

1 SAMUEL R. MAIZEL (SBN 189301)
samuel.maizel@dentons.com
2 TANIA M. MOYRON (SBN 235736)
tania.moyron@dentons.com
3 REBECCA M. WICKS (SBN 313608)
rebecca.wicks@dentons.com
4 DENTONS US LLP
601 South Figueroa Street, Suite 2500
5 Los Angeles, California 90017-5704
Tel: 213 623 9300 / Fax: 213 623 9924

6 Attorneys for Chapter 11 Debtor and Debtor In Possession

7 Jeffrey N. Pomerantz (Bar No. 143717)
8 Steven W. Golden (Admitted Pro Hac Vice)
PACHULSKI STANG ZIEHL & JONES LLP
9 10100 Santa Monica Boulevard, 13th Floor
Los Angeles, California 90067
10 Tel: 310 227 6910 / Fax: 310 201 0760
Email: jpomerantz@pszjlaw.com
11 sgolden@pszjlaw.com

12 Attorneys to the Official Committee of Unsecured Creditors

13 **UNITED STATES BANKRUPTCY COURT**
14 **SOUTHERN DISTRICT OF CALIFORNIA**

15 In re

16 BORREGO COMMUNITY
HEALTH FOUNDATION,

17 Debtor and Debtor In Possession.

Case No. 22-02384-11

Chapter 11 Case

**CERTIFICATION OF SYDNEY REITZEL
REGARDING THE SOLICITATION AND
TABULATION OF VOTES ON THE
FIRST AMENDED JOINT COMBINED
DISCLOSURE STATEMENT AND
CHAPTER 11 PLAN OF LIQUIDATION
OF BORREGO COMMUNITY HEALTH
FOUNDATION**

Judge: Honorable Laura S. Taylor

Hearing:

Date: January 17, 2024

Time: 10:00 a.m.

Location: Department 3



22023842401110000000000008

1 I, Sydney Reitzel, depose and say under the penalty of perjury:

2 1. I am a Director of Corporate Restructuring Services employed by
3 Kurtzman Carson Consultants LLC (“KCC”), located at 222 North Pacific Coast
4 Highway, Suite 300, El Segundo, California 90245. I am over the age of 18 and not a
5 party to this action.

6 2. I submit this voting certification with respect to the solicitation of votes
7 and the tabulation of ballots cast on the *First Amended Joint Combined Disclosure*
8 *Statement and Chapter 11 Plan of Liquidation of Borrego Community Health*
9 *Foundation* [Docket No. 1168] (the “Plan”).¹ Except as otherwise noted, all facts set
10 forth herein are based on my personal knowledge, knowledge that I acquired from
11 individuals under my supervision, and/or my review of the relevant documents. I am
12 authorized to submit this voting certification on behalf of KCC. If I were called to
13 testify, I could and would testify competently as to the facts set forth herein.

14 3. On September 27, 2022, the Court entered the *Order on Debtor’s Ex-*
15 *Parte Application for an Order Appointing Kurtzman Carson Consultants LLC as*
16 *Claims and Noticing Agent, Effective as of the Petition Date* [Docket No. 54]
17 designating KCC as the claims and noticing agent, to assist with among other things,
18 (a) service of solicitation materials to the parties entitled to vote to accept or reject the
19 Plan, and (b) tabulation of votes with respect thereto. KCC has considerable
20 experience in soliciting and tabulating votes to accept or reject proposed chapter 11
21 plans.

22 **A. Service and Transmittal of Solicitation Packages and Related Materials**

23 4. Pursuant to the *Order on Joint Motion of the Debtor and the Official*
24 *Committee of Unsecured Creditors for Entry of an Order (I) Granting Interim*
25 *Approval of the Adequacy of Disclosures in the Combined Joint Disclosure Statement*
26 *and Plan; (II) Approving Solicitation Packages and Procedures; (III) Approving the*
27

28 ¹ Terms not otherwise defined herein shall have the same meanings ascribed to them in the Solicitation Order.

1 *Forms of Ballots; (IV) Setting Related Deadlines and (V) Granting Related Relief*
2 [Docket No. 1179] (the “Solicitation Order”) entered on December 7, 2023, the Court
3 established, among other things, certain Solicitation Procedures. KCC adhered to the
4 Solicitation Procedures outlined in the foregoing documents and in the Ballots and
5 Opt-Out Forms distributed to parties entitled to vote or opt out.

6 5. On December 11, 2023, KCC caused the Solicitation Packages,
7 including a Ballot and Opt-Out Form, to be served on all known Holders of Claims
8 entitled to vote on the Plan as of the November 28, 2023 Voting Record Date. Only
9 Holders of Claims in Class 3 (General Unsecured Claims) and Class 4 (DHCS Claims)
10 (collectively, the “Voting Classes”) were entitled to vote to accept or reject the Plan.
11 No other Classes were entitled to vote on the Plan. In lieu of a Solicitation Packages,
12 Holders of Claims in Class 1 (Priority Non-Tax Claims) and Class 2 (Secured Claims)
13 (collectively, the “Non-Voting Classes”) received the Non-Voting Combined Hearing
14 Notice and Opt-Out Form. A certificate of service evidencing the foregoing was filed
15 with the Court at Docket No. 1230.

