## **ACTUS**





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## **Executive Summary**

ACTUS HOLDINGS ("ACTUS"), HAS PARTNERED WITH A JV EQUITY INVESTOR FOR THE ACQUISITION OF TREATMENT PROPERTIES (THE "PORTFOLIO") TO LAUNCH THE FIRST SOCIAL INFRASTRUCTURE MLP OR REIT IN THE UNITED STATES

Structure Overview

- A newly created platform company ("Actus Holdings") will acquire the Portfolio
- Actus will contribute five currently owned properties in exchange for an ownership interest in Actus Holdings
- An additional four properties under negotiation with third party sellers will close simultaneously
- Actus's management company ("Actus Management") will externally manage the Portfolio for Actus Holdings
- · Equity Investor will reserve significant additional equity to invest in the platform over time

Valuation and Capitalization

- \$81mm estimated total transaction value (including estimated fees and expenses)
- Funded with \$39mm of equity and \$42mm of debt

Process and Timing

- Actus intends to close on Equity and Goldman Sachs Debt Facility in a simultaneous close
- Expect transaction to close prior to YE 2017

Requested Feedback

- Seeking a long term equity partner to scale venture into the first social infrastructure MLP or REIT in the United States.
  - Ability to upsize equity facility to accommodate future acquisitions
- We are requesting term sheet proposals as soon as possible



SOCIAL INFRASTRUCTURE PLATFORM

## **INVESTMENT HIGHLIGHTS**



## **Social Infrastructure Defined**

#### ASSETS THAT FACILITATE THE DELIVERY OF ESSENTIAL SOCIAL SERVICES

- Actus Holdings will target social infrastructure assets where:
  - where:
     services promote behavioral health and wellness
  - services help troubled, at-risk or underserved populations
  - services are need-based and considered essential
  - funding (if government sourced) is considered non-discretionary (bi-partisan support)

Sector	EXISTING Asset Profile	Other Asset Examples
Health	Behavioral healthcare facilities	Hospitals
Housing	<ul><li>Veterans housing</li><li>Shelters</li></ul>	Affordable housing
Corrections and Justice	Transitional facilities	<ul><li>Prisons</li><li>Court houses</li></ul>
Community and Social Service	<ul> <li>Nonprofit and government agency facilities</li> </ul>	
Education	<ul><li>At-risk youth facilities</li><li>Primary/secondary schools</li></ul>	Universities
Civic, Utilities and Transport		<ul><li>Community and sports facilities</li><li>Water/wastewater treatment</li><li>Bus stations; park and rides</li></ul>



## **Highly Attractive Real Estate Asset Class**

## Strong Tenants

- ✓ Provide essential services to the community
- ✓ Strong credit either government backed or private pay
- ✓ 2-3x rent coverage

## Attractive Leases

- ✓ Triple net with minimal operational burden
- ✓ Long-term (10 years) with renewals and escalators (2-3%)
- ✓ Low churn due to specialized use and tenant ties to community

## Irreplaceable Assets

- ✓ Highly challenging zoning
- ✓ Permitted use is tied to facility, not the operator
- ✓ NIMBY issues create barriers to entry

## Addressable Market

- ✓ Huge number of assets
- ✓ Highly fragmented ownership
- ✓ No natural owners of this non-core real estate asset class



## **Actus Investment Thesis Summary**

#### STABLE, HIGHLY VISIBLE CASH FLOWS FEATURING MLP- OR REIT-QUALIFYING INCOME

- Typical tenant lease is 10 years with renewal options and built-in escalators
- Tenants are either government-backed with reserved funding or strong private operators

#### MASSIVE GROWTH IN DEMAND FOR AND SPENDING ON ESSENTIAL SERVICES

- Population in need of services is projected to grow rapidly
- Supportive political climate and increasing awareness of treatment and prevention options

#### SUPPLY CONSTRAINTS AND DIFFICULT TO REPLICATE REAL ESTATE ASSETS

Challenging zoning and licensing requirements create barriers to entry

## LARGE CONSOLIDATION OPPORTUNITY AT ATTRACTIVE PRICING

- An estimated ~200,000 facilities in the U.S. with highly fragmented ownership
- Assets trade at 10%+ cap rates with opportunity for value uplift upon reaching scale
- Actus is currently the only team focused on this real estate sector

## OPPORTUNITY FOR AIM TO FULFILL ITS MISSION

 Clear path towards building a partnership that makes a difference in the lives of those that benefit from the services provided in Actus Holdings's facilities



## **Actus Investment Highlights**

**Strong Team** 

- Actus's founder was previously the owner / operator of a large portfolio of community corrections facilities, behavioral health treatment centers and outpatient programs that was sold
- Unique exposure to both the real estate and operations side of the industry
- Good relationships with all market participants and government entities
- Other team members have extensive real estate and behavioral health experience
- Unique competitive advantage in sourcing, underwriting and navigating zoning for these assets

**Economic Alignment** 

- Actus principals expected to roll over significant majority of equity
- Management and tiered acquisition fees create proper incentive for value creation

Robust Growth
Pipeline

- Well developed pipeline of acquisitions, sale-leasebacks and development opportunities
- The team has identified \$20mm+ of NOI that can be pursued within 6-18 months
- Actus has also been proactively approached by operators looking to sell their buildings to them

Diversified
Assets with
Good Coverage

- No tenant or specific type of programming represents more than 20% of the portfolio
- Assets are being acquired at a ~10% cap rate
- Leverage targeted at 55-60% of purchase price
- Very attractive cash on cash and overall returns



## SOCIAL INFRASTRUCTURE PLATFORM

## **INDUSTRY DYNAMICS**

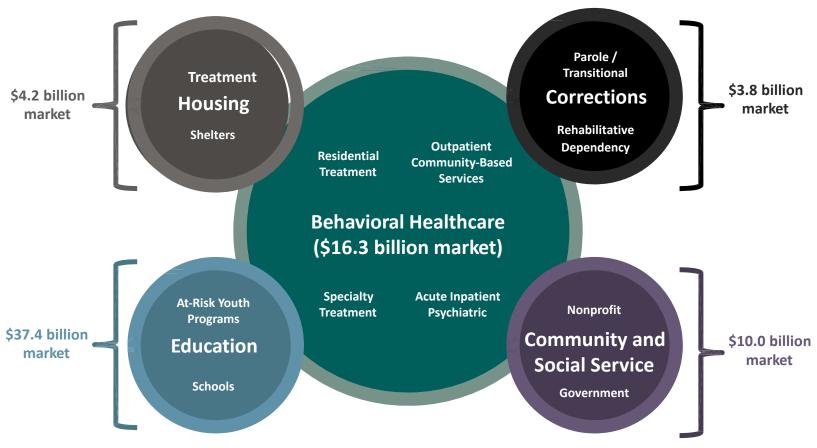


## **Social Infrastructure Landscape**

#### ESSENTIAL SERVICES VITAL TO THE HEALTH AND WELLNESS OF OUR CITIZENS AND COMMUNITIES

 Within the social infrastructure sector, Actus Holdings will target the enormous behavioral healthcare market

while participating in adjacent or complementary asset types to add diversification and scale



Note: market sizes reflect an estimate of the annual rent in these categories.

