

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

HYGEA HOLDINGS CORP., et al.,  
  
Debtors.

Chapter 11

Case No. 20-10361 (KBO)  
(Jointly Administered)

**DECLARATION IN SUPPORT OF THE APPLICATION FOR AN  
ORDER AUTHORIZING EMPLOYMENT AND RETENTION  
OF FTI CONSULTING, INC. AS FINANCIAL ADVISOR FOR  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Pursuant to 28 USC Section 1746, Chad J. Shandler declares as follows:

1. I am a Senior Managing Director with FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”), an international consulting firm. I submit this Declaration on behalf of FTI (the “Declaration”) in support of the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of Hygea Holdings Corporation, the debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), for an order authorizing the employment and retention of FTI as financial advisor under the terms and conditions set forth in the Application. Except as otherwise noted<sup>1</sup>, I have personal knowledge of the matters set forth herein.

**Disinterestedness and Eligibility**

2. In connection with the preparation of this Declaration, FTI conducted a review of its contacts with the Debtors, their affiliates and certain entities holding large claims against or interests in the Debtors that were made reasonably known to FTI. A listing of the parties reviewed is reflected on Exhibit A to this Declaration. FTI’s review, completed under my supervision,

---

<sup>1</sup> Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at FTI and are based on information provided by them.

consisted of a query of the Exhibit A parties within an internal computer database containing names of individuals and entities that are present or recent former clients of FTI. A listing of such relationships that FTI identified during this process is set forth on Exhibit B to this Declaration.

3. Based on the results of its review, FTI does not have a relationship with any of the parties on Exhibit A in matters related to these proceedings. FTI has provided and could reasonably expect to continue to provide services unrelated to the Debtors' cases for the various entities shown on Exhibit B. FTI's assistance to these parties has been related to providing various financial restructuring, litigation support, technology, strategic communications, and economic consulting services. To the best of my knowledge, FTI does not hold or represent any interest adverse to the estate, nor does FTI's involvement in these cases compromise its ability to continue such consulting services.

4. It is my understanding that The American Express Company and its subsidiaries is a creditor in connection with these proceedings. FTI has performed and continues to perform Economic Consulting, Forensic and Litigation Consulting, and Technology consulting services on behalf of American Express. All matters are unrelated to the present proceeding.

5. In addition, Laureen E. Seeger, a member of the board of directors of FTI Consulting, Inc., is currently Executive Vice President and General Counsel of The American Express Company. To the best of my knowledge, Laureen E. Seeger does not have any professional involvement in this matter in any capacity.

6. Prior to the Debtors filing for bankruptcy, another team of FTI Consulting professionals provided certain services to the Debtors so they could finalize various financial statements and complete independent audits. The FTI team was engaged in March of 2017 and ceased substantial work for the Company in August of 2017. As a result of this engagement, FTI

Consulting has an accounts receivable balance of approximately \$500,000, which FTI will write-off and waive all claims related to this receivable. No timekeepers from this prior engagement are involved in the current work for the UCC and appropriate ethical walls have been implemented.

7. In order to maintain the confidentiality of the client information in connection with FTI's engagement on behalf of the Committee (the "**FTI Committee Engagement**"), FTI will protect the client information through the use of its Ethical Wall procedures. In conjunction with the foregoing, FTI has established and will maintain the following internal procedures: (i) each FTI professional on the FTI Committee Engagement ("**FTI Committee Professionals**") and the FTI Hygea Health Holdings Engagement ("**FTI HHC Engagement Professionals**") shall acknowledge in writing that he or she may receive certain nonpublic information and that he or she is aware of the information wall in effect and will follow the information wall procedures therein; (ii) FTI Committee Professionals will not directly or indirectly share any nonpublic information generated by, received from or relating to Committee activities or Committee membership with FTI HHC Engagement Professionals, and FTI HHC Engagement Professionals will not directly or indirectly share any nonpublic information generated by, received from or relating to the FTI HHC Engagement, with FTI Committee Professionals, except that a good-faith communication of publicly available information shall not be presumed to be a breach of the obligations of FTI or any FTI Committee Professionals or FTI HHC Engagement Professionals under such information wall procedures; (iii) FTI is setting up electronic internal security walls to ensure that only FTI employees involved directly with or working on the FTI Committee Engagement may have access to the information, databases, e-mails, schedules or any other information relating to that engagement; (iv) FTI shall periodically monitor, consistent with its ordinary course compliance practice, communications through electronic means among FTI Committee Professionals and FTI

HHC Engagement Professionals to ensure that such exchanges are performed in a manner consistent with the information wall procedures; (v) FTI shall immediately disclose to Committee counsel and the United States Trustee any material breaches of the procedures described herein. If FTI ceases to act as advisor to the Committee, it will continue to follow the procedures set forth above until a plan has been confirmed in the Debtors' chapter 11 case or the chapter 11 case has been converted or dismissed.

