



An Asbury Atlantic, Inc.
Continuing Care Retirement Community
Erie, Pennsylvania

Disclosure Statement

April 30, 2023

The issuance of a Certificate of Authority by the Commonwealth of Pennsylvania does not constitute approval, recommendation or endorsement of the facility by the Insurance Department, nor is it evidence of, nor does it attest to, the accuracy or completeness of the information set out in the Disclosure Statement.

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1. ABOUT THIS DOCUMENT

We hope you find this Disclosure Statement useful, and that it helps you have a better understanding of our Springhill community. While many of the disclosures provided in this document are required by state regulations, you will also find additional information that we think will be helpful. We believe it is important for you to know and understand the mission, history, ownership, governance, and finances of a continuing care retirement community (CCRC) before making a decision that involves your lifestyle, quality, and comforts of life. Having this information will help you select a community that can meet or exceed your needs and expectations.

Springhill shall amend this disclosure statement at any time, should, in the opinion of Springhill or the Pennsylvania Department of Aging, an amendment be necessary to prevent the document from containing any material misstatement of fact.

Community Address

2323 Edinboro Road, Erie, PA
Marketing Office: 814-860-7042 or 800-755-6784

Name & Address of Owner/Provider

Asbury Atlantic, Inc.
5285 Westview Dr., Ste. 200
Frederick, MD 21703
www.SpringhillErie.org

Name & Address of Parent

Asbury Communities, Inc.
5285 Westview Dr., Ste. 200
Frederick, MD 21703
www.Asbury.org

Statement of Tax Exempt Status

Asbury Atlantic, Inc. and Asbury Communities, Inc. are 501(c)3 not for profit corporations.
*Please see **Exhibit E** for the Asbury Atlantic, Inc. IRS Determination Letter.*

2. ABOUT SPRINGHILL

Springhill is delighted that you are considering making this your new home. Springhill was founded in 1990 by Hamot Health Foundation after local residents approached Hamot with the idea of creating Erie's first continuing care retirement community (CCRC). Groundbreaking occurred in 1988 and the first residents were welcomed two years later. In 1993, Springhill added to its continuum of care with the opening of ForestView Healthcare Center. Recognizing the complexity of operating a CCRC, Hamot later sought a not-for-profit organization with expertise as a senior living provider to further develop Springhill.

In 2001, Springhill was acquired by Asbury Communities, Inc., doing business as Asbury, and transferred to its wholly owned not-for-profit operating company, Asbury Atlantic, Inc., which owns four CCRCs. Since joining the Asbury system, Springhill's growth and success can be attributed to its strong management team and generous contributions from residents, families and community leaders.

About the Community

Springhill is a suburban community located on 45 scenic acres which include a natural pond with a gazebo and walking path, beautiful flower beds, woods and rolling hills. The community is just a few miles from many shops, restaurants, hotels and the local mall.

Springhill has 123 residential apartments and 36 duplex Garden Homes. The community's continuum of care includes OakView Personal Care Residence with 35 apartments and ForestView Healthcare Center, offering skilled nursing for 76 residents, including 20 residents in its Woodlands Memory Support Neighborhood. The Willows is the central Springhill apartment building that contains a large, well-appointed dining room, social lounge, All Faiths chapel, fitness center, aquatic center, library, billiards room, access to computers, common areas and other resident amenities. A greenhouse is available near the pond.

Springhill is an equal housing opportunity provider and is welcome to prospective residents, age 55 years and older. Minimum age waivers may be granted in special circumstance. As of January 1,

Statement regarding religious and other affiliations

Asbury Atlantic, Inc. has a historical relationship with the United Methodist Church; however, there are no financial or contractual obligations between Asbury Atlantic or Asbury Communities and the United Methodist Church. Our charitable mission continues to flow from the teachings of John Wesley, founder of the Methodist Church, who believed that a faith-based life is blessed by grace and carried outward into the world in service for others. Today, we translate those values by working toward excellence and doing all the good we can for seniors.

Asbury Atlantic is an affiliate of Asbury Communities, Inc., the not-for-profit parent of a system of senior living and health service providers.

