Program Planning Committee
John R. Washlick, Program Chair
John B. Hardcastle
Clevonne M. Jacobs
Jay A. Martus
James F. Owens

Program Learning Objectives
❯❯ The latest developments, strategies, and deal forecasts
❯❯ Legal issues involving contemporary health care business transactions, including emerging care models, M&A trends, financing techniques, deal risk management strategies, post integration lessons, and many more
❯❯ Critical business considerations before, during, and after the transaction

Exhibitors
❯❯ CBIZ Healthcare Valuation
❯❯ Coker Group
❯❯ Duff & Phelps LLC
❯❯ Elliott Davis Decosimo
❯❯ HORNE LLP
❯❯ Huron Consulting Group Inc.
❯❯ Jarrard Phillips Cate & Hancock, Inc.
❯❯ Pinnacle Healthcare Consulting
❯❯ PYA
❯❯ Somerset CPAs and Advisors
❯❯ Veralon Partners
❯❯ VMG Health
❯❯ Wipfli LLP

If you are interested in exhibiting or sponsorship opportunities at this program, please contact veshegan@healthlawyers.org

Hotel Information
Gaylord Opryland® Resort & Convention Center
2800 Opryland Drive
Nashville, TN 37214
Reservations: (877) 491-7397

Hotel accommodations are not included in the registration fee. AHLA has reserved a block of rooms at the Gaylord Opryland Hotel at a discounted rate of $214, plus a resort fee of $20. To make reservations, please call the hotel directly at (800) 266-9432. The group rate cutoff is March 29, 2017 and may sell out prior to this date.

Registration Fees:
Postmarked and paid on or before March 29, 2017
$795 first AHLA Members
$720 each additional AHLA Members
$1,045 Non-Members

Postmarked and paid after March 30–April 18, 2017*
$920 first AHLA Members
$845 each additional AHLA Member
$1,170 Non-Members

* Fees increase $100 after this date

Discounts
$100 off full applicable rate for In-House Counsel and Solo Practitioner
$480 AHLA Academician, Government, Public Interest Professional Members
$560 Government/Academician/Public Interest Professional Non-Members
$400 AHLA One-Day Attendance Members
$525 AHLA One-Day Attendance Non-Members

Practice Group Luncheons
$55 Members of the sponsoring Practice Group(s)
$60 Non-Members of the sponsoring Practice Group(s)

For the most up-to-date information and to register, visit our website at www.healthlawyers.org/programs
Wednesday, April 26, 2017
1:00-5:30 pm
Registration and Information

CONCURRENT SESSIONS
2:00-3:00 pm
A. Fundamentals–Overview of the Deal Process: A Roadmap through the Paper Jungle (not repeated)
   Michael F. Schaff
   Alexander D. Sharnoff
   Keith H. Stroup
   ➢ Pre-transaction considerations
   ➢ Non-disclosure/confidentiality/evaluation material agreements
   ➢ Letter of intent/term sheet
   ➢ Choosing the appropriate acquisition model
   ➢ Valuation and FMV
   ➢ Due diligence
   ➢ Typical contract provisions
   ➢ Hidden risks of boilerplate provisions
   ➢ Controlling the process and managing expectations
   ➢ Post-closing transaction issues

B. Establishing Commercial Reasonableness in an Unreasonable Market
   Robert G. Devlin
   Timothy C. Reed
   ➢ Commercial reasonableness
     – How did we get here?
     – Who owns the determination?
   ➢ Regulatory interpretations
     – Differing interpretations
     – What have we learned in settled cases?
   ➢ Commercial reasonableness from the perspective of doing transactions
     – The transaction life cycle and the impact on commercial reasonableness
     – Identification of potential risk areas to consider in light of regulatory interpretations
   ➢ Analyzing and assessing commercial reasonableness
     – Engaging health system leadership in the assessment of commercial reasonableness factors
     – Documenting commercial reasonableness considerations

