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7 *Unsecured Creditors of Verity Health System of*
8 *California, Inc., et al.*

9 **UNITED STATES BANKRUPTCY COURT**
CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION

10 In re:
11 VERITY HEALTH SYSTEM OF CALIFORNIA,
12 INC., *et al.*,
13 Debtors and Debtors In Possession.

- 14 Affects:
- 15 All Debtors
 - 16 Verity Health System of California, Inc.
 - 17 O’Connor Hospital
 - 18 Saint Louise Regional Hospital
 - 19 St. Francis Medical Center
 - 20 St. Vincent Medical Center
 - 21 Seton Medical Center
 - 22 O’Connor Hospital Foundation
 - 23 Saint Louise Regional Hospital
 - 24 Foundation
 - 25 St. Francis Medical Center of
 - 26 Lynwood Foundation
 - 27 St. Vincent Foundation
 - 28 St. Vincent Dialysis Center, Inc.
 - Seton Medical Center Foundation
 - Verity Business Services
 - Verity Medical Foundation
 - Verity Holdings, LLC
 - De Paul Ventures, LLC
 - De Paul Ventures - San Jose Dialysis, LLC

Debtors and Debtors In Possession.

Lead Case No. 2:18-bk-20151-ER
Jointly Administered With:
CASE NO.: 2:18-bk-20162-ER
CASE NO.: 2:18-bk-20163-ER
CASE NO.: 2:18-bk-20164-ER
CASE NO.: 2:18-bk-20165-ER
CASE NO.: 2:18-bk-20167-ER
CASE NO.: 2:18-bk-20168-ER
CASE NO.: 2:18-bk-20169-ER
CASE NO.: 2:18-bk-20171-ER
CASE NO.: 2:18-bk-20172-ER
CASE NO.: 2:18-bk-20173-ER
CASE NO.: 2:18-bk-20175-ER
CASE NO.: 2:18-bk-20176-ER
CASE NO.: 2:18-bk-20178-ER
CASE NO.: 2:18-bk-20179-ER
CASE NO.: 2:18-bk-20180-ER
CASE NO.: 2:18-bk-20181-ER
Chapter 11 Cases

Hon. Ernest M. Robles

**OFFICIAL COMMITTEE OF
UNSECURED CREDITORS’ LIMITED
OPPOSITION TO DEBTORS’ MOTION
FOR ENTRY OF AN ORDER
AMENDING KEY EMPLOYEE
INCENTIVE PLAN AND KEY
EMPLOYEE RETENTION PLAN**

[RELATES TO DOCKET NO. 4086]

Hearing:

Date: March 17, 2020

Time: 10:00 a.m.

Location: Courtroom 1568

255 E. Temple St.

Los Angeles, CA 90012



182015120030300000000002

1 The Official Committee of Unsecured Creditors of Verity Health System of California, Inc.,
2 *et al.* (the “Committee”), appointed in connection with the chapter 11 cases of the above-captioned
3 debtors and debtors-in-possession (the “Debtors”), hereby opposes the *Debtors’ Motion for Entry of*
4 *an Order Amending Key Employee Incentive Plan and Key Employee Retention Plan* [Docket
5 No. 4086] (the “Motion”).¹ In support of this opposition, the Committee respectfully states as follows:

6 **LIMITED OPPOSITION**

7 The Committee understands and appreciates that members of the Debtors’ management team
8 are working to maximize asset value; and, clearly, it is not management’s fault that Strategic Global
9 Management, Inc. chose to breach the contract requiring SGM to purchase the Debtors’ hospitals.
10 While the Committee does not oppose the proposed Key Employee Incentive Plan (“KEIP”) and Key
11 Employee Retention Plan (“KERP”) in principle, the Committee is concerned that the beneficiaries of
12 the KEIP and KERP—who will be administrative creditors—will receive payment in full from the
13 Debtors, while other administrative creditors *may not be paid in full*. When it comes to paying
14 administrative claims, a debtor cannot pick and choose—all allowed administrative claims must be
15 paid in full.

16 The proposed budget attached to the Debtors’ cash collateral stipulation [Docket No. 4184]
17 does not appear to provide for payment of all allowed administrative claims in full. As described
18 further in the Committee’s objection to the cash collateral stipulation and the order thereon [Docket
19 No. 4199], which is hereby incorporated by reference, the Committee is concerned that these chapter
20 11 cases will benefit the Debtors’ secured creditors—but the secured creditors are not paying the
21 associated costs. Because the Debtors waived their section 506, section 552, and marshaling rights, it
22 is imperative that the proposed budget provide for the payment in full of all allowed administrative
23 claims in order to prevent a scenario where some administrative claimants (*e.g.*, members the Debtors’
24 management team) receive payment in full on their administrative claims while other administrative
25 claimants do not.

26 It is not enough to contend, as the Debtors presumably will, that allowed administrative claims
27 not covered by the proposed budget would be paid as part of plan confirmation—because there is no
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¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

1 assurance at this time that a plan will be confirmed (although both the Debtors and the Committee
2 strongly support that goal).

3 In order for their Motion to be granted, the Debtors should present evidence that they have
4 obtained a commitment from the secured creditors to provide sufficient funding and carve outs to
5 permit the Debtors to pay *all* allowed administrative claims in full.

6 **CONCLUSION**

7 **WHEREFORE**, the Committee requests that the Court grant the Motion only upon a showing
8 by the Debtors that they have obtained a commitment from the secured creditors to provide sufficient
9 funding and carve outs to permit the Debtors to pay all allowed administrative claims in full.

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DATED: March 3, 2020

MILBANK LLP

/s/ Mark Shinderman
GREGORY A. BRAY
MARK SHINDERMAN
JAMES C. BEHRENS

Counsel for the Official Committee of
Unsecured Creditors of Verity Health System of
California, Inc., et al.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

2029 Century Park E, 33rd Floor, Los Angeles, CA 90067.

A true and correct copy of the foregoing document entitled (*specify*): OFFICIAL COMMITTEE OF UNSECURED CREDITORS' LIMITED OPPOSITION TO DEBTORS' MOTION FOR ENTRY OF AN ORDER AMENDING KEY EMPLOYEE INCENTIVE PLAN AND KEY EMPLOYEE RETENTION PLAN will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) March 3, 2020, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) March 3, 2020, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) March 3, 2020, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

March 3, 2020
Date

Ricky Windom
Printed Name

/s/ Ricky Windom
Signature

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