

STATE OF SOUTH CAROLINA) IN THE COURT OF COMMON PLEAS
)
COUNTY OF GREENVILLE) CIVIL ACTION NO. 2016-CP-23-05148

South Carolina Public Interest)
Foundation, Edward D. Sloan, Jr.,)
Thomas Barilovits, Dell Baker, James)
Mikell "Mike" Burns, William M.)
Chumley, Tom Corbin, Dwight Loftis,)
Shane R. Martin, Garry R. Smith, Joe)
Dill, Willis Meadows, David Thomas,)
and Kerry Wood,)
Plaintiffs)

**SUPPLEMENTAL AND
AMENDED COMPLAINT**

JURY TRIAL DEMANDED

v.)

Greenville Health System, a political)
subdivision of the State of South)
Carolina, Upstate Affiliate)
Organization, Strategic Coordinating)
Organization, SC Health Company,)
Lisa Stevens, Rev. Sean Dogan,)
Michelle Seaver, Scot L. Baddley,)
James F. Barker, W. Michael Ellison,)
Leah D. Garrett, J. Phillip Liston,)
Richard A. Phillips, Ruth M.)
Richburg, C. Michael Smith, Peter B.)
Waldschmidt, and Marguerite Wyche,)
Defendants.)

NOW COME the Plaintiffs by their undersigned attorney, and as a Supplemental and Amended Complaint in the above-captioned action allege as follows:

1. This case addresses the Greenville Health System Trustees' abdication of government over a special purpose district, and the unconstitutional conveyance of public assets worth several billion dollars to private entities for insufficient consideration.

THE PARTIES

2. Plaintiff South Carolina Public Interest Foundation (SCPIF) is a corporation not for profit,

organized and existing under the laws of the State of South Carolina and dedicated to the public interest, including the proper enforcement of the South Carolina Constitution and laws. SCPIF is also a Greenville County taxpayer.

3. Plaintiffs Sloan, Barilovits and Wood are citizens, residents, taxpayers and registered electors of Greenville County, South Carolina.

4. Plaintiffs Baker and Thomas are citizens and residents of Greenville County and former members of the South Carolina General Assembly. Baker is also a former member of the GHS Board of Trustees.

5. Plaintiffs Burns, Corbin, Loftus, Martin, and Smith are citizens, residents, taxpayers and registered electors of Greenville County, members of the South Carolina General Assembly, and members of the Greenville County Legislative Delegation.

6. Plaintiff Chumley is a resident of Spartanburg County and a member of the South Carolina General Assembly and the Greenville County Legislative Delegation.

7. Plaintiffs Dill and Meadows are citizens, residents, taxpayers and registered electors of Greenville County, and members of the Greenville County Council.

8. Defendant Greenville Health System (“Old GHS”) is a special purpose district of the State of South Carolina, created by Act 432 of 1947, with its principal place of business in Greenville, South Carolina. It is also known as Greenville Health Authority (GHA). Herein the governmental entity will be called Old GHS.

9. Defendant Upstate Affiliate Organization (“UAO”) is, upon information and belief, a South Carolina corporation organized by the Defendant Old GHS. UAO is now doing business as Greenville Health System (“New GHS”).

10. Defendant Strategic Coordinating Organization (“SCO”) was a South Carolina corporation

organized by the Defendant Old GHS.

11. On November 21, 2017, the SCO and Palmetto Health and Subsidiaries finalized their agreement to create a new not-for-profit entity, SC Health Company (“SC Health”), a successor to SCO, which became the parent organization of New GHS and of Palmetto Health and its Subsidiaries, a Columbia based hospital. SC Health now provides the strategic direction, financial oversight and corporate support services for New GHS and other subsidiaries that were previously provided to them by SCO. SCO was merged into New GHS with New GHS being the surviving entity.

12. Defendants Lisa Stevens, Rev. Sean Dogan, Michelle Seaver, Scot L. Baddley, James F. Barker, W. Michael Ellison, Leah D. Garrett, J. Phillip Liston, Richard A. Phillips, Ruth M. Richburg, C. Michael Smith, Peter B. Waldschmidt, and Marguerite Wyche are members of the Board of Trustees of Defendant Old GHS and are named in their official capacities.

JURISDICTION AND STANDING TO SUE

13. Plaintiff members of the General Assembly represent those members who enacted Act 432 of 1947, creating the Greenville Health System or its predecessor (Old GHS).

14. By statute, the members of the Greenville County Legislative Delegation have the right to select the trustees to govern, operate and maintain Old GHS. Act 379 of 2008, which amended Act 432 of 1947, states: “The board of trustees shall consist of twelve members to be appointed by the Greenville County Legislative Delegation pursuant to this section.” *Id.*, amending Section 4 (B)(1). Accordingly, the members of the Greenville County Legislative Delegation have “some special interest from which [they are] charged with responsibility that may be adversely affected by the action attacked.” *Camp v. Board of Public Works of City of Gaffney*, 238 S.C. 461, 469, 120 SE.2d 681, 684 (1961).

15. As is described in greater detail below, the Defendants' actions complained of herein, including leasing and otherwise conveying substantially all of Old GHS's assets, operations, maintenance, governance, and authority to other new, private entities over which the Old GHS Board retains no authority. The Old GHS Board has been completely stripped of any meaningful control over those assets, operations, governance or authority over the health care system. The Trustees are no longer operating and maintaining the hospital facilities for Greenville County. The Defendants' actions have reduced the Old GHS Board to a meaningless shell, and thus the Legislative Delegation's power to vote on and appoint the Hospital's governing Trustees has effectively been nullified. Those Legislative Delegation members have thus suffered "a concrete and particularized injury" to their statutory authority inherent in their roles as the elected representatives of Greenville County.

16. Members of Greenville County Council have a right to approve or disapprove the issuance of bonds by the Old GHS. Dill and Meadows voted against a measure which would have co-mingled the debt of Old GHS with several other hospitals whose credit ratings were of a lesser quality than Old GHS's. Defendants then went to the Governor for approval of the bond issuance when Greenville County Council had voted against it. Accordingly, Dill and Meadows suffered "a concrete and particularized injury" by the attack on their authority to approve or disapprove the refinancing of the bonds for old GHS.

17. Plaintiff taxpayers stand in the shoes of taxpayers of the City and County of Greenville who contributed taxpayer funds to establish the Defendant Old GHS, and its predecessors. In addition, because consolidation almost invariably raises costs of medical care, these Plaintiffs will bear the increased cost of medical care and increased insurance costs due to the actions of the Defendants. The Old GHS was built and expanded with Greenville County taxpayer funds.

