Course Objectives and Style: This class is intended to provide second and third year students with an opportunity to understand how various agreements are used in the healthcare arena, learn negotiation techniques and actually draft/negotiate agreements frequently used in healthcare. Interestingly, most of these agreements have a more general application as well, and therefore it is likely students will develop lawyering skills of more general application.

This is a new class and therefore is a work in progress. I expect to rely heavily on the students for direction, though I have in mind a number of agreements for us to consider. The format will involve assignments where you will be asked to draft specific provisions of agreements, negotiate solutions to seemingly unsolvable business conflicts and become comfortable with the world of business lawyering in the healthcare space. Feedback will be given as appropriate. You are welcome to use a laptop computer or other electronic device to take notes and to display class preparation materials. Use of any electronic device during class is restricted to class-related uses. Cell phones must be turned off at the beginning of class and remain off during class.

I will use an older problem from the National Healthcare Transaction Competition as a framework for discussion and drafting during the entire semester. Note its impact on your grade. My goal for you here is to become comfortable with your recommendations and proposed alternative structures.

I plan to use the text as a resource, rather than as our discussion guide. The book will be a useful guide both during Law School and in practice. You will note there are exercises at the end of chapters. These will form the basis for assignments both take home and during class. I suggest consider the text as a continuing assignment for
your edification. Please read ahead as much as you like. I do not want to discuss the merits of the use of the word "the" in drafting. Rather I consider the text an enrichment for our in class discussions about transactions in health care. I want you to become comfortable with how to apply your education to real life circumstances.

Class Attendance and Participation: Class attendance and participation are mandatory. The attendance policy for this class will follow the policy as set out in the Student Handbook. For each class, an attendance sheet will be passed around for your signature. Class participation by all students will be an important component of this course (see Grading below). Class participation and involvement by all students is expected.

Grading: Most homework assignments and in-class assignments will be graded on the Law School grade scale. Homework assignments will be due as announced. Some assignments will come from the class text. You will see examples of these at the end of the chapters. In-class assignments may be made with no notice. You should read the text at your pace, which may mean you will finish it by September 1 because it is such compelling reading. There will be a semester long project based on the National Healthcare Transaction Competition which will count in two ways, as can be seen below. The problem expects that you will recommend a course of options and I want you to be comfortable understanding the practical implications of your choices. In regard to grading, as noted, class attendance is mandatory, barring school approved absence or genuine emergency. Your final grade will be calculated according to the following:

<table>
<thead>
<tr>
<th>Assignment</th>
<th>Percentage</th>
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<tbody>
<tr>
<td>Graded assignments</td>
<td>25%</td>
</tr>
<tr>
<td>Major problem assignment-first draft of</td>
<td>25%</td>
</tr>
<tr>
<td>memorandum- outline (October 9)</td>
<td></td>
</tr>
<tr>
<td>Exam: Final detailed memorandum- outline (last</td>
<td>50%</td>
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<tr>
<td>day of class)</td>
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</tr>
<tr>
<td>Total</td>
<td>100%</td>
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In accordance with Law school Policy, I reserve the right to raise final grades by 1/3 of a letter grade for those who have exceptional class participation and decrease by 1/3 of a letter grade for those who are unprepared.

Collaboration: Your work product must always be your own. Please remember the Honor Code remains applicable during the entire semester. Of course, collaboration is a useful tool in a successful law practice, as are forms. Thanks to the Internet, you can access any number of forms of documents. I trust you can access EDGAR, the SEC’s filings site. There you should be able to find exhibits filed by public companies that relate to the specific issues we will discuss. Of course, the exhibits must be material to the trading public. Regardless, Internet searches should prove fruitful for your purposes.

Class Schedule: We will have approximately 28 sessions together. This will afford us adequate time to dwell on various agreements used in a healthcare transaction.
practice. The amount of time spent on each will be impacted directly by the interest level of the students. My plan is for you to become familiar with the following broad subjects and agreements, understand negotiating strategy for each, and have you outline, in detail, your advice to a client about solutions to the major problem. I expect to announce the subject for subsequent classes during class so you can be prepared to participate significantly. We will try to go in the order listed below.

Entity Choice

Public vs. Private

Employment Agreements (physician and executive)

Non-compete Provisions (professionals and others)

Leases (office space and free standing facilities on a hospital campus)

Letters of Intent

Due diligence

Asset/Stock Purchase agreements

Legal opinions in healthcare transactions

Valuation Questions

Joint Ventures

Tax Exempt Organizations

Reimbursement Agreements with Third Party Payors

Managed Care/ Capitation

PPACA implications

Because the class is a work in progress, we may add subjects as the semester progresses. I realize the breadth of coverage may take your breath away. My goal is for you to be comfortable with these concepts in real life applications.

Availability: I will not have office hours, per se, but I will be available. I am happy to arrive at the Law School early to meet with you. My schedule after class will be tight since I have to drive to another law school in the State for a class later in the day.
Administrative Issues:
Requests for Accommodations: The Law School is committed to meeting the needs of students with physical, learning, and other disabilities, and provides appropriate accommodations and services tailored to each person’s specific requirements. The Law School assistant deans and the University’s Office of Disability Services work together to help individuals with disabilities achieve and maintain individual autonomy. Students with disabilities are encouraged to contact Claude Arrington, Associate Dean for Academic Affairs at 205-348-6557 or email carrington@law.ua.edu so that any needs for support services can be evaluated and accommodated in a timely manner.

Conduct: All students are expected to be honorable and to observe standards of conduct appropriate to a community of scholars. University policies, the Law School Honor Code, and other appropriate policies, will be followed in the event of misconduct.

Diversity: The University is committed to providing an atmosphere of learning that is representative of a variety of perspectives. In this class, you will have the opportunity to express and experience cultural diversity. Individuality and creative expression are welcome. Take advantage of these opportunities in your work, but also learn from the information and ideas shared by others.