

May 2, 2023

#### VIA OVERNIGHT AND ELECTRONIC MAIL

Heidi Lehrman Deputy Attorney General California Department of Justice Healthcare Rights and Access Section 1300 I Street, 12th Floor Sacramento, CA 95814

Re: Deficiency Notice Response for Eskaton Fair Oaks, Eskaton Greenhaven, and Eskaton Manzanita Our File No. 14374.47

Dear Ms. Lehrman:

We received your deficiency letter dated April 20, 2023 regarding the Notice we submitted on April 3, 2023. As requested, we have supplemented our response and added additional information where it exists.

At the outset, we want to note that the transferee does not have audited financial statements (See Deficiency Letter, Item #4). As we explained in the Notice, the three LLCs that will take title to the property are entirely new entities. Similarly, International Equity Partners ("IEP"), which submitted the Letter of Intent, is not a going concern that holds interests in any assets and it does not prepare financial statements. IEP is a brand name where the principals make investments in newly formed single purpose entities, which is the case here. As outlined in the Asset Purchase Agreement and the Notice, the actual purchasers are the three LLCs which are newly formed and do not yet have audited financial statements.

With respect to the request for information about why a potential transferee was excluded, we have added additional information to the narrative to explain why certain potential transferees were excluded. The matrices provided in Section 999.5(d)(11)(B) represent a comparison of each of the offers received, and the final offers that were considered. Offers were excluded based upon a potential transferee's decision to offer a lower purchase price, or a lack of familiarity with the California regulatory process, among other reasons.

If you require additional information or you have any questions, please do not hesitate to contact me or Johanna Williams at the email addresses and telephone numbers below:

Paul Gordon: pgordon@hansonbridgett.com; 415-995-5014 Johanna Williams: jwilliams@hansonbridgett.com; 916-551-2924 May 2, 2023 Page 2

Thank you for your consideration.

Very truly yours,

Paul A. Gordon

Partner

PAG



1300 I STREET, SUITE 125 P.O. BOX 944255 SACRAMENTO, CA 94244-2550

Public: (916) 445-9555 Telephone: (916) 210-7806 Facsimile: (916) 327-2319 E-Mail: Heidi.Lehrman@doj.ca.gov

April 20, 2023

Johanna M. Williams Hanson Bridgett LLP 500 Capitol Mall, Suite 1500 Sacramento, CA 95814 jwilliams@hansonbridgett.com

#### Sent via email

#### RE: Eskaton Fair Oaks, Eskaton Greenhaven, and Eskaton Manzanita Sale

Dear Ms. Williams:

On April 6, 2023, the Department of Justice received written notice of the proposed sale of three skilled nursing facilities by Eskaton Properties, Inc., a California nonprofit public benefit corporation, to International Equity Partners LLC, a California limited liability company. We have completed our initial review of your client's written notice and determined that the notice is incomplete. Please provide the following information so that your client's written notice fully complies with the requirements of California Corporations Code section 5914 et seq. and California Code of Regulations, title 11, section 999.5, subdivision (d):

- 1. A description of all services provided by each health facility. Whereas the attachments include much of the demographic and statistical information required, a description of all services provided by each health facility is lacking. (Cal. Code Regs., tit. 11, § 999.5, subd. (d)(5)(C).)
- 2. A list of the primary languages spoken at the health facility. (Cal. Code Regs., tit.  $11, \S$  999.5, subd. (d)(5)(L).)
- 3. A statement by the chair of the board of directors stating that the contents of the written notice are true, accurate, and correct. (Cal. Code Regs., tit. 11, § 999.5, subd. (d)(8).)
- 4. The most recent audited financial statements for the transferee. (Cal. Code Regs., tit. 11, § 999.5, subd. (d)(9).)
- 5. A description of the applicant's efforts to inform local governmental entities. (Cal. Code Regs., tit. 11, § 999.5, subd. (d)(10).)
- 6. Reasons why any potential transferee was excluded from further consideration. (Cal. Code Regs., tit. 11, § 999.5, subd. (d)(11).) If this information is included in the matrices under this section of the notice it is not legible.
- 7. Business projection data. (Cal. Code Regs., tit. 11, § 999.5, subd. (d)(11)(F).)

April 19, 2023 Page 2

Current capital asset valuation data. (Cal. Code Regs., tit. 11, § 999.5, subd. (d)(11)(F).)

Please note that the 90-day time period for our decision on the transaction will not begin to run until your client provides all the documents and information required for the notice. (Corp. Code, § 5914, subd. (b); *id.* § 5915.)

Please do not hesitate to contact me if you have any questions or if it would be helpful to set up a call to discuss this issue. Thank you for your attention to this matter.

Sincerely,

Heidí Lehrman

HEIDI LEHRMAN Deputy Attorney General

For ROB BONTA Attorney General

HLL:ms SA2023301913 37069527.docx

#### SECTION 999.5(d)(5)(C)

(C) A description of all services provided by each health facility or facility that provides similar health care services that is the subject of the agreement or transaction in the past five years to Medi-Cal patients, county indigent patients, and any other class of patients. This description shall include but not be limited to the type and volume of services provided, the payors for the services provided, the demographic characteristics of and zip code data for the patients served by the health facility or facility that provides similar health care services, and the costs and revenues for the services provided.

Each of the three facilities provides primarily skilled nursing services, including both short-term rehabilitation and long-term care. In addition, the facilities provide support for hospice (via third-party providers), PACE, and respite care. Physical, speech, and occupational therapy are provided on-site by facility employees, but could also be provided by contracted therapy providers, as is common in the industry.

The following are attached to this Section:

- 1. Statistics Report of Payor Mix for Fair Oaks, Greenhaven, and Manzanita dated December 2022.
- 2. Eskaton Fair Oaks Patient Census Data dated February 22, 2023. Please note that confidential patient information has been redacted.
- 3. Eskaton Greenhaven Patient Census Data dated March 23, 2023. Please note that confidential patient information has been redacted.
- 4. Eskaton Manzanita Patient Census Data dated March 23, 2023. Please note that confidential patient information has been redacted.
- 5. Eskaton 5 Year Patient Census Data dated March 6, 2023.
- 6. Medi-Cal Cost Report data for Fair Oaks dated December 31, 2021. Please note that information not related to Fair Oaks, Greenhaven, or Manzanita has been redacted.
- 7. Medi-Cal Cost Report data for Fair Oaks dated December 31, 2020. Please note that information not related to Fair Oaks, Greenhaven, or Manzanita has been redacted.
- 8. Medi-Cal Cost Report data for Greenhaven dated December 31, 2021. Please note that information not related to Fair Oaks, Greenhaven, or Manzanita has been redacted.
- 9. Medi-Cal Cost Report data for Greenhaven dated December 31, 2020. Please note that information not related to Fair Oaks, Greenhaven, or Manzanita has been redacted.

- 10. Medi-Cal Cost Report data for Manzanita dated December 31, 2021. Please note that information not related to Fair Oaks, Greenhaven, or Manzanita has been redacted.
- 11. Medi-Cal Cost Report data for Manzanita dated December 31, 2020. Please note that information not related to Fair Oaks, Greenhaven, or Manzanita has been redacted.
- 12. Medicare Cost Report data for Fair Oaks dated December 31, 2021.
- 13. Medicare Cost Report data for Fair Oaks dated December 31, 2020.
- 14. Medicare Cost Report data for Greenhaven dated December 31, 2021.
- 15. Medicare Cost Report data for Greenhaven dated December 31, 2020.
- 16. Medicare Cost Report data for Manzanita dated December 31, 2021.
- 17. Medicare Cost Report data for Manzanita dated December 31, 2020.

#### SECTION 999.5(d)(5)(L)

# (L) A list of the primary languages spoken at the health facility or facility that provides similar health care and the threshold languages for Medi-Cal beneficiaries, as determined by the State Department of Health Care Services for the county in which the health facility or facility that provides similar health care is located.

The primary languages spoken at Fair Oaks are English, Spanish, Arabic, Japanese and Korean. The primary languages spoken at Greenhaven are English, Spanish, Mandarin, Cantonese, Taishanese, Vietnamese, Greek, Farsi, French, Tagalog, Hindi, Thai, and Amharice (Ethiopian). The primary languages spoken at Manzanita are English, Spanish, Arabic, Farsi, Russian, Mandarin, Cantonese, and Japanese.

All three facilities are located in Sacramento county. As of January 2022, the threshold languages other than English for Medi-Cal beneficiaries in Sacramento County include Spanish, Vietnamese, Cantonese, Russian, and Hmong.

## SECTION 999.5(d)(8)

1) A signed statement by the Chair of Eskaton's Board of Directors approving the AG Notice dated April 28, 2023.

#### **ESKATON PROPERTIES, INC.**

#### CERTIFICATION

The undersigned Chair of the Board of Directors of Eskaton Properties, Inc. certifies that the content of the written notice to the California Attorney General regarding the proposed sale of the three skilled nursing facilities Eskaton Fair Oaks, Eskaton Greenhaven, and Eskaton Manzanita and the real property, fixtures, and assets associated with the facility to International Equity Partners and 11300 Fair Oaks Boulevard, LLC, 455 Florin Road, LLC, and 5318 Manzanita Avenue, LLC (the "Purchasers") is true, accurate, and complete. The Purchasers have advised Eskaton Properties, Inc. that the information provided by Buyer and its affiliates is true, accurate, and complete.

Patricia (Pat) McFatland, Chair of the Board 28/2023

#### SECTION 999.5(d)(10)

(10) The written notice of any proposed agreement or transaction set forth in section 999.5(a)(1) shall include a description of the applicant's efforts to inform local governmental entities, professional staff and employees of the health facility or facility that provides similar health care services and the general public of the proposed transaction. This description shall include any comments or reaction to this effort.

Eskaton announced the proposed transaction to its internal management team in-person on December 20, 2022, to prepare the leadership for the official public announcement. During the meeting, participants discussed the rationale for the transaction, the impact the transaction would have on employees and residents, and explained the management team's role in sharing the news of the affiliation with residents and staff at each of the three facilities (agendas and notes attached).

In or about December 2022, the Eskaton officers met with the executive directors of the three skilled nursing facilities to notify them that Eskaton had issued an RFP and would be vetting potential buyers for the SNFs.

On January 19, 2023, CEO Todd Murch sent out an announcement of the planned sale via email to the entire executive group of Eskaton, and another announcement the same day to all employees of the Eskaton headquarters (where many employees support the SNFs being sold).

In January and February 2023 Eskaton's CEO held meetings with employees of each of the three facilities for sale and the support center to discuss the transaction.

Beginning on Friday, February 17, 2023, the owners of the new manager, Cypress, were invited to meetings with the employees of each of the three SNFs to answer questions and assuage concerns about continued employment.

On March 10, the board of Eskaton formally approved the transaction. The organization officially announced the transaction via internal and external partner communications including a CEO Memo, President's bi-weekly message, and a press release scheduled to go out in April 2023, following finalization of the transaction details. That press release will be posted publicly on Eskaton's website once it goes live. Notice letters announcing the transaction were sent to all Fair Oaks, Greenhaven, and Manzanita residents.

On April 7, 2023, Eskaton put out a second press release in the Sacramento Business Journal announcing the sale and describing the new operators. On April 24, 2023, the new operators filed the necessary change of ownership applications with the California Department of Public Health. Outside of this Notice sent to the Attorney General, no other government entities have been specially notified.

The following documents are attached to this Section:

- 1. DRAFT Press release announcing the sale of Fair Oaks, Greenhaven, and Manzanita.
- 2. DRAFT notice letter to be sent to residents.
- 3. Eskaton Bi-Weekly Update email dated January 30, 2023

4. Article in the Sacramento Business Journal announcing the sale dated April 7, 2023.

## SECTION 999.5(d)(10)

4) Article in the Sacramento Business Journal announcing the sale dated April 7, 2023.

#### FOR THE EXCLUSIVE USE OF ZACH.MELCHIORI@ESKATON.ORG

From the Sacramento Business Journal: https://www.bizjournals.com/sacramento/news/2023/04/07/eskatonskilled-nursing-cypress.html

SUBSCRIBER CONTENT:

## Eskaton to sell stand-alone skilled nursing facilities to Cypress Healthcare, International Equity for \$35.6M

Apr 7, 2023, 7:06am PDT



Morsa Images, Getty Images

Eskaton is the largest operator of senior living and assisted-living sites in the Sacramento region.

After a rough few years for the industry, Eskaton is exiting standalone skilled nursing, and from now on will focus only on its residential living and senior services.

In an announcement last week, the Carmichael-based senior living nonprofit said that it's selling its three skilled nursing facilities that aren't part of a larger residential community: Eskaton Care Center Manzanita, Eskaton Care Center Greenhaven and Eskaton Care Center Fair Oaks.

Between the three of them, the facilities have a total of 396 beds and 400 employees.

CEO Todd Murch told the Business Journal that Eskaton received multiple offers for the properties but ultimately chose Roseville operator Cypress Healthcare Group, with International Equity Partners Inc. as the capital partner and buyer of the properties. The new operators plan to retain all existing employees. He said the value of the deal is \$35.6 million.

Eskaton has owned all three facilities for more than 30 years.

"The health care component has been a long-standing business line at Eskaton," Murch told the Business Journal.

The pandemic, inflation, workforce shortages and rising wages have made stand-alone skilled nursing more difficult to keep afloat in recent years.

