



**IT IS ORDERED as set forth below:**

**Date: September 2, 2021**

**Paul W. Bonapfel  
U.S. Bankruptcy Court Judge**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ROME DIVISION

IN RE:	)	CHAPTER 11
	)	
REGIONAL HOUSING & COMMUNITY	)	Jointly Administered Under
SERVICES CORP., et al.,	)	CASE NO. 21-41034-pwb
	)	
Debtors.	)	
	)	

**INTERIM ORDER (I) AUTHORIZING (A) SECURED POSTPETITION FINANCING;  
(B) GRANTING SECURITY INTERESTS TO THE BONDHOLDERS;  
(C) SUPERPRIORITY CLAIMS AND OTHER ADEQUATE PROTECTION TO THE  
BOND TRUSTEE; (II) AUTHORIZING THE USE OF CASH COLLATERAL BY THE  
DEBTORS AND (III) SCHEDULING A FINAL HEARING**

This matter came before the Court for hearing at 2:00 p.m. on August 31, 2021 (the “**Initial Hearing**”), which Initial Hearing was continued to 10:00 a.m. on September 2, 2021 (the “**Continued Hearing**”), on (i) the *Debtors’ Motion for Interim and Final Orders (I) Authorizing (A) Secured Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, and 364(c) and (d); and (B) Granting Security Interests, Superpriority Claims, and Adequate Protection, and (II)*



*Scheduling a Final Hearing; and Memorandum of Points and Authorities* (the “**DIP Motion**”)<sup>1</sup> [Docket No. 12], and (ii) the proposed use of the Bond Trustee’s cash collateral as set forth in the Debtors’ *Motion for Authority to Use Cash Collateral* (the “**Cash Collateral Motion**”; and together with the DIP Motion, the “**Motions**”) [Docket No. 11], in each case filed by the debtors and debtors and debtors-in-possession (collectively, the “**Debtors**”) in the above-captioned jointly administered Chapter 11 cases. UMB Bank, as successor trustee for certain bonds (the “**Bond Trustee**”) objected (the “**Objections**”) to the relief requested in the DIP Motion and the Cash Collateral Motion. Following the Initial Hearing, the Debtors and UMB Bank conferred and agreed to the terms of this order on a consensual basis.

This Court having found that this is a core proceeding under 28 U.S.C. § 157(b); and that this Court having found it may enter this interim order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motions in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief set forth in this Order is in the best interest of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Debtors’ notice of the Motions and an opportunity for a hearing on the Motions was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motions and having heard the statements in support of and against the relief requested therein at the Initial Hearing and the Continued Hearing; and this Court having determined that the legal and factual bases set forth in this Order, if any, establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the DIP Motion.

ORDERED as follows:

1. The Debtors are authorized to obtain post-petition financing from Ecofin Direct Municipal Opportunities Fund, LP (f/k/a Tortoise Direct Municipal Opportunities Fund, LP) and Ecofin Tax-Advantaged Social Impact Fund, Inc. (together, the “**Bondholders**”) in accordance with the terms of this order (the “**Order**”) and the budget attached hereto as **Exhibit A** (the “**Budget**”) as conditioned in paragraph 6 below and up to the principal amount of \$600,000 on an interim basis (the “**DIP Facility**”) pursuant to Sections 364(c) and (d) of Title 11, United States Code (the “**Bankruptcy Code**”).

2. Funds advanced pursuant to the DIP Facility shall accrue interest at a rate of 7.5% per annum. No other fees shall be incurred in connection with the DIP Facility.

3. As soon as practicable after entry of this Order, but no later than 4:00 p.m. eastern time on September 2, 2021, the Bondholders shall cause the full \$600,000 of the DIP Facility to be advanced to the Debtors via wire transfer pursuant to instructions provided by the Debtors.