Accordingly, these Plaintiffs have suffered a “concrete and particularized injury” by the Defendants’ conveying several billion dollars of public assets to private entities with no public or taxpayer oversight.

18. In addition, Defendants attempted to give away the allocated beds from the public Marshall Pickens mental health hospital to a private mental health hospital controlled by a publicly traded organization called Acadia Healthcare, to the detriment of the citizens, residents, and taxpayers of Greenville County. SC DHEC refused to grant the Certificate of Need, and for the moment, this disaster was averted, but this amounts to another “concrete and particularized injury” to the Plaintiffs as citizens and taxpayers of Greenville County. The ruling is under appeal.

19. All Plaintiffs possess standing to sue under the Freedom of Information Act.

20. This case raises several important public issues which require judicial guidance. They include: (1) whether Act 105 of 2013, on which the Defendants rely, violates the South Carolina Constitution, Article III, Section 34; (2) whether Act 105 of 2013, on which the Defendants rely, violates the South Carolina Constitution Article III, Section 17; (3) whether the change in governance by Old GHS violates Act 432 of 1947, as amended; (4) whether the Old GHS Board of Trustees delegated non-delegable duties; (5) whether the Old GHS Board of Trustees abdicated its fiduciary responsibilities; (6) whether the Old GHS Board of Trustees possesses lawful authority to bind future Boards of Trustees; (7) whether corporations created by the Old GHS Board of Trustees possess more legal authority and fewer legal limitations than the Old GHS Board of Trustees itself; (8) whether the Defendants created new corporations not under the control of the State in violation of Article III, Section 34 of the South Carolina Constitution; (9) whether the corporate Defendants unlawfully converted public property of Old GHS; (10) whether the Defendants have been unjustly enriched; and (11) whether Old GHS violated the South Carolina

Freedom of Information Act, S.C. Code Ann. § 30-4-10 et seq. (“FOIA”).

21. All actions complained of herein are *ultra vires* of the legitimate power of the Defendant Trustees. Accordingly, this action raises unusual and perhaps unique Constitutional and statutory issues of great public importance, which require judicial guidance, and Plaintiffs ask the Court to grant them standing to sue based upon the great public importance of the Constitutional and statutory issues this action raises.

22. This Court possesses jurisdiction under the following decisions, which address public importance and taxpayer standing: *South Carolina Public Interest Foundation v. Lucas*, 416 S.C. 269, 76 S.E.2d 124 (2016), *South Carolina Public Interest Foundation v. South Carolina Transportation Infrastructure Bank*, 403 S.C. 640, 744 S.E.2d 521 (2013), *American Petroleum Institute v. S.C. Dep’t. of Revenue*, 382 S.C. 572, 677 S.E.2d 16 (2009), *South Carolina Public Interest Foundation v. Harrell*, 378 S.C. 441, 663 S.E.2d 52 (2008), *Sloan v. Department of Transportation*, 379 S.C. 160, 666 S.E.2d 236 (2008), *Sloan v. Hardee*, 357 S.C. 495, 640 S.E.2d 457 (2007); *Cornelius v Oconee County*, 369 S.C. 531, 633 S.E.2d 492 (2006); *Sloan v. Department of Transportation*, 365 S.C. 299, 618 S.E.2d 876 (2005), *Sloan v. Wilkins*, 362 S.C. 430, 608 S.E.2d 579 (2005); *Sloan v. Sanford*, 357 S.C. 431, 593 S.E.2d 470 (2004); *Sloan v. Greenville County*, 356 S.C. 531, 590 S.E.2d 338 (Ct. App. 2003), *Sloan v. School District of Greenville County*, 342 S.C. 515, 537 S.E.2d 299 (Ct. App. 2000), *Baird v. Richland County*, 333 S.C. 519, 511 S.E.2d 69 (1999), and *Newman v. Richland County Historic Preservation Commission*, 325 S.C. 79, 480 S.E.2d 72 (1997).

23. This Court also possesses jurisdiction in this case pursuant to the Declaratory Judgment Act, S.C. Code Ann. § 15-53-10 et seq., and pursuant to the Court’s equitable powers.

24. Old GHS, with its affiliates, is a local body, not a statewide body, and as such, the grant of standing to sue to Plaintiffs will not impact the Constitutional principle of separation of powers.

FACTUAL BACKGROUND

25. In 2014, the Chairman of the Old GHS Board of Trustees created an Ad Hoc Committee on Governance (“Ad Hoc Committee”).

26. On April 8, 2015, Old GHS issued a Memorandum Called “Transformational Organizational Considerations for Greenville Health System,” which discussed “Alternative Organizational Structures for Consideration.” Alternative 4 was described as a “Holding Company with Governmental and Not-For-Profit Operating Entities.” Defendants adopted Alternative 4.

27. On July 9, 2015, the Old GHS Board of Trustees held a Board and Leadership Retreat at the corporate offices at 300 E. McBee Avenue in Greenville. The hospital administration and the Ad Hoc Committee recommended strategic changes addressed in a retreat Handout.

28. On September 8, 2015, Old GHS president Mike Riordan addressed the Old GHS Board of Trustees and presented the System Foundation Principles providing for “system-wide, centralized decision-making,” and stating that “Legacy, entity control, requirements and involvement need to be kept to a minimum. Sunset provisions should apply, if included.” (Handout, p. 12 of 27). “Legacy” means the Old GHS.

29. On September 8, 2015, the Old GHS administration asked the Old GHS Board of Trustees to approve a Resolution authorizing them and the Old Board of Trustees to “explore” or pursue the recommended plans.

30. The governance of Old GHS, entrusted to this Board of Trustees by Act 432 of 1947, is a duty that is not delegable under the law of South Carolina. The governance of the hospital system is the heart of their public responsibilities as Trustees; and the Old GHS Board simply cannot convey

away that responsibility to a private, self-selected, self-perpetuating board, with no connection to Greenville County, and no accountability to the people of Greenville County and their elected representatives. It is an abdication of their sworn, public, fiduciary duty.