According to its annual financial disclosure, Eskaton operated a \$16.4 million loss last year.

"Those three buildings accounted for \$14 million of it," Murch said.

Pre-pandemic, the facilities averaged greater than 90% occupancy, but last year, it was closer to 70%, in part because intermittent Covid-19 cases prompted local health authorities to temporarily restrict admissions, and a shortage of available staff needed to boost patient census.

"I believe at the end of the day, it's better for the three buildings and it's better for Eskaton," Murch said.

Murch said the chosen operator for the facilities, Cypress Healthcare, focuses solely on skilled nursing.

"I think it gets back to expertise, efficiency and focus," Murch said. "It's all that they do, so they probably do it more efficiently than we do."

California Attorney General Rob Bonta approved Cypress Healthcare's takeover of three other local skilled nursing facilities, as part of the sale of a 16-property portfolio of senior living facilities from another nonprofit owner and operator to a private equity firm at the beginning of this year. According to documents around that deal, Cypress Healthcare Group operates six additional skilled nursing facilities in the Sacramento region.

The sale of Eskaton's portfolio will also be subject to approval by the attorney general. Murch said he doesn't anticipate any issues gaining approval for the sale.

"It's really just a change in operator," he said "They're basically just taking what we have and running forward with it."



**Emily Hamann** Staff Writer - *Sacramento Business Journal* 

Back to Top 🔺

## SACRAMENTO BUSINESS JOURNAL

User Agreement | Privacy Policy | Ad Choices | Vour Privacy Choices

© 2023 American City Business Journals. All rights reserved. Use of and/or registration on any portion of this site constitutes acceptance of our <u>User Agreement</u> (updated January 24, 2023) and <u>Privacy Policy</u> (updated January 24, 2023). The material on this site may not be reproduced, distributed, transmitted, cached or otherwise used, except with the prior written permission of American City Business Journals.

# (B) Copies of all documents relating or referring to the reasons why any potential transferee was excluded from further consideration as a potential transferee for any of the health facilities or facilities that provide similar health care services that are the subject of the agreement or transaction.

Each of the offers from Eagle Arc Partners LLC and Links Healthcare Group were strongly considered. Their best and final offer was \$35,000,000. However, each offer contained less favorable provisions regarding the consequences if the deal fell through. In addition, these two parties did not have recent experience completing the AG approval process. They also expected the Seller to bear the cost of preparing the purchase and sale agreement, which would have added a substantial legal cost to the transaction. Based upon the above factors, the best overall offer was the offer received from IEP.

The offer from Cascade Capital Group was substantially higher, but the prospective purchaser was not able to articulate a basis for how they arrived at this pricing or specify their funding sources for the transaction. The fact that the initial offer was so much higher raised concerns about whether it was a genuine offer or a means of committing the parties to an agreement with the goal of negotiating down the final purchase price. Eskaton recently experienced a similar strategy when attempting to sell another property. In addition, this prospective buyer did not have experience operating in California.

Bespoke Healthcare Management did not operate in California at all and they had not gone through the AG approval or change of ownership process in California. The offers from Aspen Skilled Healthcare, Ensign Group, and Generations were dramatically and substantially lower than the other offers received from their competitors. These offers were excluded early on in the review process based upon the purchase price offered.

- 1. Final Matrix Comparing Letters of Intent dated January 31, 2023. Please note that the material terms of each entity's offer have been redacted.
- 2. Letter of Intent Matrix with Finalist Offers dated January 4, 2023. Please note that the material terms of each entity's offer have been redacted.
- 3. Letter of Intent Matrix with Finalist Offers dated December 28, 2022. Please note that the material terms of each entity's offer have been redacted.
- 4. Letter of Intent and Offers Matrix dated December 27, 2022. Please note that the material terms of each entity's offer have been redacted.
- 5. Initial Matrix Comparing Letters of Intent dated December 2022. Please note that the material terms of each entity's offer have been redacted.

#### SECTION 999.5(d)(11)(F)

## (F) The applicant's prior two annual audited financial statements, the applicant's most current unaudited financial statement, business projection data and current capital asset valuation data.

Attached are the following financial information for Eskaton:

- 1. FY 2022 current unaudited financial statements, as of December 31, 2022;
- 2. FY 2021 audited consolidated financial statements;
- 3. FY 2020 audited consolidated financial statements.
- 4. The most current business projection data is outlined in the Business Lifecycle Analysis attachment included in Section 999.5(d)(11)(A).
- 5. The Ziegler Valuation included in Section 999.5(d)(2)(B) includes the most current capital asset valuation data and additional business projection data.

\*Please note that information pertaining to other facilities not involved in this transaction has been redacted.

## SECTION 999.5(d)(11)(F)

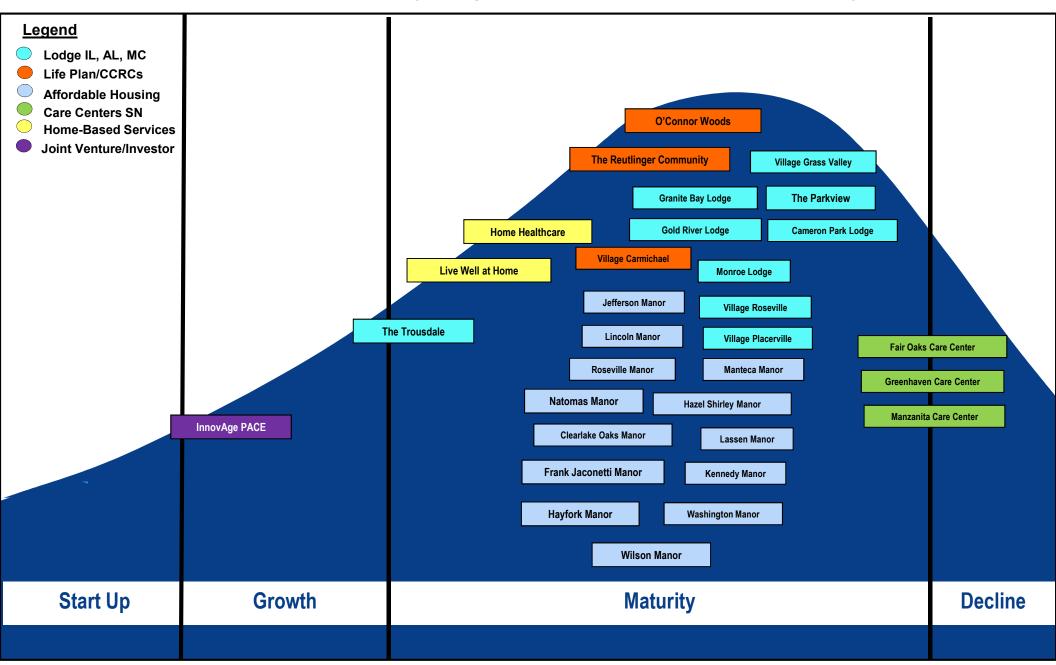
4) The most current business projection data is outlined in the Business Lifecycle Analysis attachment included in Section 999.5(d)(11)(A).



## Life Cycle

Relative Position by Management's Assessment of Business Sustainability

Version 03/2023



### SECTION 999.5(d)(11)(F)

5) The Ziegler Valuation included in Section 999.5(d)(2)(B) includes the most current capital asset valuation data and additional business projection data.



## **Eskaton Skilled Nursing Portfolio** PRELIMINARY VALUE ESTIMATE

Summer 2022

#### **Dan Revie**

Managing Director & Group Co Head Senior Housing & Care Finance Practice

drevie@ziegler.com (414) 978 6556

#### **Michael Anthony**

Assistant Vice President Senior Housing & Care Finance Practice

manthonv@ziegler.com (615) 982 7563

#### Michael McGinnis Analyst Senior Housing & Care Finance Practice

mmcginnis@ziegler.com (312) 596 1564



Section I. - Estimation of Value

Section II. – Senior Housing & Care Finance Practice

Section III. – Ziegler Investment Banking



**SECTION I.** 

ESTIMATION OF VALUE

## **ESTIMATION OF PORTFOLIO VALUE**

#### ESKATON | 391-BED / 3-COMMUNITY SNF PORTFOLIO | GREATER SACRAMENTO, CA AREA

As requested, the following is Ziegler's preliminary valuation estimate for Eskaton's 391-bed / 3-community skilled nursing portfolio located in the greater Sacramento, California area (the "Portfolio").

Ziegler relied, primarily, on a blend of two valuation methodologies to arrive at a range of values the Portfolio might achieve if properly marketed: the **Income Capitalization Approach** and the **Comparable Sales Approach**.

Ziegler thoroughly reviewed each community's historical financial statements, census, unit mix, and other publicly available information on the Portfolio as part of this analysis. Additionally, Ziegler reviewed nationwide transaction data, transactions for comparable assets in the relevant market and region, as well as our own sales experience in California. Ziegler also conducted a preliminary review of the competitive marketplace, comparing the Portfolio's base rates to the local and nationwide marketplace averages.

Given our team's history of successfully transacting for our clients, Ziegler identified site-specific and external / market factors that will influence value, both positively and negatively, and incorporated their impact herein.

**Income Capitalization** – Ziegler typically applies suitable capitalization rates to historical cash flows and adjusted cash flows to arrive at a range of potential values. Given in-place historic cash flows and margins of the Portfolio, more relevance was placed on the comparable sales approach and our knowledge of these markets given our historical experience with comparable communities.

**Comparable Sales** – Ziegler has recent and relevant sell-side experience in California and throughout the country and unmatched expertise selling skilled nursing and senior housing communities/portfolios. We have identified "per bed" transaction values for comparable **Skilled Nursing** portfolios to illustrate the Portfolio's intrinsic real estate value. Average per bed values – based on a subset of regional and local transactions, as well as Ziegler's transaction experience – were applied to the go-forward unit capacity of 391 operating beds. A higher emphasis and weighting was placed on the comparable sales approach given the recent operational performance of the Portfolio.

Estimated Valuation	\$35,190,000 – \$44,965,000
Value Per Bed*	\$90,000 — \$115,000

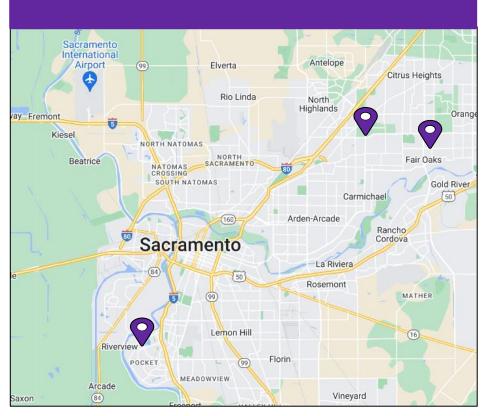
\*Based on 391 operating beds.

**NOTE:** For purposes of rendering a value estimate, Ziegler has relied upon information provided by management. Ziegler has not independently verified any of the foregoing information and has relied on it being complete and accurate in all material respects. It should be noted that Ziegler's Senior Housing Care & Finance Practice ("SHCFP") team has not toured the Portfolio, as such, the analysis represents a "best estimate" valuation and may be subject to change upon further analysis and vetting of the assets and marketplaces.



## **PORTFOLIO SUMMARY & OPERATIONS ANALYSIS**

#### ESKATON | 391-BED / 3-COMMUNITY SNF PORTFOLIO | GREATER SACRAMENTO, CA AREA

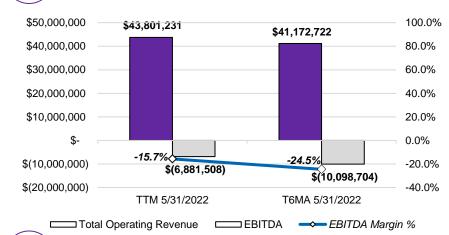


#### **Portfolio Characteristics**

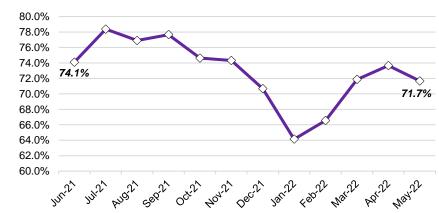
Location:	Greater Sacramento, Cali	fornia Area	
Operating SNF Beds:	95 + 148 + 148 = 391	Average Overall CMS Star Rating:	4.7
Licensed SNF Beds:	99 + 149 + 148 = 396	May 2022 Occupancy %:	71.7%

#### **Operations Analysis**

## Trailing Revenue & EBITDA\* Trends



### Trailing Occupancy Trend



\*<u>EBITDA</u> = <u>Earnings</u> <u>Before</u> Interest, <u>Taxes</u>, <u>Depreciation</u>, and <u>A</u>mortization.

