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*Counsel for the Debtor
and Debtor in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION**

In re:

THE ROMAN CATHOLIC BISHOP OF
OAKLAND, a California corporation sole,

Debtor.

Case No. 23-40523 WJL

Chapter 11

**DEBTOR’S MOTION FOR AN ORDER (I)
AUTHORIZING THE RETENTION AND
PAYMENT, EFFECTIVE AS OF THE
PETITION DATE, OF PROFESSIONALS
UTILIZED BY THE DEBTOR IN THE
ORDINARY COURSE OF BUSINESS AND
(II) GRANTING RELATED RELIEF**

Judge: Hon. William J. Lafferty

Date: July 18, 2023

Time: 9:00 a.m.

Place: United States Bankruptcy Court
1300 Clay Street
Courtroom 220
Oakland, CA 94612



1 The Roman Catholic Bishop of Oakland, a California corporation sole, and the debtor and debtor
2 in possession (the “Debtor” or “RCBO”) in the above-captioned chapter 11 bankruptcy case (the “Chapter
3 11 Case” or the “Bankruptcy Case”), hereby files this motion (the “Motion”), pursuant to sections 105(a),
4 327, 328 and 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal
5 Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 9013-1(a) of *Bankruptcy Local Rules*
6 *for the Northern District of California* (the “Local Rules”), for the entry of an order: (i) authorizing the
7 retention and payment, effective as of the Petition Date, of certain professionals employed by the Debtor
8 in the ordinary course of business without the submission of separate retention applications and the
9 issuance of separate retention orders for each individual professional and (ii) granting related relief.

10 The Debtor’s proposed form of order granting the relief requested herein is attached as
11 **Exhibit 1** (the “Proposed Order”).

12 **MEMORANDUM OF POINTS AND AUTHORITIES**

13 **I.**

14 **INTRODUCTION**

15 By this Motion, the Debtor seeks approval of procedures for the compensation and reimbursement
16 of professionals who are retained by the Debtor in the ordinary course of business to provide services that
17 are not central to administration of the Chapter 11 Case. The Debtor retains a number of professionals
18 that routinely provide crucial services, including strategic planning and analysis supporting the Debtor’s
19 internal financial team, auditing of financial statements, and ordinary course legal services including labor
20 and employment, trusts and estates, and real estate. While these professionals provide services that are
21 not directly related to the Chapter 11 Case, they are essential to the Debtor’s ability to maintain its
22 operations and continue its mission. The relief sought herein will allow the Debtor to continue to employ
23 these professionals to provide services similar to those provided before the Chapter 11 Case, without
24 unnecessary administrative burden and cost.

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II.

JURISDICTION AND VENUE

This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b), the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order No. 24 (N.D. Cal.), and Rule 5011-1(a) of the Local Rules. Venue for this matter is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

III.

BACKGROUND

A. General Background

On May 8, 2023 (the "Petition Date"), the Debtor caused its attorneys to file a voluntary petition for chapter 11 bankruptcy relief under the Bankruptcy Code, initiating this Chapter 11 Case. The Debtor continues to operate its ministry and manage its properties as a debtor in possession under sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in this Chapter 11 Case. The Office of the United States Trustee for the Northern District of California appointed the Official Committee of Unsecured Creditors on May 23, 2023 [Dkt. No. 58].

The Debtor is a corporation sole organized under the laws of the State of California. The Debtor conducts its civil affairs under the laws of the State of California and the United States of America and in accordance with the Code of Canon Law, the ecclesiastical law of the Roman Catholic Church.

Additional information regarding the Debtor, its mission, ministries, and operations, and the events and circumstances preceding the Petition Date, is set forth in the *Declaration of Charles Moore, Managing Director of Alvarez & Marsal North America, LLC, Proposed Restructuring Advisor to the Roman Catholic Bishop of Oakland, in Support of Chapter 11 Petition and First Day Pleadings* [Dkt. No. 19] (the "First Day Declaration"), which is incorporated herein by reference.

