

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK**

In re:

AMSTERDAM HOUSE CONTINUING CARE  
RETIREMENT COMMUNITY, INC.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 23-70989 (AST)

**CERTIFICATE OF SERVICE**

I, JANICE LIVINGSTONE, hereby certify that:

1. I am employed as a Senior Case Manager by Epiq Corporate Restructuring, LLC, with their principal office located at 777 Third Avenue, New York, New York 10017. I am over the age of eighteen years and am not a party to the above-captioned action.
2. On June 2, 2023, I caused to be served the “Notice of Auction and Hearing to Consider Approval of Sale of Certain of the Debtor’s Assets and Procedures Related Thereto,” dated May 18, 2023, a copy which is annexed hereto as Exhibit A, by causing true and correct copies to be enclosed securely separate postage pre-paid envelopes and delivered via first class mail to those parties listed on the annexed Exhibit B.
3. All envelopes utilized in the service of the foregoing contained the following legend: “LEGAL DOCUMENTS ENCLOSED. PLEASE DIRECT TO THE ATTENTION OF ADDRESSEE, PRESIDENT OR LEGAL DEPARTMENT.”

*/s/ Janice Livingstone*  
Janice Livingstone

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<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 1764. The Debtor’s mailing address is 300 East Overlook, Port Washington, New York 11050.

**EXHIBIT A**

Gregory M. Juell  
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*Proposed Counsel to the Debtor and Debtor in Possession*

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AMSTERDAM HOUSE CONTINUING CARE  
RETIREMENT COMMUNITY, INC.,<sup>1</sup>  
  
Debtor.

Chapter 11  
  
Case No. 23-70989 (AST)

**NOTICE OF AUCTION AND HEARING TO  
CONSIDER APPROVAL OF SALE OF CERTAIN OF THE  
DEBTOR’S ASSETS AND PROCEDURES RELATED THERETO**

1. Introduction. On May 17, 2023, the United States Bankruptcy Court for the Eastern District of New York (the “Bankruptcy Court”), upon the motion (the “Motion”) of the above-captioned debtor and debtor in possession (the “Debtor”), entered an order [Dkt. No. 179] (the “Bidding Procedures Order”): (a) approving certain bidding procedures (the “Bidding Procedures”)<sup>2</sup> pursuant to which (i) interested parties will have the opportunity to propose an affiliation transaction involving a change in the sole member of the Debtor or the acquisition of some or all of the Debtor’s Assets pursuant to a section 363 sale process (an “Asset Sale”), chapter 11 plan, or otherwise (a “Transaction”) and (ii) the Debtor will consummate one or more

<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 1764. The Debtor’s mailing address is 300 East Overlook, Port Washington, New York 11050.

<sup>2</sup> Capitalized terms not defined herein shall have the meaning given to them in the Bidding Procedures.

Transactions; (b) scheduling an auction (the “Auction”) and a hearing, if the Transaction is an Asset Sale, for approval of a sale of Assets (the “Sale Hearing”); and (c) approving certain procedures (the “Assignment Procedures”) related to the potential assumption and assignment of those executory contracts and unexpired leases related to the Assets and whose assignment is contemplated by an Asset Sale (the “Assumed Contracts and Leases”). A copy of the Bidding Procedures is attached to the Bidding Procedures Order as Exhibit 1.

2. Important Dates. Subject to the Debtor’s rights set forth in the Bidding Procedures Order, the following table sets forth key dates and deadlines with respect to the sale process:

Event or Deadline	Date and Time
Marketing Teaser Launched to Contact Parties	May 10, 2023
Data Room is Made Available to Potential Bidders (as defined below)	May 10, 2023
Stalking Horse Bid Deadline	July 12, 2023 at 4:00 p.m. (prevailing Eastern Time)
Deadline to Designate the Stalking Horse	July 17, 2023 at 4:00 p.m. (prevailing Eastern Time)
Overbid Deadline	August 17, 2023, at 4:00 p.m. (prevailing Eastern Time)
Auction (if applicable)	August 23, 2023, at 10:00 a.m. (prevailing Eastern Time)
Deadline to File Results of Auction	August 24, 2023, at 12:00 p.m. (prevailing Eastern Time)
Sale and Cure Objection Deadlines	August 25, 2023, at 12:00 p.m. (prevailing Eastern Time)
Sale Hearing (if applicable)	August 29, 2023, at 11:00 a.m. (prevailing Eastern Time)