FIRST PETITION FOR ORIGINAL JURISDICTION

31. On or about September 29, 2015, at the behest of the Defendants, three former Old GHS Trustees filed a Petition for Original Jurisdiction in the South Carolina Supreme Court asking the Court to confirm the legality of the proposed changes to the Old GHS' organizational and governance structure, Appellate Case No. 2015-002047. Old GHS was named as a Respondent. Old GHS Trustees, Dell Baker, and Lewis Vaughn were named separately as Respondents. (Baker and Vaughn had voted against the changes.) Several members of the Greenville County Legislative Delegation, and others who were opposed to the changes, also intervened as Respondents.

32. On January 15, 2016, the South Carolina Supreme Court denied the Petition for Original Jurisdiction stating, "GHS has not finalized a proposal as to the restructuring nor even made a final decision to reorganize." Accordingly, any decision by the Court on Old GHS's authority to reorganize "would be based on a contingent, hypothetical, or abstract dispute and would be improper under the Declaratory Judgments Act."

ADOPTION OF NEW DOCUMENTS

33. On February 17, 2016, the Old GHS Board of Trustees approved resolutions making the new GHS System operational.

34. On or about February 18, 2016 Old GHS filed the Articles of Incorporation for UAO (now New GHS) and SCO with the Secretary of State.

35. The Old GHS Board of Trustees directed its Chairman and the President and CEO of Old

GHS to execute both the Master Affiliation Agreement (“MAA”) and the Lease and Contribution Agreement (“Lease”) to create the new operational and governance system and implement the transactions contemplated in those Agreements.

36. By the Lease, Old GHS conveys virtually all of its real property to UAO, in exchange for certain mostly unenforceable contractual promises from UAO related to the payment of obligations and provision of healthcare services. The initial term of the Lease is 40 years, and the Lease contains three 20-year options, exercisable by the Lessee, UAO, for minimal and inadequate consideration.

37. Defendants also conveyed outright to UAO ownership of all Old GHS’s fixtures, equipment, and personalty with right of substitution for no additional consideration.

38. Old GHS selected the initial Directors of both UAO and SCO, but forfeited all prospective control.

SECOND PETITION FOR ORIGINAL JURISDICTION

39. On or about May 11, 2016, Old GHS filed a second Petition for Original Jurisdiction in the South Carolina Supreme Court, Appellate Case Number 2016-000981. Respondents were Baker, Vaughn, and the Intervenors in the prior action.

40. The second Petition was supported by stipulations agreed to by the parties.

41. On June 14, 2016, Respondents filed a Return to the Petition, opposing the exercise of Original Jurisdiction and filed a proposed Answer and Counterclaims.

42. On August 22, 2016, the Court agreed with Respondents and denied the Petition.

MASTER AFFILIATION AGREEMENT

43. The MAA creates an extensive and detailed contractual affiliation among Old GHS, UAO or New GHS, and SCO. By the MAA, UAO assumes all responsibility for the operations of the

Old GHS hospitals, and Old GHS conveys to SCO virtually all authority for the strategic direction, governance, and operation of the hospitals under its jurisdiction.

44. The MAA recites that the SCO “will provide strategic direction for the entire integrated health system, and centralized corporate, support, and compliance services” (MAA, p. 6). The MAA contemplates that other hospitals will also join the “system” and sign the MAA. The MAA calls these prospective additional member hospitals Affiliate Organizations (“AO’s”). The “SCO will be the sole corporate voting member of UAO and each AO and will provide the strategic direction and coordination for the system” (MAA, pp. 6-7). The SCO will select standards for “quality of service,” “safety practices,” and “patient satisfaction” (MAA, p. 8).

45. “The SCO . . . will set the strategic direction for the system” (MAA, p. 9). After the Commencement Date, the SCO Board will fill vacancies on the SCO Board and appoint additional members (MAA, p. 9). “[T]he chief executive officer of the SCO shall serve as an *ex officio*, voting member of the SCO Board of Directors” (MAA, p. 9).

46. “SCO is the sole corporate voting member of UAO (New GHS) SCO shall retain certain member reserved powers and authority with respect to UAO” (MAA, p. 10). “After the Commencement Date, [vacancies on the UAO Board] will be filled and new members will be appointed by the SCO” (MAA, p. 10). The SCO has the right to agree to “the initial members of the governing bodies of each UAO subsidiary” (MAA, p. 11). The SCO retains the right to approve all AO’s for participation in the system (MAA, p. 11). “The SCO shall approve the Constituent Documents of each AO” (MAA, p. 11). “SCO shall become the sole corporate and voting member of an AO” (MAA, p. 11). “Each AO shall have a governing body which shall be appointed by the SCO” (MAA, p. 12).

47. “The Executive Officers of the SCO, UAO and each AO shall be directly employed by SCO

and their services provided to UAO and AO pursuant to a management services agreement” (MAA, p. 12). “The reporting relationships of the UAO and AO management teams shall [be] developed and approved by the SCO” (MAA, p. 12).

48. Pursuant to the MAA, “operational responsibilities, obligations and duties [are] undertaken by SCO” (MAA, p. 12).

SCO shall review the operations of UAO and each AO at the time of its joining the System with respect to further integration of the nonclinical services. If SCO decides such nonclinical services are appropriate candidates for integration, SCO shall direct that UAO and each AO take such actions as may be appropriate to consolidate such nonclinical operations. . . . SCO may allocate the cost of such services to UAO and AO based upon a reasonable and equitable allocation methodology determined by SCO.

(MAA, p. 13).

49. When an AO joins the system, “All decisions related to the types of representations and warranties required of an AO, and whether waivers or consents will be granted, rests solely with the SCO” (MAA, p. 14).

50. If a dispute arises under the MAA, the parties are required to negotiate and then to arbitrate. The “arbitrators shall be selected by the SCO” (MAA, p. 21).

51. On the signature page of the MAA, the same indecipherable signature appears as Chief Executive Officer for Old GHS, SCO, and UAO; one person signing for all three parties with adverse interests.

52. The MAA requires that all signatories “agree that they share the System Foundation Principles set forth in Schedule 1.4” (MAA, p. 7). The Shared System Foundation Principles include the following:

3. Provides for System-wide centralized decision-making . . .
5. Legacy, entity control, requirements and involvement need to be kept to a minimum. Sunset provisions should apply, if included

6. Monies, assets and programs need to be fungible across regions and the System as a whole

(MAA, p. 29, Schedule 1.4). “Legacy” is the MAA term for organizations like Old GHS with governmental affiliations. Their “entity control, requirements and involvement need to be kept to a minimum.”

