

HOSPITALS & HEALTH SYSTEMS

Our experience with hospitals and health systems dates back to 1968 when Waller represented Hospital Corporation of America, today known simply as HCA, in the purchase of its first hospital. In the more than four decades since that transaction, we have played an integral role in many of the transactions that have shaped the healthcare industry.



Hospitals and health systems – including investor-owned companies, tax-exempt organizations, academic medical centers and publicly owned hospitals – know that our deep roster of healthcare attorneys has the experience to provide comprehensive representation in every facet of their business and operations, including:

- Mergers, acquisitions and joint ventures
- Government investigations, including fraud and abuse matters involving False Claims Act and qui tam litigation
- Medicare/Medicaid certification and reimbursement
- Stark and anti-kickback compliance
- HIPAA privacy and identity protection
- Commercial finance and securities
- Intellectual property and technology licensing
- Real estate
- Employment and labor relations
- Medical staff credentialing and related matters
- Contracting issues and disputes
- Environmental and medical waste issues

In the tax-exempt and non-profit sector, we also assist healthcare providers with:

- Obtaining and maintaining tax-exempt status with the IRS and state tax authorities
- Providing counsel regarding excise taxes on prohibited transactions
- Structuring advice related to UBTI and private inurement issues
- Working with the IRS to obtain private letter rulings on a variety of issues

Articles

- "Some Key Terms of Hospital-Physician Employment Contracts," by Cory A. Brown, Memphis Medical News
- "Tennessee Prescription Safety Act of 2012 Creates New Administrative Tasks for Physicians," by Cory A. Brown, Memphis Medical News

- "OIG Finally Issues Advisory Opinion on Co-Management Arrangements", by Cory A. Brown, Memphis Medical News
- Trustee Bulletin, a publication of Texas Health Care Trustees, Fletcher Brown, partner, regular contributing author on ethics topics
- "Demonstrating Fairness in a Market Approach to Hospital M&A," Ken Marlow in Hospital Focus for The Governance Institute
- "Measuring the Compliance Program's Effectiveness: Suggestions for the Board," By Fletcher Brown, BoardRoom Press
- In a rare move, the OIG rescinds a 2006 Advisory Opinion
- "Membership Substitution Transactions – Why Are They So Misunderstood?" Ken Marlow in Bond Buyer
- J.D. Thomas Posts, "Healthcare Industry on Pins and Needles: The Repeal of the ACA and What Comes Next" on Waller Healthcare Blog
- "IRS taking harder look at non-profit hospitals" Don Stuart quoted in FierceHealthcare
- Ken Marlow and Lanta Wang co-author AHLA Connections "Defending the Deal: The Attorney General Review Process in Nonprofit Hospital Conversions"
- "Report on the Financial, Operational and Legal Status of Government-Owned Community Hospitals," Co-authored by Ryan K. Cochran, www.StateOfYourHospital.com
- "When Your Hospital Becomes The Patient," □ by Brian Browder and John Tishler, Health Care Law Monthly
- Donald Stuart authors "Community Health Needs Assessments and Implementation: The Board's Ongoing Responsibility" on the Governance Institute E-Briefings-Vol 12, No. 5
- Shannon Goff Kukulka Posts "Supreme Court Saves Affordable Care Act (Again): 6-3 Decision Upholds Subsidies in King v. Burwell" in Waller Healthcare Blog
- "King v. Burwell - Supreme Court Affirms Fourth Circuit Decision in Favor of Nationwide Subsidies" from the Waller Healthcare Blog
- "OIG Issues Fraud Alert Targeting Physician Compensation" from the Waller Healthcare Blog
- Ken Marlow co-authors "Building a Hospital Joint Venture: A Blueprint for Success" with Barry Sagraves from Juniper Advisory
- J.D. Thomas Posts "What Hospitals Can Learn from Recent Florida Settlements over Ambulance Rides" in Waller Healthcare Blog
- Kristen Johns Posts "Considerations for Hospitals and Health Systems on Commercializing Innovations" in Waller Healthcare Blog