C. Provider-Based Status in the Context of Transactions
   Thomas W. Coons
   Travis G. Lloyd
   ➢ The Medicare provider-based status regulations have become the subject of considerable attention in the face of changes in law and evolving interpretations.
   ➢ Compliance issues associated with provider-based status in the context of transactions
   ➢ Background regarding provider-based status
   ➢ Implementation of the site neutral payment provisions in the Bipartisan Budget Act of 2015
   ➢ The latest developments regarding co-location or shared space issues
   ➢ Best practices for conducting due diligence on provider-based status compliance in the context of transactions

3:15-4:15 pm
D. Fundamentals–The Art of the Deal: Getting Your Deal Done (not repeated)
   Leslie Levinson
   ➢ How deals commence and the use and role of investment bankers and other early stage issues
   ➢ Letters of intent
   ➢ Due diligence and its role in health care transactions; how to navigate a due diligence exercise
   ➢ Drafting and negotiating key provisions of an acquisition agreement
   ➢ Remedies
   ➢ How to bridge difficult deal points
   ➢ Post-closing matters

E. Until Death Do Us Part–Health Information Technology Considerations in Transactions
   Alisa L. Chestler
   Gerard M. Nussbaum
   Health information technology is a major asset in any deal and poses unique opportunities and risks for the parties during the relationship and extending after the end of the relationship.
   ➢ Issues and how to address new and changing information technology needs, including planning for your divorce, whether it be amicable or contentious
   ➢ Current health information technology issues in health care transactions, including:
     – Consideration technology risk, breach awareness, ransomware liability, and the role of blockchain
     – Privacy controls on use of data, secondary uses of data; including derivative data
     – Restriction on location of data (e.g., offshoring, country-based restrictions)
     – Service level agreements and aligning contract language with your business goals and realities on the ground

F. Service Line Co-Management: Is this an Answer to Value-Based Reimbursement for Specialty Care?
   Thomas D. Anthony
   Justin Chamblee
   ➢ Development of co-management arrangements (when do they make sense)
   ➢ Practical examples of the structure of various co-management arrangements
   ➢ Challenges that exist in the development process
   ➢ Valuation (FMV/CR) considerations
   ➢ Legal considerations in structural alternatives
   ➢ Contractual vs joint venture LLC entities
   ➢ Tax aspects, especially if a tax exempt organizations is involved
   ➢ Addressing compliance risks
G. Fundamentals—The Due Diligence Tightrope: Getting the Right Deal Done (not repeated)
Daniel M. Grauman
Lauren B. Jacques

Through case studies and illustrative real-life examples, this presentation will explore strategies for:
❯❯ Leading a transaction-specific due diligence process
❯❯ Avoiding information overload when gathering data, and responding appropriately when the potential partner cannot or will not provide information
❯❯ Maintaining deal momentum when significant issues are identified early in the due diligence process
❯❯ Understanding your potential partner’s financial performance and position, and ultimately considering the likely post-transaction financial picture, including pressure-testing assumptions, exploring scenarios, and keeping eyes wide open on whether your capital commitments make sense
❯❯ Leveraging the due diligence process to begin building a foundation for integration
❯❯ Connecting potential risks across silos when considering the overall due diligence outcome

H. Building a Chassis for Growth through Affiliations
Jason E. Cole
Michael Ramey

❯❯ Factors affecting hospitals’ decisions to explore affiliations
❯❯ Examples of affiliation structures which preserve a level of autonomy while driving efficiency in the delivery of higher quality health care services to patient populations
❯❯ How affiliation models with tertiary acute care providers can benefit rural and/or smaller health care providers
❯❯ Legal structures equipped for growth (e.g. “hub and spoke” or “string of pearl” affiliations), allowing for the efficient creation of health systems
❯❯ Key provisions within an affiliation agreement to position for growth and scalability
❯❯ Regulatory approval process and governmental oversight, both for the initial and follow on transactions
❯❯ Benefits and efficiencies to be gained through effective integration of affiliating providers