2023, 150 residents resided in Garden Homes or apartments, 34 in personal care, and 73 in skilled nursing. Total resident population as of that date was 257.

More information about Springhill is available at www.SpringhillErie.org.

Expansions and Renovations

Work was completed on the second part of Phase Two of our Life Style Enhancement, the Outdoor Recreation Area. This space includes various activities such as “chip and putt,” bocce court, and horseshoes as well as beautifully landscaped grounds, benches, and sidewalks. Remodeling of the Four-Seasons Dining is currently in the design phase. Remodeling should occur later in 2023. ForestView will begin a conversion of four semi-private resident rooms to four private rooms. This work is anticipated to begin mid to late 2023 as well.

Resident Associations

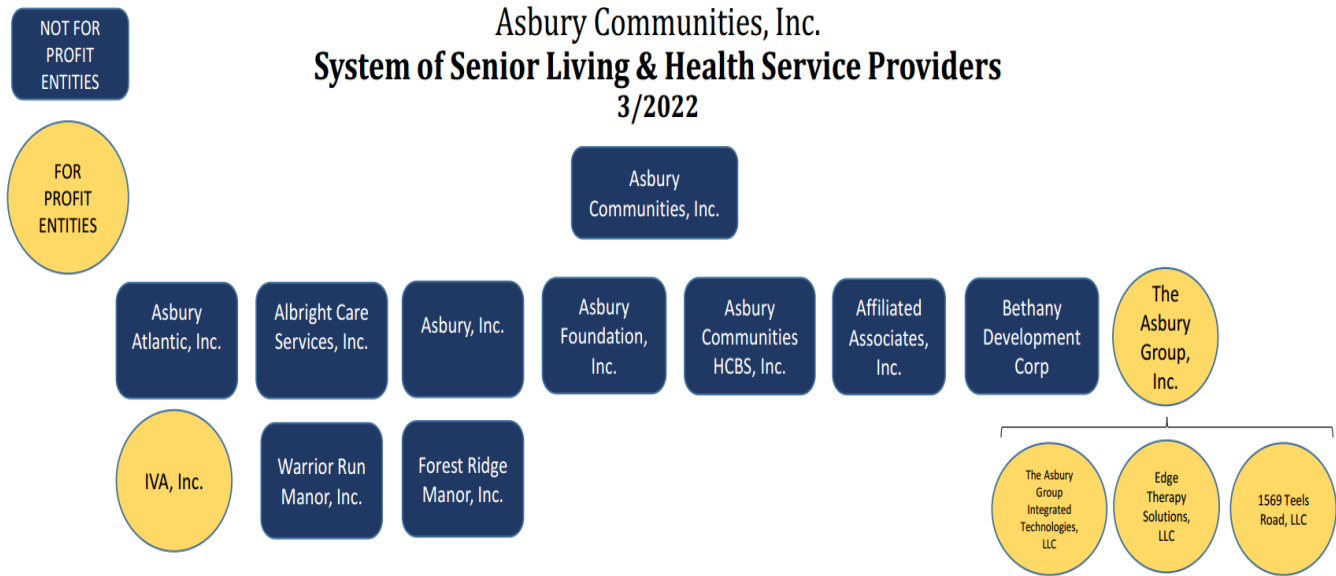
Springhill has very active and vibrant resident association groups that promote resident interests, facilitate communication, interact with management, and organize events and activities. The Springhill Resident Council is comprised of elected representatives who meet monthly with administration to focus on various aspects of campus life and to receive and integrate resident and staff suggestions for improving the quality of life at Springhill.

3. ABOUT THE OWNER & PARENT CORPORATION

Springhill is owned and operated by Asbury Atlantic, Inc. which is the legal entity responsible for providing services to the residents of Springhill. Asbury Atlantic also owns and operates three other CCRCs: Asbury Methodist Village (Gaithersburg, MD), Asbury Solomons (Solomons, MD), and Bethany Village (Mechanicsburg, PA).

