

Brooksby Village

2008

Annual Report

BROOKSBY VILLAGE

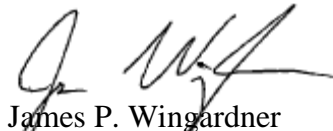
May 21, 2009

Dear Brooksby Village Residents:


We are very pleased to present this Annual Report to the residents of Brooksby Village. As part of our overall cost containment during these challenging economic times we have chosen to scale back the color, glossy annual report of last year. Nonetheless, this Report again includes a review of our community's activities and financial summary for 2008, goals and challenges for 2009, and important information regarding your Board of Directors.

Thank you to the residents of Brooksby Village for contributing your gifts to make Brooksby Village a great place to live. In particular, we would like to thank the members of your Residents Advisory Council (RAC) for their hard work, candid feedback and thoughtful advice. The excellent feedback from the RAC helps Brooksby Village management to focus on what is most important to you, the residents. We also want to thank Brooksby Village's terrific staff members, who are committed to fulfilling the Brooksby Village mission every day.

We hope you will attend the annual meeting on Thursday, May 28th at 1:00 p.m. in the McIntosh Clubhouse to meet the Brooksby Village Board of Directors and ask any questions you may have. Thank you for the trust you have given us by choosing Brooksby Village as your home.



James P. Wingardner
Executive Director



Mary Helen Lorenz
Chair of the Board

Table of Contents

Mission	4
2008: In Review	5
2009: Looking Forward	12
Your Management Team	14
Your Resident Advisory Council	17
Organization and Governance	21
Your Board of Directors	26
2008 Financial Summary	29

MISSION STATEMENT

**SHARING OUR GIFTS TO CREATE COMMUNITIES THAT
CELEBRATE LIFE**

The Board of Directors of National Senior Campuses, Inc. and its supported communities are committed to achieving the mission by:

- 1. Promoting an active quality of life for seniors**
 - Creating large scale retirement campuses to promote activity and healthy living
 - Providing a Resident centered service culture
 - Encouraging Resident run activities with professional support

- 2. Achieving excellence in services and programs**
 - Exercising its authority in services, programs, fees, facilities and financing
 - Embracing compliance, ethics, and integrity
 - Overseeing services and programs personally and in meetings with Residents Advisory Council
 - Taking a long-term view of fiduciary responsibility

- 3. Insuring Affordability to middle income seniors**
 - Focusing on the long term viability of the community for current and future residents
 - Using financing strategies to lower the cost of capital
 - Qualifying for exemption from federal and state income tax
 - Obtaining property tax reductions from community governments
 - Accumulating net income to further the mission
 - Maintaining a policy for 100% refundable entrance deposit
 - Offering fee-for-service health care

- 4. Making a life care commitment**
 - To the extent feasible, ensuring that no resident should ever have to leave a community as a result of financial inability to pay for the cost of their care
 - Encouraging fundraising efforts in support of Benevolent Care

- 5. Fostering Growth**
 - Committing to making this lifestyle available to an increasing number of seniors
 - Increasing efforts to achieve affordability
 - Developing new communities in current markets
 - Developing communities in new markets

2008: In Review

Community Profile

In 2008, Brooksby Village continued to build upon its strong reputation as a place of fun, family and community. Brooksby's Board of Directors exercised the Purchase Option in June of 2008 and marked the community's maturation to a fully developed and stable community concluding the year with 1,861 people who call Brooksby Village home. At the end of the year Brooksby Village had 904 employees; 260 were part-time student servers working in the restaurants, bistro and café.

Brooksby Village settled 97 apartment homes, all re-sales, which was 7% of the 1352 independent living apartments. Total settlements were 25% less than the previous year primarily because of the lack of inventory to sell. In a down market, Brooksby Village was able to maintain 99.25% occupancy in 2008. In the second half of 2008 Brooksby began to implement Erickson Realty and Moving Services (ERMS), where a Personal Move Consultant worked directly with prospective residents in their homes to help them stage and sell. The ERMS program helped to maintain very strong performance with the average number of days on market of 73 days, which was consistent over 2007 and 2008.

Summary of 2008 Financial Results

The Brooksby Village operating revenue exceeded total operating expenses by \$2,334,752 in 2008 which was a negative variance to the business plan of \$452,130. The community did show strong performance in revenues in independent living and expenses controls. The pace of independent apartment re-sales remained strong despite the challenging home market. However, the Renaissance Gardens experienced lower than projected occupancies in both the skilled nursing and assisted care centers.

At the end of this report, you will find a Summary Financial Statement which includes the 2008 results. Further, the complete 2008 Audited Financial Statements will be made available to you upon request from the Executive Director's office

Resident Satisfaction

Brooksby Village conducted its annual Resident Satisfaction Survey in the late fall. Brooksby Village's performance in 2008 was very positive with significant improvement in 14 of 58 elements and scoring significantly above the Holleran benchmark in 11 elements.

	2008 Results	2007 Results	2006 Results
Overall Satisfaction	86.28%	86.6%	83.8%
Dining Satisfaction	82.5%	85.0%	79.7%
Would You Recommend Brooksby Village?	94.8%	95.0%	93.1%

During the year there were a number of improvement initiatives that were implemented based on resident suggestions.

- The RAC Medical liaison has partnered with our Practice Manager and Medical Director to facilitate participation in the electronic system which will smooth the transition between the acute hospital setting and follow-up care.
- The RAC developed and led a three-hour phone-a-thon on TV9 in support of the annual Staff Appreciation Fund drive.
- The RAC sub-committee on energy and conservation continues to promote the “greening” of the Erickson lifestyle through various cost-savings and recycling efforts.

Community Highlights and Initiatives

General Services

General Services had a very busy 2008 starting with the life cycle renovation of the Town Center that improved the look and feel of our busiest clubhouse. We continued our focus on energy conservation and savings throughout the campus. New console units were installed in the link between the Town Center and Kingsbury neighborhoods which effectively manage the heating and cooling needs of this difficult area at a 40% savings. Motion sensors to monitor lighting were installed in many large areas of the campus to help minimize unnecessary lighting when not in use. Behind the scenes, the installation of load shedding devices in the Kingsbury neighborhood now allow us to manage our electrical consumption in peak time periods, which effectively lowers our rate. We continue to look for opportunities to invest in these projects that provide a positive return on investment.

The grounds at Brooksby Village continue to be a source of pride for both our residents and staff. In 2008 we continued the pond eutrophication work that we started in 2007 by installing additional fountains. This improved the aesthetics and cleanliness of the water.

The contract for grounds management was put out to bid in 2008, and after a lengthy review process, JC Landscaping was selected. This company has extensive experience in the area and promises to be a strong business partner.

Dining Services

In July 2008, the Greentree Market “Creation Station” made its entrance into Brooksby’s Greentree Café by offering new and fun options during lunch service. The addition of a second hot food line during the evening shift also helped to reduce and in most cases remove any wait to partake of café evening service. Renaissance Gardens held a “Gone with the Winter Party” that celebrated traditional southern foods and southern style dress in a whimsical wishing away of the long, cold winter; also, the “Dinner with the Administrator” events where staff and resident family members dine together while speaking about Renaissance Gardens was implemented with much success. A pilot program for “Hot and Fresh Carry Out” in McIntosh Clubhouse was approved in 2008 and slated for implementation with much anticipation for 2009. To improve the dining experience a half wall partition was installed into the Kingsbury Clubhouse lounge that lent privacy to both those dining in the Cider House Pub and to residents enjoying entertainment in the lounge. A resident focus group was established to meet with dining services managers to critique menu variety across campus and provide opportunity to continuously improve.

