

# Samantha L. Prokop

## Shareholder

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## Practice & Industry Areas

- Corporate Law
- Government Affairs Law & Lobbying
- Health Care
- Mergers and Acquisitions

## Education

- University of Akron School of Law, J.D., magna cum laude, 2010
- Baldwin-Wallace University, B.A., summa cum laude, 2006

## Bar & Court Admissions

- Florida Bar, 2014

## Overview

In her counsel to corporate and health care companies, Samantha Prokop serves as an advisor to clients establishing new businesses, executing mergers and acquisitions and navigating business disputes and break-ups. Sam has served as a risk manager and general counsel for a multi-location hospital system.

Through her -range of experience, Sam aims to help her clients remove barriers to develop practical, workable solutions to their complex problems, addressing immediate issues while developing long-term strategies for growth.

Sam assists clients in developing revenue enhancement strategies that seek to leverage ever-changing laws, regulations and payment models. She also supports clients in evaluating their operations when striving to obtain the best value in the sale of their business or the acquisition of another.

Currently, Sam is the owner of Cooper's Creek, where she runs a horseback riding program. As a result, she understands, from first-hand experience, the operational side of business

and the pressures her clients face running a business.

### ***A focus on health care regulatory compliance***

Clients reach out to Sam for help dealing with regulatory compliance matters including structuring arrangements to comply with the federal Stark Law, Anti-Kickback Statute, Florida Patient Self-Referral Act, Florida Patient Brokering Act, and other applicable laws, rules and regulations, as well as evaluating these laws as part of acquisitions.

She is also dedicated to helping defend providers undergoing health care regulatory audits and investigations by commercial payors, Centers for Medicare & Medicaid Services (CMS), Medicaid, Tricare, the Office of Inspector General (OIG), the Department of Justice (DOJ) and state and federal prosecutors related to allegations of overpayments, False Claims Act violations and health care fraud.

Sam's representative clients include:

- Medical device distribution companies
- Group practices and independent physician associations
- Hospitals and ambulatory surgery centers
- Home health agencies
- Nurse registries
- Laboratories and diagnostic facilities
- Medical executives and medical professionals
- Accountable care organizations

### ***Applying a focused, solutions-oriented approach aimed at advancing our clients' businesses***

From a corporate perspective, Sam represents clients in a variety of industries seeking to establish new businesses by developing structures that attract new investors, owners, partners and talent.

She supports clients in reviewing and negotiating contracts and employment agreements, establishing executive compensation arrangements and drafting operating, partnership, shareholders' and buy-sell agreements and bylaws.

From the letter of intent through closing, Sam assists clients with mergers, sales and acquisitions including handling day-to-day business disputes both internally and with outside vendors.

Sam's representative corporate clients include:

- International and domestic manufacturing organizations
- Software and consumer electronics companies
- Consulting firms

- Transportation and logistics companies
- Higher education institutions
- Real estate investment and development companies
- Franchise businesses

## **Representative Matters**

### **Corporate and M&A**

- Represented international manufacturing client to establish businesses in Florida while securing and negotiating exclusive private labeling and distribution contract with large retail company.
- Represented specialty group in the sale of their practice and management company to a private equity firm.
- Represented primary care group in acquisition by private equity group.
- Represented international medical device company in seeking FDA approval for new medical device.
- Represented orthopedic group in arrangement to sell practice to a national group backed by private equity firm.
- Represented software development and technology company in drafting professional services agreements and license agreements to protect intellectual property rights in preparation for a future sale.
- Represented healthcare company in developing training and licensing program regarding proprietary patient assessment method and techniques.

### **Health Care Regulatory**

- Represent employers in implementing self-insured group health plans including negotiating contracts third party administrators and vendors as well as drafting Summary Plan Descriptions.
- Serve as counsel to several healthcare practices assisting in day-to-day issues involving contracts, compliance and employment issues.
- Represented group practice in defending a Medicare audit reducing an error rate from 50% to 0% and saving the practice hundreds of thousands of dollars in overpayments.
- Defended group practice in Medicare post-payment probe audit defense reducing error rate from 100% to 0% and avoiding potential exposure of millions of dollars.
- Represented pharmacist in professional licensure action with Board of Pharmacy related to alleged deficiencies in compounding pharmacy practices which was resolved with a letter of guidance.
- Represented large group practice in large privacy breach resulting in no adverse action taken by the Office for Civil Rights.

- Represented group practice in dispute with departing shareholder that became contentious and helped mitigate and resolve identified compliance issues that could have led to a whistleblower claim.
- Represented ASC owners in equity transaction involving national hospital chain.
- Represented physician and hospital run accountable care organizations in formation, compliance, and contracting matters.

