

OUR PRACTICE

Health Law

The health care industry is one of the most dynamic and complex sectors in the United States, characterized by rapid regulatory changes, technological advancements, and an ever-evolving policy landscape. Baker Donelson understands that health care organizations face unique challenges and opportunities that require tailored legal experience.

Our health care practice is a national leader, with more than 200 attorneys in 11 states and the District of Columbia serving the health care industry. Our dedicated client teams focus on hospitals and health systems, long term care providers, ambulatory surgery centers, behavioral health companies, digital health companies, organ procurement organizations, federally qualified health centers, rural health facilities, pharmacies, pharmaceutical companies home health and hospice organizations, complex medical groups, rehabilitation facilities, and the wide array of health-related enterprises that make up our health care ecosystem. We are committed to cultivating comprehensive, detailed, and intimate knowledge of the health care industry as a whole, as well as the specific segments in which our clients work. Our multidisciplinary approach and unwavering commitment to excellence ensure we deliver the highest level of legal service, tailored to meet your specific needs. Given the vast scope and complexity of the nation's largest industry, our size, scale, and collective experience give our clients a competitive advantage.

When you hire Baker Donelson, you partner with a dedicated, multidisciplinary team that not only has experience in and detailed knowledge of health law but also understands the complicated ways in which the industry operates. We know our clients' businesses because we are committed to living in their world. The support we offer through our national reach and deep industry experience empowers our clients to navigate legal complexities with confidence and achieve their strategic objectives. We are proud to have five former presidents of the American Health Lawyers Association (AHLA) who served while practicing at Baker Donelson, underscoring our leadership in the field. Our attorneys are consistently recognized by AHLA, *Modern Healthcare*, *Chambers USA*, and *Best Lawyers* for their excellence and dedication to clients.

Health Care Regulatory

In the rapidly evolving landscape of health care regulation, Baker Donelson offers unparalleled guidance to ensure our clients remain compliant and ahead of the curve:

- **Compliance Programs and Reviews:** We are adept at developing and implementing programs to ensure adherence to state and federal regulations. Our team also has extensive experience conducting reviews to assess and improve compliance program effectiveness.
- **Fraud and Abuse Counseling:** We advise on laws and regulations related to fraud and abuse.
- **Investigations and Disclosures:** Our team regularly conducts investigations and guides clients through self-disclosures under Centers for Medicare and Medicaid Services (CMS) and Office of Inspector General (OIG) protocols. We are also experienced with disciplinary proceedings and peer review processes.
- **Licensing and Accreditation:** We advise on licensing, accreditation, certificates of need, and scope of practice.
- **Risk Management:** We assess and mitigate risks in third-party agreements and contracts and conduct thorough due diligence on regulatory aspects of deals.
- **Medicare and Medicaid:** We assist with reimbursement and enrollment processes and handle audits, appeals, payor disputes, post-payment reviews, and voluntary repayments.

- **Operational Advice:** We provide guidance on operational issues, corporate governance, and medical staff matters.
- **Care Coordination:** We develop and implement value-based and care coordination arrangements.
- **Privacy and Security:** We provide professional guidance on HIPAA compliance and other federal, state, and international privacy laws, covering areas such as clinical research data protection, artificial intelligence (AI) and digital health data privacy regulations, and comprehensive data security and governance policies.

Health Care Transactions

Our transactional team provides end-to-end legal support for health care transactions, ensuring compliance and strategic alignment in achieving our clients' business objectives:

- **Mergers and Acquisitions:** We guide clients through every stage of health care M&A, from due diligence to closing, ensuring seamless integration of work streams and prioritization of compliance throughout the process.
- **Joint Ventures and Strategic Affiliations:** We structure and negotiate joint ventures and strategic affiliations that enhance operational capabilities and market presence.
- **Financing and Capital Formation:** Our experience in financing transactions supports health care providers in securing the capital needed for growth and innovation.
- **Real Estate and Facilities:** We advise on real estate transactions, including leasing, acquisition, and development of health care facilities, ensuring regulatory compliance and optimal outcomes.
- **Contracting and Vendor Relationships:** We draft and negotiate contracts with vendors and suppliers, safeguarding our clients' interests and ensuring regulatory adherence.

Health Care Policy

Our policy practice is dedicated to shaping the future of health care through insightful analysis and effective advocacy:

- **Legislative and Regulatory Advocacy:** We represent clients before legislative bodies and regulatory agencies, influencing policy developments to align with their goals.
- **Policy Analysis and Strategy:** We assess the impact of health care policies and craft strategic responses to ensure our clients thrive in a dynamic regulatory environment.
- **Coalition Building and Stakeholder Engagement:** We facilitate coalition building and stakeholder engagement to support policy initiatives that drive positive change.