Asbury Communities is the sole member of Asbury Atlantic; however, Asbury Communities is not responsible for the financial or contractual obligations of Asbury Atlantic. Asbury Communities, Inc. has other affiliated and related entities as follows:

- Albright Care Services, Inc. owns and operates Normandie Ridge (York, PA), RiverWoods (Lewisburg, PA), as well as LIFE centers located in Lancaster, Lebanon, Chester, and Lycoming/Clinton, PA.
- Asbury Inc. owns and operates Asbury Place Maryville, Asbury Place Kingsport/Baymont, and Asbury Place Kingsport/Steadman Hill.
- Forest Ridge Manor, Inc. operates a section 202 HUD senior housing apartment building (Kingsport, TN). Asbury Inc. is the Sponsor and controlling entity of Forest Ridge Manor Inc.
- Bethany Towers, a HUD Bethany Towers Development corporation that provides residential services in Mechanicsburg, Pennsylvania.
- The Asbury Foundation, Inc., which raises charitable contributions for Bethany Village and the other Asbury CCRCs;
- Asbury Communities HCBS, Inc., a wholly owned, not-for-profit entity of Asbury Communities, Inc., which provides home care in the communities in which the Asbury CCRCs are located;
- The Asbury Group, Inc., a for-profit corporation wholly owned by Asbury Communities. The Asbury Group, Inc. is the sole member of The Asbury Group Integrated Technologies, LLC, which provides IT products and services to Asbury Communities, Inc. and other third party entities, and 1569 Teels Road, LLC, owner and operator of Asbury Chandler Estate. The Asbury Group, Inc. is 50 percent owner of Edge Therapy Solutions, LLC, which provides PT, OT, and ST management services.
- Affiliated Associates, Inc., a not-for-profit payroll company.
- IVA, Inc. holds the liquor licenses.



GOVERNANCE & MANAGEMENT

Management of Springhill is led by Aaron Praetzel. Mr. Praetzel has twenty-four (24) years of experience in the senior care field and is the Executive Director of Springhill. Management is responsible for the day-to-day operations and overall functioning of Springhill.

The Springhill Community Advisory Committee works directly with the Executive Director and is focused exclusively on Springhill's programs, quality of care and service, and supports and fundraising activities (in conjunction with the Asbury Foundation). The Asbury Atlantic, Inc. Board of Directors is legally responsible for control of Springhill and is primarily responsible for approving budget and maintaining financial health as well as monitoring quality of care and services. The Asbury Communities, Inc. Board of Directors is focused on enhancing the strength of the entire fulfillment of its purpose, and recognizing its full potential for providing services to the aging.

All decisions regarding Springhill are made in accordance with the Asbury mission, vision, core values, and the charitable purpose of the organization. In making decisions and setting strategic direction, the management and governing boards are responsible for considering what is best for

Asbury Atlantic, Inc. Governance

The Asbury Atlantic, Inc. Board of Directors is comprised of members with the responsibility of governing the corporation and its CCRCs, including Springhill. Two of the Asbury Atlantic Directors are current CCRC residents. None of the Directors have a financial interest in Asbury Atlantic, Inc. The officers, with the exception of the chair and vice chair of the Board of Directors, are compensated staff members.

current and future residents of Springhill as well as the organization as a whole. It is important to bear in mind that resident input is sought and highly regarded and residents have a voice in many decisions; however, residents are not part of management and do not direct the operation of the campus.

*Please see **Exhibit A** for a listing of the Springhill Community Advisory Committee and Asbury Atlantic, Inc., directors and officers.*

Periodic Meetings between Residents and Management

The Executive Director and various members of the Springhill management team meet monthly with the residents of the Springhill Community in a scheduled town hall meeting. The topic of these meetings generally includes operational updates and other issues of interest to residents. The meetings are held on the same day and time and in the same location each month. All residents are invited and copies of the meeting minutes are distributed in the weekly resident news bulletin. Additionally, the Executive Director conducts financial update reviews on a quarterly basis at these town hall meetings.

Services Agreements

Springhill receives management services from Asbury Communities, pursuant to a business Services Agreement. Services include financial, information technology, legal, human resources, governance, clinical, and marketing.

Associates on the Springhill campus are not employees of Asbury Communities. Rather, Asbury Communities employs additional staff to provide support to its affiliated entities. For example, the human relations department at Asbury Communities negotiates the benefits packages for all employees in the Asbury Communities system. This arrangement eliminates the need for Springhill to shoulder the burden of hiring all necessary staff or expertise to provide such services.