8. Further, as part of its diverse practice, FTI appears in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' cases. Also, FTI has performed in the past, and may perform in the future, advisory consulting services for various attorneys and law firms, and has been represented by several attorneys, law firms and financial institutions, some of whom may be involved in these proceedings.

9. In addition, FTI has in the past, may currently and will likely in the future be working with or against other professionals involved in these cases in matters unrelated to the Debtors and these cases. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships create interests adverse to the estate, and none are in connection with these cases.

10. FTI is not believed to be a "Creditor" with respect to fees and expenses of any of the Debtors within the meaning of Section 101(10) of the Bankruptcy Code. FTI Consulting has an accounts receivable balance of approximately \$500,000 related to the FTI HHC Engagement. FTI will be write-off and waive all related claims related to this receivable. Further, neither I nor any other member of the FTI engagement team serving this Committee, to the best of my knowledge, is a holder of any outstanding debt instruments or shares of the Debtors' stock.

11. As such, to the best of my knowledge, FTI does not hold or represent any interest adverse to the estate, and therefore believes it is eligible to represent the Committee under Section 1103(b) of the Bankruptcy Code.

12. It is FTI's policy and intent to update and expand its ongoing relationship search for additional parties in interest in an expedient manner. If any new material relevant facts or relationships are discovered or arise, FTI will promptly file a Bankruptcy Rule 2014(a) Supplemental Declaration.

### **Professional Compensation**

13. Subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, applicable U.S. Trustee guidelines and local rules, FTI will seek payment for compensation on an hourly basis, plus reimbursement of actual and necessary expenses incurred by FTI, including legal fees related to this retention application and future fee applications as approved by the court. FTI's customary hourly rates as charged in bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in the Application for the employment of FTI. These hourly rates are adjusted periodically.

14. According to FTI's books and records, during the ninety day period prior to the Debtors' petition date, FTI performed no professional services or incurred any reimbursable expenses on behalf of the Debtors.

15. To the best of my knowledge, a) no commitments have been made or received by FTI with respect to compensation or payment in connection with these cases other than in accordance with the provisions of the Bankruptcy Code and b) FTI has no agreement with any

other entity to share with such entity any compensation received by FTI in connection with these chapter 11 cases.

I declare under penalty of perjury that the foregoing is true and correct

Executed this 30th day of March 2020

/s/ Chad J. Shandler

Chad J. Shandler

**EXHIBIT A**

**Listing of Parties-in-Interest Reviewed for Current and Recent Former Relationships**

**Debtors**

All Care Management Services  
Hygea Health Holdings  
Hygea Holdings Corp.  
Hygea IGP of Central Florida  
Hygea Primum Acquisition  
Palm Allcare Medicaid MSO  
Palm Allcare MSO  
Palm Medical Group  
Palm MSO System  
Palm PGA MSO  
Primum Alternatives  
Professional Health Choice

**Debtors' Subsidiaries**

First Harbour Health Management  
First Harbour Medical Centers  
Florida Group Healthcare  
Gemini Healthcare Fund  
Hygea Acquisition Longwood  
Hygea Acquisition Orlando  
Hygea IGP  
Hygea Medical Centers of Florida  
Hygea Medical Partners  
Hygea of Delaware  
Hygea of Georgia  
Hygea of Pembroke Pines  
Medlife Activity Center  
Mobile Clinic Services  
Palm A.C. MSO  
Palm Medical MSO  
Palm Medical Network  
Physician Management Associates, East Coast  
Physician Management Associates, SE  
Physicians Group Alliance  
Primum Healthcare

**Affiliated Entities**

Amir Fahmy  
Arlene E. Richards  
Atlanta Cardiology and Primary Care  
Batson Family Health and Wellness Center  
Batson Family Health and Wellness Clinic