B. Proposed Ordinary Course Professional Retention Procedures

The Debtor's officers and management, in the performance of their duties, regularly call upon several professionals retained in the ordinary course of the Debtor's operations (each, an "Ordinary Course Professional" and, collectively, the "Ordinary Course Professionals") to assist the Debtor in carrying out

1 its duties and responsibilities. These Ordinary Course Professionals provide valuable and often critical
2 assistance in addressing issues important to the Debtor and its mission. The schedule attached hereto as
3 **Exhibit 2** and incorporated herein by reference provides a list of the Ordinary Course Professionals the
4 Debtor has identified to date (the “OCP List”).

5 Specifically, the proposed Ordinary Course Professionals that the Debtor seeks authority to retain
6 and compensate at this time are:

- 7 • VeraCruz Advisory, LLC: the Debtor’s long-time consultants with respect to facility, financial,
8 and operational issues;
- 9 • Monsignor Ronny Jenkins: the Debtor’s expert on Canon Law;
- 10 • Moss Adams: the Debtor’s long-time auditor, who is currently conducting the annual audit;
- 11 • Allen, Glaessner, Hazelwood & Werth, LLP: the Debtor’s outside general legal services
12 provider, including labor and employment matters;
- 13 • Plageman, Lund & Cannon LLP: the Debtor’s outside trusts and estates counsel; and
- 14 • Best Best & Kreiger LLP: the Debtor’s outside counsel for its retirement plans.

15 Each of these Ordinary Course Professionals provided services to the Debtor before the Chapter 11
16 Case was filed and the Debtor will continue to need these services while in bankruptcy to maintain its
17 operations. These are not services that Foley and Lardner LLP, the Debtor’s proposed general
18 bankruptcy counsel, or Alvarez and Marsal, the Debtor’s proposed financial advisors, will be providing
19 because the Debtor’s other legal counsel and advisors are more familiar with the issues that will come
20 up in each of their respective areas, and they have the experience of dealing with the Debtor’s particular
21 needs in those areas. It will be far more cost-effective and efficient for the Debtor to continue using their
22 services for these matters.

23 The Debtor proposes the following procedures with respect to the Ordinary Course Professionals
24 (the “OCP Procedures”):

- 25 a) During the pendency of this case: (i) no Ordinary Course Professional listed on the
26 OCP List will be paid more than \$40,000 per month, calculated on a rolling three-
27 month average for services rendered to the Debtor without obtaining approval of a
28 fee application as described below; and (ii) the aggregate amount paid to all
Ordinary Course Professionals shall not exceed \$100,000 per month calculated on
a rolling three-month average; *provided, however*, that the Debtor reserves the right
to petition the Court to increase the aforementioned caps if necessary under the
circumstances.
- b) Each Ordinary Course Professional wishing to be retained in this Chapter 11 Case
shall file with the Court and serve via electronic mail the Declaration and

1 Questionnaire, substantially in the forms attached hereto as Exhibits 3 and 4, on
2 the following parties (each, a “Notice Party” and collectively, the “Notice Parties”):
3 (i) the Office of the United States Trustee for Region 17 (the “U.S. Trustee”); (ii)
4 the Debtor; (iii) counsel for the Debtor; (iv) counsel for the Committee; (v) those
5 persons who have formally appeared in this Chapter 11 Case by filing a Notice of
Appearance, a Request for Notice, or a similar document and requested notice in
this case under Bankruptcy Rule 2002; (vi) the California Attorney General’s
Office; and (vii) Roman Catholic Cemeteries of the Diocese of Oakland or its
counsel.

6 c) The Notice Parties shall have 14 days after an Ordinary Course Professional’s filing
7 of its completed Declaration and Questionnaire (the “Objection Deadline”) to
8 object to the retention of the Ordinary Course Professional. Objections, if any, shall
9 be filed with the Court and served upon the Notice Parties and the respective
10 Ordinary Course Professional on or before the Objection Deadline. If no objections
are timely filed (or if any objection is resolved as described below), the Ordinary
Course Professional will be deemed approved without further order of the Court.
If an objection cannot be resolved and withdrawn within 10 days after service, the
matter will be scheduled for hearing before the Court.

11 d) Should the Debtor need to supplement the list of Ordinary Course Professionals to
12 add additional Ordinary Course Professionals from time to time, the Debtor shall
13 file a supplemental list with this Court describing the additional Ordinary Course
14 Professionals (the “Supplement”), and shall serve the Supplement on the Notice
Parties. Any additional Ordinary Course Professionals shall file and serve a
completed Declaration and Questionnaire on the Notice Parties.