Ziegler 🛛 🛛

## FINANCIAL REVIEW & HISTORIC TRENDS – ESKATON CARE CENTER MANZANITA

Source		Actual	Actual	Actual	Actual	Actual	Actual	Actua		Actual	Actu		Actual	Actual	Actual	Actual	
Period	6	/30/2021	7/31/2021	8/31/2021	9/30/2021	10/31/2021	11/30/2021	12/31/20	021	1/31/2022	2/28/2		3/31/2022	4/30/2022	5/31/2022	TTM 5/31/2	2022
Days in Period		30	31	31	30	31	30	31		31	28		31	30	31	365	
OCCUPANCY																	Mix %
Private Pay Days		112	71	54	104	126			65	93		56	78	162	131	1,160	5.4%
Complex Care Days		96	153	155	108	50	8		19	26		92	61	75	-	843	3.9%
Other Managed Care Days		356	483	386	327	369	481		329	92		337	528	417	632	4,737	21.9%
Medicare Days		194	101	77	179	132	115		218	83		81	147	208	205	1,740	8.1%
Medi-Cal Days		1,005	1,038	1,042	1,043	1,201	1,182	1	,169	1,083		960	1,040	927	863	12,553	58.1%
Hospice/Respite Days		85	60	28	5	30			-	59		56	87	79	89	578	2.7%
Total SNF Patient Days		1,848	1,906	1,742	1,766	1,908	1,894	1	,800	1,436		1,582	1,941	1,868	1,920	21,611	100.0%
Operating SNF Beds		95	95	95	95	95			95	95		95	95	95	95	95	
Overall SNF Occupancy %		64.8%	64.7%	59.2%	62.0%	64.8%	66.5%	6	1.1%	48.8%		59.5%	65.9%	65.5%	65.2%	62.3%	
OPERATING REVENUES		<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>		<u>\$</u>	<u>\$</u>		<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$ PPD</u>
Routine Revenues	\$	859,695	s 901,881 <b>\$</b>	828,241	\$ 828,835	\$ 847,604	\$ 850,415	\$ 778	,240	\$ 663,404	\$ 76	3,138 \$	910,836	\$ 880,601	\$ 867,608	\$ 9,980,498	\$ 461.82
Ancillary Revenues		195,467	205,900	165,461	176,190	<u>174,719</u>	168,216	144	,840	59,552	17	1,238	287,449	218,891	252,490	2,220,413	102.74
Gross SNF Patient Revenue		1,055,162	1,107,781	993,702	1,005,025	1,022,323	1,018,631	923	,080,	722,956	93	4,376	1,198,285	1,099,492	1,120,098	12,200,911	564.57
Contractual Allowances		(149,400)	(69,164)	(135,239)	(174,843)	(96,706)	(86,343	(87	,669)	(130,390)	(19	4,222)	(207,074)	(99,946)	33,691	(1,397,305)	(64.66)
Net SNF Patient Revenue		905,762	1,038,617	858,463	830,182	925,617	932,288	835	,411	592,566	74	0,154	991,211	999,546	1,153,789	10,803,606	499.91
Other Operating Revenues		1,405	1,629	1,587	1,365	1,555	12,169		,267	1,059		1,233	1,616	1,668	1,412	27,965	1.29
Total Operating Revenue	\$	907,167 \$	5 1,040,246 \$	6 860,050	\$ 831,547	\$ 927,172	\$ 944,457	\$ 836	,678	\$ 593,625	\$ 74	1,387 \$	992,827	\$ 1,001,214	\$ 1,155,201	\$ 10,831,571	\$ 501.21
OPERATING EXPENSES		<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>		<u>\$</u>	<u>\$</u>		<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$ PPD</u>
Salaries (Prod & Non-Prod)	\$	530,996	557,086	527,019	\$ 540,953	\$ 592,532	\$ 521,672	\$ 551	,861	\$ 514,776	\$ 53	4,536 \$	691,318	\$ 598,386	\$ 651,854	\$ 6,812,989	\$ 315.26
Employee Benefits		182,885	198,488	187,853	178,566	186,346	187,773	195	,501	194,762	17	4,777	197,675	193,495	191,802	2,269,923	105.04
Registry		45,377	58,776	39,822	39,707	131,647	126,744	79	,508	49,390	9	1,751	78,672	81,781	77,260	900,435	41.67
Professional Fees		8,738	11,103	14,071	13,246	(477)	10,616	4	,413	9,618		8,783	10,178	9,183	8,483	107,955	5.00
Supplies		56,352	54,463	54,299	64,745	59,954	70,940	11	,329	72,084	2	1,678	58,298	54,644	51,412	630,198	29.16
Purchased Services		38,943	16,413	42,676	14,534	24,173	27,306	18	,116	17,628	1	1,640	19,002	38,481	17,712	286,624	13.26
Ancillary Costs		82,728	45,418	59,790	105,737	54,171	104,570	18	,449	(2,646)	6	7,922	110,978	68,749	86,086	801,952	37.11
Utilities		27,983	22,387	32,497	25,389	19,670	36,756	41	,755	30,856	3	0,215	26,681	21,449	22,166	337,804	15.63
Insurance & Other		74,862	71,842	74,378	69,950	90,607	75,871		,015	68,327		6,067	92,095	71,818	103,083	964,915	44.65
Total Operating Expenses	\$	1,048,864	5 1,035,976 \$	5 1,032,405	\$ 1,052,827	\$ 1,158,623	\$ 1,162,248	\$ 1,016	,947	\$ 954,795	\$ 1,01	7,369 \$	1,284,897	\$ 1,137,986	\$ 1,209,858	\$ 13,112,795	\$ 606.76
EBITDAM	\$	(141,697) \$	5 4,270 <b>\$</b>	6 (172,355)	\$ (221,280)	\$ (231,451)	\$ (217,791)	\$ (180	,269)	\$ (361,170)	\$ (27	5,982) \$	(292,070)	\$ (136,772)	\$ (54,657)	\$ (2,281,224)	\$ (105.56)
EBITDAM Margin %		-15.6%	0.4%	-20.0%	-26.6%	-25.0%	-23.1%		1.5%	-60.8%		37.2%	-29.4%	-13.7%	-4.7%	-21.1%	
5% Management Fee		45,358	52,012	43,003	41,577	46,359	47,223	41	,834	29,681	3	7,069	49,641	50,061	57,760	541,579	25.06
EBITDA	\$	(187,055)	6 (47,742) \$	6 (215,358)	\$ (262,857)	\$ (277,810)	\$ (265,014)	\$ (222	,103)	\$ (390,851)	\$ (31	3,051) \$	(341,711)	\$ (186,833)	\$ (112,417)	\$ (2,822,803)	\$ (130.62)
EBITDA Margin %		-20.6%	-4.6%	-25.0%	-31.6%	-30.0%	-28.1%	-2	6.5%	-65.8%		42.2%	-34.4%	-18.7%	-9.7%	-26.1%	



## FINANCIAL REVIEW & HISTORIC TRENDS – ESKATON CARE CENTER FAIR OAKS

Source Period	6	Actual 5/30/2021	7	Actual //31/2021	8	Actual 3/31/2021	ç	Actual 9/30/2021	1	Actual 0/31/2021	1	Actual 1/30/2021	1	Actual 2/31/2021		Actual 1/31/2022	2	Actual 2/28/2022	Actu 3/31/2			Actual 30/2022		Actual /31/2022	т	Actual	2022
Days in Period		30		31		31		30		31		30		31		31		28	31			30		31		365	
OCCUPANCY																											Mix %
Private Pay Days		230		252		314		257		237		284		409		348		255		340		394		381		3,701	8.5%
Complex Care Days		-		-		-		-		-		-		-		-		-		-		-		-		-	0.0%
Other Managed Care Days		805		844		816		775		835		640		467		303		473		648		641		682		7,929	18.2%
Medicare Days		227		352		223		267		224		123		220		213		138		273		289		188		2,737	6.3%
Medi-Cal Days		2,396		2,560		2,525		2,475		2,579		2,346		2,323		2,322		2,005		2,109		2,024		2,237	:	27,901	64.1%
Hospice/Respite Days		123		105		130		98		122		97		91		76		53		111		120		154		1,280	2.9%
Total SNF Patient Days		3,781		4,113		4,008		3,872		3,997		3,490		3,510		3,262		2,924		3,481		3,468		3,642		43,548	100.0%
Operating SNF Beds		148		148		148		148		148		148		148		148		148		148		148		148		148	
Overall SNF Occupancy %		85.2%		89.6%		87.4%		87.2%		87.1%		78.6%		76.5%		71.1%		70.6%		75.9%		78.1%		79.4%		80.6%	
OPERATING REVENUES		<u>\$</u>		<u>\$</u>		<u>\$</u>		<u>\$</u>		<u>\$</u>		<u>\$</u>		<u>\$</u>		<u>\$</u>		<u>\$</u>	\$			<u>\$</u>		<u>\$</u>	\$		\$ PPD
Routine Revenues	\$	1,465,211	\$	1,595,794	\$	, ,	\$	1,494,938	\$	1,545,559	\$	, ,	\$	1,329,197	\$	1,308,092	\$	, ,	. ,	,	\$	, .,	\$		\$ 17,1	,	393.08
Ancillary Revenues		314,802		326,523		314,015		322,385		348,379		280,614		250,553		170,586		209,646		7,978		328,855		288,995	-	83,331	79.99
Gross SNF Patient Revenue		1,780,013		1,922,317		1,853,351		1,817,323		1,893,938		1,617,424		1,579,750		1,478,678		1,390,775	,	9,842		1,749,191		1,768,649	- / -	01,251	473.07
Contractual Allowances		(110,070)		(30,055)		(176,595)		(179,547)		(263,409)		(148,565)		(207,336)		(196,133)		(191,753)		2,044)		(186,009)		(175,839)		07,355)	(48.39)
Net SNF Patient Revenue		1,669,943		1,892,262		1,676,756		1,637,776		1,630,529		1,468,859		1,372,414		1,282,545		1,199,022	1,50	7,798		1,563,182		1,592,810	18,49	93,896	424.68
Other Operating Revenues		549		340		278		303		262		301		217		381		373		1,900		2,084		360		7,348	0.17
Total Operating Revenue	\$	1,670,492	\$	1,892,602	\$	1,677,034	\$	1,638,079	\$	1,630,791	\$	1,469,160	\$	1,372,631	\$	1,282,926	\$	1,199,395		9,698	\$	1,565,266	\$	1,593,170	\$ 18,5	01,244 \$	424.85
OPERATING EXPENSES		<u>\$</u>		<u>\$</u>		<u>\$</u>		<u>\$</u>		<u>\$</u>		<u>\$</u>		<u>\$</u>		<u>\$</u>		<u>\$</u>	<u>\$</u>			<u>\$</u>		<u>\$</u>			<u>\$ PPD</u>
Salaries (Prod & Non-Prod)	\$	792,162	\$	,	\$	761,543	\$	755,413	\$	,	\$	721,525	\$	733,477	\$	647,727	\$	718,076		7,832	\$	827,949	\$	843,132	• - , -	21,860 \$	
Employee Benefits		247,655		263,569		251,302		247,838		251,055		245,728		256,030		252,857		241,871		0,162		247,074		265,256	- / -	30,397	69.59
Registry		118,241		153,524		223,091		75,442		259,933		281,049		282,319		160,754		124,828		5,027		191,407		99,587		15,202	48.57
Professional Fees		8,121		4,847		5,313		4,493		5,033		10,657		4,083		3,253		22,683		4,436		3,243		4,273		90,435	2.08
Supplies		99,523		100,073		98,979		80,831		77,827		78,542		82,966		73,845		72,049		1,879		70,090		85,441		82,045	22.55
Purchased Services		53,102		37,668		22,107		28,591		62,310		18,783		42,875		36,354		19,227		2,860		27,540		31,795		03,212	9.26
Ancillary Costs		72,673		75,214		80,108		70,805		74,620		70,478		50,467		36,765		45,225		4,107		62,988		69,485		72,935	17.75
Utilities		32,044		32,819		33,408		31,629		27,567		27,571		31,124		31,566		25,759		7,264		25,651		32,370		58,772	8.24
Insurance & Other	*	116,757 1.540.278	*	116,565 1.595.946	*	116,402 1.592.253	\$	119,396 1.414.438	*	115,746 1.745.448	•	114,661 1.568.994	*	116,393 1.599.734	¢	113,352 1.356.473	•	104,411		2,598 <b>6.165</b>	*	109,143 1.565.085	*	107,777 1.539.116	1-	63,201	31.30
Total Operating Expenses EBITDAM	\$ \$	1,540,278	\$	296,656		84,781	<b>•</b>	223,641	\$	(114,657)	\$	(99,834)	\$	(227,103)	\$	(73,547)	\$	1,374,129 (174,734)	, ,.	6,467)		1,565,085	\$	54,054	,	63,185 s	423.40
EBITDAM Margin %	Þ	1 <b>30,214</b> 7.8%	Э	<b>296,656</b> 15.7%	Þ	<b>84,781</b> 5.1%	Þ	13.7%	\$	-7.0%	Þ	(99,834) -6.8%	Þ	-16.5%	Þ	(73, <b>547)</b> -5.7%	Þ	-14.6%	<b>\$</b> (3	<b>6,467)</b> -2.4%	Þ	0.0%	Þ	<b>54,054</b> 3.4%	<b>Э</b> (	03,185 : 0.3%	5 1.45
		83.525		94.630		<u>5.1%</u> 83.852		81.904		-7.0%		-0.8%		- 16.5%		-5.7% 64.146		-14.6%	-	-2.4% 5.485		78.263		3.4% 79,659	0	0.3% 25.062	04.04
5% Management Fee	\$	46,689	\$	202,026	¢	83,852 929	¢	141,737	\$	(196,197)	¢	(173,292)	¢	(295,735)	¢	(137,693)	¢	(234,704)		5,485 <b>1,952)</b>	¢	(78,082)	¢	(25,605)	-	25,062 61,877) \$	21.24 (19.79)
	φ	<b>40,009</b> 2.8%	Ф	10.7%	φ	929 0.1%	Þ	8.7%	Þ	-12.0%	φ	-11.8%	φ		φ	-10.7%	φ	-19.6%	<b>ф (</b> 1)	-7.4%	Φ	-5.0%	Þ	-1.6%	\$ (o	-4.7%	5 (19.79)
EBITDA Margin %		2.8%		10.7%		0.1%		8.1%		-12.0%		-11.8%		-21.5%		-10.7%		-19.0%		-1.4%		-5.0%		-1.0%		-4.1%	