Cardiology Consultants of West Broward  
Charles L. Batson  
Chuck Dahan  
Daniel Marcus  
Excelsior Medical Center  
Florida Institute of Health  
Gustavo Camargo  
Hygea Acquisition Atlanta  
Hygea Florida  
Hygea Health Holdings  
Hygea of Miami-Dade  
Hygea of North Miami Beach 1  
Hygea of North Miami Beach 2  
Hygea Precision Medicine  
Hygea Regional Hygea  
Hygea South Florida  
Joel Frankel  
Joel Frankel, M.D. Pulmonary Associates  
Kissimmee Medical Specialties  
Med Plan  
Med Plan Clinic  
Med Plan Clinics  
Med Plan Health Exchange  
Med Scripts  
Medcare Quality Medical Centers  
Medcare Westchester Medical Center  
Medical Care Group  
Medical Center of Winston Towers  
MedPlan Employees Group  
Mid Florida Adult Medicine  
Palm Health  
Physicians Care Centers of Atlanta  
Physicians Care Centers of Kissimmee  
Physicians Care Centers of Lithia Springs  
Physicians Care Centers of Orlando  
Physicians Care Centers of Tampa Bay  
Physicians Group Alliance of Atlanta  
Physicians Group Alliance of Georgia  
Physicians Group Alliance of South Florida  
Physicians Group Management of Orlando  
Plantation Primary Care Physicians  
Premier South Medical Group  
Safirstein & Horowitz

Solomon & Solomon Medical Clinic  
SunMed Health Center  
Sunrise Cardiology Associates  
Sussman and Staller

**Debtors' Proposed Professionals**

Alvarez & Marsal North America  
Cole Schotz  
Epiq Corporate Restructuring

**Current and Former Officers and Directors  
(Adverse/Officer)**

Joseph Campanella  
Darwin Caraballo  
Martha Castillo  
Keith Collins  
Norman Gaylis  
David Hernandez  
Manuel Iglesias  
Frank Kelly  
Martha Mairena  
Jack Mann  
Glenn Marrichi  
Daniel McGowan  
Edward Moffly  
Robert Montes  
Sergey Savchenko  
Richard Williams

**Cash Management Banks**

Bank of America  
Bank OZK  
City National Bank  
Fifth Third Bank  
Regions Bank  
SunTrust Bank  
Wells Fargo Bank

**Contract Counterparties**

AARDS  
AARDS II,  
AARDS Research  
Aetna Behavioral Health  
Aetna US Healthcare  
Alexis Agreda  
Alan Schwartz  
Ambetter  
Ambetter from Sunshine Health

Amerigroup Florida  
Claudio Arellano  
Charles Batson  
Adan Bierzynski  
BlueCross BlueShield of Florida  
Gustavo Camargo  
Cardinal Health  
CarePlus Health Plans,  
Frederick Chaleff  
Cigna Healthcare of Florida,  
Collier Blvd HMA Physician Management  
Community Health Systems  
Courtney SheltonCoventry Health & Life  
Insurance Co.  
Credit Counsel  
Chuck Dahan  
Devoted Health  
Doctors Group Management  
Maria Duret  
Ammir Fahmy  
Florida Medicaid  
Florida Medical Center  
Florida Medical Center  
Floridamed Health Network  
Four Corners Internal Medicine  
Joel Frankel  
Global TPA  
Raymond Gonzalez  
Rene Gonzalez  
Great West Healthcare  
Gulf Coast HMA Physician Management  
Health Care Advisor Services  
Health Options  
Humana Medical Plan  
Joel Isom  
Joel Jancko  
Bobby Khan  
Reddy Kosanam  
Daniel Marcus  
Patricia Martindale  
Mary Ann Tesalona, M.D. Corp.  
Meadowcrest Family Physicians  
Medica Healthcare Plans  
Medicare Group  
Millennium Physician Group  
Molina Healthcare of Florida  
Neighborhood Health Partnership  
One Source Health Network of Florida  
Optimum Healthcare



Ivan Patino  
 Pediatric Internal Medicine Specialists  
 Claudia Pena  
 Nelson Perez Mateu  
 Ewaul Persuad  
 Punta Gorda HMA Physician Management  
 RG Business  
 Arleen Richards  
 Robert MontesSBN Holdings  
 Arturo Rodriguez  
 Shady Salib  
 Soni Family Practice  
 Sheldon Staller  
 Stallion Medical Management  
 Stephanie Victorero  
 Summit Health Plans  
 Sunshine State Health Plan  
 Howard Sussman  
 Raul Tamayo  
 Mary Ann Tesalona  
 Alexander Tirado  
 United Healthcare of Florida  
 Pablo Alberto Urbandt  
 Graciela Victorero  
 Vista Healthplan  
 WellCare Health Plans  
 Wellcare of Florida  
 Wellcare of Georgia  
 John Vincent Williams  
 Natasha Williams