15 e) The Notice Parties shall have 14 days after the filing of the Supplement and any
16 applicable Declarations and Questionnaires prepared by an Ordinary Course
17 Professional listed for the first time on the Supplement (the “Additional OCP
18 Objection Deadline”) to object to the retention of the additional Ordinary Course
19 Professional. If no objections are timely filed, the additional Ordinary Course
Professional will be deemed approved without further order of the Court.
Objections, if any, shall be filed with the Court and served upon the Notice Parties
and the respective additional Ordinary Course Professional by the Additional OCP
Objection Deadline. If an objection cannot be resolved and withdrawn within 10
days after service, the matter will be scheduled for hearing before the Court.

20 f) No Ordinary Course Professional may be paid any amount for invoiced fees and
21 expenses until the Ordinary Course Professional has been retained in accordance
with these procedures.

22 g) In addition, the Debtor seeks entry of an order pursuant to sections 105(a) and 330
23 of the Bankruptcy Code authorizing it to pay each approved Ordinary Course
24 Professional, without a prior application to the Court, 100% of the fees and
25 disbursements incurred by the Ordinary Course Professional in the ordinary course
26 of business. Such payments would be made following the submission to, and
27 approval by, the Debtor of an appropriate invoice setting forth in reasonable detail
the nature of the services rendered and disbursements actually incurred up to
\$40,000 per month per Ordinary Course Professional calculated on a rolling three-
month average. In the event that an Ordinary Course Professional seeks more than
\$40,000 in a single month, calculated on a rolling three-month average, such
professional will be required to file a fee application for the full amount of its fees
and expenses in accordance with sections 330 and 331 of the Bankruptcy Code, the

1 Bankruptcy Rules, the Local Rules, and orders of the Court applicable to chapter
2 11 professionals retained under section 327 of the Bankruptcy Code, and any
applicable guidelines, unless the U.S. Trustee and Committee agree otherwise.

- 3 h) Within thirty (30) days after the end of each quarterly period, the Diocese will file
4 a statement with the Court and serve the same on the Notice Parties, certifying the
5 Debtor's compliance with the terms of the relief requested herein. The statement
6 shall include for each Ordinary Course Professional: (a) the name of such Ordinary
7 Course Professional; (b) the amount paid as compensation for services rendered
8 and reimbursement of expenses incurred by each Ordinary Course Professional
during the previous quarter; (c) a general description of the services rendered by
each Ordinary Course Professional during the previous quarter; and (d) the total
amount paid post-petition to each Ordinary Course Professional. The Debtor will
continue to file such statements through the earlier of dismissal or conversion of
the instant chapter 11 case or the confirmation of a chapter 11 plan.
- 9 i) The Debtor shall file with the Court a final statement within the time established
10 for professionals to file their final fee applications (the "Final Statement") and such
11 statement shall include the following information: (a) the aggregate amount paid to
12 each Ordinary Course Professional during the previous 90 days; (b) a general
description of the services rendered by each Ordinary Course Professional during
such period; and (c) the total amount paid post-petition to each Ordinary Course
Professional.

13 The Debtor anticipates employing, among others, the Ordinary Course Professionals listed on the
14 OCP List to perform ongoing services during the pendency of the Chapter 11 Case.

15 IV.

16 RELIEF REQUESTED

17 Pursuant to sections 105(a), 327, 328 and 330 of the Bankruptcy Code, and Bankruptcy Rule 2014,
18 the Debtor hereby seeks entry of an order, substantially in the form of the Proposed Order submitted
19 herewith, authorizing it to retain, employ and pay the Ordinary Course Professionals in the ordinary course
20 of the Debtor's business on the terms and conditions set forth herein, without the submission of separate
21 retention or fee applications and without the issuance of separate retention and compensation orders for
22 each Ordinary Course Professional.