The organization also contracts with third party service providers. One example is its management services agreement with Sodexo to provide food and other services in Asbury Communities' continuing care retirement communities. Depending on the community, this contract may include dining, housekeeping, maintenance, and laundry services. The employees in these departments are Springhill employees, but the manager of each department is a Sodexo employee. By contracting for services with Sodexo, Springhill receives a consistently high level of service for a lower cost than if each continuing care retirement community procured or provided these services on its own.

At no time have Asbury Atlantic, Inc., Asbury Communities, Inc., third party service providers, affiliates and their Directors and Officers been convicted of a felony or pled nolo contendere to a

felony charge or been held liable or enjoined in a civil action by final judgment. Further, neither the entities nor their respective Directors and Officers are subject to a currently effective injunctive or restrictive order of a court of record, or within the past five (5) years has any State or Federal license or permit been suspended or revoked as a result of an action brought by a governmental agency or department, arising out of or relating to business activity or healthcare, including without limitation, action affecting a license to operate a nursing home, retirement home, home for the aged or facility registered under the State of Pennsylvania or similar acts in another state.

4. SERVICES & FEES

The following services are included in the monthly fee for apartments and Garden Homes:

- Interior and exterior maintenance
- Ground maintenance, trash removal, snow removal
- Utilities (except Garden Homes)
- Housekeeping (only for apartment home residents under contract for this service)
- Flat Laundry Service, i.e., bedding and towels (only for apartment home residents under contract for this service)
- Dining (only for apartment home residents under contract for this service)
- 24-hour security services; 24-hour in-home Emergency System
- Parking (cost for underground parking not included)
- Use of all campus outdoor areas
- Use of private meeting rooms and entertainment areas
- Access to campus amenities, social and recreational programs
- Wellness programming
- Scheduled transportation
- Move-in assistance

The following services are available for an extra charge:

- Meal/dining services for residents and guests
- Flat linen/laundry services
- Catering services
- Hair salon
- Massage Therapy
- Additional housekeeping services
- Additional maintenance services
- Unscheduled transportation
- Garage Parking for apartment home residents (included for Garden Homes)
- Satellite Television and Internet Service
- Home health, rehabilitation and personal care services
- *Asbury Home Services*, Personal Care Attendant and Catered Living

The cost of residence in the ForestView Healthcare Center or OakView Personal Care is not included in the monthly fee for apartments and Garden Homes. See **Exhibit B** for a list of those costs and ancillary fees.

Description of Fees

Springhill offers three entry fee options: (1) 50 percent refundable entrance fee (apartments only) (2) 90 percent refundable entrance fee (Garden Homes only) and (3) standard entrance fee (apartments only). The standard fee option is lower in cost than the refundable fee options. The standard entrance fee amortizes over the first 60 months of residency. After 60 months, there is no refundable portion of the standard entrance fee remaining. The 50 and 90 percent refundable entrance fee options return 50 and 90 percent, based upon the amount paid by the resident. Refundable entrance fees are paid when Springhill receives an entrance fee from a successor resident for the vacated unit and the vacating resident no longer resides in any accommodation at Springhill. Please see the Residency Agreement for additional details regarding Entrance Fee refunds.

Type of Fee	Entrance Fee	Monthly Fee	Ancillary Fees
Frequency of Payment	Paid once upon entrance to community	Paid Monthly	Paid Monthly
Other Info	Includes refundable* and standard entrance fee options. Amount depends upon fee option and unit type/size.	Covers cost of unit and other services (see previous page).	Covers cost of additional products and services that are not covered in the Monthly Fee (see previous page).
* According to terms and conditions of the Residency Agreement.			

In addition to the entrance fee, residents pay a monthly fee, depending upon the size and type of unit, as well as an ancillary fee for products and services not included in the monthly fee. A listing of current residential living fees is located in **Exhibit B** and the historical monthly fees by unit are located in **Exhibit C**.

