

Healthpeak Properties: How fast should Janus Living grow?

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Strategy case for MBA students and working professionals | Hypothetical decision date: October 2, 2026, 4:00 p.m. ET

A platform already in motion

Healthpeak Properties created Janus Living as a publicly traded, RIDEA-structured senior-housing REIT. Janus completed its IPO in March 2026. Healthpeak retained 73.6% of Janus's equity at June 30 and manages the company through an indirect subsidiary; public investors held the remaining 26.4%. Janus's strategy describes growth through disciplined acquisitions of high-quality senior-housing communities that can be integrated into its operating platform. [S1, S2]

The acquisition program is active. Janus acquired two communities for approximately \$105 million during the second quarter. After June 30 and through August 3, it completed approximately \$1.0 billion of additional senior-housing acquisitions. After those closings, Healthpeak reported that Janus had approximately \$558 million of unrestricted cash and no debt. The August 4 release described another approximately \$59 million acquisition under purchase agreement, anticipated to close in the third quarter. In its August 11 Form 424B4, Janus identified Fairwinds-Redmond as a "Probable Acquisition" that it believed probable to close after the prospectus, while cautioning there was no assurance of completion on the anticipated timeline or terms, or at all. Janus's later public disclosures reviewed through October 2 do not confirm a subsequent closing or termination, so the latest verified status and date in this case are the August 11 prospectus disclosure; the later status is unconfirmed. [S3, S4, S9, S10]

Imagine a hypothetical Healthpeak strategy review on October 2. As Janus's majority owner and external manager, what acquisition pace and approval gates should Healthpeak set for Janus's *next 12 months*? The choice is how to govern future commitments while respecting transactions already closed and not assuming an outcome for Fairwinds-Redmond. The case does not ask whether to cancel or otherwise change that transaction. Public disclosures do not establish a board dispute, a fixed acquisition budget, a required pause, or a commitment to use Janus's unrestricted cash for acquisitions.

Growth and integration evidence

Janus reported second-quarter revenue of \$216 million, Adjusted EBITDA of \$79 million, and total Adjusted NOI of \$58 million. Each was up year over year. Same-store Adjusted NOI increased 19.2%, with 250 basis points of margin expansion. These company-reported adjusted measures indicate operating momentum, but they do not isolate the economics of recently acquired properties. The same-store table covers 15 communities while Janus had 41 communities and 11,420 units at June 30. Portfolio growth, occupancy, rates, mix, expenses and operator transitions can all affect reported results. [S3-S5]

The January acquisition of a 46.5% interest in a 19-community, 3,355-unit senior-housing joint venture brought those assets under Janus's ownership. The disclosed consideration varies by source: Healthpeak's February 2 release says approximately \$314 million; Janus's second-quarter Form 10-Q Note 3 and Healthpeak's Form 10-Q Note 3 say \$312 million; Janus's Note 4 equity-method rollforward records \$312.828 million. The sources do not reconcile these figures. Healthpeak reported 81.7% occupancy for the portfolio in fourth-quarter 2025, operator transitions to Ciel and Pegasus, and expected embedded occupancy and NOI growth. The occupancy figure predates the transitions, and the expected growth is management's outlook, not a reported post-transition result. Janus's Q2 filing also reports a \$2.5 million Brookdale termination fee in the first quarter. [S2, S6, S7]

The acquisition strategy has a scale case. Janus's public-company platform can direct capital to senior housing, access public equity and work with Healthpeak's operating and sourcing capabilities. The 73.6% ownership stake gives Healthpeak substantial economic exposure, while outside investors have a meaningful minority interest. Janus's reported Q2 same-store improvement and Healthpeak's post-quarter acquisition disclosures support the possibility that growth can extend an operating platform.