- Attorney Ken Marlow co-authors article with Juniper Advisory's Rex Burgdorfer for The Governance Institute
- Angela Youngberg Posts "Obama Administration Warns States that Failing to Expand Medicaid Could Jeopardize Funding to Pay for Treating the Poor" in Waller Healthcare Blog
- Ken Marlow Posts "The Rise of Hospital Joint Ventures: A Q&A with Juniper Advisory's Rex Burgdorfer" in Waller Healthcare Blog
- Denise Burke and Angela Youngberg Posts "MedPAC Issues 2015 Report to Congress" in Waller Healthcare Blog
- Shannon Goff Kukulka Posts "Four Little Words and a Potential "Death Spiral" - Supreme Court Hears Challenge to Affordable Care Act Subsidies in King v. Burwell" in Waller Healthcare Blog
- Brian Browder Posts "Alignment Continues for Providers and Insurers" in Waller Healthcare Blog
- Beth Vessel Posts "Denial of St. Luke's Appeal Shows Importance of Competitive Review of Transactions" in Waller Healthcare Blog
- "The Year Ahead for Providers," by Denise Burke, Angela Youngberg, John Arnold and Cory Brown, Memphis Medical News
- "Consumer-Driven Healthcare," by Colin Luke, Birmingham Medical News
- "Health Care Goes Global: Recruiting and Employing International Medical Graduates," by Vinh Duong and Nora Katz, BNA's Health Law Reporter
- "The Important Role of CRNAs in a Complex Staffing, Regulatory, and Reimbursement Environment," co-authored by Kim Harvey Looney, AHLA Hospitals & Health Systems Rx
- "Oncology Joint Ventures: When Do They Make Sense?," by Colin Luke, Birmingham Medical News
- "Increasingly Common Bedfellows - Collaborations Between Academic Medical Centers and Investor-Owned Health Care Companies," Brian R. Browder, AHLA Connections
- "Regulatory Issues in Ambulatory Surgery Center Acquisitions," Nora L. Liggett, ABA Health eSource
- "Quality of Care, Medical Necessity, and the Peer Review Process: A Compliance Risk that Every Hospital Should Understand," Richard W. Westling, BNA's Health Law Reporter
- "What the Supreme Court Ruling Means for Healthcare M&A," Brian R. Browder and Donald B. Stuart, Executive Insight – The Politics of Healthcare
- "Doctors, Hospitals Seek New Partners," Brian R. Browder, Nashville Business Journal

- "State of Tennessee Grants Certificate of Public Advantage to Two Hospital Systems," by Kim Harvey Looney and Justin Hicherson, AHLA Bulletin
- Recent Cases Offer Increased Prospects for Mergers by Competing Hospitals
- IRS Announces Federal Income Tax Developments Related to the West African Ebola Outbreak
- Participate in an ACO? Are Your Hospital's Bonds Still Tax Exempt?
- A Closer Look at the Two Midnight Rule as CMS Delays Enforcement Again Amid Legislative and Judicial Challenges
- New Application Deadline of Nov. 30, 2013 for Texas Physician Education Loan Repayment Program
- HHS/Office of Civil Rights Once More Into the Breach
- IRS and SEC Bond Initiatives Aimed at Tax-Exempt Hospitals and Other 501(c)(3) Organizations

Media Mentions

- "Anthem's \$16M breach settlement reminds others to assess their cyber risks," Beth Pitman quoted in Modern Healthcare
- "Cross-market hospital mergers continue despite rising regulatory scrutiny," Ken Marlow quoted in Modern Healthcare
- "La. Hospital Beats Ex-Employee's Racial Discrimination Suit," Marcus Crider and Coe Heard featured in Law360
- "Little River, a rural provider with high lab charges, files for bankruptcy," Morris Weiss quoted in Modern Healthcare
- "The HCA Effect: How the hospital giant helped Nashville grow with it," George Bishop and Scott Rayson quoted in Nashville Business Journal
- "More independent rural hospitals will seek some type of affiliation with a larger hospital," Waller cited in Modern Healthcare
- "It's Optum, not Amazon, that is 'scaring the crap' out of hospitals," Ken Marlow quoted in HealthExec
- "Waller adds health care compliance partner," Nashville Post
- "How Payers Can Build a Successful Bundled Payment Strategy," Colin Luke quoted in HealthPayerIntelligence.com
- "Highmark Health braces for divorce from UPMC," Ken Marlow quoted in Modern Healthcare
- "Hospital Giants Vie for Patients in Effort to Fend Off New Rivals," Ken Marlow quoted in the New York Times
- "Advocate Health Care and Aurora Health Care combined would be one of the biggest regional health systems," Ken Marlow quoted in Modern Healthcare
- "Mergers and acquisitions on track to best 2016's deals," Ken

