

# Taurus Wellness Center, Inc.

501(c)(3) Nonprofit Healthcare Platform

<b>\$195MM</b>	<b>6.5%</b>	<b>\$21.9MM</b>	<b>~2,000+</b>
FINANCING SOUGHT 25-year term	INDICATIVE RATE assumed fixed rate	2026E EBITDA management-provided	CLIENTS SERVED 480+ ADH; 1,500+ AFC

Prepared as a draft discussion document based on management-provided information.  
May 2026

**Important Notice**  
This memorandum is a draft summary for discussion purposes only. It is not an offer to sell securities, a commitment to lend, tax advice, legal advice, or a fairness opinion. All projections, client counts, growth rates, and financing assumptions should be independently verified during diligence.

## Executive Summary

Taurus Wellness Center, Inc. (the "Organization" or "Taurus Wellness") is a 501(c)(3) nonprofit seeking \$195 million of long-term financing to acquire and integrate a Massachusetts-based community care platform consisting of two adult day health centers and one adult foster care provider.

The proposed transaction would combine Namaste Springfield and Namaste Chelmsford with American Healthcare Foster Care, creating an integrated continuum of adult day health, caregiver-supported home care, wellness programming, transportation, care coordination, and culturally competent community support.

Based on management-provided projections, the combined platform is expected to generate approximately \$21.9 million of EBITDA in 2026, supported by more than 480 adult day health clients and more than 1,500 adult foster care clients.

## Key Investment Highlights

- Mission-aligned nonprofit healthcare platform focused on community-based adult and senior care.
- Scaled client base of approximately 2,000+ combined participants and members.
- Projected 2026 EBITDA of \$21.9MM across adult day health and adult foster care segments.
- Adult foster care segment projected to contribute \$16.9MM of 2026 EBITDA and has achieved approximately 46% historical five-year CAGR, based on management data.
- Long-duration financing structure supports acquisition, integration, facility improvements, operating reserves, technology, and growth capital.

## Transaction Snapshot

<b>Borrower / Sponsor</b>	<b>Taurus Wellness Center, Inc., a 501(c)(3) nonprofit organization</b>
<b>Transaction</b>	<b>Acquisition of Namaste Springfield, Namaste Chelmsford, and American Healthcare Foster Care</b>
<b>Financing Request</b>	<b>\$195,000,000</b>
<b>Proposed Term</b>	<b>25 years</b>
<b>Assumed Interest Rate</b>	<b>6.5%</b>
<b>2026E Combined EBITDA</b>	<b>\$21.9MM</b>
<b>Illustrative Annual Debt Service</b>	<b>~\$16.0MM, assuming 25-year level amortization at 6.5%</b>
<b>Illustrative DSCR</b>	<b>~1.37x, based on 2026E EBITDA and assumed annual debt service</b>

## Transaction Overview

The proposed financing is expected to fund the acquisition of the target operations and provide capital to support integration, infrastructure upgrades, service expansion, and prudent working-capital reserves. Exact allocation of proceeds should be finalized after purchase agreements, closing statements, lender covenants, and reserve requirements are established.

## Target Assets

<b>Namaste Springfield</b>	<b>Adult day health / adult daycare operation serving clients in the Springfield market.</b>
<b>Namaste Chelmsford</b>	<b>Adult day health / adult daycare operation serving clients in the Chelmsford and broader Middlesex County market.</b>
<b>American Healthcare Foster Care</b>	<b>Adult foster care provider serving members through a home- and caregiver-supported model.</b>

## Illustrative Uses of Proceeds

<b>Acquisition consideration</b>	<b>Purchase of Namaste Springfield, Namaste Chelmsford, and American Healthcare Foster Care assets or equity, as applicable.</b>
<b>Transaction costs</b>	<b>Legal, diligence, financing, advisory, title, closing, and other transaction-related expenses.</b>
<b>Integration capital</b>	<b>Systems integration, compliance infrastructure, finance processes, quality reporting, and operating playbook standardization.</b>
<b>Facility and fleet investment</b>	<b>Renovations, accessibility improvements, transportation fleet upgrades, safety improvements, and deferred maintenance.</b>
<b>Working capital and reserves</b>	<b>Liquidity buffer to support payroll, claims timing, payer receivables, reserves, and growth.</b>
<b>Growth capital</b>	<b>Enrollment expansion, referral development, caregiver recruitment, staff training, community outreach, and new program development.</b>

**Structuring Note**  
Potential financing structures may include taxable or tax-exempt nonprofit debt, direct lending, bank financing, bond financing, or a hybrid structure. Final structure should be determined with bond counsel, tax counsel, lender counsel, and the Organization's board.

