dues .....	<b>1b</b>				
	<b>c</b>	Fundraising events .....	<b>1c</b>				
	<b>d</b>	Related organizations .....	<b>1d</b>				
	<b>e</b>	Government grants (contributions) .....	<b>1e</b>				
	<b>f</b>	All other contributions, gifts, grants, and similar amounts not included above ...	<b>1f</b>	34,457.			
	<b>g</b>	Noncash contributions included in lines 1a-1f	<b>1g</b>	\$			
	<b>h</b>	<b>Total.</b> Add lines 1a-1f .....		34,457.			
<b>Program Service Revenue</b>	<b>2 a</b>	Room, board, and care	Business Code	623000	6,999,186.	6,999,186.	
	<b>b</b>	Assisted living		623000	397,336.	397,336.	
	<b>c</b>						
	<b>d</b>						
	<b>e</b>						
	<b>f</b>	All other program service revenue .....					
	<b>g</b>	<b>Total.</b> Add lines 2a-2f .....		7,396,522.			
	<b>Other Revenue</b>	<b>3</b>	Investment income (including dividends, interest, and other similar amounts) .....		128,447.		
<b>4</b>		Income from investment of tax-exempt bond proceeds .....					
<b>5</b>		Royalties .....					
<b>6 a</b>		Gross rents .....	(i) Real	(ii) Personal			
<b>b</b>		Less: rental expenses .....					
<b>c</b>		Rental income or (loss) .....					
<b>d</b>		Net rental income or (loss) .....					
<b>7 a</b>		Gross amount from sales of assets other than inventory .....	(i) Securities	(ii) Other			
<b>b</b>		Less: cost or other basis and sales expenses .....					
<b>c</b>		Gain or (loss) .....					
<b>d</b>		Net gain or (loss) .....					
<b>8 a</b>		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 .....					
<b>b</b>		Less: direct expenses .....					
<b>c</b>		Net income or (loss) from fundraising events .....					
<b>9 a</b>		Gross income from gaming activities. See Part IV, line 19 .....					
<b>b</b>	Less: direct expenses .....						
<b>c</b>	Net income or (loss) from gaming activities .....						
<b>10 a</b>	Gross sales of inventory, less returns and allowances .....						
<b>b</b>	Less: cost of goods sold .....						
<b>c</b>	Net income or (loss) from sales of inventory .....						
<b>Miscellaneous Revenue</b>	<b>11 a</b>		Business Code				
	<b>b</b>						
	<b>c</b>						
	<b>d</b>	All other revenue .....					
	<b>e</b>	<b>Total.</b> Add lines 11a-11d .....					
	<b>12</b>	<b>Total revenue.</b> See instructions .....		7,559,426.	7,396,522.	0.	128,447.

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☐

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>				
<b>1</b> Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
<b>2</b> Grants and other assistance to domestic individuals. See Part IV, line 22				
<b>3</b> Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
<b>4</b> Benefits paid to or for members				
<b>5</b> Compensation of current officers, directors, trustees, and key employees	169,145.	160,688.	8,457.	
<b>6</b> Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
<b>7</b> Other salaries and wages	3,212,823.	3,052,182.	160,641.	
<b>8</b> Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	109,248.	103,786.	5,462.	
<b>9</b> Other employee benefits	292,345.	277,728.	14,617.	
<b>10</b> Payroll taxes	283,447.	269,275.	14,172.	
<b>11</b> Fees for services (nonemployees):				
<b>a</b> Management	139,854.		139,854.	
<b>b</b> Legal	653.		653.	
<b>c</b> Accounting				
<b>d</b> Lobbying				
<b>e</b> Professional fundraising services. See Part IV, line 17				
<b>f</b> Investment management fees				
<b>g</b> Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	406,622.	406,622.		
<b>12</b> Advertising and promotion	48,171.	40,945.	7,226.	
<b>13</b> Office expenses	220,036.	187,031.	33,005.	
<b>14</b> Information technology	1,908.	1,622.	286.	
<b>15</b> Royalties				
<b>16</b> Occupancy	486,733.	413,723.	73,010.	
<b>17</b> Travel	4,122.	3,504.	618.	
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials				
<b>19</b> Conferences, conventions, and meetings				
<b>20</b> Interest	506,009.	506,009.		
<b>21</b> Payments to affiliates				
<b>22</b> Depreciation, depletion, and amortization	814,536.	814,536.		
<b>23</b> Insurance	49,240.	41,854.	7,386.	
<b>24</b> Other expenses. Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
<b>a</b> Food and dining	330,764.	330,764.		
<b>b</b> Repairs & maintenance	113,032.	113,032.		
<b>c</b> Provision for bad debts	2,600.	2,600.		
<b>d</b>				
<b>e</b> All other expenses				
<b>25</b> Total functional expenses. Add lines 1 through 24e	7,191,288.	6,725,901.	465,387.	0.
<b>26</b> Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**Check if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....	1,169,002.	<b>1</b>	1,267,925.
	<b>2</b> Savings and temporary cash investments .....	1,268,322.	<b>2</b>	1,280,792.
	<b>3</b> Pledges and grants receivable, net .....		<b>3</b>	
	<b>4</b> Accounts receivable, net .....	146,594.	<b>4</b>	99,191.
	<b>5</b> Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons .....		<b>5</b>	
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B) .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>	
	<b>8</b> Inventories for sale or use .....		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges .....	7,762.	<b>9</b>	32,062.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 17,143,769.		
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 6,413,125.	<b>10c</b>	10,730,644.
	<b>11</b> Investments - publicly traded securities .....		<b>11</b>	
	<b>12</b> Investments - other securities. See Part IV, line 11 .....	3,780,974.	<b>12</b>	3,924,140.
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>13</b>	
	<b>14</b> Intangible assets .....		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11 .....	2,081,695.	<b>15</b>	2,085,030.
<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 33) .....	19,098,246.	<b>16</b>	19,419,784.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	895,350.	<b>17</b>	1,236,190.
	<b>18</b> Grants payable .....		<b>18</b>	
	<b>19</b> Deferred revenue .....	39,730.	<b>19</b>	18,230.
	<b>20</b> Tax-exempt bond liabilities .....	9,976,481.	<b>20</b>	9,668,167.
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>21</b>	
	<b>22</b> Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons .....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....		<b>24</b>	
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....	507,799.	<b>25</b>	483,296.
	<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25 .....	11,419,360.	<b>26</b>	11,405,883.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow FASB ASC 958, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27, 28, 32, and 33.</b>			
	<b>27</b> Net assets without donor restrictions .....	7,613,476.	<b>27</b>	7,946,337.
	<b>28</b> Net assets with donor restrictions .....	65,410.	<b>28</b>	67,564.
	<b>Organizations that do not follow FASB ASC 958, check here</b> <input type="checkbox"/> <b>and complete lines 29 through 33.</b>			
	<b>29</b> Capital stock or trust principal, or current funds .....		<b>29</b>	
	<b>30</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>30</b>	
	<b>31</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>31</b>	
	<b>32</b> <b>Total net assets or fund balances</b> .....	7,678,886.	<b>32</b>	8,013,901.
	<b>33</b> <b>Total liabilities and net assets/fund balances</b> .....	19,098,246.	<b>33</b>	19,419,784.

Form 990 (2020)

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response or note to any line in this Part XI ☐

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	7,559,426.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	7,191,288.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	368,138.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	<b>4</b>	7,678,886.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	-33,123.
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain on Schedule O)	<b>9</b>	0.
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	<b>10</b>	8,013,901.

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response or note to any line in this Part XII ☒

	Yes	No
<b>1</b> Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
<b>2a</b> Were the organization's financial statements compiled or reviewed by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	<b>2a</b>	<b>X</b>
<b>b</b> Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	<b>2b</b>	<b>X</b>
<b>c</b> If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.	<b>2c</b>	<b>X</b>
<b>3a</b> As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? _____	<b>3a</b>	<b>X</b>
<b>b</b> If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits _____	<b>3b</b>	

Form 990 (2020)





**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....						
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						
<b>6 Public support.</b> Subtract line 5 from line 4.						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
<b>7</b> Amounts from line 4 .....						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources .....						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....						
<b>11 Total support.</b> Add lines 7 through 10						
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	
<b>13 First 5 years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2020 (line 6, column (f), divided by line 11, column (f)) .....	14	%
<b>15</b> Public support percentage from 2019 Schedule A, Part II, line 14 .....	15	%
<b>16a 33 1/3% support test - 2020.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		
<b>b 33 1/3% support test - 2019.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		
<b>17a 10% -facts-and-circumstances test - 2020.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization .....		
<b>b 10% -facts-and-circumstances test - 2019.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization .....		
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....		

Schedule A (Form 990 or 990-EZ) 2020

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	453,375.	737.	1,815.	21,376.	34,457.	511,760.
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....	7,289,751.	7,399,265.	7,629,522.	7,780,190.	7,396,522.	37,495,250.
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....	7,743,126.	7,400,002.	7,631,337.	7,801,566.	7,430,979.	38,007,010.
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						0.
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						0.
<b>c</b> Add lines 7a and 7b .....						0.
<b>8 Public support.</b> (Subtract line 7c from line 6.) .....						38,007,010.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
<b>9</b> Amounts from line 6 .....	7,743,126.	7,400,002.	7,631,337.	7,801,566.	7,430,979.	38,007,010.
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources .....	25,031.	48,885.	95,086.	314,177.	128,447.	611,626.
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....	25,031.	48,885.	95,086.	314,177.	128,447.	611,626.
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....	30,878.					30,878.
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.) .....	7,799,035.	7,448,887.	7,726,423.	8,115,743.	7,559,426.	38,649,514.

**14 First 5 years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ☐**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2020 (line 8, column (f), divided by line 13, column (f)) .....	<b>15</b>	98.34 %
<b>16</b> Public support percentage from 2019 Schedule A, Part III, line 15 .....	<b>16</b>	98.53 %

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2020 (line 10c, column (f), divided by line 13, column (f)) .....	<b>17</b>	1.58 %
<b>18</b> Investment income percentage from 2019 Schedule A, Part III, line 17 .....	<b>18</b>	1.32 %

**19a 33 1/3% support tests - 2020.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☒**b 33 1/3% support tests - 2019.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

**Part IV Supporting Organizations**

(Complete only if you checked a box in line 12 on Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
<b>1</b> Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
<b>2</b> Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
<b>3a</b> Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>		
<b>b</b> Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
<b>c</b> Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
<b>4a</b> Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
<b>b</b> Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
<b>c</b> Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
<b>5a</b> Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
<b>b Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
<b>c Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
<b>6</b> Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
<b>7</b> Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
<b>8</b> Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
<b>9a</b> Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
<b>b</b> Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
<b>c</b> Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
<b>10a</b> Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>		
<b>b</b> Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

**Part IV Supporting Organizations** (continued)

	Yes	No
<b>11</b> Has the organization accepted a gift or contribution from any of the following persons?		
<b>a</b> A person who directly or indirectly controls, either alone or together with persons described in lines 11b and 11c below, the governing body of a supported organization?		
<b>11a</b>		
<b>b</b> A family member of a person described in line 11a above?		
<b>11b</b>		
<b>c</b> A 35% controlled entity of a person described in line 11a or 11b above? If "Yes" to line 11a, 11b, or 11c, provide detail in <b>Part VI</b> .		
<b>11c</b>		

**Section B. Type I Supporting Organizations**

	Yes	No
<b>1</b> Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? If "No," describe in <b>Part VI</b> how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove officers, directors, or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
<b>1</b>		
<b>2</b> Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in <b>Part VI</b> how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		
<b>2</b>		

**Section C. Type II Supporting Organizations**

	Yes	No
<b>1</b> Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in <b>Part VI</b> how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		
<b>1</b>		

**Section D. All Type III Supporting Organizations**

	Yes	No
<b>1</b> Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
<b>1</b>		
<b>2</b> Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in <b>Part VI</b> how the organization maintained a close and continuous working relationship with the supported organization(s).		
<b>2</b>		
<b>3</b> By reason of the relationship described in line 2, above, did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in <b>Part VI</b> the role the organization's supported organizations played in this regard.		
<b>3</b>		

**Section E. Type III Functionally Integrated Supporting Organizations**

	Yes	No
<b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
<b>a</b> <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
<b>b</b> <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
<b>c</b> <input type="checkbox"/> The organization supported a governmental entity. Describe in <b>Part VI</b> how you supported a governmental entity (see instructions).		
<b>2</b> Activities Test. Answer lines 2a and 2b below.		
<b>a</b> Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in <b>Part VI</b> identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.		
<b>2a</b>		
<b>b</b> Did the activities described in line 2a, above, constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in <b>Part VI</b> the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
<b>2b</b>		
<b>3</b> Parent of Supported Organizations. Answer lines 3a and 3b below.		
<b>a</b> Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? If "Yes" or "No" provide details in <b>Part VI</b> .		
<b>3a</b>		
<b>b</b> Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in <b>Part VI</b> the role played by the organization in this regard.		
<b>3b</b>		

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

- 1** ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (*explain in Part VI*). **See instructions.**  
All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

<b>Section A - Adjusted Net Income</b>		(A) Prior Year	(B) Current Year (optional)
<b>1</b> Net short-term capital gain	<b>1</b>		
<b>2</b> Recoveries of prior-year distributions	<b>2</b>		
<b>3</b> Other gross income (see instructions)	<b>3</b>		
<b>4</b> Add lines 1 through 3.	<b>4</b>		
<b>5</b> Depreciation and depletion	<b>5</b>		
<b>6</b> Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	<b>6</b>		
<b>7</b> Other expenses (see instructions)	<b>7</b>		
<b>8 Adjusted Net Income</b> (subtract lines 5, 6, and 7 from line 4)	<b>8</b>		

<b>Section B - Minimum Asset Amount</b>		(A) Prior Year	(B) Current Year (optional)
<b>1</b> Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):			
<b>a</b> Average monthly value of securities	<b>1a</b>		
<b>b</b> Average monthly cash balances	<b>1b</b>		
<b>c</b> Fair market value of other non-exempt-use assets	<b>1c</b>		
<b>d Total</b> (add lines 1a, 1b, and 1c)	<b>1d</b>		
<b>e Discount</b> claimed for blockage or other factors ( <i>explain in detail in Part VI</i> ):			
<b>2</b> Acquisition indebtedness applicable to non-exempt-use assets	<b>2</b>		
<b>3</b> Subtract line 2 from line 1d.	<b>3</b>		
<b>4</b> Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	<b>4</b>		
<b>5</b> Net value of non-exempt-use assets (subtract line 4 from line 3)	<b>5</b>		
<b>6</b> Multiply line 5 by 0.035.	<b>6</b>		
<b>7</b> Recoveries of prior-year distributions	<b>7</b>		
<b>8 Minimum Asset Amount</b> (add line 7 to line 6)	<b>8</b>		

<b>Section C - Distributable Amount</b>			Current Year
<b>1</b> Adjusted net income for prior year (from Section A, line 8, column A)	<b>1</b>		
<b>2</b> Enter 0.85 of line 1.	<b>2</b>		
<b>3</b> Minimum asset amount for prior year (from Section B, line 8, column A)	<b>3</b>		
<b>4</b> Enter greater of line 2 or line 3.	<b>4</b>		
<b>5</b> Income tax imposed in prior year	<b>5</b>		
<b>6 Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	<b>6</b>		
<b>7</b> <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).			

Schedule A (Form 990 or 990-EZ) 2020

**Part V** Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year
<b>1</b> Amounts paid to supported organizations to accomplish exempt purposes	<b>1</b>	
<b>2</b> Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	<b>2</b>	
<b>3</b> Administrative expenses paid to accomplish exempt purposes of supported organizations	<b>3</b>	
<b>4</b> Amounts paid to acquire exempt-use assets	<b>4</b>	
<b>5</b> Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i> )	<b>5</b>	
<b>6</b> Other distributions ( <i>describe in Part VI</i> ). See instructions.	<b>6</b>	
<b>7</b> <b>Total annual distributions.</b> Add lines 1 through 6.	<b>7</b>	
<b>8</b> Distributions to attentive supported organizations to which the organization is responsive ( <i>provide details in Part VI</i> ). See instructions.	<b>8</b>	
<b>9</b> Distributable amount for 2020 from Section C, line 6	<b>9</b>	
<b>10</b> Line 8 amount divided by line 9 amount	<b>10</b>	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2020	(iii) Distributable Amount for 2020
<b>1</b> Distributable amount for 2020 from Section C, line 6			
<b>2</b> Underdistributions, if any, for years prior to 2020 (reasonable cause required - <i>explain in Part VI</i> ). See instructions.			
<b>3</b> Excess distributions carryover, if any, to 2020			
<b>a</b> From 2015			
<b>b</b> From 2016			
<b>c</b> From 2017			
<b>d</b> From 2018			
<b>e</b> From 2019			
<b>f</b> <b>Total</b> of lines 3a through 3e			
<b>g</b> Applied to underdistributions of prior years			
<b>h</b> Applied to 2020 distributable amount			
<b>i</b> Carryover from 2015 not applied (see instructions)			
<b>j</b> Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
<b>4</b> Distributions for 2020 from Section D, line 7: \$			
<b>a</b> Applied to underdistributions of prior years			
<b>b</b> Applied to 2020 distributable amount			
<b>c</b> Remainder. Subtract lines 4a and 4b from line 4.			
<b>5</b> Remaining underdistributions for years prior to 2020, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
<b>6</b> Remaining underdistributions for 2020. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
<b>7</b> <b>Excess distributions carryover to 2021.</b> Add lines 3j and 4c.			
<b>8</b> Breakdown of line 7:			
<b>a</b> Excess from 2016			
<b>b</b> Excess from 2017			
<b>c</b> Excess from 2018			
<b>d</b> Excess from 2019			
<b>e</b> Excess from 2020			

Schedule A (Form 990 or 990-EZ) 2020

## Part VI

**Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.  
(See instructions.)



**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2020**

Name of the organization

Youville Place, Inc.

Employer identification number

04-3297834

Organization type (check one):

**Filers of:****Section:**

Form 990 or 990-EZ

☒ 501(c)( 3 ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ..... ▶ \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
<b>Youville Place, Inc.</b>	<b>04-3297834</b>

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Patricia Turino 10 Pelham Road Lexington, MA 02421	\$ 15,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

04-3297834

## Part II

[illegible]

Name of organization	Employer identification number
<b>Youville Place, Inc.</b>	<b>04-3297834</b>

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this info. once.) **\$** \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

**SCHEDULE C**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Political Campaign and Lobbying Activities**

For Organizations Exempt From Income Tax Under section 501(c) and section 527  
▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**  
▶ **Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.**

OMB No. 1545-0047

**2020**

**Open to Public  
Inspection**

**If the organization answered "Yes," on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then**

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

**If the organization answered "Yes," on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then**

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

**If the organization answered "Yes," on Form 990, Part IV, line 5 (Proxy Tax) (See separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (See separate instructions), then**

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization

Youville Place, Inc.

Employer identification number

04-3297834

**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political campaign activity expenditures ..... ▶ \$

3 Volunteer hours for political campaign activities .....

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

1 Enter the amount of any excise tax incurred by the organization under section 4955 ..... ▶ \$

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ..... ▶ \$

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ..... ☐ Yes ☐ No

4a Was a correction made? ..... ☐ Yes ☐ No

b If "Yes," describe in Part IV.

**Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ..... ▶ \$

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527  
exempt function activities ..... ▶ \$

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL,  
line 17b ..... ▶ \$

4 Did the filing organization file **Form 1120-POL** for this year? ..... ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule C (Form 990 or 990-EZ) 2020

LHA

032041 12-02-20

**Part II-A** Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check ☐ if the filing organization checked box A and "limited control" provisions apply.

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals												
<b>1a</b> Total lobbying expenditures to influence public opinion (grassroots lobbying) .....														
<b>b</b> Total lobbying expenditures to influence a legislative body (direct lobbying) .....														
<b>c</b> Total lobbying expenditures (add lines 1a and 1b) .....														
<b>d</b> Other exempt purpose expenditures .....														
<b>e</b> Total exempt purpose expenditures (add lines 1c and 1d) .....														
<b>f</b> Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:35%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width:65%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:													
Not over \$500,000	20% of the amount on line 1e.													
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.													
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.													
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.													
Over \$17,000,000	\$1,000,000.													
<b>g</b> Grassroots nontaxable amount (enter 25% of line 1f) .....														
<b>h</b> Subtract line 1g from line 1a. If zero or less, enter -0- .....														
<b>i</b> Subtract line 1f from line 1c. If zero or less, enter -0- .....														
<b>j</b> If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? .....														

☐ Yes ☐ No
**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.

See the separate instructions for lines 2a through 2f.)

<b>Lobbying Expenditures During 4-Year Averaging Period</b>					
Calendar year (or fiscal year beginning in)	(a) 2017	(b) 2018	(c) 2019	(d) 2020	(e) Total
<b>2a</b> Lobbying nontaxable amount					
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					
<b>c</b> Total lobbying expenditures					
<b>d</b> Grassroots nontaxable amount					
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					
<b>f</b> Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2020

**Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

For each "Yes" response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
<b>a</b> Volunteers?		X	
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		X	
<b>c</b> Media advertisements?		X	
<b>d</b> Mailings to members, legislators, or the public?		X	
<b>e</b> Publications, or published or broadcast statements?		X	
<b>f</b> Grants to other organizations for lobbying purposes?	X		4,800.
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?		X	
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
<b>i</b> Other activities?		X	
<b>j</b> Total. Add lines 1c through 1i			4,800.
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

**Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

	Yes	No
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members?	1	
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
<b>3</b> Did the organization agree to carry over lobbying and political campaign activity expenditures from the prior year?	3	

**Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."**

<b>1</b> Dues, assessments and similar amounts from members	1	
<b>2</b> Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
<b>a</b> Current year	2a	
<b>b</b> Carryover from last year	2b	
<b>c</b> Total	2c	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
<b>4</b> If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
<b>5</b> Taxable amount of lobbying and political expenditures (See instructions)	5	

**Part IV Supplemental Information**

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (See instructions); and Part II-B, line 1. Also, complete this part for any additional information.

**Part II-B, Line 1, Lobbying Activities:**

Youville Place was a member of LeadingAge Massachusetts in the year ended December 31, 2020. A portion of the dues paid to this organization was available for lobbying expenditures on behalf of Youville Place and the other member organizations in furtherance of their exempt purposes. At the time of this return's filing, LeadingAge

**Part IV** **Supplemental Information** *(continued)*

has not provided Youville Place with the exact amount of dues paid that was available for lobbying. Therefore, Youville Place is listing an estimate of the total amount of dues paid to LeadingAge in 2020 that may have been available for lobbying (\$4,800). This has been provided for transparency purposes; the actual amount used for lobbying expenditures may have been much less.



**SCHEDULE D**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**

▶ **Attach to Form 990.**

▶ **Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.**

OMB No. 1545-0047

**2020**

**Open to Public Inspection**

Name of the organization

Youville Place, Inc.

Employer identification number

04-3297834

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year .....		
2 Aggregate value of contributions to (during year) .....		
3 Aggregate value of grants from (during year) .....		
4 Aggregate value at end of year .....		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No

**Part II Conservation Easements.** Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (for example, recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements .....	2a
b Total acreage restricted by conservation easements .....	2b
c Number of conservation easements on a certified historic structure included in (a) .....	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register .....	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ .....

4 Number of states where property subject to conservation easement is located ▶ .....

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? .....

☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ .....

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ .....

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? .....

☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide in Part XIII the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included on Form 990, Part VIII, line 1 .....

(ii) Assets included in Form 990, Part X .....

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items:

a Revenue included on Form 990, Part VIII, line 1 .....

b Assets included in Form 990, Part X .....

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2020

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply):

- a ☐ Public exhibition  
 b ☐ Scholarly research  
 c ☐ Preservation for future generations  
 d ☐ Loan or exchange program  
 e ☐ Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII ☐

**Part V Endowment Funds.** Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	65,410.	45,884.	42,019.	34,242.	27,947.
b Contributions	32,861.	19,526.	3,865.	7,777.	6,295.
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs	30,707.				
f Administrative expenses					
g End of year balance	67,564.	65,410.	45,884.	42,019.	34,242.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ☐ .0000 %  
 b Permanent endowment ☐ .0000 %  
 c Term endowment ☐ 100.0000 %

The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) Unrelated organizations	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(ii) Related organizations	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?	<input type="checkbox"/>	<input type="checkbox"/>

4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		750,000.		750,000.
b Buildings		15,385,920.	6,156,408.	9,229,512.
c Leasehold improvements				
d Equipment		474,238.	256,717.	217,521.
e Other		533,611.		533,611.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				10,730,644.

Schedule D (Form 990) 2020

**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives .....		
(2) Closely held equity interests .....		
(3) Other .....		
(A) Investment in Covenant		
(B) Health Investment Trust	3,924,140.	End-of-Year Market Value
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	3,924,140.	

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

**Part IX Other Assets.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) Debt service reserve fund	1,086,776.
(2) Resident security deposits	427,887.
(3) Bond interest fund	325,890.
(4) Bond sinking fund	175,091.
(5) Donor restricted funds	67,564.
(6) Due from affiliates	1,822.
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	2,085,030.