23 V.

24 BASIS FOR RELIEF

25 The Debtor desires to employ the Ordinary Course Professionals to render professional and other
26 services to the estate in the same manner and for the same purposes as they did before the Petition Date.
27 Continuing the employment of the Ordinary Course Professionals, many of whom are familiar with the
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1 Debtor’s business and affairs, is necessary to avoid disruption of the Debtor’s normal operations. It would
2 be costly, time consuming, and administratively cumbersome for the Debtor and this Court to require each
3 Ordinary Course Professional to apply separately for approval of its employment and compensation
4 through the filing of multiple pleadings in these cases. Requiring separate applications also is unnecessary
5 under applicable law and would be burdensome to the estate, as well as the Ordinary Course Professionals,
6 many of whom are small businesses or individuals.

7 The Ordinary Course Professionals are not involved in the administration of the Chapter 11 Case
8 and their work does not relate directly to the Debtor’s reorganization. Rather, the Ordinary Course
9 Professionals provide services in connection with the Debtor’s ongoing operations in a similar manner as
10 would be required for the Debtor outside of the chapter 11 context (and in a similar manner as many of
11 the Ordinary Course Professionals provided services to the Debtor prior to the Petition Date). Therefore,
12 the Ordinary Course Professionals are not “professionals” within the meaning of section 327, whose
13 retention must first be approved by the Court. *See, e.g., In re Parkinson Seed Farm, Inc.*, 640 B.R.218,
14 255 (Bankr. D. Id. 2022) (“In essence, a professional is a person whose occupation plays a central role in
15 the administration of the bankruptcy case.” (citations omitted)).

16 The *Parkinson* court held that, in determining the “professional” status of a party, courts consider,
17 among other factors, (i) whether the party controls, manages, administers, invests, purchases or sells assets
18 that are significant to the debtor’s reorganization; (ii) whether the party is involved in negotiating the
19 terms of a Plan of Reorganization; (iii) whether the party’s work is directly related to the routine
20 maintenance of the debtor’s business operations; and (iv) the extent of the party’s involvement in the
21 administration of the Debtor’s estate. *Id.* at 256 (quoting *In re Renaissance Residential of Countryside,*
22 *LLC*, 423 B.R. 848, 856-57 (Bankr. N.D. Ill. 2010) (cleaned up)). *See also In re Argus Group 1700, Inc.*,
23 199 B.R. 525, 534 (Bankr. E.D. Pa. 1996) (“[T]he term ‘professional person’ is a ‘term of art’ reserved
24 for those persons who play an intimate role in the reorganization of a debtor’s estate”) (quoting *In re*
25 *Johns-Manville Corp.*, 60 B.R. 612, 619 (Bankr. S.D.N.Y. 1986)); *In re That’s Entertainment Mkt’g*
26 *Group, Inc.*, 168 B.R. 226, 230 (N.D. Cal. 1994) (“professional person” under section 327 refers to
27 professionals whose duties are central to the administration of the estate).

1 Considering these factors, the Ordinary Course Professionals are not “professionals” within the
2 meaning of section 327(a) of the Bankruptcy Code. In particular, the Ordinary Course Professionals
3 generally will not be involved in the administration of this Chapter 11 Case and will not be involved in
4 counseling and advising the Debtor with respect to the material restructuring issues to be addressed.
5 Instead, Ordinary Course Professionals will provide services in connection with the ongoing management
6 of the Debtor’s day-to-day operations and the continuation of its mission. In most instances, the
7 professionals were retained prepetition and the services to be provided would be necessary whether or not
8 the Debtor had commenced the Chapter 11 Case. To the extent that services provided by the Ordinary
9 Course Professionals involve some element of administration of the Debtor’s estate, that involvement will
10 be minimal or tangential.

11 As a result, the retention and payment of the Ordinary Course Professionals need not be approved
12 by the Court under sections 327-331 of the Bankruptcy Code. Nevertheless, out of an abundance of
13 caution, the Debtor seeks the relief requested in this Motion both to be transparent about its need to retain
14 the Ordinary Course Professionals listed on the OCP List and to avoid controversy regarding the Debtor’s
15 employment and payment of the Ordinary Course Professionals during this Chapter 11 Case. The Debtor
16 will continue to require the services of the Ordinary Course Professionals to render services to its estate
17 that are similar to those rendered before the commencement of the Chapter 11 Case and enable the Debtor
18 to continue its mission and operations.