There is also a sequencing case. Janus's aggregate results do not show property-level performance against acquisition underwriting, transition progress by operator, staffing capacity, required capital expenditure, or stabilized results for the recent cohorts. A fast pipeline could increase the number of communities competing for integration resources before outcomes from earlier transitions can be assessed. Conversely, waiting for long seasoning periods could forfeit attractive assets, leave opportunities unpursued or delay operating improvements. The public record does not establish that integration capacity is currently inadequate.

Oversight and the management arrangement

The external-management relationship makes the approval architecture part of the decision. Janus's second-quarter Form 10-Q describes an annual \$10 million base management fee plus or minus the cumulative effect since January 1, 2026 of an annual 0.5% amount applied to gross book value of investments acquired or disposed and increases in investment gross book value from capital deployments. If total Janus investment gross book value is above \$10 billion but below \$20 billion at determination, the 0.5% amount decreases by 0.1% for each qualifying dollar above \$10 billion and below \$20 billion; if total gross book value is above \$20 billion, it decreases by 0.15% for each qualifying dollar above \$20 billion. This is not a simple rate on all assets or a per-deal acquisition fee; the management agreement and fee calculation are needed to determine the actual amount. [S4, Note 18, printed pp. 20-21; SEC HTML lines 906-918]

The filing also describes third-party expense reimbursements, a three-year initial agreement term with annual renewals, exclusivity during the term, Healthpeak's director-designation rights at ownership thresholds, and two Healthpeak directors on Janus's board. These terms can support coordination and platform specialization. They also make transparent underwriting,

conflict review, independent director oversight and fee reporting relevant to investor confidence. The arrangement alone is not evidence of misconduct or misaligned decisions. [S4, Note 18, printed pp. 20-21]

Earlier in 2026, Healthpeak described an approximately \$675 million senior-housing investment pipeline and targeted stabilized cash NOI yields of 8.0%-9.0%. The presentation's footnote defined this as a management estimate for the 12 months after anticipated stabilization divided by purchase price plus anticipated capital expenditures, based on seller data and assumptions, with actual yield potentially different. It concerned an earlier pipeline; it is neither a realized Janus return nor a disclosed hurdle for the next deals. [S8, slide 6]

The policy choice

Healthpeak can set future commitment timing and evidence gates. Three policies frame the choice:

1. **Maintain an active cadence.** Continue pursuing qualified acquisitions through the existing platform, with standard deal-level underwriting and post-close review. If suitable communities are subject to time-sensitive competition, this approach could preserve access and build scale while Janus has public-equity access and Healthpeak's operating platform. It could also add integration demands before public property-level cohort results are available.
2. **Stage commitments behind operating gates.** Allow the pipeline to advance only as earlier property/operator cohorts meet defined operating, staffing, capital and reporting milestones. This can improve learning and protect outside-investor confidence, but if attractive opportunities are time-sensitive, staging could delay a deal or mean another buyer acquires it. Early data could also create false precision.
3. **Use a hybrid cadence.** Continue sourcing and diligence, but distinguish approval to pursue from approval to commit. Permit prepared deals to proceed when asset quality and market/operator capacity are independently validated; cap or stage the number of simultaneous transitions using explicit, reviewable limits. Release further commitments as cohort evidence and governance reviews clear. Any cap, timeline or threshold would be a proposed policy assumption, not a disclosed Janus target.

Whatever the pace, an evidence system could separate same-store assets, recently acquired properties, and transitioned communities. For each cohort, management might report occupancy, resident rates and retention, staffing and labor costs, adjusted and reported NOI, capital spending, operator-transition milestones, and actual results against the original underwriting. A post-investment review could identify whether a shortfall reflects market conditions, purchase assumptions, staffing, execution, or timing. Healthpeak and Janus could also make approval roles, related-party review, management-fee calculations and minority-investor protections visible.

What the evidence cannot answer

The public materials do not disclose complete asset-level underwriting, deal-specific transaction and integration costs, stabilized return curves, operator capacity by market, acquisition pipeline quality, capital expenditures for all recent deals, an internal acquisition budget or hurdle for the next year, or the management fee attributable to each transaction. They also do not establish Janus's internal approval gates. The company's total growth can reflect acquisitions, occupancy, resident rates, mix and expenses; same-store growth is not a causal estimate of operator changes. Healthpeak's consolidated reporting includes Janus and is not a substitute for Janus standalone economics.