53. One of the most alarming “Shared System Foundation Principles” is that “Monies, assets and programs need to be fungible across regions and the System as a whole.” By this provision, monies and assets accumulated in Greenville, and owned by Old GHS, could be transferred anywhere supporting any program of the “system” all under the totalitarian control of the SCO. The SCO could use Old GHS assets to acquire new facilities in other counties or even other states. These new facilities would be owned by SCO, and not by Old GHS. The SCO is entitled to borrow money using Old GHS assets as collateral. The SCO is entitled to sell bonds using the revenue stream from Old GHS assets as a source of repayment, and Old GHS can be left with empty, closed buildings.

UAO BYLAWS AND RESERVED POWERS

54. The Bylaws of the New GHS explain that The Corporation (New GHS) shall have one member, SCO called the ‘Sole Member.’ “The Sole Member shall provide strategic direction for the System” (p. 34).

55. Section 2.2 of the Bylaws lists the “Reserved Powers of the Sole Member.” They include the following:

- A. Approval of any change or deviation by the Corporation or its affiliates from the mission, vision, philosophy, shared governance principles, shared foundation principles, and commitments as described in the Master Affiliation Agreement.
- B. Approval of the Corporation’s adoption of vision and mission statements or any amendment thereto.
- C. Approval of the Corporation’s strategic and financial plans after consultation

- with and receipt of recommendations from the Corporation.
- D. Approval of Corporation goals, targets, and policies regarding credentialing, quality, and patient safety after consultation with and receipt of recommendations from the Corporation.
 - E. Determination, in consultation with the Corporation, to sell, lease, transfer or otherwise dispose of all or substantially all of the assets of the Corporation as part of a single transaction or plan, to substantially change the use of substantially all of the assets of the Corporation, or to dissolve the Corporation and distribute its assets.
 - F. Determination, in consultation with the Corporation to merge, consolidate, or reorganize the Corporation or to change its corporate member.
 - G. Determination, in consultation with the Board of Directors, to enter into any material agreement whereby a third party will joint venture with the Corporation or any of its affiliates or manage a substantial part of the facilities, assets, or operations of the Corporation or its affiliates.
 - H. Appointment of the Board of Directors of the Corporation (after appointment of the initial Board of Directors).
 - I. Appointment of the Chair of the Corporation's Board of Directors after consideration of the Nominating Committee's recommendations.
 - J. Appointment of the Executive Officers of the Corporation, including the senior management leaders, provided that Sole Member shall consult with the Chair of the Board of Directors in connection with the appointment of the top senior management leader.
 - K. Approval of an amendment to the Corporation's Articles of Incorporation.
 - L. Approval of an amendment to the Corporation's Bylaws.
 - M. Approval of such other actions which a provision of these Bylaws expressly requires the approval of the Sole Member.

Id., pp. 34-35.

56. Thus, the Bylaws of New GHS "reserve" many broad and extensive powers over New GHS for the Corporation's Sole Member, SCO. Governance of New GHS is by the SCO, the Sole Member.

57. After the initial Board of Directors, "Directors shall be selected by the Sole Member utilizing competency-based criteria established by the Sole Member" (*Id.*, p. 35). "The Sole Member of this Corporation shall be authorized to remove any Director at any time for any reason, with or without cause" (*Id.*, p. 36). "The Chair and Vice Chair [of the Corporation] shall be chosen annually and from time to time by the Sole Member" (*Id.*, p. 38). "The Chair and Vice Chair may

be removed, with or without cause, by the Sole Member” (*Id.*, p. 39).

58. “Executive Officers of the Corporation . . . are employed by the Sole Member . . . under a Management Services Agreement” (*Id.*, p. 39). They are “selected by the Sole Member” (*Id.*, p. 39). “The Sole Member shall be authorized to establish such titles, duties, and responsibilities for these officers as shall be determined necessary or convenient by the Sole Member” (*Id.*, p. 39). “The Corporation’s top senior management leader shall report directly to the Sole Member” (*Id.*, p. 39). “The Executive Officers of this Corporation shall be chosen at such times and for such term lengths as determined by the Sole Member” (*Id.*, p. 40). “Any Executive Officer selected under the terms of this Article V may only be removed, either with or without cause, by the Sole Member” (*Id.*, p. 40).

59. Any amendment, modification, repeal, or addition to the Articles of Incorporation requires “the written approval of the Sole Member” (*Id.*, p. 41). Likewise, any amendment to the Bylaws requires “the written approval of the Sole Member” (*Id.*, p. 41).

60. The Sole Member can overrule the establishment of standing committees of the Board of New GHS (*Id.*, p. 44). The Sole Member determines the fiscal year for the Corporation (*Id.*, p. 50).

61. In short, the MAA gives SCO complete and total control. By signing the MAA, the Old GHS Board of Trustees has surrendered all discretion, all governance, all decision-making capacity, and all authority to the SCO.

62. Act 432, as amended, requires that Old GHS be operated and maintained by a Board of Trustees selected pursuant to Act 432, as amended, and that changes to the governance and control of Old GHS must be made by legislation. Defendants totally ignored this requirement.

TERMINATION PROVISIONS

63. Article 12 of the MAA governs termination. Termination can be by mutual consent (MAA, 12.1 a). Termination can be effected by Old GHS, under limited circumstances, “prior to operationalization of the System” (MAA, 12.1 d.). The only other way to terminate the contract is when “compliance with any investigation request for additional information made by . . . [a] Governmental Authority would, in that Party’s reasonable judgment, have a Material Adverse Effect on that Party (MAA, 12.1 b.). Old GHS has very limited power to terminate the MAA. Thus, it is very easy to enter into the MAA, but very difficult to leave.

AFFILIATIONS

64. In the fall of 2017, officials of SCO formed a new entity, Defendant SC Health. SCO transferred all assets, contract rights and subsidiaries, including all its rights under the MAA to SC Health. SCO was merged into New GHS and ceased to operate. As a result, SC Health became the successor to SCO for all matters alleged herein.

65. Also, a Columbia hospital, Palmetto Health, entered into affiliation agreements with SC Health ceding governmental control and direction to SC Health. The transfers and affiliation agreements accomplished a *de facto* merger of the two largest hospitals in the state without obtaining approval of SC DHEC or the legislature and in violation of statutory and constitutional requirements.

66. The co-presidents of SC Health, are the former president of SCO, Michael C. Riordan, and the president of Palmetto Health, Charles D. Beaman, Jr.

