

LATSHA DAVIS & MARSHALL



ATTORNEYS AT LAW

WRITER'S E-MAIL: dmarshall@ldylaw.com

January 6, 2022

Cheryl Bettigole, MD, MPH
Acting Health Commissioner
City of Philadelphia
Department of Public Health
1101 Market Street, 13th Floor
Philadelphia, PA 19107

Via FedEx 775681418490

Michael Decker
Clerk of Council
Philadelphia City Council
City Hall, Room 402
1400 John F. Kennedy Boulevard
Philadelphia, PA 19107

Via FedEx 775681495498

RE: NOTICE OF PLANNED CHANGE OF OWNERSHIP
Our File No.: 269-21

Dear Commissioner Bettigole and Mr. Decker:

I am writing to notify the City of Philadelphia (the "City") of a planned change of ownership for the nursing facility known as "Somerton Nursing and Rehabilitation Center," located at 650 Edison Avenue, Philadelphia, PA 19116 (the "Facility"). This letter constitutes notice of the proposed transaction pursuant to City of Philadelphia ordinance § 6-409, as revised on June 9, 2021 (the "Ordinance").

The following information regarding the planned transaction is being provided in accordance with the Ordinance:

I. Name and Address of the nursing facility:

SC Rehab & Nursing Center, LLC d/b/a Somerton Nursing and Rehabilitation Center
650 Edison Avenue
Philadelphia, PA 19116

II. Name, address, and description of the corporate organizational structure of the legal entity seeking to obtain an ownership interest and/or license with respect to the nursing facility.

See the Post-Closing Organizational Chart attached to this notice as Attachment 1.

Somerton Acquisition, LLC's address is:

670 Flushing Avenue
Suite 213
Brooklyn, New York 11206

III. Name of all persons or entities with an ownership interest in the entity seeking to obtain an ownership interest and/or license with respect to the nursing facility; the percentage of each such ownership interest; the names and addresses of any members of the boards or ex-officio corporate officers; and any non-profit organizations with such an ownership interest. Excluded from this requirement are those persons or entities whose ownership interest consist of shares in a publicly traded corporation.

See the Post-Closing Organizational Chart attached to this notice as Attachment 1.

The sole members of Somerton Acquisition, LLC are as follows:

Samuel Berkowitz (30% direct ownership interest)
149 Skillman Street
Brooklyn, NY 11205

Cheskel Berkowitz (20% direct ownership interest)
70 Union Avenue
Brooklyn, NY 11206

Joel Zupnick (20% direct ownership interest)
789 Bedford Avenue #1A
Brooklyn, NY 11205

Joel Leifer (20% direct ownership interest)
1756 56th Street
Brooklyn, NY 11204

Marton Ornstein (10% direct ownership interest)
9 Glenbrook Road
Monsey, NY 10952

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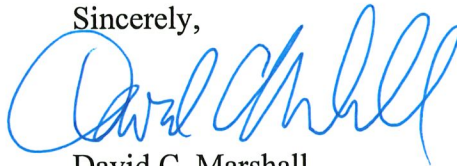
IV. Names and addresses of long-term care facilities and hospitals currently or previously owned or managed by the entity seeking to obtain an ownership interest and/or license with respect to nursing care facility, or by any of the persons or entities holding a direct or indirect controlling interest in the entity seeking to obtain such an interest or license, and the name of the jurisdictions in which those facilities or hospitals are operated and licensed.

Somerton Acquisition, LLC has no ownership interest in any other health care provider. Resumes listing health care experience, including the names, addresses, and jurisdictions of health care facilities owned or previously owned, for the individuals listed under Section III. is attached to this notice as Attachment 2.

It should also be noted that the Pennsylvania Department of Health has reviewed and approved the proposed change of ownership from SC Rehab and Nursing Center, LLC to Somerton Acquisition, LLC. The Pennsylvania Department of Health's November 29, 2021 acknowledgement is attached to this notice as Attachment 3.

Thank you for your anticipated courtesy and cooperation. Please contact our office immediately if you have any questions or require additional information.