19 It would substantially burden the administration of the Debtor’s estate and cause the Debtor to
20 incur substantial expenses (in addition to substantial expenses of the Ordinary Course Professionals) if (i)
21 the Debtor was required to prepare and submit to the Court applications, declarations, and retention
22 applications for each Ordinary Course Professional and (ii) the Ordinary Course Professionals were
23 required to submit monthly fee statements and interim and final fee applications as required of chapter 11
24 professionals administering the Debtor’s estate. Moreover, requiring the filing of retention pleadings and
25 the participation in the payment approval process along with chapter 11 professionals would burden the
26 Court and the Office of the United States Trustee and add administrative costs to this case without any
27 benefit to the Debtor’s estate or the Debtor’s stakeholders. Given the relatively small amount of fees
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1 expected to be generated by most of the Ordinary Course Professionals, the streamlined process proposed
2 by this Motion is a more appropriate way to address the retention and payment of the Ordinary Course
3 Professionals.

4 Additionally, under the circumstances, some Ordinary Course Professionals are unwilling or
5 would be unable to provide services, and some may refuse to perform services, if they are required to
6 secure a retention order authorizing their services and seek payment through the statutory fee application
7 process. The Debtor requires the Ordinary Course Professionals' services for its day-to-day operations,
8 including specific and specialized non-bankruptcy legal representation and other crucial services, as
9 described on the OCP List. If the Debtor was required to retain other professionals, the Debtor would
10 unnecessarily incur further additional expenses and face disruption of its normal operations because the
11 new professionals would have to "get up to speed" on the matters with which the Ordinary Course
12 Professionals are already familiar.

13 Although certain of the Ordinary Course Professionals may hold minor amounts of unsecured
14 claims against the Debtor related to prepetition services rendered, the Debtor has no reason to believe that
15 any of the Ordinary Course Professionals have an interest materially adverse to the Debtor or its estate in
16 the matters for which they are proposed to be retained by the Debtor, and thus none would be retained
17 who do not meet, if applicable, the special counsel retention requirement of section 327(e) of the
18 Bankruptcy Code.

19 Retention and payment plans similar to that proposed herein have been approved by this Court and
20 others in chapter 11 cases. *See, e.g., In re Watsonville Hospital Corporation*, Case No. 21-51477, (Bankr.
21 N.D. Cal. 2022) [Dkt. No. 172]; *In re Wave Computing, Inc.*, Case No. 20-50682, (Bankr. N.D. Cal. 2020)
22 [Dkt. No. 253]; *In re Pacific Gas & Electric Corp.*, Case No. 19-30088 (Bankr. N.D. Cal. 2019) [Dkt. No.
23 707]; *In re Verity Health System of California, Inc.*, Case No. 18-20151 (Bankr. C.D. Cal. 2018) [Dkt.
24 No. 693]; *In re Quantum Fuel Systems Technology Worldwide, Inc.*, Case No. 16-11202 (Bankr. C.D. Cal.
25 2016) [Dkt. No. 295]; *In re Freedom Communications, Inc.*, Case No. 15-15311 (Bankr. C.D. Cal. 2015)
26 [Dkt. No. 314]. Similar authorization is appropriate in this Chapter 11 Case for the reasons stated above.

1 By this Motion, the Debtor is not requesting authority to pay any prepetition amounts owed to
2 Ordinary Course Professionals.

3 **VI.**

4 **RESERVATION OF RIGHTS**

5 Nothing contained in this Motion is intended to be or shall be construed as (i) an admission as to
6 the validity of any claim against the Debtor, (ii) a promise to pay any claim, (iii) a waiver of the Debtor's
7 or any appropriate party in interest's rights to dispute any claim, (iv) an implication or admission that any
8 particular professional is an Ordinary Course Professional, or (v) an approval or assumption of any
9 agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code. Likewise, if the
10 Court grants the relief sought in this Motion, any payment made pursuant to the Court's order is not
11 intended to be, and should not be construed as, an admission to the validity of any claim or a waiver of
12 the Debtor's rights to dispute such claim subsequently.

13 **VII.**

14 **NOTICE**

15 Notice of this Motion will be provided to the parties listed on the Core Service List, pursuant to
16 the *Second Interim Order Approving Debtor's Motion for an Order Authorizing and Approving Special*
17 *Noticing and Confidentiality Procedures* [Dkt. No. 71]. The Debtor submits that in light of the nature of
18 the relief requested, no further notice is required.