## FINANCIAL REVIEW & HISTORIC TRENDS – ESKATON CARE CENTER GREENHAVEN

Source		Actual		Actual		Actual	Actual		Actual	Actua		Actual		Actual	Actu										
Period	6	5/30/2021	7	/31/2021	8	3/31/2021	5	9/30/2021	10	0/31/2021	1	1/30/2021	1	2/31/2021	1/31/2022	2	2/28/2022	3/31/20	22	4/30/2022	5	5/31/2022	TTM 5/31		
Days in Period		30		31		31		30		31		30		31	31		28	31		30		31	365		
OCCUPANCY																								Mix	<u>%</u>
Private Pay Days		138		234		149		72		88		102		182	211		131		93	96		97	1,593		4.1%
Complex Care Days		-		-		-		-		-		-		-	-		-		-	-		-	-		0.0%
Other Managed Care Days		524		608		669		655		390		447		419	222		175		378	400		299	5,186		13.3%
Medicare Days		144		218		145		118		79		175		65	17		77		143	180		74	1,435		3.7%
Medi-Cal Days		2,160		2,275		2,396		2,432		2,458		2,448		2,507	2,554		2,369	2	628	2,566		2,624	29,417	7	75.6%
Hospice/Respite Days		96		146		213		195		126		161		83	 72		28		47	61		31	1,259		3.2%
Total SNF Patient Days		3,062		3,481		3,572		3,472		3,141		3,333		3,256	3,076		2,780	3	289	3,303		3,125	38,890	1	00.0%
Operating SNF Beds		148		148		148		148		148		148		148	148		148		148	148		148	148		
Overall SNF Occupancy %		69.0%		75.9%		77.9%		78.2%		68.5%		75.1%		71.0%	67.0%		67.1%	7	1.7%	74.4%		68.1%	72.0%		
OPERATING REVENUES		<u>\$</u>		<u>\$</u>		<u>\$</u>	<u>\$</u>		<u>\$</u>	<u>\$</u>		<u>\$</u>		<u>\$</u>	<u>\$</u>	<u>\$ P</u>	PD								
Routine Revenues	\$	1,286,175	\$	1,467,051	\$	, - ,	\$	1,457,951	\$	1,301,682	\$	1,396,010	\$	1,347,885	\$ 1,326,670	\$	.,,	\$ 1,427	966	\$ 1,432,591	\$	,, .	\$ 16,485,003	\$ 42	23.89
Ancillary Revenues		164,440		191,764		183,942		196,995		<u>113,320</u>		177,847		133,173	 90,498		90,189	189	219	179,939		131,207	1,842,533		47.38
Gross SNF Patient Revenue		1,450,615		1,658,815		1,678,937		1,654,946		1,415,002		1,573,857		1,481,058	1,417,168		1,302,497	1,617	185	1,612,530		1,464,926	18,327,536	4	71.27
Contractual Allowances		(280,070)		(15,186)		(315,773)		(334,494)		(406,261)		(302,243)		(277,513)	 (461,331)		(386,999)	(405	297)	(351,372)		(330,617)	(3,867,156)	(	99.44)
Net SNF Patient Revenue		1,170,545		1,643,629		1,363,164		1,320,452		1,008,741		1,271,614		1,203,545	955,837		915,498	1,211	888	1,261,158		1,134,309	14,460,380	3	71.83
Other Operating Revenues		484		329		786		1,883		617		230		674	1,443		564		124	570		332	8,036		0.21
Total Operating Revenue	\$	1,171,029	\$	1,643,958	\$	1,363,950	\$	1,322,335	\$	1,009,358	\$	1,271,844	\$	1,204,219	\$ 957,280	\$	916,062	\$ 1,212	012	\$ 1,261,728	\$	1,134,641	\$ 14,468,416	\$ 3	72.03
OPERATING EXPENSES		<u>\$</u>		<u>\$</u>		<u>\$</u>	<u>\$</u>		<u>\$</u>	<u>\$</u>		<u>\$</u>		<u>\$</u>	<u>\$</u>	<u>\$ P</u>	PD								
Salaries (Prod & Non-Prod)	\$	,	\$	729,520	\$	708,729	\$	655,609	\$		\$	612,690	\$	649,172	\$ 605,596	\$	662,171	\$ 746	703	• • • • • • •	\$	,	\$ 8,150,184	\$ 20	09.57
Employee Benefits		213,882		233,894		218,867		204,825		216,408		214,109		222,452	230,434		219,263	236	477	230,648		242,975	2,684,234	(	69.02
Registry		100,406		133,341		196,921		80,727		295,034		69,713		426,363	138,766		245,542	363		293,920		226,090	2,570,684	(	66.10
Professional Fees		4,091		6,681		4,451		4,301		4,181		4,301		2,500	4,571		6,042		271	4,390		4,470	54,250		1.39
Supplies		46,109		56,547		66,030		74,869		71,720		62,390		85,544	45,152		86,554		293	55,753		91,005	805,966	1	20.72
Purchased Services		23,486		26,423		38,902		32,690		47,647		24,355		42,188	19,539		22,704		725	23,518		30,920	373,097		9.59
Ancillary Costs		47,325		67,911		80,900		88,645		32,195		46,650		28,185	40,796		65,935		870	53,330		60,189	664,931		17.10
Utilities		25,300		29,005		25,076		26,580		25,014		22,631		34,108	30,984		28,596		911	25,384		23,377	322,966		8.30
Insurance & Other		97,701		107,575		118,417		114,503		107,604		109,134		120,974	116,258		103,732	104		107,217		107,504	1,315,511		33.83
Total Operating Expenses	\$	1,207,106	\$	1,390,897	\$	1,458,293	\$	1,282,749	\$	1,500,379	\$	1,165,973	\$	1,611,486	\$ 1,232,096	\$	1,440,539	\$ 1,641		,,	\$	,- ,	\$ 16,941,823		35.63
EBITDAM	\$	(36,077)	\$	,		(94,343)	\$	,	\$	(491,021)	\$	105,871	\$	(407,267)	\$ (274,816)	\$	(524,477)	•	991) :		\$		\$ (2,473,407)	\$ (	(63.60)
EBITDAM Margin %		-3.1%		15.4%		-6.9%		3.0%		-48.6%		8.3%		-33.8%	-28.7%		-57.3%		5.4%	-18.8%		-33.3%	-17.1%		
5% Management Fee		58,551		82,198		68,198		66,117		50,468		63,592		60,211	47,864		45,803		601	63,086		56,732	723,421		18.60
EBITDA	\$	(94,628)	\$	,	\$	(162,541)	\$	(26,531)	\$	(541,489)	\$	,	\$	(467,478)	\$ (322,680)	\$	(570,280)	\$ (489	592)		\$		\$ (3,196,828)	\$ (*	(82.20)
EBITDA Margin %		-8.1%		10.4%		-11.9%		-2.0%		-53.6%		3.3%		-38.8%	-33.7%		-62.3%	-4	).4%	-23.8%		-38.3%	-22.1%		



## FINANCIAL REVIEW & HISTORIC TRENDS – CONSOLIDATED PORTFOLIO

Source		Actual		Actual		Actual	Actual		Actual		Actual		Actual		Actual		ctual									
Period	6	5/30/2021	7	7/31/2021	8	3/31/2021		9/30/2021	1	0/31/2021	1	1/30/2021	1	2/31/2021	1/31/2022	2	2/28/2022	3/	31/2022	4/	/30/2022	5	5/31/2022	TTM	5/31/2	022
Days in Period		30		31		31		30		31		30		31	31		28		31		30		31		365	
OCCUPANCY																										Mix %
Private Pay Days		480		557		517		433		451		494		656	652		442		511		652		609		154	6.2%
Complex Care Days		96		153		155		108		50		8		19	26		92		61		75		-		343	0.8%
Other Managed Care Days		1,685		1,935		1,871		1,757		1,594		1,568		1,215	617		985		1,554		1,458		1,613	17,		17.2%
Medicare Days		565		671		445		564		435		413		503	313		296		563		677		467		912	5.7%
Medi-Cal Days		5,561		5,873		5,963		5,950		6,238		5,976		5,999	5,959		5,334		5,777		5,517		5,724	69,		67.2%
Hospice/Respite Days		304		311		371	_	298		278		258		174	 207	_	137		245		260		274		17	3.0%
Total SNF Patient Days		8,691		9,500		9,322		9,110		9,046		8,717		8,566	7,774		7,286		8,711		8,639		8,687	104,		100.0%
Operating SNF Beds		391		391		391		391		391		391		391	391		391		391		391		391		391	
Overall SNF Occupancy %		74.1%		78.4%		76.9%		77.7%		74.6%		74.3%		70.7%	64.1%		66.6%		71.9%		73.6%		71.7%	72	.9%	
OPERATING REVENUES		<u>\$</u>		<u>\$</u>		<u>\$</u>	<u>\$</u>		<u>\$</u>		<u>\$</u>		<u>\$</u>		<u>\$</u>	<u>\$</u>		\$ PPD								
Routine Revenues	\$	- , - ,	\$	3,964,726	\$	-,,-	\$	-, - ,	\$	3,694,845	\$	-,,	\$	3,455,322	\$ 3,298,166	\$	-,,	\$	-,,	\$	-,,	\$		\$ 43,583,		418.87
Ancillary Revenues		674,709		724,187		663,418		695,570		<u>636,418</u>		626,677		528,566	 320,636		471,073		804,646		727,685		672,692	7,546,		72.53
Gross SNF Patient Revenue		4,285,790		4,688,913		4,525,990		4,477,294		4,331,263		4,209,912		3,983,888	3,618,802		3,627,648		4,565,312		4,461,213		4,353,673	51,129,	698	491.40
Contractual Allowances		(539,540)		(114,405)		(627,607)		(688,884)		(766,376)		(537,151)		(572,518)	 (787,854)		(772,974)		(854,415)		(637,327)		(472,765)	(7,371,	316)	(70.85)
Net SNF Patient Revenue		3,746,250		4,574,508		3,898,383		3,788,410		3,564,887		3,672,761		3,411,370	2,830,948		2,854,674		3,710,897		3,823,886		3,880,908	43,757,	382	420.55
Other Operating Revenues		2,438		2,298		2,651		3,551		2,434		12,700		2,158	2,883		2,170		3,640		4,322		2,104	43,		0.42
Total Operating Revenue	\$	3,748,688	\$	4,576,806	\$	3,901,034	\$	3,791,961	\$	3,567,321	\$	3,685,461	\$	3,413,528	\$ 2,833,831	\$	2,856,844	<b>\$</b>	3,714,537	\$	3,828,208	\$	3,883,012	\$ 43,801,	231 \$	
OPERATING EXPENSES		<u>\$</u>		<u>\$</u>		<u>\$</u>	<u>\$</u>		<u>\$</u>		<u>\$</u>		<u>\$</u>		<u>\$</u>	<u>\$</u>		\$ PPD								
Salaries (Prod & Non-Prod)	\$	1,971,964	\$	2,098,273	\$	1,997,291	\$	.,	\$	_,,	\$	.,,	\$	1,934,510	\$ 1,768,099	\$	1,914,783	\$	2,275,853	\$	2,131,510	\$	, -, -	\$ 24,285,	)33 \$	233.40
Employee Benefits		644,422		695,951		658,022		631,229		653,809		647,610		673,983	678,053		635,911		694,314		671,217		700,033	7,984,		76.74
Registry		264,024		345,641		459,834		195,876		686,614		477,506		788,190	348,910		462,121		587,560		567,108		402,937	5,586,		53.69
Professional Fees		20,950		22,631		23,835		22,040		8,737		25,574		10,996	17,442		37,508		28,885		16,816		17,226	252,		2.43
Supplies		201,984		211,083		219,308		220,445		209,501		211,872		179,839	191,081		180,281		184,470		180,487		227,858	2,418,		23.24
Purchased Services		115,531		80,504		103,685		75,815		134,130		70,444		103,179	73,521		53,571		82,587		89,539		80,427	1,062,		10.22
Ancillary Costs		202,726		188,543		220,798		265,187		160,986		221,698		97,101	74,915		179,082		227,955		185,067		215,760	2,239,		21.53
Utilities		85,327		84,211		90,981		83,598		72,251		86,958		106,987	93,406		84,570		80,856		72,484		77,913	1,019,		9.80
Insurance & Other		289,320		295,982		309,197		303,849		313,957		299,666		333,382	297,937		284,210		309,585		288,178		318,364	3,643,		35.02
Total Operating Expenses	\$	3,796,248	\$	4,022,819	\$	4,082,951	\$	3,750,014	\$	4,404,450	\$	-,, -	\$	4,228,167	3,543,364	\$	3,832,037	•	.,,	· ·	4,202,406	\$	, , .	\$ 48,492,		466.06
EBITDAM	\$	(47,560)	\$	,	\$	(181,917)	\$	,	\$	(837,129)	\$	(211,754)	\$	(814,639)	\$ (709,533)	\$	(975,193)	\$	(757,528)	\$	(374,198)	\$	(377,929)			(45.09)
EBITDAM Margin %		-1.3%		12.1%		-4.7%		1.1%		-23.5%		-5.7%		-23.9%	-25.0%		-34.1%		-20.4%		-9.8%		-9.7%		.7%	
5% Management Fee		187,434		228,840		195,052		189,598		178,366		184,273		170,676	141,692		142,842		185,727		191,410		194,151	2,190,		21.05
EBITDA	\$	(234,994)	\$	325,147	\$	(376,969)	\$		\$	(1,015,495)	\$	(396,027)	\$	(985,315)	\$ 	\$	(1,118,035)	\$	(943,255)	\$	(565,608)	\$	(572,080)			(66.14)
EBITDA Margin %		-6.3%		7.1%		-9.7%		-3.9%		-28.5%		-10.7%		-28.9%	-30.0%		-39.1%		-25.4%		-14.8%		-14.7%	-15	.7%	