J. Special Considerations in Acquisition or Disposition of Distressed Hospitals
Thomas H. Hawk
Troy A. Schell

❯❯ Board and governance issues when considering whether to sell or acquire a distressed hospital
❯❯ Legal considerations in determining how to structure a potential transaction
❯❯ Special diligence challenges, including compliance issues
❯❯ Transition services (IT, revenue cycle management, certain administrative services)
❯❯ Bankruptcy considerations, including issues which may cause the parties to consider a sale in the context of bankruptcy
❯❯ Management turnover and transition challenges, including legal and other issues when operating a hospital post-bankruptcy

K. Fundamentals—Leveraging Technology for Due Diligence (not repeated)
Christopher T. Carnahan
Clevonne M. Jacobs

❯❯ Utilizing technology as a disrupter or enabler
❯❯ Expediting transactions and identify risk factors in mergers and acquisitions
❯❯ Quantifying right-fit target acquisitions
❯❯ Time is the enemy of the deal—Create a competitive advantage through automation
❯❯ Eliminating costs, consulting fees, and travel; disruption in spending

L. MACRA Changing Considerations in Health Care Transactions: Understanding the New Law and Its Ramifications
Daniel Esquibel
Glenn P. Prives

❯❯ What is MACRA? We will provide an overview to discuss basics of the new law including Advanced Alternative Payment Models
There will be significant financial ramifications associated with the new law, including setting updates to the Medicare physician fee schedule for all years in the future. The discussion will highlight risks associated with the new law and a review of how stakeholders are approaching MACRA.

M&A Implications: We believe that the new law will result in significant acquisition and divestiture activity in the physician practice and provider sectors. We will discuss why MACRA will drive these trends and how hospitals, physician practices, health plans and other stakeholders should address these opportunities.

M. Valuation Challenges and Legal Implications for ACOs, CINs, and PHOs

Karin Kaplan
Robert G. Homchick

The financial, regulatory, and fair market value considerations related to transactions involving multi-provider networks—Clinically Integrated Networks (CINs), ACOs, PHOs, and IPAs including:

–The financial opportunities these transactions offer
–How the unique business characteristics of MPNs affect business planning and fair market value analysis
–Legal implications for each type of MPN and appropriate guidance on potential MPN transactions

N. MSO Resurgence in the Post-Merger Mania: Promoting Tools to Link Providers

David A. DeSimone
Tom Eicke
John R. Washlick

–Provider network structures driving MSOs
–Legal issues impacting MSOs
–MSO models including joint ventures
–MSO investment opportunities
–Positioning MSOs to promote value-based arrangements

11:00 am-12:00 noon

Q. Emerging Trends and Best Practices in Private Equity Health Care Transactions

Christopher J. Donovan
Richard Kimsey

–Growth in organized sales processes—Sellers are increasingly using bankers and formalized auction processes to market assets, forcing PEs to adapt their strategies
–Increased seller assistance—Sellers are more commonly using external assistance in the sales process, including proactive sellside quality of earnings reports to provide to prospective buyers
–Riskier assets—Attracted by higher multiples, riskier assets are being marketed, resulting in additional transaction execution risks and the continued growth in the use of R&W insurance in certain types of health care deals
–Decreased debt availability—With debt more difficult to find, private equities are inviting co-investors into deals to minimize their own equity contribution which can complicate deal execution
–Strategic divestitures—Continued portfolio rationalization has led to growth in divestitures in the health care industry, which brings different risks to buyers, including understanding standalone costs and transition arrangements

M. Valuation Challenges and Legal Implications for ACOs, CINs, and PHOs (repeat)

12:00 noon-1:15 pm

Lunch on your own or attend the Business Law and Governance and Antitrust Practice Groups Luncheon, sponsored by Jarrard Phillips Cate & Hancock, Inc.

Robert A. Wade
Barnes & Thornburg LLP, South Bend, IN

–Types of physician financial arrangements being attacked
–What does based upon / varies with "volume or value" of referrals really mean?
–Is “commercial reasonableness” overshadowing “fair market value”?