16 6. On December 11, 2023, KCC posted links to the electronic versions of
17 the Combined Plan, Combined Hearing Notice, Notice of Non-Voting Status, Opt-
18 Out Form, and Plan Supplement on the public access website at
19 www.kccllc.net/BorregoHealth.

20 **B. Tabulation Process**

21 7. KCC worked closely with the Debtor’s counsel, Committee counsel, and
22 financial advisors to create a voting database reflecting the names and addresses of
23 Holders of Claims and Interests, the classification of Claims and Interests, and voting
24 amounts for the Voting Classes. KCC relied on the Debtor’s Schedules of Assets and
25 Liabilities and the claims information reflected on the register of filed proofs of claim,
26 to identify and solicit Holders of Claims and Interests in the Voting and Non-Voting
27 Classes.

1 8. In accordance with the Solicitation Procedures, KCC reviewed,
2 determined the validity of, and tabulated the Ballots submitted to Vote on the Plan.
3 Each Ballot submitted to KCC was date-stamped, scanned, assigned a Ballot number,
4 entered into KCC's voting database, and processed. To be included in the tabulation
5 results as valid, a Ballot must have been (a) properly completed pursuant to the
6 Solicitation Procedures, (b) executed by the relevant Holder entitled to vote on the
7 Solicited Plan (or such Holder's representative), (c) returned to KCC via an approved
8 method of delivery set forth in the Solicitation Procedures unless the delivery method
9 requirement was waived by the Debtor, and (d) received by KCC on or before the
10 Voting Deadline (*i.e.*, January 8, 2024 at 4:00 p.m., Pacific Time) which was
11 established by the Solicitation Order.

12 9. The final tabulation of votes cast by timely and properly completed
13 ballots received by KCC is attached hereto as Exhibit A. The detailed Ballot reports
14 for all Voting Classes are attached hereto as Exhibit A-1 and Exhibit A-2.

15 **C. Opt-Out Election**

16 10. KCC reviewed and documented which Holders of Claims or Interests
17 returned the Opt-Out Form and elected to opt out of the Third-Party Releases. A report
18 of all Holders who elected to opt out is attached hereto as Exhibit B. For the avoidance
19 of doubt, this Certification does not certify the validity or enforceability of any opt-
20 out elections received, including those reported on Exhibit B, but rather is providing
21 these opt-out election results for reporting and informational purposes only.

22 **D. Ballots & Opt-Out Forms That Were Not Counted**

23 11. A report of any Ballots or Opt-Out Forms from parties in the Voting or
24 Non-Voting Classes, excluded from the final tabulation, and the reasons for exclusion
25 are attached hereto as Exhibit C.

26 12. To the best of my knowledge, information and belief, the foregoing
27 information concerning the distribution, submission, and tabulation of Ballots in
28 connection with the Plan is true.

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Executed this 11th day of January, 2024, at El Segundo, CA.

/s/ Sydney Reitzel
Sydney Reitzel

Exhibit A

Exhibit A
 Ballot Summary

Class	Class Description	Not Tabulated	Members Voted	Members Accepted	Members Rejected	Members Abstained	% Members Accepted	% Members Rejected	Total \$ Voted	\$ Accepted	\$ Rejected	\$ Abstained	% \$ Accepted	% \$ Rejected
3	General Unsecured Claims	1	34	31	3	1	91.18%	8.82%	\$4,825,276.94	\$4,328,255.55	\$497,021.39	\$165,615.00	89.70%	10.30%
4	Allowed DHCS Claim	0	1	1	0	0	100.00%	0.00%	\$112,000,000.00	\$112,000,000.00	\$0.00	\$0.00	100.00%	0.00%

