

**UNITED STATES OF AMERICA  
BEFORE THE NATIONAL LABOR RELATIONS BOARD  
DIVISION OF JUDGES  
SAN FRANCISCO BRANCH OFFICE**

DHSC, LLC, d/b/a AFFINITY MEDICAL CENTER,  
COMMUNITY HEALTH SYSTEMS, INC., and/or  
COMMUNITY HEALTH SYSTEMS PROFESSIONAL  
SERVICES CORPORATION, LLC,  
a single employer and/or joint employers, et. al.

and

Cases 08-CA-117890 et al.

CALIFORNIA NURSES ASSOCIATION/NATIONAL  
NURSES ORGANIZING COMMITTEE (CNA/NNOC)

**ORDER DENYING GENERAL COUNSEL'S REQUEST TO AMEND THE  
COMPLAINT**

On August 5, 2016, the General Counsel filed a motion to amend the above-captioned complaint as follows:

1. Amend the following as Paragraph 8(J) of the Second Amended Consolidated Complaint:

(J) Since on or about January 1, 2014 through April 29, 2016, Quorum Health Resources, LLC has been a limited liability company and at all material times until about April 29, 2016, Quorum Health Resources, LLC has been a subsidiary of Respondent CHSI with an office and place of business in Brentwood, Tennessee, and with offices and places of businesses in Charlotte, North Carolina and Frisco, Texas where it has been engaged in providing management services and the operation of acute care hospitals providing inpatient and outpatient care.

2. Add the following as Paragraph 8(K) of the Second Amended Consolidated Complaint:

(K) (1) About August 3, 2015, Respondent CHSI announced that it planned to create a publicly traded hospital company by spinning off to CHSI shareholders a group of 38 hospitals and other assets.

(2) The spin-off corporation Respondent Quorum Health Corporation is a Delaware corporation with an office and place of business in Brentwood, Tennessee, and on or about April 29, 2016, Respondent Quorum Health Corporation acquired 38 hospitals from Respondent CHSI, including Respondents

Affinity, Barstow and Watsonville, and since then has continued to operate Respondents Affinity, Barstow and Watsonville, in basically unchanged form. (3) Respondent QHCCS, LLC (Respondent QHCCS) is a limited liability corporation with an office and place of business in Brentwood, Tennessee and at all material times, Respondent QHCCS has been a wholly owned subsidiary of Respondent Quorum Health Corporation with its principal office and place of business in Brentwood, Tennessee, and with offices and places of businesses in Massillon, Ohio; Barstow, California; and Watsonville, California, where it is engaged in the operation of acute care hospitals providing inpatient and outpatient care.

(4) Before engaging in the conduct described above in paragraph K(1) through (3), Respondent Quorum Health Corporation and Quorum Health Resources, LLC were put on notice of Quorum Health Corporation's potential liability in Board Cases 08-CA-117890, 08-CA-124398, 08-CA-130717, 08-CA-131772, 08-CA-144212, 08-CA-153759, 31-CA-116300, 31-CA-124540, 31-CA-119831, 31-CA-133880, 10-CA-094403, 10-CA-110743, 10-CA-112255, 10-CA-116246, 21-CA-121480, 21-CA-124295, 21-CA-134774, 10-CA-117698, 10-CA-121156, 10-CA-126416, 10-CA-124354, 09-CA-102403, 09-CA-105751, 09-CA-129151, 09-CA-131638, 09-CA-133951, 32-CA-120642, 32-CA-124332 by letter dated October 13, 2015, sent by regular and certified mail from General Counsel to Thomas Miller, Chief Executive Officer of Respondent Quorum Health Corporation and C.E. (Mickey) Bilbrey, President & CEO, of Quorum Health Resources, LLC.

(5) Before engaging in the conduct described above in paragraph K(1) through (3), Respondent Quorum Health Corporation and Respondent QHCCS, LLC were put on notice of Respondent Quorum Health Corporation's and Respondent QHCCS, LLC's potential liability in Board Case 08-CA-166039 by letter dated January 20, 2016, with the attached charge, by regular and certified mail from General Counsel to Thomas Miller, Chief Executive Officer of Respondent Quorum Health Corporation and Agent of Service, QHCCS, LLC c/o Corporation Service Company for Respondent QHCCS, LLC.

(6) Before engaging in the conduct described above in paragraph K(1) through (3), Respondent Quorum Health Corporation and Quorum Health Resources, LLC were put on notice of Respondent Quorum Health Corporation's potential liability in Board Cases 08-CA-117890, 08-CA-124398, 08-CA-130717, 08-CA-131772, 08-CA-144212, 08-CA-153759, 31-CA-116300, 31-CA-119831, 31-CA-124540, 31-CA-133880, 31-CA-153504, 10-CA-094403, 10-CA-110743, 10-CA-112255, 10-CA-116246, 21-CA-121480, 21-CA-124295, 21-CA-134774, 10-CA-117698, 10-CA-121156, 10-CA-126416, 10-CA-124354, 09-CA-102403, 09-CA-105751, 09-CA-129151, 09-CA-131638, 09-CA-133951, 32-CA-120642, and 32-CA-124332 by service of the Order Consolidating Cases, Consolidated Complaint and Notice of Hearing to Thomas Miller, Chief Executive Officer of Respondent Quorum Health Corporation and C.E. (Mickey) Bilbrey, President & CEO, of Quorum Health Resources, LLC.