4. Funds advanced pursuant to the DIP Facility shall be secured by first priority liens and security interests in favor of the Bondholders on (i) all assets of the Debtors, together with the proceeds, rents, products, and profits thereof, that were previously pledged to the Bond Trustee for the benefit of the Bondholders as security for the Debtors’ pre-petition obligations to the Bond Trustee; and (ii) all other assets of the Debtors of any kind or nature whatsoever within the meaning of Section 541 of the Bankruptcy Code, whether acquired or arising prepetition or postpetition, together with all proceeds, rents, products, and profits thereof, ((i) and (ii) together, the “**Collateral**”). Notwithstanding the foregoing, the liens securing the Collateral shall be senior to all liens and claims **other than** liens of creditors that were senior to those of the Bond Trustee securing the Bonds immediately before the Petition Date. The approval of this Order by the Court

shall be sufficient and conclusive evidence of the validity, extent, enforceability, and perfection of the liens and security interests securing the Collateral without further action of any kind.

5. The DIP Facility shall become due and payable upon the sale of any of the Debtors' facilities, the effective date of any confirmed plan of reorganization involving any of the Debtors' facilities, at the option of the Bondholders, upon the approval by the Court of any lien senior to liens of the Bond Trustee, or upon the conversion or dismissal of any of the Bankruptcy Cases.

6. The Debtors are authorized to use, as cash collateral (as defined in Section 363 of the Bankruptcy Code), any revenues derived by the Debtors in the ordinary course of their businesses, all accounts receivable held by the Debtors, and all amounts currently held in the Debtors' operating accounts (the "**Cash Collateral**") until the conclusion of the Final Hearing (defined below), but in no event later than September 25, 2021, and only on the terms of this Order. Subject to the preceding sentence, such use of Cash Collateral shall be limited solely to the categories of expenses listed in the Budget, as it may be amended from time to time with the prior written approval of the Bond Trustee, subject to Permitted Variances. A "**Permitted Variance**" shall mean, for any week (as defined in this paragraph), (i) any favorable variance, (ii) an unfavorable variance of not more than the greater of ten (10%) percent with respect to any disbursement line item in the Budget or ten (10%) percent in aggregate disbursements. Any expenditures not made in a particular week may be rolled over into a subsequent week. The Debtors shall provide to the Bond Trustee once each week (commencing with the second week after the Petition Date), a weekly report certified by the Debtors' chief restructuring officer (the "**CRO**") and in the same form as the Budget, indicating all receipts received and disbursements made by the Debtors for the prior week compared to the Budget and detailing any variances that are not Permitted Variances. The Bond Trustee, including its counsel and consultants, shall have

independent access to the CRO to discuss the weekly report and any other financial reports produced by the Debtors, as well as sale and restructuring options; provided, however, that counsel for the Bond Trustee shall only be permitted to communicate directly with the CRO upon providing counsel to the Debtors reasonable notice of such call and an opportunity to participate on such call.

7. As adequate protection for any diminution in the value of its collateral as a result of the DIP Facility or the use of Cash Collateral by the Debtors (a “**Diminution**”), and solely to the extent of any Diminution, the Bond Trustee shall have a superpriority administrative-expense claim pursuant to Section 507(b) of the Bankruptcy Code with recourse to and payable from any and all assets of the Debtors’ estates, including, but not limited to, rights of the Debtors, choses in action, or claims of any kind whatsoever, choate or inchoate, present or residual. The Superpriority Claim shall be subject only to liens and claims of creditors that were senior to those of Bond Trustee securing the Bonds immediately before the Petition Date, and to accrued and unpaid expenses set forth in the Budget at the time the DIP Facility is terminated, matures or otherwise becomes due, and shall have priority, pursuant to Section 507(b) of the Bankruptcy Code, over any and all administrative expenses, diminution claims, and all other claims against the Debtors, now existing or hereafter arising, of any kind whatsoever, including, without limitation, all other administrative expenses of the kind specified in Section 503(b) of the Bankruptcy Code, and over any and all administrative expenses or other claims arising under Sections 105, 326, 328, 330, 331, 503(b), 506(c) (subject to the terms of, and only upon entry of, a final order approving permanent debtor in possession financing), 507(a), 507(b), 546, 726, 1113, or 1114 of the Bankruptcy Code, and shall at all times be senior to the rights of the Debtors, any successor trustee, or any creditor in these Bankruptcy Cases or any subsequent proceedings under the Bankruptcy Code, whether or

not such expenses or claims may become secured by a judgment lien or other non-consensual lien, levy or attachment.

