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Seoul Medical Group Inc.

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION**

In re:

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

Debtors and Debtors In Possession.

- ☐ Affects All Debtors
☒ Affects Verity Health System of
California, Inc.
☐ Affects O'Connor Hospital
☐ Affects Saint Louise Regional Hospital
☐ Affects St. Francis Medical Center
☒ Affects St. Vincent Medical Center
☐ Affects Seton Medical Center
☐ Affects O'Connor Hospital Foundation
☐ Affects Saint Louise Regional Hospital
Foundation
☐ Affects St. Francis Medical Center of
Lynwood Foundation
☐ Affects St. Vincent Foundation
☐ Affects St. Vincent Dialysis Center, Inc.
☐ Affects Seton Medical Center
Foundation
☐ Affects Verity Business Services
☐ Affects Verity Medical Foundation
☐ Affects Verity Holdings, LLC
☐ Affects De Paul Ventures, LLC
☐ Affects De Paul Ventures - San Jose
Dialysis, LLC

Debtors and Debtors In Possession.

Lead Case No. 2:18-bk-20151-ER

Jointly Administered with:

Case No.: 2:18-bk-20162-ER
Case No.: 2:18-bk-20163-ER
Case No.: 2:18-bk-20164-ER
Case No.: 2:18-bk-20165-ER
Case No.: 2:18-bk-20167-ER
Case No.: 2:18-bk-20168-ER
Case No.: 2:18-bk-20169-ER
Case No.: 2:18-bk-20171-ER
Case No.: 2:18-bk-20172-ER
Case No.: 2:18-bk-20173-ER
Case No.: 2:18-bk-20175-ER
Case No.: 2:18-bk-20176-ER
Case No.: 2:18-bk-20178-ER
Case No.: 2:18-bk-20179-ER
Case No.: 2:18-bk-20180-ER
Case No.: 2:18-bk-20181-ER

Chapter 11 Cases

Hon. Judge Ernest M. Robles

**MOVANT'S REPLY TO DEBTORS'
OPPOSITION TO AMENDED MOTION FOR
SPECIFIED PERIOD TO ASSUME OR
REJECT EXECUTORY CONTRACT
BETWEEN ST. VINCENT MEDICAL
CENTER AND SEOUL MEDICAL GROUP,
INC. [DKT 2579, 2632]**

HEARING:

Date: July 10, 2019
Time: 10:00 AM
Place: Ctrm. 1568



182015119070500000000001

**TO THE HONORABLE ERNEST M. ROBLES, UNITED STATES BANKRUPTCY
JUDGE, THE OFFICE OF THE UNITED STATES TRUSTEE, THE DEBTORS AND
THEIR COUNSEL, STRATEGIC GLOBAL MANAGEMENT, INC., AND PARTIES
REQUESTING SPECIAL NOTICE:**

Movant Seoul Medical Group Inc. (hereinafter “SMG” or “Movant” or “Group”), by and through its counsel, hereby replies to Debtors’ Opposition to Amended Motion for Specified Period to Assume or Reject Executory Contract Between St. Vincent Medical Center and Seoul Medical Group, Inc. filed by the Debtors, particularly Verity Health System of California, Inc. (hereinafter “VHS”) and St. Vincent Medical Center (“SVMC”).¹

Movant urges the Court to disregard the Debtors’ opposition, not only because it was late-filed,² but because it conforms to the Debtors’ pattern in these Cases of disregarding the rights of the Movant and its physician and patient members as though they were second-class citizens. By filing its Motion, SMG objects to its risk sharing agreement with SVMC (hereinafter “RSA Executory Contract”) being negated by footnote.³ The Debtors unilaterally “removed” the RSA Executory Contract from the list of executory contracts offered to the Purchaser for assumption and assignment though the RSA Executory Contract has not been terminated and, even as to the 2018 Calculation Period, mutual obligations for both SVMC and SMG are unperformed.

