



## Michelle A. Williams

Senior Counsel

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Michelle A. Williams, leader of the Firm's Health Care Regulatory team, focuses her practice on regulatory and structuring aspects of hospital mergers, acquisitions and integrations.

As former in-house counsel at large academic medical centers, Michelle Williams draws on her industry experience to advise on regulatory and structuring aspects of hospital mergers, acquisitions, and integrations. She has a reputation for smoothly obtaining attorney general and federal approvals for complex transactions, and she also advises on EMTALA, QIO hearings, medical staff issues, corporate governance and hospital authorities and districts.

Ms. Williams focuses her practice on the regulatory and structuring aspects of hospital mergers, acquisitions, and integrations. Her experience includes obtaining attorney general and federal approvals for complex transactions and/or conversion from nonprofit to for-profit status, and issues of successor liability. She also advises on corporate governance and Medical Staff governance in connection with changes of control or ownership. She represents clients undergoing CMS, EMTALA and state surveys, Medicare terminations and regulatory review, and advises on hospital authority law, voluntary disclosures, corporate integrity agreements and qui tam defense.

Since 2012, Michelle has been recognized by *The Best Lawyers in America*® in Health Care Law. *Chambers USA* has listed Michelle as a leading health care lawyer since 2008.

Prior to joining Baker Donelson, Michelle was a commissioner on the Advisory Committee on Childhood Vaccines, advising the U.S. Secretary of Health & Human Services on the National Vaccine Injury Compensation Fund. She was a former in-house counsel at University Hospitals of Cleveland and the former Mount Sinai Hospital, and has been on-loan in-house counsel to general academic medical centers.

### Representative Matters

- Founded and represented a consortium applicant for the Advanced Research Projects Agency for Health (ARPA-H) Hub.
- Advised a five-hospital health system on its member substitution transaction with a multistate hospital authority health care system.
- Represented a large public charity care health system in its execution of a sale transaction valued at \$700+ million in front of the Georgia Attorney General.
- Advised a large Georgia hospital system on its acquisition of Oconee Regional Medical Center out of Bankruptcy under section 363 of the U.S. Bankruptcy Code.
- Advised the community directors of a community hospital system on the governance and transactional issues related to the withdrawal of its sole member and the hospital's subsequent sale to a for profit hospital chain.
- Advised the board of trustees of a county-owned teaching hospital, in connection with the renegotiation of its management agreement with a medical school.
- Advised a hospital system in its restructuring from a county hospital authority.
- Advised a community hospital on a sole member substitution transaction.
- Advised an unstructured hospital authority and obtained attorney general approval of its sale.

- Advised a hospital system on the lease of a critical access hospital and obtained attorney general approval for the transaction; advised on the relocation of the hospital.
- Advised a hospital authority in the acquisition of a for-profit hospital in a conversion from for-profit to hospital authority asset.
- Advised a restructured hospital authority corporation, on its change of control and subsequent integration into the Mayo Clinic Health System.
- Obtained attorney general approval for a community hospital sale to Triad and conversion to for-profit status.
- Obtained attorney general approval for the sale and completed sale and conversion of a county hospital authority hospital to a for-profit hospital company and subsequent acquisition by a nonprofit company.
- Represented a blood bank in CLIA revocation and restructured its laboratory operations.
- Advised several hospitals on full CMS surveys and the restoration of loss of deemed status, Medicare termination proceedings, EMTALA, QIO proceedings and EMTALA settlements.
- Advised on qui tam matters involving observation status, one-day stays and short-stay admissions.
- Represented the operator of a medical center in a change of control transaction with a large multistate health care system, including filings and a public hearing with the state attorney general.



## Professional Honors & Activities

- AV® Preeminent™ Peer Review Rated by Martindale-Hubbell
- Listed in *The Best Lawyers in America*® for Health Care Law since 2012
- Listed in *Chambers USA* as a leading Health Care lawyer in Georgia since 2008
- Listed in *Georgia Super Lawyers* in the area of Health Care Law (2008 – 2013)
- Member – State Bar of Georgia
- Member – Atlanta Bar Association
- Member – American Bar Association
- Member – American Health Law Association
- U.S. Department of Health and Human Services
  - Chair, Future Science Work Group Subcommittee
  - Commissioner, Advisory Committee on Childhood Vaccines (ACCV) (2011 – 2015)
- Past President – Georgia Academy of Hospital Attorneys (2011 – 2012)
- Board Member and Legal Counsel – Georgia BIO
- Past Board Member and Past Chair – American Red Cross Blood Services, Southern Region
- Past Board Member – Metro Atlanta American Red Cross



## Publications

- "The Joint Commission Establishes Certification to Reflect Hospitals' Dedication to Equitable Care" (June 2023)
- "Public Health Emergency Declaration Extended Through Mid-October" (July 2022)
- "HHS Announces \$5 Million for Cancer Screenings at Health Centers with June 15 Application Deadline " (June 2022)
- "Navigating Your Organization Through the Termination of COVID-19 Emergency Declarations" (March 2022)
- "Immediate Jeopardy: Handling EMTALA Complaints in a COVID-19 World," *Payment Matters* (February 2022)
- "Georgia Finalizes Rules Implementing New Standards for Assisted Living Communities and Personal Care Homes" (August 2021)
- "What Georgia's COVID-19 Pandemic Business Safety Act Means for Your Business's Liability," republished September 24, 2020, in *Westlaw* (August 2020)

- "New CMS Guidance for Long Term Care Facilities with COVID-19 Residents" (April 22, 2020)
- "CMS Approves Georgia's Section 1135 Waiver Request for Medicaid and PeachCare for Kids " (April 7, 2020)
- "Coronavirus: What the Georgia Governor's Shelter-in-Place Order Means for Health Care Providers" (March 26, 2020)
- "Coronavirus: Georgia Governor Declares Public Health Emergency to Combat COVID-19" (March 20, 2020)
- "Coronavirus: Temporary Child Care Solutions Could be Subject to Extensive State Regulations" (March 18, 2020)
- "The Rights of Nonparticipating Providers in a Managed Care World: Navigating the Minefields of Balance Billing and Reasonable and Customary Payments," *Journal of Health & Life Sciences Law*, Vol. 3, No. 1 (2009)
- Co-author – *Fifty State Survey of Balance Billing Laws*, American Health Lawyers Association (2006)



## Speaking Engagements

- "Professionalism Issues in Matters With State Agencies," Fundamentals of Health Care Law, ICLE Georgia (February 15, 2024)
- "Georgia Hospital Acquisition Act: The Attorney General Process," Fundamentals of Health Care Law, ICLE Georgia (March 2019)
- "Rural Hospitals' Hobson's Choice: Sell/Affiliate or Go it Alone," Advanced Health Law, State Bar of Georgia (October 2018)
- "Fundamentals of Health Care Law Acquisition Act Transactions," with the Georgia Deputy Attorney General (March 2016)
- "Hospital Physician Disciplinary Issues," GAHA In-House Counsel (August 2015)
- "Georgia Hospital Acquisition Act," Fundamentals of Health Care Law, ICLE Georgia (March 2015)
- "Community Health Needs Assessments," Children's Hospital Association (January 2015)



## Webinars

- COVID-19: Resuming Elective Procedures and the Key Legal Issues Health Care Providers Need to Know (May 2020)



## Education

- Case Western Reserve University, J.D., 1986
- Spectrum Health Butterworth Hospital, M.T., 1981
- Michigan State University, B.S., B.S., 1978



## Admissions

- Georgia
- Colorado
- Ohio