Section of -8 Amendment	Concern	Narrative about Amendment	Specific Section
Section 1	Scope is too broad, and every type of transaction is included.	The -8 amendment clarifies and narrows the types of transactions that must file. Under the base bill, all mergers, acquisitions, contracts and affiliations were included for review. . The -8 amendment expands the types of transactions that are explicitly excluded from the bill. The base bill already excluded clinical affiliations of health care entities formed for the purpose of collaborating on clinical trials or graduate medical education. The -8 amendment adds to this exclusion by removing from review: - Medical services contracts or extensions of medical services contracts- these are the type of contracts that carriers make with providers for services, or that providers make with other providers for services they don't offer Also now excluded are: - affiliations that do not impact the corporate leadership, governance, or control of an entity - Affiliations that are needed, as defined in rulemaking, to adopt advanced value-based payment methodologies to meet the healthcare care cost growth targets. - Any other contract or affiliation except those that eliminate or significantly reduce services, as defined in rulemaking. - Transactions in which a participant is a Federally	Section 1: Definition of corporate affiliation is in Section 1 (1). Definition of material change transaction is in Section 1 (6). This definition specifies the types of transactions that are and are not included. - Section 1 (6) (a) defines the types of transactions included for review under the new review program. . - Section 1 (6) (b) outlines the types of transactions not included for review and will not need to file a notification.

		Qualified Health Center, unless the transaction will result in the participant no longer qualifying as a health center. Accounting for these exclusions, the -8 amendment includes the following types of transactions for review: - mergers, - acquisitions, - corporate affiliations, - new contracts and new clinical affiliations that eliminate or significantly reduce services, as defined by the authority in rulemaking. - New joint ventures, ACOs, management service organizations and partnerships as defined by rule The -8 amendment defines corporate affiliations as a relationship between two organizations that reflects, directly or indirectly, a partial or complete controlling interest or partial or complete corporate control, and that merges tax identification numbers or corporate governance. Affiliations that do not meet the definition of corporate affiliation will only be included if they eliminate or significantly reduce services. This scope is more narrow than Massachuset's review program and reflects significant movement achieved through the stakeholder discussions.	
Section 1	Confusion about which services are included when referencing an elimination of services	The -8 amendment defines "essential services" as "services that are funded on the prioritized list described in ORS 414.690 and services that are essential to achieve health equity."	Section 1 (2)

Section 1	Concern that transactions involving private equity firms would not be included for review	The base bill required that two “health care entities” be involved in a transaction. The -8 amendment clarifies that a transaction need only to involve one “health care entity,” defined as individual health professionals, hospitals and hospital systems, carriers, Medicare Advantage Plans, CCOs, or any other group or organization that has as a primary function the provision of health care services. As a result, transactions involving one health care entity and one private equity firm may need to file notification and be reviewed by the program	The definition of “Health care entity” is included in Section 1 (4) (a). The change requiring only a single health care entity to be involved in a transaction is included in the definition of material change transaction in Section 1 (6)(a).
Section 1	Confusion about whether long term care is included	The -8 amendment clarifies that long term care facilities, as defined in ORS 442.015, as well as facilities licensed and operated under ORS 443.400 to ORS 443.455, are not included in the notification and review requirements created by the bill.	Section 1 (4)(b) (A) and (B)
Section 1	“Net Patient Revenue” is unclear and needs to be defined	The -8 amendment defines “Net Patient Revenue” as the total amount of revenue, after allowance for contractual amounts, charity care and bad debt, received for patient care and services. The definition clarifies that this includes value based payments, incentive payments, capitation payments, and any payment received by a hospital to reimburse a hospital assessment under ORS 414.855.	Section 1 (8) of the -8 amendment is the definition of Net Patient Revenue
Section 1	“Net Patient Revenue” does not include entities that do not have patient revenue.	The -8 amendment defines “Revenue” as either “Net Patient Revenue” or as the gross amount of premiums received by a health care entity that are derived from health benefit plans.	Section 1 (9) of the -8 amendment is the definition of revenue.
Section 1	The $1 million financial threshold is too	-8 Amendment changes the definition of material change transaction to increase the financial threshold from	$10 million threshold: Section 1 (6) (a) (A) of the -8