8. The provisions of this Order and any action taken pursuant to the terms hereof shall survive the entry of any order dismissing these Bankruptcy Cases or converting these Bankruptcy Cases to cases under Chapter 7 of the Bankruptcy Code, and all of the terms and conditions of this Order as well as the liens and security interests granted pursuant hereto shall continue in these or in any superseding cases under the Bankruptcy Code, and such liens and security interests shall retain their priorities provided by this Order until satisfied and discharged. The terms of the DIP Facility as set forth in this Order have been entered into in good faith by and among the Debtors and the Bondholders, have been extended in good faith as that term is used in Section 364(e) of the Bankruptcy Code, and are in the best interests of the Debtors, their estates and creditors.

9. Notwithstanding anything to the contrary in the Bankruptcy Rules or otherwise, the effectiveness of this Order shall not be stayed, and this Order shall be immediately effective upon its entry.

10. A final hearing on the Cash Collateral Motion, the DIP Facility, and any additional funds to be advanced by the Bondholders will be held at 2:00 p.m. on September 21, 2021 (the “**Final Hearing**”). The Final Hearing shall be conducted via Zoom using Judge Bonapfel’s Virtual Hearing Room. A link to connect to Judge Bonapfel’s Virtual Hearing Room is available on his webpage at <https://www.ganb.uscourts.gov/content/honorable-paul-w-bonapfel>. Please join the virtual room 10 minutes prior to the hearing. If you experience difficulty in connection, please contact the law clerk via email at [beth\\_harrill@ganb.uscourts.gov](mailto:beth_harrill@ganb.uscourts.gov) or by telephone at (404) 215-1020. Promptly after the entry of this Order, the Debtors shall serve a copy of this Order and a notice of the Final Hearing, upon the parties served with the DIP Motion or the Cash Collateral

Motion, and the Debtors shall file a certificate of service regarding same with the Clerk of the Court. Such service shall constitute good and sufficient notice of the Final Hearing.

**END OF DOCUMENT**

Prepared and presented by:

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Regional Housing & Community Services Corp.  
DIP Budget 9/1/21