Resident Life

Brooksby Village residents continue to be tremendously involved in the life of the community volunteering more than 10,000 hour’s, exceeding the 2008 goal. Tom Cook, Volunteer Coordinator, now produces and hosts a live TV9 show on volunteer opportunities on and off campus. Tom also introduced Brooksby Village’s first Volunteer Scholarship.

2008 saw a focused emphasis on wellness with the introduction of the Fall Intervention Team (FIT). The team is responsible for presenting monthly lectures, reviewing Fall Proof Programs and assessing statistics surrounding falls in Independent Living to develop a plan to reduce them. TV9 developed daily fitness programming and in May Senior Fitness Day was celebrated with morning fitness walks, shuffleboard, aqua golf, “Racing Against the Clock” and a Wellness Expo with over 15 exhibits.

Our Channel 9 received the Telly Award from the National Broadcasting Association, a significant recognition for local broadcasting excellence. The department increased the number of live shows to 17 per month and featured off campus programs with residents and staff visiting Fenway Park and the Peabody Essex Museum Wedding exhibit. Further, the TV9 staff and volunteers mentored two interns in 2008 emphasizing career opportunities and life-long learning.

Pastoral Ministries continues to support a vibrant and well integrated multid denominational resident group. The chapel was enhanced to include the installation of projectors, two large screens and microphones. Our first televised sermon was celebrated with rave reviews from residents. Karen Lubic, an intern from Boston University, joined Brooksby to enhance and study Workplace Chaplaincy. A Unitarian Universalist group was formed by 25 residents providing educational presentations and worship services.

Ending 2008, there were nearly 120 resident-driven groups and an average of 745 opportunities for activities per month.

Philanthropy Activities

The Philanthropy Department filled its staff complement in 2008 with a Director and a Manager dedicated to charitable efforts and planned giving to the Benevolent Care and Scholars’ Funds. Brooksby residents exceeded expectations by pledging \$1.2 million in planned gifts in 2008. There were many opportunities for awareness that included a reception posthumously honoring a resident who left their entire Entrance Deposit to the Benevolent Care Fund, a monthly Philanthropy Show "Brooksby Cares... Sharing our Time, Talents, and Treasures", a Benevolent Care Fund fact sheet distributed to all residents, and monthly articles in the resident newsletter highlighting donors and events.

2008 marked the inaugural year of our “Planned Giving Society” and “The Egret Legacy Society.” Founding members were presented with egret lapel pins by community Board members at a Kick-off reception for the Benevolent Care Fund Annual Appeal. We extend a hearty thanks to the Brooksby Egret Legacy Founding members: Anne Weddleton, Phyllis and Ed Papski, Walter and Kay Ross, Margie Gosse, Betsy O'Brien, Miriam Lasher, Pat King, Lois Anderson, Rhoda Barker, Dan Ruggles, Bridget Dionis and Ed and Jodi Jacobus.

The Scholars’ Fund drive exceeded the target with donations totaling \$124,824 in support of our student employees' educational goals. More importantly, we increased resident participation from 48% in 2007 to 56% in 2008.

The Benevolent Care Fund subsidized the cost of care to 13 residents in 2008, for a total disbursement of \$919,349. Cash donations of \$170,422 were raised through the charity Gala, "Gold for Good" Drive, resident clubs, employee giving and memorial donations.

The following is a summary of activity in 2008 for these funds:

	Benevolent Care Fund	Scholars’ Fund
2008 Beginning Balance	\$901,515	\$197,486
Funds Raised, 2008	\$170,422	\$124,824
Funds Expended, 2008	\$952,561	\$69,115
2008 Ending Balance	\$218,929	\$260,345
Resident Participation	62%	59%

In 2008, the National Senior Campuses, Inc. (NSC) Board formalized the creation of a separate Investment Committee of NSC to assist the Brooksby Village Board in closely monitoring the Restricted Funds (charitable funds) collected from each Community’s residents. The Investment Committee’s chosen objective is for these funds to provide current income and a relatively stable market value (a Fixed-Income portfolio approach). The Restricted Funds portfolio performed extremely well considering the volatile market fluctuations throughout the last

three quarters of 2008. The returns earned on the portfolio amounted to **3.63%** (net of fees) for 2008. The portfolio mix at year-end was as follows, and it will continue to be monitored on a monthly, quarterly and annual basis:

Cash	60.70%
Fixed Income	39.30%
Corporate	28.20 %
US Government	11.08 %
Other	.02 %

Community Outreach

Brooksby Village staff and residents generously supported area charities and organizations in 2008 with both financial resources and volunteers. Members of the Brooksby executive team are very involved in the community serving on the boards of the North Shore Community College and the Melrose Rotary Club; Erickson Communities supports these efforts financially and has donated \$2500 to these groups. Close to \$5000 was received by dozens of our employees' favorite charities through the employee matching gift program as over 40 employees participated in this giving program.

Generous donations, totaling over \$10,000, were given by Brooksby Village to Haven from Hunger, Stoneham Theatre, American Heart Association, Alzheimer's Association, Special Olympics, Operation Troop Support, Northeast Animal Shelter and the Society for the Prevention of Cruelty to Children.

In addition, staff members were very busy participating in the Alzheimer's Association Memory Walk, the Easter Seals Charity Volleyball Tournament and manning telephones for the national public radio station fundraising telethon.

Renaissance Gardens (RG)

The units in Evergreen Terrace were settled in 2008, significantly marking the completion of community development. Evergreen Terrace houses 64 Assisted Care apartments. In response to the growing need for Assisted Care based dementia care Phase I of the "Plus" program opened in the fourth quarter. This neighborhood is predicated upon a household model of care and provides up to 14 hours of programming each day.

The Outpatient Therapy department started a "Low Vision" program to provide additional options to residents who could benefit from rehabilitation services while living in independently. In a collaborative effort with MassPro, our Quality Improvement Organization, the care team focused on delivering the latest in proven care to heal pressure ulcers, which are measured against state and national averages. Pastoral Ministries spearheaded establishing a Prayer Garden in the enclosed courtyard as an area of multi-faith observation by incorporating symbols from a variety of religions. In the fall all new assisted and long-term care residents were presented with a prayer shawl that was knitted by our residents in

independent living in our third annual event. In October the second “RG Gala” was held as a pre-cursor to the larger community Gala event, benefiting the Benevolent Care Fund, in order to provide our RG residents the opportunity to experience the event in their home.

The quarterly “Dinner with the Administrator”, evenings to solicit feedback from resident families, share operational changes, and discuss new ideas under consideration, was launched early in the year and was well received.