Marlow quoted in Modern Healthcare

- "Academic medical center M&A may compromise research focus," Ken Marlow quoted in Modern Healthcare
- "Bundled payments on 'pause,' but not for long," Colin Luke quoted in Managed Healthcare Executive
- "Not-for-profit providers' rising expenses, dwindling revenue could spur mergers," Ken Marlow quoted in Modern Healthcare
- "Tom Price might soften bundled payments, but healthcare orgs will stay the course," Colin Luke quoted in Healthcare Finance News
- "Bundled Payment Models Here to Stay Despite CMS Program Delays," Colin Luke quoted on RevCycleIntelligence.com
- "Vanderbilt hospital employees breached patient records," Beth Pittman quoted in the Tennessean
- "ACA repeal: Nashville's health care industry faces a defining moment" Colin Luke quoted in the Tennessean
- "Health Care Cases To Watch In 2017," Richard Westling and JD Thomas quoted in Law360
- "Meet Birmingham's Who's Who in Health Care for 2016" Colin Luke featured in the Birmingham Business Journal
- "Bundled Payment Models Need to Align Payer, Provider Incentives" Colin Luke quoted on HealthPayerIntelligence.com
- "Health care notes: AAC execs stock plans, industry interoperability pledge" Steve Blumenthal quoted in Nashville Post
- "AHA: Stark Law Exception Advances Alternative Payment Models" Kristen Larremore quoted in RevCycle Intelligence
- "New Jersey hospital tax exemption bill could face legal challenges" Don Stuart quoted in Modern Healthcare
- InCharge Healthcare 2016: Memphis Medical News Recognizes Denise Burke
- Richard Westling quoted in Law360 "Health Care Regulation to Watch in 2016"
- "VUMC starts 'gigantic' switch to Epic records system" Andy Norwood quoted in Tennessean
- "Examining the Place of a FEC in the Healthcare Market" Kim Looney quoted in The Ambulatory M&A Advisor
- "Not-for-profit N.J. hospitals may soon be helping local municipalities' finances," Donald B. Stuart quoted in Modern Healthcare
- "This Nashville law firm is beefing up its efforts to keep health care providers out of trouble," Patsy Powers and Richard Westling quoted in the Nashville Business Journal
- "Whistle-blower worries: Hospitals likely to see more False Claims suits tied to doctor compensation," J.D. Thomas quoted in Modern Healthcare

- "Wellmont-Mountain States merger talks spark interest," Brian Browder quoted in The Tennessean
- Fletcher Brown gives opinion on challenges to ACA in PartBNews "More patients, bigger practices likely the long-term outcome of King v. Burwell"
- Attorney Mark Folk talks physician practices in latest Modern Healthcare article "No hangover: Doc buying binge rolls on as systems learn from past deals"
- Don Stuart talks about "Taxing challenges as not-for-profit rules shift" in Modern Healthcare
- John Tishler commented on rural hospitals and Insure Tennessee in The Tennessean
- Waller counsels Ventas in definitive agreement to acquire Ardent Health Services for \$1.75 billion
- "Politics Versus Economics and the Enduring Mystery of Medicaid Expansion," Fletcher Brown quoted in The Huffington Post
- "4 Trends in the current Stark Law enforcement climate," Michelle Marsh quoted in Becker's Hospital Review
- "Provider, pharmacy sector see lively quarter," Ken Marlow quoted in Modern Healthcare
- "Doctors prepare for gift disclosure rules," Denise Burke quoted in the Tennessean
- "Physician pay: What's a doctor worth?," Michelle Marsh quoted in The Tennessean
- "Waller's Health Care Chief Talks Industry Trends," Ken Marlow quoted in Nashville Business Journal
- "Healthcare IT Security Is Difficult, But Not Impossible," Robb S. Harvey quoted in CIO magazine
- "Paid Overpayments, Settlements Could Be Tax Deductible," Leigh Griffith quoted in Medical Practice Compliance Alert
- "Managing Healthcare Litigation Costs," by Paul S. Davidson, Healthcare Finance News
- "Avoid NPP-doctor supervision violations for diagnostic tests," Kim Harvey Looney quoted in Medical Practice Compliance Alert
- "Take 7 steps to protect your practice's NPI, DEA numbers," Colbey Reagan quoted in Medical Practice Compliance Alert
- "ACOs, Bundled Payments, Quality & Access," Kim Harvey Looney quoted in Nashville Medical News
- "To Be or Not To Be Independent: 5 Considerations for Community Hospitals," Brian R. Browder quoted in Becker's Hospital Review
- "Is Your Hospital Considering a Transaction? 4 Legal Areas You Must Address," Brian R. Browder quoted in Becker's Hospital Review
- "An Overview of Recent Challenges to Hospital Transactions: Is