19 **VIII.**

20 **CONCLUSION**

21 WHEREFORE, the Debtor respectfully requests that the Court enter the Proposed Order and grant
22 such other and further relief as may be appropriate.

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1 DATED: June 27, 2023

FOLEY & LARDNER LLP

2 Jeffrey R. Blease
3 Thomas F. Carlucci
4 Shane J. Moses
5 Emil P. Khatchatourian
6 Ann Marie Uetz
7 Matthew D. Lee

8 /s/ Shane J. Moses

9 SHANE J. MOSES

10 *Counsel for the Debtor*
11 *and Debtor in Possession*

Exhibit 1

1 **FOLEY & LARDNER LLP**

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3 Tel: (617) 226-3155; jblease@foley.com
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14 555 California Street, Suite 1700
15 San Francisco, CA 94104-1520

16 *Counsel for the Debtor*
17 *and Debtor in Possession*

18 **UNITED STATES BANKRUPTCY COURT**
19 **NORTHERN DISTRICT OF CALIFORNIA**
20 **OAKLAND DIVISION**

21 In re:
22 THE ROMAN CATHOLIC BISHOP OF
23 OAKLAND, a California corporation sole,
24 Debtor.

Case No. 23-40523 WJL

Chapter 11

**[PROPOSED] ORDER (I) AUTHORIZING
THE RETENTION AND PAYMENT,
EFFECTIVE AS OF THE PETITION DATE,
OF PROFESSIONALS UTILIZED BY THE
DEBTOR IN THE ORDINARY COURSE OF
BUSINESS AND (II) GRANTING RELATED
RELIEF**

Judge: Hon. William J. Lafferty

Date: July 18, 2023

Time: 9:00 a.m.

Place: United States Bankruptcy Court
1300 Clay Street
Courtroom 220
Oakland, CA 94612

1 This Court has considered the *Debtor's Motion for an Order (I) Authorizing the Retention and*
2 *Payment, Effective as of the Petition Date, of Professionals Utilized by the Debtor in the Ordinary Course*
3 *of Business and (II) Granting Related Relief* (the "Motion"),¹ the First Day Declaration, and the statements
4 of counsel and the evidence adduced with respect to the Motion at a hearing before this Court, if any (the
5 "Hearing"). This Court has found that (i) this Court has jurisdiction over this matter pursuant to 28 U.S.C.
6 §§ 157 and 1334, (ii) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409 and (iii)
7 notice of the Motion and the Hearing was sufficient under the circumstances. After due deliberation, this
8 Court has determined that the relief requested in the Motion is in the best interests of the Debtor, its estate
9 and its creditors, and good and sufficient cause having been shown;

10 **IT IS HEREBY ORDERED THAT:**

- 11 1. The Motion is GRANTED as set forth herein.
- 12 2. Pursuant to sections 105(a), 327, 328 and 330 of the Bankruptcy Code and Bankruptcy
13 Rule 2014(a), to the extent deemed necessary or appropriate by the Debtor, the Debtor is authorized to
14 employ Ordinary Course Professionals in the ordinary course of the Debtor's business, effective as of the
15 Petition Date.
- 16 3. The Debtor is hereby permitted to retain and pay each Ordinary Course Professional,
17 including but not limited to those identified on the OCP List attached to the Motion as Exhibit 2, without
18 prior application to this Court, pursuant to the following OCP Procedures:
 - 19 (a) During the pendency of this case: (i) no Ordinary Course Professional listed on the
20 OCP List will be paid more than \$40,000 per month, calculated on a rolling three-
21 month average for services rendered to the Debtor without obtaining approval of a
22 fee application as described below; and (ii) the aggregate amount paid to all
23 Ordinary Course Professionals shall not exceed \$100,000 per month calculated on
24 a rolling three-month average; *provided, however*, that the Debtor may petition the
25 Court to increase the aforementioned caps if necessary under the circumstances.
 - 26 (b) Each Ordinary Course Professional wishing to be retained in this Chapter 11 Case
27 shall file with the Court and serve via electronic mail the Declaration and
28 Questionnaire, substantially in the form attached as Exhibits 3 and 4 to the Motion,
on the following parties (each, a "Notice Party" and collectively, the "Notice
Parties"): (i) the Office of the United States Trustee for Region 17 (the "U.S.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

