

COMPLETE CARE AT ARBORS LLC
(a limited liability company)

FINANCIAL STATEMENTS
YEAR ENDED DECEMBER 31, 2024

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INDEPENDENT AUDITORS' REPORT

To the Member of
Complete Care at Arbors LLC

Opinion

We have audited the accompanying financial statements of Complete Care at Arbors LLC (a limited liability company), which comprise the balance sheet as of December 31, 2024, and the related statements of earnings and member's equity, and cash flows for the year then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Complete Care at Arbors LLC as of December 31, 2024, and the results of its operations, changes in members equity, and its cash flows for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Complete Care at Arbors LLC and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Complete Care at Arbors LLC's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not absolute assurance and, therefore, is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Complete Care at Arbors LLC's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Complete Care at Arbors LLC's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

A handwritten signature in black ink that reads "Brand Sonnenschein LLP". The signature is written in a cursive, flowing style.

April 30, 2025

COMPLETE CARE AT ARBORS LLC
(a limited liability company)
BALANCE SHEET
AT DECEMBER 31, 2024

ASSETS

Current assets

Cash and cash equivalents (note 2)	\$ 297,043
Cash - restricted (patient funds) (note 2)	36,482
Accounts receivable - net (note 3)	2,999,457
Prepaid expenses and other	<u>345,062</u>

Total current assets 3,678,044

Property and equipment - net (note 4)	706,207
Right-of-use assets - operating lease (note 5)	11,339,278
Due from related entities (note 6)	<u>2,395,192</u>

TOTAL ASSETS \$ 18,118,721

LIABILITIES AND MEMBER'S EQUITY

Current liabilities

Accounts payable	\$ 788,665
Accrued expenses and withheld taxes	410,479
Operating lease payable (note 5)	2,170,598
Due to private and third-party payors (note 12)	755,435
Patients' funds payable	<u>28,497</u>

Total current liabilities 4,153,674

Due to related entities (note 6)	3,434,309
Operating lease payable (note 5)	<u>9,168,680</u>

Total liabilities 16,756,663

Member's equity 1,362,058

TOTAL LIABILITIES AND MEMBER'S EQUITY \$ 18,118,721

COMPLETE CARE AT ARBORS LLC
(a limited liability company)
STATEMENTS OF EARNINGS AND MEMBER'S EQUITY
YEAR ENDED DECEMBER 31, 2024

Revenues	\$ 15,517,228
Operating expenses	<u>14,799,258</u>
Earnings from operations	717,970
Non-operating revenues (expenses)	
Interest income	1,941
Interest expense	<u>(4,289)</u>
NET EARNINGS	715,622
Member's equity - December 31, 2023	<u>646,436</u>
MEMBER'S EQUITY - DECEMBER 31, 2024	<u><u>\$ 1,362,058</u></u>

COMPLETE CARE AT ARBORS LLC
(a limited liability company)
STATEMENT OF CASH FLOWS
YEAR ENDED DECEMBER 31, 2024

Cash flows from operating activities	
Net earnings	\$ 715,622
Adjustments to reconcile net earnings to net cash provided by operating activities:	
Depreciation	101,493
(Increase) decrease in assets	
Accounts receivable	(522,576)
Prepaid expenses and other	41,920
Increase (decrease) in liabilities	
Accounts payable	(3,960)
Accrued expenses and withheld taxes	88,915
Due to private and third-party payors	(124,436)
Patients' funds payable	9,505
Net cash provided by operating activities	<u>306,483</u>
 Cash flows from investing activities	
Purchase of property and equipment	<u>(60,614)</u>
Net cash used in investing activities	<u>(60,614)</u>
 Cash flows from financing activities	
Due to/from related entities	<u>(75,620)</u>
Net cash used in financing activities	<u>(75,620)</u>
 Net increase in cash, restricted cash, and cash equivalents	170,249
 Cash, restricted cash, and cash equivalents - December 31, 2023	<u>163,276</u>
 CASH, RESTRICTED CASH, AND CASH EQUIVALENTS - DECEMBER 31, 2024	 \$ <u><u>333,525</u></u>

COMPLETE CARE AT ARBORS LLC
(a limited liability company)
NOTES TO FINANCIAL STATEMENTS
AT DECEMBER 31, 2024

NOTE 1 – FORMATION AND DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and business – Complete Care at Arbors LLC (the “Company”) was formed in the State of New Jersey on May 19, 2019. The Company commenced operations of a 120-bed nursing facility in Toms River, New Jersey on September 1, 2019. The member of the Company is generally protected from liability for acts and obligations of the Company. The operating agreements provide, among other things, for the Company to continue at the will of the General Member, unless sooner terminated as provided in the agreement. The Company leases land, building, and rights to its license in Toms River, New Jersey, from a related entity.

