



Stacey A. Borowicz

Partner

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Stacey is an accomplished attorney who represents health care providers on a variety of sophisticated legal matters. Prior to becoming an attorney, she acquired unique skills with more than a decade of front-line experience as a medical researcher and scientist using her degrees in biochemistry and pathology.

Stacey's background gives her a rare perspective as she represents health care providers and suppliers in all aspects of corporate M&A transactions, corporate governance and state and federal health care regulatory compliance. Health care clients look to her for advice on shareholder matters, asset and equity transactions, joint ventures (including hospital-physician joint ventures), mergers, co-management arrangements, and employment-related transactions. Stacey also brings a wealth of experience in regulatory compliance and routinely advises clients on HIPAA, Stark, Anti-kickback Statute, False Claims Act, Medicare and Medicaid reimbursement, and overpayment matters. Clients praise Stacey's clear communication and practical approach to complex issues.

Stacey represents the full spectrum of health care clients, including hospitals, ambulatory surgery centers, physician group practices, home health agencies, hospice providers and long-term care facilities. She also serves as outside general counsel to a number of her clients.

In addition to her legal practice, Stacey is the office managing partner of the firm's Columbus office and a member of Dinsmore's Board of Directors.

Services

- Corporate & Transactional
- Mergers & Acquisitions
- False Claims Act
- Health Care Industry
- Life Sciences Industry

Education

- Capital University School of Law (J.D., *summa cum laude*, 2003)

- University of San Diego School of Law (Comparative Law Program, 2001)
 - Paris, France
- Medical College of Ohio (M.S., 1996)
 - Pathology
- The Ohio State University (B.S., 1992)
 - Biochemistry
 - Honors Program
 - Distinguished Scholar

Bar Admissions

- Ohio

Court Admissions

- U.S. District Court for the Southern District of Ohio
- U.S. District Court for the Northern District of Ohio

Affiliations/Memberships

- Columbus Bar Association
- American Health Law Association
- American Bar Association
- Society of Ohio Healthcare Attorneys
- BalletMet Board of Trustees
- Dinsmore Board of Directors, member

Distinctions

- Ohio *Rising Stars*®
- 20 People to Know in the Law by *Columbus Business First*
- Top Lawyers by *Columbus CEO* magazine
- Best Lawyers in Columbus by *Columbus CEO* magazine
- *The Best Lawyers in America*®

Experience

Counseled Health Care System on Medical Marijuana Guidelines

On behalf of a hospital system and its employed physicians, we prepared various informed consent forms, internal policies, and procedural manuals for use by licensed providers who have obtained a Certificate to Recommend Medical Marijuana from the State Medical Board of Ohio and are seeking to utilize medical marijuana as a

potential treatment modality. We also advised the hospital system on navigating state and federal guidelines and avoidance of potential compliance issues and violations.

Hospital Acquisitions

Dinsmore represents a large not-for-profit health system in the acquisition of smaller regional health systems through member substitution transactions. We handle all aspects of the transactions from leading diligence, to drafting definitive agreements, managing Ohio Attorney General filings, HSR analysis and post-closing regulatory filings. In addition, our deal team addresses ancillary legal matters such as negotiating right-of-first-refusal for related real estate, advising on WARN Act notices, or terminating pension plans.

Acquisition of Specialty Medical Practices by Private Equity Firms

Dinsmore routinely represents specialty medical practices in their sale transactions with private equity firms. The most recent transaction involved the sale of a 30-physician specialty practice to a national private equity company for over \$19 million dollars. These transactions include negotiation of asset purchase agreement, roll over equity agreements, management service agreement, non-competition agreements, shareholder guaranties, earn outs, unwind rights, and mitigating diligence matters. Our team also handles the corporate restructuring, including F-reorganization for platform practice, and advises on related tax implications of a transaction.

Sale of Reference Lab

Dinsmore represented a large not-for-profit health system in the asset sale of its reference labs to a publicly traded company. We handled all aspects of the transaction including drafting and negotiation of all ancillary agreements to ensure successful operational transition.

