

DRAFT 3/2026 – Subject to change
HEALTH LAW FINANCE AND TRANSACTIONS
(Law 6365, Section 13738)
Prof. Mantel (Fall 2026)

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Office Hours: Thursday 3- 4 pm

Mode of Instruction: Face-to-face

COURSE MATERIALS: BRIETTA R. CLARK ET AL, THE LAW OF HEALTH CARE ORGANIZATION AND FINANCE (9th ed. 2022), ISBN 978-1-68467-713-9. Additional materials will be distributed in class, posted on the class website (Canvas), or available at the URL link indicated in the syllabus.

COURSE DESCRIPTION AND LEARNING OUTCOMES

Healthcare is one of the most regulated industries in the United States and currently accounts for approximately 18 percent of the U.S. gross domestic product. In addition, the industry is going through a tremendous restructuring in how health care is organized, delivered, and paid for, in part as a result of the Affordable Care Act (more commonly referred to as “Obamacare”) and in part due to market forces and technological developments. This course provides students with an understanding of how the healthcare system is currently organized, financed, and regulated, and explores what the healthcare system of tomorrow may look like.

This course focuses on healthcare institutions and payors, rather than the physician-patient relationship. Specifically, the course provides a basic overview of key health laws and policies that students should know if they are to practice health law at a law firm; work in-house in a hospital, academic medical center, or managed care organization’s legal department, compliance office, or risk management department; or work as a government attorney drafting or enforcing federal and state health laws. The first part of the course focuses on health insurance. Specifically, we will discuss the regulation of private health insurance, the public insurance programs Medicare and Medicaid, and the new health care exchanges. The course will conclude with the study of the business of health care and the laws that impact health care business enterprises, including the tax laws governing tax-exempt organizations, the antitrust laws, and the fraud and abuse laws.

In addition to teaching students about fundamental health laws related to financing, organization, and quality, the course helps students develop a set of lawyering skills that all health law attorneys should have. Specifically, the course gives students several opportunities to analyze federal and state health laws, regulations, and agency guidance, a skill that health lawyers rank as the most important skills for recent law graduates entering the health law field. The course also gives students practical advice for how to analyze client problems and advise clients on their legal options. Students also will

benefit from guest speakers who will share their expertise and experience with the class.

LEARNING OUTCOMES: Through and as a result of this course, students will: (1) demonstrate an understanding of the key players in the financing and delivery of health care; (2) demonstrate a basic understanding of issues of health law pertaining to the financing of health care and health care transactions, including managed care, Medicare, Medicaid, the Affordable Care Act, nonprofit tax law, antitrust law, and the fraud and abuse laws; (3) understand the moral and economic principles underlying various health law doctrines and policy; and (4) demonstrate an ability to draft an email and memo presenting a legal analysis.

COURSE REQUIREMENTS AND GRADING

This course has three requirements: (1) preparing for and attending class sessions; (2) complete two written assignments and providing peer feedback; and (3) completing an in-class final exam.

- (1) **Attendance and Preparedness.** Preparation and active participation in class discussion will be expected. For each synchronous class, I will ask questions of the panel of students assigned to be “on-call” that day. At my discretion, a student’s final grade may be adjusted upward or downward by one notch (e.g., from B to B+, or from B- to C+) in recognition of strong classroom contributions or lack thereof. Current Law Center policy requires that you attend at least 80% of all class meetings, and that missing more than 20% of classes could result in a downward reduction of your final grade or result in your being dropped from the course. If you are unable to prepare adequately for class, please let me know in advance. Similarly, if you are unable to attend class you should contact me in advance (barring an emergency that prevents your doing so). **If you are more than 10 minutes late, you will be marked as absent (please do not sign the sign-in sheet).**
- (2) **Written Assignments (15% of final grade).** You will complete 2 written assignments. The first will be a full memo while the second assignment is an e-mail drafting exercises. These assignments are designed to give you an opportunity to apply what we have learned about a given topic to a particular set of facts and hone your legal writing and analytic skills. Generally, you will exchange your assignment with 2 other students from whom you will receive feedback based on a grading rubric provided by the professor. Assignments are graded on the basis of timely completion of the assignment and the quality and timely completion of your peer feedback. In other words, completing your assignment and peer feedback is counted in your grade, but you are not graded on the *substance* of your assignment itself. The written assignments comprise 15% of your final grade.
- (3) **Exam (85% of final grade).** You will complete a graded in-class exam. During the exam you may consult three things: (1) your casebook, (2) any *printed* additional course readings and PowerPoint slides, and (3) your outline. More details regarding the exam format and content will be discussed as the exam date approaches, but likely will be comprised of short and long essay questions. The final exam