**Part X Other Liabilities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Resident security deposits	427,887.
(3) Due to affiliates	23,771.
(4) Professional liability reserve	31,638.
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	483,296.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII... ☒

Schedule D (Form 990) 2020

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

<b>1</b>	Total revenue, gains, and other support per audited financial statements .....	<b>1</b>	
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
<b>a</b>	Net unrealized gains (losses) on investments .....	<b>2a</b>	
<b>b</b>	Donated services and use of facilities .....	<b>2b</b>	
<b>c</b>	Recoveries of prior year grants .....	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.) .....	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> .....	<b>2e</b>	
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> .....	<b>3</b>	
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b .....	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.) .....	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> .....	<b>4c</b>	
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.) .....	<b>5</b>	

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

<b>1</b>	Total expenses and losses per audited financial statements .....	<b>1</b>	
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
<b>a</b>	Donated services and use of facilities .....	<b>2a</b>	
<b>b</b>	Prior year adjustments .....	<b>2b</b>	
<b>c</b>	Other losses .....	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.) .....	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> .....	<b>2e</b>	
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> .....	<b>3</b>	
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b .....	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.) .....	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> .....	<b>4c</b>	
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.) .....	<b>5</b>	

**Part XIII Supplemental Information.**

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

**Part X, Line 2:**

Covenant and its member organizations are considered not-for-profit corporations as described in Section 501(c)(3) of the Internal Revenue Code and are exempt from federal income taxes on related income pursuant to Section 501(a) of the Code.

Tax-exempt organizations could be required to record an obligation for income taxes as the result of a tax position they have historically taken on various tax exposure items including unrelated business income or tax status. Under guidance issued by the Financial Accounting Standards Board, assets and liabilities are established for uncertain tax positions taken or positions expected to be taken in income tax returns when such

**Part XIII** Supplemental Information *(continued)*

positions are judged to not meet the "more-likely-than-not" threshold, based upon the technical merits of the position. Estimated interest and penalties, if applicable, related to uncertain tax positions are included as a component of income tax expense.

The System has evaluated the position taken on its filed tax returns. The System has concluded no uncertain income tax positions exist at December 31, 2020.

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest  
Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2020**

Open to Public  
Inspection

Name of the organization

**Youville Place, Inc.**

Employer identification number

**04-3297834**

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |  |  |
|--|--|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use   |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence   |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees     |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) |

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain .....

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a? .....

**3** Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- |  |  |
|--|--|
| <input type="checkbox"/> Compensation committee              | <input type="checkbox"/> Written employment contract                     |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study                    |
| <input type="checkbox"/> Form 990 of other organizations     | <input type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

**a** Receive a severance payment or change-of-control payment? .....

**b** Participate in or receive payment from a supplemental nonqualified retirement plan? .....

**c** Participate in or receive payment from an equity-based compensation arrangement? .....

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.**

**5** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

**a** The organization? .....

**b** Any related organization? .....

If "Yes" on line 5a or 5b, describe in Part III.

**6** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

**a** The organization? .....

**b** Any related organization? .....

If "Yes" on line 6a or 6b, describe in Part III.

**7** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III .....

**8** Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III .....

**9** If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....

Yes No

<b>1b</b>		
<b>2</b>		
<b>4a</b>		X
<b>4b</b>		X
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>	X	
<b>8</b>		X
<b>9</b>		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2020

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

**Note:** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) Nicole Breslin President & CEO	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	186,263.	5,000.	520.	5,753.	2,300.	199,836.	0.
(2) Joanne Scianna COO	(i)	152,492.	3,500.	515.	4,695.	7,943.	169,145.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**Part III Supplemental Information**

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

**Part I, Line 3:**

Any compensation paid to the trustees, directors, officers or key employees of the Organization is subject to the oversight and decisions of Covenant Health, a related tax-exempt organization. Every two-to-three years the Compensation Committee of the Covenant Health Board of Directors engages an external consultant to provide competitive market data from various survey sources, which is then used to develop recommendations for changes to the compensation program. Since 2003, the Compensation Committee has engaged a human resources consultant to conduct this analysis. Objectives of the analysis are to assess the compositeness of the total cash compensation levels of the senior leadership team, develop market based competitive salary ranges for all executive positions, and ensure that the annual incentive opportunities, if there are any, are competitive and reasonable.

**Part I, Line 7:**

A Compensation Committee recommends the variable pay award that may be issued to qualifying employees and officers. The payment of the award is discretionary and is subject to meeting the pre-determined goals of the



Part III

Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Organization.

**Supplemental Information on Tax-Exempt Bonds**

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**  
▶ **Attach to Form 990. ▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.**

OMB No. 1545-0047

**2020**  
**Open to Public Inspection**

Name of the organization

**Youville Place, Inc.**

**Employer identification number**  
**04-3297834**

Part I	Bond Issues See Part VI for Column (f) Continuations										
(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
MA Health & Educational Facilities Authority	04-2456011	57586DBF9	10/30/07	12,891,500.	Acquisition of Youville Place as	X			X		X
B											
C											
D											

<b>Part II Proceeds</b>									
				A	B		C		D
<b>1</b>	Amount of bonds retired .....								
<b>2</b>	Amount of bonds legally defeased .....								
<b>3</b>	Total proceeds of issue .....			<b>12,891,500.</b>					
<b>4</b>	Gross proceeds in reserve funds .....			<b>1,088,527.</b>					
<b>5</b>	Capitalized interest from proceeds .....								
<b>6</b>	Proceeds in refunding escrows .....								
<b>7</b>	Issuance costs from proceeds .....			<b>167,083.</b>					
<b>8</b>	Credit enhancement from proceeds .....								
<b>9</b>	Working capital expenditures from proceeds .....								
<b>10</b>	Capital expenditures from proceeds .....			<b>11,635,890.</b>					
<b>11</b>	Other spent proceeds .....								
<b>12</b>	Other unspent proceeds .....								
<b>13</b>	Year of substantial completion .....			<b>2007</b>					
				<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>
<b>14</b>	Were the bonds issued as part of a refunding issue of tax-exempt bonds (or, if issued prior to 2018, a current refunding issue)? .....				<b>X</b>				
<b>15</b>	Were the bonds issued as part of a refunding issue of taxable bonds (or, if issued prior to 2018, an advance refunding issue)? .....			<b>X</b>					
<b>16</b>	Has the final allocation of proceeds been made? .....			<b>X</b>					
<b>17</b>	Does the organization maintain adequate books and records to support the final allocation of proceeds? .....			<b>X</b>					

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.**

**Schedule K (Form 990) 2020**

**Part III Private Business Use**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>1</b> Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds? .....		X						
<b>2</b> Are there any lease arrangements that may result in private business use of bond-financed property? .....		X						
<b>3a</b> Are there any management or service contracts that may result in private business use of bond-financed property? .....		X						
<b>b</b> If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property? .....								
<b>c</b> Are there any research agreements that may result in private business use of bond-financed property? .....		X						
<b>d</b> If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property? ...								
<b>4</b> Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government .....		.00 %		%		%		%
<b>5</b> Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government .....		.00 %		%		%		%
<b>6</b> Total of lines 4 and 5 .....		.00 %		%		%		%
<b>7</b> Does the bond issue meet the private security or payment test? .....		X						
<b>8a</b> Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued? .....		X						
<b>b</b> If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of .....		%		%		%		%
<b>c</b> If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2? .....								
<b>9</b> Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2? .....		X						

**Part IV Arbitrage**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>1</b> Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate? .....		X						
<b>2</b> If "No" to line 1, did the following apply?								
<b>a</b> Rebate not due yet? .....	X							
<b>b</b> Exception to rebate? .....		X						
<b>c</b> No rebate due? .....		X						
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed .....								
<b>3</b> Is the bond issue a variable rate issue? .....		X						

**Part IV Arbitrage** (continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>4a</b> Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue? .....		X						
<b>b</b> Name of provider .....								
<b>c</b> Term of hedge .....								
<b>d</b> Was the hedge superintegrated? .....								
<b>e</b> Was the hedge terminated? .....								
<b>5a</b> Were gross proceeds invested in a guaranteed investment contract (GIC)? .....		X						
<b>b</b> Name of provider .....								
<b>c</b> Term of GIC .....								
<b>d</b> Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied? .....								
<b>6</b> Were any gross proceeds invested beyond an available temporary period? .....		X						
<b>7</b> Has the organization established written procedures to monitor the requirements of section 148? .....		X						

**Part V Procedures To Undertake Corrective Action**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation isn't available under applicable regulations? .....		X						

**Part VI Supplemental Information.** Provide additional information for responses to questions on Schedule K. See instructions.**Schedule K, Part I, Bond Issues:**

(a) Issuer Name: MA Health &amp; Educational Facilities Authority

(f) Description of Purpose:

Acquisition of Youville Place assets; refund MA HEFA Series 2002 bonds

**Schedule K, Part III, Line 9; Part IV, Line 7, & Part V:**

While formal, written policies have not been adopted by the Organization, Youville Place carefully and consistently monitors its tax-exempt bond for potential violations. Additionally, the Organization routinely confers with bond counsel to ensure all relevant compliance requirements have been met.

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2020**

Open to Public  
Inspection

Name of the organization

Youville Place, Inc.

Employer identification number  
04-3297834

Form 990, Part I, Line 1, Description of Organization Mission:

service to all in our communities.

Form 990, Part III, Line 1, Description of Organization Mission:

Marguerite d'Youville, Foundress of the Sisters of Charity of Montreal,  
the "Grey Nuns".

Form 990, Part VI, Section A, line 6:

Covenant Health, Inc. is the sole corporate member of the Organization.

Form 990, Part VI, Section A, line 7a:

As the sole corporate member of the Organization, Covenant Health, Inc.  
retains the ability to elect and remove the Organization's board of  
directors with or without cause.

Form 990, Part VI, Section A, line 7b:

As the sole corporate member of the Organization, Covenant Health, Inc. has  
the following powers and rights over the Organization and its subsidiaries  
as outlined in the Organization's bylaws:

1. To approve any change in the written statements of philosophy and  
mission;

2. To amend and to repeal the organizing and governing documents;

3. To elect the Board of Directors or remove them with or without cause;

4. To appoint and remove the president;

5. To ratify the Board of Director's election of the Chair of the Board;

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) 2020

032211 11-20-20

Name of the organization

Youville Place, Inc.

Employer identification number

04-3297834

6. To approve all plans of merger, consolidation, reorganization, dissolution, or the sale, lease assignment, or transfer of substantially all of the assets, or the purchase or acquisition of an interest in any corporation, partnership, joint venture, or other entity;
7. To approve all long-range strategic plans before implementation;
8. To approve the acquisition, sale, or encumbrance of any real estate valued in excess of an amount set by the Member in writing;
9. To approve all capital budgets and non-budgeted expensess in excess of an amount set by the Member in writing;
10. To approve all debt in excess of limits set by the Member in writing;
11. To appoint the auditors;
12. To approve the sale, assignment, or transfer of any equity interest or membership interest in any subsidiary;
13. To approve any reclassification or other change of any capital stock or other equity security; and,
14. To approve the issuance of, or the creation of any obligation to issue, any equity security.

Form 990, Part VI, Section B, line 11b:

The Form 990 is provided to the governing body for their review and approval prior to filing.

Form 990, Part VI, Section B, Line 12c:

This process is the responsibility of the Compliance Officer. A conflict of interest disclosure form is submitted to all leadership, board members, board committee members, employed physicians, medical directors and certain employees in key positions annually to be completed. Reminders are sent to all persons of interest to ensure that all conflict of interest disclosure

Name of the organization

Youville Place, Inc.

Employer identification number

04-3297834

forms are completed and collected.

Form 990, Part VI, Section B, Line 15:

Any compensation paid to the trustees, directors, officers or key employees of the Organization is subject to the oversight and decisions of Covenant Health, a related tax-exempt organization. Every two-to-three years the Compensation Committee of the Covenant Health Board of Directors engages an external consultant to provide competitive market data from various survey sources, which is then used to develop recommendations for changes to the compensation program. Since 2003, the Compensation Committee has engaged a human resources consultant to conduct this analysis. Objectives of the analysis are to assess the compositeness of the total cash compensation levels of the senior leadership team, develop market based competitive salary ranges for all executive positions, and ensure that the annual incentive opportunities, if there are any, are competitive and reasonable.

Form 990, Part VI, Section C, Line 19:

The Organization's Form 990, governing documents, conflict of interest policy, and financial statements are made available to the public upon request. The Organization's Form 990 is also made available on the website of its parent organization, Covenant Health, at the following web address: <https://www.covenanthealth.net/financial-information/financial-information>

Form 990, Part XII, Line 2c:

The audit process has not changed from the previous year.

## Related Organizations and Unrelated Partnerships

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.**  
▶ **Attach to Form 990.**

**► Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.**

OMB No. 1545-0047

# 2020

**Open to Public Inspection**

Name of the organization

Youville Place, Inc.

**Employer identification number**  
04-3297834

**Part I Identification of Disregarded Entities.** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

**Part II Identification of Related Tax-Exempt Organizations.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
Youville Lifecare Inc. - 04-2103582	Hospital and health care facility	Massachusetts	501(c)(3)	Line 10	Covenant Health, Inc.		X
1575 Cambridge Street							
Cambridge, MA 02138							
St. Joseph Manor Health Care - 04-2565937	Nursing home and restorative facility	Massachusetts	501(c)(3)	Line 10	Covenant Health, Inc.		X
215 Thatcher Street							
Brockton, MA 02302							
St. Mary's Health System - 22-2504349	Hospital and health care facility	Maine	501(c)(3)	Line 12a, I	Covenant Health, Inc.		X
P.O. Box 7291							
Lewiston, ME 04243							
St. Joseph's Hospital of Nashua, NH Inc. - 02-0222215, 172 Kinsley Street, Nashua, NH 03061	Hospital and health care facility	New Hampshire	501(c)(3)	Line 3	Covenant Health, Inc.		X

**For Paperwork Reduction Act Notice, see the Instructions for Form 990.**

Schedule R (Form 990) 2020



**Part II** Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization?	
						Yes	No
St. Mary's Villa Nursing Home, Inc. - 23-2057177, 675 St. Mary's Villa Road, Moscow, PA 18444	Nursing home and restorative facility	Pennsylvania	501(c)(3)	Line 10	Covenant Health, Inc.		X
CHS of Waltham, Inc. d/b/a Maristhill Nursing & Rehab Center - 04-3333609, 66 Newton Street, Waltham, MA 02453	Nursing home and restorative facility	Massachusetts	501(c)(3)	Line 10	Covenant Health, Inc.		X
CHS of Worcester, Inc. d/b/a St. Mary Care Center - 04-3419625, 39 Queen Street, Worcester, MA 01610	Nursing home and restorative facility	Massachusetts	501(c)(3)	Line 10	Covenant Health, Inc.		X
Fanny Allen Holdings, Inc. - 03-0181052 790 College Parkway Colchester, VT 05446	Real estate holding company	Vermont	501(c)(3)	Line 12a, I	Covenant Health, Inc.		X
St. Andre Health Care - 01-0342399 407 Pool Street Biddeford, ME 04005	Nursing home and restorative facility	Maine	501(c)(3)	Line 10	Covenant Health, Inc.		X
MI Nursing Restorative Center, Inc. - 04-2104851, 172 Lawrence Street, Lawrence, MA 01841	Nursing home and restorative facility	Massachusetts	501(c)(3)	Line 10	Covenant Health, Inc.		X
Helping Hands of St. Marguerite, Inc. - 80-0199674, 799 Concord Avenue, Cambridge, MA 02138	Private home-care health services	Massachusetts	501(c)(3)	Line 10	Covenant Health, Inc.		X
Covenant Health Investment Trust - 04-6835128, 420 Bedford Street, Lexington, MA 02420	Investment trust	Massachusetts	501(c)(3)	Line 12a, I	Covenant Health, Inc.		X
Fanny Allen Corporation, Inc. - 22-2495808 790 College Parkway Colchester, VT 05446	Charitable foundation	Vermont	501(c)(3)	Line 12a, I	Covenant Health, Inc.		X
Youville House, Inc. - 04-3239593 1573 Cambridge Street Cambridge, MA 02138	Assisted living services	Massachusetts	501(c)(3)	Line 10	Youville Lifecare, Inc.		X
Youville Hospital and Rehabilitation Center, Inc. - 04-3239563, 1575 Cambridge Street, Cambridge, MA 02138	Hospital and health care facility	Massachusetts	501(c)(3)	Line 10	Youville Lifecare, Inc.		X
St. Mary's Regional Medical Center - 01-0211551, P.O. Box 7291, Lewiston, ME 04243	Hospital and health care facility	Maine	501(c)(3)	Line 3	St. Mary's Health System		X

**Part II** Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization?	
						Yes	No
Community Clinical Services - 01-0409788 P.O. Box 7291 Lewiston, ME 04243	Physician practice	Maine	501(c)(3)	Line 10	St. Mary's Health System		X
St. Mary's D'Youville Pavilion - 01-0211558 P.O. Box 7291 Lewiston, ME 04243							X
St. Mary's Residences - 22-2504356 P.O. Box 7291 Lewiston, ME 04243							X
Neighborhood Housing Initiative - 01-0539730 P.O. Box 7291 Lewiston, ME 04243	Affordable housing services	Maine	501(c)(3)	Line 10	St. Mary's Health System		X
Souhegan Nursing Association - 02-0222795 24 North River Road Milford, NH 03055							X
The Surgicenter at St. Joseph Hospital, Inc. - 02-0222215, 172 Kinsley Street, Nashua, NH 03061							X
MI Management, Inc. - 04-2857794 172 Lawrence Street Lawrence, MA 01841	Assisted living services	Massachusetts	501(c)(3)	Line 12a, I	Covenant Health, Inc.		X
MI Adult Day Health Care Center, Inc. - 04-2921888, 189 Maple Street, Lawrence, MA 01841							X
MI Residential Community, Inc. - 04-2647207 189 Maple Street Lawrence, MA 01841							X
MI Residential Community II, Inc. - 04-2679954, 189 Maple Street, Lawrence, MA 01841	HUD low income housing	Massachusetts	501(c)(3)	Line 10	Covenant Health, Inc.		X
MI Residential Community III, Inc. - 04-2186043, 189 Maple Street, Lawrence, MA 01841							X
MI Transportation, Inc. - 04-2921889 189 Maple Street Lawrence, MA 01841							X

**Part II** Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization?	
						Yes	No
Mary Immaculate Guild, Inc. - 46-3073987 172 Lawrence Street Lawrence, MA 01841	Supporting grants and donations	Massachusetts	501(c)(3)	Line 12a, I	Covenant Health, Inc.		X
St. Joseph Healthcare Foundation - 22-2480149, 360 Broadway, Bangor, ME 04402	Healthcare foundation	Maine	501(c)(3)	Line 10	Covenant Health, Inc.		X
St. Joseph Hospital - 01-0212435 360 Broadway Bangor, ME 04402	Hospital and health care facility	Maine	501(c)(3)	Line 3	St. Joseph Healthcare Foundation		X
M & J Company - 22-2480150 360 Broadway Bangor, ME 04402	Lease holding company	Maine	501(c)(2)		St. Joseph Healthcare Foundation		X
St Joseph Ambulatory Care, Inc. - 22-2480373 360 Broadway Bangor, ME 04402	Physician practice	Maine	501(c)(3)	Line 10	St. Joseph Healthcare Foundation		X
Alternative Health Services - 01-0422885 360 Broadway Bangor, ME 04402	Home health and hospice	Maine	501(c)(3)	Line 10	St. Joseph Healthcare Foundation		X
Mount St. Rita Health Centre - 05-0342330 15 Sumner Brown Road Cumberland, RI 02864	Nursing home	Rhode Island	501(c)(3)	Line 10	Covenant Health, Inc.		X
Penacook Place, Inc. - 23-7090088 150 Water Street Haverhill, MA 01830	Nursing home	Massachusetts	501(c)(3)	Line 10	Covenant Health, Inc.		X
Covenant Health, Inc. - 22-2484505 100 Ames Pond Drive Tewksbury, MA 01876	Health care management and resource organization	Massachusetts	501(c)(3)	Line 10	N/A		X
Covenant Health Foundation, Inc. - 80-0199674, 100 Ames Pond Drive, Tewksbury, MA 01876	Charitable foundation	Massachusetts	501(c)(3)	Line 12a, I	Covenant Health, Inc.		X

**Part III Identification of Related Organizations Taxable as a Partnership.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
Covenant Health Insurance LTD - 04-3360127 P.O. Box 69 Grand Cayman, CAYMAN ISLANDS KY1-1102	Self-insurance company	Cayman Islands	N/A	C CORP	N/A	N/A	N/A		X
Campus Holding - 01-0406049 P.O. Box 7291 Lewiston, ME 04240	Holding company	ME	N/A	C CORP	N/A	N/A	N/A		X
St. Joseph Corporate Services, Inc. - 02-0405197, 172 Kinsley Street, Nashua, NH 03060	Holding company	NH	N/A	C CORP	N/A	N/A	N/A		X
Strauss Incorporated - 01-0391369 360 Broadway Bangor, ME 04402	Repairs and transcriptions	ME	N/A	C CORP	N/A	N/A	N/A		X
GNM Corporation - 02-0400550 172 Kinsley Street Nashua, NH 03060	Real estate holding company	NH	N/A	C CORP	N/A	N/A	N/A		X

[illegible]

**Part V Transactions With Related Organizations.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.**Note:** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
<b>1</b> During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
<b>a</b> Receipt of <b>(i)</b> interest, <b>(ii)</b> annuities, <b>(iii)</b> royalties, or <b>(iv)</b> rent from a controlled entity .....	<b>1a</b>	X
<b>b</b> Gift, grant, or capital contribution to related organization(s) .....	<b>1b</b>	X
<b>c</b> Gift, grant, or capital contribution from related organization(s) .....	<b>1c</b>	X
<b>d</b> Loans or loan guarantees to or for related organization(s) .....	<b>1d</b>	X
<b>e</b> Loans or loan guarantees by related organization(s) .....	<b>1e</b>	X
<b>f</b> Dividends from related organization(s) .....	<b>1f</b>	X
<b>g</b> Sale of assets to related organization(s) .....	<b>1g</b>	X
<b>h</b> Purchase of assets from related organization(s) .....	<b>1h</b>	X
<b>i</b> Exchange of assets with related organization(s) .....	<b>1i</b>	X
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s) .....	<b>1j</b>	X
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s) .....	<b>1k</b>	X
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s) .....	<b>1l</b>	X
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s) .....	<b>1m</b>	X
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) .....	<b>1n</b>	X
<b>o</b> Sharing of paid employees with related organization(s) .....	<b>1o</b>	X
<b>p</b> Reimbursement paid to related organization(s) for expenses .....	<b>1p</b>	X
<b>q</b> Reimbursement paid by related organization(s) for expenses .....	<b>1q</b>	X
<b>r</b> Other transfer of cash or property to related organization(s) .....	<b>1r</b>	X
<b>s</b> Other transfer of cash or property from related organization(s) .....	<b>1s</b>	X
<b>2</b> If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.		

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

**Part VI** **Unrelated Organizations Taxable as a Partnership.** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

**Part VII** Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

**Part IV, Identification of Related Organizations Taxable as Corp or Trust:**

Name of Related Organization:

St. Joseph Corporate Services, Inc.

Direct Controlling Entity: St. Joseph's Hospital of Nashua, NH Inc.



**THE COMMONWEALTH OF MASSACHUSETTS**  
**OFFICE OF THE ATTORNEY GENERAL**  
**NON-PROFIT ORGANIZATIONS/PUBLIC CHARITIES DIVISION**  
**ONE ASHBURTON PLACE**  
**BOSTON, MASSACHUSETTS 02108**

(617) 727-2200, ext. 2101  
[www.mass.gov/ago/charities](http://www.mass.gov/ago/charities)

## Form PC

Report for the Fiscal Period: 01/01/20 to 12/31/20AG Account #: 036186 Federal ID #: 04-3297834

Electronic Payment Confirmation #: \_\_\_\_\_

Attach printout of electronic payment confirmation.

Electronic Payment Date: \_\_\_\_\_

When did the organization first engage in  
charitable work in Massachusetts? 09/25/1995Has the organization applied for or been granted  
IRS tax exempt status?☒ Yes ☐ No

If yes, date of application OR date of determination letter:

12/10/1999

IRS Exemption under 501(c):

3If exempt under 501(c), are contributions to the organization  
tax deductible as charitable contributions?☒ Yes ☐ No**Organization Data**Name: Youville Place, Inc.Mailing Address: 10 Pelham RoadCity: Lexington State: MA ZIP: 02421Phone Number: (781) 861-3535 Fax Number: (781) 862-4289Email: dclark1@covh.org Website: www.youvilleassistedliving.org

In the table below, please enter the appropriate codes from the corresponding tables found in the instructions.  
 Enter **up to 2** codes from Table 3 for your organization's main purpose(s)

Category	Code	Category	Code
County (Table 1)	<u>9</u>	Organization Purpose Code 1	<u>31</u>
Type of Organization (Table 2)	<u>12</u>	Organization Purpose Code 2	<u>44</u>

Please check box if final return prior to dissolution: ☐

Office Use Only: Payment Received

**Check all items attached**

(if applicable)

- ☒ Filing Fee or Printout of  
Electronic Payment  
Confirmation
- ☒ Copy of IRS Return
- ☒ Audited Financial  
Statements/Review
- ☐ Amended Articles/  
By-Laws
- ☒ Schedule A-1
- ☒ Schedule A-2
- ☒ Schedule RO
- ☐ Schedule VCO
- ☐ Probate Account

All questions must be completed in their entirety whether or not similar questions are answered in an attached federal form. See instructions and definition section for guidance.