67. Although Defendant Old GHS is a special purpose district or public service district, it has nevertheless acquired or established organizations that operate on a for-profit basis, which entities were transferred to SCO. In 2016, Old GHS also conveyed investments previously held in its

Endowment Fund (a non-profit 501(c)(3) to promote healthcare services) to SCO, with no restrictions on the use of principal and earnings.

68. In addition, Defendants Old GHS, New GHS, and SC Health agreed to develop a new mental health hospital jointly with a national organization called Acadia Healthcare to operate on a for-profit basis and replace the existing not-for-profit Marshall Pickens Hospital. Defendants agreed to transfer the allocated mental health beds from Marshall Pickens to the new for-profit mental hospital, which would not accommodate Medicaid patients. SC DHEC refused to grant a Certificate of Need for this new, for-profit, jointly-operated mental hospital, a further example of actions that would deny citizens of Greenville County healthcare. This matter is under appeal.

69. Further affiliation agreements were undertaken when SC Health agreed that, subject to approval by the relevant County Councils, SC Health would assume and jointly refinance all the debt of all the participating hospitals, including Palmetto Health and Tuomey Hospital, both of which have poorer credit ratings, along with that of New GHS, Laurens Hospital, and Oconee Hospital. Greenville County Council and Oconee County Council voted against this refinancing. It is expected that further efforts to obtain approval will continue.

70. Nevertheless, Palmetto Health, and Defendants SCO and SC Health asked the Governor to approve the recapitalization, without the consent of Greenville County Council and Oconee County Council, but the Governor refused to do so, but Defendants actions are further evidence of Defendants' intent to adversely impact health services provided to citizens of Greenville County by Act 432 as amended.

**FIRST CLAIM
DECLARATORY JUDGMENT THAT ACT 105 OF 2013 VIOLATES
ARTICLE III, SECTION 34 OF THE SOUTH CAROLINA CONSTITUTION
AND IS THEREFORE INVALID.**

71. Plaintiffs incorporate by reference all the preceding paragraphs.
72. Upon information and belief, Defendants rely on Act 105 of 2013, contending that it authorizes the actions complained of herein. (Plaintiffs dispute this contention.)
73. Act 105 of 2013 applies only to the Greenville Health System and no other organization, thereby violating South Carolina Constitution, Article III, Section 34, IX, the prohibition against special legislation, when general legislation could be made applicable. *See Gilbert v. Bath*, 267 S.C. 171, 227 S.E.2d 177 (1976).
74. Among other things, Act 105 of 2013 allows Old GHS the benefits of being a Regional Health Services District, without requiring Old GHS to qualify under the general statutes for becoming a Regional Health Services District. Upon information and belief no other organization in South Carolina has been granted these privileges of being a Regional Health Services District, without going through the statutory qualifications to become a Regional Health Services District, thereby creating a conflict with the general laws of the State of South Carolina without a rational basis, thereby violating South Carolina Constitution, Article III, Section 34, IX.
75. Accordingly, Act 105 of 2013 is unconstitutional, and Defendants cannot rely on Act 105 of 2013 as authorizing any of the conduct complained of herein.

**SECOND CLAIM
DECLARATORY JUDGMENT THAT ACT 105 OF 2013 VIOLATES
ARTICLE III, SECTION 17 OF THE SOUTH CAROLINA CONSTITUTION
AND IS THEREFORE INVALID.**

76. Plaintiffs incorporate by reference all the preceding paragraphs.
77. Act 105 of 2013 violates Article III, Section 17, of the South Carolina Constitutional which

requires, “Every Act . . . shall relate to but one subject, and that shall be expressed in the title”.

78. Act 105 of 2013 relates to many subjects, such as the number and manner of selection of Trustees and a municipal police force for the Old GHS.

79. Act 105 of 2013 added paragraphs 24 and 25 to the powers of GHS. Paragraphs 24 and 25 empower the Old GHS to:

(24) enter into affiliation, cooperation, territorial management, joint operation, and other similar agreements with other providers for the:

(a) sharing, dividing, allocating, or exclusive furnishing of services, referral of patients, management of facilities, and other similar activities; or

(b) reducing or eliminating duplicative services in a market in order to improve quality or reduce cost; and

(25) exercise all powers now or hereinafter granted to regional health service districts pursuant to Articles 15 and 16, Chapter 7, Title 44, Code of Laws of South Carolina, 1976.

80. The Title to Act 105 of 2013 fails to mention entering into affiliations or the granting of the powers of Regional Health Service Districts to Old GHS, set out in the preceding paragraph. Such grants of power significantly transform the statutory powers and authorizations for Old GHS, and the failure to mention these changes in the Title of Act 105 of 2013 violates the Constitution Article III, Section 17.

**THIRD CLAIM
DECLARATORY JUDGMENT THAT THE BOARD
OF TRUSTEES IS DELEGATING A NON-DELEGABLE DUTY.**

81. Plaintiffs incorporate by reference all the preceding paragraphs.

82. The Acts of the General Assembly creating the Old GHS Board of Trustees require that the Board of Trustees exercise the responsibility to govern, to operate, and to maintain Old GHS and that such governance, operation, and maintenance, is a governmental function. However, the actions of the Board of Trustees of Old GHS granted that responsibility for governance, operation, and maintenance to another board (SCO), a private body, whose members may not necessarily be from Greenville County or even South Carolina, and not selected by any governmental authority,

but rather the SCO Board is self-selecting and self-perpetuating. Such delegation is an unlawful delegation of governmental authority, a non-delegable duty. Old GHS may not “delegate away those powers and responsibilities which give life to it as a body politic. A municipal corporation or other corporate political entity created by state law, to which police power has been delegated, may not divest itself of such power by contract or otherwise.” *G. Curtis Martin Inv. Trust v. Clay*, 274 S.C. 608, 266 S.E.2d 82 (1980)

83. The Old GHS Board of Trustees voted to transfer the assets, governance, management, maintenance, operations, and control of a political subdivision and public asset with annual revenues in excess of \$2 billion, and billions of dollars in real estate and medical equipment to a newly created private entity, the New GHS and SCO.

84. SCO/SC Health claims the authority to appoint itself to the governing body, to establish the budget for the system, to hire the CEO and key management of the system, to issue debt for the system, to set rates charged to patients of the system, and to set the strategic direction for the system. The Old GHS Board of Trustees, instead of governing, operating, maintaining Old GHS for the benefit of the citizens of Greenville County, has limited authority to oversee compliance with a Lease, giving it minimal rights, which rights do not pertain to the governance, operation, and maintenance of Old GHS. This is an unprecedented and unlawful surrender of governing powers to a newly created private entity, without any of its former public or governmental oversight.