Diversity

During 2008, the National Senior Campuses, Inc. Board of Directors chartered a diversity and inclusion committee to work with Erickson Management focusing on a long term strategy promoting a culture of diversity and inclusion. Erickson Management empowered a Diversity and Inclusion Council to develop an enterprise strategy focused on defining an inclusion strategy that leveraged diversity, creating an environment where residents, staff and management felt heard and supported. The strategy capitalizes on the value of a diverse management team, staff complement and resident population. Our focus has been on establishing diversity and inclusion as key values. While we will not achieve success overnight, we view this strategy as a business imperative given the changes in the American workforce. Success with this strategy will help position Erickson to compete for the best talent and thereby continue to provide top quality services to our residents.

Brooksby Village has engaged in activities to enhance community diversity and inclusion efforts including the following:

- During February, Diversity Month, Brooksby organized a five day film festival, and a Spanish Dance Demonstration. Resident Services presented the "Get-To-Know Me Gallery" exhibit of resident and staff life storyboards.
- Through a grant program we teach “English as a Second Language” to community staff where English is not their primary language. We currently have 40 staff enrolled in the program that runs over a period of 36 weeks.
- We work cooperatively to support disabled adults with work programs through North Shore ARC.
- Advertisements are strategically placed in minority publications in our area and the larger Boston market to increase awareness of what we offer.

“Green” Initiatives

The residents, board and management, together, have been good stewards of the community’s natural resources through our business conduct in areas of energy management, community initiatives, design, development and construction. As an enterprise, we are committed to becoming more aware of how we can “go greener” and we will take action, where we can, to initiate change within the enterprise to reduce our carbon footprint and minimize the effects of global warming. This process will be evolutionary and iterative.

The purposes for “going green” are to support the reduction of our carbon footprint which equates into the reduction of our overall carbon emissions. This will minimize our impact on global warming. We also want to be good stewards of our resident resources by developing energy efficient communities that require less direct utility cost. This in turn supports our financial/business objectives to provide affordable retirement living and services to our residents.

Brooksby Village has focused on the following in the past year:

- Gradually, community vehicle purchases will shift to more gas efficient/environmentally friendly option (hybrid and bio-diesel or natural gas where possible).
- Housekeeping has been working with JRM Waste Management to develop a more comprehensive department and employee recycling plan.
- Housekeeping and cleaning supplies used throughout the campus will be evaluated for replacement by environmentally friendly choices.
- Community Building Energy Audits & Lighting Reviews will be regularly conducted as well as installing light sensors to turn-off lights when group areas are not populated.
- The General Services team is developing an Integrated Pest Management program using “Green” chemicals.
- In 2009, Dining Services will roll out a “green” re-usable take-out container option which will make inroads to minimizing container waste.

Erickson Advantage

The Erickson Advantage (EA) Medicare Advantage plan at Brooksby Village has continued to meet its annual enrollment target and has a current enrollment of approximately 250 residents. The Member Service Representative and Nurse Care Coordinator are located in the Medical Center providing ease of access for the members. This unique member service feature was again acknowledged with a “Completely or Very Satisfied” score of 91% in the annual member survey. The plan also had an outstanding 91% of members who responded as being “Completely or Very Satisfied,” and over 94% who believed that “EA is a health plan that cares about their members.” In 2009, Worldwide Emergency Coverage was added as a benefit.

Resident Accomplishments and Highlights

The Resident Advisory Council (RAC) held its seventh election for members and officers for 2009/2010. The following were elected: Emile Beauchamp and Joan Smith from the Kingsbury neighborhood; Lois Anderson, Gordon Borek, Phillip Herrick, Margaret Hunt, Phyllis Ledrew, Sonia Sternberger, Dick Thornburg and Bill Whiston from the McIntosh neighborhood; and Richard Moore from the Towne Centre neighborhood. We are grateful for the tremendous contributions of outgoing RAC members Benjamin Benson, Robert Means, Joan Pappalardo, Walter Ross, and Loretta Tenaglia.

The Brooksby residents continue to promote and create an active and vibrant lifestyle. Some resident-driven programs of note are listed below:

- On Veteran's Day Brooksby celebrated our veterans with a flag raising ceremony to dedicate the new flag pole. Over 200 residents, staff and veterans were in attendance.
- Johnny Pesky visited Brooksby for a Red Sox day celebration where he signed his book and memorabilia to benefit his favorite charity, the Jimmy Fund.
- The Brooksby Follies presented their variety show including tap dancing, duets and ensemble performances to four sold out performances. There were performances by the Brooksby Gentlemen, The Brooksby Singers, the Brooksby Ringers and a special impromptu visit by a Toronto Canada touring High School Band. The proceeds went to the Staff Appreciation Fund.
- Concerned Citizens sponsored former Attorney General Scott Hershberger at Brooksby to speak on Capital Punishment.
- "Operation Troop Support" donations were provided by 250 residents who wrapped and mailed 3,855 packages and over 1,500 holiday cards to our troops serving in the Middle East.
- Theatre at the Pond (TAP) produced two one act plays which were put to music this year: "The Scheme of the Shiftless Drifter" and "The Phony Physician". The performances to four sold-out audiences were well received.

Staff Accomplishments and Highlights

Brooksby Village continues to be an employer of choice not only on the North Shore but also across Massachusetts. In 2008 Brooksby Village was recognized as one of the Top 100 Places to Work in Massachusetts. Brooksby was rated 27th overall in Massachusetts, and 7th amongst the Top 25 Large Workplaces. In 2008 we continued to show positive trends with regards to the Employee Satisfaction results. Employee Overall Satisfaction was at 86%, and 87% of our employees would recommend Brooksby as a great place to work. We hired 314 employees in 2008 for a total staff force of 898 employees. We also ended the year with a retention rate of 74.31%.

2009: Looking Forward

Areas of Focus

Dealing with these economic times tests us all in new ways to be good stewards and we work to stay affordable to middle class seniors.

- To meet settlement goals, we will continue various initiatives designed to incent and facilitate the move to Brooksby for new residents.
- To ensure superior resident care, we continue our focus in meeting established benchmarks for all quality measurements in our Renaissance Gardens.

- To strengthen cash management and build cash reserves, we continue to focus on reducing expenditures.
- We will continue to enhance opportunities to improve the ‘greening’ of our campus.
- We will continue to facilitate resident led groups and activities on campus and community outreach and volunteerism off campus to keep Brooksby Village a vibrant and engaging community.
- We will continue to evaluate cost saving and staff deployment models to accurately reflect the needs of the Brooksby campus size of 1352 units.

Financial Plans

The economic times and challenges have been cause for a sharp, continued focus on market conditions and our business plan. As a result, Brooksby experienced a reduction in force in the first quarter of 2009. Management will continually evaluate the effectiveness and assignment of resources to ensure that there are no service gaps to the customers. This has been thoughtfully and deliberately approached in our 2009 plan while focusing on the continued high level of service and programming.

The Board of Directors annually approves the delivery of community services, programs and operations, and adopts a resident fee schedule, through approval of the community business plan or Budget. The Budget is formulated by Management during the fall of each year and approved by the Board on or before December 1 for the ensuing calendar year. Management’s proposed budget to the Board takes into consideration suggestions from the community RAC and attempts to attain spending levels that meet the Board’s standards for community quality of life while maintaining affordability to the residents. In approving each annual Budget the Board seeks to provide a viable annual financial plan that is premised upon sustaining long term financial stability.