the FTC Really More Aggressive?," Brian R. Browder quoted in Becker's Hospital Review

Events

- Legislative Updates on Healthcare Issues in Texas and the Impact of the ACA in Texas, Michelle Apodaca, Speaker
- Ethics in Managed Care, Michelle Apodaca, Speaker
- Mental Health Parity, Michelle Apodaca, Speaker
- Medicaid Managed Care, Michelle Apodaca, Speaker
- "Affordable Care Act for General Practitioners: 13 Months and Counting," Cory A. Brown, Presenter at the Tennessee Bar Association CLE
- "New Governmental Focuses on Fraud and Abuse Enforcement," Cory A. Brown, Panelist for ACHE Chapter
- "HIPAA Update," Cory A. Brown, Co-Presenter for the West Tennessee Society for Healthcare Human Resources Administration
- Texas Insurance Institute 2013 Conference, 2013 Legislative Update
- "ACO Formation and Implementation," Kim Harvey Looney, Panelist at AHLA Physician Organizations Practice Group and Accountable Care Organization Task Force Webinar
- "Healthcare Compliance: Ideas for Protecting and Preparing for Success," Presented by Fletcher Brown, Texas Association for Healthcare Financial Administration (TAHFA)
- "What Were They Thinking? They Actually Did That! Yes, Ethics Matters!!!," Presented by Fletcher Brown, UMC Health System Board Education Workshop
- "Medical Necessity and the False Claims Act: Investigating, Proving, and Defending FCA Cases Involving Issues of Medical Necessity," co-presented by J.D. Thomas at the Health Care Compliance Association (HCCA) Healthcare Enforcement Compliance Institute.
- "The Secrets of Open Meetings, Closed Sessions and Public Information," Presented by Fletcher Brown, Texas Healthcare Trustee Webinar
- Katie Stenberg and John Tishler present "Red Flags for Healthcare Lenders: Swim with the Sharks or Sleep with the Fishes," at at IMN's Annual Midwest Bank Special Assets & Credit Officer's Forum
- "The Role and Responsibility of the Board," Presented by Fletcher Brown 2017 Healthcare Governance Conference
- Ryan Cochran joins Turnaround Management Association Tennessee Chapter panel for "How Do You Know What is REALLY Going On? A practical guide for evaluating and advising distressed healthcare facilities"