1. On what date was the organization created? 09/25/1995
2. Where was the organization created? Lexington, Massachusetts
3. What is the form of organization? (check one)

Corporation <input checked="" type="checkbox"/>	Testamentary Trust <input type="checkbox"/>
Unincorporated Association <input type="checkbox"/>	Inter Vivos Trust <input type="checkbox"/>

Other (please describe): \_\_\_\_\_

4. Was your organization related to any other organization(s) during the reporting year (see definition "Related Organization")? If yes, please complete the Schedule RO on pages 13 and 14. ☒ Yes ☐ No
5. Enter your summary of financial data:

	Financial Data	Amounts
A.	Contributions, gifts, grants, and similar amounts received	34,457.
B.	Gross support and revenue	7,559,426.
C.	Program services and similar amounts paid out	6,725,901.
D.	Fundraising expenses	0.
E.	Management and general expenses	465,387.
F.	Payments to affiliates	0.
G.	Total expenses	7,191,288.
H.	Net assets or fund balances at the end of the year	8,013,901.

6. List the total compensation you provided to your five highest paid employees:

	Name/Title	Hrs/ Week	Salary and Other Income	Benefit Plans	Other Compensation
1.	Joanne Scianna Chief Operating Officer	20.00	156,507.	12,638.	0.
2.	Robert Salamanca Maintenance Director	20.00	111,900.	4,797.	0.
3.	Kathryn Carlino Wellness Director	40.00	94,516.	10,569.	0.
4.	Dan MacRae Dining Director	40.00	93,760.	10,563.	0.
5.	Melissa Perry McGee CY Director	40.00	89,989.	4,160.	0.

7. Was any compensation provided to any of the individuals listed in question 6 above which was not quantified in your response to 6? If yes, please provide explanation (attach separate sheet). ☐ Yes ☒ No

8. List the name, amount of compensation paid, and the nature of services rendered by each of the organization's five highest paid consultants providing professional services (e.g. attorneys, architects, accountants, management companies, investment advisors, professional solicitors, professional fundraising counsel).

	Name/Title	Amount of Compensation	Type(s) of Service
1.	CoEnergy America	214,950.	Heat and power systems
2.	Covenant Health	139,854.	Management and consulting
3.	R.L. Barnard Landscape	85,267.	Landscaping and construction
4.	Carpets Unlimited	71,055.	Flooring renovations
5.	PRO EMS Solutions	48,060.	Healthcare consulting

9. Bank(s) in which the organization's funds are deposited (include bank addresses and phone number):

Bank	Address	Phone Number
Eagle Bank	350 Broadway, Everett, MA 02149	(800) 226-5324

10. What is the organization's accounting method? ☐ Cash ☒ Accrual

☐ Other (specify): \_\_\_\_\_

11. If organization's mailing address is a P.O. Box, list the organization's full street address:

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP Code: \_\_\_\_\_

12. Contact Person Name: Joanne Scianna

Street Address: 10 Pelham Road

City: Lexington State: MA ZIP Code: 02421

Phone Number: (781) 861-3535

13. During the fiscal year reported here, did your organization solicit contributions or have funds solicited on its behalf? ☒ Yes ☐ No

14. At any time during the fiscal year following the year reported here, will your organization, or others acting on its behalf, solicit contributions? ☒ Yes ☐ No

*If you answered yes to Question 13 or 14, you must complete Schedule A-1 and/or Schedule A-2 unless you are exempt from the solicitation certificate requirement.*

15. If you are claiming an exemption from the solicitation certificate requirement, please indicate by checking the box to the right to identify which exemption applies to your organization.

a religious organization	<input type="checkbox"/>
an organization which: (a) does not raise more than \$5,000 during a calendar year OR does not receive contributions from more than ten persons during a calendar year; AND (b) carries out all of its activities, including fundraising, through unpaid volunteers. (The conditions at both (a) and (b) must be met for your organization to qualify for this exemption.)	<input type="checkbox"/>

16. Attach a list of names, addresses (street and/or mailing), and telephone numbers of other offices/chapters/branches/affiliates.

17. Attach a list of names, titles, and addresses (street and/or mailing) of officers, directors, trustees, and the principal salaried executives of organization.

**Statement 1**

18. Attach a list of names, titles, and addresses (street and/or mailing) of any individual(s) authorized to sign checks, and any individual(s) responsible for: custody of funds; distribution of funds; fundraising; and custody of financial records.

**Statement 2**

19. Has this organization or any of its officers, directors, employees or fundraisers solicited funds in any other state? ☐ Yes ☒ No

*If yes attach list of states where solicitation was conducted, including registered agency, dates of registration, registration numbers, any other names under which the organization was/is registered, and the dates and type (mail, telephone, door to door, special events, etc.) of the solicitation conducted.*

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FORM PC	Officers, Directors, Trustees and Executives	Statement	1
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Name and AddressTitle

Nicole Breslin  
10 Pelham Road  
Lexington, MA 02421

President & CEO

Joanne Scianna  
10 Pelham Road  
Lexington, MA 02421

COO

Kristine DiFiore  
10 Pelham Road  
Lexington, MA 02421

Director

Thomas Gibson  
10 Pelham Road  
Lexington, MA 02421

Director

Mary Lynne Hedley  
10 Pelham Road  
Lexington, MA 02421

Director

Frances Medaglia  
10 Pelham Road  
Lexington, MA 02421

Director

Suzanne Perry  
10 Pelham Road  
Lexington, MA 02421

Director

Lesley Adkison  
10 Pelham Road  
Lexington, MA 02421

Chair

Joseph E. Connarton  
10 Pelham Road  
Lexington, MA 02421

Treasurer and Clerk

FORM PC

Page 4, Line 18

Statement 2

Name and AddressArea of Responsibility

Nicole Breslin  
10 Pelham Road  
Lexington, MA 02421

Responsible for custody of funds

Paula Desmond Wallace  
10 Pelham Road  
Lexington, MA 02421

Responsible for custody of funds

Joanne Scianna  
10 Pelham Road  
Lexington, MA 02421

Responsible for custody of funds

Nicole Breslin  
10 Pelham Road  
Lexington, MA 02421

Responsible for distribution of funds

Paula Desmond Wallace  
10 Pelham Road  
Lexington, MA 02421

Responsible for distribution of funds

Joanne Scianna  
10 Pelham Road  
Lexington, MA 02421

Responsible for distribution of funds

Nicole Breslin  
10 Pelham Road  
Lexington, MA 02421

Responsible for fundraising

Paula Desmond Wallace  
10 Pelham Road  
Lexington, MA 02421

Responsible for fundraising

Joanne Scianna  
10 Pelham Road  
Lexington, MA 02421

Responsible for fundraising

Nicole Breslin  
10 Pelham Road  
Lexington, MA 02421

Custody of financial records

Paula Desmond Wallace  
10 Pelham Road  
Lexington, MA 02421

Custody of financial records

Joanne Scianna  
10 Pelham Road  
Lexington, MA 02421

Custody of financial records

Nicole Breslin  
10 Pelham Road  
Lexington, MA 02421

Authorized to sign checks

Paula Desmond Wallace  
10 Pelham Road  
Lexington, MA 02421

Authorized to sign checks

Joanne Scianna  
10 Pelham Road  
Lexington, MA 02421

Authorized to sign checks

20. Has this organization or any of its officers, directors, or employees:

*If yes, please attach an explanation.*

(a) Been enjoined or otherwise prohibited by a government agency/court from operating or soliciting contributions? ☐ Yes ☒ No

(b) Ever been refused registration or had its registration or tax exemption denied, suspended, modified or revoked by a governmental agency? ☐ Yes ☒ No

(c) Been the subject of a proceeding regarding any solicitation or registration? ☐ Yes ☒ No

(d) Entered into a voluntary agreement of compliance or consent judgment with, any government agency or in a case before a court or administrative agency? ☐ Yes ☒ No

21. Have any restrictions been removed during the year from donor-restricted funds?

*If yes, please attach an explanation.*

☐ Yes ☒ No

22. Have donor-restricted funds been loaned to unrestricted funds?

*If yes, please attach an explanation.*

☐ Yes ☒ No

23. This question involves "Termination of Employment or Changes of Control Compensatory Arrangements" with certain "Related Parties" (see *instructions and definition sections*). Report only if payments made or promised to any individual are in excess of four months salary or \$100,000, whichever dollar amount is less.

(a) Did you make actual payments or otherwise transfer value under such an arrangement to any individual described in Related Party definition, sections (a) or (b), which payments are not reported in Question 6 or 7 above? ☐ Yes ☒ No

(b) Do you have an agreement with any individual described in Related Party definition, sections (a) or (b), containing such an agreement? ☐ Yes ☒ No

*If you answered yes for Question 23(a) or 23(b) above, please attach an explanation identifying the individual(s) involved, stating the amount of any payments made or value transferred, and describing the terms of each agreement.*



24. This question applies to related party transactions, which include transactions with officers, directors, trustees, certain employees, relative, and organizations they own or control. Please consult the instructions and definition sections for the definition of a "Related Party" and "Indebtedness" before answering. Note that transactions involving related parties must be reported even when there is no accounting recognition (e.g. in-kind gifts, waiver or interest not otherwise reported).

*If the answer to any part of Question 24 is **yes**, attach a schedule stating the name and address of the related party, the nature of the transaction, the value or the amounts involved in the transaction, and the procedure followed in authorizing the transaction.*

During the year:		
A.	Has your organization sold or transferred assets to or purchased assets from or exchanged assets with a related party?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
B.	Has your organization leased assets to or leased assets from a related party?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
C.	Has your organization been indebted to a related party?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
D.	Has your organization allowed a related party to be indebted to it?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
E.	Has your organization made or held an investment in a related party?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
F.	Has your organization furnished goods, services, or facilities to a related party?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
G.	Has your organization acquired goods, services, or facilities from a related party who received compensation or other value in return?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
H.	Has your organization paid or became obligated to pay wages, salary, or other compensation to a related party?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
I.	Has your organization transferred income or assets to or for use by a related party?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
J.	Was your organization a party to any transaction in which any of its officers, directors, or trustees has a material financial interest, or did any officer, director or trustee receive anything of value not reported as compensation?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
K.	Has your organization invested in any corporate stock of a company in which any officer, director, or trustee owns more than 10% of the outstanding shares?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
L.	Is any property of the organization held in the name of or commingled with the property of any other person or organization?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
M.	Did your organization make a grant award or contribution to any other organization in which any of this organization's officers, directors or trustees has a relationship?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

**Statement 3**

FORM PC

Page 6, Line 24

Statement 3

Name and Address

Covenant Health, Inc.  
100 Ames Pond Drive  
Tewksbury, MA 01876

Nature of Transaction

Amount Involved

Management Fees

139,854.

Procedure Followed

Arms-Length and reimbursed at cost

**Signature Required**

Under penalty of perjury, I declare that the information furnished in this report, including all attachments, is true and correct to the best of my knowledge.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Printed Name: Nicole Breslin

Title: President & CEO

Name of Preparer: Baker Newman & Noyes

Address P.O. Box 507

City Portland State ME ZIP Code 04112

Phone Number (207)879-2100

**Schedule A-1**  
**Solicitation Activities During Fiscal Year Covered By This Report**

List any names which will be used by the organization in connection with the solicitation of funds, other than the official name which appears on page 1.

Youville House, Inc.

Types of solicitation activities in which you expect to engage (check all that apply):

Mass Mailing	<input checked="" type="checkbox"/>	Via the Internet	<input checked="" type="checkbox"/>
Door-to-door	<input type="checkbox"/>	Raffle, beano, bingo or gaming event	<input type="checkbox"/>
Entertainment event	<input checked="" type="checkbox"/>	Sale of goods other than by telephone	<input type="checkbox"/>
Telemarketing without sale of goods or ads	<input type="checkbox"/>	Individual Mailings	<input checked="" type="checkbox"/>
Telemarketing with sale of goods	<input type="checkbox"/>	Corporate solicitations	<input checked="" type="checkbox"/>
Telemarketing with sale of ads	<input type="checkbox"/>	Grant Proposals	<input checked="" type="checkbox"/>
<input type="checkbox"/> Other (specify): _____			

Identify the method or methods you expect to use for the fundraising (check all that apply):

Professional solicitor*	<input type="checkbox"/>	Own employees	<input checked="" type="checkbox"/>
Professional fundraising counsel*	<input type="checkbox"/>	Volunteers	<input checked="" type="checkbox"/>
Commercial co-venturer*	<input type="checkbox"/>		

\* Provide applicable names and addresses:

Professional Solicitor Name: \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

Professional Fundraising Counsel Name: \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

Commercial Co-Venturer Name: \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

**Schedule A-1 ctd.**  
**Solicitation Activities During Fiscal Year Covered By This Report**

Identify the individuals who will have final responsibility for the charity's custody of contributions:

**Nicole Breslin**

Name and Title: President and CEOAddress 1573 Cambridge StreetCity Cambridge State MA ZIP Code 02138

**Joanne Scianna**

Name and Title: Chief Operating OfficerAddress 10 Pelham RoadCity Lexington State MA ZIP Code 02421

Name and Title: \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

Identify the individuals who will have final responsibility for the charity's distribution of contributions:

**Nicole Breslin**

Name and Title: President and CEOAddress 1573 Cambridge StreetCity Cambridge State MA ZIP Code 02138

**Joanne Scianna**

Name and Title: Chief Operating OfficerAddress 10 Pelham RoadCity Lexington State MA ZIP Code 02421

Name and Title: \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

**Schedule A-2**  
**Solicitation Activities Planned for Fiscal Year Which Follows the Reporting Year**

List any names which will be used by the organization in connection with the solicitation of funds, other than the official name which appears on page 1.

Youville House, Inc.

Types of solicitation activities in which you expect to engage (check all that apply):

Mass Mailing	<input checked="" type="checkbox"/>	Via the Internet	<input checked="" type="checkbox"/>
Door-to-door	<input type="checkbox"/>	Raffle, beano, bingo or gaming event	<input type="checkbox"/>
Entertainment event	<input checked="" type="checkbox"/>	Sale of goods other than by telephone	<input type="checkbox"/>
Telemarketing without sale of goods or ads	<input type="checkbox"/>	Individual Mailings	<input checked="" type="checkbox"/>
Telemarketing with sale of goods	<input type="checkbox"/>	Corporate solicitations	<input checked="" type="checkbox"/>
Telemarketing with sale of ads	<input type="checkbox"/>	Grant Proposals	<input checked="" type="checkbox"/>
<input type="checkbox"/> Other (specify): _____			

Identify the method or methods you expect to use for the fundraising (check all that apply):

Professional solicitor*	<input type="checkbox"/>	Own employees	<input checked="" type="checkbox"/>
Professional fundraising counsel*	<input type="checkbox"/>	Volunteers	<input checked="" type="checkbox"/>
Commercial co-venturer*	<input type="checkbox"/>		

\* Provide applicable names and addresses:

Professional Solicitor Name: \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

Professional Fundraising Counsel Name: \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

Commercial Co-Venturer Name: \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

## Schedule A-2 ctd.

## Solicitation Activities Planned for Fiscal Year Which Follows the Reporting Year

Identify the individuals who will have final responsibility for the charity's custody of contributions:

Nicole Breslin

Name and Title: President and CEO

Address 1573 Cambridge Street

City Cambridge

State MA

ZIP Code 02138

Joanne Scianna

Name and Title: Chief Operating Officer

Address 10 Pelham Road

City Lexington

State MA

ZIP Code 02421

Name and Title:

Address

City

State

ZIP Code

Identify the individuals who will have final responsibility for the charity's distribution of contributions:

Nicole Breslin

Name and Title: President and CEO

Address 1573 Cambridge Street

City Cambridge

State MA

ZIP Code 02138

Joanne Scianna

Name and Title: Chief Operating Officer

Address 10 Pelham Road

City Lexington

State MA

ZIP Code 02421

Name and Title:

Address

City

State

ZIP Code

### Certification by Organization

*Two different signatures required.* Signers must be organization president or other authorized officer or trustee.

Under penalty of perjury, we declare that the information furnished in this report, including all attachments, is true and correct to the best of our knowledge.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Printed Name: Nicole Breslin

Title: President & CEO

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Printed Name: Joseph E. Connarton, Treasurer / Clerk

Title: \_\_\_\_\_



## Schedule RO

1. Please read the instructions and definition of "Related Organization" carefully before completing this section. *(If you have more than five Related Organizations, please attach a list.)*

Name: <b>See attached statement</b>		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

## Schedule RO ctd.

2. List the total compensation paid by your organization and/or any other related organization to your chief executive (e.g., executive director) and to the four other current or former directors, trustees, officers, or employees within the system of related organizations identified at question 1, on page 13, receiving the highest aggregate compensation (*see instructions*). Use additional lines below to itemize by compensation source.

Name: <b>See attached statement</b>		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation

Name:		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation

Name:		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation

Name:		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation

Name:		Title:	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation

3. Is asset and/or compensation information for religious organizations and/or certain non-charitable entities related to foundations excluded pursuant to instructions?

☐ Yes

☒ No

Massachusetts Form PC  
Supplemental Statement for Schedule RO

Organization Name: Youville Place, Inc.  
EIN: 04-3297834  
Tax year end: 12/31/2020

*Schedule RO, Question 1: Identification of related organizations, and their primary purposes, net assets, and year-end*  
**Part 1: Tax-Exempt Organizations**

Name of the Organization	Primary Purpose	Fiscal Year End-Date	Donor Restricted Funds		3rd Party Restricted Funds	Unrestricted Net Assets	Total Net Assets
			Temporary	Permanent			
Youville Lifecare Inc.	Hospital and health care facility	12/31/2020	-	-	-	-	-
St. Joseph Manor Health Care	Nursing home and restorative facility	12/31/2020	255,655	-	-	5,674,529	5,930,184
St. Mary's Health system	Hospital and health care facility	12/31/2020	674,494	-	-	(15,213,792)	(14,539,298)
St. Joseph's Hospital of Nashua, NH Inc.	Hospital and health care facility	12/31/2020	1,043,589	1,050,290	-	145,789,809	147,883,688
Youville Place	Assisted living services	12/31/2020	67,564	-	-	7,946,337	8,013,901
St. Mary's Villa Nursing Home, Inc.	Nursing home and restorative facility	12/31/2020	566,080	-	-	21,258,560	21,824,640
CHS of Waltham, Inc.	Nursing home and restorative facility	12/31/2020	9,880	-	-	1,076,712	1,086,592
CHS of Worcester, Inc.	Nursing home and restorative facility	12/31/2020	26,539	-	-	3,770,718	3,797,257
Fanny Allen Holdings, Inc.	Real estate holding company	12/31/2020	-	-	-	3,880,666	3,880,666
St. Andre Health Care	Nursing home and restorative facility	12/31/2020	21,895	-	-	4,068,238	4,090,133
MI Nursing Restorative Center, Inc.	Nursing home and restorative facility	12/31/2020	212,030	-	-	40,407,835	40,619,865
Helping Hands of St. Marguerite, inc.	Private home-care health services	12/31/2020	-	-	-	-	-
Covenant Health Investment Trust	Investment trust	12/31/2020	-	-	-	327,463,635	327,463,635
Fanny Allen Corporation, Inc.	Charitable foundation	12/31/2020	-	1,748,543	-	8,643,356	10,391,899
Youville House, Inc.	Assisted living services	12/31/2020	-	3,782,097	-	19,486,771	23,268,868
Youville Hospital and Rehabilitation Center, Inc.	Hospital and health care facility	12/31/2020	-	-	-	-	-
St. Mary's Regional Medical Center	Hospital and health care facility	12/31/2020	9,411,940	-	-	52,493,180	61,905,120
Community Clinical Services	Physician practice	12/31/2020	250,123	-	-	933,873	1,183,996
St. Mary's D'Youville Pavilion	Nursing home and restorative facility	12/31/2020	-	-	-	-	-
St. Mary's Residences	Low income housing	12/31/2020	10,955	-	-	864,838	875,793
Neighborhood Housing Initiative	Affordable housing services	12/31/2020	-	-	-	-	-
Souhegan Nursing Association	Home health and hospice	12/31/2020	-	-	-	-	-
The Surgicenter at St. Joseph Hospital, Inc.	Healthcare and surgery center	12/31/2020	-	-	-	-	-
MI Management, Inc.	Assisted living services	12/31/2020	50	-	-	7,499,387	7,499,437
MI Adult Day Health Care Center, Inc.	Adult day care services	12/31/2020	-	-	-	4,437,031	4,437,031
MI Residential Community, Inc.	HUD low income housing	12/31/2020	6,047,410	-	-	2,466,223	8,513,633
MI Transportation, Inc.	Elderly transportation services	12/31/2020	-	-	-	5,257,875	5,257,875
Mary Immaculate Guild, Inc.	Supporting grants and donations	12/31/2020	-	-	-	5,765	5,765
St. Joseph Healthcare Foundation	Healthcare foundation	12/31/2020	4,177,212	1,273,834	-	1,095,817	6,546,863
St. Joseph Hospital	Hospital and health care facility	12/31/2020	2,899,908	-	-	27,380,773	30,280,681
M & J Company	Lease holding company	12/31/2020	-	-	-	5,572,144	5,572,144
St Joseph Ambulatory Care, Inc.	Physician practice	12/31/2020	-	-	-	(522,463)	(522,463)
Alternative Health Services	Home health and hospice	12/31/2020	-	-	-	(762,878)	(762,878)
Mount St. Rita Health Centre	Nursing home	12/31/2020	143,451	-	-	5,227,976	5,371,427
Penacook Place, Inc.	Nursing home	12/31/2020	134,000	-	-	1,005,139	1,139,139
Covenant Health, Inc.	Health care management	12/31/2020	292,574	-	-	113,959,577	114,252,151

Covenant Health Foundation, Inc.	Charitable foundation	12/31/2020	44,692	26,244,912	-	1,079,055	27,368,659
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**Part 2: Non-Charitable Related Organizations**

Name of the Organization	Primary Purpose	Fiscal Year End-Date
Covenant Health Insurance LTD	Self-insurance company	12/31/2020
Campus Holding	Holding company	12/31/2020
St. Joseph Corporate Services, Inc.	Holding company	12/31/2020
Strauss Incorporated	Repairs and transcriptions	12/31/2020
GNM Corporation	Real estate holding company	12/31/2020
SJ Physicians Services	Physician practice	12/31/2020

**Schedule RO, Question 2: compensation paid to chief executives**

**Part 1: compensation paid to the filing Organization's chief executive**

Name and Title of Executive	Paying Organization	Taxable Compensation	Deferred Compensation	Non-taxable Benefits
Nicole Breslin, President & CEO	Youville House	191,783	5,753	2,300

**Part 2: four highest paid directors, trustees, officers, and employees within the family of related organizations**

Name and Title of Individual	Paying Organization	Taxable Compensation	Deferred Compensation	Non-taxable Benefits
Albert Tom, Physician	St. Joseph Hospital of Nashua	1,061,271	-	45,070
Michael Newman, Physician	St. Mary's Regional Medical Center	919,234	4,956	33,687
Stephen Grubbs, Treasurer, CFO, President, CEO	Covenant Health Inc.	883,059	5,700	27,417
Joseph Strauss, Physician	St. Mary's Regional Medical Center	841,130	4,111	30,061

Massachusetts Form PC  
Supplemental Statement for Schedule RO

Organization Name: Youville Place, Inc.  
EIN: 04-3297834  
Tax year end: 12/31/2020

*Schedule RO, Question 1: Identification of related organizations, and their primary purposes, net assets, and year-end*  
**Part 1: Tax-Exempt Organizations**

Name of the Organization	Primary Purpose	Fiscal Year End-Date	Donor Restricted Funds		3rd Party Restricted Funds	Unrestricted Net Assets	Total Net Assets
			Temporary	Permanent			
Youville Lifecare Inc.	Hospital and health care facility	12/31/2020	-	-	-	-	-
St. Joseph Manor Health Care	Nursing home and restorative facility	12/31/2020	255,655	-	-	5,674,529	5,930,184
St. Mary's Health system	Hospital and health care facility	12/31/2020	674,494	-	-	(15,213,792)	(14,539,298)
St. Joseph's Hospital of Nashua, NH Inc.	Hospital and health care facility	12/31/2020	1,043,589	1,050,290	-	145,789,809	147,883,688
Youville Place	Assisted living services	12/31/2020	67,564	-	-	7,946,337	8,013,901
St. Mary's Villa Nursing Home, Inc.	Nursing home and restorative facility	12/31/2020	566,080	-	-	21,258,560	21,824,640
CHS of Waltham, Inc.	Nursing home and restorative facility	12/31/2020	9,880	-	-	1,076,712	1,086,592
CHS of Worcester, Inc.	Nursing home and restorative facility	12/31/2020	26,539	-	-	3,770,718	3,797,257
Fanny Allen Holdings, Inc.	Real estate holding company	12/31/2020	-	-	-	3,880,666	3,880,666
St. Andre Health Care	Nursing home and restorative facility	12/31/2020	21,895	-	-	4,068,238	4,090,133
MI Nursing Restorative Center, Inc.	Nursing home and restorative facility	12/31/2020	212,030	-	-	40,407,835	40,619,865
Helping Hands of St. Marguerite, inc.	Private home-care health services	12/31/2020	-	-	-	-	-
Covenant Health Investment Trust	Investment trust	12/31/2020	-	-	-	327,463,635	327,463,635
Fanny Allen Corporation, Inc.	Charitable foundation	12/31/2020	-	1,748,543	-	8,643,356	10,391,899
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Youville Hospital and Rehabilitation Center, Inc.	Hospital and health care facility	12/31/2020	-	-	-	-	-
St. Mary's Regional Medical Center	Hospital and health care facility	12/31/2020	9,411,940	-	-	52,493,180	61,905,120
Community Clinical Services	Physician practice	12/31/2020	250,123	-	-	933,873	1,183,996
St. Mary's D'Youville Pavilion	Nursing home and restorative facility	12/31/2020	-	-	-	-	-
St. Mary's Residences	Low income housing	12/31/2020	10,955	-	-	864,838	875,793
Neighborhood Housing Initiative	Affordable housing services	12/31/2020	-	-	-	-	-
Souhegan Nursing Association	Home health and hospice	12/31/2020	-	-	-	-	-
The Surgicenter at St. Joseph Hospital, Inc.	Healthcare and surgery center	12/31/2020	-	-	-	-	-
MI Management, Inc.	Assisted living services	12/31/2020	50	-	-	7,499,387	7,499,437
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MI Transportation, Inc.	Elderly transportation services	12/31/2020	-	-	-	5,257,875	5,257,875
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Alternative Health Services	Home health and hospice	12/31/2020	-	-	-	(762,878)	(762,878)
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Penacook Place, Inc.	Nursing home	12/31/2020	134,000	-	-	1,005,139	1,139,139
Covenant Health, Inc.	Health care management	12/31/2020	292,574	-	-	113,959,577	114,252,151

Covenant Health Foundation, Inc.	Charitable foundation	12/31/2020	44,692	26,244,912	-	1,079,055	27,368,659
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GNM Corporation	Real estate holding company	12/31/2020
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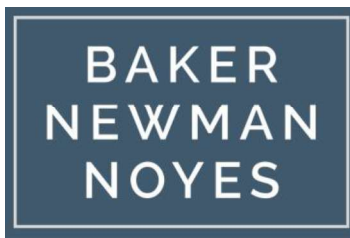
**Schedule RO, Question 2: compensation paid to chief executives**

**Part 1: compensation paid to the filing Organization's chief executive**

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**Part 2: four highest paid directors, trustees, officers, and employees within the family of related organizations**

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Stephen Grubbs, Treasurer, CFO, President, CEO	Covenant Health Inc.	883,059	5,700	27,417
Joseph Strauss, Physician	St. Mary's Regional Medical Center	841,130	4,111	30,061



# **Covenant Health, Inc. and Subsidiaries**

**Audited Consolidated Financial Statements  
and Additional Information**

*Years Ended December 31, 2020 and 2019  
With Independent Auditors' Report*

# COVENANT HEALTH, INC. AND SUBSIDIARIES

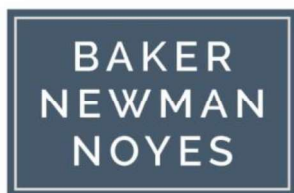
## Audited Consolidated Financial Statements and Additional Information

Years Ended December 31, 2020 and 2019

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## INDEPENDENT AUDITORS' REPORT

The Board of Directors  
Covenant Health, Inc.