The Debtors’ opposition wrongly accuses the Movant of “a premature and factually misguided attempt to litigate the substance of the Group’s views on how the Debtors’ Cases have proceeded and why the Debtors should assume the Agreement.” But the Motion is, in fact, a timely procedural request, afforded by statute and rule, for the court to order a specified period by which the Movant’s risk-sharing agreement with SVMC (“RSA Executory Contract”) will be

¹ SMG files concurrently a separate reply to the response from Strategic Global Management, Inc. (hereinafter “Strategic” or “Purchaser” to minimize confusion from similar abbreviations).

² Instead of simply filing their opposition a day late, the Debtors timely filed a completely different “inadvertent” pleading using the event code for opposition to the Movant’s motion. See 2:18-bk-20151-ER, docket entries # 2627, 2632, 2641.

³ See 2:18-bk-20151-ER, Doc 1836, Page 23, Footnote (B) (“Contract termination dates reflect current information in the Debtors’ contract system, which may not capture auto-renewals, extensions or terminations since the Petition Date.”).

1 assumed or rejected. The Motion is needed due to the Debtors' own pattern of conduct relegating
2 Movant to a lower tier of creditors and their specific action in removing Movant's RSA Executory
3 Contract from the list of relevant executory contracts for assumption and assignment to the
4 Purchaser.

5 The "misguided" facts alleged by the Debtors are mostly judicial admissions or omissions
6 made by the Debtors themselves. For instance, the Debtors omitted Movant from the list of top
7 fifty unsecured creditors on August 31, 2018,⁴ yet scheduled the Movant as being owed an
8 unliquidated, disputed unsecured debt of \$5,291,292.00 on October 15, 2018.⁵ The Debtors'
9 themselves, therefore, provided evidence that Movant is among the top ten creditors and should
10 have a seat on the Committee of Unsecured Creditors. The Debtors themselves introduced
11 evidence of the executory nature of the RSA Executory Contract when the Debtors placed the
12 RSA Executory Contract on SVMC's Schedule G,⁶ placed it again on the list of executory
13 contracts that may be assumed and assigned by the Purchaser,⁷ and then "removed" it from said
14 list though it had not terminated and there were unperformed extant mutual obligations.⁸

15 The Debtors conflate and confuse the ending of capitation payments received from the
16 Central Health Plan of California, Inc. (hereinafter "Plan" or "Medicare Contractor") with the
17 ending of the patient care relationship between SMG and SVMC.

18 7. In August 2018, before the Petition Date, CHP terminated its relationship with St.
19 Vincent and transferred all CHP member-patients from St. Vincent. St. Vincent has not
20 treated CHP member-patients since that time and has not received any capitation revenue
from CHP since the relationship terminated.

21 Declaration of Anita Chou.⁹ In truth, no SMG patients were transferred from SVMC because the
22 Plan stopped making capitation payments to SVMC; SMG physicians continue to refer their
23 patients to SVMC today when most medically appropriate.¹⁰ In truth, after August 2018, the

24 ⁴ 2:18-bk-20151-ER, Doc 1, Pages 8-13; 2:18-bk-20164-ER, Doc 1, Pages 9-14

25 ⁵ 2:18-bk-20164-ER, Doc 10, Page 101.

26 ⁶ 2:18-bk-20164-ER, Doc 10, Page 146, Line 2.946.

27 ⁷ 2:18-bk-20151-ER, Doc 1704, Page 21, Line 987.

28 ⁸ 2:18-bk-20151-ER, Doc 1836, Page 23, Line 44.

⁹ 2:18-bk-20151-ER, Doc 2632, Page 17, ¶ 7.

¹⁰ 2:18-bk-20151-ER, Doc 2579, Page 22, Lines 25-26.

1 Movant understands that the Plan simply resumed paying for covered services for any of its
2 enrollees, including direct payment for hospitalization services claims, as it had done from June 1,
3 2014 until May 1, 2017 before the Hospital Full Risk amendment went into effect. The Debtors'
4 assertion of the issue of patient transfer is a red herring.

