

Elise Schuller Barajas

Counsel

Healthcare providers rely on Elise Schuller Barajas as a collaborative dealmaker and ongoing advisor in a variety of transactional, operational and compliance matters. She has guided clients through numerous healthcare and strategic transactions, with a primary focus on complex acquisitions and sales on behalf of both sellers and buyers. Elise represents a diverse group of healthcare clients throughout Texas and Oklahoma, including acute care hospitals, joint venture hospitals, ambulatory surgery centers, physician practices, dental practices, optometrists, long-term care facilities, ancillary providers, clinically integrated networks and many more. She is Board Certified in Health Law by the Texas Board of Legal Specialization.

Dedicated to helping clients manage and grow their businesses while minimizing legal risk, Elise also advises on best practices for maintaining compliance with all federal and state regulatory frameworks that impact transactions, everyday operations and company structuring. She has significant experience in developing proactive solutions for a variety of fraud and abuse and other compliance issues, including the Federal Anti-Kickback Statute, the Stark Law, the Texas Illegal Remuneration Act, the ACA, HIPAA and the HITECH Act.

Before joining Gray Reed in 2012, Elise practiced in Tulsa, Oklahoma for nearly two years, focusing primarily on healthcare and general business transactions. While studying law at the University of Tulsa College of Law, Elise served as an intern for the Honorable Keith Rapp on the Oklahoma Court of Civil Appeals, where she further developed her persuasive writing skills and her ability to analyze challenging issues from every angle.

Experience

M&A – Physician Practices

- Represented Texas radiology practice in \$45 million asset sale to



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Industries
Healthcare

Practices
Healthcare

Education
J.D., University of Tulsa College of Law
(2010)
B.S., *summa cum laude*, Communication
Sciences and Disorders, Oklahoma
State University (2005)

Bar Admissions
Texas
Oklahoma

national radiology practice, which included complex reorganization of selling entities.

- Represented Illinois radiology practice in \$25 million stock sale to national health care entity.
- Represented vascular medical practice in \$40 million asset sale to national, publicly traded health care system.
- Represented large regional hospital system in \$88 million acquisition of sixteen urgent care clinics.
- Represented venture capital firm in several acquisitions of dermatology practices in Texas and Hawaii.
- Represented family medicine practice in two acquisitions of primary care medical practices.
- Represented large pathology group in complex corporate reorganization and restructuring.

M&A – Hospitals

- Represented regional hospital system in \$12 million acquisition of controlling partnership interest in physician-owned hospital.
- Represented hospital operating entity in acquisition of controlling membership interest in physician-owned hospital in Oklahoma, and represented management company in acquisition of management agreement to manage hospital.
- Represented physician-owned hospital in Texas in sale of controlling membership interest in hospital to national hospital management company, and represented management company in sale of management agreement to manage hospital.

M&A – Ancillary Providers

- Represented organ procurement organization in merger with another

organ procurement organization.

- Represented physical therapy practice in sale of controlling membership interests in eight rehabilitation clinics to national physical therapy provider, which included complex reorganization of selling entities.
- Represented pharmacy in acquisition of assets of retail pharmacy.
- Represented laboratory provider in acquisition of controlling membership interest in clinical laboratory.
- Represented several entities in acquisitions of controlling membership interests in hospice providers and health home providers.
- Represented physician group in acquisition of controlling membership interest in dialysis and kidney treatment center.

Regulatory and Other Matters

- Represented several clinically integrated networks in formation and operation of networks, including assistance with one network in expansion from North Texas to other markets and assistance in seeking Federal Trade Commission advisory opinion related to potential impact of antitrust laws.
- Represented management company for clinically integrated network with respect to value-based contracting with payors and implementation of data sharing arrangement.
- Represented software company in implementation of services arrangement with clinically integrated network to provide platform for sharing of de-identified provider data.
- Represented stem cell therapy provider in formation and operation of business, including collaboration with state legislators regarding applicable Texas laws.
- Represented wound care management company in arrangement to

manage and develop chargemaster for hospital in American territory, including issues related to Medicare cost based reimbursement.

- Represented physician-owned hospital in application for waiver of emergency department requirement by Texas Department of State Health Services.
- Represented direct primary care provider in formation and operation of family medicine clinics.
- Represented group purchasing organization in formation and operation of business in Texas and other states.
- Represented substance abuse treatment provider in formation and operation of business in Texas and other states.
- Represented several providers in analysis of pass-through laboratory billing issues.
- Represented several providers in accounts receivable factoring arrangements.
- Represented several nonprofit health organizations in formation and certification of entity by Texas Medical Board.
- Represented several optometrists with respect to regulatory issues related to operation of practice.

Securities

- Private offering of membership interests in two hospital management companies in Texas and Oklahoma.
- Private offering of membership interests in ambulatory surgery center.
- Private offering of limited partnership interests in management company for clinically integrated network.
- Private offering of membership interests in assisted living facility

operating entity and real estate investment entity.

- Private offering of membership interests in several laboratories, pharmacies and management companies.

Press Releases

- “Gray Reed Announces Promotions” (January 3, 2019)
- “Three Gray Reed Attorneys Earn Board Certification” (January 12, 2017)
- “Gray Reed Associate Elise Schuller Barajas to Speak at TKG’s Understanding Anti-Kickback and Self-Referral Laws for Fair Market Value in Hospital and Physician Transactions LIVE Webcast” (December 15, 2016)
- “Gray Reed Expands Healthcare Section with Two New Attorneys” (September 5, 2012)

Events

- “Live Webcast: Understanding Anti-Kickback and Self-Referral Laws for Fair Market Value in Hospital and Physician Transactions” (January 19, 2017)

Thought Leadership

- “Patient Credit Balances and the Texas Unclaimed Property Law”, Gray Reed Insights (May 15, 2019)

Honors

- Named a Rising Star by Texas Super Lawyers (a Thomson Reuters company) as published in *Texas Monthly* (2018 - 2019)

Organizational Involvement

Professional Activities, Memberships & Affiliations

- State Bar of Texas
- Oklahoma Bar Association
- American Bar Association
- Dallas Bar Association
 - Health Law Section
 - Mergers & Acquisitions Section
- American Health Lawyers Association
- Texas Health Lawyers Association
- Dallas Women Lawyers Association
- Attorneys Serving the Community
- Phi Delta Phi