Use of Fees

All fees paid by residents to Asbury Atlantic may be used by Asbury Atlantic for any legal purpose, including the payment of debt (principal and interest), the payment of management fees to Asbury Communities (to be used by Asbury Communities for any purpose in keeping with its mission, vision and tax exempt charitable purpose), the transfer of funds to Asbury Communities (to be used by Asbury Communities for

Fee for Service CCRC

Springhill is a *Type C*, fee for service continuing care retirement community. A resident who has paid an entrance fee is referred to as a *Continuing Care "Subscriber."* Subscribers pay a reduced per diem fee if they need OakView Personal Care or ForestView Health Care Center services. These residents receive priority admission for services. Residents who do not pay an entrance fee ("Non-Subscribers") and move directly to OakView or to ForestView pay the standard per diem fees. All residents are eligible for benevolent care support if they exhaust their financial resources through no fault of their own.

any purpose in keeping with its mission, vision and tax exempt charitable purpose), the expansion of services on the Springhill campus or through the purchase or construction of a CCRC or other business or entity serving the organization's mission and tax exempt purpose, the creation of a new line of business serving the organization's mission and tax exempt purpose, and/or any other purpose.

Benevolent Care



A significant part of the organization's charitable mission is to ensure that residents who have outlived their resources through no fault of their own are able to continue to reside at Springhill. This means that residents who have conserved resources will be eligible to apply for and receive benevolent care support, as long as the provision of such support does not impair the ability of the organization to operate on a sound financial basis and maintain the facilities and services for other residents at Springhill.

The Asbury Foundation, a 501 (c)(3) not-for-profit organization, actively seeks donations for benevolent care, including a special endowment fund, to offset the costs of providing this support.

5. FINANCIAL STRENGTH & STEWARDSHIP

*The financial statements for the year ending December 31, 2022, and 2021 for Asbury Atlantic, Inc. as audited by CliftonLarsonAllen LLP, a qualified independent certified public accountant who has not entered into indemnity clauses, which are prohibited in 31 Pa. Code §147.6(b)(4). Financial Statements are located at **Exhibit D**.*

Pennsylvania Obligated Group

Springhill does not have any individual long term debt. Instead, all of its long term debt is part of the Pennsylvania Obligated Group. The Pennsylvania Obligated Group is comprised of Asbury Atlantic, Inc. (Bethany Village and Springhill property only). Both are jointly and individually responsible for the total long term debt related to Bethany Village and Springhill. For financial statement purpose, the long term debt for liability of principle and interest is allocated to the respective community for which the debt was incurred. Since the inception of the Pennsylvania Obligated Group, there has never been a time that either Bethany Village or Springhill have been unable to pay their share of the debt of the Pennsylvania Obligated Group.

Being part of the Pennsylvania Obligated Group enables each continuing care retirement community to obtain the capital funds it requires at a lower interest rate than it could if it were to borrow the funds individually.

Asbury Communities, Inc. is not a member of the Pennsylvania Obligated Group. However, Asbury Communities, Inc. has contractual obligations to maintain specific liquidity levels and to provide financial support to the Pennsylvania Obligated Group under certain circumstances. Asbury Communities, Inc. also has contractual obligations to maintain specific liquidity levels and to provide financial support to a separate Maryland Obligated Group under certain circumstances.

Long Term Financing

Currently, the Pennsylvania Obligated Group is responsible for a total long-term debt of \$104,374,924, which is allocated into the following three separate tax-exempt bond issuances.

Bond Series	Type	Maturity Date	Principle Outstanding (as of 12/31/2022)
2019 PA Bonds	Fixed Rate Revenue Bonds	2020-2045	54,970,000
2021A PA Bonds	Fixed Rate Revenue Bonds	2034-2041	27,235,000
2021B PA Bonds	Variable Rate Revenue Bonds	2022-2034	19,255,000
2022A PA Bonds	Variable Rate Revenue Bonds	2025-2037	2,914,924

Operating Reserves

Bethany Village is committed to building financial reserves to support the mission and provide capital for future programs and facility renovations/expansions. Although not needed for the operation of its facility or provision of services, Bethany Village had \$5,883,071 in financial reserves as of December 31, 2022, which may be used for renewal and replacement of facilities or other purposes.

