



Access+ Scope of Services

Overview

- This model is great for our clients who want access to us for communication on legal issues that arise. This is a 12 month commitment, but most of our clients who go to this model stay with it on a long term basis.
- The plan may be terminated with 30 days' notice. Upon notice, there will be an automatic charge for the prorated use of the plan through the notice. All work after the notice will be done hourly or on a fixed fee basis.
- If all projects are utilized under the plan, it would be more expensive to pay on a project basis. Consequently, there is no carryover of unused work from year to year.
- The monthly fee is paid each month by ACH.
- Filing fees and other out of pocket costs will be paid in addition to the monthly retainer. The main out of pocket costs that typically arise are filing fees, fed ex, and sometimes travel. We do not charge the client for postage, copies, or other office related expenses.
- If a project arises that is not covered by the plan, our clients may separately pay for the project on a project basis or may upgrade the plan.
- Three minor projects may be converted to 1 major project (and vice-versa).
- Three majors projects may typically be converted to 1 complex project (and vice-versa). Complex project vary in complexity, so ByrdAdatto will determine the appropriate conversion on a case by case basis to a complex project.
- ByrdAdatto will actively communicate with clients regarding the usage of plan projects. However, ByrdAdatto will retain complete discretion to determine whether a project is a minor project, major project, or complex project.

Services

Minor Projects

Compliance

1. Documentation Compliance Check

Project Description - This project is an evaluation of a set of internal compliance documents. Examples include organizational documents, terms of use, privacy policies, consents, or security policies.

2. Develop Basic Compliance Documentation

Project Description - This project is development of basic compliance documents. Examples include patient consents and organizational consents.

3. Single Issue Compliance Guidelines

Project Description - This project is a set of compliance guidelines focusing on one regulatory issue for one state in a user friendly format. The goal from these guidelines is to create boundaries for any compliance traps with a business arrangement.

Contracts

1. Basic Contract Drafting

Project Description - This project is drafting basic contracts as determined by ByrdAdatto. A minor project does not include development of the business structure or negotiations.

Examples include basic employment agreements, independent contractor agreements, letters of intent, and medical director agreements.

2. Basic Contract Review and Risk Assessment

Project Description - This project is review of a proposed contract and assessment of the risks inside and outside the contract with the client. A minor project does not include negotiations. If we help with negotiations, the project will become a major contract or sometimes a complex contract as determined by ByrdAdatto.

Business Planning

1. Basic Whiteboard Meeting

Project Description - This project is a phone or face to face meeting at ByrdAdatto's office to engage in interactive discussions about a proposed business opportunity, arrangement, or business structure. The minor project whiteboard sessions include one ByrdAdatto attorney and do not require advance preparation.

2. Basic Business Entity Formation

Project Description - Form simple multi-owner business entity with the state, obtain tax ID, and prepare initial governing documents. ByrdAdatto will determine whether a formation is a minor project or major. The minor project does not include succession planning.

3. Basic Business Succession Planning

Project Description - Design and draft a basic business succession planning agreement. ByrdAdatto will determine whether succession planning is a minor or major project.

4. Basic Ownership Related Documentation

Project Description - Basic ownership related documents to effectuate new owner admission, capital contribution agreements, or voting agreements will typically be a minor project.

Trademark

1. Application for a federal or state trademark

Project Description - The project includes review of the trademark clearance search and application for a trademark. If the trademark is contested or office actions are issued by the USPTO, the project becomes a major project or a complex project as determined by ByrdAdatto.

Major Projects

Compliance

1. HIPAA Compliance Plan

Project Description - Prepare and maintain HIPAA compliance privacy policies (Federal and state law). The security requirements for HIPAA are technology focused as opposed to legal. ByrdAdatto will provide guidance to Client for going through the security compliance process, but the responsibility for this portion of compliance will be the clients.

2. Major Compliance Guidelines

Project Description - This project is a set of compliance guidelines focusing on up to three regulatory issues for one state in a user friendly format. The goal from these guidelines is to create boundaries for any compliance traps with a business arrangement.

Contracts

1. Contract Drafting and Negotiation

Project Description - This project is drafting and negotiating contracts as determined by ByrdAdatto. A major project does not include complex deals like private offerings, and mergers and acquisitions. Examples include management service agreements, real estate leases, employment agreements, independent contractor agreements, letters of intent, and medical director agreements.

2. Contract Review, Risk Assessment and Negotiation

Project Description - This project is review of a proposed contract and assessment of the risks inside and outside the contract with the client. A major project includes most negotiations. If we help with negotiations, the project will sometimes become a complex contract as determined by ByrdAdatto.

Business Planning

1. Major Whiteboard Meeting

Project Description - This project is a phone or face to face meeting at ByrdAdatto's office to engage in interactive discussions about a proposed business opportunity, arrangement, or business structure. The major project whiteboard sessions include two ByrdAdatto attorneys or advance preparation.



2. Major Business Entity Formation

Project Description - Form multi-owner business entity with the state, obtain tax ID, and prepare initial governing documents. ByrdAdatto will determine whether a formation is a minor project or major. The major project includes succession planning.

3. Major Business Succession Planning

Project Description - Design and draft a business succession planning agreement. ByrdAdatto will determine whether succession planning is a minor or major project. A major project includes planning with insurance advisors, CPAs or other advisors.

Complex Projects

Complex projects will be determined on a case by case basis. These projects typically include private offerings, mergers and acquisitions, practice transition planning and implementation, business disputes (though they may start as a minor or major project and evolve to a complex project) and development of multi-entity business models.