## Operating Platform

The combined platform is expected to serve a large and growing base of adult day health participants, adult foster care members, family caregivers, and community referral partners. The acquisition strategy is intended to create a coordinated care ecosystem with shared intake, care management, compliance, transportation, technology, and finance infrastructure.

## Segment Overview

<b>Adult Day Health</b>	<b>Namaste Springfield and Namaste Chelmsford</b>	<b>480+ clients</b>	<b>\$5.0MM</b>	<b>Facility-based adult day health, wellness, meals, transportation, activities, nursing support, and social engagement.</b>
<b>Adult Foster Care</b>	<b>American Healthcare Foster Care</b>	<b>1,500+ clients</b>	<b>\$16.9MM</b>	<b>Caregiver-supported home and community care model for eligible adults requiring assistance with daily living.</b>

Combined Platform	All acquired operations	~2,000+ clients	\$21.9MM	Integrated community care platform with adult day health and adult foster care capabilities.
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## Strategic Rationale

Continuum of care: Adult day health and adult foster care can create multiple access points for seniors, adults with disabilities, family caregivers, and referral partners.  
Community-based care positioning: The platform is oriented around lower-acuity, non-institutional care models that help clients remain connected to their communities.  
Culturally competent delivery: Multilingual staff, family-centered engagement, and community relationships may support retention, referrals, and member satisfaction.  
Shared infrastructure: Centralized billing, compliance, quality reporting, referral intake, transportation coordination, and technology can support operating leverage.  
Nonprofit mission fit: Taurus Wellness can align clinical, wellness, social, and community services under a 501(c)(3) mission-driven model.

## Potential Integration Priorities

First 90 days	Licensing and compliance review; finance controls; revenue cycle assessment; payroll and HR transition; client and caregiver communication plan.
90-180 days	Shared intake process; payer relationship management; quality metrics dashboard; transportation and staffing optimization; technology roadmap.
180-365 days	Service expansion plan; referral partnerships; margin improvement initiatives; board reporting cadence; additional site or market expansion evaluation.

## Financial Profile

The financial summary below is based on management-provided projections and should be validated through quality of earnings analysis, census testing, payer contract review, billing/collections diligence, payroll analysis, and regulatory review.

### 2026E EBITDA Summary

Adult Day Health	\$5.0MM	~23%	480+ clients	Namaste Springfield and Namaste Chelmsford
Adult Foster Care	\$16.9MM	~77%	1,500+ clients	American Healthcare Foster Care
Combined	\$21.9MM	100%	~2,000+ clients	Management-provided 2026E projections

## Debt Service Analysis

Debt principal	\$195.0MM
Assumed annual interest rate	6.5%
Assumed amortization	25 years, level annual payments
Illustrative annual debt service	\$15.99MM
2026E combined EBITDA	\$21.90MM
Illustrative 2026E DSCR	1.37x
Financing request / 2026E EBITDA	8.9x

## EBITDA Sensitivity to Debt Service Coverage

\$18.0MM	1.13x
\$20.0MM	1.25x
\$21.9MM	1.37x
\$24.0MM	1.50x
\$26.0MM	1.63x

### Interpretation

The projected coverage ratio of approximately 1.37x is based only on 2026E EBITDA and assumes fully amortizing annual debt service at 6.5%. It excludes lender reserves, covenants, capital expenditures, integration costs, tax-exempt financing requirements, and any non-recurring transaction expenses.

## Growth and Value Creation Plan

Taurus Wellness intends to pursue a mission-driven acquisition and integration strategy designed to increase access to adult day health, adult foster care, caregiver support, and wellness services while preserving quality, compliance, and continuity of care.

### Primary Growth Levers

Enrollment growth	Expand referral channels through hospitals, primary care practices, community organizations, councils on aging, payers, and family caregiver networks.
Caregiver recruitment	Strengthen caregiver onboarding, training, retention, and ongoing support for the adult foster care model.
Quality and compliance	Implement shared quality dashboards, audit readiness protocols, incident reporting, staff credentialing, and compliance training.
Technology enablement	Standardize care documentation, billing, analytics, referral intake, scheduling, and performance reporting.
Facility utilization	Improve adult day health attendance, transportation routing, program scheduling, and member engagement.
New service adjacencies	Evaluate wellness, behavioral health coordination, nutrition, caregiver support, and other mission-aligned community programs.

## Potential Synergies

Cross-referral between adult day health centers and adult foster care member/caregiver networks.  
Centralized revenue cycle management, compliance, finance, HR, and reporting functions.  
Shared community outreach, payer relationship management, quality infrastructure, and referral intake.  
Improved retention through integrated family support, wellness programming, and culturally competent care coordination.