This event is not included in the program registration fee. Attendance is limited, there is an additional fee, and pre-registration is required.
CONCURRENT SESSIONS
1:30-2:30 pm

R. Legal Ethics: What Happens when You Are Caught between a Rock and a Hard Place in a Transaction?
   Dawn R. Crumel
   Kim Harvey Looney
   > When does the client relationship begin and end and what happens in between?
   > Confidentiality
   > Conflict of interest
   > Duties
   > Pressures of lawyers to make the deal happen
   > Hypotheticals to be discussed

   Andrea M. Ferrari
   Alison Hartley
   This program will be an interactive discussion of:
   > The ways in which the new world of acronym-driven health care (P4P, ACOs, CINs, MIPS, APMs, etc.) may be influencing provider transactions, including the new questions that must be asked and addressed to effectuate them in a legally-compliant way
   > What transactional lawyers need to know about telemedicine, gainsharing, emerging population health initiatives, and new ideas and practices related to hospital-based care
   > (Not so) unique questions when physicians practice under a foundation model in a corporate practice of medicine state, and/or when they participate in a clinically integrated network
   > Some examples of the most challenging legal questions of the past year, and how they may be addressed (hint: they relate to who should be paid how much for what under which circumstances)
   > Real-life and hypothetical examples that illustrate pitfalls and good practice for understanding, analyzing and closing a transaction in the new and evolving health care marketplace

T. Minority Interest Deals: When David Does a Deal with Goliath – The View from Each Side of the Table
   Trey Crabb
   Gerald M. Griffith
   J. Brent McDonald
   > Achieving scale—making the business case; goals and approaches of the strategic investor and nonprofit parties—from maximizing a minimum investment to furthering the charitable mission
   > Regulatory implications of a minority interest deal (Antitrust, Hart Scott Rodino filing, Anti-kickback, and special opportunities and challenges for nonprofit/for-profit collaborations)
   > Reserve powers and board representation—assessing impact on valuation/discounts
   > Brand for equity, valuing the brand and conditions of use
   > Stickiness and exit strategies

E. Until Death Do Us Part—Health Information Technology Considerations in Transactions (repeat)

2:45-3:45 pm

U. Labor and Employment Due Diligence Issues in Health Care Strategic Transactions
   Thomas N. Shorter
   Paul T. Van Den Heuvel
   > Labor and employment risks associated with health care strategic transactions
   > Tips on managing employee cultural change during and after a transaction
   > Joint employee issues such as workforce reduction, union relations, and employee benefit consolidations
   > Key labor and employment components of a due diligence checklist

V. Alternative Investments by Health Systems: Strategic and Legal Considerations
   David H. Adams
   Jed A. Roher
   > Strategic and transactional considerations for health care systems pursuing direct investments in early stage companies
   > Various business and legal considerations will be covered, including: governance, access to emerging technologies and products, due diligence considerations, tax implications and transactional structure
   > Prepare to “roll-up your sleeves” and work through a term sheet as an opportunity to discuss the practical application of these concepts

L. MACRA Changing Considerations in Health Care Transactions: Understanding the New Law and Its Ramifications (repeat)

N. MSO Resurgence in the Post-Merger Mania: Promoting Tools to Link Providers (repeat)

4:00-5:00 pm

W. Buying and Selling Addiction Treatment Centers—This Ain’t Your Typical Health Care Transaction! (not repeated)
   Jeffrey C. Lynne
   Heather S. Miller
   > What do you “think” you are buying?
   > Watch out for the licensing landmines!
   > What do the terms and transaction look like?
   > Due diligence and regulatory concerns
   > What are the zoning and real estate issues that need to be considered?
   > Upcoming trends

X. The Current and Future State of Provider/Supplier Enrollment and Certification and the Impact on Transactions
   Ross E. Sallade
   Emily W.G. Towey
   > Strategies regarding implementation of Sect. 603 of the Bipartisan Budget Act and the 2017 Medicare HOPPS Proposed and Final Rules and its impact on hospital transactions
   > Alternatives to development of off-campus Hospital Outpatient Departments
   > What to look for in diligence with regards to licensure, enrollment and certification—how to find the skeletons in the closet
   > Strategies to deal with any skeletons found during the diligence process and potential impacts on the transaction

