

# WILENTZ

—ATTORNEYS AT LAW—

WILENTZ, GOLDMAN & SPITZER, P.A.

## Martin L. Monaco, Jr.

Shareholder

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### Practices

Tax Law

Corporate

Health Law

### Education

LL.M., Villanova University School of Law, 1989, Taxation

J.D., Seton Hall University School of Law, 1985

M.B.A., Seton Hall University, 1985

B.A., Rutgers University, 1982

### Admissions

New York

New Jersey

U.S. District Court, District of New Jersey

U.S. Tax Court

### Memberships

American Bar Association, Health Law Section, Tax and Accounting Interest Group, Chair (2014-2017); Past Vice Chair (2012-2014)

American Bar Association, Health Law Section, Business Transaction Interest Group, Vice Chair (2018-2019)

New Jersey State Bar Association, Member

New York State Bar Association,

Martin L. Monaco, Jr. is a shareholder in the Corporate and Health Law groups at Wilentz, Goldman & Spitzer, P.A. Martin is an experienced attorney dedicated to representing healthcare providers and all types of business clients in a broad spectrum of legal areas, including governance, regulatory compliance, tax matters, joint ventures, and mergers and acquisitions.

Holding both an MBA and an LL.M. in taxation, Martin brings a wealth of knowledge to his national practice, offering strategic legal counsel rooted in a pragmatic understanding of the ever-evolving demands of the healthcare sector. In his diverse practice, Martin provides guidance to various participants in the healthcare landscape, ranging from hospitals and nursing homes to universities, ambulatory surgery centers, ambulatory imaging centers, medical device companies, including submission of applications to the FDA, specialty pharmacies, and both single and multi-specialty medical practices.

As a trusted advisor, Martin extends his experience to non-profit private and public foundations of all sizes. His focus includes navigating complex tax issues such as private inurement, private benefit, executive compensation, and excess benefit transactions. Additionally, he addresses unrelated business income taxation, joint ventures, conflicts of interest, and governance matters, ensuring comprehensive legal support for organizations of all sizes.

An experienced tax lawyer, Martin advises clients in all areas of tax planning, compliance, controversy and litigation. Well versed in state and local, international and federal taxation, clients value his expansive knowledge of the intricacies of tax issues and his ability to navigate complex tax issues in all areas of taxation.

For decades, Martin has represented insurance companies focused on health, property and casualty, and personal lines, focusing on contract negotiation, tax issues, licensing for both business and individual providers across the country, and regulation and business aspects of

mergers and acquisitions of companies in bankruptcies and state receivership.

With a keen awareness of the intricate nuances of multiple sectors, Martin is committed to delivering strategic legal solutions tailored to meet the unique challenges of each client he serves.

### **Speaking Engagements**

- ABA Health Law Section EMI Conference, Speaker, “Getting Your Client Ready to Sell to Private Equity,” March 9, 2017

### **Selected Matters**

Results achieved in prior matters are not meant to be a guarantee of success as the facts and legal circumstances vary from matter to matter.

#### **Provider Sales:**

- Represented a specialty IVF lab in its sale to an international IVF practice outside the U.S.
- Represented a hospital-based in vitro fertilization practice in the sale of its practice to a private equity fund.
- Represented a New York non-profit home-healthcare entity in its sale to a private equity purchaser.

#### **Provider Acquisitions:**

- Represented a Canadian private equity fund in the purchase of an IVF practice and laboratory in New York.
- Represented a purchaser in the acquisition of an ambulatory imaging center in New York.
- Represented the purchaser in the acquisition of an IVF infertility practice in New York.
- Represented a New York for-profit nursing-home system in the acquisition of a university-based healthcare provider.

#### **Hospital Acquisitions:**

- Represented a Pennsylvania non-profit hospital in the sale of assets to a for-profit national healthcare system.
- Represented a New Jersey for-profit hospital in the acquisition of a bankrupt non-profit hospital.
- Represented a Maryland hospital system in the acquisition of a Pennsylvania hospital.

#### **Provider Rollups:**

- Represented a large radiology provider in an equity roll-up into a multi-entity radiology supergroup.
- Represented multiple orthopedic practices in an equity roll-up to a national provider.