comprises 85 percent of your final grade.

Use of AI: General. Generative artificial intelligence is a form of machine learning that creates new and original output based on the data it has been trained on or has access to, employing algorithms to generate content in response to prompts. Examples of the technology include what are known as generative “large language models” (LLMs). Two well-known LLM implementations are ChatGPT and Claude. LLM output can include text, images, music, code, and more. This syllabus policy covers the textual output of generative LLMs (AI-Generated Text)—which can include computer code or programs and human-language content. Because AI-Generated Text can often mimic human intelligence, it could potentially be used as a substitute for a student’s own work product. Such use is potentially problematic to the extent that it becomes a substitute for internalized student understanding of the material or creates a dependency on AI-Generated Text, which may be strictly prohibited in settings that include the bar examination.

Prohibition. Subject to the exceptions immediately below, your continuing enrollment in this course constitutes your pledge not to generate or to use any AI-Generated Text—whether from yourself or others—in relation to any assessment in this course. The term “assessment” means any graded or ungraded work product for this course that is submitted to the instructor or tutors, presented in a class session, or used in an oral or written graded assessment for this course.

Exceptions. The following AI-Generated Text uses are exceptions to the preceding prohibition. The exceptions’ intent is to allow the generation and use of AI-Generated Text for specific, narrowly defined activities related to this course.

- You may generate and use AI-Generated Text for class preparation, although you must disclose the full extent of that use if your professor asks. You may generate and use AI-Generated Text for study supplements to aid with general understanding of course content. This could take different forms that include creating examples or explanations of a concept, generation of diagrams and flow charts, “gamification” of course content, flash cards for study, or sample questions and answers.
- You may generate and use AI-Generated Text for an outline that summarizes the course content.
- You may use AI-Generated Text to check your originally drafted text for misspellings, grammar and punctuation errors, strength and clarity of prose, verbosity, effective transitional language and thesis sentences, word choice, excessive passive voice, and similar things.
- You may use AI-Generated Text for language translation, such as translating assigned readings or your written work to and from English and a language other than English.
- You may use AI-Generated Text to *revise* your draft legal memo assignment; however, you may not use AI-Generated Text in drafting the initial (first) draft of your legal memo.
- You may use AI-Generated Text to revise your draft client email assignment; however, you may not use AI-generated Text in drafting the initial (first) draft of your client email.

On-Call Panels: Each student will be assigned to an on-call group. The on-call groups will be determined once enrollment in the class is finalized. The on-call groups will be posted on the course

Canvas site under the Welcome Center tab. You may take a “pass” day twice a semester provided you ask me *before* class not to call on you.

COURSE GUIDELINES AND POLICIES

Seating Assignments: At the second class, I will create a seating chart. Please sit in your assigned seat for the remainder of the semester.

Cell Phones/Pagers: During class, all electronic devices should be set to silent mode.

Attendance: Attendance for each class will be done through an online sign-in sheet. Signing-in for a class that you did not attend or signing-in for someone else is an honor code violation. For asynchronous video lectures (if any) I will take attendance by tracking whether you have accessed the video.