## Honors

- *The Best Lawyers in America*®, Health Care Law, 2022
- Florida *Super Lawyers*, “Rising Star,” 2020-22
- “Top Healthcare Legal Professional for 2017,” EPI Compliance, 2017

## Publications & Presentations

### Presentations

#### *Corporate*

- “FACTA Compliance: Red Flags Rule for Businesses, American Public Power Association,” Jacksonville, FL, October 27, 2014
- “OSHA Workplace Safety, National Business Institute,” Jacksonville, FL, April 23, 2014
- “The Affordable Care Act and Other Developments in Employment Law (Federal and State),” National Business Institute, Jacksonville, FL, April 23, 2014

#### *Healthcare*

- “Offensive and Defensive Strategies for Dealing with Payor Audits and Overpayment Disputes,” Florida Association for Healthcare Practices, October 23, 2019.
- “HIPAA Bootcamp-Security Basics,” EPI Conferences, Orlando, Florida, April 11, 2019.
- “Revenue Enhancement Strategies for Physician Practices, EPI Conferences, Orlando, FL, April 13, 2019.
- “Work Smarter, Not Harder: Revenue Enhancement Strategies for Physician Practices, Florida Association for Health Care Practices, April 17 2019.
- “The MSO/IPA Advantage in the MACRA Era”, EPI Conferences, Orlando, FL, February 1-3, 2018
- “Business Associates and Breach Reporting,” EPI Conferences, Orlando, FL, February 1-3, 2018
- “Clinical Risk Reduction Strategies and PSO Initiatives, Florida Society for Healthcare Risk Management and Patient Safety,” August 2013
- “Legal Risk and Financial Implications of Physician Acquisition and Integration, Florida Society for Healthcare Risk Management and Patient Safety,” August 2013 (co-presenter)

- “Changes to Ohio’s Medicaid Reimbursement via the Integrated Care Delivery System,” OHCA Annual Long-Term Care Convention, April 30, 2013
- “Audit Survival for Chiropractors,” Tri-County Chiropractic Association of Ohio, OSCA District 5, April 18, 2013
- “Behavioral Health Strategic Initiatives via ACOs,” Symposium for Mental & Behavioral Health Providers, Board Members, and Administrators, February 27, 2013
- “Health Home Initiative,” Symposium for Mental & Behavioral Health Providers, Board Members, and Administrators, February 27, 2013
- “Collaboration with Federally Qualified Health Centers,” Symposium for Mental & Behavioral Health Providers, Board Members, and Administrators, February 27, 2013

## **Publications**

- “Modifier 25 Fraud and Abuse Issues on the Government’s Radar Again,” RezLegal Client Alert/Bulletin, July 2018
- “Healthcare Providers Required to Implement Non-Discrimination Practices under Section 1557 of the Affordable Care Act,” RezLegal Client Alert/Bulletin, October 2016
- “New HHS Guidance Suggests EMR Vendors and other Business Associates cannot hold Protected Health Information Hostage,” RezLegal Client Alert/Bulletin, September 2016
- “New Prescriptive Authority for Advanced Registered Nurse Practitioners and Physician Assistants,” RezLegal Client Alert/Bulletin, June 2016
- “MACRA – What it means for Physician Reimbursement,” RezLegal Client Alert/Bulletin, April 2016
- “Changes to Incident-to Billing Rules,” RezLegal Client Alert/Bulletin, March 2016
- “Common Compliance Pitfalls,” MD Life, December 2015
- “The Affordable Care Act and Other Developments in Employment Law (Federal and State),” National Business Institute, educational program handout April 23, 2014
- “Workplace Safety,” National Business Institute, educational program handout April 23, 2014
- “Keeping What You’ve Earned: Offensive and Defensive Strategies for Handling Overpayment Audits and Appeals,” co-author, Ohio State Chiropractic Association, March 2013
- “Suits Possible for Failure to Report Child Abuse,” contributor, ED Legal Letter, October 2012
- “Spotlight on Doctors’ Role in Prescription Drug Abuse, Physician Risk Management,” contributor, Vol. I, No.2, August 2012
- “Off-Label Prescribing? Know Evidence Base!” contributor, Physician Risk Management, Vol. I, No. 9, March 2013
- “EPs Face Legal Risks with Discharging Psych Patients,” contributor, ED Legal Letter, February 2013

## **Professional Associations & Memberships**

- Florida Bar Association, 2014-present
- Ohio State Bar Association, 2010-15
- American Bar Association, 2011-15
- American Health Lawyers Association, 2011-19

## **Civic & Community Service**

- ElderSource, Inc. and ElderSource Institute, Inc., past Board Member
- Jacksonville Area Legal Aid, Inc., past volunteer
- Hoban High School Mock Trial Team Coach, 2011-2014