



## → Michael R. Moore

### Of Counsel

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Michael Moore specializes in representing physicians, medical groups, medical imaging centers, and other healthcare providers throughout California. His practice includes: mergers and acquisitions, organization and implementation of multi-specialty medical groups and physician networks, negotiation and development of integrated delivery systems, affiliations with hospitals and healthcare systems, negotiation and creation of medical practice foundations or MSO relationships, development of ambulatory surgery centers AND medical imaging joint ventures, and re-structuring existing relationships. Michael serves as general counsel to several large, multi-specialty medical groups in both Northern and Southern California, and also serves as general counsel to some large radiology groups, several medical imaging centers, and hospital based physician groups. He routinely advises clients on a wide range of healthcare issues, including the Stark Law, fraud and abuse, Medicare compliance, negotiating and structuring joint ventures, and contracting issues. A frequent lecturer on healthcare topics, Michael is also a member of the American Health Lawyers Association and the California Society of Healthcare Attorneys.

Michael is Of Counsel based in the San Diego office, and works for clients throughout California, and in several other states.

### Areas of Practice

Michael's practice is focused on representing healthcare providers in business transactions, and providing ongoing, day-to-day operational advice and legal support. He has substantial experience in the legal issues, business issues, and professional relationships that arise in medium and large sized medical groups, as well in physician-hospital relationships.

### Representative major engagements and projects:

#### 2017 & 2018

- Currently representing a 140 physician multi-specialty medical group in Northern California in renegotiating its professional services agreement and compensation methodology with a statewide healthcare system.
- Currently representing a 120 physician medical group in Southern Orange County, California, in negotiating and restructuring its professional services agreement and compensation relationship with a large medical foundation affiliated with the Providence Health System.
- Represented with a statewide healthcare system to redesign and restructure its employment agreements and compensation methodology for its 500 physician affiliated medical group.

- Represented 60 physician hospital based single specialty medical group in Northern California in renegotiating its professional services agreement with a large medical foundation.

## 2015 & 2016

- Represented a 425 physician medical group in the Sacramento area in negotiating and restructuring certain elements of the compensation methodology contained in its professional services agreement with a statewide medical foundation.
- Represented a 350 physician medical group in Orange County, California, in negotiating and restructuring its relationships with a large health system which consolidated with the Providence Health System. The transaction involved modifying the governance of the medical foundation, renegotiation of the master Affiliation Agreement with the new consolidated health system, and renegotiation of the group's professional services agreement with foundation.
- Represented a 125 physician multi-specialty medical group in San Diego in renegotiating its professional services agreement compensation methodology with a medical foundation.
- Represented a 50 physician multi-specialty medical group in Central California in negotiating an affiliation with a local hospital and creation of a tax exempt medical foundation. Transaction involved negotiation of foundation structure and governance; negotiation of long term professional services agreement between the medical group and the foundation; recruitment guarantees to facilitate growth of the medical group; sale of tangible assets and transfer of non-physician staff to foundation; long term lease to foundation of 100,000 square feet of medical office buildings and a four acre medical campus.

## 2013 & 2014

- Represented a non-profit medical foundation in Central California in negotiating and implementing a strategic affiliation with a community based health system; and simultaneously renegotiating and implementing a professional services agreement with a 150 physician medical group. (FTC approval still pending in 2016.)
- Represented a 350 physician medical group in the Sacramento area in negotiating and restructuring its professional services agreement with a medical foundation affiliated with a multi-state non-profit health system.
- Facilitated, negotiated, and completed the merger of a 250 physician multi-specialty group in Orange County, California, by merging a 70 physician medical group into a 180 physician medical group. Represented the merged group in negotiating and restructuring its professional services agreement and strategic affiliation with a medical foundation and large non-profit health system in Orange County, California.
- Represented a multi-specialty medical group in Northern California in renegotiating and renewing its professional services agreement with a medical foundation.