**Current and Former Landlords**

1149 Building  
 13903 NW 67 Ave  
 3155 NW  
 AOA Office  
 Atlanta Medical Center  
 Atrium Executive Plaza  
 Alphonso Belsito  
 Cypress Real Estate Investments  
 Fahmy Properties  
 Fischer Family Trust  
 Hines VAF II Doral  
 HTA – Camp Creek  
 IMA Sunset Associates  
 International City Building  
 Joseph Rufus  
 Key Solutions Real Estate Group  
 Kings Point Plaza, Ltd.

KW Realty Fund II  
 Lake Underhill Professional Group  
 Leisure Colony Management Corp.  
 Metrowest Medical Center  
 Mortgage Bank  
 Mount Sinai Medical Center of Florida  
 Ortenzi-Doering-Bull L.P. II  
 Palm Square Center  
 PEBB Enterprises  
 Phoenix Rising Holdings  
 Prime Ventures Corporation  
 Protegrity Properties  
 RG Business  
 Robert Fischer  
 RREEF America Reit II Corp.  
 RTH Partners  
 Stanley E. Stephens  
 Sunrise Medical Park  
 Tiger Eye Development  
 United States Development  
 VG Aventura Mob

**Current and Former Litigation**

**Counterparties**

Allela Ninosca Campos  
 Anda, Inc.  
 Ayon Capital  
 Miguel Burgos  
 Capital Stack  
 Carewell Solutions  
 Carlos Carrasquillo  
 Carlton Fields  
 Ceca Adner  
 Chaker Chuck Dahan  
 Charles Batson  
 James Clark  
 Clear Capital Advisors  
 Context Medical Caregroup  
 Corazones Unidos Community Center  
 De Lage Landen  
 Steve Duran  
 Marcia Espinoza  
 Eddy Fernandez  
 Financial Services  
 Jack Garson  
 Marcy Garson  
 Genesis Research International  
 Govin Rajan  
 Inline Group

Integrated Healthcare Resources  
Kelly Law Firm  
Kennia Puebla  
Lakewood Ranch Golf Co.  
Lamar Serv  
Liberty Insurance Underwriters  
James Marino  
Maria Ofelia Martos  
Iliana Morales  
Pfizer  
Protegrity Properties  
Neil Reich  
Felix Antonio Restrepo  
Richter & Sheinbaum  
Yahimet Rodriguez  
Siddhartha Pagipati  
Valarie Solomon  
Raul Tamayo  
Robert Toste  
Value Management Group  
Vitalgenix Health and Wellness  
VRG Portfolio Holdings

**Lender**

Sprott Bridging Income Fund

**Administrative Agent**

Bridging Finance

**Major Insurers and Brokers**

Arthur J. Gallagher & Co.  
CNA Financial Corporation  
CWI  
First Insurance Funding Corp.  
ProAssurance Corp.  
RSUI Indemnity Company  
Travelers Casualty & Surety Company of  
America  
Unum Group

**Non-Bankruptcy Professionals**

CareOptimize  
Bruce Romanello

**Other Major Creditors**

4Front Capital Partners  
American Express  
Claudio Arellano  
Avmed

Blue Cross Blue Shield of Florida  
Bond Capital  
CEA Atlantic Advisors  
Jane Cohen  
Courtney Shelton  
Coventry Health Plan of Florida  
Freedom Health  
Gabriela & Bella Castillo Trust  
Hilaire Fernandes  
Michael Horowitz  
Humana  
Internal Revenue Service  
Jose Prida Trust  
Katalyst, FP  
Daniel Miller  
N5HYG  
Nelson Mullins Riley & Scarborough  
Nevada 5  
NextGen Healthcare Information Systems  
Gabriel Perez  
Physicians United Plan  
Preferred Care Partners  
Priority Healthcare Distribution  
Govin Rajan  
Frank Rakusa  
Rodolfo Rodriguez-Duret  
RREF III-P Doral Office  
Shutlander  
Simply Healthcare Plans  
Valerie Solomon  
Irwin Solomon  
WeierFoulds  
William Steele  
WithumSmith + Brown