5 But the Debtors also mis-characterize the mutual performance obligations under the RSA
6 Executory Contract. The Debtors, in Anita Chou's declaration, imply that Movant was obligated
7 to refer its patient members to SVMC for hospitalization services and that obligation ended when
8 the Hospital Full Risk capitation payments ceased. But the law, and the RSA Executory Contract
9 itself, prohibit payment for referrals; patient care is the only criteria by which a licensed physician
10 may refer their patient for medical treatment. The RSA Executory Contract expressly prohibits
11 payment for referrals:¹¹

12 10.12 No Payment for Referrals or Limiting Services. Hospital and Group agree
13 that the benefits to Group under this Agreement do not require, are not payment for, and
14 are not in any way contingent upon the referral, admission or any other arrangement for
15 the provision of any item or service offered by Hospital or its affiliates to patients of
16 Group in any facility, laboratory or health care operation controlled, managed or operated
17 by Hospital or its affiliates, nor are they intended in any way to be a part of any hospital-
sponsored incentive plan under which Hospital makes payments to Group as an
inducement to reduce or limit services provided in connection with Members in violation
of Title 42, United States Code, Section 1320a-7a(b)(1) and (2).

18 The Debtors either do not understand, or choose to ignore, that the hospital capitation
19 payments were based on the TOTAL number of SMG member patients enrolled under the Plan,
20 which Dr. Cha estimates to be "about five thousand (5,000+)."¹² Each month that the Hospital
21 Full Risk arrangement was in place, the Plan made a capitated per member per month payment for
22 ALL 5,000+ SMG enrollees into the risk pool funds received and held by SVMC. The carrot is
23 that if SMG and SVMC can keep patients healthy so that fewer patient members go to the hospital
24 or less intensive hospital services are needed, then hospital claims will be lower against the risk

25
26 ¹¹ The contracts involved in this Motion are subject to confidentiality agreements which
27 require agreement of parties thereto to disclose them or a specific Court order. Therefore, while
reference is made to relevant contracts and subsections, the contracts themselves are not provided
as exhibits, but will be available for review in Chambers by the Court at the time of the hearing on
this Motion.

28 ¹² 2:18-bk-20151-ER, Doc 2579, Page 20, ¶ 3.

1 pool funds, there may be a surplus of risk pool funds and SMG and SVMC will share any such
2 surplus. The very real stick, however, is that if the SMG patient members are too numerous or too
3 unhealthy, the costs of hospitalization can easily outpace the capitation payments and both SMG
4 and SVMC are liable for the risk pool deficit.

5 Rather than patient referrals, the mutual obligations under the RSA Executory Contract are
6 to coordinate physician and hospital treatment to maximize quality patient care while minimizing
7 hospitalization costs, to ensure that hospital-related claims are fully and appropriately honored, to
8 reconcile those claims against the capitation payments received and held by SVMC, and then to
9 audit that reconciliation to make sure that no unauthorized, non-legal, or duplicative payments
10 have been made from the risk pool funds.¹³ Naturally, SVMC (and SMG) remain mutually
11 obligated to share any surplus of the risk pool funds after hospital-related claims have been paid,
12 reconciled, and audited. The Debtors derisively call this a “bonus,” but the RSA Executory
13 Contract itself calls it “compensation.” Most importantly, though, SMG (and SVMC) remain
14 mutually obligated to refund any deficit in the risk pool funds arising from extraordinary patient
15 hospital expenses.