Home Health and Hospice Joint Venture

Dinsmore represents a large not-for-profit health system in a joint venture transaction with a national for profits home health and hospice company. We handled all aspects of this asset and equity deal from regulatory compliance review, negotiation of definitive agreements and restrictive covenants, non-profit, licensure, accreditation, and Medicare/Medicaid enrollment notices and filings.

Acquisition of Ambulatory Surgery Center by Regional Health System

Dinsmore represented a regional health system acquiring a Medicare-certified multi-specialty ambulatory surgery center. The transaction included drafting and negotiating the Membership Interest Purchase Agreement, non-competition agreements, and related real estate purchase agreements.

Acquisition of Physician Practices by a Regional Health Care System

Stacey has experience representing buyers and sellers in these types of transactions. Most recently Dinsmore represented a regional health system acquiring two specialty physician practices. We advised the client through all aspects of the transaction, including drafting and negotiating the asset purchase agreement, various management agreements, clinical services agreements, physician employment agreements, and affiliated real estate transactions.

Comprehensive Compliance Review of Physician Practice Enterprise

Stacey completed a comprehensive effectiveness review of the enterprise's compliance program and practices, from corporate governance, audit and monitoring, compliance education, communication and documentation, and corrective action plans. The review compared the enterprise's policies, practices, and documentation to the OIG's

standards for an effective compliance program. The final report included recommendations and practical next steps for how to improve the enterprise's overall compliance processes.

Private Equity Acquisition of Medical Device Manufacturer

Dinsmore represented a closely-held international medical device manufacturer selling a controlling interest to a private-equity company. We advised the client through all aspects of the complex transaction including negotiating the purchase agreement, new governance structure, executive compensation, and non-compete agreements.

Negotiate Service Line and Co-Management Agreements

Stacey has experience representing hospitals, surgery centers, and specialty practices in the drafting, negotiation, and compliance monitoring of these types of arrangements.

Settlement of a Hospital OIG Voluntary Disclosure Matter

Evolving and complex legislation in the health care arena can provide a myriad of challenges for providers, and overcoming the challenges requires effective and efficient legal counsel. We represented an Ohio hospital that disclosed information about improper financial relationships with referring physicians in response to claims of violating the False Claims Act, the Anti-Kickback Statute and the Stark Statute. Our client had a relationship with two physicians – a joint venture with a pain management physician and also an arrangement where our client purchased intraocular lenses at an inflated price from an ophthalmologist. Both relationships were alleged to have violated statutory requirements. We represented the client in negotiating a settlement with the Department of Justice, the Office of the Inspector General and the Ohio Attorney General (collectively "Government"). During the negotiations, our client disclosed that some of their arrangements with physicians for violated the federal Anti-Kickback Statute because they did not meet the requirements of the relevant safe harbors. Criminal charges against our client were declined, and we worked to address the civil and administrative issues to provide a global resolution. We entered into negotiations with the Government and ultimately settled for an amount that was agreeable to our client.

Negotiation of Settlement in Stark Law Matter

Evolving and complex legislation in the health care arena can provide a myriad of challenges for providers, and overcoming the challenges requires effective and efficient legal counsel. We represented Ohio Hospital in negotiating a settlement with the Centers for Medicare & Medicaid Services (CMS) in a matter involving violations of the federal physician self-referral statute, more commonly referred to as the Stark Law. Our client disclosed that some of their arrangements with physicians for electrocardiogram interpretation, medical director services, vice chief of staff services, and hospital services violated Stark Law because they did not meet the requirements of applicable exceptions. We entered into negotiations with CMS, and ultimately settled for an amount that was agreeable to our client.

Sale of Ambulatory Surgery Center

Represented seller in sale of physician-owned ambulatory surgery center to a health system; including negotiation of a co-management agreement and resyndication option.

Advised a Large Nursing Home Through a Medicare Audit Appeal

Dinsmore advised a large Ohio nursing home through a three stages of a Medicare audit appeal in connection with physical therapy services. Our attorneys represented the client before an administrative law judge and reduced a multi-million dollar Medicare overpayment to less than \$15,000.