## Market Opportunity by Segment

	Behavioral Healthcare	Housing	Corrections	Community and Social Service	Education
Significant # of People in Need	160k – Acute 32.5mm – Residential 22.2mm – Substance 30mm – Eating Disorder	177k – Recovery Homes/Sober Living 401k – Transitional / Permanent ~578k	636k – Parolees <b>~636k</b>	1.5mm – Non-Profit Organizations 60 Government Agencies NA	4mm – At-Risk Youth 1mm – Schools ~5mm
Large # of Facilities	>15k	>21k	>13k	> 100k	> 46k
Average Annual Rent	\$1.1 million	\$200k	\$300k	\$100k	\$800k
Market Rent Opportunity	\$16.3 billion	\$4.2 billion	\$3.8 billion	\$10.0 billion	\$37.4 billion

**ACTUS** 



## **Behavioral Healthcare: Growing Awareness and Demand**

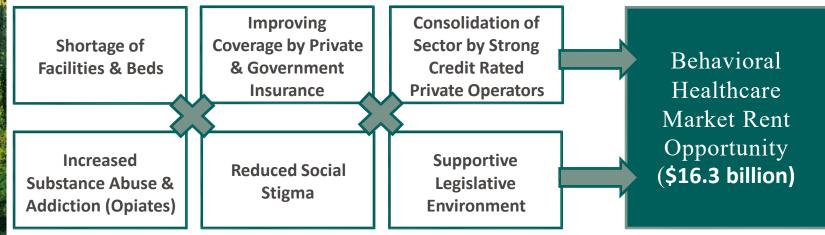
DUE TO A LONG-TERM UNDERINVESTMENT IN INPATIENT BEHAVIORAL HEALTH FACILITIES, DEMAND HAS EXCEEDED SUPPLY FOR MOST OF THE PAST DECADE

- Number of people who need help is staggering
  - ~26% of Americans aged 18 and older suffer from diagnosable mental disorders
  - ~3% of persons 12 or older are dependent on or abuse illicit drugs and ~7% are dependent on alcohol
- However, millions still do not receive necessary treatment

More than one-third of patients with a serious mental illness and more than one-half of patients with a moderate mental illness do not receive treatment

More than one-third of adults dually diagnosed with both a substance abuse disorder and a mental illness do not receive treatment

### **Factors Contributing to Near-Term Sector Growth**





## **Housing: Lack of Availability for Vulnerable Cohorts**

LACK OF AFFORDABLE HOUSING DRIVING DEMAND FOR EMERGENCY SHELTERS, TRANSITIONAL HOUSING AND SOBER LIVING HOUSING

- Veterans (9% of U.S. adults) make up a disproportionate share (11%) of the U.S. homeless population
   In 2010, 48% of veterans who entered an emergency shelter were staying in an emergency shelter just prior to entry; lack of temporary or permanent housing creates a constant "cycling" system
- Between 2 to 4 million women are assaulted by their spouse or partner and need safe refuge
   In up to 60% of cases, some form of child maltreatment is also present

## **Factors Contributing to Near-Term Sector Growth**

**Bi-partisan support** Return of veterans **Shortage of** to eliminate from overseas **Domestic Abuse** veteran Housing **Shelters** deployment homelessness Market Rent Opportunity **Inability to access Overcrowding of Shortage of** (\$4.2 billion) mental health & emergency shelters transitional creating "cycling" addiction housing & treatment facilities philosophy permanent housing

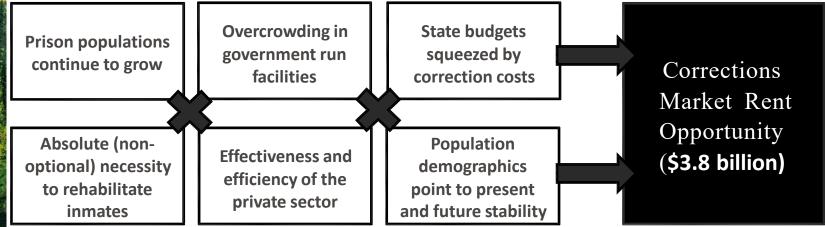


## **Corrections: Need for Capacity and Alternatives**

ELEVATED COSTS AND OVERCROWDING WITHIN CORRECTIONAL FACILITIES AT THE FEDERAL, STATE AND LOCAL MUNICIPALITY LEVEL HAS DRIVEN DEMAND FOR PRIVATE CORRECTIONAL SOLUTIONS

- At year-end 2014, 28 states and the federal government were operating at 100% or more of capacity
   Reduced rehabilitation opportunities; increased recidivism
- >200,000 public prison beds are >75 years old creating unnecessary taxpayer costs
- Broken prison system has caused widespread recognition of need for more and better community corrections and transitional housing alternative options

## **Factors Contributing to Near-Term Sector Growth**





## **Community and Social Service: Continued Growth**

SUBSTANTIAL GROWTH OF NON-PROFIT ORGANIZATIONS AND GOVERNMENT AGENCIES CREATES DEMAND FOR PURPOSE-BUILT ADMINISTRATIVE OFFICE BUILDINGS

• From 2004 to 2012, the federal non-postal government civilian workforce grew by 258,882 employees, from 1.88 million to 2.13 million (14%)

Three agencies – Department of Defense ("DOD"), Homeland Security ("DHS") and Veteran Affairs ("VA") – accounted for 94% of the increase; each department requires extensive office space