Campus Development

Our capital strategy for 2009 will focus on the upkeep of the community as well as continued focus on energy saving initiatives. Our lifecycle renovation program will continue with work scheduled for the interior of the original Renaissance Gardens building. Exterior work is planned for parts of the first two neighborhoods as well as some of the roadwork and parking areas of the campus. Energy saving projects, such as replacement of the heating/cooling consoles in the link between the Kingsbury and McIntosh neighborhoods will be completed throughout the year.

Programs and Initiatives to Maintain Service, Culture, Mission and Values

We have a number of goals related to resident satisfaction, employee satisfaction, and financial performance in 2009. While our goals may evolve during the year

based on emerging priorities, some of the goals that are relevant to residents at Brooksby Village are as follows:

- This year our Human Resources Department will offer a host of training classes to staff to enhance their skills in service delivery.
- Dining Services will continue to measure the success of the meal choices served for desirability, quality of delivery and presentation.
- Therapy services will embark upon a pilot program streamlining the menu of services provided through the continuum of Outpatient and skilled services, Certified Home Health and the strengthening and maintenance programs available through the Wellness (Fitness) Center.
- We will enhance initiatives to convey timely and appropriate information to residents.
- The campus aesthetics will remain fresh by maintaining focus on repairs and general upkeep of buildings through monthly building walkthroughs, to more effectively manage the community resources.
- With a full complement of providers in place in the Medical Center, efforts will continue to increase resident participation. We will continue to offer educational forums promoting the value of receiving physician services on-site.

Executive Management Team

Jim Wingardner, Executive Director: Jim Wingardner joined the Erickson team in 2006 as Linden Ponds as the Associate Executive Director and moved to Brooksby later that year as the Executive Director. He is responsible for the overall operations of the community. Jim brings over 14 years of experience in managing CCRC's in Massachusetts. Prior to Erickson, Jim served as the opening Executive Director of Lasell Village. Prior to Lasell, Jim served as the Director of Operations of Fox Hill Village for four years.

Jim also worked in the hospitality industry for 17 years which including managing 10 hotels from Maine to Paradise Island the Bahamas.

Jim has a Master's of Science in Elder Care Management from Lasell College and his undergraduate degree from Southern New Hampshire University in Hotel/ Restaurant Management. Jim also serves as an adjunct professor at Lasell College where he facilitates both undergraduate and graduate courses.

Beth Eichfeld, Associate Executive Director: Beth Eichfeld joined the Brooksby team in 2006. She holds a Bachelor of Arts degree in Social Studies and a License in Health Care Administration. She has held progressive levels of management in her 20+ years of experience in the senior services field varying from Social Worker, Senior Director of Admissions/Sales and Marketing, and Health Care Administrator in Skilled Nursing and Assisted Living. Many of the

focuses in her career have been on project development, staff development, and construction and start-up.

Beth has been very active with the Delaware Valley Chapter of the Alzheimer's Association both as a volunteer and as a member of the Board of Directors. She has chaired a number of the Memory Walks – the largest annual fund raiser benefiting the Alzheimer's Association. She has served as a member of their Speaker's Bureau – speaking to care givers, clergy, and the business environment to educate and raise awareness.

John DeCecca, Director of Sales: John joined the Brooksby team in 2002. John holds a Bachelor of Arts in Health Care Administration from Stonehill College in North Easton, Massachusetts. John brings to Brooksby over 10 years experience in the retirement living industry. Prior to working at Brooksby Village, John was the Marketing Director and later the Executive Director of the Landmark at OceanView, an assisted living facility in Beverly. John's wealth of experience in sales, marketing and customer service has had a positive impact at Brooksby Village.

Charleen Frost, Director of Dining Services: Charleen joined the Brooksby team in 2004. She is a graduate of Salem State College and holds a degree in Dietetic Technology from Essex Agricultural and Technical Institute. She is currently completing a master's degree in science from Southern New Hampshire University. With a life-long focus in food service, Charleen spent many years running the purchasing department of a biotechnology company which specialized in food safety diagnostic testing. Charleen is a certified Food Management Practitioner and is a member of the board of Nutritional Science Dietetic Technology for North Shore Community College. Charleen resides in Peabody, Massachusetts.

Michael Francis, Director of Finance & General Services: Mike joined Brooksby Village in November 2004. After graduating from Boston College, Mike spent 18 years in the hotel industry including 14 years with Marriott. Mike's Marriott career included Controller positions at the Hanover Marriott in New Jersey, the Burlington Marriott in Massachusetts and the New York Marriott Marquis in Times Square. Most recently, he was the CFO of a Seafood Importing company in South Boston. Mike lives in Andover with his wife Sally and daughters Catie and Caroline.

Helen Lanagan, Director of Resident Life: Helen joined the Brooksby team in 2005. Over her 25+ years in health care, Ms Lanagan has worked in various settings including nursing home, rehabilitation, mental health, home care and staff training and education. She has served as CEO/Director of REW Home Health, Blaine School of Cosmetology and North Metropolitan Agency. She started her career after graduating from Lynn Hospital School of Nursing and later secured a Bachelors degree in Nursing from Atlantic Union College and a Masters in Health Care Management from Lesley University. She has served as President of the Winthrop and Revere Chamber of Commerce, Board of Directors for the Home Health Association of Massachusetts, and Chelsea Revere Winthrop Home Care

Organization. She led The Community Family Adult Day Care program as President of the Board and served as the Chair of the Board for the Winthrop Federal Credit Union.

Beth McNelis, Director of Philanthropy: Beth joined Brooksby Village in July of 2007. She comes with a varied background in event planning, relationship building, and marketing and spent the last ten years serving as the Chamber of Commerce Executive Director in her hometown of Melrose, MA. Beth graduated from Denison University with a B.A. in Chinese Studies. She is active with the Melrose Rotary Club and serves on the Board of Directors of the Melrose Cooperative Bank. Beth lives in Melrose with her husband Brian and their three children, Kiera, Kristin, and Patrick.

Mary Naughton, Director of Human Resources: Mary began her employment with Brooksby Village as a Human Resources Manager in 2002; two years later she was promoted to the Director of Human Resources. She has over 12 years of Human Resources experience. Mary graduated from Stonehill College with her B.A. in Education. While attending Stonehill College Mary was a NCAA All-American in women's basketball.

Dr. Leslie Rigali, Medical Director: Dr. Rigali joined the Brooksby team in 2006. She has over ten years of experience in primary care and geriatric medicine and has served as a nursing home medical director at Quincy Rehabilitation and Nursing Home as well as a hospice medical director. She is board certified in internal medicine and osteopathy.

D. Philip Shockley, Director of Renaissance Gardens/Administrator: D. Philip Shockley joined the Erickson team in 2004. He currently holds the position of Administrator of Extended Care at Renaissance Gardens. He assumed this position in February of 2009. Previously, he served as an Administrator in Training from November 2007 through January 2009. He completed his training and received his Massachusetts Nursing Home Administrators license in January 2009. Prior to his transfer to Brooksby, he worked for the Information Technology Department in Erickson's Corporate Office. He began as a Systems Analyst and was then promoted to Project Manager. The focus of his work was on expanding the use of the Electronic Medical Record (EMR) system within Renaissance Gardens. Phil holds a Bachelor of Science in Information Systems and a Bachelor of Arts in Political Science from the University of Maryland, Baltimore County. He will receive his Masters Degree in Public Policy from his alma mater this fall.