Basis of accounting – The books and records of the Company are maintained on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

Cash equivalents – Cash equivalents represent short-term investments with original maturity dates of three months or less.

Restricted cash – patient funds – The Company adopted Financial Accounting Standards Board (“FASB”) standard “ASU-2016-18, Statement of Cash Flows (Topic 230): Restricted Cash.” This standard requires that cash, restricted cash, and cash equivalents be included in beginning and ending cash, restricted cash, and cash equivalents on the statement of cash flows. The Company is required to maintain patient funds in a separate restricted account. The amount at all times must be equal to or exceed the aggregate of all outstanding obligations to the patients.

Trade accounts receivable – Trade accounts receivable are stated at the amount management expects to collect from outstanding balances. The Company has adopted Accounting Standards Update (“ASU”) No. 2016-13, Measurement of Credit Losses on Financial Instruments, and its related amendments using the prospective method. The new standard changes the impairment model for most financial assets that are measured at amortized cost and certain other instruments, including trade receivables, from an incurred loss model to an expected loss model and adds certain new required disclosures. Under the expected loss model, entities will recognize credit losses to be incurred over the entire contractual term of the instrument rather than delaying recognition of credit losses until it is probable the loss has been incurred. In accordance with Accounting Standards Codification (“ASC”) 326, the Company evaluates certain criteria, including aging and historical write-offs, current economic condition of specific payors and future economic conditions to determine the appropriate allowance for credit losses. The impact of the adoption of ASC 326 to the Company's opening balance of net assets was not material.

Property and equipment – Property and equipment are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Expenditures for maintenance and repairs are charged to operations as incurred. Significant renovations and replacements, which improve and extend the life of the asset are capitalized.

Income taxes – The Company is treated as a single-member LLC for federal income tax purposes and does not incur income taxes. Instead, its earnings and losses are included in the partnership return of the single-member (“Parent”) company and taxed depending on the partnership’s situation. The policy of the Company is to record interest expense and penalties relating to income taxes in operating expense. For the

COMPLETE CARE AT ARBORS LLC
(a limited liability company)
NOTES TO FINANCIAL STATEMENTS
AT DECEMBER 31, 2024

NOTE 1 – FORMATION AND DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

year ended December 31, 2024, there were no income tax-related interest or penalty expenses and no accrued interest and penalties.

In 2020, the State of New Jersey passed the Business Alternative Income Tax Act (“BAIT”). This law allowed LLCs to pay tax due on partnership earnings instead of on the individual owner’s return. The tax rates are graduated and range from 5.675% to 10.9% of earnings. The Company recorded no New Jersey BAIT taxes during 2024.

Advertising – Advertising costs, except for costs associated with direct-response advertising, are charged to earnings when incurred. The costs of direct-response advertising are capitalized and amortized over the period during which future benefits are expected to be received.

Revenues – Revenue is derived primarily from providing healthcare services to patients. Revenues are recognized when services are provided to the patients at the amount that reflects the consideration to which the Company expects to be entitled from patients and third-party payors, including Medicaid, Medicare, and insurers (private and Medicare replacement plans), in exchange for providing patient care. The healthcare services in transitional and skilled, home health, and hospice patient contracts include routine services in exchange for a contractual agreed-upon amount or rate. Routine services are treated as a single-performance obligation satisfied over time as services are rendered. As such, patient care services represent a bundle of services that are not capable of being distinct. Additionally, there may be ancillary services, which are not included in the daily rates for routine services, but instead are treated as separate performance obligations satisfied at a point in time, if and when those services are rendered.