• Since 1970, more than 200,000 nonprofits have opened in the United States

### **Factors Contributing to Near-Term Sector Growth**

**Expansion of Green Lease** "Freeze the Federal, State & building Footprint" policy Social Service **Local governments** implementation requirements Market Rent Opportunity **Purpose-built** Agencies' **Record Charitable** (\$10.0 billion) buildings designed preferences for donations to Nonfor government single-tenant **Profit organizations** buildings tenants

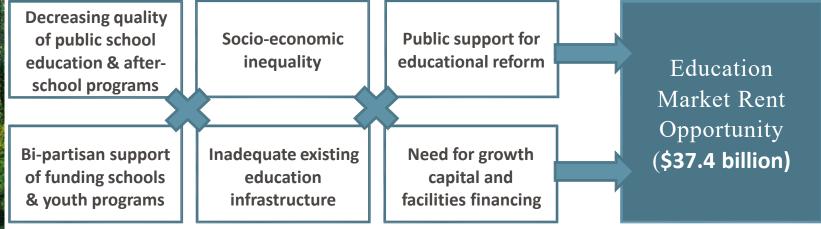


## **Education: Greater Program Choice**

DRASTIC UNDERINVESTMENT IN PUBLIC EDUCATION PROGRAMS HAS RESULTED IN LOWER GRADUATION RATES AND HIGHER CRIME RATES, GENERATING INCREASED DEMAND FOR SCHOOLS AND QUALIFIED AT-RISK YOUTH PROGRAMS

- Significant educational grants issued to help at-risk youth the Office of Juvenile Justice and Delinquency Prevention alone issued over 45 grants totaling ~\$265 million in 2014
- Number of charter schools and students served doubled over past decade (400+ schools added annually)
  - 6,700+ U.S. charter schools with ~2.9 million students
  - Over one million students are on a wait-list for a charter school (~35% of total student counts)

## **Factors Contributing to Near-Term Sector Growth**





SOCIAL INFRASTRUCTURE PLATFORM

## **ACTUS AND PORTFOLIO OVERVIEW**

#### **Actus Company History** 2010 Sean sells the MinSec operating company to a 1995 1995-2010 private equity-backed community corrections Sean McDougall founds Sean builds MinSec into a diversified operator of operator named MinSec Companies, a community corrections, behavioral health treatment Community Education provider of cost-effective, and outpatient programs for the treatment of Centers but retains the community-based chemical dependency and mental health disorders real estate alternatives to Assembles a Board of Directors that includes a former incarceration for Pennsylvania Governor, former Secretary of Health, governmental agencies in and Board member of Johns Hopkins University 2012 the Mid-Atlantic region **Actus Holdings** founded by Sean McDougall 1995 1997 2011 1999 2001 2003 2005 2007 2009 2013 2015 2019 2019 2004 Under negotiation Logan Plaza property to acquire Sedgley, acquired Clearfield, Ford Road and Girard; developing Quarry 2008 1999 2003 site for BWC Oxford acquired CYS & Bainbridge II High Street acquired acquired



## **Management Team**

IN 2012, THE ACTUS TEAM ASSEMBLED TO PURSUE A STRATEGY OF ACQUIRING SOCIAL INFRASTRUCTURE, HEALTH & WELLNESS REAL ESTATE

**Sean McDougall** Founder & CEO

Jon Serafino
Partner

Thomas Baker Senior Controller

Manager	Title	Age	Real Estate Experience	Prior Experience & Education
Sean McDougall	Founder & CEO	49	23 years	<ul><li>Founder, MinSec Companies</li><li>BA, St. Joseph's University</li></ul>
Joseph Sweeney	Partner	51	20 years	<ul> <li>Senior Vice President and Managing Director at WIPFLI Consulting</li> <li>MBA, St. Joseph's University</li> </ul>
Thomas Baker	Senior Controller	37	12 years	<ul> <li>PwC Asset Management Auditor</li> <li>Development Accountant at Liberty Property Trust</li> <li>BS, West Chester University of Pennsylvania</li> </ul>



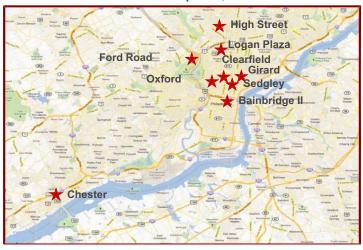
## **Current Portfolio Footprint**

## CURRENT FOOTPRINT IS CONCENTRATED IN PENNSYLVANIA DUE TO STRONG GOVERNMENT AND OPERATOR CONTACTS IN THE MARKET

			Square	
#	Property	Location	Feet	Facility Type / Use
1.	Logan Plaza	Philadelphia, PA	281,721	Youth Services, Community Services, School, Shelter, Healthcare
2.	Oxford	Philadelphia, PA	18,327	<ul> <li>Community Corrections</li> </ul>
3.	Chester	Chester, PA	18,000	<ul> <li>Youth Services, Administrative Offices</li> </ul>
4.	Bainbridge II	Philadelphia, PA	13,392	<ul> <li>Shelter</li> </ul>
5.	High Street	Philadelphia, PA	6,487	Transitional Housing
6.	Sedgley	Philadelphia, PA	44,667	<ul><li>Children's Hospital, School</li></ul>
7.	Clearfield	Philadelphia, PA	23,404	Administrative Offices
8.	Ford Road	Philadelphia, PA	127,765	<ul> <li>Behavioral Health, Veteran Services, Youth Services</li> </ul>
9.	Girard	Philadelphia, PA	260,138	Behavioral Health

Total 793,901

## Philadelphia, PA





## **Current Lease Summary**

## ACTUS'S PROTOTYPE LEASE HAS A 10-YEAR TERM WITH 5-YEAR OPTIONAL RENEWAL PROVISIONS AND 2-3% ANNUAL RENT ESCALATORS

- Management is fully confident that its leases expiring in 2025 will be renewed
- Any non-renewable leases below will be re-negotiated at the end of their term