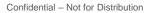


## CALIFORNIA COMPARABLE SNF TRANSACTIONS (2017 – PRESENT)

#### ESKATON | 391-BED / 3-COMMUNITY SNF PORTFOLIO | GREATER SACRAMENTO, CA AREA

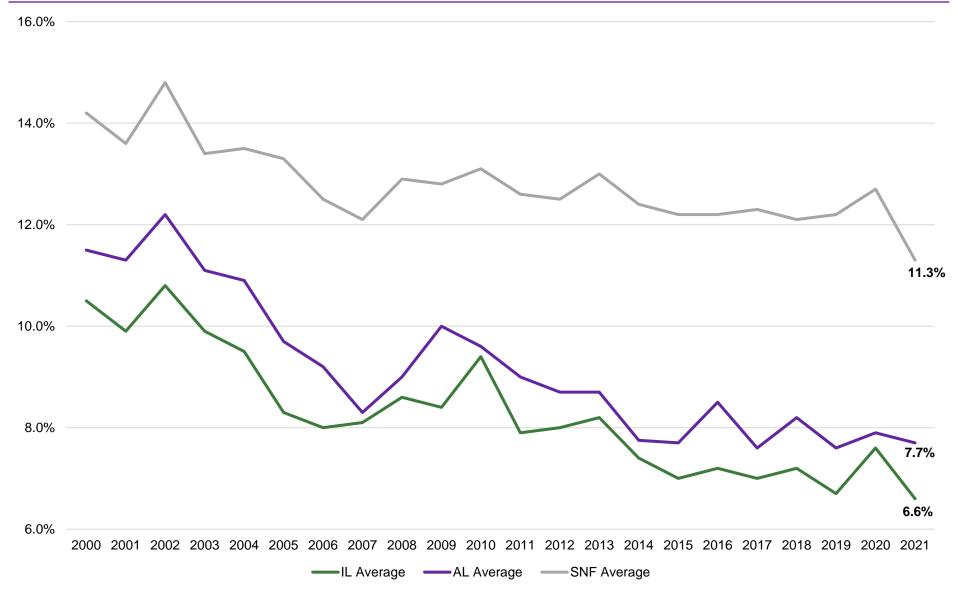
Туре	Seller	Community Name(s)	City	State(s)	No. Facilities	Total Beds	Buyer	Price	Price Per Bed	Cap Rate	Date
SNF	LTC Properties, Inc.	Skilled nursing facility		CA	1	121	Not disclosed	\$13,300,000	\$109,917		04/27/2022
SNF	NA	SNF in Southern California		CA	1	99	Undisclosed buyer	\$10,400,000	\$105,051		01/18/2022
SNF	NA	SNF in Southern California		CA	1	175	Operator	\$30,400,000	\$173,714		01/18/2022
SNF	NA	SNF in L.A. County	LA MSA	CA	1	99	Operator	\$22,384,000	\$226,101		01/18/2022
SNF	NA	SNF in southern San Diego	San Diego	CA	1	123	Undisclosed buyer	\$10,300,000	\$83,740		01/18/2022
SNF	Invesque Inc.	Five-property portfolio		CA, KS, AZ	5	580	The Ensign Group	\$93,000,000	\$160,345	7.00%	11/16/2021
SNF	NA	3 skilled nursing facilities	San Bernadino	CA	3	191	Summit Healthcare REIT, Inc.	\$20,055,000	\$105,000		07/07/2021
SNF	NA	Buena Vista Care Center	Santa Barbara	CA	1	150	CareTrust REIT, Inc.	\$15,860,000	\$105,733	13.24%	03/09/2021
SNF	NA	2 skilled nursing facilities	San Diego	CA	2	260	O&M Investments, LLC	\$17,000,000	\$65,385		12/28/2020
SNF	NA	Senior care facility	Riverside	CA	1	113	Individual buyer	\$5,400,000	\$47,788	9.00%	12/08/2020
SNF	NA	Skilled nursing facility	Ukiah	CA	1	78	Mendocino County	\$2,900,000	\$37,179		05/03/2020
SNF	NA	Bradley Court	El Cajon	CA	1	56	Generations Healthcare	\$3,800,000	\$67,857		03/23/2020
SNF	NA	Creekside Care Center	Stockton	CA	1	75	Partnership buyer	\$8,300,000	\$110,667	14.40%	02/28/2020
SNF	NA	Skilled nursing facility	LA MSA	CA	1	50	Real estate investor	\$4,000,000	\$80,000		01/16/2020
SNF	NA	2 senior care facilities	Sacramento	CA	2	241	CareTrust REIT, Inc.	\$22,760,000	\$94,440	22.28%	10/02/2019
SNF	NA	4 skilled nursing facilities		CA	4	503	CareTrust REIT, Inc.	\$43,500,000	\$86,481	13.33%	02/12/2019
SNF	NA	Our Lady of Fatima Villa		CA	1	122	CareTrust REIT, Inc.	\$18,600,000	\$152,459	12.80%	09/05/2018
SNF	NA	Parkview Julian Convalescent		CA	1	99	Regional owner	\$8,118,000	\$82,000	1.23%	02/20/2018
SNF	NA	3 skilled nursing facilities		CA	3	528	CareTrust REIT, Inc.	\$69,000,000	\$130,682	12.83%	10/31/2017
SNF	NA	24 skilled nursing facilities		CA, WA	24	2,216	Sabra Health Care REIT, Inc.	\$430,000,000	\$194,043	11.21%	09/25/2017

Simple Avg. Price Per Bed \$110,929





## SENIOR HOUSING & CARE INDUSTRY DATA – PREVAILING CAPITALIZATION RATES





## VALUATION SUMMARY

	Debt Sum	mary		Per Bed I	Estimate	Value E	stimate	Less:	Net Pro	ceeds
Community	Debt	Beds	Debt / Bed	Low	High	Low	High	Debt	Low	High
Manzanita	\$441,000	95	\$4,642	\$90,000	\$115,000	\$8,550,000	\$10,925,000	\$441,000	\$8,109,000	\$10,484
Fair Oaks	1,618,000	148	10,932	90,000	115,000	13,320,000	17,020,000	1,618,000	11,702,000	15,402
Greenhaven	1,930,000	148	13,041	90,000	115,000	13,320,000	17,020,000	1,930,000	11,390,000	15,090
Portfolio	\$3,989,000	391	\$10,202			\$35,190,000	\$44,965,000	\$3,989,000	\$31,201,000	\$40,976
						Low	High			
					Per Bed:	\$90,000	\$115,000			





**SECTION II.** 

SENIOR HOUSING & CARE FINANCE PRACTICE

## SENIOR HOUSING & CARE FINANCE PRACTICE - OVERVIEW

#### Leveraging 115 Years of Ziegler's Corporate History Advising the Senior Living & Post-Acute Care Industry



#### Select Recent Clients & Deal Counterparties



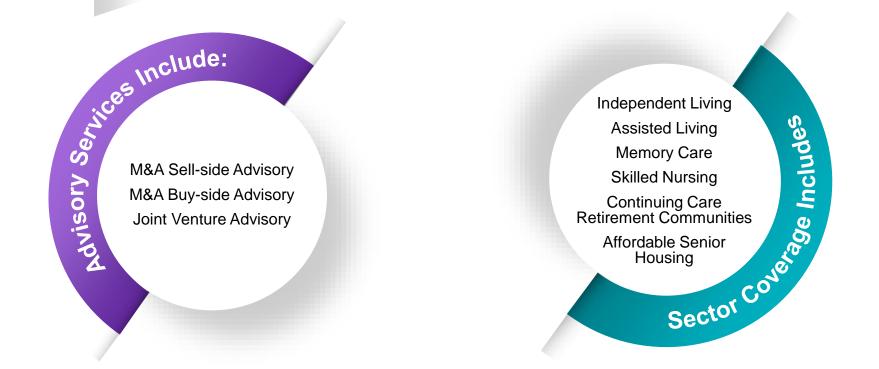
Ziegler

### SENIOR HOUSING & CARE FINANCE PRACTICE - MERGERS & ACQUISITIONS ADVISORY

Ziegler's Senior Housing & Care M&A Advisory Practice is focused on delivering best-in-class advisory solutions for organizations across the healthcare industry. In our core practice areas of senior living, healthcare services, hospitals, and information technology, Ziegler is one of the most active M&A firms offering innovative sell-side, buy-side, recapitalization/restructuring, equity private placement, and strategic partnering services.

Long-standing relationships with industry leaders, emerging growth companies, and financial sponsors.

Multi-disciplinary culture that is long-term relationship-driven not transaction-oriented.





## SENIOR HOUSING & CARE FINANCE PRACTICE – CAPITAL STRUCTURE ADVISORY

Ziegler can provide clients with the following product executions in all areas of the capital stack:

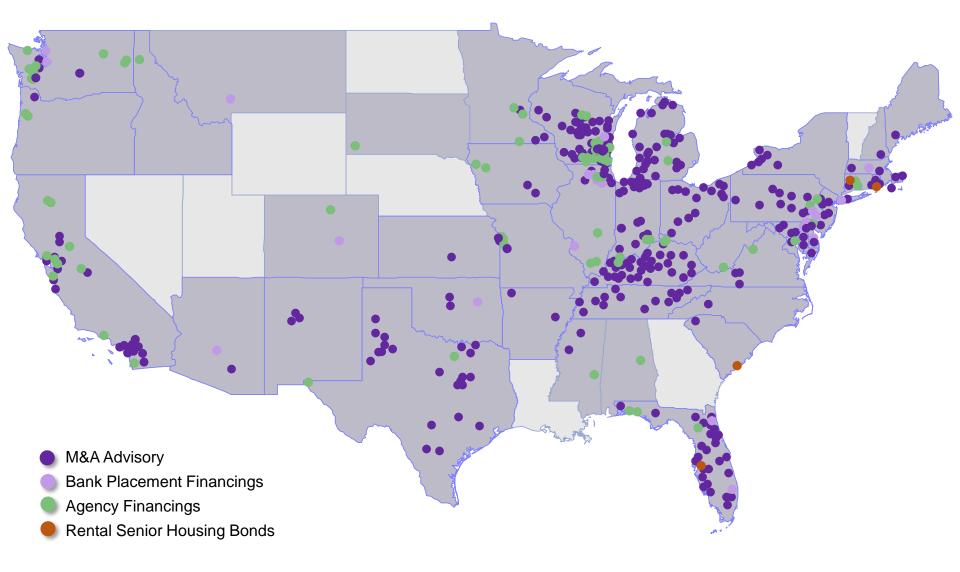
- Bond Financing
  - Section 142(d) Rental Senior Housing Bonds
- Senior Debt
  - Ziegler has forged relationships with over 500 foreign, national, and regional banks that pursue quality senior living projects
  - Ziegler boasts a strong relationship with the top conventional lenders in the senior housing space both nationally and regionally
  - From 2009 present, Ziegler has performed nearly \$7 billion of bank direct placements
  - Ziegler experience results in the knowledge of key insights, which results in superior management of the bank credit process
  - Additionally, interest rate risk can be mitigated with hedges & other special products
- Mezzanine Debt
  - via Locust Point Capital
- Preferred / Common Equity
  - Primarily Family Office & Private Equity

#### **Capital Raising Process:**

- Preparing extensive information package
- Conducting site visits
- Negotiating terms with banks