Your Resident Advisory Council

(elected as of May 1, 2009)

Richard A. (Dick) Thornburg - Chair

Originally from Chicago, Illinois, Dick attended and graduated high school in Rhode Island and returned to the Midwest to graduate from DePauw University. Continuing his travel he pursued his theological studies in New York City. He also holds two honorary doctorates.

He has been married to his wife, Joyce, for 57 years and together they have two sons, four grandchildren and four great-grandchildren. He served as Pastor to nine United Methodist churches from 1949 – 1994. Six years of that time he functioned as the District Superintendent overseeing 46 churches. Dick has also volunteered as a Police Commissioner, founder of Senior Services Coordinating Council and founder of a non-profit counseling center. In addition to serving as the RAC chair he is also the Communications liaison.

Emile Beauchamp – Vice Chair

Emile is a graduate of Boston College High School. He earned a Bachelor of Science in Business Administration/Accounting from Northeastern University. After serving three years in the US Army Finance Corps in Verdun, France, Emile experienced a vast breadth of knowledge in the positions of Bursar, Controller, Assistant Secretary and Assistant Treasurer for Wentworth Institute; Controller at Bryant and Stratton Junior College; Accounting Manager and Assistant to the Dean for Financial Affairs at Harvard Medical School; and Associate Comptroller and Director of the Office of Grant and Contract Accounting for 25 years at Boston University. Emile serves as the Finance Committee chair and liaison to the Treasure Chest.

Lois Anderson

Lois moved to Brooksby in 2007 after having lived almost fifty years in Newbury, MA. She holds a degree as a Registered Nurse and has served as an Emergency Department Nursing Director and Manager of pre-admission testing. She has been an active volunteer prior to living at Brooksby and volunteering continues to be an integral part of her life. At Brooksby, Lois volunteers at the Intermissions day program and Renaissance Gardens. Lois serves as the liaison to Renaissance Gardens.

Gordon Borek

Gordon is a graduate of Northeastern University, earning his BBA with Engineering Management Major in 1956. He worked as a Registered Professional Engineer in Massachusetts and New Hampshire. His career experience includes serving as the Assistant Director of Engineering for the MassPort Authority from 1981-1995, Vice President at the Boston office of VTN Consolidated of California from 1977-1981, Principal of Lev Zetlin Associates from 1974-1977, and Founder/Treasurer of Borek Associates form 1959-1974. Since retirement he has remained very active serving as member to State Designer Selection Board, Building Committee Masconomet Regional School, Building Committee Salem

Public Schools, Middleton Finance Committee. Gordon serves as one of two liaisons to General Services focusing on the grounds.

Phillip D. Herrick, MD

Dr. Herrick resides at Brooksby Village with his wife Zetta. Together they have four children and eight grandchildren. He graduated Otterbein College with a BA and BS in 1948. In 1952 he earned his MD from Case Western Reserve University. He performed his Internship and Medical Residency at Yale – New Haven Medical Center from 1952-1954 and his Residency in Medicine and Cardiology at the Boston Veterans' Administration Hospital from 1954-1956.

Professionally he practiced Internal Medicine & Cardiology with the Medical Group in Beverly, MA from 1956-1991; served as the Assistant Medical Director for Tufts Health Plan from 1991 – 1995; Medical Director, Physician-Hospital Organization, at Beverly Hospital from 1995- 1998; and Chairman, Board of Trustees, Northeast Hospital Corporation from 1998-2001.

He enjoys time spent with his children and grandchildren, travel, basic photography with dark room, digital photography, golf, and Brooksby men's club. Dr. Herrick serves as the liaison to the Medical Center.

Margaret A. Hunt

Margaret holds a R.N. degree from Massachusetts General Hospital School of Nursing and a certificate from the Graduate School of Banking at Brown University. She is also a Certified Graphoanalyst. Professionally she served as the head nurse at Massachusetts General Hospital, Branch Manager and Assistant Vice President of Personnel at Mutual Savings Bank for 24 years, and for 15 years she served at Grace Chapel, Lexington where she was responsible for operations and administration in finance, personnel and facilities of a 2000 member church. She was the first woman President of the Newton Needham Chamber of Commerce, President of the New England Paperweight Collectors' Association, and Treasurer of the Bay Path Colonial Girl Scout Council

She enjoys music, painting, paperweights, reading, and travel. At Brooksby she is a member of Protestant Council, Editor of Protestant Newsletter, volunteer at TV-9 Scala input, and attends Exercise classes and the painting group. Margaret serves as liaison to Resident Life - Pastoral Ministries, Home Support, Certified Home Health, Intermissions, and the Staff Appreciation fund drive.

Phyllis LeDrew

Phyllis holds a degree as a Registered Nurse from the Chelsea Memorial Hospital School of Nursing. She also attended Lee Institute to attain a Real Estate Brokers License and attended Boston University and New York University taking courses in Business. Through her vast experiences she is adept at listening, teaching, observing condition and behavior, interpreting patients' needs for a total picture of their physical and emotional needs, hiring the person best suited for a particular position, policy development/ writing, understanding the dynamics of a diverse/changing population with multi layered management structure, dealing

and clarifying employee concerns and resolving problems, design develop and the teaching of new employee practices.

She enjoys volunteer work at AARP Money Management Program (assisting the elderly with their finances), and fundraising for the Shriners. In her travels with Global Volunteers she taught conversational English to the school children in Poland and in the Cook Islands assisted the Public Health team with procedures.

In her free time she enjoys cribbage, the Red Sox and her animals. Phyllis serves as the chair of the Energy and Conservation committee and liaison to General Services.

Richard S. Moore

Rick graduated from the San Bernardino Valley High School in 1942 with honors. In 1945 he graduated with distinction from the U. S. Naval Academy. While at the Academy he participated on the Trident Magazine, the Crew team, and enjoyed sailing.

In the Navy he served six years of active duty in the Submarine service and was qualified in Submarine Warfare. After the service he served as the CEO of Provident Financial Services in Newton, MA. (A Subsidiary of The Provident Institution for Savings in the town of Boston); CEO of Tower Federal Savings and Loan in South Bend, Indiana; and in the Sales and Application Engineering departments at General Electric where he gained experience in Management Information Systems (MIS).

At Brooksby he is a member and speaker to the Men's Fraternity, former treasurer and member Catholic Council Board, Minister to Renaissance Gardens since it opened, and Treasure Chest volunteer. Most importantly, Rick met and married Joanne as a resident of Brooksby Village. Rick has been on the RAC since 2006, served as the Chairman of Finance Committee in 2007 and currently serves as the liaison to Marketing and Information Technology.

Joan Smith

Joan has thirty years of executive and administrative experience with cultural and higher education institutions. Her skill sets include communicator and team builder, organizer and facilitator, policy and planning skills, board development and relations, financial management, and community relations. She holds an A.S. in Business from Becker College, an Honorary Doctorate of Fine Arts from Montserrat College of Art, an Honorary Doctorate of Humane Letters from Maine College of Art, and Ed.M. in Educational Administration from the Institute of Open Education at Antioch College. She has been involved with the Cape Ann Symphony, Boston Architectural Center, Portland Arts and Cultural Alliance, and the Maine Community Cultural Alliance.