2:30-2:45 pm

Coffee Break
Where are we today exactly? A review of the current status of the world of Medicare enrollment and certification, including:
- CMS’ current stable of program integrity tools and how they use them
- Thoughts on how disclosure of affiliations and enhanced revocation authorities from CMS’ ‘16 proposed enrollment rule impact provider and supplier enrollment and the heightened concerns it places on your due diligence efforts

Current enforcement trends and positioning by CMS regarding hospital co-location (e.g., time and space sharing)

Looking into the enrollment and certification crystal ball—predictions on what the future holds

Y. At Your Service: Key Legal and Valuation Issues in Service Line Joint Ventures
Jason L. Ruchaber
William W. Horton

The role of service line JVs in physician integration strategies
Marketplace trends structural, tax and compliance issues
The critical role of valuation considerations
Lawyering the deal: Conflicts and other pitfalls

F. Service Line Co-Management: Is This an Answer to Value-Based Reimbursement for Specialty Care? (repeat)

5:00-6:00 pm Networking Reception and Diversity+Inclusion Reception, sponsored by PYA
Join AHLA for a combined Networking Reception and Diversity+Inclusion Reception. Learn more about AHLA’s diversity and inclusion initiatives. Network with AHLA leaders and your fellow colleagues. This event is included in the program registration. Attendees, faculty, and registered spouses and guests are welcome.

Friday, April 28, 2017
7:30 am-3:45 pm Registration and Information

7:30-8:30 am Continental Breakfast, sponsored by HORNE LLP and Veralon Partners
This event is included in the program registration fee. Attendees, faculty, and registered spouses and guests welcome.

7:30-8:20 am Networking Breakfast, hosted by AHLA’s Women’s Leadership Council, sponsored by Carnahan Group
This event is not included in the program registration. Attendees and faculty welcome; limited attendance; pre-registration required.

CONCURRENT SESSIONS
8:30-9:30 am Z. Alternative Fee Agreements for Transactional Lawyers
Jason D. Stevens

Transitioning from fee-for-service/hourly rate in legal billing arrangements (and focusing more on intrinsic value)

Helping law firms—and in-house clients—truly view an engagement as a partnership where both lawyer and client “win.”

Trying-and-true alternative fee agreements—and pros/cons of each

AA. Navigating Health Care Transactions to Closing: An Investment Banking Perspective
Jed Brody
Gregory Seigel

The role of the investment banker in a health care transaction
Preparing for the deal—the psychology within a transaction
Compiling the proper team of professionals to conduct the transaction
Planning for due diligence
Taking the business to market—targeted auctions, broad auctions, and bilateral approaches
Assessing current trends within the health care M&A industry
Setting your business apart from the competition

BB. Transaction Planning for Hospital Acquisitions and Affiliations—Addressing Antitrust Issues in the Wake of Hershey/Pinnacle, Advocate/NorthShore and Cabell/St. Mary’s
Ashley M. Fischer
Sean Pugh
Christine L. White

This panel will address best practices for structuring and negotiating health system transactions, conducting due diligence, and troubleshooting for and addressing antitrust issues before they arise. The panel will address learnings from the recent U.S. Court of Appeals for the Third Circuit’s opinion in Federal Trade Commission (FTC) and Commonwealth of Pennsylvania v. Penn State Hershey Medical Center and Pinnacle Health System, the U.S. Court of Appeals for the Seventh Circuit’s opinion in FTC and State of Illinois v. Advocate Health Care Network and NorthShore University HealthSystem, and FTC v. Cabell Huntington Hosp. and St. Mary’s Medical Center. We will address best practices from the vantage points of an FTC staff attorney, an in-house counsel and a private health antitrust practitioner. During this presentation, we will provide the audience with tools to conduct issue spotting for:

Negotiating and structuring the transaction (e.g., restrictive covenants, “cooperation clauses,” and break-up fees)
Assessing competitive concerns (e.g., mergers to monopoly and other substantive antitrust concerns) and potential defenses
Pre-merger notification obligations
Transaction planning, including ordinary course activities and “gun-jumping” concerns