85. When a public entity is created and given responsibility by statute, that statutorily-granted duty and responsibility is non-delegable. *Newman v. McCullough*, 212 S.C. 17, 24, 46 S.E.2d 252, 255 (1948).

86. The Supreme Court ruled that Old GHS is a special purpose district. *Sloan v. Greenville Hospital System*, 388 S.C. 152, 165, 694 S.E.2d 532, 539 (2010). The General Assembly conferred

upon the Board the power and responsibility to govern, operate, and maintain Old GHS.

87. By entering into the MAA and the Lease, the Old GHS Board of Trustees transfers too much power and authority in an unlawful and *ultra vires* delegation. The actions of the Old GHS Board of Trustees deprive the government of discretion. *City of Beaufort v. Beaufort-Jasper County Water and Sewer*, 325 S.C. 174, 480 S.E.2d 728 (1997).

88. Plaintiffs are entitled to declaratory judgment that the Old GHS Board of Trustees has unlawfully delegated a non-delegable power and duty. Plaintiffs respectfully request an Order restoring all previous powers and assets to the Old GHS Board of Trustees in the manner set forth herein.

**FOURTH CLAIM
DECLARATORY JUDGMENT THAT THE OLD GHS BOARD OF TRUSTEES
IS VIOLATING ITS FIDUCIARY RESPONSIBILITY.**

89. Plaintiffs incorporate by reference all the preceding paragraphs.

90. Hospital trustees bear fiduciary responsibility for the management of the hospital. *Gilbert v. McLeod Infirmary*, 219 S.C. 174, 185, 64 S.E.2d 524, 528-29, 24 A.L.R. 60 (1951).

91. Plaintiffs respectfully suggest that the referenced changes amount to a violation and abdication of the sacred trust and fiduciary responsibility given to these Old GHS Trustees.

92. The governance of the hospital system is at the heart of the Trustees' public responsibilities. The Old GHS Board of Trustees' action in conveying their responsibility to a private, self-selected, self-perpetuating board, with no connection to, or accountability to Greenville County or the Legislative Delegation is an abdication of their sworn, public, fiduciary duty. It violates the common law of South Carolina and is not fair and reasonable or advantageous.

93. Some Old GHS Trustees have appointed themselves to the SCO Board and the New GHS Board through self-dealing and conflict of interest.

94. Old GHS Trustees have wrongfully abandoned their fiduciary responsibilities to Old GHS and to the public.

95. Defendant Old GHS Trustees have wrongfully evaded the public trust.

96. By their actions, the Old GHS Trustees have contracted and transferred all rights, rendering themselves impotent to act to remedy to prevent or to investigate wrongs in the management and operation of the hospital, such as excessively high fees for medical service, Medicare violations, unfair trade practices, favoritism to other facilities, closing of facilities, failure to provide vital services or providing them only at foreign locations, and charging uninsured patients higher rates than insured patients, among other issues. Because the Old GHS Trustees have given all management to other boards, the Old GHS Board of Trustees is now powerless to correct any of the foregoing claims or any others like them.

97. Plaintiffs are entitled to, and respectfully request, declaratory judgment that the Old GHS Board of Trustees has unlawfully abdicated and violated its fiduciary duty to Old GHS and to the citizens and taxpayers of Greenville County, and request an order directing the Old GHS Board to terminate the Lease and MAA and retake all assets heretofore transferred, together with all additions, replacements, profits, and subsidiaries, restoring all previous powers and assets to the Old GHS Board of Trustees.

98. “A violation by trustee of a duty the trustee owes to a beneficiary is a breach of trust.” S.C. Code Ann. § 62-7-1001 (a),

99. Pursuant to S.C. Code Ann. § 62-7-1001(b), Plaintiffs are entitled to an order compelling the Old GHS Trustees to restore all property, assets, and governing powers; and an order requiring the Old GHS Trustees to provide an accounting related to all transactions since the Old GHS Board of Trustees voted to consider the privatization of Old GHS, and to consider entering into the Lease,

and the MAA.

**FIFTH CLAIM
DECLARATORY JUDGMENT THAT THE BOARD OF TRUSTEES
LACKS AUTHORITY TO BIND FUTURE GHS BOARDS**

100. Plaintiffs incorporate by reference all the preceding paragraphs.

101. The Old GHS Board of Trustees has no power or authority (absent express statutory authority to the contrary) to make laws or policies unchangeable by future Boards of Trustees. *Newman v. McCullough*, 212 S.C. 17, 25, 46 S.E.2d 252, 256 (1948).

102. The Old GHS Board of Trustees has no authority to sign a contract with extremely restrictive termination provisions, leasing billions of dollars of assets to a private corporation for 100 years. If a contract extends beyond the term of the current members of the governing body and materially impinges upon the governmental or policy making discretion of the entity's governing body, it is voidable as legislative entrenchment.

103. By transferring all of its operating assets to New GHS, and by vesting all decision making power over the operation of Old GHS's hospitals and other healthcare facilities to SCO, a private entity, for 100 years, no matter what future Boards of Trustees may decide, the Old GHS Board of Trustees unlawfully attempted to bind all future Boards. This is unlawful legislative entrenchment.

104. Plaintiffs are entitled to, and respectfully request, declaratory judgment that the Old GHS Board of Trustees has acted unlawfully and *ultra vires* in an attempt to unlawfully bind future Boards, an order voiding this action, and restoring all previous powers and assets to the Old GHS Board of Trustees and all other relief requested herein.

**SIXTH CLAIM
DECLARATORY JUDGMENT THAT SC HEALTH AND
NEW GHS POSSESS NO MORE AUTHORITY THAN OLD GHS.**

105. Old GHS, as a governmental body, possesses only the powers granted to it by Act 432 of

1947, as amended.

106. Old GHS, through its Board of Trustees, established SCO and New GHS to carry out the functions of Old GHS.

107. Defendants wrongly contend that SCO and New GHS are free to operate outside the laws that govern Old GHS.

108. SCO and New GHS can have no more power or authority than Old GHS.

109. A governmental body with limited authority, Old GHS and its Board of Trustees, cannot and should not be able to create a private organization, which possesses more authority and freedom, and fewer restrictions on the use of public assets than does Old GHS itself. If it were not so, many organizations across the State could evade debt limits, evade procurement codes, and evade oversight by the auditing bodies of the State, just as Defendants contend SCO and New GHS are free to evade public oversight. Accordingly, their actions are *ultra vires*.