Revenue recognized from healthcare services are adjusted for estimates of variable consideration to arrive at the transaction price. The Company determines the transaction price based on contractually agreed-upon amounts or rates, adjusted for estimates of variable consideration. The Company uses the expected value method to determine the variable component that should be used to arrive at the transaction price, using contractual agreements and historical reimbursement experience within each payor type. The amount of variable consideration, which is included in the transaction price may be constrained and is included in the net revenue only to the extent that it is probable that a significant reversal in the amount of the cumulative revenue recognized will not occur in a future period. If actual amounts of consideration ultimately received differ from estimates, the Company adjusts these estimates, which would affect net service revenue in the period such variances become known.

Government grants – In 2022, the Company adopted ASU-2022-10, Government Assistance (Topic 832: Disclosures by Business Entities about Government Assistance). The Company’s accounting policy for government grants is to follow International Accounting Standards No. 20 – “Accounting for Government Grants and Disclosure of Government Assistance.”

Estimates – The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

COMPLETE CARE AT ARBORS LLC
(a limited liability company)
NOTES TO FINANCIAL STATEMENTS
AT DECEMBER 31, 2024

NOTE 1 – FORMATION AND DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Guaranteed payments to member – Guaranteed payments to the member that are intended as compensation for services rendered are accounted for as expenses of the Company rather than as allocations of the Company’s net earnings. Guaranteed payments that are intended as payments of interest on capital accounts are not accounted for as expenses of the Company, but rather, as part of the allocation of net earnings.

Leases – The Company adopted ASC-842 Leases. With adoption, the Company determined which contracts conveyed the Company a right to control identified property, plant, or equipment for a period of time in exchange for consideration and were deemed to be leases. The Company classified these contracts as Right-of-Use (“ROU”) assets. ROU assets and lease liabilities are recognized based on the present value of lease payments over the lease term with lease expense recognized on a straight-line basis.

Lease agreements may contain rent escalation clauses, rent holidays, or certain landlord incentives, including tenant improvement allowances. ROU assets include amounts for scheduled rent increases and may be reduced by lease incentive amounts. Using the transition approach, the Company elected to use the following practical expedients and, therefore, did not reassess any of the following: (1) whether any expired or existing contracts are or contain leases; (2) the lease classification of pre-ASC-842 operating leases, which continue to be reported as operating leases, and the lease classification of pre-ASC-842 capital leases, which are now reported as financing leases; and (3) initial direct costs for any existing leases.

With implementation, the Company also elected the following practical expedients of (1) using the Company’s implicit borrowing rate (if available at the time of the lease origination); or (2) using a risk-free discount rate (US Treasury Rate) for the lease-derived ROU assets. ROU assets were treated separately from non-lease components of all asset classes. For leases utilizing the risk-free rate expedient, the Company elected to use a period comparable with that of the lease term, as an accounting policy election for all leases. The Company also made an accounting policy election to not record ROU assets or lease liabilities for leases with an initial term of 12 months or less and will recognize payments for such leases in its Statements of Earnings and Member’s Equity on a straight-line basis over the lease term. There were no residual value guarantees in any of the leases. The Company used hindsight in determining the lease term.

Subsequent events – The Company has reviewed subsequent events and transactions for potential recognition and disclosure in the financial statements through April 30, 2025, the date the financial statements were available to be issued. There were no subsequent events identified.

NOTE 2 – CASH, RESTRICTED CASH, AND CASH EQUIVALENTS

The balance in cash, restricted cash, and cash equivalents at December 31, 2024, consists of the following:

Operating cash	\$ 297,043
Restricted cash – patient funds	<u>36,482</u>
Total cash, restricted cash, and cash equivalents	\$ <u>333,525</u>

COMPLETE CARE AT ARBORS LLC
(a limited liability company)
NOTES TO FINANCIAL STATEMENTS
AT DECEMBER 31, 2024

NOTE 3 - ALLOWANCE FOR CREDIT LOSSES

The following table summarizes the changes in the allowance for credit losses included in accounts receivable for the year ended December 31, 2024:

Activity:

Balance – December 31, 2023	\$ 256,900
Provision for credit losses	507,014
Less: write-offs	393,164
Recoveries	<u>6,250</u>
Balance – December 31, 2024	\$ <u>377,000</u>

NOTE 4 – PROPERTY AND EQUIPMENT

Property and equipment at December 31, 2024, are summarized as follows:

	Life (Years)	
Leasehold improvements	15	\$ 705,831
Furniture and equipment	3-7	<u>398,373</u>
		1,104,204
Less: accumulated depreciation		<u>397,997</u>
		\$ <u>706,207</u>

Depreciation expense was \$101,493 for the year.