1 Trustee"); (ii) the Debtor; (iii) counsel for the Debtor; (iv) counsel for the
2 Committee; (v) those persons who have formally appeared in this Chapter 11 Case
3 by filing a Notice of Appearance, a Request for Notice, or a similar document and
4 requested notice in this case under Bankruptcy Rule 2002; (vi) the California
Attorney General's Office; and (vii) Roman Catholic Cemeteries of the Diocese of
Oakland or its counsel.

5 (c) The Notice Parties shall have 14 days after an Ordinary Course Professional's filing
6 of its completed Declaration and Questionnaire (the "Objection Deadline") to
7 object to the retention of the Ordinary Course Professional. Objections, if any, shall
8 be filed with the Court and served upon the Notice Parties and the respective
9 Ordinary Course Professional on or before the Objection Deadline. If no objections
10 are timely filed (or if any objection is resolved as described below), the Ordinary
11 Course Professional will be deemed approved without further order of the Court.
12 If an objection cannot be resolved and withdrawn within 10 days after service, the
13 matter will be scheduled for hearing before the Court.

14 (d) Should the Debtor need to supplement the list of Ordinary Course Professionals to
15 add additional Ordinary Course Professionals from time to time, the Debtor shall
16 file a supplemental list with this Court describing the additional Ordinary Course
17 Professionals (the "Supplement"), and shall serve the Supplement on the Notice
18 Parties. Any additional Ordinary Course Professionals shall file and serve a
19 completed Declaration and Questionnaire on the Notice Parties.

20 (e) The Notice Parties shall have 14 days after the filing of the Supplement and any
21 applicable Declarations and Questionnaires prepared by an Ordinary Course
22 Professional listed for the first time on the Supplement (the "Additional OCP
23 Objection Deadline") to object to the retention of the additional Ordinary Course
24 Professional. If no objections are timely filed, the additional Ordinary Course
25 Professional will be deemed approved without further order of the Court.
26 Objections, if any, shall be filed with the Court and served upon the Notice Parties
27 and the respective additional Ordinary Course Professional by the Additional OCP
28 Objection Deadline. If an objection cannot be resolved and withdrawn within 10
days after service, the matter will be scheduled for hearing before the Court.

(f) No Ordinary Course Professional may be paid any amount for invoiced fees and
expenses until the Ordinary Course Professional has been retained in accordance
with these procedures.

(g) The Debtor is hereby authorized to pay each approved Ordinary Course
Professional, without a prior application to the Court, 100% of the fees and
disbursements incurred by the Ordinary Course Professional in the ordinary course
of business. Such payments shall only be made following the submission to, and
approval by, the Debtor of an appropriate invoice setting forth in reasonable detail
the nature of the services rendered and disbursements actually incurred up to
\$40,000 per month per Ordinary Course Professional calculated on a rolling three-
month average. In the event that an Ordinary Course Professional seeks more than
\$40,000 in a single month, calculated on a rolling three-month average, such

1 professional must file a fee application for the full amount of its fees and expenses
2 in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy
3 Rules, the Local Rules, and orders of the Court applicable to chapter 11
4 professionals retained under section 327 of the Bankruptcy Code, and any
5 applicable guidelines, unless the U.S. Trustee and Committee agree otherwise.

6 (h) Within thirty (30) days after the end of each quarterly period, the Debtor will file a
7 statement with the Court and serve the same on the Notice Parties, certifying the
8 Debtor's compliance with the terms of the relief requested herein. The statement
9 shall include for each Ordinary Course Professional: (a) the name of such Ordinary
10 Course Professional; (b) the amount paid as compensation for services rendered
11 and reimbursement of expenses incurred by each Ordinary Course Professional
12 during the previous quarter; (c) a general description of the services rendered by
13 each Ordinary Course Professional during the previous quarter; and (d) the total
14 amount paid post-petition to each Ordinary Course Professional. The Debtor will
15 continue to file such statements through the earlier of dismissal or conversion of
16 the instant chapter 11 case or the confirmation of a chapter 11 plan.