At Brooksby she served as the co-chair of the RAC Election Committee for Fall 2004 and Fall 2005, member of the Calendar Committee in 2005, one of the founders of Concerned Citizens, and a member of the current Energy Conservation Committee. Joan serves as the RAC liaison to Dining Services.

Sonya Sternberger

Sonya, a native of New York, holds a Bachelors degree in Psychology and Sociology. Her professional experience includes social work as well as computer programming and systems analysis. She stays very active in the surrounding community with responsibilities ranging from serving on the board of directors of a group work agency, lecturer in substance abuse, and Editor of a monthly newsletter for a local club.

At Brooksby she is active in the Devonshire Way neighborhood group, Let's Dance Committee, Brooksby theater groups, and TV9. Sonya serves as the RAC liaison to Community Resources, the Wellness Center, Volunteers, and TV9.

William Whiston

Bill Whiston is an engineer, businessman, economist and teacher. His career includes eighteen years with Procter & Gamble, two years as lecturer at the Harvard University Graduate School of Business Administration, ten years on the faculty of University of Massachusetts Amherst and twenty years of government service at the National Science Foundation and the Small Business Administration where he was director of Economic Research. Bill holds degrees from Amherst, Yale, M.I.T., and Harvard. Bill and his wife, Isabelle, arrived at Brooksby in September, 2007.

We would like to thank Benjamin Benson, Robert Means, Joan Pappalardo, Walter Ross, and Loretta Tenaglia for their service on the Resident Advisory Council as they step off the council.

Organization and Governance

Organization

Brooksby Village is organized as a not-for-profit corporation and is an affiliate of National Senior Campuses, Inc. (NSC). Brooksby Village is governed by its Board of Directors, whose members are independent of Erickson Retirement Communities, LLC and its affiliated organizations. No Erickson employees may serve on the Boards of Directors.

The Brooksby Village Board is responsible for oversight of the development, financing and operations of the Community. The Board has retained Erickson to provide management services for the Community pursuant to a Management and Marketing Agreement. With no private shareholders to pay, the Community's net assets are retained for the long-term benefit of current and future residents and to further the Community's charitable mission.

Brooksby Village is one of 21 communities supported by National Senior Campuses, Inc. (NSC). NSC acts as an umbrella organization by organizing separate not-for-profit corporations that operate retirement communities (such as Brooksby Village) and providing ongoing strategic planning, governance and operational resources to the Community Boards. It also develops and monitors overall policies and guidelines for operations and standards of care in order to promote efficiency while preserving the high-quality standards of its supported organizations. NSC develops long-range strategic plans and formulates relationships that are beneficial to its supported organizations and promote cost savings within the system. NSC also facilitates growth of the system by sponsoring new communities in areas of the country where it is needed.

The Board of NSC currently consists of eleven independent directors, each of whom brings a particular expertise to the Board. To assure that the NSC is responsive to its Supported Organizations that own and operate the communities, at least one of the directors of each Supported Organization is also a director of NSC. This allows each Supported Organization to have representation and influence over the policies and activities of NSC.

For more information about the organization and governance of Brooksby Village and NSC please go to www.NationalSeniorCampuses.org.

Now that the purchase of the facility is complete, the Brooksby Village community governance has transitioned during 2009 from a developing community to a mature community. This transition included the adoption of new bylaws on May 11, 2009. The new by-laws reflect a lesser role for NSC and the possibility of additional regional/community board members, as necessary.

Board of Directors

All corporate authority resides in the Brooksby Village Board of Directors as

fiduciaries of the Corporation, subject to the requirements and restrictions set forth in the Corporation's Charter, Bylaws and applicable law. As fiduciaries, the directors are the stewards of the corporation's assets and have the responsibility for seeing that the corporate mission is being fulfilled and that the assets of the corporation are being effectively used for that purpose.

Erickson Retirement Communities is responsible for the day-to-day management of Brooksby Village pursuant to a Management and Marketing Agreement between Brooksby Village and Erickson Retirement Communities. The Board of Directors regularly monitors the quality and effectiveness of management performance and decisions including the execution of its strategies in support of the mission

The Board of Directors is comprised of a maximum of 11 and a minimum of 6 people. At least one of the directors of Brooksby Village must be a member of the Board of Directors of NSC and is appointed by NSC to a one-year term. At least one of the other members of the Board of Directors must be a resident of Brooksby Village.

Brooksby Village's Board of Directors is committed to maintaining strong corporate governance principles and practices. The Board periodically reviews evolving legal, regulatory and best practice developments to determine those that will best serve the interests of our stakeholders.

If you would like additional information about Brooksby Village's corporate governance practices, you may view many of the documents listed below at www.National-Senior-Campuses.org or visit the Executive Director's office where you will be provided access to review the contents of the Community Reading File:

- Corporate Governance Guidelines
- Amended and Restated Articles of Incorporation
- Bylaws of Brooksby Village
- Form 1023 – Application for Recognition of Exemption
- IRS 990, Return Of Organization Exempt From Income Tax (most recent year)
- IRS Certificate of Approval of 501(c)(3)
- Management and Marketing Agreement
- Official Statement of Bond Issue (as applicable)
- Audit Committee Charter
- Finance & Acquisitions Committee Charter
- Conflict of Interest Policy
- Community Board Resident Director Recruitment Policy and Procedure
- RAC Handbook
- Summary copy of current year budget and rolling three-year business plan
- Annual Report (most recent copy) which contains the Mission Statement, Management Report, Director Biographies, and Organization Chart
- Audited Financial Statement

Corporate Governance Guidelines and Committee Charters

The Corporate Governance Guidelines and the charters of the committees of the Board of Directors describe our corporate governance practices. The Corporate Governance Guidelines and charters are intended to ensure that the Board has the necessary authority and practices in place to review and evaluate our business operations and to make decisions that are independent of the Management Company. The Corporate Governance Guidelines establish the practices the Board follows with respect to board composition and selection, board meetings, board committees and director compensation. Members of the Board of Directors are expected to participate in continuing education activities designed to maintain their knowledge of current industry developments and corporate governance practices. To achieve the Board education objective the Board maintains memberships in leading corporate governance trade associations such as the National Association of Corporate Directors and Board Source. The Board annually conducts a self-evaluation to assess compliance with the Corporate Governance Guidelines and identify opportunities to improve Board performance.

The Corporate Governance Guidelines and committee charters are reviewed periodically and updated as necessary to reflect changes in regulatory requirements and evolving oversight practices.

Committees of the Board of Directors

The Board of Directors has appointed various Committees to undertake certain aspects of the Board's duties. Each Committee is comprised of Board members and is governed by a Committee Charter that was approved by the Board of Directors.