NOTE 5 – LEASE

The Company has an operating lease for the nursing facility. ROU assets represent the Company's right to use an underlying asset for the lease term if greater than twelve months. Lease obligations represent the Company's liability to make lease payments arising from the lease. Operating lease ROU assets and related obligations are recognized at the commencement date based on the present value of lease payments over the lease term discounted using an appropriate incremental borrowing rate. The Company used its incremental borrowing rate of 6% to calculate the present value of its operating lease liability. The incremental borrowing rate is based on the information available at the commencement date in determining the present value of lease payments. The value of an option to extend or terminate a lease is reflected to the extent it is reasonably certain management will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

On August 30, 2019, the Company entered into a ten-year lease agreement for its nursing facility with a related entity. The annual base rent is the product of multiplying 1.05 times the sum of (i) the portion of the Lessor's annual principal and interest payments with respect to the Loan, (ii) the Lessor's annual mortgage insurance premiums with respect to the Loan allocated to the facility, (iii) the Lessor's annual deposits for reserves for replacements allocated to the facility, and (iv) the amount of the annual property insurance with respect to the leased premises. All real estate taxes and other property costs are the responsibility of the Company.

COMPLETE CARE AT ARBORS LLC
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NOTES TO FINANCIAL STATEMENTS
AT DECEMBER 31, 2024

NOTE 5 – LEASE (CONTINUED)

The following table is a summary of components of lease expense and year-end ROU assets and leases liabilities relating to operating and finance leases for the year ended December 31, 2024.

Operating lease cost	\$ 2,426,996
Short-term/variable lease cost	<u>195,705</u>
Total	\$ <u>2,622,701</u>

OPERATING LEASES

Operating lease ROU assets	\$ <u>11,339,278</u>
Operating lease current liabilities	\$ 2,170,598
Operating lease long-term liabilities	<u>9,168,680</u>
Total operating lease liabilities	\$ <u>11,339,278</u>

WEIGHTED-AVERAGE REMAINING LEASE TERM

Operating leases	4.67 years
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WEIGHTED-AVERAGE DISCOUNT RATE

Operating leases	6 %
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Undiscounted maturities of lease liabilities were as follows:

For the Years Ended December 31	Operating Lease
2025	\$ 2,791,908
2026	2,791,908
2027	2,791,908
2028	2,791,908
2029	<u>1,861,272</u>
Total undiscounted maturities of lease liabilities	13,028,904
Less: discount on lease liabilities	<u>(1,689,626)</u>
TOTAL LEASE LIABILITIES	\$ <u>11,339,278</u>

The following table presents the supplemental cash flow information for the year ended December 31, 2024:

2024 cash paid for amounts included in the measurement of lease liabilities:

Operating cash flows for operating leases	\$ 2,426,996
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COMPLETE CARE AT ARBORS LLC
(a limited liability company)
NOTES TO FINANCIAL STATEMENTS
AT DECEMBER 31, 2024

NOTE 6 – RELATED-ENTITY TRANSACTIONS

Related-entity loans due to affiliated entities that are controlled by the Company's member were \$3,434,309 of which \$1,240,247 were due to the related management company at December 31, 2024. Related-entity loans due from affiliated entities that are controlled by the Company's member were \$2,395,192 at December 31, 2024. The loans are deemed to be non-interest-bearing. There is no formal plan for repayment of these demand loans.

The Company recorded \$792,079 of management fees for the year to a related management company, which is related through common ownership.

The Company leases its facility from a related entity (note 5).

NOTE 7 – REVENUES

Approximately 4% of the revenues for the year were derived from billings to the New Jersey Department of Health Services for stays by Medicaid patients and, approximately 29% of the revenues for the year were derived from New Jersey Managed Care Organizations ("MCO").