3. Designation of Stalking Horse Bidder. Subject to the procedures set forth in the Bidding Procedures and in the Bidding Procedures Order, the Debtor is authorized, but not obligated, in an exercise of its business judgement and following consultation with the Consultation Parties, to (i) select a bidder to act as a stalking horse bidder in connection with the Transaction (a “Stalking Horse Bidder”); (ii) enter into the applicable Stalking Horse Agreement; and (iii) in connection with the Stalking Horse Agreement with the Stalking Horse Bidder, provide such Stalking Horse Bidder (a) a breakup fee (the “Break-Up Fee”) of up to 3% of the proposed total cash consideration offered in the Stalking Horse Agreement, which amount may include the proposed purchase price and entrance fee refunds to be paid at closing and calculated as of the last day of the month preceding the Overbid Deadline (*i.e.*, July 31, 2023) (the “Cash Consideration”) and (b) an expense reimbursement of actual, reasonable and documented fees and expenses

incurred not to exceed 1% of the Cash Consideration (the “Expense Reimbursement” and, together with the Break-Up Fee, the “Bid Protections”). Parties interested in serving as a Stalking Horse Bidder must submit a Stalking Horse Bid, as set forth in the Bidding Procedures, by **July 12, 2023 at 4:00 p.m.** (prevailing Eastern Time).

For the avoidance of doubt, if NELP submits the NELP Agreement by the Stalking Horse Bid Deadline and the Debtor has not selected a Stalking Horse Bidder other than NELP, in consultation with the Consultation Parties, the Debtor shall select NELP as the Stalking Horse Bidder, enter into the NELP Agreement and provide NELP the Bid Protections.

4. Due Diligence. The availability of due diligence is governed by the Bidding Procedures. Parties interested in conducting due diligence should review the Bidding Procedures and contact the following parties (the “Notice Parties”):

- Debtor, 300 East Overlook, Port Washington, New York 11050 (Attn: Brooke Navarre [bnavarre@theharborside.org]);
- Proposed counsel to the Debtor, DLA Piper LLP (US), 1251 Avenue of the Americas, New York, New York 10020 (Attn: Gregory M. Juell, Esq. [gregory.juell@us.dlapiper.com]), 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (Attn: Rachel Nanes, Esq. [rachel.nanes@us.dlapiper.com]), and 1900 North Pearl Street, Suite 2200, Dallas, Texas 75201 (Attn: James P. Muenker, Esq. [james.muenker@us.dlapiper.com]);
- Debtor’s Chief Restructuring Officer and financial advisor, Ankura Consulting Group LLC, 15601 Dallas Parkway, Suite 200, Dallas, Texas 75001 (Attn: Michael Morton [michael.morton@ankura.com]); and
- Debtor’s real estate broker, Grandbridge Real Estate Capital, 401 East Jackson Street, Floor 19, Tampa, Florida 33602 (Attn: David Kliewer [david.kliewer@grandbridge.com]).

5. Submission of Overbids. The deadline for any Bidders to submit bids shall be **August 17, 2023 at 4:00 p.m. (prevailing Eastern Time)** (the “Overbid Deadline”). Overbids must be received on or before the Overbid Deadline by the Notice Parties.

6. Transaction Objections. Objections, if any, to any contemplated Transactions (whether or not the Transaction is an Asset Sale), the conduct of the Auction, the identity of the Successful Bidder, adequate assurance of future performance by the Successful Bidder, or otherwise related to the sale (other than any Contract Objections, as defined below) must be made by **August 25, 2023, at 12:00 p.m. (prevailing Eastern Time)** (the “Sale Objection Deadline”). All objections must: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules, the Local Rules and any orders of the Court; (c) state with particularity the legal and factual bases for the objection and the specific grounds therefor; and (d) be filed with the Court no later than the Sale Objection Deadline and served on the following parties (the “Objection Parties”):