## 2012

- Represented a large multi-specialty medical group in Los Angeles in negotiating and restructuring its professional services agreement and strategic affiliation with a medical foundation and a multi-state healthcare system
- Represented a Northern California pediatric sub-specialty group in the sale of its assets and documentation of its strategic affiliation with a university affiliated medical foundation

- Worked with a Central California medical foundation in negotiating a strategic affiliation with an independent cancer center, and negotiated and documented professional services agreements with independent oncology groups to practice at the cancer center
- Worked with clients to form and operationalize a 300 plus physician specialty independent practice association in Orange County
- Represented a large Southern California multi-specialty medical group in renegotiating its professional services agreement and compensation with a medical foundation

## 2011

- Represented a large radiology group in negotiating an affiliation with a very large multi-specialty group, and the sale of the radiology practice assets
- Represented two large multi-specialty groups in Northern California in renegotiating their medical practice foundation relationships and professional services agreement compensation with a large health system
- Represented a large San Diego multi-specialty medical group in renegotiating its professional services agreement and compensation with a medical foundation
- Represented a multi-specialty medical group in the Bay Area between 2009 and 2011 in negotiating a new medical practice foundation relationship, professional services agreement, and sale of assets to a medical school affiliated foundation

## 2009 & 2010

- Represented a Central California medical practice foundation and integrated multi-specialty medical group in negotiating an integrated delivery system affiliation with health system, including restructuring of medical practice foundation relationship; governance; professional services agreement, and compensation arrangement
- Represented three different Northern California multi-specialty medical groups in three different communities in formation of the groups, and negotiation and implementation of professional services agreements with the medical practice foundation of a large health system
- Represented two large Northern California multi-specialty medical groups in renegotiating professional services agreements with a large regional health system

## 2007 & 2008

- Merged two primary care medical groups in San Diego, forming a 100 physician medical group, and renegotiated professional services agreement relationship of the merged group with a health system
- Facilitated, negotiated, and completed the merger of two cardiology groups in Northern California

## 2005 & 2006

- Represented a large Southern California medical group in restructuring, renegotiating, and extending its professional services agreement with a medical foundation
- Represented a large multi-specialty group in negotiating the extension of its professional services agreement and the reorganization of the governance structure of its affiliated medical practice foundation

- Worked with physicians in Northern California to develop a joint venture, with a large health system, for a surgical specialty hospital
- Worked with several different cardiology groups in Northern California to develop a Stark Law compliant cardiac imaging center joint venture

## 2003 & 2004

- Worked with two different radiology groups in San Diego to develop and implement two different medical imaging center joint ventures between hospitals and the radiology groups
- Worked with a large medical group in Northern California to negotiate a medical practice foundation affiliation with Sutter Health
- Formed new multi-specialty medical group in the Bay Area, through the consolidation of several independent medical groups; developed group governance and compensation; negotiated the professional services agreement for the Group with Sutter Health, and asset sale

## 2000 to 2002

- Completed the negotiation, purchase, and re-licensing of a Surgery Center in Northern California for a medical group client
- Worked on restructuring two different integrated delivery system relationships in Northern California, and worked on unwinding two other failed integrated delivery system relationships in Southern California
- From 1997 through 2002 he worked on the development of a large multi-specialty medical group (over 900 physicians) in San Diego, in conjunction with the development of a new model for an integrated delivery system

## 1990's

- In 1996 he worked with a large multi-specialty group in Portland, Oregon, on a an integrated delivery system transaction
- During 1995 and 1996, he completed the affiliation of a large medical group and a health system, through an equity-model MSO
- Between 1992 and 1994, he negotiated and completed an affiliation and merger of seven primary care groups and their formation of an Integrated Delivery System with a major hospital in Orange County
- From 1993 through 1998 he worked with large medical groups in San Diego, San Bernardino, Los Angeles, Orange County, Northern California, Savannah, Georgia, and Wisconsin, in negotiating and structuring various medical group/hospital affiliations, and MSO affiliations
- Between 1990 and 1992 he represented three other large medical groups in developing, structuring, and documenting three similar medical group/ medical foundation/ hospital affiliations in Los Angeles and Sacramento
- In the early 1990's he served as legal counsel in representing, negotiating, and completing three different affiliations between medical groups and publicly traded physician practice management companies (Pacific Physician Services; PhyCor)