17 (i) The Debtor shall file with the Court a final statement within the time established
18 for professionals to file their final fee applications (the "Final Statement") and such
19 statement shall include the following information: (a) the aggregate amount paid to
20 each Ordinary Course Professional during the previous 90 days; (b) a general
21 description of the services rendered by each Ordinary Course Professional during
22 such period; and (c) the total amount paid post-petition to each Ordinary Course
23 Professional.

24 4. The *nunc pro tunc* relief set forth in paragraph 2, above, shall not apply to any Ordinary
25 Course Professional listed for the first time in a Supplement.

26 5. Notwithstanding any of the foregoing, the Debtor shall separately file an application to
27 retain any Ordinary Course Professional that becomes materially involved in the administration of this
28 Chapter 11 Case pursuant to section 327 of the Bankruptcy Code.

1 Nothing in the Motion or this Order shall be deemed or construed as: (a) an admission as
2 to the validity of any claim against the Debtor; (b) a waiver of the Debtor's or any appropriate party in
3 interest's rights to dispute any claim on any grounds; (c) a promise to pay any claim; (d) an implication
4 or admission that any particular professional is an Ordinary Course Professional; or (e) the assumption of
5 any executory contract or unexpired lease.

6 7. Entry of this Order and approval of the OCP Procedures does not affect the Debtor's right
7 to dispute any invoice submitted by an Ordinary Course Professional.

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8. The Debtor is hereby authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this Order.

9. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the interpretation, implementation and/or enforcement of this Order.

****END OF ORDER****

Exhibit 2

Ordinary Course Professionals

Name	Services	Address
VeraCruz Advisory, LLC	Strategic consulting related to facilities, finances, and operations	122 24 th St. West Suite 1A Bradenton, FL 34205 (954) 829-2561
Monsignor Ronny Jenkins	Canon Law Advisory Services	The Catholic University of America School of Canon Law 620 Michigan Ave., N.E. Washington, D.C. 20064 (202) 319-5492
Moss Adams	Auditor	999 Third Avenue Suite 2800 Seattle, WA 98104 (206) 302-6500
Allen, Glaessner, Hazelwood & Werth, LLP	Outside General Legal Services, including labor and employment matters	180 Montgomery Street Suite 1200 San Francisco, CA 94104 (415) 697-2000
Plageman, Lund & Cannon LLP	Outside Trusts & Estates Counsel	1631 Telegraph Avenue Oakland, CA 94612 (510) 899-6100
Best Best & Kreiger LLP	Outside Counsel for Retirement Plans	3390 University Avenue 5 th Floor P.O. Box 1028 Riverside, CA 92505 (951) 686-1450

Exhibit 3

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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION**

In re:
THE ROMAN CATHOLIC BISHOP OF
OAKLAND, a California corporation sole,
Debtor.

Case No. 23-40523 WJL
Chapter 11
Hon. William J. Lafferty

**DECLARATION AND DISCLOSURE
STATEMENT OF _____, ON
BEHALF OF _____**

10 I, _____, hereby declare as follows:

11 1. I am a _____ of _____, located at
12 _____ (the "Entity").

13 2. The Roman Catholic Bishop of Oakland, a California corporation sole, and the debtor and
14 debtor in possession (the "Debtor") in the above-captioned chapter 11 case, has requested that the Entity
15 provide _____ services to the Debtor, and the Entity has agreed
16 to provide those services (the "Services").

17 3. The Services include, but are not limited to, the following:
18 _____
19 _____.

20 4. The Entity may have performed services in the past and may perform services in the future,
21 in matters unrelated to this chapter 11 case, for persons that are parties in interest in the Debtor's chapter
22 11 case. As part of its customary practice, the Entity is retained in cases, proceedings, and transactions
23 involving many different parties, some of whom may represent or be claimants or employees of the
24 Debtor, or may represent or be other parties in interest in this chapter 11 case. The Entity does not perform
25 services for any such person in connection with this chapter 11 case. In addition, the Entity does not have
26 any relationship with any such person, such person's attorneys, or such person's accountants that would
27 be adverse to the Debtor or its estate with respect to the matters on which the Entity is to be retained.
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