**Creditors Committee**

Adaptive Healthcare Solutions  
Cardiology Consultants of West Broward  
Claudio Arellano  
Manasota Medical Management Consultants  
NextGen Healthcare Information Systems

**Committee Counsel**

Lowenstein Sandler  
Morris James

**Committee Member Counsel**

ASK  
Rich Michaelson Magaliff

Rosner Law Group

**Other Potential Parties in Interest**

53rd Ave East Medical Center  
Centene Management Company  
Coble Group  
James Hanusa  
RCH Management

**Regulatory Agencies**

Centers for Medicare and Medicaid Services  
Florida Agency for Health Care Administration  
Georgia Department of Community Health  
Securities and Exchange Commission  
U.S. Department of Health and Human Services

**Taxing Authorities**

Delaware Secretary of State  
Florida Department of Revenue  
Georgia Department of Revenue  
Internal Revenue Service  
Nevada Department of Taxation

**U.S. Bankruptcy Court Judges  
(Neutral/Judge, Court Staff)**

Thomas Ambro  
Richard Andrews  
Stephanos Bibas  
Christopher Burke  
Michael Chagares  
Ashley Chan  
Colm Connolly  
Robert Cowen  
John Dorsey  
Sherry Fallon  
D. Michael Fisher  
Julio Fuentes  
Joseph Greenaway  
Morton Greenberg  
Kevin Gross  
Jennifer Hall  
Thomas Hardiman  
Kent Jordan  
Cheryl Krause  
Joseph Longobardi  
Paul Matey  
Theodore McKee  
Maryellen Noreika  
Richard Nygaard

Karen Owens  
Peter Phipps  
David Porter  
Marjorie Rendell  
L. Felipe Restrepo  
Jane Roth  
Anthony Scirica  
Laurie Selber Silverstein  
Brendan Shannon  
Patty Shwartz  
D. Brooks Smith  
Christopher Sontchi  
Walter Stapleton  
Leonard Stark  
Mary Thyng  
Mary Walrath

**U.S. Trustee's Office**

David Buchbinder  
Linda Casey  
Timothy Fox  
Benjamin Hackman  
Jane Leamy  
Hannah McCollum  
Linda Richenderfer  
Juliet Sarkessian  
Richard Schepacarter  
T. Patrick Tinker  
Andrew Vara

**Utility Providers (Neutral/Creditor)**

Airespring  
AT&T  
C3 Technologies  
Comcast  
Duke Energy  
Florida Power & Light  
Frontier Communications  
Georgia Natural Gas  
Georgia Power  
Kissimmee Utility Authority  
Manatee County Florida  
Newnan Utilities  
Nex Vortex  
Peace River Electric  
Ring Central  
Seacoast Utilities  
Spectrum  
Toho Water

Voyant Communications  
Windstream Communications

**EXHIBIT B**

**Listing of Parties-in-Interest Noted for Court Disclosure**

**Relationships in Matters Related to These Proceedings**

None

**Relationships in Unrelated Matters**

**Debtors**

Hygea Holdings Corp.

**Debtors' Proposed Professionals**

Cole Schotz

**Current and Former Officers and Directors**

Richard Williams

**Cash Management Banks**

Bank of America

City National Bank

Fifth Third Bank

Regions Bank

SunTrust Bank

Wells Fargo Bank

**Contract Counterparties**

BlueCross BlueShield of Florida

Cardinal Health

Community Health Systems

**Current and Former Landlords**

Mount Sinai Medical Center of Florida

**Current and Former Litigation**

**Counterparties**

Carlton Fields

Pfizer

**Major Insurers and Brokers**

First Insurance Funding Corp.

Travelers Casualty & Surety Company of America

**Other Major Creditors**

American Express

Blue Cross Blue Shield of Florida Humana

Internal Revenue Service

Nelson Mullins Riley & Scarborough

NextGen Healthcare Information Systems

Simply Healthcare Plans

**Creditors Committee**

NextGen Healthcare Information Systems

**Committee Counsel**

Lowenstein Sandler

Morris James

**Regulatory Agencies**

Centers for Medicare and Medicaid Services

Securities and Exchange Commission

**Taxing Authorities**

Florida Department of Revenue

Georgia Department of Revenue

Internal Revenue Service

**Utility Providers (Neutral/Creditor)**

AT&T

Comcast

Duke Energy

Florida Power & Light

Frontier Communications

Georgia Power

Kissimmee Utility Authority

Spectrum

Windstream Communication