

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA**

	X	
In re	:	
	:	Chapter 11
HOSPITAL FOR SPECIAL SURGERY, LLC	:	
<i>Db</i> a ONECORE HEALTH,	:	Case No. 24-12862-_____
	:	
Debtor.	:	
	X	

**DEBTOR’S NOTICE OF UNANIMOUS CONSENT OF THE MANAGERS OF
HOSPITAL FOR SPECIAL SURGERY, L.L.C. TO FILING OF VOLUNTARY PETITION**

Hospital for Special Surgery, LLC *dba* OneCore Health (“OneCore” or “Debtor”) hereby gives notice of the *Unanimous Consent of the Managers of Hospital for Special Surgery, L.L.C.* to seek protection under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”) annexed hereto as Exhibit 1.

Dated: October 7, 2024

Respectfully submitted,

ONECORE

/s/ Craig M. Regens
 William H. Hoch, OBA #15788
 Craig M. Regens, OBA #22894
 Mark A. Craige, OBA #1992
 Kaleigh Ewing, OBA #35598
 -Of the Firm-
 CROWE & DUNLEVY
 A Professional Corporation
 Braniff Building
 324 N. Robinson Ave., Suite 100
 Oklahoma City, OK 73102-8273
 (405) 235-7700
 will.hoch@crowedunlevy.com
 craig.regens@crowedunlevy.com



mark.craige@crowedunlevy.com
kaleigh.ewing@crowedunlevy.com

Proposed Counsel to Debtor

Exhibit 1

Unanimous Consent of the Managers of Hospital for Special Surgery, L.L.C.

**UNANIMOUS CONSENT OF
THE MANAGERS OF
HOSPITAL FOR SPECIAL SURGERY, L.L.C.,
An Oklahoma Limited Liability Company**

October 4, 2024

The undersigned, who collectively constitute all of the Managers of Hospital for Special Surgery, L.L.C., an Oklahoma limited liability company doing business as OneCore Health (the “**Company**”), hereby authorize, approve and consent to the adoption of the following resolutions pursuant to the Company’s Third Amended and Restated Limited Liability Operating Agreement dated effective April 16, 2015 (as amended, the “**Operating Agreement**”). Capitalized terms used in this Unanimous Consent and not separately defined have the meanings ascribed to them in the Operating Agreement.

Protection under Chapter 11 of the Bankruptcy Code

WHEREAS, the Board of Managers has determined that it is desirable for the Company to reorganize under Chapter 11 of the United States Bankruptcy Code of 1978, as amended (the “**Bankruptcy Code**”):

RESOLVED, the officers of the Company be, and each of them hereby is, authorized and directed to file in the name and on behalf of the Company a voluntary petition under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Western District of Oklahoma (the “**Bankruptcy Court**”);

FURTHER RESOLVED, the officers of the Company be, and each of them hereby is, authorized and directed to execute and to file in the name and on behalf of the Company all petitions, schedules, lists and other papers and to take such further actions as may be proper or advisable in connection with the proceedings before the Bankruptcy Court;

FURTHER RESOLVED, the officers of the Company are, and each of them is, authorized and directed for and on behalf of the Company to execute, to deliver and to file any and all agreements, certificates and instruments and documents, attested by any Company officer, if requested or required, in such form and with such terms and provisions as any such officer may approve, his or her execution, delivery and/or filing thereof to be conclusive evidence of such approval, and to take such other action as any of them may deem proper or appropriate to carry out the intent and purposes of the foregoing resolutions.

**Engagement of Chief Restructuring Officer and
Employment of Professionals**

WHEREAS, it is necessary to engage a Chief Restructuring Officer of the Company and to employ various professionals to assist the Company in the bankruptcy proceedings:

RESOLVED, Carrie McEntire of McEntire Advisory PLLC is hereby appointed, subject to Bankruptcy Court approval, to serve as the Company’s Chief Restructuring

Officer and financial advisor, to advise the Company, the Board of Managers and its officers and personnel in connection with matters associated with the Company's bankruptcy and otherwise to have all power and authority for and on behalf of the Company as customarily is associated with such positions;

FURTHER RESOLVED, the Company is hereby authorized to enter into a representation agreement with Ms. McEntire and/or her firm in such form and with such terms and provisions as any executive officer of the Company shall approve, any such officer's execution thereof to be conclusive evidence of such approval;

FURTHER RESOLVED, the law firm of Crowe & Dunlevy, A Professional Corporation ("C&D"), is hereby engaged, subject to the approval of the Bankruptcy Court, as general bankruptcy counsel to the Company;

FURTHER RESOLVED, the law firm of Liz George & Associates ("LGA") is hereby engaged, subject to the approval of the Bankruptcy Court, as special bankruptcy counsel to the Company;

FURTHER RESOLVED, the execution and the delivery of any engagement agreement or similar agreement in respect of the representation of the Company by either C&D or LGA, as applicable, each in the form and with such terms and provisions as are approved by the executive officers of the Company, or any of them, from time to time, any such officer's execution thereof on behalf of the Company to be conclusive evidence of such approval, and the performance by the Company of its obligations thereunder, be, and they hereby are, approved in all respects; and

FURTHER RESOLVED, the firm of Kurtzman Carson Consultants, LLC d/b/a Verita Global is hereby engaged, subject to the approval of the Bankruptcy Court, to act as the Company's official noticing, claims and solicitation agent in place of the Clerk of the Bankruptcy Court, and the prior execution on behalf of the Company of that certain Verita Agreement for Services between such firm and the Company dated as of October 2, 2024, is hereby ratified and approved for and on behalf of the Company in all respects.

Cash Collateral

WHEREAS, the Company will need to enter into one or more financing arrangements in connection with its bankruptcy, and the Board of Managers desires to authorize same:

RESOLVED, the Company is authorized to seek the use of, and to use, cash collateral in the proceeding completed thereby and, if necessary or appropriate, to enter into a cash collateral agreement and other related documents with BOKF, NA d/b/a Bank of Oklahoma, in order to use such cash collateral, in each case in such form as may be approved by any executive officer of the Company, such approval to be conclusively evidenced by his or her signature; and

FURTHER RESOLVED, the officers of the Company are, and each of them is, authorized and directed to execute and to deliver such loan and other documents for and on behalf of the Company.

General Authority

FURTHER RESOLVED, the officers of the Company are, and each of them is, hereby authorized and directed to take any and all such actions as they, or any of them, shall determine, in his, her or their respective sole discretion, are advisable, proper or appropriate to carry out the intent and the purposes of the foregoing resolutions.

This Unanimous Consent may be executed in multiple counterparts (including, without limitation, by means of counterparts delivered electronically), each of which shall be deemed an original and all of which shall constitute one Unanimous Consent of the Managers of the Company.

Execution page follows this page.

The undersigned hereby certify that they comprise all of the Managers of Hospital for Special Surgery, L.L.C., an Oklahoma limited liability company, entitled to vote on the foregoing matters, and each of them does hereby consent and agree to the foregoing actions, resolutions and matters effective as of the date set forth above.

DocuSigned by:
Brian Campbell
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Brian Campbell

DocuSigned by:
Steven Hockert
DBDBE678C51E42C...

Steven Hockert

DocuSigned by:
Kyle Pewitt
7D8343E9080D44E...

Kyle Pewitt

Signed by:
[Signature]
157A3C441B394F2...

Steve Randall, M.D.

DocuSigned by:
Jason Emerson, D.O.
249D9CE0028B401...

Jason Emerson, D.O.

Signed by:
Todd Olsen, M.D.
133FB38BF6A242F...

Todd Olsen, M.D.

MANAGERS