We have audited the accompanying consolidated financial statements of Covenant Health, Inc. and Subsidiaries, which comprise the consolidated balance sheets as of December 31, 2020 and 2019, and the related consolidated statements of operations, changes in net assets 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 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 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 did not audit the financial statements of Covenant Health Insurance, Ltd. and MI Residential Community, Inc., both wholly-owned subsidiaries, which statements reflect total assets constituting approximately 8% of consolidated total assets at December 31, 2020 and 2019, and total revenues constituting approximately 1% at December 31, 2020 and 2019 of consolidated total revenues for the years then ended. Those statements were audited by other auditors, whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included for those entities, is based solely on the reports of other auditors. 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.

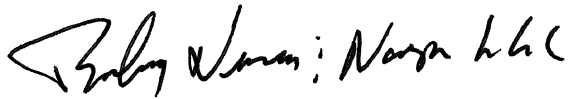
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, 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 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 financial statements.

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

The Board of Directors  
Covenant Health, Inc.

*Opinion*

In our opinion, based on our audit and the reports of the other auditors, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Covenant Health, Inc. and Subsidiaries as of December 31, 2020 and 2019, and the results of their operations, changes in net assets and cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

A handwritten signature in black ink, appearing to read "Gregory W. Wynn".

Boston, Massachusetts  
May 4, 2021

**COVENANT HEALTH, INC. AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**

**December 31, 2020 and 2019**

**(In thousands)**

**ASSETS**

	<b><u>2020</u></b>	<b><u>2019</u></b>
Current assets:		
Cash and cash equivalents	\$ 66,617	\$ 54,011
Patient accounts receivable (note 3)	75,614	94,098
Current portion of pledges receivable (note 8)	6,069	7,283
Investments (note 4)	6,123	1,286
Inventories	9,195	5,588
Prepaid expenses and other current assets	33,579	15,558
Current portion of assets whose use is limited or restricted (note 4)	<u>7,157</u>	<u>6,313</u>
Total current assets	204,354	184,137
Assets whose use is limited or restricted (note 4):		
Funds held by trustees, less current portion	11,685	24,080
Deferred compensation	13,205	13,415
Board-designated funds and other long-term investments	368,368	326,839
Replacement reserve	5,730	5,409
Donor-restricted funds	<u>48,110</u>	<u>35,973</u>
Total assets whose use is limited or restricted	447,098	405,716
Other assets:		
Pledges receivable (note 8)	615	4,610
Other assets	1,082	1,078
Investments in joint ventures (note 9)	<u>7,053</u>	<u>6,892</u>
Total other assets	8,750	12,580
Property, plant and equipment (note 5):		
Land and improvements	21,219	24,124
Buildings and improvements	428,910	439,796
Equipment	273,818	288,602
Construction in progress	20,443	11,138
Right of use assets	<u>10,964</u>	<u>10,547</u>
	755,354	774,207
Less accumulated depreciation	(432,116)	(444,123)
Less accumulated depreciation – right of use assets	<u>(2,183)</u>	<u>(1,108)</u>
Total property, plant and equipment	<u>321,055</u>	<u>328,976</u>
Total assets	\$ <u>981,257</u>	\$ <u>931,409</u>

## LIABILITIES AND NET ASSETS

	<u>2020</u>	<u>2019</u>
Current liabilities:		
Accounts payable	\$ 20,206	\$ 35,728
Accrued expenses and other liabilities	56,723	44,320
Estimated third-party payor settlements (note 3)	10,879	12,827
Other current liabilities (note 2)	28,655	—
Current portion of lease liability	2,454	2,659
Current portion of long-term debt (note 5)	<u>14,425</u>	<u>15,199</u>
Total current liabilities	133,342	110,733
Long-term debt, less current portion (note 5)	214,606	230,104
Long-term lease liability, less current portion	6,326	6,698
Defined benefit pension obligation (note 6)	(52)	2,289
Other liabilities (note 2)	60,250	20,615
Professional liability loss reserves (note 2)	<u>31,059</u>	<u>35,557</u>
Total liabilities	445,531	405,996
Net assets:		
Without donor restrictions	474,611	465,958
With donor restrictions (note 7)	<u>61,115</u>	<u>59,455</u>
Total net assets	535,726	525,413
Total liabilities and net assets	\$ <u>981,257</u>	\$ <u>931,409</u>

See accompanying notes.

**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**AND CHANGES IN NET ASSETS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

	<u><b>2020</b></u>	<u><b>2019</b></u>
Operating revenue:		
Patient service revenue (note 3)	\$618,685	\$702,555
Other revenue (note 2)	96,775	41,617
Net assets released from restrictions for operations	<u>3,275</u>	<u>967</u>
Total operating revenue	718,735	745,139
Operating expenses (note 12):		
Salaries and wages	334,891	351,544
Employee benefits (notes 2 and 6)	64,848	66,066
Supplies	77,045	85,762
Other expenses	185,943	175,392
Interest	10,053	10,979
Provider tax (note 3)	21,906	22,814
Depreciation and amortization	<u>30,146</u>	<u>30,801</u>
Total operating expenses	<u>724,832</u>	<u>743,358</u>
(Loss) income from operations	(6,097)	1,781
Net periodic pension cost (note 6)	(489)	(2,432)
Nonoperating gains, net (notes 4 and 9)	<u>13,962</u>	<u>48,207</u>
Excess of revenue over expenses	\$ <u>7,376</u>	\$ <u>47,556</u>

Continued next page.

**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**AND CHANGES IN NET ASSETS (CONTINUED)**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

	Without Donor <u>Restrictions</u>	With Donor <u>Restrictions</u>	Total <u>Net Assets</u>
Balances at January 1, 2019	\$412,728	\$54,478	\$467,206
Excess of revenue over expenses	47,556	—	47,556
Net change in unrealized gains on investments (note 4)	—	1,244	1,244
Restricted contributions and investment income	—	3,926	3,926
Net assets released from restrictions	—	(967)	(967)
Adjustment to defined benefit pension obligation (note 6)	5,674	—	5,674
Change in fair value of beneficial interest in perpetual trusts	<u>—</u>	<u>774</u>	<u>774</u>
	<u>53,230</u>	<u>4,977</u>	<u>58,207</u>
Balances at December 31, 2019	465,958	59,455	525,413
Excess of revenue over expenses	7,376	—	7,376
Net change in unrealized losses on investments (note 4)	—	(594)	(594)
Restricted contributions and investment income	—	7,765	7,765
Net assets released from restrictions	934	(4,209)	(3,275)
Adjustment to defined benefit pension obligation (note 6)	343	—	343
Change in fair value of beneficial interest in perpetual trusts	<u>—</u>	<u>(1,302)</u>	<u>(1,302)</u>
	<u>8,653</u>	<u>1,660</u>	<u>10,313</u>
Balances at December 31, 2020	<u>\$474,611</u>	<u>\$61,115</u>	<u>\$535,726</u>

See accompanying notes.

**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

	<u><b>2020</b></u>	<u><b>2019</b></u>
Cash flows from operating activities:		
Change in net assets	\$ 10,313	\$ 58,207
Adjustments to reconcile change in net assets to cash provided by operating activities:		
Net realized and unrealized change in investments	4,143	(37,844)
Net gain from joint ventures	(161)	(44)
Restricted contributions and investment income	(7,765)	(3,926)
Depreciation and amortization	30,146	30,801
Adjustment to defined benefit pension obligation	(343)	(5,674)
Gain on sale of property, plant and equipment	86	(161)
Changes in operating assets and liabilities:		
Patient accounts receivable	18,484	(10,244)
Inventories, prepaid expenses and other current assets	(21,628)	(3,042)
Other assets	(2,002)	5,093
Pledges receivable	5,209	1,946
Accounts payable, accrued expenses and other liabilities	65,171	(500)
Estimated third-party payor settlements, net	(1,948)	908
Professional liability loss reserves	<u>(4,498)</u>	<u>(6,539)</u>
Net cash provided by operating activities	95,207	28,981
Cash flows from investing activities:		
Purchases of investments and assets whose use is limited or restricted	(89,855)	(39,995)
Sales of investments and assets whose use is limited or restricted	38,649	37,608
Purchases of property, plant and equipment	<u>(22,311)</u>	<u>(14,753)</u>
Net cash used by investing activities	(73,517)	(17,140)
Cash flows from financing activities:		
Payments on long-term debt and lease obligations	(23,910)	(10,889)
Proceeds from issuance of long-term debt	7,061	—
Restricted contributions and investment income	<u>7,765</u>	<u>3,926</u>
Net cash used by financing activities	<u>(9,084)</u>	<u>(6,963)</u>
Increase in cash and cash equivalents	12,606	4,878
Cash and cash equivalents, beginning of year	<u>54,011</u>	<u>49,133</u>
Cash and cash equivalents, end of year	\$ <u>66,617</u>	\$ <u>54,011</u>
Supplemental disclosure:		
Cash paid for interest	\$ <u>10,964</u>	\$ <u>12,001</u>
Amount of right-of-use assets included in lease liability	\$ <u>—</u>	\$ <u>10,547</u>

See accompanying notes.

**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

**1. Organization**

Covenant Health, Inc. (Covenant) is organized to coordinate the corporate, administrative, clinical and service strengths and potentials of its member organizations. Covenant functions as the parent company to its member organizations which include St. Joseph Hospital of Nashua NH (Nashua, NH), St. Mary's Health System (Lewiston, ME), St. Joseph Healthcare Foundation (Bangor, ME), Youville House, St. Andre Health Care Facility, Mary Immaculate Health Care Services, Inc., Fanny Allen Corporation, Fanny Allen Holdings, St. Joseph Manor Health Care, Inc., CHS of Waltham, Inc. d/b/a Maristhill, CHS of Worcester, Inc. d/b/a St. Mary Health Care Center, St. Mary's Villa Nursing Home, Inc. (St. Mary's Villa), Covenant Health Insurance Ltd. (CHIL), Covenant Health Foundation, Providentia Prima Trust (Providentia Prima), Mount St. Rita Health Centre, Penacook Place, Inc. and Youville Place. All member organizations are providers of health care services except CHIL, which is licensed to write professional and general liability insurance for the other member organizations; Fanny Allen Corporation (foundation with activities in Vermont); Fanny Allen Holdings (real estate in Vermont); and Providentia Prima, which is a unitized investment trust. Covenant and its member organizations, and their various related entities are collectively referred to herein as the "System." The System provides acute, long-term and other health care services to patients and residents in New England and Pennsylvania.

**2. Significant Accounting Policies**

*Principles of Consolidation*

The consolidated financial statements of the System include the accounts of Covenant and its member organizations. Significant intercompany accounts and transactions have been eliminated in consolidation.

*Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates are made in the areas of accounts receivable, fair value of financial instruments, estimated third-party payor settlements, professional liability loss reserves and self-insurance reserves.



**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

**2. Significant Accounting Policies (Continued)**

*Concentration of Credit Risk*

Financial instruments which subject the System to credit risk consist of cash and cash equivalents, accounts receivable, investments and estimated third-party payor settlements. At December 31, 2020 and 2019, the System had cash balances in several financial institutions that exceeded federal depository insurance limits. The System has not experienced any losses in such accounts and it believes it is not exposed to any significant risk. The risk with respect to cash equivalents is minimized by the System's policy of investing in financial instruments with short-term maturities issued by highly rated financial institutions. Accounts receivable represent receivables from patients and third-party payors for services provided by the System. Patient accounts receivable from the Medicare and Medicaid programs comprise approximately 49% of receivables for the years ended December 31, 2020 and 2019. The System's investments consist of diversified investments and, while subject to market risk, are not subject to concentrations in any sector. Estimated third-party payor settlements are primarily comprised of amounts due to state and federal agencies as well as commercial insurers. The System does not expect any credit losses from net recorded amounts. Revenue from the Medicare and Medicaid programs accounted for approximately 57% and 55%, respectively, of the System's patient service revenue for the years ended December 31, 2020 and 2019, and revenue with Anthem accounted for approximately 13% of patient service revenue for 2020 and 2019.

*Income Taxes*

Covenant and its member organizations are considered not-for-profit corporations as described in Section 501(c)(3) of the Internal Revenue Code and are exempt from federal income taxes on related income pursuant to Section 501(a) of the Code, except as noted below.

St. Joseph Hospital Corporate Services, Inc., a wholly-owned subsidiary of Nashua, is a for-profit organization, which is subject to federal and state income taxes. St. Joseph Hospital Corporate Services, Inc. has net operating loss (NOL) carryforwards for tax purposes. The NOLs are not anticipated to be utilized so the amounts have been fully offset with a reserve.

CHIL, a wholly-owned subsidiary, is domiciled in the Cayman Islands. No income taxes are levied in the Cayman Islands and CHIL has been granted an exemption for any taxes that might be introduced. Accordingly, no provision for income taxes has been made in the accompanying financial statements.

Tax-exempt organizations could be required to record an obligation for income taxes as the result of a tax position they have historically taken on various tax exposure items including unrelated business income or tax status. Under guidance issued by the Financial Accounting Standards Board, assets and liabilities are established for uncertain tax positions taken or positions expected to be taken in income tax returns when such positions are judged to not meet the "more-likely-than-not" threshold, based upon the technical merits of the position. Estimated interest and penalties, if applicable, related to uncertain tax positions are included as a component of income tax expense.

The System has evaluated the position taken on its filed tax returns. The System has concluded no uncertain income tax positions exist at December 31, 2020.

**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

**2. Significant Accounting Policies (Continued)**

*Net Assets With Donor Restrictions*

Gifts are reported as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires (when a stipulated time restriction ends or purpose restriction is accomplished), restricted net assets are reclassified as net assets without donor restrictions and reported in the statement of operations as either net assets released from restrictions for operations (for noncapital-related items) or net assets released from restrictions for property, plant and equipment (for capital-related items). Some net assets with donor restrictions have been restricted by donors to be maintained by the System in perpetuity.

*Statement of Operations*

Transactions deemed by management to be ongoing, major or central to the provision of the services offered by the System are reported as operating revenue and operating expenses. Other transactions, which primarily include certain types of investment income and unrestricted contributions, are reported as nonoperating gains (losses).

Management has determined that the net result of the CHIL insurance operations should be reported in the consolidated nonoperating portion of the consolidated statements of operations and the actuarially determined premium paid by the insured (member organization) should remain as an operating expense. The operating results of Providentia Prima are the net result of investment operations and are reported in the nonoperating section of the consolidated statements of operations. The operations of Fanny Allen Corporation and Fanny Allen Holdings have been included in nonoperating gains (losses) on the consolidated statements of operations.

*Excess of Revenue Over Expenses*

The consolidated statements of operations include excess of revenue over expenses. Changes in net assets without donor restrictions which are excluded from excess of revenue over expenses, consistent with industry practice, include contributions of long-lived assets (including assets acquired using contributions which, by donor restriction, were to be used for the purpose of acquiring such assets) and pension obligation adjustments.

*Patient Service Revenue*

Patient service revenue is reported at the estimated realizable amounts from patients, third-party payors and others for services rendered, including any estimated adjustments under reimbursement agreements with third-party payors due to audits, reviews or investigations. Adjustments are recorded as changes in estimates when final settlements are determined. Changes in estimated settlements from third-party payors and other changes from prior years resulted in a net increase of \$4,209 and \$8,200 to patient service revenue for the years ended December 31, 2020 and 2019, respectively.

**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

**2. Significant Accounting Policies (Continued)**

Charity Care

The System has a formal charity care policy under which patient care is provided to patients who meet certain criteria without charge or at amounts less than its established rates. The System does not pursue collection of amounts determined to qualify as charity care, therefore, they are not reported as revenue.

Cash and Cash Equivalents

Cash and cash equivalents include investments in highly liquid instruments which have a maturity of three months or less when purchased.

Beneficial Interest in Perpetual Trust

The System is the beneficiary of several trust funds administered by trustees or other third parties. Trusts, wherein the System has an irrevocable right to receive the income earned on the trust assets in perpetuity, are recorded as net assets with donor restrictions at the fair value of the trust at the date of receipt and are included in donor-restricted funds in the consolidated balance sheet. Income distributions from the trusts are reported as investment income that increase net assets without donor restrictions, unless restricted by the donor. Annual changes in market value of the trusts are recorded as increases or decreases to net assets with donor restrictions.

Inventories

Inventories of pharmaceuticals and medical supplies are carried at the lower of cost (determined primarily by the first-in, first-out method) or net realizable value.

Property, Plant and Equipment

Property, plant and equipment is stated at cost, or if donated or acquired, at fair market value at time of donation or acquisition, less accumulated depreciation. The System's policy is to capitalize expenditures for major improvements and charge maintenance and repairs currently for expenditures which do not extend the lives of the related assets. The provision for depreciation is determined by the straight-line method at rates intended to amortize the cost of related assets over their estimated useful lives.

The System reviews its long-lived assets when events or changes in circumstances indicate that the carrying amount of such assets may not be fully recoverable. Upon determination that an impairment has occurred, these assets are reduced to fair value. No such impairment losses have been recognized to date. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less the cost to dispose.

Gifts of long-lived assets such as property or equipment are reported as contributions without donor restrictions and are excluded from the excess of revenue over expenses 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 contributions with donor restrictions. 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.

**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

**2. Significant Accounting Policies (Continued)**

*Conditional Asset Retirement Obligations*

The System recognizes a liability for the cost of conditional obligations if the fair value can be reasonably estimated. When the liability is initially recorded, the cost of the asset retirement obligation is capitalized by increasing the carrying amount of the related long lived asset. The liability is accreted to its present value each period, and the capitalized cost associated with the retirement obligation is depreciated over the useful life of the related asset. Upon settlement of the obligation, any difference between the cost to settle the asset retirement obligation and the liability recorded is recognized as a gain or loss in the consolidated statements of operations.

*Financing Costs/Original Issue Discount*

Costs associated with debt issuance and any original issue discount or premium related to the System's debt are being amortized by the interest method over the repayment period of the bonds and classified net within outstanding debt balances.

*Assets Whose Use is Limited or Restricted*

Assets whose use is limited or restricted include certain assets set aside by the Board of Directors to provide for the future replacement of property, plant and equipment and certain internal designations by members of the System. These assets are reported as Board-designated funds and other long-term investments. Also, under certain debt agreements, the System is required to maintain assets which have been segregated as externally designated trustee funds. Donor-restricted funds include amounts donated for endowments and other special purpose funds.

*Investments and Investment Income*

Investments in equity securities with readily determinable market values and all investments in debt securities are recorded at fair market value. At December 31, 2020 and 2019, the System held interests in certain funds that do not have a readily determinable fair market value and are valued by investment advisors based upon net asset value (NAV). Interests in such investments are generally recorded at fair market value based on the System's ownership share and rights of the investments.

The valuation of the investments that do not have a readily determinable market value is estimated by management based on fair values (NAV) provided by external investment managers. The System reviews and evaluates the valuations provided by the investment managers and believes that these valuations are a reasonable estimate of fair value at December 31, 2020 and 2019, but are subject to uncertainty and, therefore, may differ from the value that would have been used had a ready market for the investments existed and such differences could be material. The amount of gain or loss associated with these investments is reflected in the accompanying consolidated financial statements based on information provided by the management of the fund.

**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

**2. Significant Accounting Policies (Continued)**

Investment income or loss (including realized and unrealized gains and losses on investments, interest and dividends) is included in the excess of revenue over expenses unless the income or loss is restricted by donor or law. Realized gains or losses on the sale of investment securities are determined by the specific identification method.

Investment income on investments without donor restrictions is reported as nonoperating gains. Investment income on investments with donor restrictions is reported as nonoperating gains unless specifically restricted by the donor or state law, in which case it is reported as an increase in net assets with donor restrictions.

*Market Volatility*

Investments, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. As such, it is reasonably possible that changes in the value of the investment will occur in the near term and that such changes could materially affect the amounts reported in the consolidated balance sheet and statement of operations and changes in net assets.

*Donor-Restricted Gifts*

Unconditional promises to give that are expected to be collected within one year are recorded at estimated net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at fair value at the date the promise is received based on the present value of their estimated future cash flows. The discount on those amounts is computed using risk-free interest rates applicable to the years in which the promises are received. Amortization of the discount is included in contribution revenue.

Conditional promises to give and indications of intentions to give are not recognized until the related conditions have been met. The gifts are reported as 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, restricted net assets are reclassified to net assets without donor restrictions and reported in the consolidated statements of operations as net assets released from restrictions.

*Professional Liability Loss Contingencies*

CHIL is a wholly-owned captive insurance company incorporated and based in the Cayman Islands for the purpose of providing professional and general liability insurance. The System maintains insurance of its professional risks on a claims made basis and general liability risks on an occurrence basis through CHIL.

**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

**2. Significant Accounting Policies (Continued)**

Estimated liability costs, as calculated by the System's consulting actuaries, consist of specific reserves to cover the estimated liability resulting from medical or general liability incidents or potential claims which have been reported, as well as a provision for claims incurred but not reported. Estimated malpractice liabilities include estimates of future trends in loss severity and frequency and other factors that could vary as the claims are ultimately settled. Although it is not possible to measure the degree of variability inherent in such estimates, management believes the reserves for claims are adequate. These estimates are periodically reviewed, and necessary adjustments are reflected in the consolidated statements of operations in the year the need for such adjustments becomes known. Management is unaware of any claims that would cause the ultimate expense for medical malpractice risks to vary materially from the amounts provided.

A significant portion of the System's workers' compensation exposure is covered by an industry trust. All claims are paid and settled through the trust and the System has no significant exposure for claims covered by the trust.

The System maintains malpractice insurance coverage on a claims made basis. At December 31, 2020, there were no known malpractice claims outstanding which, in the opinion of management, will be settled for amounts in excess of insurance coverage, nor were there any unasserted claims or incidents which require loss accrual. The System intends to renew coverage on a claims made basis and anticipates that such coverage will be available.

Self-Insurance Reserves

Certain members of the System are self-insured for workers' compensation. These costs are accounted for on an accrual basis to include estimates of future payments on claims incurred.