- "Top 10 Health Care Trends - 2017," Presented by Fletcher Brown, Mitchell County Hospital District Board Retreat
- "Healthcare Compliance: Ideas for Protecting and Preparing for Success," Presented by Fletcher Brown, 2017 TAHFA and HFMA Lone Star - Lubbock Road Show
- "Meeting The Challenges Of The Future: Small Community Governance Issues," Presented by Fletcher Brown, Texas Healthcare Trustees 2016 Healthcare Governance Conference
- "Form Follows Function: Buyer and Seller Joint Ventures," Ken Marlow Panelist, 2016 AHLA Healthcare Transactions Conference
- "The Future of Texas' Rural Hospitals: What the Data Tells Us and New Models for Preserving Access to Care," Presented by Ryan Cochran, Texas Organization of Rural & Community Hospitals 2016 Annual Conference
- "Health Law 101: A Backgrounder for Hospital Boards and Leadership," Fletcher Brown, Presenter, The Governance Institute
- "Legal Duties of Hospital Board Members and Regulatory Update," Fletcher Brown, Presenter, Mitchell County Hospital District Board Retreat
- "Healthcare Compliance: Protecting and Preparing for Success," Fletcher Brown, Presenter, The Governance Institute
- "Hospital Physician Integration in a New Health Care World," Kim Harvey Looney, Co-Presenter, Tennessee Bar Association 27th Annual Health Law Forum
- "Key ACO Facts from the People Who Shaped the Medicare Shared Savings Program," Michelle Apodaca, Moderator at the 11th Annual Washington Health Law Summit presented by the ABA Health Law Section
- "Board Ethics: Preparing for New Challenges," Presented by Fletcher Brown, Texas Healthcare Trustees' New Board Member Orientation
- "83rd Texas Legislative Update - From a Hospital Provider Perspective," Michelle Apodaca and Fletcher Brown, Presenters at Healthcare Financial Management Association
- "Integration in Medical Staff," Kim Harvey Looney, Panelist at AHLA Physician Organizations Bootcamp Webinar and Roundtable Discussion Series: The Anatomy of Physician Integration, Part VI
- "Stark Law: A Roadmap to Real Estate Compliance," John Claybrook and Walter Neilsen, presenters, Medical Office Today webcast
- "Recent Trends in Academic Medical Center Acquisitions and Affiliations," Brian Browder, Panelist at the American Bar Association, Emerging Issues Conference
- "Regulatory Issues in Healthcare Real Estate Transactions – A Review of Stark and the Anti-Kickback Statute," Walter Neilsen,

Panel on Webinar for AHLA Real Estate Affinity Group of the Hospitals and Health Systems Group

- Fletcher Brown speaks at Fisher County Hospital District Board of Directors Retreat
- "Hospital-Physician Integration Models," Kim Harvey Looney, Panelist at Tennessee Bar Association 24th Annual Health Law Forum
- "ACOs Are Here to Stay-What To Do Now?," Kim Harvey Looney, Panelist at LeadingAge Tennessee 2012 Annual Conference
- "ACOs Are Here to Stay-What To Do Now?," Kim Harvey Looney, Panelist at American Health Lawyers Association Long Term Care and the Law Program
- "A Closer Look at Medicare ACOs," Kim Harvey Looney, Panelist at Modern Healthcare Webinar
- "Collaboration and Cooperation between Not-for-Profit and Investor-Owned Providers," Brian R. Browder, Moderator at Directions in Healthcare 2011
- "Deal Making in Healthcare," Brian R. Browder, Moderator at Leadership in Healthcare - Argyle Executive Forum
- "Physician Contracting Issues," Kim Harvey Looney, Panelist at Tennessee Bar Association's 2012 Health Law Primer
- "Latest and Greatest about ACOs," Kim Harvey Looney, Panelist at Tennessee Bar Association 23rd Annual Health Law Forum
- "ACOs and Other Integration Models," Kim Harvey Looney, Panelist at Tennessee Bar Association 22nd Annual Health Law Forum
- "Hospital Systems' Perspectives on the Market," Brian R. Browder, Moderator at Healthcare Deal Making Summit
- "Due Diligence in Healthcare M&A Transactions," Brian R. Browder, Presenter at Vanderbilt Healthcare Business Association
- "Deal Execution from a Legal Perspective," Brian R. Browder, Presenter at Crafting the Deal in Healthcare M&A
- "How Much Diligence Is Due: What to Watch for in Healthcare Deals," Brian R. Browder, Presenter at Healthcare Deals: Looking Ahead

Press Releases

- Waller named No.1 firm in the South on American Bar Association's annual Health Law section
- Ken Marlow part of inaugural class for Nashville Business Journal's Health Care Awards
- Waller Boosts National Healthcare Regulatory Practice with the Hiring of Former CHS VP and Associate General Counsel

- Waller Adds Two Veteran Attorneys to Support Robust Healthcare Transactional, Private Equity and Venture Capital Practices
- 35 Waller Attorneys Recognized in Chambers USA
- Waller Receives Top Honors From American Health Lawyers Association for 9th Consecutive Year
- Veteran Healthcare Information Technology Attorneys Steve Blumenthal and Kristen Johns Join Waller
- Waller Hires Morgan Ribeiro as Executive Director of Healthcare Department
- Waller Adds Five Healthcare Attorneys in Three Offices
- Noted Healthcare Attorney Colin Luke Joins Waller in Birmingham