## Mission Impact

As a 501(c)(3) nonprofit, Taurus Wellness can frame the acquisition as a long-term community benefit strategy that expands access to culturally competent adult care, supports caregivers, and promotes aging in place. The platform may also create future opportunities for philanthropic partnerships, grants, community benefit initiatives, and value-based care collaborations.

## Key Risks and Mitigants

Regulatory and reimbursement risk	Adult day health and adult foster care businesses depend on licensure, payer rules, Medicaid reimbursement, documentation, and compliance requirements.	Complete licensing review, payer contract analysis, documentation audit, compliance testing, and ongoing board-level compliance oversight.
Projection risk	2026E EBITDA and growth assumptions may not materialize if census, reimbursement, labor costs, or utilization underperform.	Perform quality of earnings, census reconciliation, run-rate analysis, sensitivity testing, and covenant modeling before close.
Integration risk	Combining entities may create disruptions in staffing, billing, systems, reporting, and culture.	Establish a 100-day integration plan with named owners, compliance checkpoints, client communication, and board reporting.
Labor and caregiver capacity	Growth depends on recruiting, training, and retaining qualified staff and caregivers.	Develop retention incentives, training pathways, caregiver support infrastructure, and workforce planning.
Revenue concentration	A large portion of projected EBITDA is expected from the adult foster care segment.	Diversify referral sources, monitor payer mix, maintain service quality, and consider staged growth investments.
Debt burden	\$195MM of financing creates meaningful fixed obligations relative to projected EBITDA.	Maintain liquidity reserves, model downside scenarios, align covenants to ramp timing, and consider phased draws or reserve structures.

## Recommended Diligence Checklist

Executed or draft purchase agreements, schedules, closing conditions, and allocation of proceeds.  
 Trailing five-year revenue, EBITDA, census, payer mix, AR aging, cash collections, and payroll detail.  
 Quality of earnings report, normalized EBITDA adjustments, and working-capital peg analysis.  
 Licenses, accreditations, provider enrollment records, payer contracts, audits, sanctions, and compliance history.  
 Client/member census reconciliation, retention trends, waitlists, caregiver roster, staffing model, and referral sources.  
 Real estate leases, facility condition reports, transportation fleet records, insurance, and capital expenditure needs.  
 Technology systems, cybersecurity, billing workflows, clinical documentation, and data reporting capability.  
 Nonprofit governance, board approvals, conflicts review, tax-exempt financing eligibility, and legal/tax opinions.

## Financing Ask and Conclusion

Taurus Wellness is seeking \$195 million in long-term acquisition and growth financing. Based on the stated assumptions, the requested financing would support the purchase and integration of two adult day health centers and a scaled adult foster care platform with projected 2026E EBITDA of \$21.9 million.

The investment thesis is based on a scaled client base, projected cash flow, adult foster care growth history, culturally competent community-based care delivery, and the strategic fit of the assets within a nonprofit healthcare platform.

## Proposed Financing Terms

<b>Amount requested</b>	<b>\$195,000,000</b>
<b>Purpose</b>	<b>Acquisition of target operations plus integration, infrastructure, working capital, reserves, and growth capital</b>
<b>Term</b>	<b>25 years</b>
<b>Indicative rate</b>	<b>6.5%</b>
<b>Repayment source</b>	<b>Cash flow generated by acquired operations and future integrated platform</b>
<b>Security / covenants</b>	<b>To be determined by lender, counsel, final diligence, and board approval</b>

## Summary Investment Thesis

Acquisition of established adult day health operations and high-growth adult foster care provider.  
 Approximately 2,000+ combined clients/members and projected 2026E EBITDA of \$21.9MM.  
 Adult foster care platform with management-reported five-year historical CAGR of approximately 46%.  
 Community-based care model aligned with Taurus Wellness's nonprofit mission and potential long-term expansion strategy.  
 Illustrative 2026E DSCR of approximately 1.37x under the stated \$195MM / 25-year / 6.5% financing assumptions.

### Closing Statement

The proposed transaction offers Taurus Wellness the opportunity to create a scaled, mission-driven community care platform. The strength of the opportunity will depend on confirming the quality and durability of projected EBITDA, regulatory compliance, payer stability, integration feasibility, and the final financing structure.

## Source and Assumption Notes

All client counts, EBITDA projections, and historical growth rates are management-provided and have not been independently verified in this draft memorandum.  
 Annual debt service estimate assumes a fully amortizing 25-year loan with level annual payments at 6.5% and no fees, reserves, interest-only period, balloon, or prepayment effects.  
 This memorandum should be updated with audited or reviewed financial statements, quality of earnings, purchase agreements, legal diligence, and lender-specific requirements before external distribution.