Sincerely,



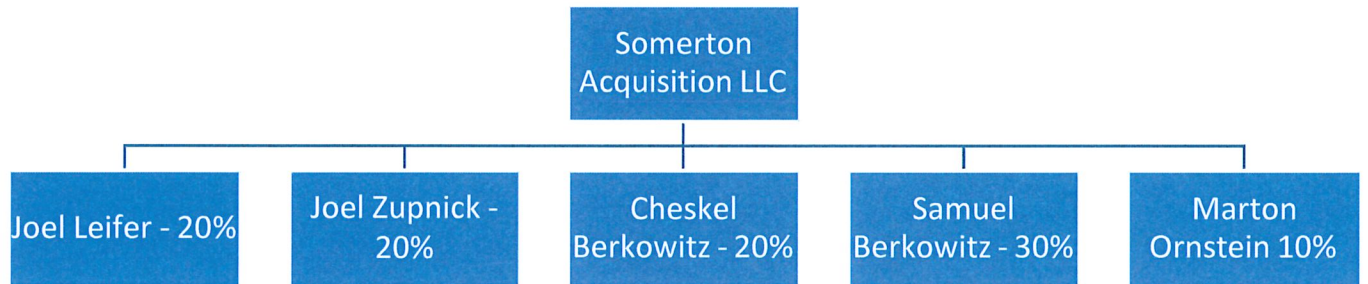
David C. Marshall

cc: Samuel Berkowitz, CEO

Attachments

Attachment 1

Post-Closing Organizational Chart



Attachment 2

**Resumes (Samuel Berkowitz, Cheskel Berkowitz, Joel Zupnick, Joel Leifer, Marton
Ornstein)**

SAMUEL BERKOWITZ

Healthcare Entrepreneur/Real Estate Investor

149 Skillman St., Brooklyn NY 11206 privatesamb@gmail.com

HEALTHCARE EXPERIENCE

**ARNOLD WALTER
NURSING AND
REHABILITATION
CENTER**
Majority Partner &
Operator
2021-Current

In 2021 Samuel purchased Arnold Walter Nursing & Rehabilitation Center with long-time business partner, Excelsior Care Group, a firm that manages 10,000 beds in over 22 facilities. At the time of purchase, the facility was licensed for 202 beds but had an average census of 89 beds. Within 6 months, Sam has brought the numbers up to an average census of 130. He also increased the Medicare average from 5- to a health 15.

**ANCHOR CARE AND
REHABILITATION
CENTER**
Majority Partner &
Operator
2018-Current

In 2018, Samuel purchased Anchor Care & Rehabilitation Center as a majority partner, alongside Excelsior Care Group. At the time of purchase, the 170-bed facility had an average census of 120 beds. Within a year, Sam had the facility at full capacity.

To accomplish this, he has applied his passion for improving care for a vulnerable population, rallying the team around his drive, vision, and positivity. Residents' families are instilled with confidence that loved ones are cared for. Sizeable accomplishments over the past year have included: Negotiating terms with the union that allowed for employees to get higher rates while reducing the overall cost to the employer; Significant improvements in employee morale; Transitioning of outsourced departments to in-house, drastically improving the resident experience; Implementation of various cost cutting and census building projects. In addition, through strategic and extensive value-add capital improvements projects, including the improvement of resident common areas, entrance lobby, and resident rooms and updating the overall resident experience through refreshed interior designs that are more inviting and modern. Harnessing his innate and keen understanding of what boosts employees morale, in addition to his passion for helping a vulnerable population, he has transformed the facility into a place where employees enjoy working and residents thrive in.

**WHITE AID MEDICAL
SUPPLIES**
Founder & CEO
2004-2018

Sam founded White Aid Medical Supplies, a comprehensive medical supplies company, in 2004. Over the course of 14 years, applying vision, drive, and business acumen, Sam led the firm from start to a flourishing 20+ person company with a sterling reputation for durable medical equipment. In 2018, Sam sold White Aid Medical Supplies.

HEALTHCARE PORTFOLIO

Anchor Care & Rehabilitation Center

3325 Highway 35

Hazlet NJ 07730

Arnold Walter Nursing & Rehabilitation Center

622 S Laurel Ave

Hazlet, NJ 07730

REAL ESTATE INVESTMENTS

Samuel Berkowitz has been a long-time and successful real estate developer in Brooklyn, New York, with approximately 12 years' experience in managing construction projects. Most recently, he has been involved in buying and selling properties, renovating multi-family rental buildings, and developing new projects.

INVESTMENT PROPERTY PORTFOLIO

Residential Properties:

- 289-293 Fenimore
- 115-119-123 Clifton Pl
- 961 Kent Avenue
- 166 Central Avenue
- 368 Throop Ave
- 834 Quincy Street,
- 57 Skillman Street
- 1863 Bleecker Street
- 1189 Broadway
- 794 Rogers
- 38 Dikeman Street
- 39 Wolcott Street
- 147-149 Skillman
- 27-29 Coffey Street

Cheskel Berkowitz

70 Union Ave,
Brooklyn NY 11206

Real Estate Investor & Developer

An accomplished, real estate professional with years of successful experience in both commercial and residential real estate. Possesses keen analysis capabilities to ascertain market strengths and managing properties to achieve profitable objectives. Very focused on expanding his real estate portfolio therefore constantly inquiring about properties available for sale.