Community Operations Committee

Until the by-law change effective May 11, 2009, the Community Operations Committee ("COC") served as a Committee within the full Brooksby Board of Directors, as the local governance connection that interfaced with the community residents and management staff. The COC had exercised most of the powers and authority of the full Brooksby Board of Directors in the management of the operations of Brooksby Village. Under the new by-laws, the community is now mature and the former COC now constitutes the full Board of Directors with a lesser connection to NSC. During 2008, the COC formally met on a quarterly basis plus additional informal meetings, as necessary. Among the actions taken by the COC during 2008 were:

- Approval of the Budget for 2009. (The 2008 Budget was approved in 2007.)
- Meetings with the Residents Advisory Council to receive their input on the effectiveness of Community operations and priorities.
- Formal evaluation of the performance of Erickson Retirement Communities as a manager of Brooksby Village

- Review of the annual goals proposed by Erickson Retirement Communities for the operations of Brooksby Village
- Review of the results of the annual Residents' Satisfaction Survey including the Action Plans proposed by Erickson Retirement Communities to address matters needing corrective action as reported in the survey.
- Meeting with the residents at the Annual Town Meeting to review the operations of Brooksby Village
- Board meetings to discuss and approve the purchase of Brooksby Village from Peabody Campus, an Erickson subsidiary
- Special RAC meetings, town meetings, letters, and RAC Live appearances by the COC to discuss governance and the purchase process with residents
- Meeting with residents to discuss the 2009 budget and fees
- Numerous meetings with the Executive Director and management staff to review operating, compliance and financial reports.
- Brooksby Village Board and NSC Board member support of the Benevolent Care Fund and gala

Brooksby Village requires Erickson Retirement Communities to adhere to a Code of Business Conduct, a Compliance Plan and a Whistleblower Policy. The Community Operations Committee regularly receives reports from Erickson Retirement Communities on the continued adherence to these policies.

Finance & Acquisitions Committee

The Charter of the Finance & Acquisitions (F&A) Committee authorizes the Committee to develop financing strategies for the Community during the development stages and conduct due diligence on proposed financing transactions.

During the period of development and construction at Brooksby Village, the F&A Committee has monitored the progress of the development in comparison to the original development projections. In 2008, the F&A Committee worked closely with the Brooksby Village Board of Directors on the analysis and final purchase of the Brooksby Village Campus from Peabody Campus, an Erickson subsidiary. With the assistance of an independent appraiser, an independent financial advisor, and independent counsel, the Board approved the purchase of the Brooksby Village campus which closed on June 30, 2008.

Audit Committee

The purpose of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control over financial reporting and the qualifications and performance of the independent public accounting firm engaged as the Community's independent auditor.

The Committee relies on the expertise and knowledge of the Management Company and the independent auditor in carrying out its oversight

responsibilities. The Management Company is responsible for the preparation, presentation, and integrity of our financial statements, accounting and financial reporting principles, internal control over financial reporting, and disclosure controls and procedures designed to ensure compliance with accounting standards, applicable laws, and regulations. The Management Company is responsible for objectively reviewing and evaluating the adequacy, effectiveness, and quality of our system of internal control. The Community's independent auditor, PricewaterhouseCoopers LLC, is responsible for performing an independent audit of the financial statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in the United States.

With respect to the year 2008, the Audit Committee fulfilled its duties and responsibilities generally as outlined in the charter as follows:

- Met with the independent auditors and representatives of the Management Company and
 - Reviewed the audited financial statements and the auditor's report.
 - Reviewed the auditor's report on internal controls as well as the Management Company's response and planned corrective actions
 - Reviewed the auditor's report on matters relating to their audit that are required to be discussed with the Audit Committee by Statement on Auditing Standards No. 61, as amended, "Communication with Audit Committees." This review included a discussion with the Management Company and the independent auditor of the quality (not merely the acceptability) of our accounting principles, the reasonableness of significant estimates and judgments, and the disclosures in our financial statements, including the disclosures relating to critical accounting policies.
- Met in Executive Session with representatives of the independent audit firm
- Reviewed and approved the audit firm's Letter of Arrangement for the audit engagement
- Confirmed the independence of the audit firm in compliance with American Institute of Certified Public Accountants independence standards.
- Confirmed with the Management Company and the independent audit firm that the independent audit firm provides no services for the Management Company.

Based on the reviews and discussions described above, the Audit Committee recommended to the Board of Directors that the audited financial statements be accepted for distribution to residents, creditors and others as appropriate.

Investment Committee

The purpose of the Investment Committee is to assist the Brooksby Village Board of Directors to fulfill their oversight responsibilities with respect to the

investment, monitoring, accountability and control of Benevolent Care Funds, Excess Cash and other community funds as may be appropriate. The Committee is an Advisory Committee to the Brooksby Village Board with director representatives drawn from the Boards of Directors of NSC and the Communities. The Investment Committee was formally established as a separate Committee in January 2009. Previously the monitoring of investment activities was provided through an Investment Subcommittee of the Finance & Acquisitions Committee. The Boards of Directors of NSC and its Supported Communities decided to create a separate Investment Committee in recognition of the growing levels of investment dollars across the communities and the need to provide a singularly focused committee to oversee these funds.

Director Compensation

In 2008, Brooksby Village paid a total of \$80,960.00 in compensation to the members of the Boards of Directors of Brooksby Village and National Senior Campuses, Inc.

Directors' Compensation for both Brooksby Village and NSC was determined by the Boards of Directors of Brooksby Village and NSC. In determining the amounts of compensation, the Boards considered the time and expertise requirements of directors; fees paid to directors of comparable companies, both for-profit and not-for-profit and the findings of an independent compensation consultant retained to review the reasonableness of directors' compensation.

Form 990

A copy of the most recent Form 990, Return Of Organization Exempt From Income Tax, can be reviewed in the Executive Director's Office or online at www.NationalSeniorCampuses.org.

Your 2009 Board of Directors

Mary Helen Lorenz - Chair

Ms. Lorenz is a city planner who has worked in community development and management, and has chaired school, town, and church boards including the Lincoln Housing Commission and First Parish, in her town of Lincoln, Massachusetts. Ms. Lorenz has worked for the W.K. Kellogg Foundation, Stubbins Associates, Inc., and Skidmore Owings and Merrill, Inc. She holds master's degrees in city planning from the University of Pennsylvania and in management of human services from Brandeis University. She obtained her bachelor's degree in United States studies from Wellesley College. Ms. Lorenz also serves on the board of directors of National Senior Campuses, Inc., and other organizations supported by National Senior Campuses, Inc.

Wayne J. Craig

Mr. Craig recently accepted the position of Chief Financial officer for Essex Group Management Corp., an organization that provides services to elder patients in Massachusetts after having previously worked as VP of Finance for Harborside Healthcare Corporation. Mr. Craig worked for Advantage Health Corporation where he began his career as a staff accountant and ascended to Vice President of

Finance. Mr. Craig has consistently been involved in all strategic financial endeavors throughout his career and directed an accounting staff in excess of 30 people for Advantage Health. Mr. Craig has a Bachelor of Science in Business Administration and Accounting from Salem State College.

Carolyn Markey

Ms. Markey was president and CEO of the Visiting Nurse Associations of America (VNAA) from 1997-June 2007. During her tenure, she led the 400 visiting nurse agencies throughout the country in the areas of advocacy, national image, clinical education and regulatory compliance. Ms Markey has 30 years experience in home health and community care in both for profit and not for profit organizations. Prior to VNAA, she was the CEO of Special Care Home Health Services, a \$100 million division of Advantage Health. She served on the board of Myomo, Inc. for two years and was a member of Leadership 18 and National Healthcare Coalition in Washington, DC. She is a registered nurse and graduate of North Shore Community College.