110. Plaintiffs are entitled to, and respectfully request, declaratory judgment that SCO and New GHS, having been created by Old GHS, possess no more authority than Old GHS, and are bound by the laws and limitations that bind Old GHS, including FOIA, and must be governed by the Old GHS Board of Trustees. SCO/SC Health and New GHS took actions which ceded their authority and were *ultra vires* and should be terminated and rescinded as herein set forth.

**SEVENTH CLAIM
DECLARATORY JUDGMENT THAT DEFENDANTS VIOLATED
S.C. CONSTITUTION, ART. III, SEC. 34, III.**

111. Plaintiffs incorporate by reference all the foregoing paragraphs.

112. Defendants have violated South Carolina Constitution, Article III, Section 34, III which prohibits “incorporat[ing] . . . charitable . . . institutions not under the control of the State, or amend or extend the charters thereof.” Old GHS formed New GHS and SCO, and transferred all

control and assets as previously set forth.

113. Plaintiffs are entitled to Declaratory Judgement that these actions violate Article III, Section 34, III, and injunctive relief bringing these organizations back under the control of Old GHS, which is answerable to the Greenville County Legislative Delegation, and for further relief as set forth herein.

**EIGHTH CLAIM
NEW GHS, SCO, AND SC HEALTH
HAVE CONVERTED PUBLIC PROPERTY**

114. Plaintiffs incorporate by reference all the foregoing paragraphs.

115. By the aforesaid actions, Defendants SCO, New GHS, and SC Health have converted valuable public assets owned by Old GHS and rights of Old GHS, and have unjustly enriched private parties.

116. Plaintiffs are entitled to, and respectfully request damages and disgorgement of ill-gotten gains on behalf of Old GHS, from New GHS, SCO and SC Health.

**NINTH CLAIM
UNJUST ENRICHMENT, LACK OF CONSIDERATION**

117. Plaintiffs incorporate by reference all the foregoing paragraphs.

118. Defendants Old GHS and the Defendant Old GHS Trustees conveyed away the control and ownership of a public asset for inadequate consideration.

119. Defendants New GHS, SCO, and SC Health failed to pay fair market value for the assets of Old GHS. No appraisals were undertaken to determine fair market value.

120. Plaintiffs are entitled to, and respectfully request the equitable remedies of rescission and restitution, and requiring Defendants New GHS, SCO, and SC Health to disgorge and forfeit their ill-gotten gains, or to rescind the transaction and restore those assets to Old GHS. Old GHS Board of

Trustees should be required to immediately terminate the Lease and MAA, and to restore its ownership and control over all assets and operations to Old GHS.

**TENTH CLAIM
DECLARATORY JUDGMENT THAT
THE GHS PLAN VIOLATES ACT 432 OF 1947.**

121. Plaintiffs incorporate by reference all the preceding paragraphs.

122. Act 432 of 1947 states, “For the purpose of operating and at all times maintaining adequate hospital facilities for the residents of Greenville County, . . . there is established board, to be known as the Greenville General Hospital Board of Trustees.”

123. The Old GHS Board of Trustees’ unilateral alteration of these statutory requirements violates their Constitutional and statutory duties.

124. Plaintiffs are entitled to and therefore request declaratory judgment that the actions of the Old GHS Board of Trustees violate Act 432, as amended, and are *ultra vires* and void, and Plaintiffs respectfully request the relief set forth herein.

**ELEVENTH CLAIM
DECLARATORY JUDGMENT THAT THE OLD GHS
BOARD OF TRUSTEES VIOLATED THE FOIA**

125. Plaintiffs incorporate by reference all the foregoing paragraphs.

126. The Old GHS Board of Trustees Ad Hoc Committee received a handout entitled “Transformational Organizational Considerations for Greenville Health System,” which listed one of the disadvantages of being a “public body” was that the FOIA “places requirements and restrictions on the way in which planning and decisions are made” (p. 10 of 19). Nevertheless, the handout stated, “Over the years, GHS has been successful despite these constraints” (p. 11 of 19).

THE AD HOC COMMITTEE IS NOT A SELF-EVALUATION COMMITTEE

127. In one of the early meetings of the Ad Hoc Committee, Trustee Dell Baker raised concerns that the Ad Hoc Committee was a “public body” and subject to the FOIA including the required advance notice of the meetings, that the meetings be open to the public, and that the meetings have written minutes, all as required by the FOIA.

128. Nevertheless, the Ad Hoc Committee meetings were not publicly noticed as required by the FOIA; they were not open to the public; and the Ad Hoc Committee kept no minutes of their meetings as required by the FOIA.

129. The Defendants contended that the Ad Hoc Committee was not a “public body” under the FOIA, and no advance notice or publicity of the meetings was required, they were not open to the public, and there was no requirement of written minutes.

130. The Defendants asserted this committee was a “self-evaluation” committee of a medical facility, and was therefore not a “publicbody” under the FOIA (S.C. Code Ann. § 30-4-20(a)).

131. The FOIA definition of “public body” contains an exemption for certain committees of healthcare facilities.

Committees of health care facilities, which are subject to this chapter, for medical staff disciplinary proceedings, quality assurance, peer review, including the medical staff credentialing process, specific medical case review, and self-evaluation, are not public bodies for the purpose of this chapter.

Id.

132. The “self-evaluation” committee exemption is not applicable, and all of the strategic planning of this Ad Hoc Committee should have been done in a public arena, with proper notice, and proper written minutes.

133. The Ad Hoc Committee engaged in no “self-evaluation” by the hospital as is required by S.C. Code Ann. § 30-4-20(a). The meetings consisted of discussions of new forms of governance

for the hospital. There was no discussion of “medical staff disciplinary proceedings, quality assurance, peer review, including the medical staff credentialing process, specific medical case review, [or] self- evaluation.” (S.C. Code Ann. § 30-4-20(a)).

134. The exception is for committees that relate to private medical records or credentialing processes of the medical staff.

135. The Ad Hoc Committee was set up to examine possible changes in the management and governance of the hospital and does not constitute a “self-evaluation” committee, but rather is a “public body” under the FOIA.

