

# M&A, Due Diligence and Integration Counsel

Hall Render, in collaboration with Hall Render Advisory Services, is uniquely qualified to provide comprehensive M&A, Due Diligence and Integration services. Our combined team of attorneys and experienced healthcare executives permits us to assist clients in assessing opportunities and risk, as well as finding practical solutions to the challenges of transition and integration. We provide an industry leading, full-service approach to M&A transaction counsel, Due Diligence and Integration of health care entities. Whether small physician practices, large health systems or other ancillary service providers, Hall Render is able to scale our efforts and advice to the size and risks posed by our clients' possible acquisitions to provide best-in-class analysis and advice on your timeline.

## OUR APPROACH

- I. **Strategy and Negotiation.** With Hall Render's experience across all facets of health care, the transaction team is able to work with our clients to assess the potential opportunities presented at the front end of a potential transaction in the context of the client's larger operations and strategy and utilize its deep knowledge to thoroughly negotiate deal terms. The transaction team not only considers typical M&A issues but also works collaboratively to position our clients to successfully integrate on the operational level, mitigate compliance risks and restructure debt obligations.
- II. **Corporate/Contracts/Compliance.** The Hall Render team assesses corporate matters at both the transaction structure level and as part of diligence to understand the entities and interests involved. Hall Render uses this information to understand the scope of services at play and to identify encumbrances to closing the transaction, including required notices and consents. Additionally, Hall Render is able to undertake full-scale reviews (with the appropriate materiality level) of key contracts, including physician contracts, managed care agreements, procurement/supply chain arrangements and IT contracts, with a keen focus on regulatory concerns and integration/scalability considerations.
- III. **Real Estate.** Whether real estate is a component of an M&A transaction or its main driver, the Hall Render team reviews all aspects of a target's real property arrangements, from leases to owned property to environmental issues and related filings, to ensure the real estate component does not cause unintended delays or risks on the parties. In particular, the Hall Render team ensures the definitive agreement appropriately addresses various facets of real estate requirements/risks, reviews lease arrangements for regulatory compliance, coordinates Phase I assessments, survey reports and title policies, to name a few.
- IV. **Licensure.** Hall Render's licensure/compliance team undertakes review and fosters the transition of licensure, accreditation, and payer enrollments in connection with a healthcare M&A transaction including, identification of notices and consents required pre-close and post-close and setting up appropriate transition billing arrangements to ensure any delay or gap in payment is minimized. Hall Render's broad geographic reach and experience means we are able to lead parties through the licensure change of ownership/change of information processes in nearly every state across the country.
- V. **Financial.** Hall Render's financial team will navigate the financial complexities of a proposed transaction. Our

## CONNECT WITH US



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approach helps clients assess the risks and understand the historical and forecasted trends through (i) identifying and quantifying industry and deal-specific risks and opportunities; (ii) evaluating quality and reasonableness of historical and projected earnings and quality of assets; (iii) assessing the financial commitments, debts, and liabilities and the impact to the financial terms of the transaction; and (iv) analyzing working capital and/or capital expenditure requirements.

**VI. IT.** Hall Render’s IT team focuses on aligning IT leaders to establish a programmatic approach to M&A in order to build an integration program that can realize maximum value. This includes providing counsel on the front end of the transaction as well as ensuring that the client can define the desired “future state,” crafting due diligence to assess risks and the costs to reach that future state, and building a business architecture to establish effective business partnerships. During due diligence, our IT team works to understand the various IT systems across the health care business. Our team then completes a review of the company’s IT infrastructure and processes to be able to identify how they are used, any risks related to security, infrastructure, and IT resources, and how best to mitigate such risks, whether through actions pre-closing or through transition services arrangements. Our team can assist in the planning and execution of specific IT integration activities to ensure that you achieve the business objectives in a timely and efficient way.

**VII. Coding Compliance and Compliance Program.** The Hall Render team has created an approach to cater to health care entities in need of claims reviews and compliance program assessments to assess potential regulatory and related financial risk. Our team has a broad range of experience in areas such as ICD-10-CM/PCS Coding and Billing, Evaluation and Management (E/M) Documentation Reviews, coding and billing across all specialties and care locations, HCPC/CPT Assignment, data analytics for identification of physician coding trends and physician education, risk adjustment and Hierarchical Condition Category (HCC) coding. Where issues and risks are identified during a transaction, Hall Render’s compliance team works closely with clients to resolve such matters through refunds, self-disclosures and other means to mitigate ongoing compliance risk to the buyer and/or seller and protect the client’s investment.

### LET’S GET STARTED

Contact Hall Render to discuss how your organization can benefit from a partnership with our health care attorneys and advisors. Visit [hallrender.com](http://hallrender.com) today.