Approximately 43% of the revenues for the year were derived from the Federal government for stays by Medicare patients covered by Part A and for services provided, which are covered by Medicare Part B.

Effective July 2014, the New Jersey Department of Human Services changed its reimbursement methodology to a MCO system. The Company entered into contracts with state-approved MCOs that will be paying for all new Medicaid admissions. All subsequent rates will be negotiated between the Company and each MCO.

As a participant in the Solar Incentive New Jersey programs, the Company earns revenue whenever their solar panels produce 1 MWh (or 1,000 kWh) of electricity and reports this to the GATS. This is not a fixed amount per month, but rather a payment each time the Company reaches the 1,000 kWh threshold over the length of the 15-year program. Revenue from this program for the year was \$36,328.

NOTE 8 – CONCENTRATION OF CREDIT RISK

The Company maintains its cash balances at several financial institutions. Accounts at each institution are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. At December 31, 2024, there were approximately \$107,000 of uninsured cash balances.

At December 31, 2024, the Company had approximately 10% of its receivables due from the New Jersey Department of Health for Medicaid patients, and 19% of its receivables due from MCOs for Medicaid-approved patients, and 27% of its receivables due from the Federal government for Medicare recipients.

At December 31, 2024, approximately 55% of the accounts payable balance was payable to four vendors.

COMPLETE CARE AT ARBORS LLC
(a limited liability company)
NOTES TO FINANCIAL STATEMENTS
AT DECEMBER 31, 2024

NOTE 9 – ADVERTISING

Advertising expense was \$52,973 for 2024. There were no direct-response advertising costs either capitalized or expensed.

NOTE 10 – ECONOMIC DEPENDENCY

In 2024, the Company purchased a substantial portion of its services from one vendor. Purchases from this vendor totaled approximately \$745,000. The balance due to this vendor at December 31, 2024, and included in accounts payable was approximately \$60,000.

NOTE 11 – CONTRACTED SERVICES

A significant portion of the facility services are contracted from outside services.

NOTE 12- DUE TO PRIVATE AND THIRD-PARTY PAYORS

The Company has received funds from various private and third-party payors, which are presently being repaid or may have to be repaid upon audit.

NOTE 13 – EMPLOYEE BENEFIT PLAN

The Company implemented a qualified Salary Reduction Profit-Sharing Plan (the “Plan”) for eligible employees under section 401(k) of the Internal Revenue Code. The Plan provides for voluntary employee contributions through salary reductions. There were no contributions made by the company during the year.

NOTE 14– CONTINGENCIES

Revenues are based on current billings. Certain adjustments may be made in subsequent periods as a result of audits or appeals, the final results of which are not determinable as of the date of the financial statements. Such adjustments, if any, will be reflected in revenues in the period in which they are ascertained.

At times, the Company is involved in various lawsuits and are subject to certain contingencies, in the normal course of business. Management vigorously defends any claims that are asserted.

The Company maintains a self-insurance retention plan for its general liability insurance coverage. The plan runs from April 1, 2024, to March 31, 2025, and has been extended for another year. The plan has a \$250,000 deductible per case, which includes attorney fees and indemnity costs paid out. There is also a \$4,500,000 deductible on the aggregate, at which time the insurance provider covers the costs.

COMPLETE CARE AT ARBORS LLC
(a limited liability company)
NOTES TO FINANCIAL STATEMENTS
AT DECEMBER 31, 2024

NOTE 14– CONTINGENCIES (CONTINUED)

The Company, along with other companies related through common ownership, maintains a high-deductible health plan policy, which runs from June 1 through December 31, 2024. For the Plan period ended December 31, 2024, the Company was responsible to pay for claims up to \$250,000 per employee, with no aggregate deductibles. The Company is jointly liable for its affiliated companies' insurance responsibility.

The Company is severally liable for the mortgage owed by its related co-borrowers. At December 31, 2024, the balance of the mortgage owed by the related co-borrowers was \$139,732,589. The mortgage was paid off subsequent to year end.

The New Jersey Department of Health is currently in the process of revising the methodology used to calculate the Medicaid reimbursement rate paid to the Company. The effect of these revisions on future operations cannot be determined at this time.