B. Establishing Commercial Reasonableness in an Unreasonable Market (repeat)

9:45-10:45 am
C. Provider-Based Status in the Context of Transactions (repeat)

T. Minority Interest Deals: When David Does a Deal with Goliath—The View from Each Side of the Table (repeat)

X. The Current and Future State of Provider/Supplier Enrollment and Certification and the Impact on Transactions (repeat)
Y. At Your Service: Key Legal and Valuation Issues in Service Line Joint Ventures (repeat)

11:00 am-12:00 noon

CC. Hospital Network Formation: A Growing Alternative to Mergers (not repeated)
Gary W. Herschman
C. Wright Pinson
Kevin M. Spiegel

Joining a robust Hospital Network is a viable alternative to merging into (or being sold to) a large health system
Pros and Cons of Hospital Networks vs. Sales/Mergers
CEO of Erlanger Health System discusses its recent affiliation with Vanderbilt and practical considerations of management and the Board
CEO of Vanderbilt Health Network discusses Vanderbilt’s objectives and considerations in entering into the Erlanger (and other) network affiliations

H. Building a Chassis for Growth through Affiliations (repeat)


V. Alternative Investments by Health Systems: Strategic and Legal Considerations (repeat)

12:00 noon-1:15 pm
Lunch on your own
Many unique contributions, one conductor, a single masterpiece

PYA Services

Strategy & Integration
- Due Diligence
- Affiliation Strategy Design
- Partner Identification
- Transaction Facilitation
- Integration Planning
- Regulatory Approval Support
- Market Analysis
- Board Education
- Project Management
- Efficiency Studies
- Governance Design

Compliance

Valuation

Tax

IT Risk Assessment

Due Diligence conducted by PYA

With so many moving parts, due diligence requires the well-orchestrated effort of many skilled professionals, led by experienced transaction executives. PYA’s team of in-house healthcare, financial, operational, compliance, and IT experts delivers efficient, precise, thorough, and well-coordinated results. PYA can help your organization transform the “noise” of due diligence into a stunning composition.

For more information on affiliation solutions and our due diligence services, visit www.pyapc.com.
Veralon is pleased to be
Gold Sponsors of the
2017 AHLA Health Care
Transactions Program

DOWNLOAD THE AHLA APP!

This free app is available in the iTunes App store or Google Play store by searching ‘AHLA’. Download AHLA, by Bravura Technologies, onto your mobile device and hit open. Choose ‘Events’ to find Heath Care Transactions. Click on the event (you’ll be prompted to enter your email address). You will not be able to access the event features of a program if you are not registered for the event.

The App will include the agenda, attendee list, and access to the PowerPoint presentations.

The event portion of the app is sponsored by LBMC.

TRANSFORMATIVE HEALTHCARE CONSULTING

- MERGERS & TRANSACTIONS
- VALUATION & PHYSICIAN COMPENSATION
- STRATEGY & PLANNING
- CLINICAL TRANSFORMATION & VALUE-BASED PAYMENT
## Program at a Glance

### Wednesday, April 26, 2017

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<td>McGinty, Washlick</td>
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<td>11:00 am-12:00 noon</td>
<td>O. Fundamentals–Survival of the Fittest–Antitrust Investigations from Start to Finish (not repeated)</td>
<td>P. The Minefield of Enrollment Considerations in Health Care Transactions: Understand the Rules and Maintain Compliance to Keep Getting Reimbursed!</td>
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| 12:00 noon-1:15 pm | Lunch on your own or attend one the Business Law and Governance and Antitrust Practice Group Luncheon, *sponsored by Jarrard Phillips Cate & Hancock, Inc.*  
(This event is not included in the program registration fee. Attendance is limited; additional fee; pre-registration required) |                                                                         |                                                                           |                                                                           |
|                  | Crumel                                                                  | Ferrari                                                                  | Crabb                                                                     | Chestler                                                                  |
|                  | Looney                                                                  | Hartley                                                                   | Griffith                                                                   | Nussbaum                                                                  |
| 2:30-2:45 pm     |                                                                         |                                                                          |                                                                           |                                                                           |
|                  |                                                                         |                                                                          |                                                                           |                                                                           |
|                  | Shorter                                                                 | Adams                                                                    | Esquibel                                                                  | DeSimone                                                                 |
|                  | Van Den Heuvel                                                          | Roher                                                                    | Prives                                                                    | Eicke                                                                    |
|                  |                                                                         |                                                                          |                                                                           | Washlick                                                                 |
Thursday, April 27, 2017 (continued)