## 1980's

- In 1986 he formed an MRI Center joint venture involving two hospitals and a radiology group, which he continues to represent as general counsel
- In 1985 he and two other attorneys in his firm worked as a team representing a large medical group in negotiating, structuring, pioneering and developing the acquisition and affiliation of the medical group with a large hospital in San Diego County

After his admission to the California Bar in 1974, he served for three years as a tax attorney in the Office of Chief Counsel of the Internal Revenue Service in Washington, D.C. From 1977 to 1980 he was a Trial Attorney with the Office of District Counsel of the Internal Revenue Service, in Richmond, Virginia. In 1980 he returned to San Diego and joined the law firm of Harrigan, Ruff, Sbardellati & Moore. In April 1999, he moved his practice to Sheppard, Mullin, Richter & Hampton.

## Honors

Best Lawyer in America (Healthcare), *Best Lawyers*, 2007-2020

San Diego Super Lawyer, 2007-2017

Healthcare, *Legal 500*, 2014

Best Lawyers of America, San Diego Healthcare Lawyer of the Year, 2013 and 2019

One of Ten "Outstanding Physician Practice Lawyers" in the U.S., *Nightingale's Healthcare News*, 2005

## Articles

### Healthcare Law Blog Posts

"What Physicians Need to Know About the New California End of Life Option Act," May 19, 2016

## Speaking Engagements

Mr. Moore has given programs on integrated delivery systems, physician integration, mergers of medical groups, fee splitting, Medicare fraud and abuse, the Stark Law, and the Medicare Anti-Fraud and Abuse "Safe-Harbor" Regulations.

Legal and Regulatory Issues in Physician-Hospital Integration – Dignity Health Physician Integration Symposium, Las Vegas, NV, October, 2012

Medical Practice Foundation Models – Hoag Hospital Foundation, Primary Care Institute – Newport Beach, CA, January, 2012

Physician Affiliation Models – Practical Issues and Concerns For Physicians Considering Hospital Affiliations – Hoag Hospital Medical Staff Meeting - Newport Beach, California, October, 2011

Practice Considerations and Contracts for New Employment – American Academy Of Otorhinolaryngology, Annual Meeting – San Diego, CA, October, 2009

Physician Affiliation Models – Practical Issues and Concerns For Physicians Considering Hospital Affiliations – Memorial Health System Executive Retreat, Mission Viejo, CA, June 2005

Market Forces and Changing Integration of the Business of Emergency Medicine - American College of Emergency Physicians - San Diego, CA, October 1998

Issues and Concerns for Physicians Evaluating Potential Affiliations – McGladrey & Pullen, National Education Conference for Tax Specialists - Chicago, IL, October 1997

Practice Sale Valuation and Tax Implications - American Academy of HealthCare Attorneys - Coronado, CA, June 1996

Issues and Concerns for Physicians Evaluating Potential Affiliations - American Academy of HealthCare Attorneys - Boston, MA, July 1995

Medical Group/Hospital Affiliations, Stark II - National CPA Healthcare Advisors Association, Annual Meeting - Coronado, CA, July 1994

Integrated Provider Networks - California Medical Group Managers Association, Annual Meeting - San Francisco, CA, April 1994

Negotiating Provider Contracts - Western Region, Radiology Business Management Association, Annual Meeting - Coronado, CA, September 1992

Integrated Medical Groups, Medical Group/Hospital Affiliations - California Medical Group Managers Association, Annual Meeting - San Francisco, CA, April 1992

Integrated Medical Groups, Medical Practice Foundations, Medical Group/Hospital Affiliations - Alvarado Hospital - San Diego, CA, September 1991

## Memberships

Member, American Health Lawyers Association

Member, California Society of Health Care Attorneys

## Practices

Corporate

Joint Ventures and Strategic Alliances

Mergers and Acquisitions

Healthcare

## Industries

Healthcare

## Education

LL.M., Georgetown University, 1979

J.D., University of San Diego, 1974, *magna cum laude*

B.A., California State University, Northridge, 1971

## Admissions

California