Retirement Plans

The System's members sponsor several defined contribution retirement plans which cover substantially all employees who have met certain eligibility requirements of the respective plans. Contributions to the defined contribution plans are discretionary and are based upon certain percentages of eligible income. Expenses related to the defined contribution plans were \$3,972 and \$2,767 for 2020 and 2019, respectively. In addition, Nashua and Bangor have frozen defined benefit pension plans. See Note 6 for further information on the defined benefit plans. The System maintains a supplemental executive retirement plan (SERP) for certain executives. There were no expenses related to the SERP for the years ended December 31, 2020 or 2019.

Deferred Compensation

The System has recorded its obligations under deferred compensation agreements with certain employees of \$12,096 and \$11,322 at December 31, 2020 and 2019, respectively, which are included in other liabilities on the balance sheet. Assets of \$13,205 and \$13,415 at December 31, 2020 and 2019, respectively, related to these obligations are segregated and included in assets whose use is limited or restricted on the balance sheet.

**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

**2. Significant Accounting Policies (Continued)**

Reclassifications

Certain 2019 amounts have been reclassified to permit comparison with the 2020 consolidated financial statements presentation format.

COVID-19 Pandemic, CARES Act and Other Relief Funding

On March 11, 2020, the World Health Organization declared the outbreak of COVID-19, a disease caused by the novel coronavirus, a pandemic. This disease continues to spread throughout the United States and other parts of the world. The COVID-19 pandemic has significantly affected employees, patients, systems, communities and business operations, as well as the U.S. economy and financial markets.

In 2020, the federal government and certain state governments provided financial assistance to healthcare systems as a result of the COVID-19 pandemic. During the year ended December 31, 2020, the System received \$52.2 million of accelerated Medicare payments. Payments under the Medicare Accelerated and Advanced Payment program are advances that must be repaid. At year end, no repayments had been made and, based on repayment guidelines, \$17.5 million was recorded as a short-term liability and \$34.7 million as a long-term liability.

In addition, during 2020, the System received \$63.1 million in relief funds and grants from federal and state sources that is not required to be repaid, subject to use towards eligible expenses and lost revenue incurred as a result of the COVID-19 pandemic. The majority of the federal and state funds received is related to the *Coronavirus Aid, Relief, and Economic Security Act* (CARES Act) Provider Relief Funds (PRF payments). As of December 31, 2020, the System has recognized \$63.1 million in relief funding as revenue which is classified as other revenue on the consolidated statement of operations.

The CARES Act also provides for a deferral of payments of the employer portion of payroll tax incurred during the pandemic, allowing half of such payroll taxes to be deferred until December 2021, and the remaining half until December 2022. At December 31, 2020, the System had deferred approximately \$11.2 million of payroll taxes, which is recorded within other current and long-term liabilities in the accompanying 2020 consolidated balance sheet.

Subsequent Events

Events occurring after the balance sheet date are evaluated by management to determine whether such events should be recognized or disclosed in the consolidated financial statements. Management has evaluated subsequent events through May 4, 2021 which is the date the consolidated financial statements were available to be issued.

**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

**3. Patient Service Revenue**

Revenue generally relates to contracts with third-party payors representing patients in which the System's performance obligations are to provide health care services to patients. Revenues are recorded during the period obligations to provide health care services are satisfied. Performance obligations for inpatient services are generally satisfied over a period of days. Performance obligations for outpatient services are generally satisfied over a period of less than one day. The contractual relationships with patients, in most cases, also involve a third-party payor (Medicare, Medicaid, managed care health plans and commercial insurance companies, including plans offered through the health insurance exchanges) and the transaction prices for the services provided are dependent upon the terms provided by Medicare and Medicaid or negotiated with managed care health plans and commercial insurance companies, the third-party payors. The payment arrangements with third-party payors for the services provided to related patients typically specify payments at amounts less than standard charges. Medicare generally pays for inpatient and outpatient services at prospectively determined rates based on clinical, diagnostic and other factors. Services provided to patients having Medicaid coverage are generally paid at prospectively determined rates per discharge or per identified service. Agreements with commercial insurance carriers, managed care and preferred provider organizations generally provide for payments based upon predetermined rates per diagnosis, per diem rates or discounted fee-for-service rates. Management continually reviews the revenue recognition process to consider and incorporate updates to laws and regulations and the frequent changes in managed care contractual terms resulting from contract renegotiations and renewals.

Revenue is based upon estimated amounts that the System expects to be entitled to receive from patients and third-party payors. Revenue under managed care and commercial insurance plans is based upon the payment terms specified in the related contractual agreements. Revenues related to uninsured patients and uninsured copayment and deductible amounts for patients who have health care coverage may have discounts applied (uninsured discounts and contractual discounts) and the recorded revenue is based primarily on historical collection experience.

Revenue from third-party payors and private pay/self-pay is summarized as follows at December 31:

	<u>2020</u>	<u>2019</u>
Medicare	\$215,631	\$227,058
Medicaid	139,440	156,773
Commercial	246,819	280,856
Patients (private pay/self pay)	<u>16,795</u>	<u>37,868</u>
	<u>\$618,685</u>	<u>\$702,555</u>



**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

**3. Patient Service Revenue (Continued)**

The collection of outstanding receivables for Medicare, Medicaid, managed care payors, other third-party payors and patients is the System's primary source of operating cash and is critical to operating performance. The primary collection risks relate to uninsured patient accounts, including patient accounts for which the primary insurance carrier has paid the amounts covered by the applicable agreement, but patient responsibility amounts (deductibles and copayments) remain outstanding. Implicit price concessions relate primarily to amounts due directly from patients. Estimated implicit price concessions are recorded for all uninsured accounts, regardless of the aging of those accounts. Accounts are written off when all reasonable internal and external collection efforts have been performed. The estimates for implicit price concessions are based upon management's assessment of historical writeoffs and expected net collections, business and economic conditions, trends in federal, state and private employer health care coverage and other collection indicators. Management relies on the results of detailed reviews of historical writeoffs and collections at facilities that represent a majority of the System's revenues and accounts receivable as a primary source of information in estimating the collectability of accounts receivable.

The consolidated balance sheets include amounts due from the State of Maine under the MaineCare program. The amounts recorded from the State have been determined based upon applicable regulations and the System expects that these amounts will ultimately be paid in full. The amount represents payment based on interim cost reports and is an estimate pending final settlement. Due to the complex nature of such regulations, there is at least a reasonable possibility that recorded estimates will change by a material amount.

Under the State of New Hampshire's tax code, the State imposes a Medicaid Enhancement Tax (MET) equal to 5.40% of patient service revenue, with certain exclusions for the years ended December 31, 2020 and 2019. The amount of tax incurred by Nashua for fiscal 2020 and 2019 was \$9,814 and \$9,955, respectively.

In the fall of 2010, in order to remain in compliance with stated federal regulations, the State of New Hampshire adopted a new approach related to Medicaid disproportionate share funding (DSH) retroactive to July 1, 2010. Unlike the former funding method, the State's approach led to a payment that was not directly based on, and did not equate to, the level of tax imposed. As a result, the legislation created some level of losses at certain New Hampshire hospitals, while other hospitals realized gains. DSH payments from the State are recorded within patient service revenue and amounted to \$6,186 in 2020 and \$5,164 in 2019.

The Centers for Medicare and Medicaid Services (CMS) has completed audits of the State's program and the disproportionate share payments made by the State in 2011 and 2012, the first years that those payments reflected the amount of uncompensated care provided by New Hampshire hospitals. It is possible that subsequent years will also be audited by CMS. The System has recorded reserves to address any potential exposure based on the audit results to date.

The State of Maine also assesses a provider tax similar to New Hampshire, with disproportionate share funding partially offsetting the tax.

## COVENANT HEALTH, INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years Ended December 31, 2020 and 2019

(In thousands)

#### 3. Patient Service Revenue (Continued)

The estimated third-party payor settlements reflected on the balance sheet represent the estimated net amounts to be received or paid under reimbursement contracts with CMS, Medicaid and any commercial payors with settlement provisions. Settlements have been issued through 2017 for Medicare and through 2018 for Medicaid for Bangor. Settlements have been issued through 2018 for Medicare and Medicaid for Nashua. Medicare has been settled through 2017, and Medicaid settled through 2018 for Lewiston.

Laws and regulations governing the Medicare and Medicaid programs are complex and subject to interpretation. As a result, there is at least a reasonable possibility that recorded estimates will change by a material amount in the near term. The System believes that it is substantially in compliance with all applicable laws and regulations and is not aware of any pending or threatened investigations involving allegations of potential wrongdoing specific to the System. While no such regulatory inquiries have been made, compliance with such laws and regulations can be subject to future government review and interpretation as well as significant regulatory action including fines, penalties and exclusion from the Medicare and Medicaid programs. Differences between amounts previously estimated and amounts subsequently determined to be recoverable or payable are included in patient service revenue in the year that such amounts become known.

#### Community Benefits

The System does not pursue collection of amounts determined to qualify as charity care; therefore, they are not reported as revenue. The System determines the costs associated with providing charity care by calculating a ratio of cost to gross charges, and then multiplying that ratio by the gross uncompensated charges associated with providing care to patients eligible for free care. Under this methodology, the estimated costs of caring for charity care patients for the years ended December 31, 2020 and 2019 were \$7,895 and \$6,318, respectively.

As part of the System's charitable mission, its member organizations also provide services which primarily benefit the medically under-served in their communities. The System prepares an annual report utilizing the methodology contained in the Catholic Health Association's Guide to Planning and Reporting Community Benefit. The net unsponsored costs of charity care including clinics, unreimbursed Medicaid cost, outreach programs and community health education programs provided by the System for the years ended December 31, 2020 and 2019 were \$115,254 and \$110,192, respectively.

**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

**4. Investments**

Investments, which are reported at fair value, consist of the following at December 31:

	<u>2020</u>	<u>2019</u>
Investments	\$ 6,123	\$ 1,286
Assets whose use is limited, restricted or board designated	<u>454,255</u>	<u>412,029</u>
Total investments	<u>\$460,378</u>	<u>\$413,315</u>

**Fair Value Measurements**

Financial assets carried at fair value are classified and disclosed in one of the following three categories:

Level 1 – Assets classified as Level 1 represent items that are traded in active exchange markets and for which valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities. Assets classified as Level 1 include cash and cash equivalents, marketable equity securities, mutual funds, accrued interest, and other.

Level 2 – Valuations for assets traded in less active dealer or broker markets. Valuations are obtained from third party pricing services for identical or similar assets or liabilities. Assets classified as Level 2 include U.S. Government securities, corporate bonds and cash surrender value of life insurance policies.

Level 3 – Valuations for assets that are derived from other valuation methodologies not based on market exchange, dealer or broker traded transactions. Level 3 valuations incorporate certain assumptions in determining the fair value assigned to such assets. Assets classified as Level 3 include beneficial interests in perpetual and other trusts.

In determining the appropriate levels, the System performs a detailed analysis of the valuation methodology of the assets. At each reporting period, all assets for which the fair value measurement is based on significant unobservable inputs are classified as Level 3.

Investments which do not have a readily determinable market value and which are valued based upon NAV are not evaluated based upon the above criteria for purposes of the following disclosure and have been excluded from the leveling tables.

**COVENANT HEALTH, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**

**(In thousands)**

**4. Investments (Continued)**

The following presents the balances of assets measured at fair value on a recurring basis at December 31:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
2020:				
Cash and cash equivalents	\$ 28,248	\$ —	\$ —	\$ 28,248
U.S. Government securities	—	8,528	—	8,528
Corporate bonds	—	4,204	—	4,204
Asset back securities	—	15	—	15
Marketable equity securities:				
Consumer discretionary	883	—	—	883
Consumer staples	822	—	—	822
Energy	176	—	—	176
Financial services	1,577	—	—	1,577
Healthcare	1,232	—	—	1,232
Industrial	1,176	—	—	1,176
Technology	1,739	—	—	1,739
Materials	161	—	—	161
Telecommunications	877	—	—	877
Mutual funds:				
Equity funds	102,676	—	—	102,676
Fixed income funds	174,317	—	—	174,317
International equity funds	63,633	—	—	63,633
Accrued interest and other	1,703	—	—	1,703
Beneficial interest in perpetual and other trusts	—	—	3,998	3,998
Cash surrender value of life insurance policies	<u>—</u>	<u>8,609</u>	<u>—</u>	<u>8,609</u>
	<u>\$379,220</u>	<u>\$21,356</u>	<u>\$ 3,998</u>	404,574
Investments valued at NAV not classified by level:				
International emerging equity				23,221
Fixed income				10,236
Global balances				14,350
Real assets				<u>7,997</u>
				<u>55,804</u>
				<u>\$460,378</u>

**COVENANT HEALTH, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**

**(In thousands)**

**4. Investments (Continued)**

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
2019:				
Cash and cash equivalents	\$ 48,276	\$ —	\$ —	\$ 48,276
U.S. Government securities	—	20,904	—	20,904
Corporate bonds	—	23,684	—	23,684
Asset back securities	—	7,448	—	7,448
Marketable equity securities:				
Consumer discretionary	661	—	—	661
Consumer staples	818	—	—	818
Energy	370	—	—	370
Financial services	3,584	—	—	3,584
Healthcare	1,167	—	—	1,167
Industrial	1,415	—	—	1,415
Technology	2,436	—	—	2,436
Materials	285	—	—	285
Telecommunications	491	—	—	491
Mutual funds:				
Equity funds	204,727	—	—	204,727
Fixed income funds	122	—	—	122
International equity funds	2,321	—	—	2,321
Accrued interest and other	2,213	—	—	2,213
Beneficial interest in perpetual and other trusts	—	—	5,300	5,300
Cash surrender value of life insurance policies	<u>—</u>	<u>9,260</u>	<u>—</u>	<u>9,260</u>
	<u>\$268,886</u>	<u>\$61,296</u>	<u>\$ 5,300</u>	335,482
Investments valued at NAV not classified by level:				
International emerging equity				23,500
Fixed income				33,016
Global balances				13,548
Real assets				<u>7,769</u>
				<u>77,833</u>
				<u>\$413,315</u>

The alternative investments are subject to certain redemption terms based upon net asset value. Amounts may be redeemed monthly with notification periods ranging from 5 – 15 days. There are no commitments to purchase additional units.

**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

**4. Investments (Continued)**

Investment Strategies

International Emerging Equity

The purpose of international emerging equity funds is to provide increased return potential and to reduce overall volatility of the portfolio through greater diversification. These investments can be made either in the form of direct investment, partnerships, fund-of-funds or with an investment manager. These assets require a longer investment horizon.

Fixed Income Investments

The purpose of the fixed income allocation is to provide a hedge against deflation, to increase current income relative to an all-equity fund, and to reduce overall volatility of the fund. The purpose of including fixed income assets such as, but not limited to, inflation-linked bonds, global and high yield securities in the portfolio is to enhance the overall risk-return characteristics of the fund.

Global Balances

The purpose of the global balances allocation is to provide an attractive long-term real return potential while improving portfolio diversification, reducing portfolio volatility and adding an explicit inflation buffer. The strategy emphasizes diversifying investments including emerging market bonds and stocks, alternative investments, and inflation-related assets that offer attractive long term return potential with lower correlation to mainstream markets and greater responsiveness to rising inflation.

Real Assets

Real assets include investments in liquid instruments, such as inflation-linked bonds, master limited partnership income funds and commodity futures. Investments are made in financial assets which are related to or strongly influenced by the value of one or more underlying tangible assets. The purpose of the real asset allocation is to provide a source of growth in an inflationary environment when other investments may underperform.

**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

**4. Investments (Continued)**

The principal components of total investment return for the years ended December 31 include:

	<u>2020</u>	<u>2019</u>
Investment income:		
Interest and dividends	\$ 9,642	\$ 11,638
Net realized gains on sales of securities	1,048	12,520
Net unrealized (losses) gains on investments	<u>(5,191)</u>	<u>25,324</u>
Net realized and unrealized (losses) gains on investments	<u>(4,143)</u>	<u>37,844</u>
Investment income and losses	<u>\$ 5,499</u>	<u>\$ 49,482</u>

All unrestricted investment income and (losses) gains including unrealized (losses) gains are included as part of nonoperating gains.

**5. Lines of Credit, Long-Term Debt and Lease Liability**

The System maintains a line of credit totaling \$5,000, which had no outstanding balances at December 31, 2020 and 2019.

**Long-Term Debt**

Long-term debt at December 31 consists of the following:

	<u>2020</u>	<u>2019</u>
In June 2020, the Maine Health and Higher Educational Facilities Authority (MHHEFA) issued tax-exempt revenue bonds (Series 2020A) and loaned \$3,753 of the proceeds to St. Mary's Regional Medical Center (SMRMC). The proceeds were used to refund the Series 2010B Bonds. The bonds are secured by substantially all the assets of SMRMC and a moral obligation pledge by the State of Maine. The bonds bear interest at 4% and mature in varying annual amounts to 2031	\$ 3,753 <sup>(1)</sup>	\$ —
In June 2020, MHHEFA issued tax-exempt revenue bonds (Series 2020A) and loaned \$3,308 of the proceeds to St. Joseph Hospital Bangor (SJHB). The proceeds were used to refund the Series 2010B Bonds. The bonds are secured by substantially all the assets of SJHB and a moral obligation pledge by the State of Maine. The bonds bear interest at 4% and mature in varying annual amounts to 2026	3,308	—
In June 2020, Community Clinical Services, Inc. obtained \$1,671 from TD Bank, which is eligible for forgiveness under the CARES Act. The debt bears interest at 1% and matures in 2022	1,671	—

**COVENANT HEALTH, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**

**(In thousands)**

**5. Lines of Credit, Long-Term Debt and Lease Liability (Continued)**

Long-Term Debt (continued)

	<u>2020</u>	<u>2019</u>
In December 2017, MHHEFA issued tax-exempt revenue bonds (Series 2017B) and loaned \$4,420 to SMRMC. The bonds are secured by substantially all the assets of SMRMC and a moral obligation pledge by the State of Maine. The bonds bear interest at 3.5% to 5% and mature in varying amounts to 2037	\$ 4,150 <sup>(1)</sup>	\$ 4,315
In March 2017, MHHEFA, the New Hampshire Health and Education Facilities Authority (NHHEFA) and the Massachusetts Development Finance Authority (MDFA) issued four series of bonds and loaned approximately \$20 million of the proceeds to the Obligated Group. MHHEFA issued the Series 2017A bonds (SJHB) in the amount of \$3,400 and the Series 2017B bonds (SMRMC) in the amount of \$6,000. NHHEFA issued the Series 2017-NH bonds in the amount of \$7,960 and MDFA issued the Series 2017-MA bonds in the amount of \$2,500. The bonds are secured under the Master Trust Indenture. The bonds bear interest at approximately 3.6% and mature in varying amounts to 2047	19,860	19,860
In March 2017, the Obligated Group entered into a taxable loan agreement for \$55 million to fund certain capital projects. The loan bears interest at a fixed rate of approximately 3.7% with interest only payments through March 2019. The loan is secured under the Master Trust Indenture. Monthly payments of principal and interest of approximately \$420,000 are to be made through April 2027	49,630	52,745
In July 2014, NHHEFA issued tax-exempt bonds (Series 2014) and loaned \$16,900 to the Obligated Group. Proceeds borrowed were used to refinance the NHHEFA 2004 bonds. The bonds are secured under the Master Trust Indenture. The bonds bear interest at 2.54% and mature in varying annual amounts to 2034	12,660	13,405
In July 2014, MHHEFA issued tax-exempt revenue bonds (Series 2014A) and loaned \$6,929 to SMRMC and \$1,834 to St. Mary's d'Youville Pavilion (d'Youville Pavilion). The bonds are collateralized by substantially all the assets of SMRMC and d'Youville Pavilion and a moral obligation pledge by the State of Maine. The bonds bear interest at rates ranging from 3% to 5% and mature in varying annual amounts to 2023	921 <sup>(1)</sup>	1,849
In 2013, the Scranton-Lackawanna Health and Welfare Authority issued two series of tax-exempt revenue notes and loaned \$2,740 to St. Mary's Villa. The 2013A note was in the amount of \$685 and matured in 2020. The Series 2013B note in the amount of \$2,055 matures in 2029. Both notes bear interest at 3.25%	1,237	1,375
In October 2012, MHHEFA issued tax-exempt revenue bonds (Series 2012) and loaned \$13,490 of the proceeds to SJHB. The bonds are guaranteed with an obligation issued pursuant to the Master Trust Indenture. The bonds bear interest at 3.43% and mature in varying annual amounts to 2032	9,255	9,362



**COVENANT HEALTH, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**

**(In thousands)**

**5. Lines of Credit, Long-Term Debt and Lease Liability (Continued)**

Long-Term Debt (continued)

	<u>2020</u>	<u>2019</u>
In June 2012, MHHEFA issued tax-exempt revenue bonds (Series 2012) and loaned \$19,270 to SMRMC. The bonds are guaranteed with an obligation pursuant to the Master Trust Indenture. The bonds bear interest at 3.42% and mature in varying annual amounts to 2036	\$ 16,465 <sup>(1)</sup>	\$ 17,440
In June 2012, the Massachusetts Health and Educational Facilities Authority (MHEFA) and NHHEFA issued tax-exempt bonds and loaned \$39,365 to the Obligated Group. The bonds are secured under the Master Trust Indenture. The bonds bear interest at rates ranging from 3% to 5% and mature in varying annual amounts to 2042	36,815	37,410
In 2012, MHHEFA issued tax-exempt revenue bonds (Series 2012) and loaned \$1,780 of the proceeds to SJHB. The 2012 bond indenture required the establishment of a debt service reserve fund in the amount of \$195 held by a trustee. The bonds are secured by substantially all the assets of SJHB and a moral obligation pledge by the State of Maine. The bonds bear interest at rates ranging from 2.5% to 5% and mature in varying annual amounts to 2027	865	990
In June 2010, MHHEFA issued tax-exempt revenue bonds (2010B) and loaned \$7,222 to SMRMC. The 2010B Bonds were redeemed in 2020 with proceeds from the Series 2020A bonds	—	4,586
In June 2010, MHHEFA issued tax-exempt revenue bonds (2010B) and loaned \$11,660 of the proceeds to SJHB. The 2010B Bonds were redeemed in 2020 with proceeds from the Series 2020A bonds	—	4,446
In 2009, the Finance Authority of Maine issued revenue bonds and loaned \$5,300 of the proceeds to SMRMC. The bonds were paid in full in January 2020	—	2,570
In October 2007, MHEFA issued Series 2007A bonds in the amount of \$12,940 and Series 2007B bonds in the amount of \$11,890, and NHHEFA issued Series 2007A bonds in the amount of \$17,030 and Series 2007B bonds in the amount of \$36,650. MHEFA and NHHEFA loaned the aggregate proceeds of approximately \$78,510 to the Obligated Group. The 2007 Bond indenture require the establishment of a debt service reserve fund to be held in trust, which amounted to approximately \$886 at December 31, 2020 and 2019. The amount is included in the consolidated balance sheet as funds held by trustees. The bonds are secured under the Master Trust Indenture. The bonds bear interest at rates ranging from 4.5% to 5% and mature in varying annual amounts to 2037	56,635	61,935
St. Mary's Residences has a mortgage payable to Maine State Housing Authority with an interest rate of 7.5%. The mortgage matures in July 2023 and is collateralized by real property	2,008	2,089
MI Residential Communities, Inc. has a mortgage payable to the Department of Housing and Urban Development and Midland Loans Services, Inc., collateralized by their real property. The note bears interest at 4.05% through March 2053	7,392	7,500

**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

**5. Lines of Credit, Long-Term Debt and Lease Liability (Continued)**

Long-Term Debt (continued)

	<u>2020</u>	<u>2019</u>
Additional mortgages payable to various financial institutions are held primarily at St. Joseph Manor and M&J	\$ <u>2,512</u>	\$ <u>3,267</u>
	229,137	245,144
Unamortized original issue premium	1,803	1,608
Deferred financing costs	<u>(1,909)</u>	<u>(1,449)</u>
	229,031	245,303
Less current portion	<u>(14,425)</u>	<u>(15,199)</u>
	<u>\$214,606</u>	<u>\$230,104</u>

Obligated Group

Covenant and certain member organizations are collectively referred to as the "Obligated Group" or as "Members," and each individually is sometimes referred to herein as a "Member." The Obligated Group is established pursuant to a Master Indenture of Trust, dated January 15, 2002, as supplemented to date (the Master Indenture), between the Obligated Group and U.S. Bank National Association, as successor master trustee (the Master Trustee). Each Member of the Obligated Group is jointly and severally liable for obligations issued pursuant to, and outstanding under, the Master Indenture (Obligations).

Each Obligated Group Member has granted a security interest in its gross revenue for the benefit of the Master Trustee to secure Obligations issued pursuant to the Master Indenture. In addition, Nashua has granted a mortgage on its hospital facility in favor of the Master Trustee to secure Obligations issued pursuant to the Master Indenture.

The Master Indenture and certain other Obligated Group's financing agreements contain restrictive covenants, including maintenance of a debt ratio, liquidity covenant, limitations on the amount of any additional borrowings, and limitations on the disposal or transfer of assets to nonobligated group members. The Obligated Group has complied with such financial covenants and restrictions at December 31, 2020.

- (1) Certain debt obligations of SMRMC did not meet the required debt service coverage ratio (DSCR) as of December 31, 2020 as required in the debt agreement. If the DSCR is not met, the debt agreement calls for management to hire a consultant to make recommendations to bring SMRMC into compliance prospectively.