Willow Pasley

Ms. Pasley is a finance and management professional with 20 years of experience in the banking industry. During her tenure with Citizens Bank and BayBank, she specialized in lending to healthcare and not-for-profit organizations, including continuing care retirement communities. She earned a BA from Hartwick College and an MBA from Simmons College. Ms. Pasley also serves on the board of directors of National Senior Campuses, Inc., and other organizations supported by National Senior Campuses, Inc.

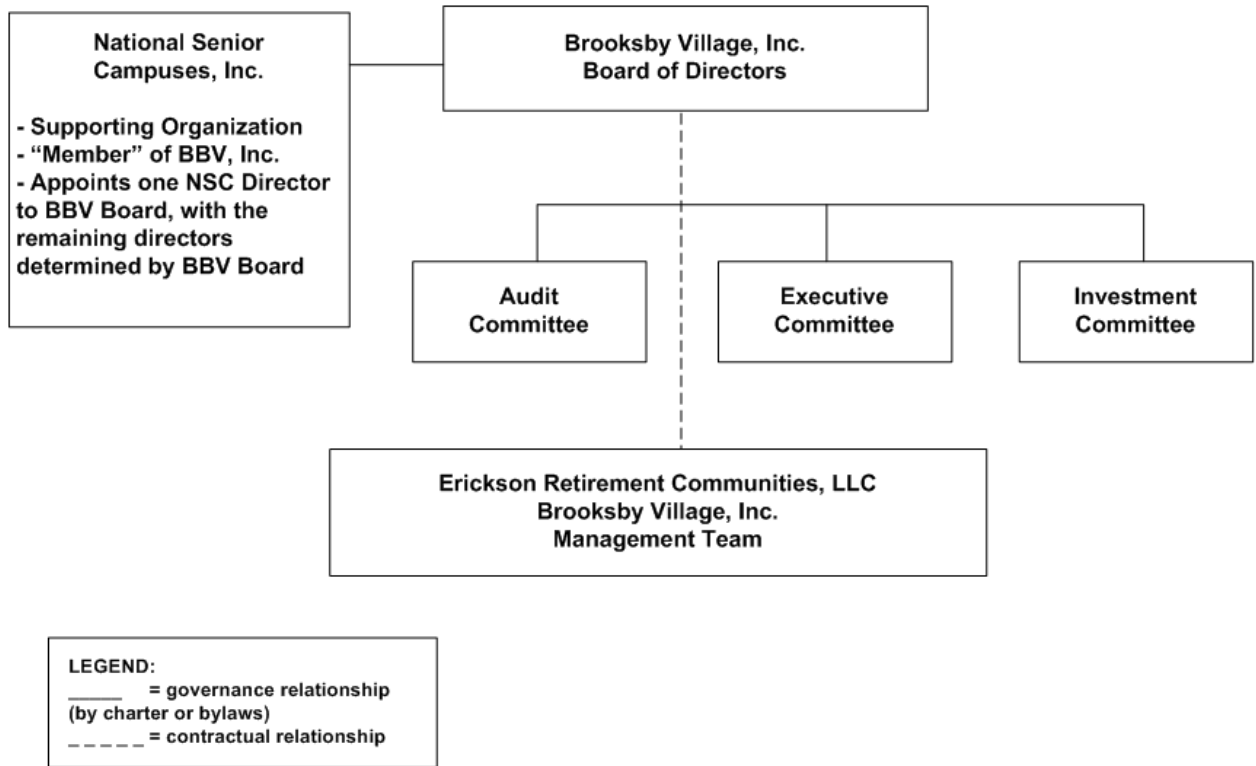
Warner Smith

Mr. Smith was born in Germany and grew up in New York City. He moved to Massachusetts in 1950; residing in Woburn and Williamstown. He and his wife moved to Brooksby Village in March 2004. He holds a Chemical Engineering Degree from the City College of NY. He managed and owned leather tanneries in Woburn, MA, Lebanon, NH and for 25 years in North Adams, MA. He served on Williamstown Board of Appeals, Private Industry Council Berkshire County, Woburn Chamber of Commerce and District Commissioner of Boys Scouts. Mr. Smith has served as the Vice Chair of the Brooksby Village Resident Advisory Council, and as Chair of the RAC Political Coordinating Committee.

Ron Walker

Mr. Walker served as President of Lyon, Conklin & Company in Baltimore until his retirement in 1993. Prior to that position, he was Treasurer and Controller of C.C. Dickson Company in Charlotte, North Carolina. Both companies were involved in HVAC equipment distribution. Mr. Walker started his professional career as a CPA with the accounting firm of Coopers & Lybrand in Charlotte after graduating from the University of North Carolina at Chapel Hill. Mr. Walker is chairman of the board of directors of National Senior Campuses, Inc. and also serves on the boards of other organizations supported by National Senior Campuses, Inc.

Brooksby Village, Inc. Organizational Chart



Brooksby Village, Inc. Committees

Executive Committee:

- Mary Helen Lorenz
- Wayne Craig
- Warner Smith
- Willow Pasley

Audit Committee:

- Willow Pasley
- Wayne Craig

Investment Committee

- Jim Anders
- Willow Pasley
- Larry Shubnell
- Fred Haas
- Jim Hayes

Brooksby Village
Statement of Operations
For the Year 2008*

	2007	2008	2008
	YearTotal	YearTotal	YearTotal
	<u>Actual</u>	<u>Actual</u>	<u>Budget</u>
Operating Revenue			
Resident Monthly Fees	42,671,044	47,228,008	48,233,046
Departmental Revenues	5,815,903	5,985,528	6,206,837
Total Operating Revenue	<u>48,486,947</u>	<u>53,213,536</u>	<u>54,439,882</u>
Operating Expense			
Wages	19,929,406	22,183,652	22,676,877
Employee Benefits / Other EE	5,275,832	5,461,335	5,664,364
Contract Labor Expense	3,043,433	3,510,661	3,019,527
Supplies Expense	5,670,455	5,839,119	5,776,431
Repairs and Maintenance Expense	872,822	918,680	858,436
Professional Fee Expense	333,426	419,040	147,091
Purchased Services Expense	3,509,110	2,544,850	2,687,466
Insurance	482,492	686,532	568,500
Utilities	3,118,824	3,276,779	3,630,728
Real Estate Tax	2,708,163	2,562,360	2,302,788
Management Fees	2,133,552	2,361,400	2,408,494
Marketing Costs	0	278,522	308,942
Other Expense	739,790	835,853	1,603,357
Total Operating Expense	<u>47,817,304</u>	<u>50,878,784</u>	<u>51,653,001</u>
Operating Income	<u>669,643</u>	<u>2,334,752</u>	<u>2,786,882</u>
Non-Operating Income**	<u>(4,949,020)</u>	<u>(7,134,816)</u>	<u>1,025,849</u>
Net Income	<u>(4,279,378)</u>	<u>(4,800,064)</u>	<u>3,812,731</u>

* Audited Financial Statements will be available in Executive Director's Office Upon Request

** Non-Operating Income Includes - Investment Income, Unrealized Gains and Losses, Net Rent, Interest Expense, Letter of Credit Fees, Amortization Expense, and Depreciation Expense.