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<td>X. The Current and Future State of Provider/Supplier Enrollment and Certification and the Impact on Transactions</td>
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<td>Y. At Your Service: Key Legal and Valuation Issues in Service Line Joint Ventures</td>
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<td>F. Service Line Co-Management: Is This an Answer to Value-Based Reimbursement for Specialty Care? (repeat)</td>
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<td>Lynne Miller</td>
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<td>Anthony Chamblee</td>
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<td>5:00-6:00 pm</td>
<td>Networking Reception and Diversity+Inclusion Reception, sponsored by PYA</td>
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<td>(This event is included in the program registration fee. Attendees, speakers, and registered spouses and guests welcome)</td>
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Friday, April 28, 2017

<table>
<thead>
<tr>
<th>Time</th>
<th>Session</th>
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<tbody>
<tr>
<td>7:30 am-3:45 pm</td>
<td>Registration and Information</td>
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<tr>
<td>7:30-8:30 am</td>
<td>Continental Breakfast, sponsored by HORNE LLP and Veralon Partners</td>
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<td>(This event is included in the program registration fee. Attendees, faculty, and registered spouses and guests welcome)</td>
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<tr>
<td>7:30-8:20 am</td>
<td>Networking Breakfast, hosted by AHLA’s Women’s Leadership Council, sponsored by Carnahan Group</td>
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<td>(This event is not included in the program registration. Attendees and faculty welcome; limited attendance; pre-registration required)</td>
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<td>8:30-9:30 am</td>
<td>Z. Alternative Fee Agreements for Transactional Lawyers (not repeated)</td>
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<td>AA. Navigating Health Care Transactions to Closing: An Investment Banking Perspective</td>
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<td>BB. Transaction Planning for Hospital Acquisitions and Affiliations—Addressing Antitrust Issues in the Wake of Hershey/ Pinnacle, Advocate/NorthShore and Cabell/St. Mary’s</td>
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<td>B. Establishing Commercial Reasonableness in an Unreasonable Market (repeat)</td>
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<td>Stevens</td>
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<td>Brody Seigel</td>
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<td>Fischer Pugh White</td>
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<td>Devlin Reed</td>
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<td>9:45-10:45 am</td>
<td>C. Provider-Based Status in the Context of Transactions (repeat)</td>
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<td>T. Minority Interest Deals: When David Does a Deal with Goliath—The View from Each Side of the Table (repeat)</td>
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<td>X. The Current and Future State of Provider/Supplier Enrollment and Certification and the Impact on Transactions (repeat)</td>
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| 11:00 am-12:00 noon | CC. Hospital Network Formation: A Growing Alternative to Mergers (not repeated)  
Herschman  
Pinson  
Spiegel  
| H. Building a Chassis for Growth through Affiliations (repeat)  
Cole  
Ramey  
Ferrari  
Hartley  
| V. Alternative Investments by Health Systems: Strategic and Legal Considerations (repeat)  
Adams  
Rober  |
| Lunch on your own |  |
| 1:30-2:30 pm | Q. Emerging Trends and Best Practices in Private Equity Health Care Transactions (repeat)  
Donovan  
Kimsey  
| R. Legal Ethics: What Happens when You Are Caught between a Rock and a Hard Place in a Transaction? (repeat)  
Crumel  
Looney  
| U. Labor and Employment Due Diligence Issues in Health Care Strategic Transactions (repeat)  
Shorter  
Van Den Heuvel  
| BB. Transaction Planning for Hospital Acquisitions and Affiliations—Addressing Antitrust Issues in the Wake of Hershey/Pinnacle, Advocate/ NorthShore and Cabell/ St. Mary’s (repeat)  
Fischer  
Pugh  
White  |
| 2:45-3:45 pm | J. Special Considerations in Acquisition or Disposition of Distressed Hospitals (repeat)  
Hawk  
Schell  
| P. The Minefield of Enrollment Considerations in Health Care Transactions: Understand the Rules and Maintain Compliance to Keep Getting Reimbursed! (repeat)  
Sherline  
Spitz  
Wallace  
| AA. Navigating Health Care Transactions to Closing: An Investment Banking Perspective (repeat)  
Brody  
Seigel  |