As long as management hires a consultant as set forth, the debt is considered to be in compliance with the covenants in the debt agreement. Management has hired a consultant as required and, accordingly, the debt has been classified on the balance sheet in accordance with the scheduled payments. Except for SMRMC, the System was in compliance with all debt covenants as of December 31, 2020.

- (2) During 2020, certain 2010 bonds held at SMRMC and SJHB were refinanced. The gain (loss) on refinance was not significant and included in nonoperating gains (loss on the consolidated statement of operations).

**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

**5. Lines of Credit, Long-Term Debt and Lease Liability (Continued)**

Collateral

The 2007, 2012 and 2014 Bonds are collateralized by all property, plant and equipment and accounts receivable.

Maturities on long-term debt liability for the five years ending December 31 and thereafter are as follows:

2021	\$ 14,425
2022	11,874
2023	15,288
2024	12,808
2025	13,085
Thereafter	<u>161,657</u>
	<u>\$ 229,137</u>

Lease Liability

In 2019, the System adopted ASU 2016-02, *Leases*. As of December 31, 2020 and 2019, the System recorded the cost of right-of-use assets in the amount of \$10,964 and \$10,547, respectively. The cost of these assets has been included with property, plant and equipment. Amortization expense for assets under lease liability was \$1,075 and \$1,108 for the years ended December 31, 2020 and 2019, respectively and has been included with depreciation expense in the accompanying consolidated financial statements. Accumulated amortization associated with the lease totaled \$2,183 and \$1,108 as of December 31, 2020 and 2019, respectively.

Lease obligations at December 31 consist of the following:

	<u>2020</u>	<u>2019</u>
Total of future lease payments	\$ 9,631	\$ 10,228
Amounts representing interest	<u>(851)</u>	<u>(871)</u>
Present value of minimum lease payments	8,780	9,357
Less current portion	<u>(2,454)</u>	<u>(2,659)</u>
	<u>\$ 6,326</u>	<u>\$ 6,698</u>

**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

**5. Lines of Credit, Long-Term Debt and Lease Liability (Continued)**

A summary of the future lease payments under lease liabilities is as follows at December 31, 2020:

2021	\$ 2,713
2022	2,225
2023	1,785
2024	1,380
2025	956
Thereafter	<u>572</u>
	<u>\$ 9,631</u>

The System paid interest in the amount of \$10,336 in 2020 and \$12,001 in 2019 including capitalized interest in the amount of \$283 in 2019.

**6. Defined Benefit Pension Plan**

The System maintains two noncontributory defined benefit plans in Nashua and Bangor. The total accumulated benefit obligation, plan assets and funded status is summarized below as of December 31:

	<u>2020</u>	<u>2019</u>
Accumulated benefit obligation (ABO)	\$49,824	\$49,316
Plan assets	<u>49,876</u>	<u>47,027</u>
Funded status	\$ <u>52</u>	\$ <u>(2,289)</u>

In 2020, the financial markets experienced significant volatility which affected both the investment markets which would affect the plans' assets as well as the debt markets which would impact the calculation of the ABO.

Nashua

Nashua maintains a noncontributory defined benefit plan. The measurement date is December 31. Effective June 2, 2007, plan participation was frozen. Benefit service and plan compensation have been frozen effective December 31, 2007.

Net periodic pension cost includes the following components for the years ended December 31:

	<u>2020</u>	<u>2019</u>
Service cost	\$ —	\$ —
Interest cost on projected benefit obligation	869	1,153
Expected return on plan assets	(1,822)	(1,606)
Amortization of loss	910	1,262
Recognition of settlement	<u>1,113</u>	<u>1,275</u>
Net periodic pension expense	\$ <u>1,070</u>	\$ <u>2,084</u>

**COVENANT HEALTH, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

**6. Defined Benefit Pension Plan (Continued)**

The following table sets forth the plan's benefit obligation, funded status and amounts recognized in the consolidated financial statements at December 31:

	<u>2020</u>	<u>2019</u>
Accumulated benefit obligation	\$ <u>28,796</u>	\$ <u>29,401</u>
Changes in projected benefit obligations:		
Projected benefit obligations, beginning of period	\$29,401	\$ 30,540
Benefits paid	(610)	(696)
Interest cost	869	1,153
Impact of assumption changes	1,154	1,672
Experience loss	664	384
Settlement amount	<u>(2,682)</u>	<u>(3,652)</u>
Projected benefit obligations, end of period	28,796	29,401
Changes in plan assets:		
Fair value of plan assets, beginning of period	27,906	25,326
Actual return on plan assets	2,597	4,810
Employer contributions	2,400	2,400
Benefits paid and other	(610)	(696)
Settlement amount	<u>(3,445)</u>	<u>(3,934)</u>
Fair value of plan assets, end of period	<u>28,848</u>	<u>27,906</u>
Funded status	\$ <u>52</u>	\$ <u>(1,495)</u>

The weighted average assumptions used in accounting for the defined benefit pension plan are as follows as of and for the years ended December 31:

	<u>2020</u>	<u>2019</u>
Discount rate used to determine net periodic pension cost	3.22%	4.22%
Discount rate used to determine benefit obligation	2.52	3.22
Expected long-term rate of return on plan assets	7.00	7.00
Rate of increase in future compensation levels	N/A	N/A

The following is a summary of the allocation of plan assets for the years ended December 31:

	<u>2020</u>	<u>2019</u>
Cash and cash equivalents	\$ 282	\$ 81
Mutual funds:		
Equity funds	<u>28,566</u>	<u>27,825</u>
	<u>\$28,848</u>	<u>\$27,906</u>

**COVENANT HEALTH, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

**6. Defined Benefit Pension Plan (Continued)**

All pension assets are considered to be Level 1 assets (as defined in Note 4).

In selecting the expected long-term rate of return on assets, Nashua considered the average rate of earnings expected on the funds invested or to be invested to provide for the benefits of this plan. This includes considering the trusts' asset allocation and the expected returns likely to be earned over the life of the plan. This basis is consistent with the prior year.

Nashua and affiliates anticipate making contributions totaling \$2,400 to its defined benefit pension plan in 2021.

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid during the period ended December 31:

2021	\$ 2,320
2022	3,087
2023	1,934
2024	2,077
2025	1,344
2026 through 2030	8,196

**Bangor**

Bangor maintains a noncontributory defined benefit plan. The measurement date is December 31. Effective January 1, 2004, plan participation was frozen. In 2011, Bangor elected to freeze the plan for purposes of benefit services and plan compensation effective June 30, 2012.

Net periodic pension cost includes the following components for the years ended December 31:

	<u>2020</u>	<u>2019</u>
Service cost	\$ —	\$ —
Interest cost on projected benefit obligation	627	983
Expected return on plan assets	(1,208)	(1,330)
Amortization of net loss	—	238
Recognized settlement loss	<u>—</u>	<u>457</u>
Net periodic pension cost (income)	<u>\$ (581)</u>	<u>\$ 348</u>

**COVENANT HEALTH, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**

**(In thousands)**

**6. Defined Benefit Pension Plan (Continued)**

The following table sets forth the plan's benefit obligation, funded status and amounts recognized in the consolidated financial statements at December 31:

	<u>2020</u>	<u>2019</u>
Accumulated benefit obligation	\$ <u>21,028</u>	\$ <u>19,915</u>
Changes in projected benefit obligations:		
Projected benefit obligations, beginning of period	\$19,915	\$23,801
Interest cost	627	984
Benefits paid and other	(1,042)	(6,632)
Experience gain	<u>1,528</u>	<u>1,762</u>
Projected benefit obligations, end of period	21,028	19,915
Changes in plan assets:		
Fair value of plan assets, beginning of period	19,121	21,052
Actual return on plan assets	2,949	4,701
Benefits paid	<u>(1,042)</u>	<u>(6,632)</u>
Fair value of plan assets, end of period	<u>21,028</u>	<u>19,121</u>
Funded status	\$ <u>—</u>	\$ <u>(794)</u>

The weighted average assumptions used in accounting for the defined benefit pension plan are as follows as of and for the years ended December 31:

	<u>2020</u>	<u>2019</u>
Discount rate used to determine net periodic pension cost	3.22%	4.22%
Discount rate used to determine benefit obligation	2.52	3.22
Expected long-term rate of return on plan assets	6.50	6.50
Rate of increase in future compensation levels	N/A	N/A

The following is a summary of the allocation of plan assets for the years ended December 31:

	<u>2020</u>	<u>2019</u>
Mutual funds:		
Equity funds	\$11,878	\$10,993
Fixed income funds	<u>9,150</u>	<u>8,128</u>
	<u>\$21,028</u>	<u>\$19,121</u>

All pension assets are considered to be Level 1 assets (as defined in Note 4).

**COVENANT HEALTH, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**

**(In thousands)**

**6. Defined Benefit Pension Plan (Continued)**

The target allocation percentage for investments is designed to meet the expected return on plan assets. The plan trustee evaluates its target allocation periodically in relation to market performance and overall market conditions. The plan does not allow for the purchase of derivatives and the overall goal is to provide for adequate investment growth, along with contributions, to provide adequate funding to meet plan obligations on a current and projected basis.

Bangor and affiliates do not expect to make contributions to its defined benefit pension plan during the year ended December 31, 2021.

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid during the period ended December 31:

2021	\$ 1,143
2022	1,169
2023	1,165
2024	1,185
2025	1,182
2026 through 2030	5,949

**7. Net Assets With Donor Restrictions**

Net assets with donor restrictions are available for the following purposes at December 31:

	<u>2020</u>	<u>2019</u>
Purpose restriction:		
Health care services	\$ 3,090	\$ 7,975
Equipment and capital improvements	15,302	15,732
Education and scholarships	523	843
Employee emergency assistance	112	—
Designated for certain communities	<u>1,423</u>	<u>2,708</u>
	20,450	27,258
Perpetual in nature:		
Investments, gains and income from which is donor restricted	26,539	26,875
Investments, gains and income from which is released to net assets without donor restrictions	12,223	1,615
Beneficial interest in perpetual trust	<u>1,903</u>	<u>3,707</u>
	<u>40,665</u>	<u>32,197</u>
Total net assets with donor restrictions	<u>\$61,115</u>	<u>\$59,455</u>

Net assets with donor restrictions are managed in accordance with donor intent and are invested in various portfolios.



# COVENANT HEALTH, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years Ended December 31, 2020 and 2019

(In thousands)

### 8. Pledges Receivable

Pledges receivable represent unconditional promises to give. Pledges expected to be collected within one year are recorded at their net realizable value. Pledges that are expected to be collected in future years are recorded at the present value of estimated future cash flows. The present value of estimated future cash flows has been measured utilizing risk-free rates of return adjusted for market and credit risk established at the time a contribution is received.

Pledges are expected to be collected as follows at December 31, 2020:

Within one year	\$ 6,069
Two to three years	<u>615</u>
Pledges receivable	<u>\$ 6,684</u>

### 9. Investments in Joint Ventures

The System has ownership interests in joint ventures. All of the investments are accounted for under the equity method of accounting. The more significant investments in joint ventures are as follows:

The System has an interest in United Ambulance Services which has operations in Lewiston and Auburn, Maine. The investment has a carrying value at December 31, 2020 and 2019 of \$2,466 and \$2,546, respectively.

The System has an ownership interest in Nashua Regional Cancer Center. The investment has a carrying value of \$2,127 and \$1,945 at December 31, 2020 and 2019, respectively.

### 10. Financial Assets and Liquidity Resources

As of December 31, 2020 and 2019, respectively, financial assets and liquidity resources available within one year for general expenditure, such as operating expenses, scheduled principal payments on debt, and capital construction costs not financed with debt, consisted of the following:

	<u>2020</u>	<u>2019</u>
Cash and cash equivalents	\$ 66,617	\$ 54,011
Short-term investments	6,123	1,286
Patient accounts receivable	75,614	94,098
Less Medicare advance payments	<u>(52,217)</u>	<u>—</u>
	<u>\$ 96,137</u>	<u>\$149,395</u>

## COVENANT HEALTH, INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years Ended December 31, 2020 and 2019

(In thousands)

#### 10. Financial Assets and Liquidity Resources (Continued)

To manage liquidity, the System maintains sufficient cash and cash equivalent balances to support daily operations throughout the year. Cash and cash equivalents and short-term investments include bank deposits, money market funds, and other similar vehicles that generate a return on cash and provide daily liquidity to the System. In addition, the System has board-designated assets without donor restrictions that can be utilized at the discretion of management to help fund both operational needs and/or capital projects. As of December 31, 2020, the balance of liquid investments in board-designated assets was \$368,368.

The System also has a \$5 million line of credit available to support future operations. See Note 5 for information about the System's line.

#### 11. St. Mary's Villa

St. Mary's Villa has certain regulatory disclosure requirements. The following information has been included to meet those regulatory disclosure requirements and applies specifically to St. Mary's Villa:

##### Entrance Fees

Fees paid by a resident upon entering into a continuing care contract are refundable and amortized to income using the straight-line method over a period of five years. There was one CCRC resident at December 31, 2020 and two CCRC residents at December 31, 2019. There were no fees received or amounts refunded in 2020 or 2019. At December 31, 2019, \$10 remained to be amortized, which was amortized in 2020.

St. Mary's Villa has not and will not accept any entrance fee under any continuing care agreement until the date of admission and this practice will continue into the future. St. Mary's Villa Disclosure Statements and Admissions Agreements reflect this practice. It is management's understanding that this practice exempts St. Mary's Villa's CCRC from maintaining a formal escrow agreement with an appointed escrow agent or other manner of security as described in 40 P.S. § 3212.

##### Obligation to Provide Future Services

The CCRC annually calculates the present value of the net cost of future services and the use of facilities to be provided to current residents and compares that amount with the balance of deferred revenue from advance fees. If the present value of the net cost of future services and the use of facilities exceeds the deferred revenue from advance fees, a liability is recorded (obligation to provide future services and use of facilities) with the corresponding charge to income. At December 31, 2020 and 2019, the calculated net cost did not exceed the deferred revenue from advance fees and no liability was required to be recorded.

##### Statutory Liquid Reserves

The *Continuing Care Provider Registration and Disclosure Act* requires a working capital reserve equivalent to the greater of the total debt service payments of any loan or long-term financing due during the next twelve months or 10% of the projected annual expenses of the facility, exclusive of depreciation and amortization. The reserve is computed on the proportional share of debt service or operating expenses that are applicable to resident agreements.

**COVENANT HEALTH, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended December 31, 2020 and 2019**  
**(In thousands)**

**11. St. Mary's Villa (Continued)**

Statutory liquid reserves are calculated as follows at December 31:

	<u>2020</u>	<u>2019</u>
Principal and interest payments due within the next twelve months	\$ 668	\$ 639
Percent of residents subject to agreements	<u>2.02%</u>	<u>3.37%</u>
Reserve calculated	<u>\$ 14</u>	<u>\$ 22</u>
Projected operating expenses, excluding depreciation and amortization	\$ 12,522	\$ 12,929
Percent of residents subject to agreements	<u>10.00%</u>	<u>10.00%</u>
	253	1,292
Percent of residents subject to agreements	<u>2.02%</u>	<u>3.37%</u>
Reserve calculated	<u>\$ 5</u>	<u>\$ 44</u>
Minimum reserve required (greater of above)*	<u>\$ 14</u>	<u>\$ 44</u>
CCRC residents	1	2
Total beds	64 <sup>(a)</sup>	64 <sup>(a)</sup>
Average occupancy	77% <sup>(b)</sup>	93% <sup>(b)</sup>
Average beds (a)*(b)	49	59
Percentage of residents subject to agreements (CCRC residents / average beds)	2.02%	3.37%

\* The Villa records amounts required to satisfy reserve requirements above in funds held by trustee which totaled \$14 and \$44 at December 31, 2020 and 2019, respectively.

**12. Functional Expenses**

The System provides acute and long-term health care services. Expenses related to providing these services are as follows for the years ended December 31:

	<u>Health Services</u>	<u>General and Administrative</u>	<u>Total</u>
<u>2020</u>			
Salaries and wages	\$321,323	\$ 13,568	\$334,891
Employee benefits	62,690	2,158	64,848
Supplies	77,045	—	77,045
Other expenses	93,856	92,087	185,943
Interest	10,053	—	10,053
Provider tax	21,906	—	21,906
Depreciation	<u>30,146</u>	<u>—</u>	<u>30,146</u>
	<u>\$617,019</u>	<u>\$107,813</u>	<u>\$724,832</u>

# COVENANT HEALTH, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years Ended December 31, 2020 and 2019

(In thousands)

### 12. Functional Expenses (Continued)

	Health Services	General and Administrative	Total
<u>2019</u>			
Salaries and wages	\$302,892	\$ 48,652	\$351,544
Employee benefits	58,481	7,585	66,066
Supplies	85,672	90	85,762
Other expenses	119,270	56,122	175,392
Interest	10,979	—	10,979
Provider tax	22,814	—	22,814
Depreciation	<u>30,801</u>	<u>—</u>	<u>30,801</u>
	<u>\$630,909</u>	<u>\$112,449</u>	<u>\$743,358</u>

The consolidated financial statements report certain expense categories that are attributable to more than one healthcare service or support function. Therefore, these expenses require an allocation on a reasonable basis that is consistently applied. Supporting activities that are not directly identifiable with one or more healthcare programs are classified as general and administrative. If it is impossible or impractical to make a direct identification, allocation of the expenses were made according to management's estimates. Employee benefits were allocated in accordance with the ratio of salaries and wages of the functional classes. Specifically identifiable costs are assigned to the function which they are identified to.

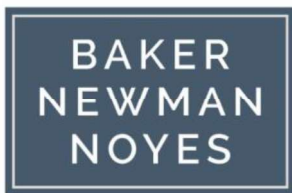
### 13. Commitments and Contingencies

#### Litigation

On occasion the System is subject to various potential legal claims that may arise in the normal course of business. The System intends to vigorously defend against any such claims that may arise. In the opinion of management, no claims have been asserted against the System which, either individually or in the aggregate, are considered to be material or will be in excess of its insurance coverage.

#### Regulatory

The health care industry is subject to numerous laws and regulations of federal, state and local governments. Recently, government activity has increased with respect to investigations and allegations concerning possible violations by health care providers of fraud and abuse statutes and regulations, which could result in the imposition of significant fines and penalties as well as significant repayments for patient services previously billed. Compliance with such laws and regulations are subject to government review and interpretations as well as potential regulatory actions. Management believes that the System is in substantial compliance with current laws and regulations and is not aware of any material potential regulatory issues.



## INDEPENDENT AUDITORS' REPORT ON ADDITIONAL INFORMATION

The Board of Directors  
Covenant Health, Inc.

We have audited the consolidated financial statements of Covenant Health, Inc. and Subsidiaries (the System) as of and for the years ended December 31, 2020 and 2019, and have issued our report thereon, which contains an unmodified opinion on those consolidated financial statements. Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating information is presented for purposes of additional analysis rather than to present the financial position, results of operations and cash flows of the individual entities 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 consolidating information has been subjected to the auditing procedures applied in the audits 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.

A handwritten signature in black ink that reads "Baker Newman; Noyes LLC".

Boston, Massachusetts  
May 4, 2021

**Covenant Health, Inc.**  
**Consolidating Balance Sheet**  
**December 31, 2020**  
**(In thousands)**

	St. Joseph Hospital of Nashua, NH, Inc.*	Covenant Health, Inc.	Mary Immaculate*	Yorville House	Yorville Place	(Marist Hill) CHS of Waltham Inc.	St. Joseph Manor Health Care, Inc.	(St. Mary) CHS of Worcester, Inc.	Mount St. Rita Health Centre	Mount St. Rita Valuation Co.	Pennacook Place, Inc.	Pennacook Valuation	Fanny Allen Corporation	Elimi- nations	** Total Obligated Group
<b>Assets</b>															
Current assets:															
Cash and cash equivalents	\$ 3,128	\$ 13,394	\$ 6,040	\$ 1,636	\$ 1,268	\$ 494	\$ 2,300	\$ 1,403	\$ 1,642	\$ —	\$ 1,368	\$ —	\$ 93	\$ —	\$ 32,766
Patient accounts receivable	27,162	—	1,427	83	72	1,642	1,114	1,087	264	—	1,299	—	—	—	34,150
Current portion of pledges receivable	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Investments	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Inventories	3,337	—	44	—	—	1	14	—	—	—	54	—	—	—	3,450
Prepaid expenses and other current assets	15,219	2,940	173	17	32	56	(8)	59	76	—	66	—	—	(337)	18,293
Current portion of assets whose use is limited or restricted	3,097	831	212	—	68	10	256	27	143	—	134	—	—	—	4,778
Current portion of due from affiliates	393	7,326	541	486	2	—	—	—	—	—	(3,474)	5,274	—	—	5,274
Total current assets	52,336	24,491	8,437	2,222	1,442	2,203	3,676	2,576	2,125	—	2,921	—	93	(3,811)	98,711
Assets whose use is limited or restricted:															
Funds held by trustees, less current portion	4,959	1,624	—	400	1,588	1,067	—	—	—	—	—	—	—	—	9,638
Deferred compensation	659	—	—	—	—	—	—	—	—	—	—	—	—	—	659
Board designated funds and other long-term investments	158,513	39,271	46,225	17,209	5,137	1,686	1,454	—	1,061	—	8	—	8,550	—	279,114
Replacement reserve	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Donor restricted funds	2,812	—	53	4,232	495	72	61	74	31	—	51	—	1,749	—	9,630
Total assets whose use is limited or restricted	166,943	40,895	46,278	21,841	7,220	2,825	1,515	74	1,092	—	59	—	10,299	—	299,041
Other assets:															
Pledges receivable,															
less current portion	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Other assets	15,610	34,490	—	69	198	84	51	40	37	—	97	—	—	(856)	49,820
Due from affiliates, less current portion	14,175	3,287	—	—	—	—	—	—	—	—	—	—	—	(13,617)	3,845
Investments in joint ventures	2,739	5	—	—	—	—	—	—	—	—	—	—	—	—	2,744
Total other assets	32,524	37,782	—	69	198	84	51	40	37	—	97	—	—	(14,473)	56,409
Property, plant and equipment:															
Land and improvements	3,783	—	641	—	750	485	269	485	523	—	31	—	—	—	6,967
Buildings and improvements	106,706	61	16,032	17,325	15,386	8,428	4,486	3,432	8,065	3,222	7,561	1,517	—	—	192,221
Equipment	64,352	87,038	2,649	372	474	3,179	523	717	1,198	—	2,492	—	—	—	162,994
Construction in progress	7,510	2,505	178	234	534	39	198	20	117	—	—	—	—	—	11,335
Right of use assets	4,082	1,405	—	—	—	—	—	—	—	—	—	—	—	—	5,487
Less accumulated depreciation	186,433	91,009	19,500	17,931	17,144	12,131	5,476	4,654	9,903	3,222	10,084	1,517	—	—	379,004
Less accumulated depreciation — right of use assets	(124,294)	(17,487)	(13,434)	(7,683)	(6,413)	(6,774)	(2,604)	(2,396)	(6,508)	395	(7,770)	209	—	—	(194,749)
Less accumulated depreciation — Total property, plant and equipment	(1,270)	(461)	—	—	—	—	—	—	—	—	—	—	—	—	(1,731)
Total property, plant and equipment	60,869	73,091	6,046	10,248	10,731	5,357	2,872	2,258	3,395	3,617	2,314	1,726	—	—	182,524
Total assets	\$ 312,672	\$ 176,259	\$ 60,761	\$ 34,380	\$ 19,591	\$ 10,469	\$ 8,114	\$ 4,948	\$ 6,649	\$ 3,617	\$ 5,391	\$ 1,726	\$ 10,392	\$ (18,284)	\$ 636,685

\* Certain entities included in St. Joseph Hospital of Nashua, NH, Inc. and Mary Immaculate are not included in the Obligated Group.

\*\* Total of Obligated Group carried forward to next page.