Academic research offers governance context, not an acquisition answer. Ghosh and Sun's historical U.S. equity-REIT study finds a positive relationship between excess dividends and externally financed sales and asset growth in reported specifications. Nicholson and Stevens's abstract-level analysis suggests external advisement is not invariably less efficient, while identifying management and property costs as relevant. Capozza and Seguin report historical underperformance associated with corporate and interest expenses in a different externally advised REIT sample. These studies do not estimate Janus's returns, optimal pace, or fee effects. [A1-A3]

Assignment

Assume you advise Healthpeak's leadership at the stated cutoff.

1. What acquisition pace should Healthpeak set for Janus's next 12 months, and what should be required before Janus commits to additional deals?
2. Which property, operator and portfolio evidence should release, delay or redirect the next cohort?
3. How should approval and reporting account for Healthpeak's ownership, external-management role, disclosed fee mechanics and Janus's minority shareholders?
4. What are the strongest arguments against your policy, and what evidence would change it?

Do not treat Fairwinds-Redmond as closed or terminated, assume Janus cash is earmarked, claim the disclosed fee is a per-deal acquisition fee, reconcile the reported buyout amounts without evidence, or infer post-transition outcomes from management expectations.

Exhibit 1. Janus growth and transaction chronology

Date / period	Disclosed fact	Evidence boundary
January 2026	Janus acquired the remaining JV interest covering 19 communities and 3,355 units.	Consideration differs by source: ~\$314m in Healthpeak's Feb. 2 release; \$312m in Janus and Healthpeak Q2 Note 3; \$312.828m in Janus Q2 Note 4 rollforward. Figures are unreconciled.
Q2 2026	Two communities acquired for approximately \$105m.	Q2 activity, not post-quarter closings.
June 30, 2026	Janus reported 41 communities, 11,420 units; Healthpeak owned 73.6%.	Quarter-end portfolio/ownership.
Through Aug. 3, 2026	Approximately \$1.0bn of post-quarter senior-housing acquisitions completed; approximately \$558m unrestricted cash and no debt after the closings.	Subsequent closings and liquidity disclosure, not June 30 balances.
Aug. 4-11, 2026	The Q2 release described an approximately \$59m acquisition under purchase agreement; the Aug. 11 Form 424B4 identified Fairwinds-Redmond as a "Probable Acquisition" Janus believed probable to close after the prospectus.	The prospectus states there is no assurance of close on anticipated timeline or terms, or at all. No later close or termination is confirmed in public materials reviewed through Oct. 2; post-Aug. 11 status remains unconfirmed.

Sources: S2-S7, S9-S10. Periods and issuer scopes are intentionally kept distinct.

Exhibit 2. Janus second-quarter indicators

Measure	Reported value	Interpretation limit
Revenue	\$216m; +45% year over year	Total-company measure; growth includes multiple drivers.
Adjusted EBITDAre	\$79m; +34%	Company-defined adjusted measure, not acquisition-cohort return.
Total Adjusted NOI	\$58m; +37%	Company-defined adjusted measure.
Same-store Adjusted NOI	+19.2%; margin expansion of 250 bps	Same-store table covers 15 communities; not the full 41-community portfolio.

Source: S3-S5. Results for the quarter ended June 30; do not attribute the post-quarter acquisitions to Q2.