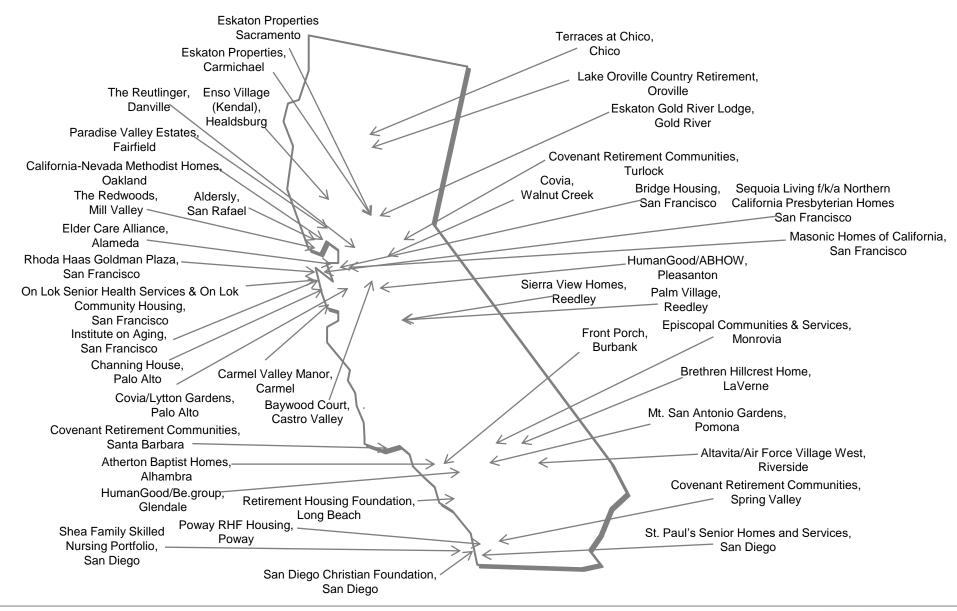


# SENIOR HOUSING & CARE FINANCE PRACTICE – DEAL EXPERIENCE MAP





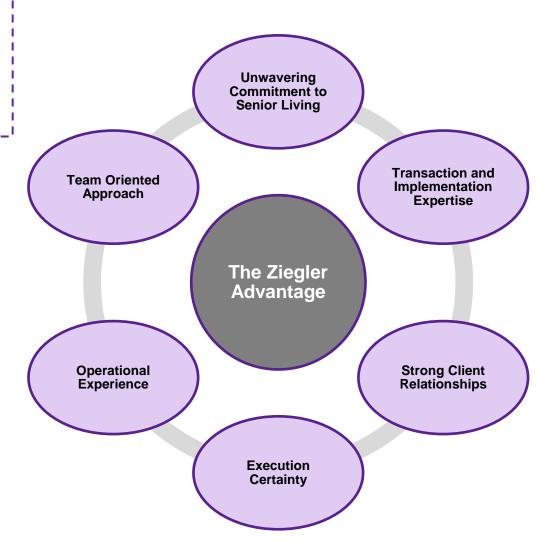
# ZIEGLER'S REPRESENTATIVE CALIFORNIA EXPERIENCE – TRANSACTION MAP





# THE ZIEGLER DIFFERENCE

- **Execution Certainty** Believed to be the best in the industry!
  - 87% for all deals engaged;
  - 94% for all deals with a signed LOI;
  - 98% for all deals that achieve a signed asset purchase agreement.
- <u>Team Oriented Approach</u> A client doesn't just work with one person, but gets the attention they deserve through our team approach. Every transaction Ziegler takes on receives senior level guidance and attention.
- <u>Unwavering Commitment to Senior Living</u> Senior living and post-acute care have been core businesses of Ziegler since the company's founding in 1902. We have dedicated our firm's resources and capital to supporting clients through numerous business cycles.
- <u>Strong Client Relationships</u> Ziegler's relationship approach to investment banking is validated by the large number of providers who view Ziegler as a "**trusted partner**" and have, in a number of instances, worked with our firm for decades.
- <u>Operational Experience</u> Our team includes professionals with prior healthcare operational experience, which includes senior housing executive directors, skilled nursing administrators, and development executives.







# KEY HALLMARKS OF THE ZIEGLER PROCESS

- Deep Understanding of Business Fundamentals Drives Value (Add) Ziegler performs deep analysis of the facilities being divested to establish a thorough understanding of fundamentals and to identify credible opportunities to improve cash flow. This thorough understanding allows us to fully convey the value proposition for buyers and achieve stronger valuations.
- Thorough Disclosure We are routinely told that our offering memorandums are the "best in the business" making it
  easy for buyers to come to a preliminary value conclusion. Also, by thoroughly disclosing key facts (both good and bad),
  surprises are minimized. This has been critical in achieving our high execution success rate.
- Fair, Competitive Process with Credible, Capable Buyers Ziegler typically establishes a competitive process by soliciting credible, capable buyers, versus a "blast e-mail" approach. This way, buyers know they have a real opportunity and Ziegler can spend more time with each interested buyer.
- Involved Throughout Process Ziegler is involved throughout the process, including writing the offering memorandum, soliciting buyers, evaluating proposals, negotiating terms, coordinating due diligence, monitoring financing, and negotiating transaction agreements. This consistency of service helps to assure execution certainty and prevents key terms from changing.
- **Teamwork** Ziegler clients get the resources of one of the, if not the, largest boutique healthcare investment bank. We take a team approach to engagements, so success does not depend on one person.
- **Remain Flexible** Each engagement is unique. We listen to our clients and their goals and customize processes to maximize results. We are also always considering new ways to achieve client goals.





# SENIOR HOUSING & CARE FINANCE PRACTICE – SELECT CASE STUDIES

## Leveraging 115 Years of Ziegler's Corporate History Advising the Senior Living & Post-Acute Care Industry

	Business	Discussion Goal(s)	Outcome	Economics
BROOKDALE SENIOR LIVING Healthpeak PROPERTIES	Joint Venture between Brookdale and Healthpeak Properties: jointly owned two CCRCs in Missouri and Indiana.	Helped both parties unwind these non-core assets, which were two of the three remaining assets still part of the joint venture.	Ziegler identified a buyer for both assets during COVID-19 pandemic. Acquired Covington Investments, LLC.	Ziegler achieved significant value despite the distressed nature of the assets and headwinds caused by the COVID-19 pandemic.
DEACONESS Abundant Lie C O M M U N I T I E S	Massachusetts-based non-profit senior living owner/operator with 6 senior living communities throughout Massachusetts.	Divest non-core independent living / skilled nursing facility on Cape Cod.	Acquired by a Massachusetts based for-profit owner/operator.	Closed in Nov 2019. Complex transaction with condo and affordable units along with the skilled nursing facility.
PRESBYTERIAN COMMUNITIES AND SERVICES	Dallas-based not-for-profit senior living and hospice provider.	Divest 200+ unit entry fee CCRC south of Dallas. Negative cash flow, complex campus and mix of assets classes	Per unit valuation and assigned entry fee liability to buyer ENSIGN S GROUP	Complex transaction completed in less than 5 months. Required buyer with vision and comprehensive approach to market
BROOKDALE SENIOR LIVING	Publicly traded owner operator of senior housing communities with locations throughout the country.	Divest 250+ unit entry fee CCRC located in a northern suburb of Oklahoma City.	The operations and owned real estate was acquired by:	Achieved significant value despite negative trailing cash flow and aged campus exceeding client expectations.
Waunakee Manor & Sun Prairie Healthcare Center	Family owned and Wisconsin based senior living owner/operator with two locations in primary Wisconsin markets.	Divest the company's entire portfolio which consisted of one CCRC and one AL/SNF. Both located in affluent suburbs of Madison, WI.	Owned real estate was acquired by MAMERICAN HEALTHCARE INVESTORS	Achieved a value at a 7.9% cap rate despite declining occupancy and aged physical plant.
BROOKDALE SENIOR LIVING	Developer of six senior housing communities (653 units) in Northern Indiana & Southern Michigan managed by Brookdale.	Exit the real estate while also finding a new operator as Brookdale elected not to renew the leases for some of the communities.	Acquired by	Achieved a value of \$115,000 per unit at a 6.0% cap rate 3 <sup>rd</sup> time Ziegler was engaged by the seller



# SENIOR HOUSING & CARE FINANCE – SELECT RECENTLY COMPLETED TRANSACTIONS

Repeat clients range from large, publically-traded companies to mid-size not-for-profits.



\* Fannie Mae refinancing facilitated by M&T Realty Capital Corporation, a fully accredited Fannie Mae DUS® lender. M&T Realty Capital Corporation is a wholly-owned subsidiary of M&T Bank. Equal Housing Lender. Member FDIC. "DUS®" is a registered trademark of Fannie Mae.

Confidential - Not for Distribution

# SENIOR HOUSING & CARE FINANCE - SELECT RECENTLY COMPLETED TRANSACTIONS

Repeat clients range from large, publically-traded companies to mid-size not-for-profits.



\* Fannie Mae refinancing facilitated by M&T Realty Capital Corporation, a fully accredited Fannie Mae DUS® lender. M&T Realty Capital Corporation is a wholly-owned subsidiary of M&T Bank. Equal Housing Lender. Member FDIC. "DUS®" is a registered trademark of Fannie Mae.

Confidential - Not for Distribution









#### Dan Hermann

#### *President & CEO* dhermann@ziegler.com

Dan Hermann joined Ziegler in 1987. In 2018 he was named President and CEO. He also is the Head of Investment Banking, and a member of the Ziegler Board and Executive Committee. As the head of both the healthcare and senior living practices, Dan was instrumental in the creation of and fundraising for the Ziegler Link•Age Longevity Fund, L.P. ("Fund"). During his 30-year tenure with Ziegler, Dan has become a leading investment banker in the senior living industry. He has structured and led or co-led more than 325 senior living financings exceeding \$8.2 billion. cumulating far-ranging experience in the management, structuring and financial analysis of every type of senior living financing. Dan has utilized his expertise to create financing structures for a large clientele - from stand-alone nursing homes to multi-facility, multi-state systems, including start-up campuses and campuses undergoing major renovation projects. His particular emphasis in recent years has been to provide resources for key decision-makers in an organization to effectuate sound financial and strategic planning efforts. Dan received a B.S. in finance and accounting from Illinois State University, Normal, Illinois, and an M.B.A. with an emphasis in health services management from Kellogg Graduate School of Management at Northwestern University, Evanston, Illinois, He is a Certified Public Accountant and holds a number of securities certifications.

## MD & Group Co-Head dhusi@ziegler.com

Don Husi joined Ziegler's Senior Housing & Care Finance team as Managing Director and Co-Head in 2018. He specializes in complex structured seniors housing transactions, including debt and equity transactions, financial advisory, and and mergers acquisitions assignments. Don has a unique combination of operational experience. turn-around/distressed asset management, financial structuring and strategic planning experience spanning over 32 years within the senior living industry operations, REIT and finance sectors. Prior to joining Ziegler, Don spent over 16 years with American Retirement Corporation, now Brookdale Senior Living. In 2001 Healthcare Realty Trust recruited Mr. Husi as their vice president of senior housing investments managing a large portfolio of senior living assets and mortgages. Don joined Red Capital Group in 2005 as a senior living loan production specialist. Don received a Bachelor of Science degree in healthcare administration from the University of Wisconsin-Eau Claire. He also received a Senior Housing Executive Certificate from the University of Southern California-Davis School of Gerontology and the USC Marshall School of Business in 2016. He holds a FINRA Series 79 license

## MD & Group Co-Head drevie@ziegler.com

**Dan Revie** 

As Managing Director and co-head of Ziegler's Senior Housing & Care Finance team, Dan Revie specializes in strategic advisory assignments including: mergers, acquisitions, divestitures, and recapitalizations, as well as financial advisory services for healthcare entities including: skilled nursing, assisted living, memory care facilities, and entrance fee and rental continuina care retirement communities / life plan communities. Dan has completed numerous M&A assignments for public, private and non-profit organizations, and has been involved with several recapitalization assignments for skilled nursing and large assisted living portfolios. He has also frequently represented non-profit clients with divesting non-core assets. Dan also has extensive experience with FHA/HUD. Dan holds a B.B.A. in Accounting and Finance from the University of Wisconsin - Madison and an M.B.A. from the University of Wisconsin - Milwaukee. Dan is a Certified Public Accountant, He holds a FINRA Series 79 license.

## Lindsay Konkel

#### MD & COO, FHA/HUD lkonkel@ziegler.com

Lindsay Konkel joined Ziegler in 2020. Lindsay has an extensive background in FHA-insured loans for both multifamily and seniors housing. As COO, she is responsible for overseeing loan production, underwriting, servicing and asset management of Ziegler's FHA-insured loan business. Prior to joining Ziegler, Lindsav was COO of PGIM Real Estate's FHA and Affordable Lending groups, where she focused on expanding loan originations efforts through talent initiatives, new products and strategic relationships. During her time with PGIM Real Estate, Lindsay served in multiple roles beginning as an underwriter as well as director of operations of the FHA Lending group where she implemented strategies to improve efficiency and quality in all aspects of the business. Lindsay received a B.S.B.A. and M.B.A. from the University of Denver. She is also MAP and LEAN approved.



#### Managing Director cutz@ziegler.com

Christopher Utz joined the Healthcare Investment Banking team at Ziegler in 2018. As Managing Director he specializes in complex structured seniors housing transactions, including debt and equity transactions, financial advisory, and mergers and acquisitions. Chris has over 12 years of healthcare banking and finance experience on both the buy-side and the sell-side. Prior to joining Ziegler, Chris was a Managing Director at Pinta Capital Partners where he was responsible for transaction sourcing, deal execution and the monitoring of portfolio companies. Specifically, he managed the firm's Senior Housing investment portfolio with over 1,400 beds in the Northeastern United States. Chris has held corporate finance and banking positions with CIT, Greystone, Fifth Street Finance Corp's Healthcare Finance Group (HFG), BNY Mellon, and Merrill Lynch where he completed more than 30 corporate finance and private equity related transactions totaling over \$3.0 billion in aggregate deal value. Chris received his Bachelor of Science degree with dual concentrations in Finance and Management from Ithaca College and is an MBA candidate at Cornell University. Chris holds his FINRA Series 79 - Investment Banking Representative - license.