	Week 1 8/28/2021	Week 2 9/4/2021	Week 3 9/11/2021	Week 4 9/18/2021	Week 5 9/25/2021	Week 6 10/2/2021	Week 7 10/9/2021	Week 8 10/16/2021	Week 9 10/23/2021	Week 10 10/30/2021	Week 11 11/6/2021	Week 12 11/13/2021	Week 13 11/20/2021	Total
Beginning Cash	\$ 150	\$ 20,150	\$ 250,778	\$ 2,913	\$ 89,088	\$ 37,802	\$ 44,847	\$ 134,134	\$ 218,875	\$ 167,590	\$ 154,217	\$ 265,940	\$ 258,440	
Cash Collections	\$ 20,000	\$ 34,039	\$ 226,529	\$ 198,751	\$ 30,285	\$ 34,039	\$ 226,529	\$ 198,751	\$ 30,285	\$ 7,693	\$ 34,039	\$ 226,529	\$ 198,751	\$ 1,466,219
Draw on DIP	\$ -	\$ 600,000	\$ -	\$ -	\$ 250,000	\$ -	\$ 300,000	\$ -	\$ 250,000	\$ -	\$ 100,000	\$ -	\$ -	\$ 1,500,000
Cash Available	\$ 20,150	\$ 654,189	\$ 477,307	\$ 201,663	\$ 369,372	\$ 71,841	\$ 571,377	\$ 332,884	\$ 499,160	\$ 175,283	\$ 288,256	\$ 492,469	\$ 457,190	
<b>Cash Expenditures</b>														
Payroll	\$ -	\$ -	\$ 159,789	\$ -	\$ 159,789	\$ -	\$ 159,789	\$ -	\$ 159,789	\$ -	\$ -	\$ -	\$ -	\$ 798,946
Payroll Tax	\$ -	\$ -	\$ 12,052	\$ -	\$ 12,052	\$ -	\$ 12,052	\$ -	\$ 12,052	\$ -	\$ -	\$ -	\$ -	\$ 60,258
Monthly Insurance GL PL Auto	\$ -	\$ 336,300	\$ 190,527	\$ -	\$ -	\$ -	\$ 190,527	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 717,354
Petty Cash	\$ -	\$ -	\$ 4,740	\$ 1,850	\$ -	\$ -	\$ 4,740	\$ 1,850	\$ -	\$ 4,200	\$ -	\$ 4,740	\$ 1,850	\$ 23,970
Bank Fees	\$ -	\$ 2,805	\$ -	\$ -	\$ 2,803	\$ 2	\$ -	\$ -	\$ 2,803	\$ -	\$ 2	\$ -	\$ -	\$ 8,414
Management Fee	\$ -	\$ 3,216	\$ 11,326	\$ 9,938	\$ 1,514	\$ 1,702	\$ 11,326	\$ 9,938	\$ 1,514	\$ 385	\$ 1,702	\$ 2	\$ -	\$ 73,825
Rent / Lease Equipment	\$ -	\$ 1,000	\$ 1,431	\$ 2,149	\$ 784	\$ 1,518	\$ -	\$ 3,582	\$ 784	\$ 1,100	\$ 419	\$ 7,000	\$ 370	\$ 16,720
Resident Refund	\$ -	\$ 7,000	\$ 7,000	\$ 7,000	\$ 7,000	\$ 7,000	\$ 7,000	\$ 7,000	\$ 7,000	\$ -	\$ 7,000	\$ 7,000	\$ 7,000	\$ 77,000
Food and other supplies	\$ -	\$ 16,520	\$ 16,520	\$ 6,293	\$ 12,472	\$ 16,421	\$ 17,530	\$ 6,293	\$ 12,472	\$ 14,607	\$ 7,284	\$ 17,530	\$ -	\$ 142,011
Utility Deposits	\$ -	\$ -	\$ 53,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 53,000
Utilities	\$ -	\$ 4,900	\$ 4,900	\$ 66,419	\$ 35,192	\$ -	\$ 4,900	\$ 66,419	\$ 35,192	\$ -	\$ -	\$ 4,900	\$ 66,419	\$ 319,136
Other	\$ -	\$ 10,000	\$ 13,109	\$ 18,928	\$ 9,965	\$ 350	\$ 18,668	\$ 18,928	\$ 9,965	\$ 775	\$ 5,909	\$ 13,109	\$ 18,928	\$ 138,632
<b>Total Business Expenditures</b>	\$ -	\$ 403,411	\$ 474,394	\$ 113,576	\$ 241,570	\$ 26,394	\$ 426,532	\$ 114,009	\$ 241,570	\$ 21,065	\$ 22,316	\$ 234,029	\$ 110,797	\$ 2,429,265
Debtor Counsel	\$ -	\$ -	\$ -	\$ -	\$ 60,000	\$ -	\$ -	\$ -	\$ 60,000	\$ -	\$ -	\$ -	\$ -	\$ 180,000
Debtor CRO	\$ -	\$ -	\$ -	\$ -	\$ 30,000	\$ -	\$ -	\$ -	\$ 30,000	\$ -	\$ -	\$ -	\$ -	\$ 90,000
DIP Lender / Fees / Expenses / Interest	\$ -	\$ -	\$ 5,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 90,000
Claims Agent	\$ -	\$ -	\$ -	\$ -	\$ 10,000	\$ -	\$ -	\$ -	\$ 15,000	\$ -	\$ -	\$ -	\$ -	\$ 45,000
US Trustee	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 10,711	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 10,711
<b>Total Bankruptcy-Related Costs</b>	\$ -	\$ -	\$ -	\$ -	\$ 90,000	\$ -	\$ 10,711	\$ -	\$ 15,000	\$ -	\$ -	\$ -	\$ -	\$ 90,000
Ending Cash	\$ 20,150	\$ 250,778	\$ 2,913	\$ 89,088	\$ 37,802	\$ 44,847	\$ 134,134	\$ 218,875	\$ 167,590	\$ 154,217	\$ 265,940	\$ 258,440	\$ 256,393	\$ 325,711