



IT IS ORDERED as set forth below:

Date: August 5, 2022

**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.)

**ORDER ESTABLISHING NOTICE AND OBJECTION PROCEDURES WITH
RESPECT TO DEBTORS' MOTION FOR AUTHORITY TO SELL ASSETS FREE
AND CLEAR OF LIENS, CLAIMS, AND ENCUMBRANCES**

THIS CAUSE came before the Court at a hearing at 11:00 a.m. on July 27, 2022 (the “**Hearing**”) to consider the Debtors’ First Motion (A) For Authority To Sell Assets Free and Clear of Liens, Claims, and Encumbrances; (B) To Assume and Assign Certain Executory Contracts, Leases and Licenses and Establish Cure Costs in Connection Therewith; (C) To Establish Procedures with Respect to Such Sale and the Assumption and Assignment of Executory Contracts and Leases; (D) To Consider Approval of Breakup Fee; and (E) To Shorten and Limit Notice (the “**Sale Motion**”) [Dkt. No. 141] by the above-captioned debtors and



debtors-in-possession (collectively, the “**Debtors**”).¹ The Court previously approved bidding and other procedures (the “**Bid Procedures**”) with respect to the Sale Motion by Order entered on May 11, 2022 [Dkt. No. 145], which was later amended by Order entered on June 22, 2022 [Dkt. No. 157] (together, the “**Bid Procedures Order**”). The Bid Procedures Order provided, *inter alia*, that (i) Potential Bidders² were required to submit proposed bids for some or all of the Debtors’ assets on or before a Bid Deadline of 4:00 p.m. on July 21, 2022, (ii) any such bids which satisfied Participation Requirements set forth in the Bid Procedures Order would be deemed “Qualified Bids” entitled to participate in an Auction to be held at 10:00 a.m. on July 26, 2022.

Present at the Hearing were counsel for the Debtor; the U.S. Trustee; counsel for UMB Bank, N.A., as indenture trustee (“**UMB**”); and counsel for the Georgia Department of Human Services (“**DHS**”). At the Hearing, counsel for the Debtors reported that the Debtors had received a number of informal letters of intent from prospective purchasers offering to purchase assets of one or more facilities of the Debtors, but that none of these offers currently constituted Qualified Bids. Counsel for the Debtors stated further that the Debtors needed more time to seek to negotiate with prospective purchasers the terms and conditions of an asset purchase agreement which would be acceptable to the Debtors and UMB and which would thereafter be presented to

¹The Debtors in these chapter 11 cases include: Regional Housing & Community Services Corporation, RHCSC Columbus AL Holdings LLC, RHCSC Columbus Health Holdings LLC, RHCSC Douglas AL Holdings LLC, RHCSC Douglas Health Holdings LLC, RHCSC Gainesville AL Holdings LLC, RHCSC Gainesville Health Holdings LLC, RHCSC Montgomery I AL Holdings LLC, RHCSC Montgomery I Health Holdings LLC, RHCSC Montgomery II AL Holdings LLC, RHCSC Montgomery II Health Holdings LLC, RHCSC Rome AL Holdings LLC, RHCSC Rome Health Holdings LLC, RHCSC Savannah AL Holdings LLC, RHCSC Savannah Health Holdings LLC, RHCSC Social Circle AL Holdings LLC, and RHCSC Social Circle Health Holdings LLC.

² Capitalized terms used but not otherwise defined in this Order shall have the meanings ascribed thereto in the Bid Procedures Order.

the Court for approval under the Sale Motion (each, a “**Proposed Agreement**”).³ Counsel for the Debtors requested that the Court approve any such Proposed Agreement under the procedures set forth below. The Court having reviewed the Sale Motion, the record in this case, and for cause shown, IT IS HEREBY ORDERED, ADJUDGED AND DECREED as follows:

1. The Debtors shall be authorized to continue to negotiate with prospective purchasers in an effort to finalize one or more Proposed Agreements for the purchase of the Debtors’ assets.

2. The Court shall consider approval of any Proposed Agreement on an expedited basis as set forth below:

a. The Debtors may file with the Court a Proposed Agreement and promptly thereafter contact chambers to obtain a hearing date for the Court to consider approval of the Proposed Agreement, as well as a deadline to file any objections thereto. Subject to the Court’s availability, a hearing to consider any Proposed Agreement may be scheduled on no less than seven (7) days’ notice.

b. The Debtors shall thereafter file with the Court a notice (a “**Proposed Sale Notice**”) which sets forth the hearing date, objection deadline, and describes the proposed purchase price and assets to be sold. Each Proposed Sale Notice shall be served on counsel for the U.S. Trustee, counsel for UMB, counsel for DHS, and any other party who after entry of this Order files with the Court a separate request for service of any Proposed Sale Notice. Service of a Proposed Sale Notice shall be effective upon filing with respect to any party who has entered an appearance in this case through the Court’s ECF system and is a registered user.

³ Any such Proposed Agreement may include a credit bid for any or all of the Debtors’ assets by UMB or the Ecofin Direct Municipal Opportunities Fund, LP and Ecofin Tax-Advantaged Social Impact Fund, Inc., as DIP Lender.

3. ALL CREDITORS AND PARTIES IN INTEREST ARE HEREBY NOTIFIED THAT IF YOU WISH TO RECEIVE SERVICE OF PROPOSED SALE NOTICES YOU MUST AFTER ENTRY OF THIS ORDER FILE WITH THE COURT A SEPARATE REQUEST FOR SUCH SERVICE, REGARDLESS OF WHETHER YOU PREVIOUSLY FILED A NOTICE OF APPEARANCE AND/OR REQUEST FOR NOTICES IN THIS CASE.

4. The Debtors shall serve a copy of this Order on (i) all parties on the Limited Service List as provided in Paragraph D of the Complex Case Procedures, and (ii) by first class mail, overnight delivery or email on all individuals or entities who have expressed in writing to Senior Living Investment Brokerage, Inc. an interest in acquisition of all or part of the Debtors' assets.

[END OF DOCUMENT]

Prepared and presented by:
SCROGGINS & WILLIAMSON, P.C.

/s/ J. Robert Williamson
J. ROBERT WILLIAMSON
Georgia Bar No. 765214
ASHLEY REYNOLDS RAY
Georgia Bar No. 601559
4401 Northside Parkway, Suite 450
Atlanta, GA 30327
T: (404) 893-3880
E: rwilliamson@swlawfirm.com
aray@swlawfirm.com
Counsel for the Debtors

Distribution List

Ashley R. Ray
Scroggins & Williamson, P.C.
4401 Northside Parkway
Suite 450
Atlanta, GA 30327

Charles W. Azano
Greenberg Traurig, LLP
One International Place
Suite 2000
Boston, MA 02110

Vanessa A. Leo
Office of the United States Trustee
362 Richard Russell Federal Building
75 Ted Turner Drive, SW
Atlanta, GA 30303