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UNITED STATES DISTRICT COURT
FOR THE CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION - LOS ANGELES

In re
VERITY HEALTH SYSTEM OF CALIFORNIA, INC., *et al*.

VERITY HEALTH SYSTEM OF CALIFORNIA, INC., a California nonprofit public benefit corporation, ST. VINCENT MEDICAL CENTER, a California nonprofit public benefit corporation, ST. VINCENT DIALYSIS CENTER, INC., a California nonprofit public benefit corporation, and ST. FRANCIS MEDICAL CENTER, a California nonprofit public benefit corporation, SETON MEDICAL CENTER, a California nonprofit public benefit corporation, and VERITY HOLDINGS, LLC, a California limited liability company,

Plaintiffs,

v.

KALI P. CHAUDHURI, M.D., an individual, STRATEGIC GLOBAL MANAGEMENT, INC., a California corporation, KPC HEALTHCARE HOLDINGS, INC. a California Corporation KPC HEALTH PLAN HOLDINGS, INC. a California Corporation, KPC HEALTHCARE, INC. a Nevada Corporation, KPC GLOBAL MANAGEMENT, LLC, a California Limited Liability Company, and DOES 1 through 500,

Defendants.

Case No. 2:20-cv-00613-DSF

Hon. Dale S. Fischer

DECLARATION OF SONIA R. MARTIN IN SUPPORT OF PLAINTIFFS' OPPOSITION TO DEFENDANTS' MOTION TO DISMISS FIRST AMENDED COMPLAINT

Date: August 10, 2020
Time: 1:30 p.m.
Place: Courtroom 7D
350 West 1st Street
Los Angeles, CA 90012

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DECLARATION OF SONIA R. MARTIN

I, Sonia R. Martin, declare as follows:

1. I am a partner in the law firm of Dentons US LLP and am licensed to practice law in all the state and federal courts in the State of California. I am one of the attorneys of record for Plaintiffs Verity Health System of California, Inc. ("VHS"), St. Vincent Medical Center and its wholly-owned subsidiary, St. Vincent Dialysis Center, Inc. ("collectively, St. Vincent"), St. Francis Medical Center ("St. Francis"), Seton Medical Center ("Seton," and together with St Francis and St. Vincent, the "Plaintiff Hospitals" or the "Hospitals"), and Verity Holdings, LLC ("Verity Holdings"), and the Chapter 11 Debtors and Debtors in Possession (collectively, the "Debtors" or "Plaintiffs") in the above-captioned action. I have personal knowledge of the facts set forth in this declaration and, if called as a witness, could and would competently testify thereto. I submit this declaration in support of Plaintiffs' Opposition to Defendants' Motion to Dismiss Plaintiffs' First Amended Complaint.

2. By Stipulation and Order dated April 13 and April 14, 2020, the parties agreed to stay this action pending the Court's decision on the Appeals. [2:20-cv-00613-DSF, Docket Nos. 35, 36]. The same Stipulation and Order provided that "[o]nce the Court issues a ruling regarding the appeals, the parties will further meet and confer regarding any motion to dismiss contemplated by Defendants, and any amendment to the First Amended Complaint contemplated by Plaintiffs."

3. Defendants did not further meet and confer before filing a Motion to Dismiss Plaintiffs' First Amended Complaint ("Motion to Dismiss") on July 10, 2020. [2:20-cv-00613-DSF, Docket No. 39].

4. Although the parties discussed some of Defendants' arguments before the stay was entered, Defendants did not raise all the arguments in the Motion to Dismiss at that time and other arguments were not fully discussed. During the discussion that took place prior to the entry of the stay, some of my questions were not answered that related to how Defendants' arguments were impacted by the new allegations in the amended

complaint relating to Section 8.7 of the APA. In addition, Defendants' Motion to Dismiss the amended complaint raises arguments regarding Section 8.6 of the APA, which were not addressed during the prior meet and confer.

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

Executed on July 21, 2020, in San Francisco, California.

/s/ Sonia R. Martin
Sonia R. Martin