Office Hours: I will hold office hours in person on Thursdays from 3-4 pm and by appointment. Please feel free to come by to see me not only about class matters, but also for course selection guidance, career counseling, or any other matter related to your legal education and career.

Canvas: Handouts, PowerPoint slides, the syllabus, and links to any supplemental materials will be posted on the course Canvas site. Canvas will also contain recorded asynchronous lectures, any recorded class lectures, and recap videos.

Recap Videos: After each unit, I will post on Canvas a video recording that will recap the central points from that class. These videos are optional but highly recommended, as most students find the class recaps very helpful.

Video Recordings: All asynchronous lectures, recorded class lectures, and class recaps will be available on Canvas. These recordings are for the sole educational purposes of allowing students to review asynchronous lectures and class recaps. Your contributions to class discussion, whether voluntary or while on call, will be included in the recording. Your continued registration in this class indicates your acquiescence to any such recording for the purposes described above.

Recording of Class by Students: Students may not record all or part of class, livestream all or part of class, or make/distribute screen captures, without advanced written consent of Professor Mantel. If you have or think you may have a disability such that you need to record class-related activities, please contact the [Justin Dart, Jr. Student Accessibility Center](#). If you have an accommodation to record class-related activities, those recordings may not be shared with any other student, whether in this course or not, or with any other person or on any other platform. Classes may be recorded by the instructor. Students may use the instructor's recordings for their own studying and notetaking. Instructor's recordings are not authorized to be shared with *anyone* without the prior written approval of the instructor. Failure to comply with requirements regarding recordings will result in a disciplinary referral to the Dean of Students Office and may result in disciplinary action.

Course Communications: All communications from me will be either posted on Canvas or sent to your official UH email address. Faculty use the CougarNet email to respond to course-related inquiries such as grade queries or progress reports for reasons related to compliance with FERPA.

To access your Cougarnet email, login to your Microsoft 365 account with your Cougarnet credentials. Visit University Information Technology (UIT) for instructions on how to connect your Cougarnet e-mail on a mobile device.

Webcams: Access to a webcam is required for students participating remotely in this course. Webcams must be turned on (state when webcams are required to be on and the academic basis for requiring them to be on). (Example: Webcams must be turned on during exams to ensure the academic integrity of exam administration.)

Syllabus Changes: Please note that the instructor may need to make modifications to the course syllabus and may do so at any time. Notice of such changes will be announced as quickly as possible through email and/or Canvas.

Honor Code: The UHLC Honor Code applies to all aspects of the class. *You are responsible for knowing all Honor Code provisions and for complying with the Honor Code.* Please ask Professor Mantel if you have any questions regarding how the Honor Code's provisions apply to specific activities or situations related to the course. *It is an Honor Code violation to review the graded or ungraded assignments distributed to, or written by, any of students from prior years.* Your continuing enrollment in this course is deemed to be a pledge by you under the Honor Code to comply with the Honor Code in relation to this course and to comply with the instructions in the course syllabus.

OTHER INFORMATION:

Chosen Names/Preferred Pronouns: I will gladly honor requests to use alternate names or gender pronouns—including non-binary ones such as they/them/theirs. Please advise me of your preference early in the semester so that I may make appropriate changes to our records.

Inclusive Learning Community: This is an inclusive learning community. At UHLC, we are committed to ensuring inclusive online and classroom learning spaces, where you'll be treated with respect and dignity, and where everyone is provided the equitable opportunity to participate, to contribute, and to succeed. In this course, all students are welcome regardless of socio-economic status, age, race, ethnicity, disability, religion, national origin, veteran's status, sex, sexual orientation, gender identity, gender expression, political affiliation, marital status and other diverse identities that we each bring to class. Inclusive learning spaces facilitate the innovation and creative thought that enhance student success. This success arises from the participation, support, and understanding of you and your colleagues. I encourage you to speak up and to share your views, but also understand that you are doing so in a learning environment in which we're all expected to engage respectfully and with regard to the dignity of all others. It is my intent that students from all backgrounds and perspectives be well served by this course, that students' learning needs be addressed both in and out of class, and that the different backgrounds and perspectives that students bring to this class be viewed as a resource, strength, and benefit. It is my intent to present materials and activities that are respectful to all.