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#	Tenant / Operator	Property	Vertical	Payor	Lease Inception	Lease Expiration	Original Term	Renewable (Yes / No)	Rent Escalation
1.	Delaware Charter School	Logan Plaza	School	City of Philadelphia	2006	2026	20	No	None
2.	Vision Quest	Logan Plaza	Youth Services	City / State	2011	2025	10	Yes	3.0%
3.	Vision Quest National	Logan Plaza	Youth Services	City / State	2011	2025	10	Yes	3.0%
4.	Resources for Human Development	Logan Plaza	Shelter	City / State	2011	2029	5	Yes	N/A
5.	Philadelphia Municipal Authority	Logan Plaza	Community Services	City of Philadelphia	2007	2027	10	No	N/A
6.	Logan Community Development	Logan Plaza	Community Services Community Services	N/A	2010	2016	3	Yes	N/A
7.	Commonwealth of PA	Logan Plaza		Commonwealth of PA	2009	2023	10	No	N/A
8.	Pathways to Housing PA	Logan Plaza	Transitional Housing	City / State	2012	2022	10	Yes	N/A
9.	Fresenius Management	Logan Plaza	Healthcare	Federal Healthcare	2015	2025	10	Yes	N/A
10. 11.	BTC Food Service Community Education Centers	Logan Plaza Oxford	Community Services Community Corrections	Non-Profit PA Department of Corrections	2009 2010	2023	10 5	Yes Yes	N/A 2.5%
12.	Delaware County Children Services	Chester	Youth Services	Delaware County	2008	2022	10	No	4.5%
13.	City of Philadelphia	Bainbridge	Shelter	City of Philadelphia	2015	2025	10	Yes	None
14.	Pending	High Street	Transitional Housing	TBD	2016	2026	10	TBD	2.5%
15.	Khepera Charter Schools	Sedgley	School	City of Philadelphia	2014	2023	5	Yes	None
16.	St. Christopher's Hospital	Sedgley	Healthcare	TBD	2012	2023	2	No	TBD
17.	State Board of Parole	Clearfield	Administrative	Commonwealth of PA	2005	2020	15	Yes	N/A
18.	Distance Learning Center	Clearfield	Administrative	City of Philadelphia	2012	2023	5	No	2.0%
19.	Lauren's House	Clearfield	Administrative	City of Philadelphia	2014	<b>2</b> 024	3	Yes	N/A
20.	Wordsworth Academy	Ford Road	Behavioral Health	Federal/State/Local	2006	2021	15	Yes	1-3%
21.	Center for Autism	Ford Road	Youth Services	Federal/State/Local	2008	2022	15	Yes	1-3%
22.	Easter Seals	Ford Road	Veteran Services	Federal/State/Local	2007	2023	15	Yes	1-3%
23.	North Philadelphia Health Center	Girard	Behavioral Health	Federal/State/Local	N/A	N/A	15	TBD	2.0%
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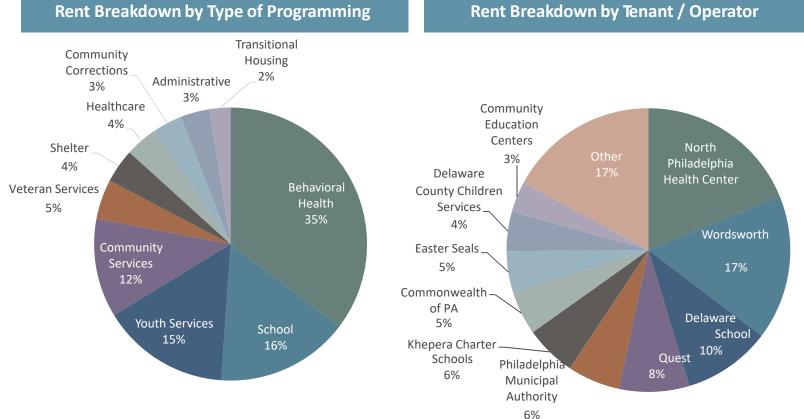
Annual



## Portfolio Breakdown

#### THE CURRENT PORTFOLIO IS WELL DIVERSIFIED BY TYPE OF PROGRAMMING AND BY TENANT BASE

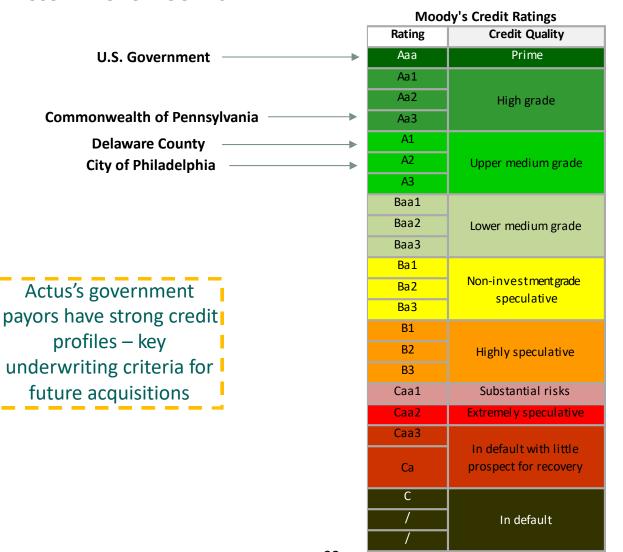
 North Philadelphia Health Center is a comprehensive behavioral health facility offering a wide array of essential services to the North Philadelphia community





## **Government Payor Credit Worthiness**

PRIMARY GOVERNMENT PAYORS IN THE CURRENT PORTFOLIO ALL HAVE CREDIT RATINGS OF A2 OR BETTER ACCORDING TO MOODY'S





## **Growth Strategy**

MULTI-PRONGED APPROACH TO BUILDING THE LEADING PURE-PLAY OWNER OF SOCIAL INFRASTRUCTURE

- 1. Establish dense presence in multiple U.S. markets through aggressive acquisition and sale-leaseback campaign
- 2. Evolve portfolio toward behavioral healthcare facilities while maintaining adequate diversification across services and demographics
- 3. Pursue selective development of facilities in high demand markets with barriers
- 4. Establish strategic partnerships with strong tenant operators to finance their real estate and grow together

## **Current Target Geographies**

## **Near-Term Target Geographies and Identified NOI Opportunity New England** \$75mm of NOI Mid-Atlantic Mid-West \$75mm of NOI \$40mm of NOI South-East \$30mm of NOI Identified target markets based on: Target demographics Relationships with leading operators Actionable sizeable transactions