Data Privacy Breach Regarding Confidential Financial Information

Dinsmore counseled a retailer in a data breach case that began when the retailer closed a local facility. Dinsmore attorneys met with officials from the Ohio Attorney General's office within hours of the incident's discovery, advised the client on filing all necessary governmental disclosures, and also assisted the client with the required media disclosure to notify customers that their personal financial information may have been compromised.

Merger of Six Separate Medical Practices into a Single Practice Group

Ms. Borowicz handled all aspects of the business transactions necessary to combine six separate specialty medical practices into a new single tax ID practice entity. Our representation included advice on financial, operational and clinical integration as well as regulatory compliance. This client benefited from Ms. Borowicz's knowledge of Stark law and ancillary service arrangements.

Negotiation of Medicaid Enrollment and Payment Issues

Dinsmore represented a home health care company throughout an investigation by the Ohio Attorney General relating to alleged criminal actions of employees. When the investigation ended in termination of the home health company's Medicaid provider agreement, Dinsmore represented the client in the appeal of the termination order in a three-day public hearing.

Settlement of Ambulance Company OIG Voluntary Disclosure matter

Medicare billing and coding requirements are complex and present compliance risks for all types of providers. Mitigating these compliance risks requires experienced and sophisticated legal counsel. We represented an Ohio Ambulance Company in negotiating a settlement with the Office of the Inspector General and the Ohio Attorney General (collectively "Government") in a matter involving non-emergency transport claims that did not meet Medicare's medical necessity requirements. Our client voluntarily disclosed their billing errors to the Government, and they declined to pursue criminal charges. We then pursued a global resolution of the civil and administrative issues, and eventually settled this matter for an amount that was agreeable to our client.

General Representation of a Home Health Care Company

Dinsmore represents a home healthcare company in a variety of matters, including general business, employment law, regulatory compliance and HIPAA-related issues. The firm has also advised this client through a Medicaid audit and a successful overpayment appeal that significantly reduced the home health company's Medicaid repayment obligation. This client benefited from the firm's extensive regulatory experience and knowledge of the healthcare industry.

Publications

October 16, 2023

Preparing for Ohio's hospital license regime: Where are we today and what comes next?

Columbus Business First

September 1, 2023

Ohio Hospital Licensure Status Update

July 18, 2022

Post-Roe Women's Care and Compliance in Ohio and Emergency Medical Treatment and Labor Act

March 21, 2022

Surprise! The No Surprises Act Changes Again

November 10, 2021

OIG Revises and Renames its Provider Self-Disclosure Protocol

October 29, 2021

Deadline Approaches for New Stark Physician Group Practice Profit Distribution Rules

July 1, 2021

Ohio Budget Bill Adopts Conscientious Right to Refuse Care, Will Disrupt Health Care Operations and Oversight

May 12, 2021

New OIG Advisory Opinion Establishes Guideposts for ASC Investors in Venture Involving System-Employed Physicians

January 13, 2021

New Federal Exceptions Favor Value-Based Care

January 5, 2021

Stark Law: Clarification of Key Terms

November 24, 2020

Stark and Anti-Kickback Final Rules Aim to Facilitate Transition to Value-Based Care and Ease Administrative Burdens

May 1, 2020

New "Stay Safe Ohio" Order Rescinds Non-Essential Surgery Ban and Restarts Ambulatory Care

April 29, 2020

Governor Mike DeWine and Ohio Department of Health Announce Health Care Reopening May 1

April 10, 2020

\$30 Billion Under CARES Act Comes With Strings Attached – What Do You Need To Know?

April 1, 2020

New CMS Waivers Address COVID-19 Surge Planning and Revenue Opportunities

March 18, 2020

Ohio Department Of Health Orders Cancellation of All Non-Essential Surgeries to Preserve PPE

October 7, 2019

Changes to Definition of Ambulatory Surgical Facilities to Impact Hospitals

HealthBEAT

February 14, 2019

HHS Proposes Changes to Prescription Drug Rebates and Discounts Kickback Safe Harbors

January 29, 2019

New Kickback Law Targeting Opioid Treatment Facilities Could Affect Traditional Lab Arrangements

November 12, 2018

OIG Ramping Up Enforcement Actions Against Dental Practices