Director

nglaisner@ziegler.com

Nick Glaisner joined Ziegler in January

2000. He specializes in mergers and

acquisitions and strategic advisory

engagements for senior living and

providers.

significant transaction experience

involving skilled nursing facilities,

assisted living centers, CCRCs, and

home health organizations. In his 20+

vears with Ziegler, he has focused on

sell-side transactions involving both

providers, and has been involved with

several recapitalization assignments

for skilled nursing and large assisted

living portfolios. He has participated in

over \$2 billion worth of healthcare,

senior living, and long-term care

transactions and has also worked

Corporation on over \$100 million of

FHA/HUD 232 LEAN Program and

other structures. Nick graduated from

the University of Wisconsin with a

B.B.A in Marketing and Finance. He

refinancing projects using

holds a FINRA Series 79 license.

Ziegler

with

and private

Nick has

healthcare

Finance

the

healthcare

public

closelv





## Director ejohnson@ziegler.com

Eric Johnson joined the corporate finance team at Ziegler in 2019. He specializes in complex structured senior housing transactions, including debt and equity transactions, financial advisory, as well as mergers and Eric has a unique acquisitions. background in finance, market analysis, project management and engineering. Prior to joining Ziegler. Eric was a Senior Relationship Manager at Bank of the West / BNP Paribas where he was responsible for transaction sourcing, deal execution and for managing relationships with private and institutional healthcare groups across the US. Eric received his Master of Science in Real Estate Finance and Construction Management from the University of Denver. He also received a Master of Science with an emphasis in Structural Engineering from the University of Colorado and a Bachelor of Science in Civil Engineering from Colorado State University.



## **Clint Miller**

#### Director cmiller@ziegler.com

Clint Miller joined Ziegler in February 2022 as a Director in the Senior Housing and Care Finance Practice. He brings over 15 years of healthcare experience, beginning his career with a large global healthcare software company. Clint has spent the last nine years in banking and finance. Prior to joining Zeigler, Clint worked at Dwight Capital, where he focused on debt and equity solutions for skilled nursing and private pay senior housing. He was responsible for the origination of FHA, bridge and mezzanine financing for senior housing owner-operators across the U.S. In addition. Clint was previously a relationship manager for BOK Financial, where he was responsible for transaction sourcing, as well as portfolio management for regional senior housing owneroperators, hospitals, health systems and several institutional clients throughout the southwest. Clint holds a BS in Management and an MBA in Finance, both from Oklahoma State University.

# Managing Director chimel@ziegler.com

Chad Himel joined the senior living team at Ziegler in November of 2014 to provide investment banking services to not-for-profit senior living providers across the Northeastern United States. In addition to his investment banking services, Chad assists clients nationwide in securing FHA-insured loans for residential health care, multifamily housing and affordable housing properties. Chad brings to Ziegler a wealth of experience financing senior housing, healthcare, affordable housing and multifamily housing properties. Immediately prior to joining Ziegler, he originated FHA-insured loans for Prudential Mortgage Capital Company, the mortgage lending arm of Prudential Financial. Prior to Prudential. Chad spent nearly 12 years at HJ Sims and its FHA lending affiliate, Sims Mortgage Funding, Inc. Chad also provided financial advisory services to banks and institutional bond investors in the restructuring of distressed credits. At Sims Mortgage Funding, he provided FHA-insured financing for health care facilities and apartments communities. In total, Chad has closed approximately \$2.5 billion in financings for health care and senior housing providers since 2001. Chad earned a B.A. in History from Louisiana State University and an M.B.A. in Finance from the Crummer Graduate School of Business at Rollins College.

Director rgall@ziegler.com

Rob Gall has completed more than 60 senior living and long-term care financings, totaling more than \$2 billion. Rob works with a spectrum of clients, including mostly start-up communities that face complex financing challenges. Rob specializes in the development, acquisition, refinancing, restructuring, disposition and repositioning of continuing care retirement communities, independent living, assisted living, memory care, and skilled nursing facilities for both not-for-profit and for-profit organizations. His experience includes structures such as investment grade rated bonds, non-rate bonds, variable rate debt (bank loans, tax-exempt bank bonds, and credit enhancement). construction loans, draw-down fixedbonds. bridge loans, rate financing, mezzanine/subordinate preferred equity, joint venture partnerships, seed capital, lease arrangements, portfolio financing and sale-manage-back transactions.







#### *Director, FHA/HUD* smorrow@ziegler.com

Samantha Morrow is a Director & Deputy Chief Underwriter for Ziegler with over 11 years' experience in underwriting FHA multifamily and Section 232 Health Care applications. Ms. Morrow received her MAP Multifamily underwriter approval on June 5, 2014 and Section 232 Underwriter Approval on August 11, 2015. In 2016 Ms. Morrow received a Master of Science in Real Estate in Infrastructure from The Johns Hopkins University, The Carey Business School. Ms. Morrow has worked on the underwriting of numerous HUD Applications under the Section 232 Healthcare and Multifamily (Affordable and Market Rate) programs. Application types include: 232/223(f), 232/223(a)(7), 232/241 Supplemental, 223(f), 223(a)(7), Transfer of Physical Assets, Corporate Credit Reviews, Interest Rate Modifications.

# Kristin Michels

## Senior VP, FHA/HUD kmichels@ziegler.com

Kristin Michels joined the FHA/HUD team at Ziegler in April 2006. She is a vice president and operations manager of Ziegler Financing Corporation. Kristin is involved with every step of the FHA-insured lending process at Ziegler, coordinating the assembly of HUD mortgage insurance applications and subsequently directing servicing activities of those loans. Her focus is on providing superior customer service to our clients throughout all stages of the financing process. Kristin received her B.S. in finance from Grove City College and undertook master's coursework at The Ohio State University. She has earned the Professional Certificate towards a Certified Mortgage Servicer (CMS) Specialist Designation through the Mortgage Bankers Association. Kristin is also a HUD approved MAP and LEAN Underwriter and Construction Loan Administrator.

# Adam Shealy

#### Senior Vice President ashealy@ziegler.com

Adam Shealy joined Ziegler in 2019 as a vice president in the Senior Housing & Care Finance Practice. He specializes in mergers and acquisitions well as capital formation as engagements for both senior living and healthcare owners and providers. Adam has a diverse background in healthcare real estate, institutional banking and capital markets. Prior to Ziegler, Adam was at Lancaster Pollard & Co. where he provided debt and equity capital to owner-operators and developers focused on the senior living and healthcare sectors. Adam has also held credit, capital markets and front office positions with BNP Paribas and Lloyds Banking Group in New York and London. Adam received his B.A. in economics from Capital University and M.A. in financial economics from Ohio University.



## **Patrick Mallen**

## Vice President pmallen@ziegler.com

Patrick Mallen joined Ziegler in 2020 as a vice president in the Senior Housing & Care Finance Practice. responsibilities Patrick's Primary include providing analytical, underwriting support, and ensuring efficient and effective transaction execution. Patrick has worked to bring over \$2.4 billion of capital for senior living providers and \$2.3 billion of general municipal bond transactions. Prior to joining Ziegler, Patrick spent five years at Herbert J. Sims and Company and four years at Public Financial Management (PFM). While at Sims, Patrick worked exclusively with senior living and healthcare organizations on achieving their capital needs, with structures that have included taxable and tax-exempt debt, rated and nonrated bonds, bank and public fixed rate debt, temporary and permanent debt, fixed and variable interest rate bonds and lines of credit. While at PFM, Patrick provided analytical support on structuring and pricing competitive and negotiated municipal bond transactions. Patrick received his B.S.B.A in finance with а concentration in accounting from York College of Pennsylvania.



## **Michael Anthony**

#### Assistant Vice President manthony@ziegler.com

Michael Anthony is an Assistant Vice President on the Senior Housing & Care Finance team having joined Ziegler in 2019 as a Senior Analyst. He works with mergers and acquisitions, strategic advisory, and capital formation engagements for senior living and healthcare providers.

Since joining Ziegler, Michael has had extensive involvement in providing analytical support for new business origination and deal execution involving both public and private healthcare providers on numerous sell-side and buy-side M&A engagements, equity raises, and bank direct placements. He also has experience working with the FHA/HUD, FNMA, and FHLMC financing programs and mezzanine debt/preferred equity providers.

Prior to Ziegler, Michael worked as an investment banking analyst at Regions Securities LLC first in the healthcare corporate finance coverage vertical and later in the healthcare real estate coverage vertical where he focused on sponsor acquisition financing, leveraged loan syndications, and sell-side M&A advisory engagements across the healthcare space. Michael graduated with a B.A. in

Michael graduated with a B.A. in Economics from Vanderbilt University where he also minored in Finance and Corporate Strategy. He holds FINRA Series 79 and 63 securities licenses.





## Jacqueline Robey

## Assistant VP, FHA/HUD jrobey@Ziegler.com

Jacqueline Robey joined the FHA/HUD team at Ziegler in October 2012. She is an assistant vice president and mortgage loan analyst of Ziegler Financing Corporation. Jacqueline is involved with every step of the FHA-insured lending process, from assembling HUD mortgage insurance applications to completing servicing activities of those loans. Providing excellent customer service is her goal. Prior to joining Ziegler, Jacqueline served as a customer service specialist at JPMorgan Chase, where she responded to a variety of customer inquiries and requests. Jacqueline earned a B.S. in business administration from the Ohio State Universitv with а marketing specialization.



## Michael McGinnis

#### Analyst mmcginnis@ziegler.com

Michael McGinnis joined the Senior Housing & Care Finance team at Ziegler in 2022. He works with mergers and acquisitions, strategic advisory, and capital formation engagements for senior living and healthcare providers. Since joining Ziegler, Michael has had extensive involvement in providing analytical support for new business origination and deal execution involving both public and private healthcare providers on numerous sell-side transactions. equity raises, and bank direct placements, as well as work with the HUD/FHA, FNMA, and FHLMC financing programs. Prior to Ziegler, Michael was a financial analyst at Capital Michael Texas Bank. Graduated with his B.A.'s in Accounting and Finance and an M.A. in Finance from Texas Tech University.



## Megan Cunningham

#### Research Assistant mcunningham@ziegler.com

Megan Cunningham joined Ziegler in 2022. Her primary responsibilities include executing industry research projects and assisting with research module creation/updates. She gathers data and assists on presentation for conferences materials and speaking engagements, as well as maintaining Ziegler's library of research materials. Additionally. Megan provides indirect research support to the banking team. Prior to joining Ziegler, Megan spent several years in marketing at a senior living community in Chicago, as well as online marketing for FTD.com. She has also held positions with Williamson Countv Schools. Northwestern Mutual, and Revlon International. Megan graduated from Lake Forest College with a B.A. in Communications and a minor in History.



## Jake Sexton

## Analyst jsexton@ziegler.com

Jake Sexton joined the Senior Housing & Care Finance team at Ziegler in 2022. He works with mergers and acquisitions, strategic advisory, and capital formation engagements for senior living and healthcare providers. Prior to Ziegler, Jake held a summer analyst position in Ziegler's Chicago office. Jake graduated with a B.A. in economics with a minor in data analysis from Wesleyan University.



## Melanie Shaffer

#### Analyst mshaffer@Ziegler.com

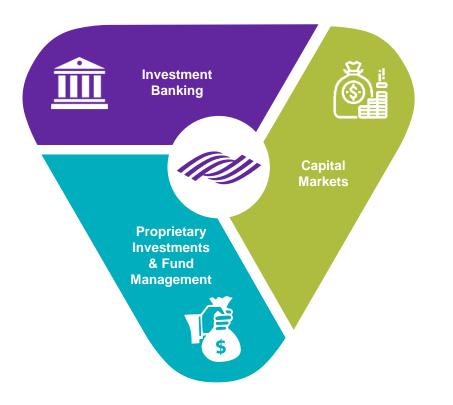
Melanie Shaffer joined the Senior Housing & Care Finance team at Ziegler in 2022. She works with mergers and acquisitions, strategic advisory, and capital formation engagements for senior living and healthcare providers. Prior to Ziegler, Melanie held a summer analyst position in Ziegler's Chicago office. Melanie graduated with a B.A.A. in finance from William & Mary College.



**SECTION III.** 

ZIEGLER INVESTMENT BANKING

**Ziegler** is a privately held, national boutique **investment bank**, **capital markets** and **proprietary investments** firm. Specializing in the **healthcare**, **senior living** and **education sectors**, as well as **general municipal** and **structured finance**, enables us to generate a positive impact on the communities we serve.