If you feel like your class performance is impacted in any way by your experiences inside or outside of class, please reach out to me. I want to be a resource for you. If you feel more comfortable speaking with someone besides the instructor, the Office of Student Affairs (OSA) is an excellent resource.

Mental Health and Wellness Resources: The University of Houston has a number of resources to support students' mental health and overall wellness, including CoogsCARE and the UH Go App. UH Counseling and Psychological Services (CAPS) offers 24/7 mental health support for all students, addressing various concerns like stress, college adjustment and sadness. CAPS provides individual and couples counseling, group therapy, workshops and connections to other support services on and off-campus. For assistance visit uh.edu/caps, call 713-743-5454, or visit a Let's Talk location in-person or virtually. Let's Talk are daily, informal confidential consultations with CAPS therapists where no appointment or paperwork is needed.

Need Support Now? - If you or someone you know is struggling or in crisis, help is available. Call CAPS crisis support 24/7 at 713-743-5454, or the National Suicide and Crisis Lifeline: call or text 988, or chat 988lifeline.org.

The Texas Lawyers' Assistance Program ("TLAP") also supports law students who are dealing with stress, anxiety, depression, substance abuse, and other mental health problems. You can reach TLAP at any time at 1-800-343-8527. TLAP's website includes a page with links to sources about mental health that are of interest to law students: <https://www.tlaphelps.org/law-students>.

Discrimination and Sexual Misconduct: The Law Center and the University are committed to maintaining and strengthening an educational, working and living environment where students, faculty, staff, and visitors are free from discrimination and sexual misconduct. If you have experienced an incident of discrimination or sexual misconduct, there are places on campus where you can make a report in confidence. You can find more information about resources on the Title IX website at <https://uh.edu/equal-opportunity/title-ix-sexual-misconduct/resources/>. Please be aware that per the UHS Sexual Misconduct Policy, your instructor is a "responsible employee" for reporting purposes under Title IX regulations and state law and must report incidents of sexual misconduct (sexual harassment, non-consensual sexual contact, sexual assault, sexual exploitation, sexual intimidation, intimate partner violence, or stalking) about which they become aware to the Title IX office. Please know there are places on campus where you can make a report in confidence. You can find more information about resources on the Title IX website at <https://uh.edu/equal-opportunity/title-ix-sexual-misconduct/resources/>.

Reasonable Academic Adjustments/Auxiliary Aids: The University of Houston is committed to providing an academic environment and educational programs that are accessible for its students. Any student with a disability who is experiencing barriers to learning, assessment or participation is encouraged to contact the Justin Dart, Jr. Student Accessibility Center (Dart Center) to learn more about academic accommodations and support that may be available to them. Students seeking academic accommodations will need to register with the Dart Center as soon as possible to ensure timely implementation of approved accommodations. Please contact the Dart Center by visiting the website: <https://uh.edu/accessibility/> calling (713) 743-5400, or

emailing jdcenter@Central.UH.EDU.

The Student Health Center offers a Psychiatry Clinic for enrolled UH students. Call 713-743-5149 during clinic hours, Monday through Friday 8 a.m. - 4:30 p.m. to schedule an appointment.

The A.D. Bruce Religion Center offers spiritual support and a variety of programs centered on well-being.