**Covenant Health, Inc.**  
**Consolidating Balance Sheet**  
**December 31, 2020**  
**(In thousands)**

	Current Assets				Property, Plant and Equipment				Intangible Assets				Other Assets				Liabilities				Equity			
	12/31/2023	12/31/2022	12/31/2021	12/31/2020	12/31/2023	12/31/2022	12/31/2021	12/31/2020	12/31/2023	12/31/2022	12/31/2021	12/31/2020	12/31/2023	12/31/2022	12/31/2021	12/31/2020	12/31/2023	12/31/2022	12/31/2021	12/31/2020	12/31/2023	12/31/2022	12/31/2021	12/31/2020
Assets																								
Current assets:																								
Cash and cash equivalents	\$ 12,873	\$ 9,884	\$ -	\$ 336	\$ 2,405	\$ 1,816	\$ 3,603	\$ 45	\$ 1,732	\$ 1,157	\$ -	\$ -	\$ 66,617											
Patient accounts receivable	23,251	16,186	-	6	(29)	1,037	982	-	-	31	-	-	75,614											
Current portion of pledges receivable	853	415	-	-	-	-	-	4,801	-	-	-	-	6,069											
Investments	156	5,967	-	-	-	-	-	-	-	-	-	-	6,123											
Inventories	2,185	3,544	-	-	-	-	16	-	-	-	-	-	9,195											
Prepaid expenses and other current assets	1,545	6,100	-	135	107	34	121	-	-	7,244	-	-	33,579											
Current portion of assets whose use is limited or restricted	893	898	-	-	-	22	566	-	-	-	-	-	7,157											
Current portion of due from affiliates	277	(50)	-	5,803	-	-	-	-	-	-	-	(11,304)	-											
Total current assets	42,033	42,944	-	6,280	2,483	2,909	5,288	4,846	1,732	8,432	-	(11,304)	204,354											
Assets whose use is limited or restricted:																								
Funds held by trustees, less current portion	1,639	-	-	-	382	-	26	-	-	-	-	-	11,685											
Deferred compensation	-	-	-	12,546	-	-	-	-	-	-	-	-	13,205											
Board designated funds and other long-term investments	5,397	10,120	-	-	-	702	13,711	1,079	847	57,398	327,463	(327,463)	368,368											
Replacement reserve	566	-	-	-	5,164	-	-	-	-	-	-	-	5,730											
Donor restricted funds	9,065	7,833	-	-	83	41	15	21,443	-	-	-	-	48,110											
Total assets whose use is limited or restricted	16,667	17,953	-	12,546	5,629	743	13,752	22,522	847	57,398	327,463	(327,463)	447,098											
Other assets:																								
Pledges receivable, less current portion	381	234	-	-	-	-	-	-	-	-	-	-	615											
Other assets	209	-	(25)	44	-	72	89	-	-	-	-	(49,127)	1,082											
Due from affiliates, less current portion	-	123	-	-	-	-	-	-	-	-	-	(3,968)	-											
Investments in joint ventures	3,021	355	(247)	1,180	-	-	-	-	-	-	-	-	7,053											
Total other assets	3,611	712	(272)	1,224	-	72	89	-	-	-	-	(53,095)	8,750											
Property, plant and equipment																								
Land and improvements	5,894	5,198	-	1,615	106	424	299	-	716	-	-	-	21,219											
Buildings and improvements	104,880	57,061	11,935	11,823	31,292	2,084	16,290	-	1,324	-	-	-	428,910											
Equipment	61,745	41,756	-	90	1,370	947	4,459	-	457	-	-	-	273,818											
Construction in progress	7,522	1,303	-	-	12	96	175	-	-	-	-	-	20,443											
Right of use asset	4,309	345	-	823	-	-	-	-	-	-	-	-	10,964											
Less accumulated depreciation	184,350	105,663	11,935	14,351	32,780	3,551	21,223	-	2,497	-	-	-	755,354											
Less accumulated depreciation - right of use assets	(117,580)	(76,059)	1,724	(5,709)	(24,788)	(1,497)	(12,283)	-	(1,175)	-	-	-	(432,116)											
Total property, plant and equipment	(13)	(42)	-	(397)	-	-	-	-	-	-	-	-	(2,183)											
Total assets	\$ 129,068	\$ 91,171	\$ 13,387	\$ 28,295	\$ 16,104	\$ 5,778	\$ 28,069	\$ 27,368	\$ 3,901	\$ 65,830	\$ 327,463	\$ (391,862)	\$ 981,257											

**Covenant Health, Inc.**  
**Consolidating Balance Sheet**  
**December 31, 2020**  
**(In thousands)**

**Liabilities and Net Assets**

Current liabilities:

Accounts payable  
Accrued expenses and other liabilities  
Estimated third-party payor settlements  
Other current liabilities  
Current portion of due to affiliates  
Current portion of lease liability  
Current portion of long-term debt  
Total current liabilities

Long-term debt, less current portion  
Long-term lease liability, less current portion

Due to affiliates, less current portion

Defined benefit pension obligation

Other liabilities

Professional liability loss reserves

Total liabilities

Net assets:

Without donor restriction  
With donor restriction  
Total net assets

Total liabilities and net assets

St. Joseph Hospital of Nashua, NH, Inc.*	Covenant Health, Inc.	Mary Immaculate <sup>b</sup>	Yonville House	Yonville Place	(Marist Hill) CHS of Walworth Inc.	St. Joseph Manor Health Care, Inc.	(St. Mary) CHS of Worcester, Inc.	Mount St. Rita Health Centre	Mount St. Rita Valuation Co.	Penacook Place, Inc.	Penacook Valuation	Fanny Allen Corporation	Elimi- nations	** Total Obligated Group
\$ 12,137	\$ 980	\$ 562	\$ 635	\$ 808	\$ 591	\$ 185	\$ 240	\$ 456	\$ —	\$ 885	\$ —	\$ —	\$ (3,285)	\$ 14,194
18,016	13,133	1,331	418	446	742	550	549	509	—	514	—	—	—	36,208
6,511	—	34	—	—	143	251	184	251	—	204	—	—	—	7,484
9,399	—	—	—	—	(1)	(5)	52	21	—	11	—	—	—	9,477
5,860	618	334	136	24	168	—	—	—	—	—	—	—	(1,144)	5,996
797	338	—	—	—	—	—	—	—	—	—	—	—	—	1,135
3,310	3,759	(5)	345	335	273	183	—	—	—	—	—	—	—	8,200
56,030	18,828	2,256	1,534	1,613	1,916	1,164	1,025	1,143	—	1,614	—	—	(4,429)	82,694
79,923	49,585	—	9,105	9,504	7,078	915	—	—	—	2,471	—	—	—	158,581
2,014	606	—	—	—	—	—	—	—	—	—	—	—	—	2,620
836	11,331	—	—	—	—	—	—	—	—	—	—	—	(12,999)	(832)
(52)	—	—	—	—	—	—	—	—	—	—	—	—	—	(52)
23,235	459	583	444	428	356	61	79	31	—	117	—	—	—	25,793
1,228	—	102	28	32	33	44	46	104	—	50	—	—	—	1,667
163,214	80,809	2,941	11,111	11,577	9,383	2,184	1,150	1,278	—	4,252	—	—	(17,428)	270,471
146,646	95,157	57,608	19,481	7,946	1,076	5,674	3,771	5,228	3,617	1,005	1,726	8,643	(856)	356,722
2,812	293	212	3,788	68	10	256	27	143	—	134	—	1,749	—	9,492
149,458	95,450	57,820	23,269	8,014	1,086	5,930	3,798	5,371	3,617	1,139	1,726	10,392	(856)	366,214
\$ 312,672	\$ 176,259	\$ 60,761	\$ 34,380	\$ 19,591	\$ 10,469	\$ 8,114	\$ 4,948	\$ 6,649	\$ 3,617	\$ 5,391	\$ 1,726	\$ 10,392	\$ (18,284)	\$ 636,685

\* Certain entities included in St. Joseph Hospital of Nashua, NH, Inc. and Mary Immaculate are not included in the Obligated Group.

\*\* Total of Obligated Group carried forward to next page.



**Covenant Health, Inc.**  
**Consolidating Balance Sheet**  
**December 31, 2020**  
**(In thousands)**

**Covenant Health, Inc.**  
**Consolidating Statement of Operations**  
**December 31, 2020**  
**(In thousands)**

	St. Joseph Hospital of Nashua, NH, Inc.*	Covenant Health, Inc.	Mary Immaculate <sup>a</sup>	Yonville House	Yonville Place	(Marist Hill) CHS of Walham Inc.	St. Joseph Manor Health Care, Inc.	(St. Mary) CHS of Worcester, Inc.	Mount St. Rita Health Centre	Mount St. Rita Valuation Co.	Penacook Place, Inc.	Penacook Valuation	Fanny Allen Corporation	Elimi- nations	** Total Obligated Group
Operating revenue:															
Patient service revenue	\$ 193,616	\$ —	\$ 18,409	\$ 5,999	\$ 6,962	\$ 8,980	\$ 9,294	\$ 9,696	\$ 8,238	\$ —	\$ 9,402	\$ —	\$ —	\$ (179)	\$ 270,417
Other revenue	29,833	64,031	3,900	676	453	1,184	1,744	1,896	777	—	1,900	—	—	(23,384)	83,010
Net assets released from restrictions for operations	666	50	310	165	31	2	7	—	75	—	10	—	—	—	1,316
Total operating revenue	224,115	64,081	22,619	6,840	7,446	10,166	11,045	11,592	9,090	—	11,312	—	—	(23,563)	354,743
Operating expenses:															
Salaries and wages	86,976	27,297	12,619	2,593	3,369	4,848	4,709	5,284	3,867	—	5,357	—	—	—	156,919
Employee benefits	19,161	1,205	2,497	534	658	941	874	910	978	—	1,316	—	—	(179)	28,895
Supplies and other	22,660	42	1,843	—	—	1,090	1,364	1,070	815	—	1,193	—	—	—	30,077
Other expenses	71,364	25,936	4,889	1,638	1,841	2,175	2,528	2,706	2,284	—	2,823	—	—	(23,384)	94,800
Interest	2,859	2,603	—	418	506	357	40	—	—	—	95	—	—	—	6,878
Provider tax	9,814	—	96	—	—	540	513	759	468	—	626	—	—	—	12,816
Depreciation	7,172	6,998	721	722	815	394	306	190	307	14	304	77	—	—	18,020
Total operating expenses	220,006	64,081	22,665	5,905	7,189	10,345	10,334	10,919	8,719	14	11,714	77	—	(23,563)	348,405
Income (loss) from operations	4,109	—	(46)	935	257	(179)	711	673	371	(14)	(402)	(77)	—	—	6,338
Net periodic pension cost	(1,070)	—	—	—	—	—	—	—	—	—	—	—	—	—	(1,070)
Nonoperating gains (losses), net:															
Dividend and interest income	5,697	718	736	366	62	28	(7)	—	18	—	—	—	134	—	7,752
Realized gain (loss) from investments	1,468	785	907	292	74	30	30	—	6	—	—	—	175	—	3,767
Unrealized gain (loss) from investments	(95)	3,530	(770)	(703)	(60)	(22)	3	—	33	—	—	—	(160)	—	1,756
Gain (loss) on sale of assets	83	—	—	—	—	—	—	—	—	—	—	—	—	—	83
Other nonoperating income	117	4	—	—	—	—	—	7	—	—	—	—	41	(81)	88
Other nonoperating expense	(338)	—	(7)	—	—	—	—	—	—	—	—	—	(332)	—	(677)
Total nonoperating gains (losses), net	6,932	5,037	866	(45)	76	36	26	7	57	—	—	—	(142)	(81)	12,769
Excess (deficiency) of revenue over expenses	9,971	5,037	820	890	333	(143)	737	680	428	(14)	(402)	(77)	(142)	(81)	18,037
Other changes in net assets without donor restriction:															
Net assets released from restrictions — nonoperating	55	—	—	—	—	—	—	—	—	—	—	—	342	—	397
Adjustment to long-term pension obligation	137	—	—	—	—	—	—	—	—	—	—	—	—	—	137
Transfer among affiliates	(1,019)	357	—	—	—	—	—	—	—	—	662	—	200	—	200
Increase (decrease) in net assets without donor restriction	\$ 9,144	\$ 5,394	\$ 820	\$ 890	\$ 333	\$ (143)	\$ 737	\$ 680	\$ 428	\$ (14)	\$ 260	\$ (77)	\$ 400	\$ (81)	\$ 18,771

\* Certain entities included in St. Joseph Hospital of Nashua, NH, Inc. and Mary Immaculate are not included in the Obligated Group.

\*\* Total of Obligated Group carried forward to next page.

**Covenant Health, Inc.**  
**Consolidating Statement of Operations**  
**December 31, 2020**  
**(In thousands)**

	St. Mary's Health System	St. Joseph Healthcare Foundation	St. Joseph Valuation Co.	St. Joseph Hospital Corporate Services, Inc.	MI Residential Community Inc.	h St. Andre Health Care Facility	St. Mary's Villa Nursing Home, Inc.	Covenant Health Foundation	Fanny Allen Holdings	Covenant Health Insurance LTD	Providentia Prima Trust	Eliminations	System Consolidated
Operating revenue:													
Patient service revenue	\$ 182,823	\$ 143,898	\$ —	\$ —	\$ —	\$ 9,430	\$ 12,117	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 618,685
Other revenue	29,000	14,465	—	6,330	4,485	230	1,404	—	—	11	—	(42,160)	96,775
Net assets released from restrictions for operations	1,163	97	—	—	—	6	—	693	—	—	—	—	3,275
Total operating revenue	212,986	158,460	—	6,330	4,485	9,666	13,521	693	—	11	—	(42,160)	718,735
Operating expenses:													
Salaries and wages	97,267	64,773	—	3,616	704	4,645	6,967	—	—	—	—	—	334,891
Employee benefits	18,000	13,957	—	1,406	—	935	1,547	—	—	—	—	—	64,848
Supplies and other	23,009	21,757	—	—	—	1,020	982	—	—	—	—	—	77,045
Other expenses	75,449	50,669	—	647	1,673	1,911	2,574	—	—	380	—	(42,160)	185,943
Interest	1,917	750	(33)	20	309	3	209	—	—	—	—	—	10,053
Provider tax	4,984	3,277	—	—	—	586	243	—	—	—	—	—	21,906
Depreciation	5,739	3,452	146	589	1,115	212	873	—	—	—	—	—	30,146
Total operating expenses	226,565	158,635	113	6,278	3,909	9,312	13,395	—	—	380	—	(42,160)	724,832
Income (loss) from operations	(13,579)	(175)	(113)	52	576	354	126	693	—	(369)	—	—	(6,097)
Net periodic pension cost	—	581	—	—	—	—	—	—	—	—	—	—	(489)
Nonoperating gains (losses), net:													
Dividend and interest income	195	429	—	1,042	—	11	411	—	19	966	9,131	(10,314)	9,642
Realized gain (loss) from investments	206	206	—	—	—	14	285	—	—	713	5,277	(5,277)	5,191
Unrealized gain (loss) from investments	(15)	(79)	—	91	(79)	(14)	(906)	—	23	2,397	(7,351)	3,644	(454)
Gain (loss) on sale of assets	3	—	—	—	—	—	—	—	—	—	—	—	86
Other nonoperating income	65	78	—	—	—	—	15	—	960	—	—	—	1,206
Other nonoperating expense	(279)	(351)	—	—	—	—	(402)	—	(402)	—	—	—	(1,709)
Total nonoperating gains (losses), net	175	283	—	1,133	—	11	(195)	—	600	4,076	7,057	(11,947)	13,962
Excess (deficiency) of revenue over expenses	(13,404)	689	(113)	1,185	576	365	(69)	693	600	3,707	7,057	(11,947)	7,376
Other changes in net assets without donor restriction:													
Net assets released from restrictions – nonoperating	214	323	—	—	—	—	—	—	—	—	—	—	934
Adjustment to long-term pension obligation	—	206	—	—	—	—	—	—	—	—	—	—	343
Transfer among affiliates	—	—	—	—	—	—	—	—	(200)	—	51,594	(51,594)	—
Increase (decrease) in net assets without donor restriction	\$ (13,190)	\$ 1,218	\$ (113)	\$ 1,185	\$ 576	\$ 365	\$ (69)	\$ 693	\$ 400	\$ 3,707	\$ 58,651	\$ (63,541)	\$ 8,653

**St. Joseph Hospital of Nashua, NH**  
**Consolidating Balance Sheet**  
**December 31, 2020**  
**(In thousands)**

Assets	St. Joseph Hospital of Nashua, NH	Souhegan Home and Hospice Care, Inc.	St. Joseph Hospital Corporate Services, Inc.	GNM Corp.	SJ Physician Services	St. Joseph Hospital Corporate Services, Inc. Eliminations	St. Joseph Hospital Obligated Group Eliminations	St. Joseph Hospital Nonobligated Group Eliminations	St. Joseph Hospital Consolidated
Current assets:									
Cash and cash equivalents	\$ 3,126	\$ 2	\$ 203	\$ 114	\$ 19	\$	\$	\$	\$ 3,464
Patient accounts receivable	27,162	-	-	-	5	-	-	-	27,167
Current portion of pledges receivable	-	-	-	-	-	-	-	-	-
Investments	-	-	-	-	-	-	-	-	-
Inventories	3,337	-	-	-	-	-	-	-	3,337
Prepaid expenses and other current assets	15,219	-	-	23	112	-	-	-	15,354
Current portion of assets whose use is limited or restricted	3,097	-	-	-	-	-	-	-	3,097
Current portion of due from affiliates	393	-	-	1	5,801	-	-	(5,803)	392
Total current assets	52,334	2	203	138	5,937	-	-	(5,803)	52,811
Assets whose use is limited or restricted:									
Funds held by trustees, less current portion	4,959	-	-	-	-	-	-	-	4,959
Deferred compensation	659	-	516	-	12,031	-	-	-	13,206
Board designated funds and other long-term investments	157,664	849	-	-	-	-	-	-	158,513
Replacement reserve	-	-	-	-	-	-	-	-	-
Donor restricted funds	2,094	718	-	-	-	-	-	-	2,812
Total assets whose use is limited or restricted	165,376	1,567	516	-	12,031	-	-	-	179,490
Other assets:									
Pledges receivable, less current portion	-	-	-	-	-	-	-	-	-
Other assets	15,610	-	-	19	26	(15,350)	(856)	(14,720)	79
Due from affiliates, less current portion	14,175	-	-	-	-	-	-	-	14,175
Investments in joint ventures	2,739	-	-	-	1,180	-	-	-	3,919
Total other assets	32,524	-	15,350	19	1,206	(15,350)	(856)	(14,720)	18,173
Property, plant and equipment									
Land and improvements	3,783	-	-	1,615	-	-	-	-	5,398
Buildings and improvements	106,666	40	-	11,823	-	-	-	-	118,529
Equipment	64,336	15	-	90	-	-	-	-	64,441
Construction in progress	7,510	-	-	-	-	-	-	-	7,510
Right of use assets	4,082	-	-	823	-	-	-	-	4,905
Less accumulated depreciation	186,377	55	-	14,351	-	-	-	-	200,783
Less accumulated depreciation – right of use assets	(124,245)	(49)	-	(5,709)	-	-	-	-	(130,003)
Total property, plant and equipment	(1,270)	-	-	(397)	-	-	-	-	(1,667)
	60,862	6	-	8,245	-	-	-	-	69,113
Total assets	\$ 311,096	\$ 1,575	\$ 16,069	\$ 8,402	\$ 19,174	\$ (15,350)	\$ (856)	\$ (20,523)	\$ 319,587

**St. Joseph Hospital of Nashua, NH**  
**Consolidating Balance Sheet**  
**December 31, 2020**  
**(In thousands)**

**Liabilities and Net Assets**

Current liabilities:

Accounts payable  
Accrued expenses and other liabilities  
Estimated third-party payor settlements  
Other current liabilities  
Current portion of due to affiliates  
Current portion of lease liability  
Current portion of long-term debt

Total current liabilities

Long-term debt, less current portion

Long-term lease liability, less current portion

Due to affiliates, less current portion

Defined benefit pension obligation

Other liabilities

Professional liability loss reserves

Total liabilities

Net assets:

Without donor restriction  
With donor restriction

Total net assets

Total liabilities and net assets

St. Joseph Hospital of Nashua, NH	Souhegan Home and Hospice Care, Inc.	St. Joseph Hospital Corporate Services, Inc.	GNM Corp.	SJ Physician Services	St. Joseph Hospital Corporate Services, Inc. Eliminations	St. Joseph Hospital Obligated Group Eliminations	St. Joseph Hospital Nonobligated Group Eliminations	St. Joseph Hospital Consolidated
\$ 12,135	\$ 1	\$ 14	\$ 2	\$ —	\$ —	\$ —	\$ —	\$ 12,152
18,016	—	(36)	—	218	—	—	—	18,198
6,511	—	—	—	—	—	—	—	6,511
9,399	—	—	5	—	—	—	—	9,404
5,860	—	—	—	—	—	—	(5,803)	57
797	—	—	90	—	—	—	—	887
3,310	—	—	—	—	—	—	—	3,310
56,028	1	(22)	97	218	—	—	(5,803)	50,519
79,923	—	—	—	—	—	—	—	79,923
2,014	—	—	336	—	—	—	—	2,350
836	—	—	—	—	—	—	—	836
(52)	—	—	—	—	—	—	—	(52)
23,235	—	358	—	11,111	—	—	—	34,704
1,228	—	—	—	1,478	—	—	—	2,706
163,212	1	336	433	12,807	—	—	(5,803)	170,986
145,790	856	15,733	7,969	6,367	(15,350)	(856)	(14,720)	145,789
2,094	718	—	—	—	—	—	—	2,812
147,884	1,574	15,733	7,969	6,367	(15,350)	(856)	(14,720)	148,601
\$ 311,096	\$ 1,575	\$ 16,069	\$ 8,402	\$ 19,174	\$ (15,350)	\$ (856)	\$ (20,523)	\$ 319,587

**St. Joseph Hospital of Nashua, NH**  
**Consolidating Statement of Operations**  
**December 31, 2020**  
**(In thousands)**

	St. Joseph Hospital of Nashua, NH	Souhegan Home and Hospice Care, Inc.	St. Joseph Hospital Obligated Group Eliminations	St. Joseph Hospital Obligated Group	St. Joseph Hospital Corporate Services, Inc.	GNM Corp.	SJ Physician Services	Eliminations	St. Joseph Hospital Nonobligated Group Eliminations	St. Joseph Hospital Nonobligated Group	St. Joseph Hospital Consolidated
Operating revenue:											
Patient service revenue	\$ 193,616	\$ -	\$ (179)	\$ 193,437	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 193,437
Other revenue	29,833	-	(114)	29,719	-	1,241	5,090	-	(5,923)	408	30,127
Net assets released from restrictions for operations	666	-	-	666	-	-	-	-	-	-	666
Total operating revenue	224,115	-	(293)	223,822	-	1,241	5,090	-	(5,923)	408	224,230
Operating expenses:											
Salaries and wages	86,976	-	-	86,976	-	-	3,616	-	-	3,616	90,592
Employee benefits	19,161	-	(179)	18,982	-	-	1,406	-	-	1,406	20,388
Supplies and other	22,660	-	-	22,660	-	-	-	-	-	-	22,660
Other expenses	71,348	16	(114)	71,250	-	582	68	-	(5,923)	(5,273)	65,977
Interest	2,859	-	-	2,859	-	20	-	-	-	20	2,879
Provider tax	9,814	-	-	9,814	-	-	-	-	-	-	9,814
Depreciation	7,168	4	-	7,172	-	589	-	-	-	589	7,761
Total operating expenses	219,986	20	(293)	219,713	-	1,191	5,090	-	(5,923)	358	220,071
Income (loss) from operations	4,129	(20)	-	4,109	-	50	-	-	-	50	4,159
Net periodic pension cost	(1,070)	-	-	(1,070)	-	-	-	-	-	-	(1,070)
Nonoperating gains (losses), net:											
Dividend and interest income	5,655	41	-	5,696	-	-	1,042	-	(1,183)	(141)	5,555
Realized gain (loss) from investments	1,468	-	-	1,468	-	-	-	-	-	-	1,468
Unrealized gain (loss) from investments	(155)	60	-	(95)	9	-	82	-	-	91	(4)
Gain (loss) on sale of assets	83	-	-	83	-	-	-	-	-	-	83
Other nonoperating income	117	-	(81)	36	-	-	-	-	-	-	36
Other nonoperating expense	(337)	-	-	(337)	-	-	-	-	-	-	(337)
Total nonoperating gains (losses), net	6,831	101	(81)	6,851	9	-	1,124	-	(1,183)	(50)	6,801
Excess of revenue over expenses	9,890	81	(81)	9,890	9	50	1,124	-	(1,183)	-	9,890
Other changes in net asset without donor restriction:											
Net assets released from restrictions	55	-	-	55	-	-	-	-	-	-	55
Adjustment to defined benefit pension obligation	137	-	-	137	-	-	-	-	-	-	137
Transfer among affiliates	(1,019)	-	-	(1,019)	-	-	-	-	-	-	(1,019)
Increase (decrease) in net assets without donor restriction	\$ 9,063	\$ 81	\$ (81)	\$ 9,063	\$ 9	\$ 50	\$ 1,124	\$ -	\$ (1,183)	\$ -	\$ 9,063

Mary Immaculate Health Care Services, Inc.  
Consolidating Balance Sheet  
December 31, 2020  
(In thousands)