Live Tweet the Program Using #AHLA17

Will you be in Nashville for the Health Care Transactions Program? We encourage you to live tweet @healthlawyers so that attendees can learn from more than one session at once, and so that members unable to attend still feel plugged in.

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Continuing Education Credit Information
CLE/MCLE: AHLA will be applying for 14.0 credits (including 1.0 ethics credit) for 60-minute states and approximately 16.8 credits (including 1.2 ethics credit) for 50-minute states.

CPE: AHLA will be applying for 16.0 CPE credits. AHLA is registered with the National Association of State Boards of Accountancy (NASBA) as a sponsor of continuing professional education on the National Registry of CPE Sponsors. State boards of accountancy have final authority on the acceptance of individual courses for CPE credit. Complaints regarding registered sponsors may be addressed to the National Registry of CPE Sponsors, 150 Fourth Ave. North, Suite 700, Nashville, TN 37219-2417. NASBA’s website is www.nasba.org.

CCB: AHLA will be applying for 16.8 Compliance Certification Board (CCB) credits.

Participants will be given Continuing Education Request forms at the program. Forms must be completed and returned to AHLA staff to receive credit. The sessions, unless otherwise designated, are intermediate to advance in level. This program is designed to be an update on developments in the area of health law. There are no prerequisites or advanced preparations required to register for this group live program. Those seeking accounting credits should be familiar with the basic concepts and terminology associated with health law in order to obtain the full educational benefit of this program.

Membership
Dues are $220 for those admitted to the Bar/graduated from college within the last four years; $340 for those admitted/graduated between four and seven years ago; and $385 for those admitted/graduated eight or more years ago. Dues are $105 for government employees and full-time academicians; $89 for paralegals, $110 for public interest professionals, and $85 for retired professionals. Include the applicable membership fee with your registration form and take advantage of the program registration fee for members.

Cancellations/Substitutions
Cancellations must be received in writing no later than April 14, 2017. Refunds will not be issued for cancellations received after this date. Registration fees, less a $125 administrative fee, will be refunded approximately 3-4 weeks following the program. If you wish to send a substitute or need more information regarding refund, complaint and program cancellation policies, please call (202) 833-1100, prompt #5. Please note that registration fees are based on the AHLA membership status of the individual who actually attends the program.

Special Needs
If you have needs requiring special assistance or accommodations, including special dietary needs, or have questions about accessibility issues at the program, contact our special needs coordinator, Valerie Eshleman at (202) 833-0784 or veshleman@healthlawyers.org.

Spouse/Guest Fee
For an additional $50 spouses and adult guests can register to attend the reception on Wednesday and Thursday evenings and the breakfasts on Wednesday, Thursday, and Friday mornings. Children are welcome to attend these events at no additional charge.

Travel
Association Travel Concepts (ATC) has negotiated discounts with United, Delta, Hertz, and Enterprise Rental Car to bring you special airfares and car rental rates lower than those available to the public. Discounts apply for travel for AHLA 2017 meetings, discounts available 3 days pre/post meeting start/end dates. Restrictions and a service fee may apply. ATC will also search for the lowest available fare on any airline.

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http://www.atcmeetings.com/ahla
ATC is available for reservations from 8:30 am until 8:00 pm Eastern, Monday through Friday.