Springhill is committed to building financial reserves to support the mission and provide capital for future programs and facility renovations/expansions. Although not needed for the operation of its facility or provision of services, Springhill had \$348,614 in financial reserves as of December 31, 2022, which may be used for renewal and replacement of facilities or other purposes.

Management of Investments

All investment funds are managed pursuant to Investment Guidelines established by the System Audit & Finance/Investment Committee which meets quarterly, recommend the selection and oversee the performance of the investment managers. At each quarterly meeting, fund performance for the various funds is reported upon, and as necessary, the Investment Guidelines are changed to meet the needs of

the organizational investment structure. The Committee is populated by well-qualified Directors and are supported by the organization's Chief Financial Officer and Vice President & Controller. Further, the Committee engage third party consultants as advisors of its investment portfolio; the advisors provide quarterly reports during the Committee's meetings, make investments recommendation based on the Investment guidelines and are available to answer questions.

EXHIBIT A

ASBURY ATLANTIC, INC. BOARD OF DIRECTORS 2023

DIRECTORS (3-9)		Overlap Boards & Committees
Jeffrey Ernico, Chair		Asbury Communities, Inc.
Efonda Sproles, Vice Chair		Asbury Communities, Inc.
Rich Shuman		Asbury Communities, Inc., Asbury Place, Inc.
Barbara Harbison *(AMV)		
Todd Andrews		
<i>* Resident Board Members</i>		
<i>AATL Directors are elected by Asbury Communities, Inc. Board of Directors and serve until successor has been elected. No defined term or term limit.</i>		

OFFICERS
Todd Andrews, President
Andrew Joseph, Secretary
Andrew Jeanneret, Treasurer

EXHIBIT A-2

SPRINGHILL

ADVISORY COMMITTEE

2022-2023

Advisory Committee

Christine Hall McClure, Chair

Robert J. Heibel, Vice Chair

Rev. J.R. Wagner

John R. Weber

George H. Willis, P.E.

M. Roy Strausbaugh*

Maria Comstock

Kevin E. Moore

Aaron Praetzel

**Resident*

EXHIBIT B

RESIDENTIAL, PERSONAL CARE AND HEALTH CARE FEES

EXHIBIT C

RESIDENTIAL FEE HISTORY

RESIDENTIAL LIVING MONTHLY SERVICE FEE

	1/1/18	1/1/19	1/1/20	1/1/21	1/1/22	1/1/23	Average Annual Increase (Decrease)
THE HAWTHORNE	2095	2137	2222	2289	2415	2611	103
THE JUNIPER	2276	2322	2415	2487	2624	2838	112
THE LAUREL	2921	2979	3098	3191	3367	3641	144
THE MAGNOLIA	3424	3492	3632	3741	3947	4268	169
THE MAPLE	3500	3500	3640	3749	3995	4278	158
THE OAK	4246	4331	5632	4639	4894	5293	209
GARDEN HOME	2142	2185	2272	2340	2469	2670	106
Apartment Homes Second Person Fee	318	324	337	347	366	396	78
Garden Homes Second Person Fee	N/A	N/A	N/A	N/A	N/A	N/A	N/A

*The monthly fee first for the Juniper and then for all apartment styles was decreased when the Residency Agreement went from a bundled to an unbundled contract. This change began on January 1, 2010 and was adopted for all additional one bedroom apartments in December, 2012 and for all two bedroom apartments in February, 2015. All apartment entrance fee options are either (1) a standard entrance fee contract or (2) a 50 percent refundable contract. These two entrance fee options replaced the former 90 percent and 100% entrance fee refundable options. Changes in monthly service fees and the introduction of various entrance fee contract models that were initially introduced for the one bedroom floor plans gradually became the standard for all apartment styles. This change was in response to market preferences for more choice and optional services at a lower monthly fee.

Beginning in March, 2020, the 100% refundable entrance fee option was discontinued. Garden Home entrance fees are now 90% refundable.

EXHIBIT D

ASBURY ATLANTIC, INC. AUDITED FINANCIAL STATEMENTS

EXHIBIT E

IRS DETERMINATION LETTER