Investment Properties

88 Union Ave, Brooklyn, NY

Condominium

1418 65th St.; Brooklyn, NY

2 Story Commercial Building

70 Union Ave.; Brooklyn, NY

Residential Condo Unit

6520 New Utrecht Ave.; Brooklyn, NY

Commercial Building

2 Bergen Turnpike; Ridgefield Park, NJ

Commercial Building

1001 Adams Ave, Morristown PA

Office Building

Business and Employment:

Cheskel Berkowitz and his partner Joel Zupnick founded Staff Blue in 1999. Staff Blue is one of the fastest

growing providers of quality nursing professionals to hospitals and healthcare facilities in the Northeast. Our mission is to fill medical facilities with qualified nursing experts with both passion and experience.

In addition to StaffBlue, Joel and Cheskel cofounded Empro Inc. and Pella Care located in Brooklyn, New York. These organizations primarily operate in the Visiting Nurse Service Industry within the Health Services sector. Both Empro Inc. and Pella Care provide certified nursing experts to Medical Facilities.

In addition to Staffing Agencies, Joel and Cheskel founded Specialty Rx, a full-service pharmacy provider that facilitates the complete medication dispensing process for subacute and long-term care facilities. Located in Roselle, NJ, Specialty Rx is known for using state of the art technology including intuitive software to ensure clear communication and smooth transactions.

Cheskel also owns multiple Nursing Homes across NY and NJ.

Nursing Homes owned by Cheskel

Seagate Rehabilitation and Nursing Center
3015 W 29th St.; Brooklyn, NY

Lakeview Rehabilitation & Care Center
130 Terhune Dr; Wayne, NJ

Cypress Garden Center for Nursing and Rehabilitation
139 66 35th Ave.; Flushing, NY

Joel Zupnick

789 Bedford Ave. #1-A
Brooklyn, NY 11205

Real Estate Investor & Developer

An accomplished, real estate professional with years of successful experience in both commercial and residential real estate. Possesses keen analysis capabilities to ascertain market strengths and managing properties to achieve profitable objectives. Very focused on expanding his real estate portfolio therefore constantly inquiring about properties available for sale.

Investment Properties

515 Lafayette Ave.: Brooklyn, NY

3 Family House

67 Franklin Ave.: Brooklyn, NY

3 Family House

1418 65th St.; Brooklyn, NY

2 Story Commercial Building

789 Bedford Ave.; Brooklyn, NY

Residential Condo Unit

505 DeKalb Ave.; Brooklyn, NY

3 Family House

3 Yoel Klein Blvd.; Monroe, NY

488 DeKalb Ave.; Brooklyn, NY

Mixed-Use Building

392 Kosciuszko St.; Brooklyn, NY

3 Family House

188 Tompkins Ave.; Brooklyn, NY

3 Family House

209 East 11th Ave.; Roselle, NJ

Commercial Building

6520 New Utrecht Ave.; Brooklyn, NY

Commercial Building

2 Bergen Turnpike; Ridgefield Park, NJ

Commercial Building

Business and Employment:

Joel and his partner Cheskel Berkowitz founded Staff Blue in 1999. Staff Blue is one of the fastest growing providers of quality nursing professionals to hospitals and healthcare facilities in the Northeast. Our mission is to fill medical facilities with qualified nursing experts with both passion and experience.

In addition to StaffBlue, Joel and Cheskel cofounded Empro Inc. and Pella Care located in Brooklyn, New York. These organizations primarily operate in the Visiting Nurse Service Industry within the Health Services sector. Both Empro Inc. and Pella Care provide certified nursing experts to Medical Facilities.

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Joel also owns multiple Nursing Homes across NY and NJ.

Nursing Homes owned by Joel

Seagate Rehabilitation and Nursing Center

3015 W 29th St.; Brooklyn, NY

Lakeview Rehabilitation & Care Center

130 Terhune Dr; Wayne, NJ

Cypress Garden Center for Nursing and Rehabilitation

139 66 35th Ave.; Flushing, NY

Joel Leifer - Excelsior Care Group

Joel Leifer is a president and CEO of Excelsior Care Group and he manages various nursing homes. Thousands of employees provide care at Excelsior member facilities and Excelsior facilities have achieved 5 Star ratings from the CMS. The facilities are diverse in size, locations, demographic of population served, and medical specialties. Among the many programs offered by Excelsior facilities are cardiac, pulmonary, diabetes, certified ventilator dependant units and adult day care.