### **Management and Executive Compensation:**

- Represented a national healthcare provider's Board of Directors in executive compensation matters, including Chief Executive Officer and Chief Financial Officer compensation.
- Represented a New Jersey based non-profit hospital Board of Directors in executive compensation matters.
- Represented a New Jersey non-profit hospital in the development of a parent management company and compensation strategy for key executives.

### **Board of Directors:**

- Represented a hospital system's Board of Directors in defense of an intermediate tax sanctions matter brought by IRS as to Chief Executive Officer compensation package.

### **Regulatory Counsel:**

- Represented a for-profit Pennsylvania hospital in regulatory matters, including the addition of skilled nursing facilities, ambulatory surgery centers, ambulatory imaging centers, durable medical equipment, physical therapy, and home health services.

### **Non-profit Hospital Transactions:**

- Represented a New Jersey for-profit hospital in the development of an outpatient home infusion joint venture.
- Represented a New Jersey non-profit hospital in the development of outpatient cardiology practices as part of a joint venture with family practices.
- Represented a New Jersey non-profit hospital in the dissolution of its business activities and distribution of its assets.
- Represented a non-profit Pennsylvania specialty hospital in a corporate reorganization of their service lines.
- Represented a Pennsylvania-based non-profit hospital in the sale of its assets to a for-profit, public hospital chain.

### **Merger of Non-profits:**

- Represented a New York non-profit client in merger of two New York-based entities licensed by OPWDD, including the purchase of the seller's for-profit affiliate.

### **Government Investigation:**

- Represented a New Jersey non-profit hospital in an Office of Inspector General investigation of Medicare emergency room billing practices.
- Represented Delaware nursing home chain in the Department of Health audit of its Medicaid cost report.
- Represented a New Jersey non-profit hospital in self-disclosure billing issues before the Office of Inspector General.

### **Non-profit Hospital Tax Planning and Advice:**

- Represented a New Jersey non-profit hospital in submitting a request for a private ruling as to the permissibility of not charging co-pays to patients for cardiac inpatient and outpatient procedures.
- Represented a New Jersey non-profit hospital and its affiliates before the Internal Revenue Service in connection with tax audits of the hospital and its affiliates.
- Represented a New Jersey non-profit hospital in drafting a private letter-ruling request to the Internal Revenue Service in order to implement a corporate reorganization.
- Represented a Pennsylvania hospital as part of a review of its Form 990 and due diligence documentation.
- Represented a Pennsylvania non-profit hospital in the analysis of corporate and physician contracts as part of a private inurement and private-benefit study.
- Represented a for-profit Pennsylvania hospital in corporate reorganization of its company and service lines.
- Represented multiple non-profit New Jersey hospitals in performing federal and New Jersey tax physicals.
- Represented a Pennsylvania non-profit health system in the reorganization of its physician joint ventures.

### **IRS Matters:**

- Represented a Pennsylvania non-profit hospital in an inquiry by the Pennsylvania Office of Attorney General as to private-inurement and excess-benefit issues.
- Represented a for-profit college with multiple locations in an examination by the Internal Revenue Service.
- Represented a Pennsylvania faith-based K through 12 private school in a group exemption filing.
- Represented a nationwide organization with more than five hundred chapters in a group exemption filing.
- Represented an IRC 501(c)(4) social welfare organization in Pennsylvania in the establishment of its political and lobbying service line.
- Represented executives of a Pennsylvania non-profit hospital before the Internal Revenue Service regarding a private inurement issue related to executive compensation.
- Represented Florida families in the establishment of a charity to provide housing to military service veterans.

### **Private-Placement Memorandum:**

- Represented a New Jersey for-profit hospital in the issuance of a private placement memorandum to accredited investors.
- Represented a New York energy company in the issuance of a private placement memorandum to potential Series A investors.

### **Certificate of Need:**

- Represented a New Jersey home healthcare provider in the

- procurement of a certificate of need.
- Represented a New York real estate developer in the process of forming a senior living facility for special needs adults and applying for licensure with the New York Department of Health.

**Foundation Organization:**

- Represented a California for-profit college in the organization of a non-profit foundation to provide scholarships to qualifying students.