	low, and the threshold involving two entities with $25 million revenue is confusing	$1 mill to $10 million in revenue. The -8 amendment also clarifies the definition of the threshold requiring review for transactions in which two or more of the entities “each” had average revenue of $25 million or more in the preceding three fiscal years.	amendment $25 million threshold: Section 1 (6)(a)(B) of the -8 amendment
Section 2	Governance by DCBS and OHA is confusing and uncoordinated	The -8 amendment clarifies roles among DCBS’ Division of Financial Regulation and OHA. The -8 amendment clarifies that for transactions involving domestic insurance carriers, the entities will submit notification of a transaction as an addendum to the existing Form A. The Division of Financial Regulation will share the notification with OHA, and OHA will notify the Division of Financial Regulation about the outcome of their review. The Division of Financial Regulation will make the final determination and will coordinate with OHA to incorporate OHA’s review into the Division’s final determination. In transactions that do not involve domestic insurance carriers, OHA will take the lead as outlined in the remainder of Section 2.	Section 2 (3) and (4)clarifies that DCBS Division of Financial Regulation is the lead agency in transactions involving carriers.
Section 2	If systems are in financial danger the review process could take too long. Also, open-ended timelines create uncertainty.	The base bill required that entities submit notification 180 days before the date of the transaction. The -8 amendment responds to this concern by adding a new 30 day preliminary review process. Under this provision, the entities will file a simple notification, and the authority will have 30 days to conduct a preliminary review. The agency will conduct rulemaking to define criteria for approving a transaction during the preliminary review period, and this criteria will include but not be limited to:	Section 2 (5) creates the 30 day preliminary review period. Section 2 (6) establishes criteria for approval during the 30 day preliminary review

		- If the transaction is in the interest of consumers and is urgently necessary to maintain the solvency of an entity involved in the transaction. - If the authority determines that the transaction does not have the potential for a negative impact on access to affordable health care in Oregon or is likely to meet the criteria in the bill related to prices, access, and equity. The authority will also adopt in rule criteria for when to conduct a comprehensive review and appoint a review board. The criteria will include but are not limited to: - The potential loss or change in access to essential services - The potential to impact a large number of residents in this state, or - A significant change in the market share of an entity involved in the transaction. The amendment also requests that the agency create rules that: - Exempt an entity from the requirements of the process if there is an emergency situation that threatens immediate care services and the transaction is urgently needed to protect the interest of consumers - Provide for when the authority fails to complete a review under the 30 day review period.	period. Section 2 (8) establishes rulemaking authority for entities to avoid filing in an emergency and to provide for when happens when the authority fails to complete a preliminary review within 30 days, as well as criteria for when to conduct a comprehensive review
Section 1	Transactions involving out of state entities may	The -8 amendment clarifies that transactions involving an out of state entity will be included for notification	The definition of material change transactions

	not be included for review even if they impact health care prices or access to services for Oregonians.	and review if the transaction otherwise meets the criteria for review and may result in increases in the price of health care or limit access to health care services in this state. With this type of material change transaction if the transaction is approved by the other state, the authority or the department may place conditions on health care entities operating in this state with respect to the insurance or health care industry market in this state, prices charged to patients residing in this state and the services available in health care facilities in this state, to serve the public good.	involving out of state entities is in Section 1(6)(a)(A)(vi) of the -8 amendment. The state's actions in the case of these types of material change transactions is in Section 1(7)(b) of the -8 amendment.
Section 2	Clarifying the role of the Oregon Attorney General and Oregon Department of Justice	The -8 amendment includes technical amendments clarifying the role of the Oregon Attorney General and Oregon Department of Justice: - Clarifies that the Department of Justice, as well as OHA, may retain actuaries, accountants, or other professionals to assist the review board in conducting analysis of a proposed material change transaction. - Eliminates language directing OHA to notify the Attorney General; this language is unnecessary because any agency can refer to the AG without statutory language. - Clarifies that the bill does not impair or supersede the Attorney General's existing statutory authority, and the remedies are additional to the existing civil and criminal remedies available in Oregon law.	These technical amendments are included in Section 2 (14), Section 2 (18), Section 2 (21), Section 2 (23)
Section 2	Requiring entities to reduce health care costs is not	The base bill required entities to show that the transaction would reduce health care costs. The -8 amendment	Section 2 (9)(a)(A)(i)

	aligned with our strategy of reducing the rate of growth of health care costs	changes this to show that the transaction will benefit the public good by *reducing the growth* in patient costs	
Section 2	The review board may contain competitors	The -8 amendment requires that the authority may not appoint to a review board an individual who is employed by an entity that is a party to the transaction that is under review or is employed by a competitor that is of a similar size to an entity that is a party to the transaction	Section 2 (11)
Section 2	Confidential documents could be disclosed publicly.	The -8 amendment clarifies that the authority may not publicly disclose confidential and privileged documents provided under the bill if they determine that disclosure would cause harm to the public, if they may not be disclosed under Oregon public records law, or if the material is not subject to disclosure under the insurance code.	Section 2 (13)
Section 2	A community review board should not issue a final order	The -8 amendment clarifies that a review board will make a recommendation to OHA, and OHA will issue a final order. The amendment also clarifies that if OHA modifies the review board's recommendation, OHA must explain the modifications and the reason for the modifications	Section 2 (18)