The Center for Student Advocacy and Community (CSAC) is where you can go if you need help but don't know where to start. CSAC is a "home away from home" and serves as a resource hub to help you get the resources needed to support academic and personal success. Through our Cougar Cupboard, all students can get up to 30 lbs of FREE groceries a week. Additionally, we provide 1:1 appointments to get you connected to on- and off-campus resources related to essential needs, safety and advocacy, and more. The Cougar Closet is a registered student organization advised by our office and offers free clothes to students so that all Coogs can feel good in their fit. We also host a series of cultural and community-based events that fosters social connection and helps the cougar community come closer together. Visit the CSAC homepage or follow us on Instagram: [@uh_CSAC](#) and [@uhcupbrd](#). YOU belong here.

Accessibility and Accommodations: UHLC is committed to ensuring that all students enjoy equal access and full participation. If you anticipate or experience barriers based on a disability (including any chronic or temporary medical or mental health condition), please feel free to reach out to me so that we may discuss options. If you require any support services, you may contact Ms. Samantha Ary, Academic Records Coordinator. Ms. Ary is located in room 44A TU-II in the Office of Student Services suite, and she can be reached at sary@central.uh.edu or 713-743-7466. Requests for accommodation that involve graded assignments **must be directed to Ms. Ary** and should be made as soon as possible to allow adequate time to document and to process the request. If you observe religious or cultural holidays that will coincide with synchronous class sessions or conferences, please let me know as soon as possible, so that I may make arrangements.

Women and Gender Resource Center: The mission of the WGRC is to advance the University of Houston and promote the success of all students, faculty, and staff through educating, empowering, and supporting the UH community. The WGRC suite is open to you. Stop by the office for a study space, to take a break, grab a snack, or check out one of the WGRC programs or resources. Stop by Student Center South room B12 (Basement floor near Starbucks and down the hall from Creation Station) from 9 am to 5 pm Monday through Friday.

Resources for Online Learning: The University of Houston is committed to student success, and provides information to optimize the online learning experience through our [Power-On](#) website. Please visit this website for a comprehensive set of resources, tools, and tips including: obtaining access to the internet, AccessUH, and Canvas; requesting a laptop through the Laptop Loaner Program; using your smartphone as a webcam; and downloading Microsoft Office 365 at no cost. For questions or assistance contact UHOnline@uh.edu.

Academic Enrichment Program: The Academic Enrichment Program (AEP) is designed to provide academic support, counseling, and advice to first year students. In order to assist new students with developing the skills necessary for successful completion of law school, AEP offers open tutorial programs in the fall and spring. Second and third year law students with

strong academics serve as Academic Enrichment Tutors, for first year fall classes. The tutors meet regularly, with first year students in the open sessions, to assist them with enhancing their law school study skills.

Security Escorts and Cougar Ride: UHPD continually works with the University community to make the campus a safe place to learn, work, and live. The security escort service is designed for the community members who have safety concerns and would like to have a Security Officer walk with them, for their safety, as they make their way across campus. Based on availability either a UHPD Security Officer or Police Officer will escort students, faculty, and staff to locations beginning and ending on campus. If you feel that you need a Security Officer to walk with you for your safety, please call 713-743-3333. Arrangements may be made for special needs.

Parking and Transportation Services also offers a late-night, on-demand shuttle service called “Cougar Ride” that provides rides to and from all on-campus shuttle stops, as well as the MD Anderson Library, Cougar Village/Moody Towers and the UH Technology Bridge. Rides can be requested through the UH Go app. Days and hours of operation can be found at <https://uh.edu/af-university-services/parking/cougar-ride/>.

