



Noah Siegel

Associate

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Noah has a dynamic and comprehensive practice, guiding clients through the many regulatory, litigation, and corporate challenges facing their businesses. His proactive counsel is designed to reduce risk at all stages of a company's lifecycle, mitigating concerns that may otherwise lead to lawsuits, government investigations, or other avoidable issues. When litigation is required, Noah provides zealous advocacy in matters ranging from partnership disputes to government enforcement actions. Noah also has particular expertise on

the unique and manifold laws specific to healthcare providers, advising them on structuring transactions and conducting their ongoing business operations in compliance with complex regulatory schemes.

Experience

Regulatory

- Noah provides counsel on specific and systemic regulatory issues, including:
 - Fraud and abuse laws (AKS, Stark, FCA, CMPL, EKRA)
 - Structuring deals to be in compliance with related regulatory safe harbors
 - HIPAA requirements
 - Compliance with COVID-19 regulations, including Provider Relief Funds, Paycheck Protection Program, and their related reporting requirements
- He consults with healthcare providers in the development, implementation, and evaluation of their compliance programs, including drafting model compliance plans, policies, procedures, audit systems, and other safeguards
- He advises healthcare investors, companies, and physician-owned entities on state-specific regulations concerning Corporate Practice of Medicine (CPOM) and fee-splitting prohibitions, including:

- Structuring payment and all other terms to be compliant with state law
- Developing policies and procedures, services and employment agreements, communication materials, and compliance documents outlining the proper distinctions between the professional company (PC) and the management services organization (MSO)
- Communicating with third parties regarding compliance with CPOM and fee-splitting prohibitions

Litigation

- Noah defends SNF operators in adverse licensure and civil monetary penalty actions by state survey agencies, including:
 - Challenging the imposition of fines via the IDR, IIDR, and ALJ appeals process
 - Drafting financial hardship petitions
- He advocates on behalf of healthcare providers in disputing government takebacks through all levels of appeal
- He assists clients in responding to government audits from CMS, the Department of Labor, and other regulatory agencies
- He also represents clients in complex commercial disputes, including:
 - Partnership disputes
 - Derivative actions
 - Real estate purchase litigation
 - Pre- and post-closing M&A claims
 - Enforcing and defending restrictive covenant agreements
 - Tax appeals
 - Negotiating compromises and drafting settlement agreements

Corporate/Transactional

- Noah serves as an outside general counsel for companies' ongoing and discrete legal issues, including:
 - Advising on corporate governance
 - Conducting internal investigations of workplace complaints and whistleblower claims

- Writing corporate minutes and company resolutions
- Drafting employment and severance agreements
- Complying with employment laws, including FMLA, Wage and Hour, and Title VII requirements
- Negotiating vendor contracts and resolving related disputes

* For over three years, Noah served as the outside corporate counsel to a healthcare management company and its portfolio of 8 SNF operators across 4 states

- He handles all aspects of business formation, including:
 - Selecting optimal corporate form and state of formation
 - Drafting governing Bylaws / Operating Agreements
 - Advising on corporate structure to limit liability while effectuating investors' intended distributions, officer responsibilities, and enterprise control
- He also assists clients in structuring and documenting various transactions and relationships, especially in the healthcare industry, including:
 - Private equity and joint venture deals
 - Real estate sales and purchases
 - Asset Purchase Agreements
 - Operation Transfer Agreements
 - Membership Interest Purchase Agreements
 - Management Services Agreements and related instruments between professional corporations and management services organizations
 - Consulting agreements between skilled nursing home operators and management companies
 - Business Associate Agreements

Nonprofit

- During law school, Noah received Loyola's Certificate in Taxation, where he focused on nonprofit law. Through Gutnicki LLP's robust *pro bono* practice, Noah has been able to leverage that knowledge to provide advice to the firm's tax-exempt clients as they start their organizations, including:
 - Form 1023 submissions
 - Form 990 issues

- Political campaign/lobbying prohibitions
- Board governance and officer appointment/oversight
- 1st Amendment protections
- Conflict of interest policies

Prior to joining Gutnicki LLP, Noah was an associate in the Chicago office of K&L Gates.

During law school, Noah served as a brief writer for Loyola University's Vis Moot Commercial Arbitration team, was a member of the Loyola University Chicago International Law Review, taught first-year law students as an academic tutor for Torts and Criminal Law, and externed for Judge Lewis M. Nixon of the Cook County Circuit Court - Chancery Division. Noah consistently received Dean's List recognition.

Education

- Loyola University Chicago School of Law, J.D.
- Northwestern University, B.A.

Admissions

- Illinois