SOCIAL INFRASTRUCTURE PLATFORM

# **Goldman Sachs Portfolio Financing**



## Goldman Sachs Bank USA "GS" Portfolio Financing Summary

ACTUS HOLDINGS ("ACTUS"), SECURED A FULLY NEGOTIATED DEBT FINANCING LOAN FROM GOLDMAN SACHS BANK FOR THE ACQUISITION OF NINE PROPERTIES (THE "PORTFOLIO") TO LAUNCH THE FIRST SOCIAL INFRASTRUCTURE MLP OR REIT IN THE UNITED STATES

**Term Summary** 

- Maximum Loan Amount: \$100 million
- Up to 60% of the market value of the properties based on third party appraiser
- Interest only 4.00% + 30 Day Libor
- Two Year Term with (1) year extensions

Additional Factors

- Ability to move assets within the credit facility if market conditions align
- Investment criteria established with "GS" which allows Actus to secure debt quickly if assets fit the core investment profile

Capacity and Branding

- One stop shop "GS" has the capacity to increase facility which allows Actus to look for larger investment portfolios and major strategic alliances with larger firms
- "Actus" has aligned itself with one of the most highly regarded investments bank in the world



SOCIAL INFRASTRUCTURE PLATFORM

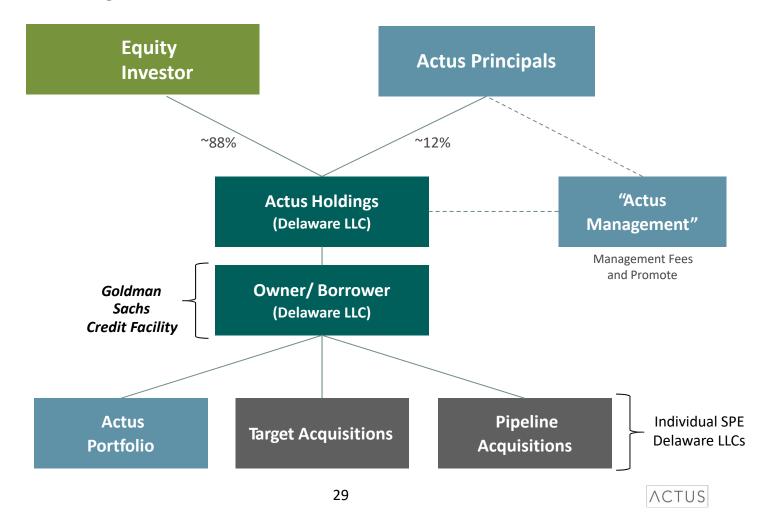
## **Financial Overview**



## **Actus Holdings Organizational Structure**

PROPERTIES WILL BE HELD IN A SIMPLE LLC ORG STRUCTURE AND LP INVESTOR AND ACTUS'S PRINCIPALS WILL HAVE STRONG ECONOMIC ALIGNMENT AS Actus Holding's OWNERS

 Actus Management will externally manage the portfolio and will be highly incentivized to create value for Actus Holding's lenders and owners