Exhibit A-1

Exhibit A-1

Class 3 Ballot Detail
General Unsecured Claims

Date Filed	Ballot No.	Creditor Name	Voting Amount	Vote
01/08/2024	48	Alborz Mehdizadeh	\$74,295.00	Reject
01/08/2024	50	Alborz Mehdizadeh, Inc.	\$413,520.00	Reject
12/14/2023	4	Argo Partners	\$13,730.00	Accept
12/14/2023	5	Argo Partners	\$68,703.00	Accept
12/13/2023	1	Ayman Hashem	\$37,107.00	Accept
12/26/2023	31	Barry H. Tischler, MD by and through Successor in Interest, Ellen Tischler	\$35,000.00	Accept
12/19/2023	15	Gina Garcia	\$49,279.00	Accept
12/28/2023	33	HATTON PETRIE AND STACKLER APC	\$3,834.00	Accept
01/08/2024	47	Himformatics LLC	\$31,066.63	Accept
12/15/2023	11	Imperial Irrigation District	\$27,799.48	Accept
01/02/2024	38	Jorge Urrea	\$81,376.00	Accept
01/06/2024	46	Julian Medical Foundation	\$42,989.34	Accept
12/19/2023	16	Marcelo Toledo D.D.S., Inc.	\$150,000.00	Accept
12/20/2023	22	Metropolitan Family Medical Clinic - Foothills	\$2,784,315.50	Accept
12/18/2023	12	Miguel Gutierrez Cedillo	\$1,500.00	Accept
01/04/2024	42	MOBILE LUBE EXPRESS	\$1,054.36	Accept
12/24/2023	28	Pioneer Funding Group, LLC	\$31,550.00	Accept
12/24/2023	29	Pioneer Funding Group, LLC	\$32,935.00	Accept
12/24/2023	30	Pioneer Funding Group, LLC	\$4,260.00	Accept
12/14/2023	2	Pratik Shah	\$36,461.00	Accept
01/04/2024	43	Pravinchandra Makadia	\$11,100.00	Accept
01/06/2024	59	Saeed Mokhayeri	\$7,120.00	Accept
01/08/2024	49	San Bernardino County	\$9,206.39	Reject
12/15/2023	9	Sandra Rios	\$34,617.00	Accept
12/15/2023	8	Setareh Jones	\$12,167.87*	Accept
12/26/2023	32	Southern California Real Estate Services for DRC Citrus Office, L.P.	\$13,121.71	Accept
12/19/2023	18	Stephan Family Dental	\$206,592.56	Accept

**The underlying claim is subject to a pending objection filed at Docket No. 1205 reducing the general unsecured claim and voting amount from \$33,503.87 to \$12,167.87.*

Exhibit A-1

Class 3 Ballot Detail
General Unsecured Claims

Date Filed	Ballot No.	Creditor Name	Voting Amount	Vote
01/08/2024	44	Sung Ahn	\$37,415.00	Accept
12/14/2023	3	Ted Im	\$49,103.10	Accept
01/08/2024	54	THE INLINE GROUP, LLC	\$2,750.00	Accept
01/03/2024	41	Vitamin D Public Relations LLC	\$360,000.00	Accept
12/22/2023	25	Waiel Putrus	\$106,343.00	Accept
12/14/2023	6	Won Jeong	\$33,435.00	Accept
12/19/2023	17	Yoonho Chang DDS Inc	\$21,530.00	Accept

Exhibit A-2

Exhibit A-2
of 16

**Class 4 Ballot Detail Report
DHCS Claims**

Date Filed	Ballot No.	Creditor Name	Voting Amount	Vote
01/03/2024	39	California Department of Health Care Services	\$112,000,000.00	Accept

Exhibit B

of 16
Exhibit B

Opt-Out Elections

Date Filed	Opt-Out No.	Creditor Name	Opt-Out of Release?
12/26/2023	26	Barry H. Tischler, MD by and through Successor in Interest, Ellen Tischler	No
12/28/2023	35	Blue Shield Promise Health Plan	Yes
12/29/2023	36	California Department of Tax and Fee Administration	Yes
12/28/2023	34	California Physicians Service dba Blue Shield of California	Yes
01/08/2024	40	Cardinal Health 110, LLC and Cardinal Health 112, LLC	Yes
01/08/2024	56	DRP Holdings, LLC	Yes
01/08/2024	57	Inland Valley Investments, LLC	Yes
01/06/2024	45	Julian Medical Foundation	Yes
12/19/2023	19	Marcelo Toledo D.D.S., Inc.	Yes
12/20/2023	23	Metropolitan Family Medical Clinic - Foothills	No
12/18/2023	13	Miguel Gutierrez Cedillo	Yes
12/18/2023	14	Nuevo Water Company	No
01/02/2024	37	Oracle America, Inc., SII NetSuite, Inc. (Oracle)	Yes
12/14/2023	7	Pratik Shah	No
01/08/2024	58	Premier Healthcare Management, Inc.	Yes
01/08/2024	55	Promenade Square, LLC	Yes
01/06/2024	60	Saeed Mokhayeri	Yes
01/08/2024	52	San Bernardino County	Yes
12/15/2023	10	Sandra Rios	No
12/26/2023	27	Southern California Real Estate Services for DRC Citrus Office, L.P.	No
12/19/2023	20	Stephan Family Dental	Yes
01/08/2024	51	U.S. Department of Health and Human Services	Yes
12/22/2023	24	Waiel Putrus	No
12/19/2023	21	Yoonho Chang DDS Inc	No

Exhibit C

Exhibit C

Excluded From Tabulation

Date Filed	Ballot or Opt-Out No.	Creditor Name	Voting Amount	Vote	Reason Excluded	Class
01/08/2024	53	Alborz Mehdizadeh, Inc.	\$165,615.00	Abstain	Abstained (Did Not Accept or Reject the Plan)	3 - General Unsecured Claims
01/10/2024	63	AMEX TRS Co., Inc.	\$238,127.39	Accept	Not Timely	3 - General Unsecured Claims
01/09/2024	61	James L. Wermers	\$219,347.00	Accept	Not Timely	3 - General Unsecured Claims
01/09/2024	62	Muhammad Arif	N/A	N/A	Not Timely	Non-Voting Opt-Out