

### SERVICE AREAS

#### Business

- Corporate, Securities + Commercial Transactions
- Real Estate
- Finance
  - Formation + Regulatory
  - Originations
- Health Law
  - Business Law + Governance

#### Governments + Nonprofits

- Real Estate
- Health Law

#### Individuals + Families

- Health Law

### EDUCATION

- University of Michigan Law School, J.D.
- Michigan State University, B.A.

### BAR ADMISSIONS

- Michigan



### Principal

#### Kalamazoo

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For nearly 30 years, Thomas H. Van Dis has represented a diverse client base in a wide range of corporate matters and business transactions. His depth of experience in three related areas -- corporate and commercial transaction, health care and financial institutions -- has served his clients well and given him a broader perspective from which to advise clients. For companies and their owners, Tom advises and counsels on such matters as entity planning, taxes, contracts, compensation planning for key individuals, buy-sell arrangements, equity and debt financing, mergers and acquisitions, and exit strategies.

*"I have been involved from the formation of many businesses and served as both attorney and advisor through the ups and downs of their life cycle and ultimately transfer to the next generation or sale. I admire these entrepreneurs who are the foundation of our economy and to whom most of the rest of us owe our financial well being. I thoroughly enjoy helping them realize their goals and doing all I can to ensure that the business risks they take are rewarded."*

Thomas H. Van Dis

Physicians and other health-care providers typically face substantially greater compliance and regulatory risks than do other businesses when entering into contractual arrangements, joint ventures and other business transactions. Tom brings something extra to the table in representing his many physician groups and other health-care clients that other health law attorneys often do not -- a strong background in corporate law and commercial transactions. For many years he has represented physician groups and other providers in contractual arrangements, joint ventures, sales and other transactions, all of which require a strong grounding in both regulatory compliance (Stark, Anti-kickback, intermediate sanctions, payor reimbursement, etc.) and in corporate law and

commercial transactions.

Tom also brings a strong background to his representation of financial institutions, having served as a commercial credit analyst and commercial loan officer at American National Bank and Trust Company prior to pursuing his legal career. In addition to strong technical expertise in commercial lending and work on regulatory matters, Tom understands the customer relationship and internal issues faced by his banking and financial institution clients and knows how to address such issues in the context of legal and compliance representation.

### EXPERIENCE

Tom has been intimately involved in helping one of his second generation, family-owned businesses grow through a series of acquisitions over many years to become the largest business of its type in Michigan. This involved not only merger and acquisition work, which sometime entailed complex tax, labor law and other issues, but also adjusting the company's structure, employee incentives and owner buy-sell arrangements to accommodate its larger size and scope.

Tom guided a large physician group through its sale to a hospital and the process of becoming part of the hospital's integrated delivery system in a way that enabled the physicians to preserve their autonomy and, consequently, a significant degree of bargaining power and influence in hospital system decisions after the acquisition that would not have been possible had they become hospital employees.

One of Tom's multi-specialty physician groups wanted to acquire an ancillary service business from another group of physicians who were experiencing financial problems and were in default with their bank. Internal dissension among the seller group threatened to derail the transaction. Tom was able to work out a creative solution whereby the bank repossessed the desired assets and resold them to his client – at a reduce price.

One of Tom's sub-specialties is working through shareholder disputes and handling "corporate divorces." He recently represented one of two partners in a rapidly growing business where the two owners had reached an impasse. A split-up was discussed, but eventually a negotiated resolution was worked out that pleased both

## Thomas H. Van Dis

owners. As a result, Tom was asked to represent the company with respect to certain employee benefit and acquisition matters. Meanwhile, the company continues its rapid growth.