Assets	MI Nursing Restorative Center, Inc.	MI Transpor- tation, Inc.	MI Adult Day Health, Inc.	MI Management, Inc.	Mary Immaculate Guild Inc.	MIHCS Obligated Group	MI Residential	Mary Immaculate Consolidated
Current assets:								
Cash and cash equivalents	\$ 3,623	\$ 655	\$ 491	\$ 1,265	\$ 6	\$ 6,040	\$ 2,405	\$ 8,445
Patient accounts receivable	1,399	(16)	(6)	50	-	1,427	(29)	1,398
Current portion of pledges receivable	-	-	-	-	-	-	-	-
Investments	-	-	-	-	-	-	-	-
Inventories	44	-	-	-	-	44	-	44
Prepaid expenses and other current assets	173	-	-	-	-	173	107	280
Current portion of assets whose use is limited or restricted	212	-	-	-	-	212	-	212
Current portion of due from affiliates	541	-	-	-	-	541	-	541
Total current assets	5,992	639	485	1,315	6	8,437	2,483	10,920
Assets whose use is limited or restricted:								
Funds held by trustees, less current portion	-	-	-	-	-	-	382	382
Deferred compensation	-	-	-	-	-	-	-	-
Board designated funds and other long-term investments	31,795	4,521	3,932	5,977	-	46,225	-	46,225
Replacement reserve	-	-	-	-	-	-	5,164	5,164
Donor restricted funds	50	-	-	3	-	53	83	136
Total assets whose use is limited or restricted	31,845	4,521	3,932	5,980	-	46,278	5,629	51,907
Other assets:								
Pledges receivable	-	-	-	-	-	-	-	-
Other assets	-	-	-	-	-	-	-	-
Due from affiliates, less current portion	-	-	-	-	-	-	-	-
Investments in joint ventures	-	-	-	-	-	-	-	-
Total other assets	-	-	-	-	-	-	-	-
Property, plant and equipment:								
Land and improvements	641	-	-	-	-	641	106	747
Buildings and improvements	15,330	-	408	294	-	16,032	31,292	47,324
Equipment	1,788	564	67	230	-	2,649	1,370	4,019
Construction in progress	-	-	-	178	-	178	12	190
Right of use assets	-	-	-	-	-	-	-	-
Less accumulated depreciation	17,759	564	475	702	-	19,500	32,780	52,280
Less accumulated depreciation - right of use assets	(12,525)	(439)	(327)	(163)	-	(13,454)	(24,788)	(38,242)
Total property, plant and equipment	5,234	125	148	539	-	6,046	7,992	14,038
Total assets	\$ 43,071	\$ 5,285	\$ 4,565	\$ 7,834	\$ 6	\$ 60,761	\$ 16,104	\$ 76,865

**Mary Immaculate Health Care Services, Inc.**  
**Consolidating Balance Sheet**  
**December 31, 2020**  
**(In thousands)**

**Liabilities and Net Assets**

Current liabilities:

Accounts payable  
Accrued expenses and other liabilities  
Estimated third-party payor settlements  
Other current liabilities  
Current portion of due to affiliates  
Current portion of leases  
Current portion of long-term debt  
Total current liabilities

Long-term debt, less current portion

Long-term lease liability, less current portion

Due to affiliates, less current portion

Defined benefit pension obligation

Other liabilities

Professional liability loss reserves

Total liabilities

Net assets:

Without donor restriction  
With donor restriction  
Total net assets

Total liabilities and net assets

	MI Nursing Restorative Center, Inc.	MI Transpor- tation, Inc.	MI Adult Day Health, Inc.	MI Management, Inc.	Mary Immaculate Guild Inc.	MIHCS Obligated Group	MI Residential	Mary Immaculate Consolidated
\$	547	\$	\$	\$	\$	\$	\$	\$
1,193	9	30	15	99	—	1,331	66	1,397
34	—	—	—	—	—	34	—	34
—	18	98	218	—	—	—	(24)	(24)
—	—	—	—	—	—	334	207	541
(5)	—	—	—	—	—	(5)	—	—
1,769	27	128	332	—	—	2,256	465	2,721
—	—	—	—	—	—	—	7,043	7,043
—	—	—	—	—	—	—	—	—
—	—	—	—	—	—	—	—	—
—	—	—	—	—	—	—	—	—
580	—	—	3	—	—	583	83	666
102	—	—	—	—	—	102	—	102
2,451	27	128	335	—	—	2,941	7,591	10,532
40,408	5,258	4,437	7,499	6	6	57,608	2,466	60,074
212	—	—	—	—	—	212	6,047	6,259
40,620	5,258	4,437	7,499	6	6	57,820	8,513	66,333
\$ 43,071	\$ 5,285	\$ 4,565	\$ 7,834	\$ 6	\$ 6	\$ 60,761	\$ 16,104	\$ 76,865



**Mary Immaculate Health Care Services, Inc.**  
**Consolidating Statement of Operations**  
**December 31, 2020**  
**(In thousands)**

	MI Nursing Restorative Center, Inc.	MI Transpor- tation, Inc.	MI Adult Day Health, Inc.	MI Management, Inc.	Mary Immaculate Guild Inc.	MIHCS Obligated Group	MI Residential	Mary Immaculate Consolidated
Operating revenue:								
Patient service revenue	\$ 14,792	\$ -	\$ 1,343	\$ 2,274	\$ -	\$ 18,409	\$ -	\$ 18,409
Other revenue	2,807	238	61	794	-	3,900	4,485	8,385
Net assets released from restrictions for operations	310	-	-	-	-	310	-	310
Total operating revenue	17,909	238	1,404	3,068	-	22,619	4,485	27,104
Operating expenses:								
Salaries and wages	10,053	135	781	1,650	-	12,619	704	13,323
Employee benefits	2,038	32	162	265	-	2,497	108	2,605
Supplies and other	1,826	-	10	7	-	1,843	-	1,843
Other expenses	3,333	152	426	978	-	4,889	1,673	6,562
Interest	-	-	-	-	-	-	309	309
Provider tax	96	-	-	-	-	96	-	96
Depreciation and amortization	621	48	18	34	-	721	1,115	1,836
Total operating expenses	17,967	367	1,397	2,934	-	22,665	3,909	26,574
Income (loss) from operations	(58)	(129)	7	134	-	(46)	576	530
Net periodic pension cost	-	-	-	-	-	-	-	-
Nonoperating gains (losses), net:								
Dividend and interest income	-	-	-	-	-	-	-	-
Realized gain (loss) from investments	502	74	64	96	-	736	-	736
Unrealized gain (loss) from investments	638	82	75	112	-	907	-	907
Gain (loss) on sale of assets	(562)	(60)	(61)	(87)	-	(770)	-	(770)
Other nonoperating income	-	-	-	-	-	-	-	-
Other nonoperating expense	-	-	-	-	(7)	(7)	-	(7)
Total nonoperating gains (losses), net	578	96	78	121	(7)	866	-	866
Excess of revenue over expenses	520	(33)	85	255	(7)	820	576	1,396
Other changes in net assets without donor restriction:								
Adjustment to defined benefit pension obligation	-	-	-	-	-	-	-	-
Net assets released from restriction	-	-	-	-	-	-	-	-
Transfer among affiliates	-	-	-	-	-	-	-	-
Increase (decrease) in net assets without donor restriction	\$ 520	\$ (33)	\$ 85	\$ 255	\$ (7)	\$ 820	\$ 576	\$ 1,396

**St. Mary's Villa Nursing Home, Inc.**  
**Consolidating Balance Sheet**  
**December 31, 2020**  
**(In thousands)**

	Skilled Nursing Facility	Personal Care Residence	St. Mary's Villa Nursing Home, Inc. Consolidated
<b>Assets</b>			
Current assets:			
Cash and cash equivalents	\$ 1,798	\$ 1,805	\$ 3,603
Patient accounts receivable	553	429	982
Current portion of pledges receivable	—	—	—
Investments	—	—	—
Inventories	16	—	16
Prepaid expenses and other current assets	121	—	121
Current portion of assets whose use is limited or restricted	191	375	566
Current portion of due from affiliates	5	(5)	—
Total current assets	2,684	2,604	5,288
Assets whose use is limited or restricted:			
Funds held by trustees, less current portion	—	26	26
Deferred compensation	—	—	—
Board designated funds and other long-term investments	8,695	5,016	13,711
Replacement reserve	—	—	—
Donor restricted funds	15	—	15
Total assets whose use is limited or restricted	8,710	5,042	13,752
Other assets:			
Pledges receivable, less current portion	—	—	—
Other assets	53	36	89
Due from affiliates, less current portion	—	—	—
Investments in joint ventures	—	—	—
Total other assets	53	36	89
Property, plant and equipment			
Land and improvements	80	219	299
Buildings and improvements	10,536	5,754	16,290
Equipment	3,479	980	4,459
Construction in progress	175	—	175
Right of use assets	—	—	—
Less accumulated depreciation	14,270	6,953	21,223
Less accumulated depreciation — right of use assets	(8,234)	(4,049)	(12,283)
Total property, plant and equipment	6,036	2,904	8,940
Total assets	\$ 17,483	\$ 10,586	\$ 28,069

St. Mary's Villa Nursing Home, Inc.  
Consolidating Balance Sheet  
December 31, 2020  
(In thousands)

**Liabilities and Net Assets**

Current liabilities:

Accounts payable  
Accrued expenses and other liabilities  
Estimated third-party payor settlements  
Other current liabilities  
Current portion of due to affiliates  
Current portion of lease liability  
Current portion of long-term debt  
Total current liabilities

Long-term debt, less current portion

Long-term lease liability, less current portion

Due to affiliates, less current portion

Defined benefit pension obligation

Other liabilities

Professional liability loss reserves

Total liabilities

Net assets:

Without donor restriction  
With donor restriction  
Total net assets

Total liabilities and net assets

	Skilled Nursing Facility	Personal Care Residence	St. Mary's Villa Nursing Home, Inc. Consolidated
\$	171	\$ 26	\$ 197
	655	140	795
	4	(2)	2
	—	298	298
	86	—	86
	—	—	—
	285	121	406
	1,201	583	1,784
	549	1,116	1,665
	—	—	—
	2,424	—	2,424
	—	—	—
	328	—	328
	35	8	43
	4,537	1,707	6,244
	12,755	8,504	21,259
	191	375	566
	12,946	8,879	21,825
\$	17,483	\$ 10,586	\$ 28,069

**St. Mary's Villa Nursing Home, Inc.**  
**Consolidating Statement of Operations**  
**December 31, 2020**  
**(In thousands)**

	Skilled Nursing Facility	Personal Care Residence	St. Mary's Villa Nursing Home, Inc. Consolidated
Operating revenue:			
Patient service revenue	\$ 9,452	\$ 2,665	\$ 12,117
Other revenue	1,307	97	1,404
Net assets released from restrictions for operations	—	—	—
Total operating revenue	10,759	2,762	13,521
Operating expenses:			
Salaries and wages	5,541	1,426	6,967
Employee benefits	1,229	318	1,547
Supplies and other	941	41	982
Other expenses	2,030	544	2,574
Interest	162	47	209
Provider tax	243	—	243
Depreciation	660	213	873
Total operating expenses	10,806	2,589	13,395
Income (loss) from operations	(47)	173	126
Nonoperating gains (losses), net			
Dividend and interest income	324	87	411
Realized gain (loss) from investments	182	103	285
Unrealized gain (loss) from investments	(641)	(265)	(906)
Gain (loss) on sale of assets	—	—	—
Other nonoperating income	15	—	15
Other nonoperating expense	—	—	—
Total nonoperating gains (losses), net	(120)	(75)	(195)
Excess of revenue over expenses	(167)	98	(69)
Other changes in net assets without donor restriction:			
Net assets released from restrictions	—	—	—
Adjustment to defined benefit pension obligation	—	—	—
Transfer among affiliates	—	—	—
Increase (decrease) in net assets without donor restriction	\$ (167)	\$ 98	\$ (69)

**St. Joseph Healthcare Foundation**  
**Consolidating Balance Sheet**  
**December 31, 2020**  
**(In thousands)**

	St. Joseph Hospital (Bangor)	St. Joseph Healthcare Foundation	M&J Company	St. Joseph Ambulatory Care, Inc.	Alternative Health Services	Strauss Corporation	Nonobligated Eliminations	St. Joseph Healthcare Foundation Consolidated
<b>Assets</b>								
Current assets:								
Cash and cash equivalents	\$ 6,814	\$ 1,279	\$ 1,734	\$ 13	\$ 44	\$ -	\$ -	\$ 9,884
Patient accounts receivable	15,067	-	-	514	605	-	-	16,186
Current portion of pledges receivable	-	415	-	-	-	-	-	415
Investments	5,134	-	-	833	-	-	-	5,967
Inventories	3,389	-	2	153	-	-	-	3,544
Prepaid expenses and other current assets	6,032	-	68	-	-	-	-	6,100
Current portion of assets whose use is limited or restricted	898	-	-	-	-	-	-	898
Current portion of due from affiliates	2,279	-	-	53	-	-	(2,382)	(50)
Total current assets	39,613	1,694	1,804	1,566	649	-	(2,382)	42,944
Assets whose use is limited or restricted:								
Funds held by trustees, less current portion	-	-	-	-	-	-	-	-
Deferred compensation	-	-	-	-	-	-	-	-
Board designated funds and other long-term investments	10,007	113	-	-	-	-	-	10,120
Replacement reserve	-	-	-	-	-	-	-	-
Donor restricted funds	2,777	5,056	-	-	-	-	-	7,833
Total assets whose use is limited or restricted	12,784	5,169	-	-	-	-	-	17,953
Other assets:								
Pledges receivable, less current portion	-	234	-	-	-	-	-	234
Other assets	-	-	-	-	-	-	-	-
Due from affiliates, less current portion	123	-	-	-	-	-	-	123
Investments in joint ventures	301	53	-	-	-	-	1	355
Total other assets	424	287	-	-	-	-	1	712
Property, plant and equipment:								
Land and improvements	2,170	80	2,948	-	-	-	-	5,198
Buildings and improvements	49,108	-	7,953	-	-	-	-	57,061
Equipment	40,407	-	431	781	137	-	-	41,756
Construction in progress	1,164	-	139	-	-	-	-	1,303
Right of use assets	345	-	-	-	-	-	-	345
Less accumulated depreciation	93,194	80	11,471	781	137	-	-	105,663
Less accumulated depreciation – right of use assets	(67,716)	-	(7,469)	(737)	(137)	-	-	(76,059)
Total property, plant and equipment	(42)	-	-	-	-	-	-	(42)
	25,436	80	4,002	44	-	-	-	29,562
Total assets	\$ 78,257	\$ 7,230	\$ 5,806	\$ 1,610	\$ 649	\$ -	\$ (2,381)	\$ 91,171

**St. Joseph Healthcare Foundation**  
**Consolidating Balance Sheet**  
**December 31, 2020**  
**(In thousands)**

**Liabilities and Net Assets**

Current liabilities:

Accounts payable  
Accrued expenses and other liabilities  
Estimated third-party payor settlements  
Other current liabilities  
Current portion of due to affiliates  
Current portion of lease liability  
Current portion of long-term debt  
Total current liabilities

Long-term debt, less current portion

Long-term lease liability, less current portion

Due to affiliates, less current portion

Defined benefit pension obligation

Other liabilities

Professional liability loss reserves

Total liabilities

Net assets:

Without donor restriction

With donor restriction

Total net assets

Total liabilities and net assets

	St. Joseph Hospital (Bangor)	St. Joseph Healthcare Foundation	M&J Company	St. Joseph Ambulatory Care, Inc.	Alternative Health Services	Strauss Corporation	Nonobligated Eliminations	St. Joseph Healthcare Foundation Consolidated
	\$ 1,674	\$ 64	\$ 1	\$ 109	\$ 24	\$ -	\$ -	\$ 1,872
	7,430	152	-	57	198	1	-	7,838
	3,226	-	-	-	-	-	-	3,226
	5,860	-	-	-	411	-	-	6,271
	55	467	-	1,944	162	-	(2,382)	246
	221	-	-	-	-	-	-	221
	1,780	-	22	-	-	-	-	1,802
	20,246	683	23	2,110	795	1	(2,382)	21,476
	15,184	-	211	-	-	-	-	15,395
	82	-	-	-	-	-	-	82
	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
	11,214	-	-	22	617	-	-	11,853
	1,251	-	-	-	-	-	-	1,251
	47,977	683	234	2,132	1,412	1	(2,382)	50,057
	27,380	1,096	5,572	(522)	(763)	(1)	1	32,763
	2,900	5,451	-	-	-	-	-	8,351
	30,280	6,547	5,572	(522)	(763)	(1)	1	41,114
	\$ 78,257	\$ 7,230	\$ 5,806	\$ 1,610	\$ 649	\$ -	\$ (2,381)	\$ 91,171

**St. Joseph Healthcare Foundation**  
**Consolidating Statement of Operations**  
**December 31, 2020**  
**(In thousands)**

	St. Joseph Hospital (Bangor)	St. Joseph Healthcare Foundation	M&J Company	St. Joseph Ambulatory Care, Inc.	Alternative Health Services	Strauss Corporation	Nonobligated Eliminations	St. Joseph Healthcare Foundation Consolidated
Operating revenue:								
Patient service revenue	\$ 137,332	\$ -	\$ -	\$ 2,291	\$ 4,275	\$ -	\$ -	\$ 143,898
Other revenue	13,455	-	1,020	1,854	66	-	(1,930)	14,465
Net assets released from restrictions for operations	83	-	-	-	14	-	-	97
Total operating revenue	150,870	-	1,020	4,145	4,355	-	(1,930)	158,460
Operating expenses:								
Salaries and wages	61,171	-	-	1,627	1,975	-	-	64,773
Employee benefits	13,142	-	-	332	483	-	-	13,957
Supplies and other	19,541	-	-	2,111	105	-	-	21,757
Other expenses	50,411	1	267	252	1,668	-	(1,930)	50,669
Interest	741	-	9	-	-	-	-	750
Provider tax	3,277	-	-	-	-	-	-	3,277
Depreciation	3,092	-	339	21	-	-	-	3,452
Total operating expenses	151,375	1	615	4,343	4,231	-	(1,930)	158,635
Income (loss) from operations	(505)	(1)	405	(198)	124	-	-	(175)
Net periodic pension cost	465	116	-	-	-	-	-	581
Nonoperating gains (losses), net:								
Dividend and interest income	310	101	-	18	-	-	-	429
Realized gain (loss) from investments	206	-	-	-	-	-	-	206
Unrealized gain (loss) from investments	(163)	62	-	22	-	-	-	(79)
Gain (loss) on sale of assets	-	-	-	-	-	-	-	-
Other nonoperating income	64	14	-	-	-	-	-	78
Other nonoperating expense	(348)	(3)	-	-	-	-	-	(351)
Total nonoperating gains (losses), net	69	174	-	40	-	-	-	283
Excess of revenue over expenses	29	289	405	(158)	124	-	-	689
Other changes in net assets without donor restriction:								
Net assets released from restrictions	323	-	-	-	-	-	-	323
Adjustment to defined benefit pension obligation	163	43	-	-	-	-	-	206
Transfer among affiliates	-	-	-	-	-	-	-	-
Increase (decrease) in net assets without donor restriction	\$ 515	\$ 332	\$ 405	\$ (158)	\$ 124	\$ -	\$ -	\$ 1,218

**St. Mary's Health System  
Consolidating Balance Sheet  
December 31, 2020  
(In thousands)**

	St. Mary's Regional Medical Center	St. Mary's Health System	St. Mary's Residences	Community Clinical Services, Inc.	St. Mary's d'Youville Pavilion	Elimi- nations	St. Mary's Health System Consolidated
<b>Assets</b>							
Current assets:							
Cash and cash equivalents	\$ 10,244	\$ 4	\$ 1,176	\$ 1,449	\$ -	\$ -	\$ 12,873
Patient accounts receivable	22,542	-	-	709	-	-	23,251
Current portion of pledges receivable	853	-	-	-	-	-	853
Investments	-	-	156	-	-	-	156
Inventories	2,166	-	-	19	-	-	2,185
Prepaid expenses and other current assets	1,289	129	29	98	-	-	1,545
Current portion of assets whose use is limited or restricted	893	-	-	-	-	-	893
Current portion of due from affiliates	19,785	485	34	1,437	-	(21,464)	277
Total current assets	57,772	618	1,395	3,712	-	(21,464)	42,033
Assets whose use is limited or restricted:							
Funds held by trustees, less current portion	-	1,639	-	-	-	-	1,639
Deferred compensation	-	-	-	-	-	-	-
Board designated funds and other long-term investments	4,616	728	9	44	-	-	5,397
Replacement reserve	-	-	566	-	-	-	566
Donor restricted funds	8,354	1,718	11	250	-	(1,268)	9,065
Total assets whose use is limited or restricted	12,970	4,085	586	294	-	(1,268)	16,667
Other assets:							
Pledges receivable	381	-	-	-	-	-	381
Other assets	(20)	114	115	-	-	-	209
Due from affiliates, less current portion	-	-	-	-	-	-	-
Investments in joint ventures	2,466	555	-	-	-	-	3,021
Total other assets	2,827	669	115	-	-	-	3,611
Property, plant and equipment:							
Land and improvements	3,603	2,147	144	-	-	-	5,894
Buildings and improvements	90,232	7,719	6,867	62	-	-	104,880
Equipment	59,620	849	543	733	-	-	61,745
Construction in progress	7,522	-	-	-	-	-	7,522
Right of use assets	4,309	-	-	-	-	-	4,309
Less accumulated depreciation	165,286	10,715	7,554	795	-	-	184,350
Less accumulated depreciation - right of use assets	(104,698)	(5,486)	(6,691)	(705)	-	-	(117,580)
Total property, plant and equipment	(13)	-	-	-	-	-	(13)
Total assets	60,575	5,229	863	90	-	-	66,757
	\$ 134,144	\$ 10,601	\$ 2,959	\$ 4,096	\$ -	\$ (22,732)	\$ 129,068



**St. Mary's Health System  
Consolidating Balance Sheet  
December 31, 2020  
(In thousands)**

**Liabilities and Net Assets**

Current liabilities:

Accounts payable  
Accrued expenses and other liabilities  
Estimated third-party payor settlements  
Other current liabilities  
Current portion of due to affiliates  
Current portion of leases  
Current portion of long-term debt  
Total current liabilities

Long-term debt, less current portion

Long-term lease liability, less current portion

Due to affiliates, less current portion

Defined benefit pension obligation

Other liabilities

Professional liability loss reserves

Total liabilities

Net assets:

Without donor restriction  
With donor restriction  
Total net assets

Total liabilities and net assets

St. Mary's Regional Medical Center	St. Mary's Health System	St. Mary's Residences	Community Clinical Services, Inc.	St. Mary's d'Youville Pavilion	Elimi- nations	St. Mary's Health System Consolidated
\$ 7,489	\$ 33	\$ 16	\$ 13	\$ -	\$ -	\$ 7,551
10,437	348	9	599	-	-	11,393
(498)	-	-	48	-	-	(450)
5,581	2	49	253	-	-	5,885
433	21,173	1	54	-	(21,468)	193
1,008	-	-	-	-	-	1,008
2,126	-	103	1,671	-	-	3,900
26,576	21,556	178	2,638	-	(21,468)	29,480
30,068	(37)	1,891	-	-	-	31,922
3,288	-	-	-	-	-	3,288
2,428	1,289	-	-	-	(1,264)	2,453
-	-	-	-	-	-	-
9,880	287	14	274	-	-	10,455
-	2,046	-	-	-	-	2,046
72,240	25,141	2,083	2,912	-	(22,732)	79,644
52,491	(15,214)	865	934	-	-	39,076
9,413	674	11	250	-	-	10,348
61,904	(14,540)	876	1,184	-	-	49,424
\$ 134,144	\$ 10,601	\$ 2,959	\$ 4,096	\$ -	\$ (22,732)	\$ 129,068

**St. Mary's Health System  
Consolidating Statement of Operations  
December 31, 2020  
(In thousands)**

	St. Mary's Regional Medical Center	St. Mary's Health System	St. Mary's Residences	Community Clinical Services, Inc.	St. Mary's d'Youville Pavilion	Elimi- nations	St. Mary's Health System Consolidated
Operating revenue:							
Patient service revenue	\$ 173,527	\$ —	\$ —	\$ 9,296	\$ —	\$ —	\$ 182,823
Other revenue	29,569	3,478	1,879	2,025	—	(7,951)	29,000
Net assets released from restrictions for operations	860	100	89	114	—	—	1,163
Total operating revenue	203,956	3,578	1,968	11,435	—	(7,951)	212,986
Operating expenses:							
Salaries and wages	90,043	916	—	6,308	—	—	97,267
Employee benefits	17,655	1,215	—	1,475	—	—	18,000
Supplies and other	23,344	69	—	168	—	(2,345)	23,209
Other expenses	73,351	1,083	1,172	5,077	—	(5,234)	75,449
Interest	1,753	9	155	—	—	—	1,917
Provider tax	4,984	—	—	—	—	—	4,984
Depreciation and amortization	5,193	380	140	26	—	—	5,739
Total operating expenses	216,323	3,672	1,467	13,054	—	(7,951)	226,565
	(12,367)	(94)	501	(1,619)	—	—	(13,579)
Income (loss) from operations	—	—	—	—	—	—	—
Net periodic pension cost	—	—	—	—	—	—	—
Nonoperating gains (losses), net:							
Dividend and interest income	159	32	3	1	—	—	195
Realized gain (loss) from investments	206	—	—	—	—	—	206
Unrealized gain (loss) from investments	(34)	18	—	1	—	—	(15)
Gain (loss) on sale of assets	2	1	—	—	—	—	3
Other nonoperating income	41	24	—	—	—	—	65
Other nonoperating expense	(273)	(6)	—	—	—	—	(279)
Total nonoperating gains (losses), net	101	69	3	2	—	—	175
Excess of revenue over expenses	(12,266)	(25)	504	(1,617)	—	—	(13,404)
Other changes in net assets without donor restriction:							
Adjustment to defined benefit pension obligation	—	—	—	—	—	—	—
Net assets released from restriction	214	—	—	—	—	—	214
Transfer among affiliates	(3,000)	3,000	—	—	—	—	—
Increase (decrease) in net assets without donor restriction	\$ (15,052)	\$ 2,975	\$ 504	\$ (1,617)	\$ —	\$ —	\$ (13,190)