(7) Before engaging in the conduct described above in paragraph K(1)

through (3), Respondent Quorum Health Corporation and Respondent QHCCS, LLC were put on notice of Respondent Quorum Health Corporation's and Respondent QHCCS, LLC's potential liability in Board Cases 08-CA-117890, 08-CA-124398, 08-CA-131772, 08-CA-144212, 08-CA-153759, 08-CA-166039, 31-CA-116300, 31-CA-119831, 31-CA-124540, 31-CA-133880, 31-CA-153504, 10-CA-094403, 10-CA-110743, 10-CA-112255, 10-CA-116246, 21-CA-121480, 21-CA-124295, 21-CA-134774, 10-CA-117698, 10-CA-121156, 10-CA-126416, 10-CA-124354, 09-CA-102403, 09-CA-105751, 09-CA-129151, 09-CA-131638, 09-CA-133951, 32-CA-120642, and 32-CA-124332 by service of the Order Further Consolidating Cases, Amended Consolidated Complaint and Notice of Hearing by General Counsel on Thomas Miller, Chief Executive Officer of Respondent Quorum Health Corporation, C.E. (Mickey) Bilbrey, President & CEO, Quorum Health Resources, LLC and Agent of Service, QHCCS, LLC c/o Corporation Service Company for Respondent QHCCS, LLC.

(8) Based on the conduct and operations described above in paragraphs K(1) through (3), Respondent Quorum Health Corporation and Respondent QHCCS, LLC has continued the employing entity with notice of Respondent CHSI's, Respondent Affinity's, Respondent Barstow's and Respondent , Watsonville's potential liability to remedy its unfair labor practices, and Respondent Quorum Health Corporation and Respondent QHCCS, LLC are successors to Respondent CHSI, Respondent Affinity, Respondent Barstow and Respondent Watsonville.

The Respondents, including the newly-named Quorum Health Corporation and QHCCS, LLC (the Quorum Respondents), oppose the motion to amend, arguing granting it would create undue delay and prejudice.

On September 28, 2016, I issued an Order to Show Cause as to why I should grant the General Counsel's requested amendment. The General Counsel and the Charging Party responded, and the Respondents replied. No argument was offered persuading me to grant the General Counsel's amendment.

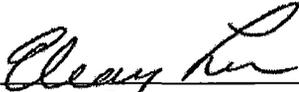
Under Section 102.17 of the Board's Rules, a judge may grant complaint amendments during the hearing "upon [terms that] may seem just." In this complex case, where the complaint before me already contains more than 120 pages and more than 120 allegations, I find it would be imprudent to add allegations to the unfair labor practices complaint if those allegations serve no purpose that could not be served by including them in a compliance specification. Were the motion to granted, the Quorum Respondents would be required to file an answer to numerous substantive allegations it is not alleged to have committed, the vast majority of which predate their existence. They would also be required to respond to numerous joint/single employer allegations regarding other entities. To require such a perfunctory exercise would unnecessarily burden an already unwieldy record.

More importantly, the Quorum Respondents are only implicated if liability ensues with regard to certain unfair labor practice charges. Should that occur, the sole issue would be whether they are *Golden State* successors. Adding the requested allegations does not inform the unfair labor practice charges before me in any way at all.

The General Counsel raises concerns about the Respondents' potential to manipulate its corporate structure to avoid liability. Specifically, the General Counsel avers, "By the compliance stage of this proceeding, the General Counsel will suffer undue harm as the successor allegations pertaining to the Quorum Respondents may be stale or moot by the circuitous business ventures of Respondent CHSI and the Quorum Respondents that will likely occur in the interim period." This is unpersuasive. The General Counsel will be given a full and fair opportunity to allege and present evidence on successor liability at the compliance stage of proceedings.

Because the issue of whether the Quorum Respondents are liable to remedy any unfair labor practice violations under *Golden State Bottling Co.* will be litigated, if necessary, in the compliance phase of these proceedings, I decline to name them as Respondents in the unfair labor practices complaint, see *2 Sisters Food Group*, 361 NLRB No. 152 (2014), and therefore I decline to grant the General Counsel's amendment.

Dated: November 2, 2016, San Francisco, California.

  
Eleanor Laws  
Administrative Law Judge

Served by email and U.S. Mail upon the following:

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**DiCrocco, Brian**

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**From:** DiCrocco, Brian  
**Sent:** Wednesday, November 02, 2016 10:01 AM  
**To:** Sukert, Aaron; Laufer, Amanda W.; Andrew Lammers, Esq. R ; Antonia Domingo, Esq. CP; Banks, Ashley L.; Brendan White Esq. CP; Bruce A. Harland, Esq. CP ; Bryan Carmody, Esq. R; Gonzalez, Carlos; Carmen DiRienzo, Esq. R ; Goode, Daniel; Donald Carmody, Esq. R ; Howard & Howard PLLC; Jacob White, Esq. CP; Jane Lawhon, Esq. CP; Mervin, Joelle; Katherine R. Cloud, Esq. R ; Leonard Sachs, Esq. R; Micah Berul, Esq. ; Michael D. Gifford, Esq. R; Michelle Wezner, Esq. ; Nicole Naro, Esq. CP; Garber, Noah; Patrick McCarthy, Esq. R; Robert Hudson, Esq. R; MacKay, Robert; Meares, Shannon R.; Pincus, Stephen M., Steven Chesler, Esq. R; Mearns, Timothy; Tracy Litzinger, Esq. R  
**Subject:** 08-CA-117890 - ORDER DENYING GENERAL COUNSEL'S REQUEST TO AMEND THE COMPLAINT  
**Attachments:** Order Denying Motion to Amend QHC.pdf

Dear Counsel,

Please see the attached document.

**Brian C. DiCrocco, Legal Tech.**  
**NLRB Division of Judges San Francisco**  
**628-221-8821**