*"It's particularly satisfying when resolution of a problem or dispute leads to such a positive result."*

### Corporate and Commercial Transactions

General counsel to numerous business and nonprofit corporations. Have represented profit and nonprofit corporations and their shareholders, directors, and members in a broad range of activities, including mergers and acquisitions, corporate formations and reorganizations, shareholder disputes, negotiation and drafting of corporate governing documents and shareholder agreements, partnership, limited partnership and limited liability company matters, computer software and hardware license agreements, patent and other licensing agreements, manufacturers representative and employment agreements, a broad range of other commercial contracts and transactions, real estate transactions, including conveyances, leases, easements, options, construction contracts and construction lien matters.

### Health Law

Represent many physician practices as well as home health agencies, hospitals, ambulatory surgery centers, outpatient imaging centers, sleep centers and physical therapy providers in a broad range of health-related matters, including joint ventures. Have provided extensive advice and transactional planning regarding federal and state self-referral (Stark) and anti-kickback restrictions and other fraud and abuse issues, corporate restructuring, Medicare compliance, certificate of need, sales and mergers of medical practices, formation of provider networks and various other integrated delivery system issues. Other areas of expertise include medical records issues, peer review and credentialing, national practitioner data bank, informed consent, advance directives, selective anti-trust matters, managed care contracts, employment contracts, hospital/physician contracts and a broad range of other contracts among health care providers.

### Financial Institutions and Transactions

Have represented banks and other lenders in hundreds of commercial and real estate loan documentation, negotiation, and workout transactions. Experience includes structuring transactions, drafting loan documents, complete sets of commercial lending

forms, repossession and resale of collateral, ship mortgages, Perishable Agricultural Commodities Act, and other specialized statutes affecting various types of commercial loans, lender liability, letters of credit, perfection and priority of security interests in all types of real and personal property, participation agreements, and loan portfolio sales.

## PROFESSIONAL ACTIVITIES

- American Bar Association, Health Law Section; Corporation and Business Law Section
- State Bar of Michigan since 1979, Corporation and Business Law Section; Health Law Section
- Kalamazoo County Bar Association
- American Health Lawyers Association
- Michigan Society of Healthcare Attorneys
- Medical Group Management Association
- Risk Management Association (formerly known as Robert Morris Associates)

## HONORS + AWARDS

- University of Michigan Law School, J.D., 1979, cum laude
- Michigan State University, B.A., 1969, magna cum laude
- Best Lawyers in America, Health Care Law 2010-present

## CIVIC, CULTURAL + SOCIAL ACTIVITIES

- Geiger Technic, Inc., Former Secretary and Director
- EmploymentGroup Holdings Corporation, Former Advisory Board Member
- Downtown Kalamazoo, Inc., Former Director
- Visiting Nurse & Hospice Services of SW Michigan, Former Director and Chairman
- Ship-Pac, Inc., Director
- Greater Kalamazoo United Way – Strengthening Families – CPFDF Team 2

## PUBLICATIONS

"Health Reform Amendment Raises Ambiguities for Stark Law Compliance," (Co-author Billee Lightvoet Ward), MD News West

Michigan, May/June 2010

"A Hospital Wants to Buy Your Practice - What do you do?," MD News West Michigan, January/February 2010

"High-profile Legal Issues in Health Care," Enterprise Magazine, April 1998

Legal Consultant, "IRS Targets PMOs, Other Integrated Systems for Investigation," Professional Practice Today, publication of the PM Group January/February 1995

"Legal Restrictions on Physician Referrals and Financial Relationships," Professional Practice Today, publication of the PM Group, August 1994

Legal Consultant, "Law Doesn't Limit Hospitals' Profit," Grand Rapids Business Journal, June 21, 1993

#### **SPEECHES**

"Managed Care Contracts, Hospital Employed Physician Contracts, and Hospital-based Physician Contracts--Legal Analysis and Contract Negotiation from the Physician's Perspective," Rehmann Robson Spring Professional Education Series, May 1996

#### **ARTICLES**

- A Hospital Wants to Buy Your Practice
- Stark Law Compliance
- A Hospital Wants to Buy Your Practice-What do you do?

#### **NEWSLETTERS**

- Hot Points Special Edition Health Law
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