## **Actus Financial Overview**

ACTUS HOLDINGS, LLC
Balance Sheet
As of December 31, 2022

Accounts Receivable Other Receivables State 2,412,368.00 Other Receivables Prepaids TOTAL CURRENT ASSETS State 3,406,365.00  PROPERTY AND EQUIPMENT - NET Accumulated Depreciation Sect. Deposits State 3,412,368.00 State 3,4	ASSETS			-
Accounts Receivable \$ 2,412,368.00 Other Receivables \$ 1,380,000.00 Prepaids \$ 5,406,365.00 Property AND EQUIPMENT - NET \$ 15,010,705.50 Accountlated Depreciation \$ (4,267,481.00) Property, Plan & Equipment - Net \$ 123,771.00 Property, Plan & Equipment - Net \$ 110,866,995.50 Property, Plan & Equipment - Net \$ 10,866,995.50 Property, Plan & Equipment - Net \$ 12,700,705.50 Property	CURRENT ASSETS			
Accounts Receivable	<sup>-</sup> Cash		\$ 1,460,457.00	
Prepaids	Accounts Receivable		2,412,368.00	
### Style="color: 150%;">	Other Receivables		\$ 1,380,000.00	
### Style="color: 150%;">	<sup>-</sup> Prepaids		\$ 153,540.00	
Accumulated Depreciation \$ (4,267,481.00) Sect. Deposits \$ 123,771.00 Property, Plan & Equipment -Net \$ 123,771.00  Total Assets \$ 10,866,995.50  LIABILITIES AND SHAREHOLDERS EQUITY LIABILITIES  CURRENT LIABILITIES  Line of Credit \$ 497,000.00 Current Portion of Long Term Debt \$ 3,314,125.00 Accounts Payable \$ 3,811,125.00 Accourds Payable \$ 37,334.00 Employee Benefits Accrual Vacation & Sick \$ 375,463.00 Other Current Accrued liabilities \$ 21,732.00  Total Current Liabilities \$ 8,292,415.00  Long-Term debt, net of current portion \$ 780,343.00  EQUITY Capital Stock \$ 500.00 Contribuited Capital \$ 4,757.00 Retained Earnings \$ 3,208,645.00 Profit (loss) for Period \$ 3,986,700.50	_ TOTAL CURRENT ASSETS		\$ 5,406,365.00	-
Sect. Deposits   \$ 123,771.00     Property, Plan & Equipment -Net   \$ 10,866,995.50     Total Assets   \$ 16,273,360.50     LIABILITIES   \$ 16,273,360.50     LIABILITIES   \$ 16,273,360.50     LIABILITIES   \$ 1497,000.00     Current Portion of Long Term Debt   \$ 3,314,125.00     Accounts Payable   \$ 3,811,125.00     Accrued Salary & Wages   \$ 235,636.00     Payroll Withholdings   \$ 37,334.00     Employee Benefits Accrual Vacation & Sick   \$ 375,463.00     Other Current Accrued liabilities   \$ 21,732.00     Total Current Liabilities   \$ 8,292,415.00     Long-Term debt, net of current portion   \$ 780,343.00     EQUITY   Capital Stock   \$ 500.00     Contribuited Capital   \$ 4,757.00     Retained Earnings   \$ 3,208,645.00     Profit (loss) for Period   \$ 3,986,700.50	PROPERTY AND EQUIPMENT - NET			
Total Assets	_Accumulated Depreciation			
Total Assets         \$ 16,273,360.50           LIABILITIES AND SHAREHOLDERS EQUITY           CURRENT LIABILITIES           Line of Credit         \$ 497,000.00           Current Portion of Long Term Debt         \$ 3,314,125.00           Accounts Payable         \$ 3,811,125.00           Accrued Salary & Wages         \$ 235,636.00           Payroll Withholdings         \$ 375,346.00           Employee Benefits Accrual Vacation & Sick         \$ 375,463.00           Other Current Accrued liabilities         \$ 21,732.00           Total Current Liabilities         \$ 8,292,415.00           Long-Term debt, net of current portion         \$ 780,343.00           EQUITY           Capital Stock         \$ 500.00           Contribuited Capital         \$ 4,757.00           Retained Earnings         \$ 3,208,645.00           Profit (loss) for Period         \$ 3,986,700.50	•		\$ •	
LIABILITIES AND SHAREHOLDERS EQUITY         LIABILITIES         CURRENT LIABILITIES         Line of Credit       \$ 497,000.00         Current Portion of Long Term Debt       \$ 3,314,125.00         Accounts Payable       \$ 3,811,125.00         Accrued Salary & Wages       \$ 235,636.00         Payroll Withholdings       \$ 37,334.00         Employee Benefits Accrual Vacation & Sick       \$ 375,463.00         Other Current Accrued liabilites       \$ 21,732.00         Total Current Liabilities       \$ 8,292,415.00         Long-Term debt, net of current portion       \$ 780,343.00         EQUITY         Capital Stock       \$ 500.00         Contribuited Capital       \$ 4,757.00         Retained Earnings       \$ 3,208,645.00         Profit (loss) for Period       \$ 3,986,700.50	Property, Plan & Equipment -Net	I	\$ 10,866,995.50	I
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LIABILITIES         Line of Credit       \$ 497,000.00         Current Portion of Long Term Debt       \$ 3,314,125.00         Accounts Payable       \$ 3,811,125.00         Accrued Salary & Wages       \$ 235,636.00         Payroll Withholdings       \$ 37,334.00         Employee Benefits Accrual Vacation & Sick       \$ 375,463.00         Other Current Accrued liabilities       \$ 21,732.00         Total Current Liabilities         Long-Term debt, net of current portion       \$ 780,343.00         EQUITY         Capital Stock       \$ 500.00         Contribuited Capital       \$ 4,757.00         Retained Earnings       \$ 3,208,645.00         Profit (loss) for Period       \$ 3,986,700.50	LIABILITIES AND SHAREHOLDERS EQUITY			
Line of Credit       \$ 497,000.00         Current Portion of Long Term Debt       \$ 3,314,125.00         Accounts Payable       \$ 3,811,125.00         Accrued Salary & Wages       \$ 235,636.00         Payroll Withholdings       \$ 37,334.00         Employee Benefits Accrual Vacation & Sick       \$ 375,463.00         Other Current Accrued liabilities       \$ 21,732.00         Total Current Liabilities       \$ 8,292,415.00         Long-Term debt, net of current portion       \$ 780,343.00         EQUITY       \$ 500.00         Capital Stock       \$ 500.00         Contribuited Capital       \$ 4,757.00         Retained Earnings       \$ 3,208,645.00         Profit (loss) for Period       \$ 3,986,700.50				-
Current Portion of Long Term Debt       \$ 3,314,125.00         Accounts Payable       \$ 3,811,125.00         Accrued Salary & Wages       \$ 235,636.00         Payroll Withholdings       \$ 37,334.00         Employee Benefits Accrual Vacation & Sick       \$ 375,463.00         Other Current Accrued liabilities       \$ 21,732.00         Total Current Liabilities       \$ 8,292,415.00         Long-Term debt, net of current portion       \$ 780,343.00         EQUITY       Capital Stock       \$ 500.00         Contribuited Capital       \$ 4,757.00         Retained Earnings       \$ 3,208,645.00         Profit (loss) for Period       \$ 3,986,700.50				
Accounts Payable \$ 3,811,125.00 Accrued Salary & Wages \$ 235,636.00 Payroll Withholdings \$ 37,334.00 Employee Benefits Accrual Vacation & Sick \$ 375,463.00 Other Current Accrued liabilities \$ 21,732.00  Total Current Liabilities \$ 8,292,415.00  Long-Term debt, net of current portion \$ 780,343.00  EQUITY Capital Stock \$ 500.00 Contribuited Capital \$ 4,757.00 Retained Earnings \$ 3,208,645.00 Profit (loss) for Period \$ 3,986,700.50			•	
Accrued Salary & Wages \$ 235,636.00 Payroll Withholdings \$ 37,334.00 Employee Benefits Accrual Vacation & Sick Other Current Accrued liabilities \$ 21,732.00  Total Current Liabilities \$ 8,292,415.00  Long-Term debt, net of current portion \$ 780,343.00  EQUITY Capital Stock \$ 500.00 Contribuited Capital \$ 4,757.00 Retained Earnings \$ 3,208,645.00 Profit (loss) for Period \$ 3,986,700.50				
- Payroll Withholdings       \$ 37,334.00         Employee Benefits Accrual Vacation & Sick       \$ 375,463.00         Other Current Accrued liabilities       \$ 21,732.00         - Total Current Liabilities       \$ 8,292,415.00         Long-Term debt, net of current portion       \$ 780,343.00         EQUITY       Capital Stock       \$ 500.00         Contribuited Capital       \$ 4,757.00         Retained Earnings       \$ 3,208,645.00         Profit (loss) for Period       \$ 3,986,700.50				
Employee Benefits Accrual Vacation & Sick   \$ 375,463.00     Other Current Accrued liabilities   \$ 21,732.00     Total Current Liabilities   \$ 8,292,415.00     Long-Term debt, net of current portion   \$ 780,343.00     EQUITY   Capital Stock   \$ 500.00     Contribuited Capital   \$ 4,757.00     Retained Earnings   \$ 3,208,645.00     Profit (loss) for Period   \$ 3,986,700.50			·	
Total Current Accrued liabilities   \$ 21,732.00			•	
Total Current Liabilities \$ 8,292,415.00  Long-Term debt, net of current portion \$ 780,343.00  EQUITY Capital Stock \$ 500.00 Contribuited Capital \$ 4,757.00 Retained Earnings \$ 3,208,645.00 Profit (loss) for Period \$ 3,986,700.50				
Long-Term debt, net of current portion \$ 780,343.00  EQUITY Capital Stock \$ 500.00 Contribuited Capital \$ 4,757.00 Retained Earnings \$ 3,208,645.00 Profit (loss) for Period \$ 3,986,700.50	Other Current Accrued liabilites		\$ 21,732.00	
EQUITY         Capital Stock       \$ 500.00         Contribuited Capital       \$ 4,757.00         Retained Earnings       \$ 3,208,645.00         Profit (loss) for Period       \$ 3,986,700.50	Total Current Liabilities		\$ 8,292,415.00	-
Capital Stock         \$ 500.00           Contribuited Capital         \$ 4,757.00           Retained Earnings         \$ 3,208,645.00           Profit (loss) for Period         \$ 3,986,700.50	Long-Term debt, net of current portion	I	\$ 780,343.00	ı
Contribuited Capital         \$ 4,757.00           Retained Earnings         \$ 3,208,645.00           Profit (loss) for Period         \$ 3,986,700.50	EQUITY			
Retained Earnings         \$ 3,208,645.00           Profit (loss) for Period         \$ 3,986,700.50	Capital Stock		500.00	
Profit (loss) for Period         \$ 3,986,700.50	Contribuited Capital		\$ 4,757.00	
	Retained Earnings		3,208,645.00	
Total Shareholders Equity (deficit) 30 \$ 7,200,602.50	, ,		3,986,700.50	
	Total Shareholders Equity (deficit)	30	\$ 7,200,602.50	_

TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY

16,273,360.50

**ACTUS** 



## **Actus Financial Overview**

Revenue

ACTUS HOLDINGS, LLC Statement of Operations As of December - 2022

Revenues   \$ 15,141,021.00     Management Fees   \$ 1,935,870.00     Net Revenue   \$ 17,076,891.00     Net Revenue   \$ 17,076,891.00     Separate			
Net Revenue	Revenues	\$	15,141,021.00
Payroll   \$ 7,151,377.00     Overtime Wages   \$ 159,042.50     Benefits & Payroll Taxes   \$ 1,541,591.00     Business & Professional Insurance   \$ 234,697.00     Supplies   \$ 860,096.00     Purchased Services (1099)   \$ 1,435,911.00     Other Expenses   \$ 721,557.00     Legal Fees   \$ 293,725.00     Rent   \$ 546,778.00     Depreciation   \$ -	Management Fees		
Payroll   \$ 7,151,377.00     Overtime Wages   \$ 159,042.50     Benefits & Payroll Taxes   \$ 1,541,591.00     Business & Professional Insurance   \$ 234,697.00     Supplies   \$ 860,096.00     Purchased Services (1099)   \$ 1,435,911.00     Other Expenses   \$ 721,557.00     Legal Fees   \$ 293,725.00     Rent   \$ 546,778.00     Depreciation   \$ -	Net Revenue	\$	17,076,891.00
Payroll Overtime Wages Benefits & Payroll Taxes Business & Professional Insurance Supplies Purchased Services (1099) Other Expenses Legal Fees Rent Depreciation Interest Business Priv Tax Real Estate Taxes  Total Operating Expense Misc Income  Payroll  7,151,377.00 7,151,377.00 1,59,042.50 1,541,591.00 234,697.00 \$860,096.00 1,435,911.00 234,697.00 \$860,096.00 1,435,911.00 24,35,		<del></del>	· ·
Payroll	Fynenses		
Overtime Wages         \$ 159,042.50           Benefits & Payroll Taxes         \$ 1,541,591.00           Business & Professional Insurance         \$ 234,697.00           Supplies         \$ 860,096.00           Purchased Services (1099)         \$ 1,435,911.00           Other Expenses         \$ 721,557.00           Legal Fees         \$ 293,725.00           Rent         \$ 546,778.00           Depreciation         \$ -           Interest         \$ 38,863.00           Business Priv Tax         \$ 25,400.00           Real Estate Taxes         \$ 130,000.00           Total Operating Expense         \$ 3,937,853.50           Cother Revenue & Expense         \$ 48,847.00           Misc Income         \$ 48,847.00	•	\$	7.151.377.00
Benefits & Payroll Taxes   \$ 1,541,591.00     Business & Professional Insurance   \$ 234,697.00     Supplies   \$ 860,096.00     Purchased Services (1099)   \$ 1,435,911.00     Other Expenses   \$ 721,557.00     Legal Fees   \$ 293,725.00     Rent   \$ 546,778.00     Depreciation   \$ -			
Business & Professional Insurance   \$ 234,697.00     Supplies   \$ 860,096.00     Purchased Services (1099)   \$ 1,435,911.00     Other Expenses   \$ 721,557.00     Legal Fees   \$ 293,725.00     Rent   \$ 546,778.00     Depreciation   \$			
Purchased Services (1099) \$ 1,435,911.00 Other Expenses \$ 721,557.00 Legal Fees \$ 293,725.00 Rent \$ 546,778.00 Depreciation \$			
Other Expenses \$ 721,557.00 Legal Fees \$ 293,725.00 Rent \$ 546,778.00 Depreciation \$ Interest \$ 38,863.00 Business Priv Tax \$ 25,400.00 Real Estate Taxes \$ 130,000.00  Total Operating Expense \$ 13,139,037.50  Cother Revenue & Expense \$ 48,847.00  Misc Income	Supplies	\$	860,096.00
Legal Fees   \$ 293,725.00     Rent   \$ 546,778.00     Depreciation   \$	Purchased Services (1099)	\$	1,435,911.00
Rent	Other Expenses	\$	721,557.00
Depreciation	Legal Fees	\$	293,725.00
Interest			546,778.00
Business Priv Tax	Depreciation		-
Real Estate Taxes         \$ 130,000.00           Total Operating Expense         \$ 13,139,037.50           Earnings Before Income Taxes (EBIT)         \$ 3,937,853.50           Other Revenue & Expense Misc Income         \$ 48,847.00			•
Total Operating Expense \$ 13,139,037.50  Earnings Before Income Taxes (EBIT) \$ 3,937,853.50  Other Revenue & Expense \$ 48,847.00  Misc Income			
Earnings Before Income Taxes (EBIT) \$ 3,937,853.50  Other Revenue & Expense \$ 48,847.00  Misc Income	Real Estate Taxes	\$	130,000.00
Other Revenue & Expense \$ 48,847.00 Misc Income	Total Operating Expense	\$	13,139,037.50
Misc Income	Earnings Before Income Taxes (EBIT)	\$	3,937,853.50
Net earning (loss) for the Year \$ 3,986,700.50	·	\$	48,847.00
	Net earning (loss) for the Year	\$	3,986,700.50
EBITDA \$ 4,002,116.50	EBITDA	<u></u>	4.002.116.50