## **Investment Banking**

Strategic advisory, financing and capital planning solutions in healthcare, senior living and educational sectors as well as general municipal and structured finance

## **Capital Markets**

Active participant in municipal sales and trading including public, tax-exempt, taxable, private placement and preferred trading markets

## **Proprietary Investments & Fund Management**

Providing opportunities for investors in senior living, healthcare services & technology solutions

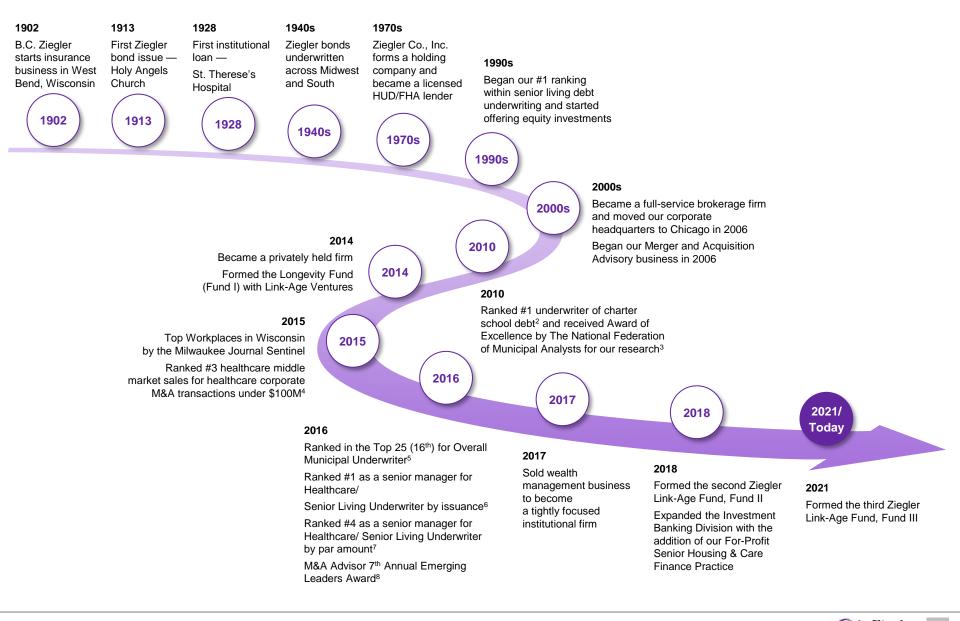


# ZIEGLER'S NATIONAL FOOTPRINT

**HEADQUARTERED** at One North Wacker Drive in Chicago with regional and branch offices throughout the U.S., Ziegler provides its clients with capital raising, strategic advisory services, fixed income sales & trading and research.



# THE ZIEGLER HISTORY – A CONTINUOUS EVOLUTION



# ZIEGLER INVESTMENT BANKING – COVERAGE VERTICALS

For-P	Profit	Not-for-Profit		
<ul> <li>Corporate Finance Healthcare</li> <li>Healthcare IT</li> <li>Physician Practices</li> <li>Telehealth</li> <li>Home Health &amp; Hospice</li> <li>Behavioral Health</li> <li>Lab &amp; Pharma Services</li> </ul>	<ul> <li>Senior Housing &amp; Care Finance</li> <li>Individual assets and portfolios of for-profit: <ul> <li>Independent Living</li> <li>Assisted Living</li> <li>Memory Care</li> <li>Skilled Nursing</li> <li>CCRCs</li> <li>Affordable Senior Housing</li> </ul> </li> </ul>	<ul> <li>Senior Living Finance</li> <li>Multi-site senior living campuses/organizations</li> <li>Single-site senior living campuses/organizations</li> </ul>	<ul> <li>Healthcare Finance</li> <li>Large regional health system</li> <li>Independent community hospitals</li> </ul>	

## **Educational Institutions**

**Charter School Finance & Higher Education Finance** 

- Charter Schools
- K-12 Private Schools
- Religious K-12 Private Schools
- Colleges & Universities
- Religious Colleges & Universities



- State & Local Governments
- Governmental Agencies
- Data Center Developers
- Solar Power & Waste to Energy Developers
- Recreational/Sports Complexes



## ZIEGLER'S COMPREHENSIVE SENIOR LIVING SERVICES AND RELATIONSHIPS

Top Lead Managing Underwriters Senior Living Finance Issues 2021					
Rank	Underwriter # of Issues \$ Million:				
1	Ziegler	51	\$	3,077.4	
2	Herbert J. Sims & Co.	12		1,270.7	
3	Hilltop Securities	1		507.3	
4	Piper Sandler & Co.	12		392.8	
5	Bank of America Securities	1		305.6	
6	Truist Securities	2		194.2	
7	RBC Capital Markets	3		188.9	
8	KeyBanc Capital Markets	4		168.8	
9	Odeon Capital Group	3		75.2	
10	Robert W. Baird & Co.	2		59.2	

Top Lead Managing Underwriters Senior Living Finance Issues 2000 - 2021						
Rank	Underwriter	# of Issues		\$ Millions		
1	Ziegler	721	\$	34,707.4		
2	Herbert J. Sims & Co.	221		10,283.7		
3	KeyBanc Capital Markets	148		5,968.5		
4	Piper Sandler & Co.	193		5,637.2		
5	Truist Securities	137		5,294.5		
6	RBC Capital Markets	139		2,284.2		
7	Colliers Securities	60		1,753.2		
8	UBS Securities	34		1,728.4		
9	Wachovia	133		1,436.4		
10	Citi	24		1,314.5		

Based on full credit given to senior manager of lead-managed underwriting principal volume for senior living transactions completed nationally. Rankings and amounts through Refinitiv data as of 12/31/21

#### Education

- Industry Conferences / Symposiums
- (Annual Ziegler Senior Living Finance + Strategy Conference
- LeadingAge Ziegler National CFO Workshop
- Ziegler National Senior Living Investor Workshop Series<sup>SM</sup>

#### **External Research**

- LeadingAge Ziegler 200
- CARF Financial Ratios and Trends Publication (Baker Tilly, CARF)
- Resident Contract Study
- Statewide CCRC Report (MD; VA; TX) (My LifeSite)

## Industry Communication

- Z-News
- White papers
- Ziegler CFO Hotline<sup>SM</sup>

## Internal Information and Research

- Ziegler CCRC National Listing & Profile
- Client-requested research
- · Client education sessions

## Secondary Market Investor Research

- · Surveillance updates on current credits
- Supports active secondary trading

## **Investor Market Research**

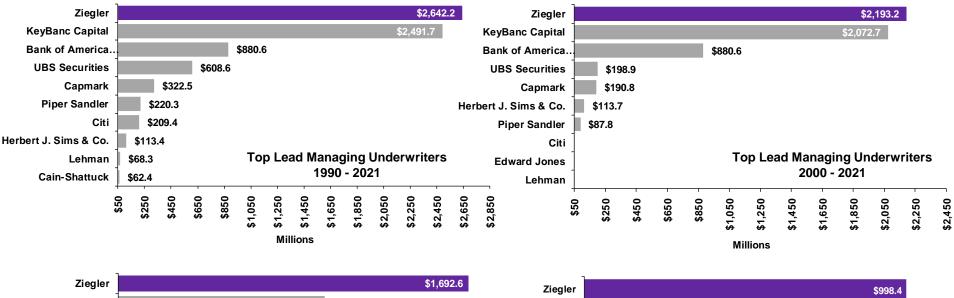
ZieglerResearch.com

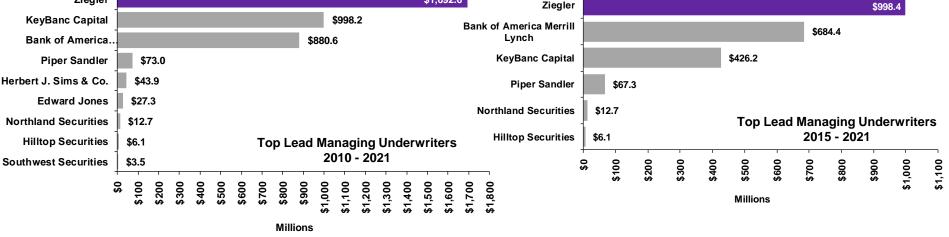
## Databases

- Industry trends (e.g. CCaH, Rental CCRC's)
- All senior living financings
- All new communities (start-up CCRC's) since 1990
- Senior living rated organizations



# ZIEGLER'S REPRESENTATIVE CALIFORNIA EXPERIENCE – LEAGUE TABLES







# ZIEGLER'S REPRESENTATIVE CALIFORNIA EXPERIENCE – TRANSACTION LISTING

	ZIEGLER'S CALIFORNIA FINANCINGS							
YEAR	PROVIDER	LOCATION	PAR AMOUNT	YEAR	PROVIDER	LOCATION	PAR AMOUNT	
2022	Mt. San Antonio Gardens	Pomona	\$43,780,000	2011	*Retirement Housing Foundation	Long Beach	\$117,615,000	
	The Redwoods	Mill Valley	\$23,550,000	(cont'd)	*Lytton Gardens	Palo Alto	\$11,885,000	
2021	Enso Village (The Kendal Corporation)	Healdsburg	\$297,030,000	2010	Baywood Court	Castro Valley	\$18,940,000	
	*Carmel Valley Manor	Carmel	\$10,274,272		American Baptist Homes of the West	Pleasanton	\$106,580,000	
	HumanGood California Obligated Group	Pleasanton	\$120,000,000	2009	Southern California Presbyterian Homes	Glendale	\$77,805,000	
2020	*HumanGood California Obligated Group	Pleasanton	\$125,000,000		*The Episcopal Home Communities	Alhambra	\$26,150,000	
	*Brethren Hillcrest Homes	La Verne	\$42,610,000		Retirement Housing Foundation	Long Beach	\$116,545,000	
2019	HumanGood California Obligated Group	Pleasanton	\$141,705,000	2007	Front Porch	Burbank	\$110,000,000	
	*HumanGood California Obligated Group	Pleasanton	\$25,610,000	2006	American Baptist Homes of the West	Pleasanton	\$50,000,000	
	Mt. San Antonio Gardens	Pomona	\$31,610,000		Elder Care Alliance of San Francisco	San Francisco	\$33,895,000	
	Paradise Valley Estates	Fairfield	\$95,685,000		Southern California Presbyterian Homes	Glendale	\$62,185,000	
2018	California Armenian Home	Fresno	\$24,660,000	2004	Elder Care Alliance of San Rafael	San Rafael	\$24,650,000	
	*HumanGood National Obligated Group	Pleasanton	\$20,000,000	2002	Aldersly	San Rafael	\$7,125,000	
2017	Channing House	San Francisco	\$44,120,000	2001	Country Crest	Oroville	\$18,445,000	
	Retirement Housing Foundation Obligated Group	Long Beach	\$25,620,000	1998	Eskaton Gold River Lodge	Gold River	\$12,710,000	
	Retirement Housing Foundation Obligated Group	Long Beach	\$45,685,000		Rhoda Haas Goldman Plaza	San Francisco	\$37,770,000	
	*Retirement Housing Foundation Obligated Group	Long Beach	\$21,820,000	1997	Home for Jewish Parents	Danville	\$12,555,000	
	Institute on Aging	San Francisco	· · · · · · · · · · · · · · · · · · ·		SCPH Redwood Senior Homes and Services	Escondido	\$6,120,000	
	Channing House	Palo Alto	\$54,045,000	1995	Covenant Retirement Communities, Inc.	Santa Barbara	\$24,000,000	
2016	Paradise Valley Estates	Fairfield	\$22,080,000	1994	Northern California Presbyterian Homes	San Francisco	\$12,000,000	
	Atherton Baptist Homes	Alhambra	\$31,390,000		St. Paul's Episcopal Home	San Diego	\$7,140,000	
2015	Aldersly	San Rafael	\$6,635,000	1993	Walker Senior Housing Corp. VII-The Lodge		\$5,270,000	
	American Baptist Homes of the West	Pleasanton	\$52,080,000		Eden Hospital Health Services Corp.	Casto Valley	\$23,675,000	
	*Episcopal Senior Communities	Walnut Creek	\$8,718,000		Odd Fellows Housing of Napa, Inc.	Napa	\$18,995,000	
	*be.group (SCPH)	Glendale	\$47,900,000		Eskaton Properties, Inc.	Carmichael	\$50,790,000	
2014	Brethren Hillcrest Homes	La Verne	\$38,660,000	1992	Covenant Retirement Communities, Inc.	Santa Barbara	\$21,600,000	
	*Retirement Housing Foundation	Long Beach	\$110,120,000		On Lok Senior Health Services	San Francisco	\$13,300,000	
	**MonteCedro	Altadena	\$70,152,500		Air Force Village West	Riverside	\$64,275,000	
2013	The Redwoods	Mill Valley	\$29,970,000		San Diego Christian Foundation	San Diego	\$8,360,000	
	Poway RHF Housing	Poway	\$13,345,000		Mayflower Gardens Health Facilities	Los Angeles	\$43,400,000	
	Covenant Retirement Communities, Inc.	Santa Barbara	+==,==,===		Eskaton Properties, Inc.	Carmichael	\$17,300,000	
	The Terraces at Los Altos (ABHOW)	Pleasanton	\$71,250,000	1991	Association for Retarded Citizens	San Diego	\$8,475,000	
2012	Episcopal Communities & Services	Alhambra	\$64,160,000		Sierra View Homes	Reedley	\$4,240,000	
	The Terraces at San Joaquin Gardens (ABHOW)	Fresno	\$71,035,000		Walker Senior Housing Corp. VII	Chico	\$15,000,000	
	*American Baptist Homes of the West	Pleasanton	\$20,000,000		Channing House	Palo Alto	\$9,800,000	
2011	Episcopal Senior Communities	Walnut Creek	\$62,200,000	1990	Eskaton Properties, Inc.	Carmichael	\$40,700,000	
	*American Baptist Homes of the West	Pleasanton	\$15,000,000					
	*Other Transactions / **Co-Manager					TOTAL	\$3,221,599,772	

