

LONG-TERM CARE ORGANIZATIONS

Pepper Hamilton helps long-term care organizations, including skilled nursing facilities, assisted living facilities and continuum care communities conduct business and complex transactions, including, own, operate, lease and manage; M&A and strategic transactions; negotiate with vendors; and navigate government regulation (with an emphasis on fraud and abuse laws and relationships with third party post-acute ancillary providers, including pharmacies, home health, hospices and rehab) so that they can grow and prosper.

Whether you are seeking capital, restructuring your business, acquiring or disposing or spinning off businesses, or resolving regulatory matters, chances are a Pepper lawyer has already handled a matter like yours.

CONTACT



John W. Jones, Jr, Partner, Chair,
Long-Term Care Organizations Group
215.981.4706 | jonesj@pepperlaw.com
<http://www.pepperlaw.com/people/john-w-jones-jr/>

Mr. Jones concentrates his practice in corporate, health care and life sciences matters. He has significant experience advising long-term care clients in all types of commercial transactions and related regulatory matters. Select long-term care representations include:

- *counseling a national assisted living group in a \$3+ billion sale to a REIT*
- *advising a skilled nursing, assisted living and institutional pharmacy purchasing group in its \$1 billion sale*
- *several complex \$100 million+ skilled nursing facility and assisted living facility strategic transactions in Texas and Louisiana*
- *counseling long-term care organizations and investor groups in the investment, acquisition, management, lease and operations of a 50+ nursing and assisted living facility transaction*
- *advising an operator of institutional pharmacies in its sale to a national operator of institutional pharmacies in nursing centers, assisted-living facilities, hospitals and other long-term care settings*
- *formation of a national skilled nursing facility provider and securing certificate of need and licensure.*

NAVIGATING ISSUES WITH EXPERIENCE

We are special counsel to one of the nation's largest assisted and retirement living groups. Pepper has counseled this client in a number of jurisdiction-specific transactional and regulatory matters, including sale transaction and the intersection of fraud and abuse, licensure, certificates of need, resident care, professional relations, and health care and pharmaceutical services issues. We also have advised assisted living and skilled nursing facilities on numerous bond financing matters, other financing matters, and various transactional matters.

Pepper Hamilton LLP
Attorneys at Law

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BUSINESS TRANSACTIONS

We assist our long-term care organization clients with mergers and acquisitions, joint ventures and partnering arrangements, restructurings and reorganizations, dispositions and carve-outs, and venture capital and other transactions. We also advise clients on a wide range of agreements with vendors, suppliers, purchasing groups, payors (including Medicare and Medicaid), PBMs, PDPs, wholesalers and residents. We are experienced in advising long-term care organization clients on the regulatory compliance issues attendant to transactions, including fraud and abuse issues, safe harbor regulations, and regulatory issues impacting relationships with other participants in the continuum care chain.

Frequently, transactions involve such disparate legal areas as health care, tax, antitrust, environmental, real estate, labor and employee benefits. Our transactional lawyers regularly team with lawyers in these and other practice areas to resolve client problems. For example, our transactional lawyers work closely with the firm's tax group to employ structures designed to maximize the tax benefits available to our clients and evaluate the impact of UBTI and taxation of for-profit ventures in the long-term care organization context.

REGULATORY COMPLIANCE

We represent long-term care organizations in dealing with regulatory issues affecting commercial health care transactions, as well as those impacting their operations.

These issues generally fall under federal fraud and abuse laws, (including the federal Anti-Kickback Statute and safe harbors), Stark, civil monetary penalties law, the False Claims Act, health care fraud statutes, the Health Insurance Portability and Accountability Act of 1996 (HIPAA) and Medicare Parts A, B and D and state regulatory requirements concerning operations, facility management, local code requirements and resident rights.

Pepper also has a national practice focused on HUD- and GNMA-insured construction and permanent financing of senior housing; independent living and assisted-living facilities; skilled nursing homes; hospitals; and HUD Section 202 properties. Clients include lenders, REITS, developers and operators. We provide basic business and tax planning, corporate articles and bylaws, joint venture agreements and applications for IRS tax exemption, including clarification of relationships between for-profit and nonprofit partners. We also represent hospitals, HMOs, clinics, physician groups, insurance companies and investment funds that provide funding for new assisted-living and health care ventures. We also have litigated complex insurance and reinsurance issues and counseled clients on relevant state laws and regulations, including Medicaid.

Pepper has represented another client in a series of transformative acquisitions, some in partnership with leading private equity firms, that grew the company into the market-leading senior care, assisted living and skilled nursing provider in Texas and Louisiana. Our practice is truly national, and is based on our thorough understanding of the unique regulatory and business environment facing long-term care organizations.

Our work for long-term care organizations is enhanced by our strong practice representing health care providers and suppliers and investors, and our nationally recognized practice representing pharmaceutical and medical device manufacturers, and a wide range of biotechnology and other life sciences companies.