Exhibit 3. Selected governance and underwriting facts

Item	Publicly disclosed term	Decision relevance
Healthpeak ownership	73.6% at June 30; 26.4% noncontrolling interest	Sponsor has substantial economic interest and control; minority owners remain.
Management fee	\$10m annual base plus/minus cumulative adjustments since Jan. 1, 2026; annual 0.5% amount applied to specified investment gross-book-value changes. At total investment gross book value >\$10bn and <\$20bn, the amount decreases by 0.1% per qualifying dollar in that band; above \$20bn, it decreases by 0.15% per qualifying dollar above \$20bn.	Requires transparent calculation and oversight; not a per-deal fee estimate.
Management agreement	Three-year initial term, annual renewals; third-party reimbursements; exclusivity during term; director-designation rights based on ownership; two Healthpeak directors on Janus board	Coordination and related-party oversight are both relevant.
Earlier Healthpeak pipeline	8.0%-9.0% targeted stabilized cash NOI yield for a prior pipeline, with purchase price plus anticipated capex denominator and post-stabilization estimate	Historical management underwriting target; not realized and not a Janus hurdle.

Sources: S4, Note 18; S8, slide 6. Fee agreement language should be read in full; the summarized formula does not calculate actual fees.

Sources

- **S1.** Healthpeak Properties, “Healthpeak Properties Announces the Formation of a Pure-Play RIDEA-Structured Publicly Traded Senior Housing REIT,” January 7, 2026. [Issuer release](#).
- **S2.** Janus Living, Q2 2026 Form 10-Q, filed August 5, 2026; MD&A “Executive Summary” and “Our Strategy”; Notes 3-4 and 18. [SEC filing](#).
- **S3.** Healthpeak Properties, Q2 2026 earnings release, August 4, 2026, “Janus Living Second Quarter Financial and Operating Highlights.” [Issuer release](#).
- **S4.** Janus Living, Q2 2026 Form 10-Q, filed August 5, 2026; Note 18 “Related Party Transactions,” printed pp. 20-21 (SEC HTML lines 906-918). [SEC filing](#).
- **S5.** Janus Living, Q2 2026 Form 10-Q, MD&A “Results of Operations,” same-store table, printed pp. 28-30 (SEC HTML lines 1354-1366). [SEC filing](#).
- **S6.** Healthpeak Properties, Q4 2025 results and strategic initiatives, February 2, 2026, Senior Housing JV discussion. [Issuer release](#).
- **S7.** Healthpeak Properties, Q2 2026 Form 10-Q, Note 3 “Real Estate Investments”; Janus Living, Q2 2026 Form 10-Q, Notes 3-4. [Healthpeak SEC filing](#); [Janus SEC filing](#).
- **S8.** Healthpeak Properties, Investor Presentation, February 27, 2026, slide 6. [Presentation PDF](#).
- **S9.** Janus Living, Form 424B4, filed August 11, 2026, accession 0001104659-26-094083; “Prospectus Summary” discussion of the Probable Acquisition, printed p. 11; Aggregate Acquisitions table, printed p. 14 (Fairwinds-Redmond listed as the probable acquisition). [SEC prospectus](#).
- **S10.** Janus Living, Form 8-K, September 17, 2026, accession 0001104659-26-108578, Items 1.01 and 2.03 (credit facility amendment). This later filing does not report a Fairwinds-Redmond close or termination; Janus issuer and SEC materials located through October 2 contain no later status confirmation. [SEC filing](#).
- **A1.** Chinmoy Ghosh and Le Sun, “Agency Cost, Dividend Policy and Growth: The Special Case of REITs,” *Journal of Real Estate Finance and Economics* 48(4) (2014), 660-708, Tables 6-7, 10. [DOI](#).
- **A2.** Joseph R. Nicholson and James A. Stevens, “REIT Operational Efficiency: External Advisement and Management,” *Journal of Real Estate Finance and Economics* 65(1) (2022), 127-151. [Author-institution record](#).
- **A3.** David R. Capozza and Paul J. Seguin, “Debt, Agency, and Management Contracts in REITs: The External Advisor Puzzle,” *Journal of Real Estate Finance and Economics* 20 (2000), 91-116. [Journal record](#).

This case uses information public by October 2, 2026, 4:00 p.m. ET. It contains no recommendation or later outcomes.