Recognitions and Leadership

At Baker Donelson, our commitment to excellence is reflected in the accolades and leadership roles of our attorneys:

**Modern
Healthcare**

Named one of the "Largest Healthcare Law Firms" by *Modern Healthcare* every year the list has been published.

**BEST LAW
FIRMS**
RANKED BY **Best Lawyers**

Listed on U.S. News – Best Lawyers "Best Law Firms" in Band 3 nationally and in Bands 1, 2, and 3 locally.



Case Studies

- **Community Healthcare Trust Incorporated - Equity Transaction**
- **Unanimous Jury Defense Verdict for Nursing Home in Medical Negligence Trial - Medical Negligence Litigation**



Representative Matters

- Represented a publicly traded health care company in settling an employee classification audit with the Internal Revenue Services (IRS) that could have resulted in an assessment of millions of dollars. The audit involved a proposed reclassification of thousands of surgeons and optometrists as employees and not independent contractors. We assisted our client in the management and settlement of this audit for a nominal sum.
- Implemented Corporate Compliance and Ethics Plans and HIPAA Compliance Plans for health care organizations including hospitals, nursing home chains, hospice providers, physician practices, DME suppliers, and pharmaceutical manufacturers.
- Obtained summary judgment for a mental health facility and its individual board members in an action alleging breach of employment contract, Section 1983, freedom of association, and intentional infliction of emotional distress claims.
- Successfully defended a physician hospital organization against claims that it conspired to boycott a surgery center and two of its physician investors from the outpatient surgery market in the Memphis area in violation of the Sherman Act, as well as state law unfair competition and tortious interference claims in the United States District Court for the Eastern District of Arkansas.
- Represented a regional non-profit health system in structuring three whole-hospital joint ventures to build and operate new hospitals, including private placement syndications to contemplated physician medical staff members, with transaction values and capital investments of approximately \$100 million each.
- Conducted audits and due diligence reviews for a broad array of clients with regard to compliance with Medicare standards, HIPAA, fraud and abuse, and 340B Drug Pricing Program compliance.
- Represented a nonprofit hospital in establishing coverage and hospitalist professional services arrangements with various specialties, including cardiovascular surgery, cardiology, pulmonology/intensivist, neurology and telemedicine services, and structuring fair market value compensation.
- Represented an independent community hospital in acquiring numerous primary care and specialist physician practices, applying a Professional Services Agreement (PSA) model approach, resulting in provider-based physician clinic status. Structured fair market value wRVU-based compensation models, including physicians in medical oncology, cardiology, nephrology, orthopedic surgery, and gynecology.
- Represented an academic medical center in negotiating a \$400 million electronic medical record software license and implementation services agreement with Epic Systems.
- Defended the largest physician-owned (1,300+) Medicare Advantage HMO in the country in parallel criminal and civil investigations alleging failure to provide member care. After a multi-year

investigation by the U.S. Attorney's Office for the Eastern District of Louisiana, the parallel criminal and civil cases were declined without action.

- Successfully defended numerous hospitals in EMTALA investigations, including drafting plans of correction and representing entities at administrative Quality Improvement Organization (QIO)/Physician Review Organization (PRO) hearings; drafted and implemented extensive EMTALA compliance programs; provided direct on-site support for hospitals; defended providers in private litigation claims; and provided employee and medical staff training.
- Led a team of more than 50 attorneys and legal professionals in defending a pharmaceutical company in diet drug litigation in Tennessee, consisting of more than 2,500 federal court cases throughout the state. Also served on the client's national expert witness team deposing medical causation experts throughout the country.
- Conducted antitrust compliance training for numerous Fortune 500 companies in a wide range of industries, including insurance, health care, construction, aggregates and finance.
- Provided direct, daily (offsite and onsite) general business and regulatory compliance guidance to health systems, hospitals, psychiatric facilities, pharmacies, skilled nursing facilities, hospices, dialysis companies, personal care homes, physician/dental practices and ambulance providers.
- Represented hospitals in connection with complex transactions involving compliance with Medicare regulations, including provider-based status, hospital-within-hospital, and other payment and conditions of participation rules.
- Advised a national e-commerce company in the health care sector with respect to health care regulatory issues and related contract issues which arose out of its e-commerce business model.
- Represented a hospital in Reporting Hospital Quality Data for Annual Payment Update (RHQDAPU) reporting and appeal.
- Represented an ambulance company in a potential exclusion based on the malfeasance of an owner in another company, ultimately negotiating the voluntary exclusion of the owner to preserve the Medicare certification of the subsidiary organization.
- Represented a multistate hospital company in connection with a \$25 million revolving credit facility.