16 These reconciliation and auditing obligations required by the RSA Executory Contract are
17 somewhat analogous to the reconciliation of Medicare payments issue presently before the Court
18 in its hearings on the limited objections to the sale and reservation of rights filed by the U.S.
19 Department of Health and Human Services and Centers for Medicare and Medicaid Services.¹⁴
20 See *In re Heffernan Mem'l Hosp. Dist.*, 192 B.R. 228, 231 n.4 (Bankr. S.D. Cal. 1996) (“A
21 Medicare provider agreement is an executory contract. The Bankruptcy Code does not define
22 ‘executory contract,’ but courts have generally defined such a contract as one under which
23 performance is due to some extent on both sides. *NLRB v. Bildisco & Bildisco*, 465 U.S. 513, 522
24 n. 6, [...] (1984). See also, *In re University Medical Center*, 973 F.2d 1065, 1075 (3d Cir.
25 1992)(“A Medicare provider agreement easily fits within th[e] definition [of executory
26 contract]”).”). Likewise, the RSA Executory Contract is not fully performed for any calendar year

27 ¹³ 2:18-bk-20151-ER, Doc 2579, Pages 21-22, Decl. of Min Young Cha, M.D., ¶¶ 7-8.

28 ¹⁴ See 2:18-bk-20151-ER, Docket entries ## 1279, 1346, 1353, 1438, 1572, 1879, 2278,
2377, 2606. Continued hearing set for July 24, 2019 at 10:00 a.m.

1 calculation period until and unless claims reconciliation and auditing takes place and a final
2 settlement is agreed upon. Because the Debtors have failed, by neglect if not refusal, to provide
3 SMG with the written final settlement notice and the electronic data supporting it, none of these
4 mutual performance obligations have been fulfilled, nor can they be unless and until the Debtors
5 provide the data.

6 The Motion asks the Court to order a specified period for the Debtors to assume or reject
7 the RSA Executory Contract. This Motion is required solely because the Debtors removed the
8 RSA Executory Contract from the list of executory contracts to be assumed and assigned to the
9 Purchaser. The RSA Executory Contract is not in play because the Debtors have taken it out of
10 play. The Movant is stymied by the deceptive, yet glib, suggestion that the Purchaser can ask for it
11 to be restored to the list. The Debtors' pattern of conduct towards the Movant and its neglectful
12 treatment of the RSA Executory Contract must be discouraging to the Purchaser as it tries to
13 assess its value. But the value should be profoundly clear – SVMC has received (and holds)
14 capitation payments made for SMG patient members, which Movant estimates to be around
15 \$15,121,772.90 before hospital claims are reconciled.¹⁵ If the RSA Executory Contract is not to be
16 assigned to the Purchaser, the Debtors can assume the RSA Executory Contract themselves and
17 fulfill their mutual obligations, then provide the final settlement notice and data for Movant to
18 audit, and then pay out any surplus or bill the Movant for any deficit. Or the Debtors can reject it,
19 which will allow the Movant to seek relief from stay to demand the final settlement notice and
20 data for the required audit so that the Movant can accurately determine their proof of claim.

21 What the Court should not permit the Debtors to do, however, is nullify by footnote or
22 omission this binding RSA Executory Contract with mutual obligations not yet performed.
23 Movant asks only that the Court apply statute and rule and set a specified period for the Debtors'
24 assumption or rejection of the RSA Executory Contract.

25 DATED: July 3, 2019

THE ORANTES LAW FIRM, P.C.

By: /s/ Giovanni Orantes

Giovanni Orantes

Attorney for Seoul Medical Group, Inc.

28 ¹⁵ 2:18-bk-20151-ER, Doc 2579, Page 22, Decl. of Min Young Cha, M.D., ¶ 9.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

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A true and correct copy of the foregoing document entitled (*specify*): **MOVANT'S REPLY TO DEBTORS' OPPOSITION TO AMENDED MOTION FOR SPECIFIED PERIOD TO ASSUME OR REJECT EXECUTORY CONTRACT BETWEEN ST. VINCENT MEDICAL CENTER AND SEOUL MEDICAL GROUP, INC. [DKT 2579, 2632]** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) **7/3/2019**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) _____, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) **7/3/2019**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Via Overnight Mail

United States Bankruptcy Court
Honorable Judge Ernest M. Robles
255 E. Temple Street, Suite 1560
Los Angeles, CA 90012

☐ Service information continued on attached page

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

7/3/2019
Date

Andrea M. Castro
Printed Name

Signature

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

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