Other Helpful Information:

Coogs Care: <https://uh.edu/dsa/coogscare/>

Student Health Center: <https://www.uh.edu/healthcenter/>
<https://www.uh.edu/healthcenter/>

COURSE OUTLINE & READING LIST

A single reading does not necessarily correspond to a single class session. Reading assignments will be announced in class. Supplemental materials will be posted on the class website (Canvas) or are available at the URL link indicated below. Unless otherwise specified, page references are to the casebook.*

I. INTRODUCTION

A. Historical Overview of the U.S. Health Care System

[No assigned reading]

B. Introduction to Health Care Policy Issues: Access, Cost Quality, and Health Equity

1. General (1-21, 35-41, 51-65)
2. David M. Eddy, *Clinical Decision Making: From Theory to Practice* (1996) (excerpt)

II. STATE REGULATION OF PRIVATE HEALTH INSURANCE AND MANAGED CARE

A. Overview of Insurance and Managed Care (47-51, 66-72 (skip Integrated Care Delivery and Value-Based Purchasing))

B. Contract Liability of Private Insurers and Managed Care Organizations

1. *Lubeznik v. HealthChicago, Inc.* (excerpt)

C. Tort Liability of Managed Care

1. Vicarious liability: *Petrovich v. Share Health Plan of Illinois* (excerpt)
2. Direct institutional liability
 - a. *Shannon v. McNulty* (excerpt)
 - b. *Wickline v. State* (excerpt)
3. *Written exercise (memo, peer graded)
4. Physician incentive systems: excerpt

E. Regulation of Insurance and Managed Care Exercise – General (423- second paragraph of 425), State Managed Care Laws (handout)

III. REGULATION OF INSURANCE AND MANAGED CARE: THE FEDERAL ROLE

- A. **ERISA** (291-294, *Gobeille v. Liberty Mutual Insurance*, 311-318 , 307-310, 346 (note 3), 295-304, 328-338, 305-307)
- B. **Federal Initiatives to Regulate and Expand Private Insurance Coverage**
 - 1. Background on Underwriting and Ratemaking (41-46)
 - 2. The Affordable Care Act (345-375, 385-386, 417-420)
 - Problems (handout)
 - ACA Legislative Update
 - ACA Litigation Update

IV. MEDICARE AND MEDICAID

- A. **Medicare Overview** (429-433 (skip exercise 1), 434-441 (skip exercises 2 and 3), 457-460)
- B. **Medicare Payment for Services** (449-456 (skip problems), 69-70, 460-471)
- C. **Medicaid**
 - 1. General (473-476, 482-487, 490 (note 5), 491 (note 7), 492-495, 497-498 (notes 5 and 6, 498-505, 508, 527-528)
 - 2. Medicaid Regulatory Update
 - 3. Madeline Guth et al., Kaiser Family Foundation, *The Landscape of Medicaid Demonstration Waivers Ahead of the 2020 Election* (Oct. 30, 2020), <https://www.kff.org/medicaid/issue-brief/the-landscape-of-medicaid-demonstration-waivers-ahead-of-the-2020-election/>
- D. **SCHIP** (490 (note 4), 507-508 (note 2))

V. BUSINESS ENTERPRISES

- A. **Overview** (587-595)
- B. **Tax-Exempt Health Care Organizations**
 - 1. Tax-Exemption
 - State (621-630, 675-685)
 - Texas (Texas Health and Safety Code 311.041-.045)
 - Federal (589-587)
 - *Written email assignment (peer graded)
 - 2. Joint ventures (642-649, 656 note 2)
 - 3. Inurement, private benefit, and excess benefit transactions (657-675)
- C. **Antitrust**
 - 1. Overview (793-798)
 - 2. Mergers and Acquisitions (854-866)
 - 3. Collective bargaining and other joint ventures
 - a. 799-804, 826-836
 - b. FTC Advisory Opinion in re MedSouth (excerpt)
 - c. DOJ and FTC Statements of Antitrust Enforcement Policy in Health Care –

- Statement 9
4. Problem: Transaction Exercise

VI. FRAUD AND ABUSE

A. False Claims (687-7-7)

B. Medicare & Medicaid Anti-kickback Statute

1. General (723-733, 733-744 (skim))
2. 42 C.F.R. § 1001.952 and Problems
3. Problems

C. Stark Law

1. General (753-774)
2. 42 C.F.R. §§ 411.351, 411.353, 411.355, 411.356, 411.357
3. Problems