

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

In re:)	Chapter 11
)	
GULF COAST HEALTH CARE, LLC, <i>et al.</i> , ¹)	Case No. 21-11336 (KBO)
)	
Debtors.)	Jointly Administered
)	
)	Related to Docket No. 154
)	

**ORDER AUTHORIZING THE EMPLOYMENT
AND PAYMENT OF PROFESSIONALS USED IN
THE ORDINARY COURSE OF BUSINESS**

Upon the motion (the “**Motion**”)² of the Debtors for entry of an order (this “**Order**”) pursuant to Bankruptcy Code sections 105(a), 327, 330, and 331, Bankruptcy Rule 2014, and Local Rule 2014-1, authorizing the employment and payment of certain professionals used in the ordinary course of the Debtors’ businesses and operations (collectively, the “**OCPs**”), *nunc pro tunc* to the Petition Date, all as more fully set forth in the Motion; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and the matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Motion in this District being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court being able to issue a final order consistent with Article III of the United States Constitution; and due and sufficient notice of the Motion having

The last four digits of Gulf Coast Health Care, LLC's federal tax identification number are 9281. There are 62 Debtors in these chapter 11 cases, which cases are being jointly administered for procedural purposes only. A complete list of the Debtors and the last four digits of their federal tax identification numbers are not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/GulfCoastHealthCare>. The location of Gulf Coast Health Care, LLC's corporate headquarters and the Debtors' service address is 9511 Holsberry Lane, Suite B11, Pensacola, FL 32534.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

been given under the particular circumstances; and it appearing that no other or further notice is necessary; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is granted as set forth herein.

2. The Debtors are authorized, but not directed, to employ and compensate the OCPs listed on **Exhibit 1** hereto, in accordance with the terms of this Order.

3. The following procedures (the “**OCP Procedures**”) for the employment and compensation of OCPs are hereby approved:

- (a) Before the Debtors may compensate any OCP, the Debtors shall first file with the Court and serve upon (i) proposed counsel to the Debtors, McDermott Will & Emery LLP, 444 West Lake Street, Suite 4000, Chicago, IL 60606, Attn: Daniel M. Simon and Emily C. Keil and 1007 North Orange Street, 10th Floor, Wilmington, DE 19801, Attn: David R. Hurst; (ii) proposed counsel to the Committee, Greenberg Traurig LLP, 77 West Wacker Drive, Suite 3100, Chicago, IL 60601 (Attn: Nancy A. Peterman and Danny Duerdoth) and Terminus 200, 3333 Piedmont Road NE, Suite 2500, Atlanta, GA 30305 (Attn: David B. Kurzweil) and 90 South 7th St., Suite 3500, Minneapolis, MN 55402 (Attn: Eric J. Howe); (iii) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801 Attn: Joseph J. McMahon, Jr.; and (iv) parties entitled to notice in the Chapter 11 Cases pursuant to Local Rule 2002-1(b) (collectively, the “**Notice Parties**”) a Declaration of Ordinary Course Professional (the “**OCP Declaration**”), substantially in the form attached hereto as **Exhibit 2**. The OCP Declaration shall be filed on or before the later of (x) sixty (60) days after the Petition Date or (y) thirty (30) days after an OCP’s commencement of postpetition services.
- (b) The Notice Parties shall have ten (10) days after service of each OCP Declaration (the “**Objection Deadline**”) to object to the Debtors’ employment and compensation of such OCP. Any objecting party shall serve any such objection upon each of the Notice Parties and the respective OCP on or before the Objection Deadline. If any such objection cannot be consensually resolved within ten (10) days of its receipt by the Debtors, the objection shall be scheduled for a hearing

before the Court at the next regularly-scheduled omnibus hearing date or such other date otherwise agreeable to the parties thereto. If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular OCP, the Debtors shall be authorized to employ and compensate such OCP in accordance with the OCP Procedures.

- (c) After retention in accordance with the procedures set forth above, each OCP may present to the Debtors a monthly invoice setting forth in reasonable detail the nature of the services rendered by such OCP for the applicable monthly period and calculated in accordance with such OCP's standard billing rates (without prejudice to the Debtors' right to dispute any invoice). The Debtors shall be authorized to pay, without the requirement of further Court approval, 100% of the postpetition fees charged and expenses incurred by such OCP; *provided* that the fees charged by an OCP, excluding costs, shall not exceed \$15,000 per month on average over a rolling three-month period (the "**Average Monthly Cap**").
- (d) In the event that the fees charged and invoiced by any OCP exceed the Average Monthly Cap set forth in clause (c) above, such OCP shall be required to seek Court approval of all postpetition fees and expenses in accordance with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Rules, and the Court's orders (including those governing interim compensation of professionals).
- (e) Beginning with the fiscal quarter ending December 31, 2021, within thirty (30) days following the end of each fiscal quarter, the Debtors shall file with the Court and serve upon the Notice Parties a statement that shall include: (i) the name of each OCP; (ii) the amount paid as compensation for services rendered and reimbursement of expenses incurred by each OCP during the previous quarter; and (iii) a general description of the services rendered by each OCP during the previous quarter. The Debtors shall continue to file such statements through the earlier of the dismissal or conversion of the Chapter 11 Cases or the confirmation of a chapter 11 plan.
- (f) The Debtors may supplement the list of OCPs on **Exhibit 1** hereto from time to time, in their discretion, as necessary to add or remove OCPs without the need for further Court approval. In such event, the Debtors shall file a supplemental list of OCPs with the Court and serve it on the Notice Parties. The Notice Parties shall have ten (10) days after service of a supplemental list (the "**Supplemental List Objection Deadline**") to object to the Debtors' employment and compensation of any professionals on a supplemental list. If no objection is received from any of the Notice Parties by the Supplemental List Objection Deadline, the Debtors shall be authorized to employ and compensate each additional OCP on such supplemental list in accordance with the OCP Procedures set forth above.

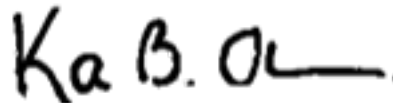
4. With the exception of the OCPs, all professionals that the Debtors employ in connection with the administration of the Chapter 11 Cases (a) shall be employed by the Debtors pursuant to separate applications for employment subject to the Court's approval, and (b) shall be paid in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Court's orders.

5. OCPs shall not perform substantial services relating to bankruptcy matters or be involved in the administration of the Chapter 11 Cases, but rather shall provide services in connection with the Debtors' ongoing business operations and services ordinarily provided by non-bankruptcy counsel and professionals.

6. The Debtors are authorized to take all actions necessary to implement the relief granted in this Order.

7. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: November 18th, 2021
Wilmington, Delaware


KAREN B. OWENS
UNITED STATES BANKRUPTCY JUDGE