The daily lives and well-being of all the residents have been and continue to be positively impacted by Leifer's leadership of the clinical as well as administrative team. In addition, Leifer fosters excellent relationships with the communities surrounding his affiliated facilities. He has been responsible for a number of different renovation projects in the facilities whose costs total in the millions of dollars for which he obtained the bank financing needed to carry out those renovations. Among the larger projects he negotiated and saw through to completion were the renovation of residents' rooms/floors, the installation of a new facility wide heating and air conditioning system and the rollout of an Electronic Medical Records system.

Before they joined Leifer's leadership, several facilities were losing money every year, and employee and physician confidence had hit bottom. Leifer responded with a transparent, co-management style, configured a winning executive team, streamlined business operations and focused on internal efficiencies, and workplace culture – leading to stunning turnarounds.

Leifer's rise to health care executive has been unconventional. His journey began in 2002 with limited responsibilities as the son of a nursing home owner. Leifer continued his education and rose to levels of increased responsibility. By 2010 he had become the onsite ownership representative, involved in all major operating decisions at a 380 bed facility.

In 2015 he created Excelsior Care Group, LLC. Excelsior is now focused on regional growth and expansion and is regularly adding member facilities to the group. Leifer believes in slowly adding new member facilities to the group which allows Excelsior to focus its resources on improving the new additions before taking on new challenges. As of August 2020, Joel Leifer is involved in services for thousands of nursing home beds and has many nursing home financial investments.



Marton Ornstein


About Marton

Marton Ornstein was born and raised in Brooklyn, New York in 1962. He completed his high school education at the Yeshiva of South Fallsburg in upstate New York, then went on to rabbinical college in Israel for 2 years. He returned to the United States and worked at the Hebrew Academy of Special Needs Children and Adults. This is where he learned and experienced working with Special Needs Individuals. After working there for 6 years, Marton then found employment in the kitchen cabinet Sales industry, but this was for a brief time.

In 1989, Marton went to work in the healthcare field as a Certified Nurse Assistant. He worked very hard and learned the ins and outs of the Nursing facility in his time there. He was promoted to be the Director of Purchasing for a 600 bed capacity facility in Bridgeport, Connecticut. For 10 years, his responsibilities were ensuring all departments of the facility were equipped and utilized the correct products for its patients' care while controlling cost and expenses for the facility. With all his knowledge and experiences, in 1997, Marton opened 2 companies, Hospitality Consulting and Supply and Western Environmental Solutions. He was able to utilize all he had learned in these 2 companies, cost control, making sure the facilities have and use products the proper way for all of nursing, housekeeping, laundry, food service, medical, therapy, office and maintenance supplies, and all the contracts the facility needs to operate and function properly.

Today, with Marton's experience and knowledge, his 2 companies have grown to manage 60 Nursing Facilities and 41 Charter Schools in New Jersey, Connecticut, Pennsylvania, Ohio and Maryland.

He is vested in 4 Homecare companies, 3 E-commerce companies and has also invested in several residential and commercial real estate properties in New York, New Jersey, Alabama, North Carolina, Georgia, and Florida.



Attachment 3

Pennsylvania Department of Health Acknowledgment of Change in Ownership



717-787-1816

November 29, 2021

David C. Marshall, Esquire
Latsha Davis & Marshall, P.C.
1700 Bent Creek Boulevard, Suite 140
Mechanicsburg, PA 17050
E-Mail: dmarshall@ldylaw.com
E-Mail: mfournier@ldylaw.com

Dear Mr. Marshall:

We have reviewed the Change of Ownership forms for Somerton Nursing and Rehabilitation Center and have found them to be acceptable. The Department hereby acknowledges the change in ownership from **SC Rehab & Nursing Center LLC** to **Somerton Acquisition LLC**. In conjunction, we will acknowledge the facility's name change from **Somerton Nursing and Rehabilitation Center** to **Accela at Somerton Rehabilitation & Care Center** upon notification of the completed transaction followed by the issuance of a new license to the facility.

At the completion of the transaction, please notify the Department in writing with a letter of Confirmation of Sale from the buyer and seller. This correspondence must be signed by the Chief Executive Officer of both **Somerton Acquisition LLC** and **SC Rehab & Nursing Center LLC**, and indicate the date of the transaction so that the facility's new license can be issued to reflect the change. In addition, please provide a copy of the sales agreement.

Please include the full name of the owner(s) and provide an email address, mailing address and phone number for each owner.

Please do not hesitate to contact me if I can be of further assistance.

Sincerely,

A handwritten signature in cursive script that reads "Susan Y. Williamson".

Susan Y. Williamson, Director
Division of Nursing Care Facilities
Bureau of Facility Licensure and Certification

Via E-Mail