136. The application of the FOIA to this Ad Hoc Committee (and potentially many others like it) is an issue of great public importance.

137. Plaintiffs have found no South Carolina case law or Attorney General Opinion that defines the “self-evaluation” exemption to the definition of “public body” under the FOIA.

138. If a hospital can conceal these committee meetings from public view under the “self-evaluation” exemption, a hospital could conceal just about any committee from the application of the FOIA, with a little imagination and clever wording. Therefore, this issue is in great need of judicial guidance, and this Court should address this issue of great public importance.

139. Plaintiffs request declaratory judgment that the ad hoc committee meetings were meetings of a public body under the Freedom of Information Act. *Quality Towing, Inc., v. City of Myrtle Beach*, 345 S.C. 156, 547 S.E.2d 862 (2001).

THE BOARD AND LEADERSHIP RETREAT VIOLATED THE FOIA

140. On July 9, 2015, the Board of Trustees held a Board and Leadership Retreat at the corporate offices at 300 E. McBee Avenue in Greenville to hear the plan of the Ad Hoc Committee. This Retreat lasted from 8:00 AM till 3:00 PM. Thirteen of the sixteen Board members attended the

Retreat. The administration of the hospital called it a confidential education session. The revised Board and Leadership Retreat handout was 149 pages. The Retreat and its handouts were dedicated to a discussion of the strategic changes recommended by the hospital administration and the Ad Hoc Committee.

141. Beginning at 3:00 PM, the Board of Trustees held a board meeting in the same room. The Board meeting was scheduled to last five minutes, and the minutes reflect two minor resolutions.

142. In advance of this meeting, the Board gave notice only of the 3:00 PM Board meeting, and no notice of the Board and Leadership Retreat that lasted from 8:00 AM until 3:00 PM.

143. Similarly, the minutes of the Board Meeting reflect actions it started at 3:00 PM, with no mention of the activities from 8:00 AM until 3:00 PM.

144. This Retreat was a meeting of the full Board and it took place without any public notice, in violation of the open meetings provisions of the FOIA.

145. Plaintiffs request declaratory judgment that conducting the Board and Leadership Retreat without public notice violated the FOIA.

AN EXECUTIVE SESSION VIOLATED THE FOIA

146. On August 24, 2015, the Old GHS Board of Trustees voted to go into closed session to discuss these matters, without stating the purpose or having a valid legal reason to go into executive session, another violation of the FOIA.

147. Accordingly, the Ad Hoc Committee and the Old GHS Board of Trustees are subject to the FOIA and have violated S.C. Code Ann. § 30-4-60, which requires openness of meetings of public bodies, § 30-4-70, which prescribes procedures for closing meetings of public bodies, § 30-4-80, which requires advance notice of meetings of public bodies; and § 30-4-90, which requires written minutes of meetings of public bodies.

148. Plaintiffs request declaratory judgment that going into closed session at the Old GHS Board of Trustees and Leadership Retreat violated the FOIA.

WHEREFORE, Plaintiffs pray the Court for a **TRIAL BY JURY** as to all factual issues, and for declaratory judgments Defendants' actions were *ultra vires*; and that:

1. Act 105 of 2013 violates the South Carolina Constitution, Article III, Section 34, because it is special legislation in contravention of the general legislation of the State of South Carolina, without a rational basis therefor, and is void;
2. Act 105 of 2013 violates the South Carolina Constitution Article III, Section 17 because it relates to more than one subject and does not express the one subject of the Act in its title, rendering Act 105 void;
3. the Old GHS Board of Trustees' actions to abdicate the governance of Old GHS to SCO, a private entity with no government oversight, is an unlawful and *ultra vires* delegation of governmental authority, delegating a nondelegable duty;
4. the Old GHS Board of Trustees' entering into the Lease and the MAA violates its fiduciary responsibilities to the people of Greenville County and is terminated, and the Old GHS Board of Trustees should be ordered to provide an accounting related to all transactions since the Old GHS Board of Trustees voted to consider the privatization of Old GHS, and to consider entering into the Lease, and the MAA;
5. the Old GHS Board of Trustees lacks authority to bind future Old GHS Boards, and its attempt to do so is *ultra vires*;
6. SCO and New GHS possess no more authority than does Old GHS itself;
7. Old GHS's actions violate Article III, Section 34, which prohibits the government "[t]o incorporate . . . charitable . . . institutions not under the control of the State, or amend

- or extend the charters thereof,” and all actions to form charitable institutions not under the control of the State are void;
8. The Defendant Trustees, New GHS, SCO have acted wrongfully to convert public property to private use, and all such gains should be disgorged and paid to Old GHS;
 9. Defendants have unjustly enriched themselves, and all such gains should be disgorged and paid to Old GHS;
 10. the Old GHS Board of Trustees’ actions to change its governance and organizational structure as described herein violates Act 432 of 1947, as amended, are *ultra vires*, and are against public policy and are rescinded, and the Lease and MAA are void and unenforceable, and must be terminated, and the Old GHS Board of Trustees are directed to terminate the Lease and MAA, and restore all assets and operations to Old GHS;
 11. the Ad Hoc Committee is not a self-evaluation committee, and is not exempt from the definition of “public body” under the FOIA; and
 12. the Old GHS Board of Trustees violated the FOIA by failing to give notice of its July 9, 2015 retreat and by going into closed executive session on August 24, 2015;
 13. Direct the Defendant Trustees to immediately restore and implement the judgments and orders of this Court by terminating the Lease and MAA and reclaiming all assets previously transferred together with all additions and substitutions, profits and subsidiaries back to Old GHS; and
 14. That the Court to retain jurisdiction to enforce its orders.

Plaintiffs further pray the Court to issue a temporary, preliminary and permanent injunction requiring the Defendants to preserve the *status quo ante*, and to rescind the Lease, the MAA, and all agreements based upon or pursuant to the Lease and the MAA and all contracts made pursuant

thereto including, but not limited to any and all agreements with SC Health and/or Palmetto Health, grant restitution of all assets previously owned by Old GHS back to Old GHS; injunctive relief bringing these Defendant organizations back under the control of Old GHS, which is answerable to the Greenville County Legislative Delegation; to rescind all conduct found unlawful in this action and restore the governance of GHS to compliance with Act 432, as amended; grant Plaintiffs attorneys' fees and costs under S.C. Code Ann. § 15-77-300; and grant Plaintiffs such other and further relief as the Court deems just and proper.

Respectfully submitted,
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