

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.)
)
_____)

**STIPULATION EXTENDING MATURITY DATE FOR SECURED
POSTPETITION FINANCING AND CONTINUED USE OF CASH COLLATERAL**

WHEREAS on August 26, 2021 (the “**Petition Date**”), the above-captioned debtors and debtors and debtors-in-possession (collectively, the “**Debtors**”)¹ each filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”) with the United States Bankruptcy Court for the Northern District of Georgia, Rome Division (the “**Court**”).

WHEREAS on or about August 27, 2021, the Debtors filed a Motion for Authority to Use Cash Collateral and a Motion for Interim and Final Orders (I) Authorizing 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 (III) Scheduling a Final Hearing (the “**Financing Motion**”).

WHEREAS the Court entered various interim orders with regard to the Financing Motion (the “**Interim DIP Orders**”), and, on October 18, 2021, the Court entered a Final Order

¹ The 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.



(I) Authorizing 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 (the “**Final DIP Order**”).

WHEREAS on January 12, 2022, the Debtors filed a Motion for Entry of Consent Order Extending Maturity Date for Secured Postpetition Financing and Continued Use of Cash Collateral.

WHEREAS on January 14, 2022, the Court entered a Consent Order Extending Maturity Date for Secured Postpetition Financing and Continued Use of Cash Collateral (the “**Consent Order**”), which, among other things, extended the Maturity Date² of the DIP Loan and DIP Documents to March 12, 2022, and also authorized the Debtors and UMB Bank, N.A., as indenture trustee (the “**Bond Trustee**”) to further extend the Maturity Date of the DIP Loan and DIP Documents by stipulation.

WHEREAS the Debtors and the Bond Trustee have now agreed to extend the Maturity Date in accordance with the terms of this Stipulation.

WHEREFORE, the Debtors and the Bond Trustee stipulate and agree as follows:

1. Except as otherwise modified herein, the Interim DIP Orders, the Final DIP Order and the Consent Order shall remain in effect in accordance with their terms.
2. The Maturity Date shall be extended through and including May 14, 2022.
3. The Budget attached hereto as Exhibit A shall modify and/or supplement the Budget attached as Exhibit A to the Consent Order.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Final DIP Order

4. The following Milestones shall be deemed incorporated into the DIP Documents:
- a. **March 18, 2022** – The Debtors shall select, subject to the approval and consent of the Bond Trustee, a broker or investment advisor (the “**Broker**”) to conduct a sales process with regard to some or all of the Debtors’ facilities.
 - b. **March 25, 2022** – The Broker shall send out a teaser to potentially interested parties for the sale of some or all of the Debtors’ facilities.
 - c. **May 2, 2022** – The Debtors shall file a sale motion/bid procedures motion with regard to some or all of the Debtors’ facilities.

So stipulated this 11th day of March, 2022.

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Exhibit A

Budget

RHCSC Cash Flow Budget

From the Period 02.27.2022 to 05.14.2022

All

Facility:

Cash Flow Worksheet	Projections												PERIOD						
	Week Beginning Date	3/5/2022	3/12/2022	3/19/2022	3/26/2022	3/20/2022	3/27/2022	4/3/2022	4/10/2022	4/17/2022	4/24/2022	4/30/2022	5/7/2022	5/14/2022	8/29/2021	2/27/2022	5/14/2022	Week 28-38	Actual + Proj
Week Ending Date	Week 28	Week 29	Week 30	Week 31	Week 32	Week 33	Week 34	Week 35	Week 36	Week 37	Week 38	Week 39	Week 40	Week 41	Week 42	Week 43	Week 44	Week 45	Week 46
Beginning Cash Balance	\$643,733	\$632,359	\$501,496	\$551,544	\$307,861	\$285,862	\$579,863	\$631,851	\$402,484	\$359,343	\$175,011							\$43,064	
Cash Receipts																			
BK Category																			
Cash Collections	\$ 90,914	\$ 178,781	\$ 132,365	\$ 43,050	\$ 92,850	\$ 182,508	\$ 135,125	\$ 43,948	\$ 13,535	\$ 186,234	\$ 137,884							\$ 4,227,194	
Draw on DIP	-	-	-	-	-	400,000	-	-	-	-	-	-	-	-	-	-	-	-	2,350,000
Provider Relief Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,148,404
Total Cash Receipts	\$ 90,914	\$ 178,781	\$ 132,365	\$ 43,050	\$ 92,850	\$ 582,508	\$ 135,125	\$ 43,948	\$ 13,535	\$ 186,234	\$ 137,884							\$ 6,088,404	
Cash Disbursements																			
BK Category																			
Payroll & Payroll Tax	(4,015)	(221,779)	(4,015)	(221,779)	(4,015)	(221,779)	(4,015)	(221,779)	(4,015)	(221,779)	(4,015)							(3,791,810)	
Insurance	(55,484)	-	-	-	(55,484)	-	-	-	-	(55,484)	-							(1,254,599)	
Petty Cash	(362)	(390)	(359)	(368)	(358)	(374)	(386)	(362)	(328)	(348)	(375)							(10,687)	
Bank Fees	-	-	-	(3,000)	-	-	-	(3,000)	-	-	-							(23,731)	
Management Fee	-	(35,000)	(1,273)	(6,000)	-	(35,000)	(1,250)	-	(6,000)	(35,000)	(1,250)							(261,179)	
Rental / Lease Equipment	(1,472)	(1,502)	(1,573)	(1,655)	(1,352)	(1,436)	(1,451)	(1,486)	(1,329)	(1,431)	(1,451)							(51,139)	
Resident Refund	(873)	(2,832)	(1,324)	(431)	(928)	(1,825)	(1,351)	(439)	(135)	(1,862)	(1,379)							(31,800)	
Food and Other Supplies	(8,498)	(8,251)	(8,065)	(7,678)	(6,841)	(7,075)	(5,913)	(6,315)	(6,738)	(7,165)	(7,589)							(80,130)	
Utilities	(12,228)	(12,634)	(12,567)	(12,262)	(11,842)	(12,422)	(11,972)	(12,176)	(12,350)	(12,806)	(12,795)							(452,239)	
Other	(19,356)	(27,254)	(8,142)	(13,561)	(34,029)	(8,594)	(11,797)	(7,757)	(13,301)	(34,691)	(12,147)							(493,632)	
Total Cash Disbursements	\$ (102,289)	\$ (309,643)	\$ (37,317)	\$ (266,734)	\$ (114,849)	\$ (288,506)	\$ (38,137)	\$ (253,315)	\$ (44,196)	\$ (370,566)	\$ (41,002)							\$ (1,866,555)	
Cash Flow From Operations w DIP	(11,374)	(130,862)	95,048	(223,683)	(21,999)	294,001	96,988	(209,367)	(30,661)	(184,332)	96,882							1,034,039	
DIP Lender	-	-	-	-	-	-	-	-	-	-	-							-	
US Trustee	-	-	-	-	-	-	-	-	(12,481)	-	-							(12,481)	
Bankruptcy Professionals	-	-	(45,000)	(20,000)	-	-	(45,000)	(20,000)	-	-	-							(130,000)	
Net Cash Flow	\$ (11,374)	\$ (130,862)	\$ 50,048	\$ (243,683)	\$ (21,999)	\$ 294,001	\$ 51,988	\$ (229,367)	\$ (43,142)	\$ (184,332)	\$ 96,882							\$ (371,841)	
Ending Balance	\$632,359	\$501,496	\$551,544	\$307,861	\$285,862	\$579,863	\$631,851	\$402,484	\$359,343	\$175,011	\$271,893							\$271,893	