(i) proposed counsel to the Debtor, DLA Piper LLP (US), 1251 Avenue of the Americas, New York, New York 10020 (Attn.: Gregory M. Juell, Esq. [gregory.juell@us.dlapiper.com]), 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (Attn.: Rachel Nanes, Esq. [rachel.nanes@us.dlapiper.com]), and 1900 North Pearl Street, Suite 2200, Dallas, Texas 75201 (Attn.: James P. Muenker, Esq. [james.muenker@us.dlapiper.com]); (ii) the Office of the United States Trustee for the Eastern District of New York (Central Islip Division), Alfonse M. D'Amato Federal Courthouse, 560 Federal Plaza, Central Islip, New York 11722; (iii) counsel to the Debtor's sole corporate member, Otterbourg, P.C., 230 Park Avenue, New York, New York 10169 (Attn: Melanie L. Cyganowski, Esq. [mcyganowski@otterbourg.com] and Jonathan N. Helfat, Esq. [jhelfat@otterbourg.com]); (iv) counsel to the Bond Trustee, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, MA 02111 (Attn: Daniel Bleck, Esq.[dsbleck@mintz.com]); (v) proposed counsel to the Official Committee of Unsecured Creditors, Cooley, LLP, 110 N. Wacker Drive, Suite 4200, Chicago, IL 60606 (Attn.: Eric E. Walker, Esq. [ewalker@cooley.com] and Sam Rabuck, Esq. [srabuck@cooley.com]) and 55 Hudson Yards, New York, NY 10001 (Attn.: Paul J. Springer, Esq. [pspringer@cooley.com]); and (vi) any party that has requested notice pursuant to Bankruptcy Rule 2002.

7. Objections with respect to any Assumed Contracts (the "Contract Objections"), must be made by **August 25, 2023, at 12:00 p.m. (prevailing Eastern Time)** (the "Cure Objection Deadline"). All objections must: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules, the Local Rules and any orders of the Court; (c) state with particularity the legal and factual bases for the objection and the specific grounds therefor; and (d) be filed with the Court no later than the Cure Objection Deadline and served on the Objection Parties.

8. Auction. If the Debtor receives more than one Qualified Bid, the Debtor intends to conduct the Auction. The Auction shall take place at **10:00 a.m. (prevailing Eastern Time) on August 23, 2023** at DLA Piper LLP (US), 1251 Avenue of the Americas, New York, NY 10020. As soon as practical prior to the Auction, the Debtor will provide notice of any change to the Auction location to all Qualified Bidders.

9. Sale Hearing. The Sale Hearing, if applicable, will be held on **August 29, 2023 at 11:00 a.m. (prevailing Eastern Time)**, before the Honorable Alan S. Trust, United States Bankruptcy Judge, Courtroom 3554 of the Conrad B. Duberstein U.S. Courthouse at 271-C Cadman Plaza East, Brooklyn, New York 11201. At the Sale Hearing, the Debtor will request that the Bankruptcy Court enter an order approving any Asset Sale to the Successful Bidder(s).

10. Copies of all the filings in the Debtor's chapter 11 case, including the Bidding Procedures, are available for free on the website of the court-appointed claims and noticing agent in this chapter 11 case at <https://dm.epiq11.com/case/harborside>.

*[Remainder of page intentionally left blank]*

Dated: May 18, 2023  
New York, New York

Respectfully submitted,

**DLA PIPER LLP (US)**

/s/ Gregory M. Juell

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- and -

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*Proposed Counsel to the Debtor and  
Debtor in Possession*

**EXHIBIT B**

## SERVICE LIST

<b>Claim Name</b>	<b>Address Information</b>
HARBOR VIEW AT PORT WASHINGTON	ATTN DAVE WOLLIN, BOARD PRESIDENT HOME OWNERS ASSOC INC 1 HARBOR VIEW DR PORT WASHINGTON NY 11505
HARBOR VIEW AT PORT WASHINGTON	HOME OWNERS ASSOC INC 1 HARBOR VIEW DR PORT WASHINGTON NY 11505
ROSENBERG CALICA & BIRNEY LLP	ATTN ROBERT M CALICA, ESQ HARBOR VIEW HOA PRESIDENT 100 GARDEN CITY PLAZA GARDEN CITY NY 11530
TOTAL COMMUNITY MANAGEMENT CORP	ATTN STEPHANIE RAAB 2375 BEDFORD AVENUE BELLMORE NY 11710
TOTAL COMMUNITY MANAGEMENT CORP	ATTN DAVID GOLDSTEIN 2375 BEDFORD AVENUE BELLMORE NY 11710

<b>Total Creditor count 5</b>
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