

THE PUBLIC HEALTH CRISIS caused by the coronavirus/COVID-19 outbreak has triggered business disruptions and adverse market reactions—and raised many questions. We know the unpredictability of the situation is unsettling. Ropes & Gray's team of specialists is mobilized and actively counseling clients with respect to a myriad of legal and business issues associated with COVID-19.

### **PUBLIC HEALTH GUIDANCE, CLINICAL TRIALS AND VACCINE DEVELOPMENT**

Composed of attorneys who have held senior policy and administrative positions within federal and state public health authorities, our health care team is advising clients on practices and policies related to COVID-19 in view of public health guidance. They are also advising life sciences companies in connection with clinical trials related to the development of diagnostic tests and vaccines in the context of a viral epidemic.

### **FDA REGULATORY COUNSELING**

Developing vaccines, therapeutics and laboratory diagnostics for COVID-19 is top of mind for populations affected by the recent outbreak. Our team of FDA specialists is counseling life sciences companies in connection with these development efforts. Among other things, we have longstanding expertise in FDA's Emergency Use Authorization (EUA) pathway for situations like the current viral epidemic. We are actively counseling clients on FDA interactions regarding product approvals, helping prepare EUA applications, and handling press inquiries regarding interactions with FDA and other applicable federal agencies such as BARDA.

### **OPERATIONAL PREPAREDNESS AND BUSINESS CONTINUITY PLANNING FOR HEALTHCARE INSTITUTIONS**

Our team of seasoned health care attorneys is advising clients from every segment of the healthcare and life sciences industries on a variety of issues related to COVID-19, including business continuity planning, supply-chain management, reimbursement (including considerations under risk contracting), policies and practices related to disclosure of patient data, telehealth and provision of remote care, and insurance coverage.

### **DATA PROTECTION AND BUSINESS CONTINUITY**

Collection, disclosure and sharing of employee data regarding COVID-19 should be top of mind for clients. Our data, privacy & cybersecurity team is working with clients to navigate these complicated legal questions. With extensive experience counseling clients in connection with privacy laws across jurisdictions and industries, we can ensure that clients are meeting their legal obligations while keeping their employees informed and safe, and their businesses operational.

### **WORKFORCE PLANNING AND SAFETY**

Workforce planning and safety are critical in an evolving world health crisis. Our labor and employment team understands the importance of crisis management and is actively advising employers on the many employment laws implicated by their response to the COVID-19 outbreak, including anti-discrimination laws, disability accommodation laws, OSHA, sick leave laws and FMLA, and wage and hour laws.

**QUESTIONS** about operational protocols, or interested in other resources? Visit our [COVID-19 resource site](#).

## SEC GUIDANCE AND ENFORCEMENT FOR PUBLIC COMPANIES

The COVID-19 outbreak raises complex disclosure considerations for public companies. Our team of SEC specialists is actively advising public companies in connection with updates to their risk factors and other disclosures. The team is also ensuring corporate governance teams are current on the latest from the SEC on this rapidly evolving issue.

## INSURANCE

Assurance that your insurance terms are drafted for maximum coverage of claims filed as a result of the COVID-19 outbreak or other natural disasters is critical to any business. Our insurance specialists are handling claims for corporations, directors and officers, private equity sponsors, and hedge fund organizations, as well as private fund principals. Working with clients and brokers, we are ensuring that the coverage a client has purchased is given maximum effect in drafting coverage terms, and that all covered claims are paid at the claims stage. The team is also assisting with responding to insurers' requests for information, representing clients in regulatory investigations and litigations, and counseling clients on public relations and crisis management.

## COMMERCIAL DISPUTES

The responsive measures to the COVID-19 outbreak have caused serious disruptions to business relationships and introduced significant uncertainty about risk allocation in pre-existing commercial contracts. Our team of litigators is skilled at handling the full range of business and commercial litigation implications affecting businesses in every industry, including whether the pandemic could give rise to potential contractual termination rights based on *force majeure*, material adverse effect on a business to trigger relevant remedies under M&A agreements, impossibility, frustration of purpose, or similar arguments.

## ASSET MANAGEMENT

Our asset management team is actively counseling asset managers, funds and broker-dealers on a variety of COVID-19-related issues affecting their businesses and operations, including potential effects of service provider and market shutdowns, disclosure, workforce planning and safety, interpretation of contractual terms, business continuity planning, and consideration of insurance/business interruption coverage. Specific to registered funds, our team is helping clients navigate any regulatory relief from the "in-person" meeting requirements under the 1940 Act.

## CONTRACTUAL AND SUPPLY CHAIN MANAGEMENT ISSUES FOR PRIVATE EQUITY SPONSORS

Our private equity team is actively advising sponsors around the world in connection with concerns regarding the potential implications of the COVID-19 outbreak and the impact on their investments. The team is providing counsel on numerous topics, including the status of the financing markets, supply chain management, and contractual obligations and clauses, such as *force majeure* and material adverse change clauses, interim period covenants, and third-party approvals.

## M&A AND COMMERCIAL CONTRACTING ISSUES FOR LIFE SCIENCES COMPANIES

The uncertainty caused by outbreaks such as the COVID-19 virus can have a tremendous impact on present and future dealmaking. Our global M&A team is actively advising clients on numerous legal issues relating to the COVID-19 outbreak, including the invocation and enforceability of *force majeure* clauses in contracts, negotiation of material adverse change clauses and notice provisions generally, obligations to compel performance or mitigate damages should the virus interfere with business expectancy, and risk mitigation.

## REAL ESTATE

Our real estate team is at the forefront of issues impacting investors and lenders as a result of the COVID-19 outbreak, including those related to landlord/tenant obligations, *force majeure* and MAC clauses.

## ROPES & GRAY'S COVID-19 TASK FORCE

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