

Health Care

Miller Canfield provides holistic legal and business representation to clients in health care including regulatory, transactional, finance, real estate, litigation and immigration services.

Our clients in the U.S., Canada and Poland include hospitals, physicians, group practices, professional corporations, assisted living facilities, specialty centers and medical equipment/device manufacturers. Our attorneys also represent government programs and agencies, charitable facilities and academic institutions.

Our lawyers know how to navigate within HIPAA, EMTALA, the FDA, FTC and other regulatory agencies, as well as issues with compliance and capital investment in medical R&D. We assist providers in the drafting and implementation of employment policies, procedures and benefits; medical staff and corporate by-laws; board records; and other documents necessary for the operation of their businesses. We also assist employers with their complex immigration needs for the attraction and retention of health care talent.

Our **Litigation and Dispute Resolution Group** represents hospitals, physicians, skilled nursing and rehabilitation facilities, and medical device manufacturers. Our lawyers represent clients in medical malpractice, premises liability, general negligence, and product liability claims, and have significant experience managing high-exposure claims and successfully trying cases to verdict, as well as proven success in pre-trial resolution and alternative dispute resolution.

Our **Criminal Defense team** includes lawyers with experience in white-collar crime in the health care setting. Clients rely on our deep experience with Stark Law, anti-kickback, intermediate sanctions, payer reimbursement and more.

Our **Public Finance Group** serves as bond counsel for numerous large and small hospitals, senior living facilities and other nonprofit corporations, helping these organizations with all of their capital needs. Our broad experience in this area allows us to provide creative solutions to fit the needs of each borrower while maintaining flexibility for future financing or refinancing needs.

Representative Matters

Miller Canfield's corporate experience in health care spans:

- Shareholder Agreements
- Buy/Sell Agreements
- Non-Compete Agreements
- Practice Group Agreements
- Membership Agreements
- Indemnification Agreements
- Joint Ventures
- Immigration
- International Expansion
- Contracts: Managed Care, Employment and Hospital/Physician

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- Real Estate
- Peer Review and Credentialing
- Locum Tenens Agreements
- Medical Entity Credentialing
- Medicare Compliance
- HIPAA Compliance
- Antitrust
- Certificates of Need
- Formation of Provider Networks
- Medical Records
- Estate Planning

Physician Groups

- Represented one of Michigan's largest multispecialty physician practice group companies in asset sale to one of Michigan's leading physician group practices.
- Guided a large physician group through its sale to a hospital and the process of becoming part of the hospital's integrated delivery system in a way that enabled the physicians to preserve their autonomy and, consequently, a significant degree of bargaining power and influence in hospital system decisions after the acquisition that would not have been possible had they become hospital employees.
- Assisted a leading multi-specialty group of physicians in navigating all employment issues – both simple and complex – associated with its merger with a leading physician group practice.
- Successfully defended the non-competition provision of a multi-million-dollar physician group's shareholder agreements, obtaining a favorable settlement for the client prior to a trial on damages.
- Represented a multi-specialty physician group in its creative acquisition of an ancillary service business from another group of physicians in default with its bank, whereby the bank repossessed the desired assets and resold them to our client at a reduced price.

Hospitals

- Established a joint venture among several hospitals located in geographically adjoining rural markets. The joint venture then acquired a multi-location specialty practice, and we prepared various agreements to integrate the newly acquired practice with each of the hospitals. We handled all aspects of these transactions and coordinated the work of ancillary service providers, including accounting and valuation experts.
- Defended a hospital system against allegations that its charges for providing medical records in response to subpoenas were excessive, in violation of the state Consumer Protection Act and Patients' Bill of Rights. The state

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Supreme Court ordered the complaint dismissed for failure to state a valid claim.

- Obtained summary judgment for a hospital on a disability and retaliation case, as well as a favorable award in earlier arbitration with plaintiff's union. An arbitrator upheld the discharge under the just cause provisions of the agreement. The court later ruled that there was insufficient evidence to support either of plaintiff's discrimination theories.
- Represented a state university in connection with the negotiation of agreements and issuance of bonds to finance new medical school facilities.
- Following the affiliation of two non-profit Michigan hospitals, worked as bond counsel to refinance the debt of both hospital systems, bringing them within the same credit group and creating synergies between the two hospitals. As tax counsel, this involved restructuring the debt of both hospital systems to ensure the interest on the debt continued to be tax-exempt following the transaction and thereafter. We successfully helped to structure and document the transactions, resulting in millions of dollars in interest savings to the combined health care groups.

Regulatory Matters

- Provided general counsel representation to statewide associations of limited license health professionals. Work involved insurance scope and coverage issues under state insurance laws, advice on pending legislation, organizational governance and business issues, and advice on issues of interest to membership.
- A community hospital was alleged by state regulatory authorities to have been overpaid by several millions of dollars. We demonstrated compliance with virtually all Medicaid rules and regulations and settled the matter for less than 10% of the amount demanded.

Litigation

- Represented a national insurance company in disputes arising under its health care plan, including defending the company and its insured in lawsuits filed by providers and plan beneficiaries.
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Represented a large multi-specialty medical organization against claims of mismanagement by a group of member physicians.

- Reached a favorable resolution on behalf of a medical services provider in a breach of contract dispute with former medical billing company.
- Obtained summary judgment from federal district court on behalf of a local hospital in an FMLA lawsuit filed by a nurse. The court concluded that the plaintiff was not entitled to the rights to which she laid claim.
- Secured summary judgment for defendant hospital in a complex case under the Pregnancy Discrimination Act Amendments to Title VII, FMLA and common law.

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Transactions

- We represented a high-volume surgery center in negotiations with a leading health insurance company as to coding procedures for diagnosing patients, obtaining approvals and submitting claims for payment under its plan.
- We helped a living health care center (independent living, assisted living and nursing care) through two workouts of existing financings, enabling completion of the next phase of the project.
- We represented the purchaser in its acquisition of a multi-million-dollar dental practice with multiple locations, including structuring of transaction, obtaining regulatory approvals and third-party consents.
- We represented various health care professionals in connection with establishing a multi-disciplinary health care facility, including the acquisition of real property, and preparation of various contracts including leases, cost-sharing agreements and associate agreements.
- We completed a corporate reorganization to "freeze" the value of a dental practice to permit the issuance of shares to family members to facilitate income splitting among the family unit.