SOCIAL INFRASTRUCTURE PLATFORM

## **APPENDIX: PORTFOLIO DETAIL**



## **Property – Logan Plaza**

#### Logan Plaza - Philadelphia, PA

**Square Feet** 381,721 sq. ft campus

Payors City of Philadelphia

Commonwealth of Pennsylvania

Federal Healthcare

Non-Profit – Pathways to Housing

Types pf Programming Youth Services

**Community Services** 

School Shelter

Address 5201 Old York Road, Philadelphia, PA

	Occupied _	Annualized	Lease	
Tenant	Square Feet	Total	Per Sq. Ft.	Expiration
Delaware Charter School	69,446	\$960,000	\$13.82	
2026				
Vision Quest	59,800	741,039	12.39	
2021				
Vision Quest National	3,100	28,674	9.25	
2018				
Resources for Human Development	9,500	112,464	11.84	
2017				
Philadelphia Municipal Authority	45,000	579,750	12.88	
2017 — — — — — — — — — — — — — — — — — — —				
Logan Community Development	1,644	8,293	5.04	







**ACTUS** 



## **Initial Portfolio – Oxford**

#### Oxford - Philadelphia, PA

**Square Feet** 18,327 sq. ft campus

**Payors** Pennsylvania Department of Corrections

Types pf Programming Community Corrections

Community Parole Center Behavioral Health Services

Address 1917 W. Oxford Street, Philadelphia, PA

Occupie		Annualized	Lease	
Tenant	Square Feet	Total	Per Sq. Ft.	Expiration
Community Education Centers	18,327	\$333,332	\$18.19	2025















## **Portfolio – Chester**

#### CYS / Diversified - Chester, PA

**Square Feet** 18,000 sq. ft campus

Payors Delaware County

Types pf Programming Youth Services

Administrative Space

Address 531 Penn Street, Chester, PA

	Occupied	Annualized Base Rent		Lease
Tenant	Square Feet	Total	Per Sq. Ft.	Expiration
Delaware County Children Services	18,000	\$431,436	\$23.97	2032











## **Portfolio**

## - Bainbridge II

## Bainbridge II - Philadelphia, PA

**Square Feet** 13,392 sq. ft campus

Payors City of Philadelphia

**Types pf Programming** City Homeless Shelter

Address 1221 Bainbridge Street, Philadelphia, PA

	Occupied _	Annualized Base Rent		Lease
Tenant	Square Feet	Total	Per Sq. Ft.	Expiration
City of Philadelphia	13,992	\$273,300	\$19.53	
2025				

2025







- After

ACTUS



## **Portfolio High Street-**

#### High Street - Philadelphia, PA

**Square Feet** 6,487 sq. ft campus

Payors Blue Cross

Types pf Programming Recovery Housing

Address 25 High Street, Philadelphia, PA

	Occupied	Annualized Base Rent		Lease
Tenant	Square Feet	Total	Per Sq. Ft.	Expiration
Pending	6,487	\$168,000	\$25.90	
2026				





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## **Initial Portfolio – Sedgley**

## Sedgley - Philadelphia, PA

**Square Feet** 44,667 sq. ft campus

Payors Philadelphia School District

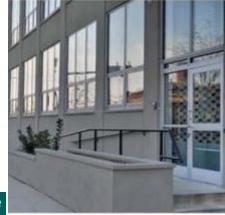
Types pf Programming School

Children's Hospital

**Address** 926 Sedgley Avenue, Philadelphia, PA

	Occupied _	Annualized	Base Rent	Lease
Tenant	Square Feet	Total	Per Sq. Ft.	Expiration
Khepera Charter Schools	30,000	\$552,000	\$18.40	
2019				
St. Christopher's Hospital	14,667	231,000	15.75	
2017				
		Tim may		
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## **Initial Portfolio – Clearfield**

#### Clearfield - Philadelphia, PA

**Square Feet** 23,404 sq. ft campus

Payors City of Philadelphia

Commonwealth of Pennsylvania

Types pf Programming Administrative Offices

Address 1318-24 West Clearfield Street, Philadelphia, PA

	Occupied _	Annualized Base Rent		Lease
Tenant	Square Feet	Total	Per Sq. Ft.	Expiration
State Board of Parole	10,075	\$125,938	\$12.50	
2020				
Distance Learning Center	3,000	48,000	16.00	2025

Lauren's House





Note: property acquisition currently under negotiation.



## **Initial Portfolio – Ford Road**

#### Ford Road - Philadelphia, PA

**Square Feet** 127,765 sq. ft campus

Payors City of Philadelphia

Commonwealth of Pennsylvania

Federal Healthcare

Types pf Programming Behavioral Health Services

Veteran Services Youth Services Education Services Community Services

Address 3905 Ford Road, Philadelphia, PA

	Occupied _	Annualized Base Rent		Lease
Tenant	Square Feet	Total	Per Sq. Ft.	Expiration
Wordsworth Academy	90,506	\$1,584,034	\$17.50	2026
Center for Autism	9,909	254,331	25.67	
2022				













## **Initial Portfolio – Girard Avenue**

#### Girard - Philadelphia, PA

**Square Feet** 260,138 sq. ft campus

Payors City of Philadelphia

Commonwealth of Pennsylvania

Federal Healthcare

**Types pf Programming** Behavioral Health Services

Address 801 West Girard Avenue, Philadelphia, PA

	Occupied _	Annualized	Base Rent	Lease	
Tenant	Square Feet	Total	Per Sq. Ft.	Expiration	
North Philadelphia Health Center	260,138	\$1,800,000	\$6.92	TBD	





