

How to file a notice with the Health Care Market Oversight program

A step-by-step guide for health care entities

The Health Care Market Oversight (HCMO) program reviews material change transactions involving health care entities. If your organization is planning a transaction involving a health care entity, please follow the steps below.

This document provides high-level information about the HCMO program. Please see Oregon Revised Statutes (ORS) [415.500 through ORS 415.900](#) and Oregon Administrative Rules (OAR) [409-070-0000 through 409-070-0085](#) for detailed legal requirements.

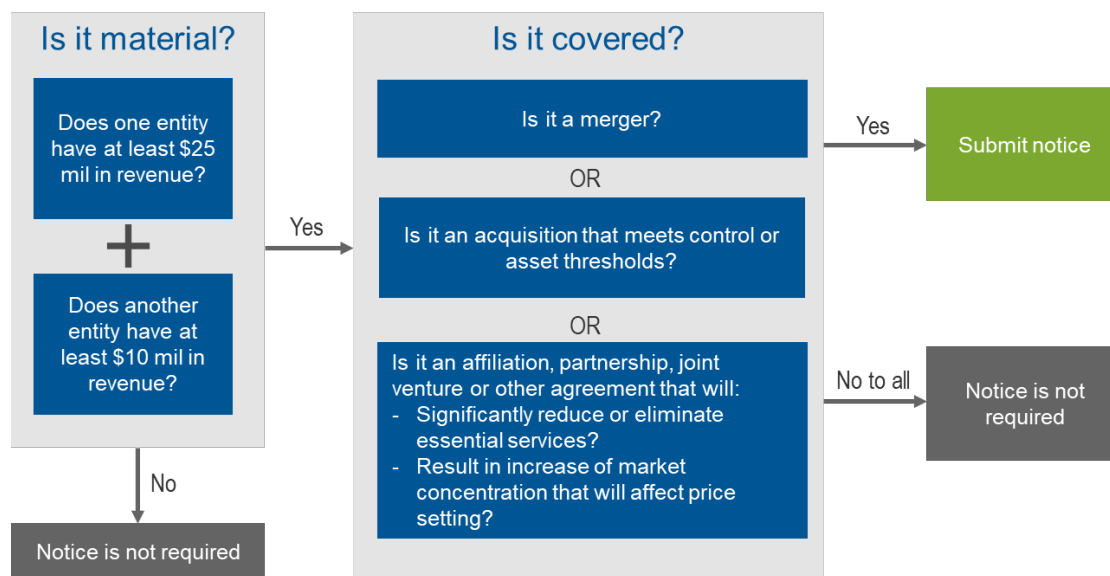
1. Request a pre-filing conference

Though optional, we encourage all entities to meet with the HCMO team in advance of filing a notice. During a pre-filing conference, OHA staff and entities can discuss whether entities are required to submit a notice for the proposed transaction, the filing process, how to complete forms, handling of confidential information, and submission timing. There is not a specific agenda for pre-filing conferences; the conversation will be tailored to address an entity's questions. To request a pre-filing conference, please email hcmo.info@oha.oregon.gov.

2. Determine whether you must file a notice

Please consult OAR 409-070-0000 through 409-070-0045 for guidance about filing requirements. If you are unsure about whether the transaction requires your organization to file a notice, you can request that OHA make a [determination](#). If the transaction is being proposed in response to an emergency situation, you may file for an [emergency exemption](#). OHA has also published guidance about which types of entities may be [subject to review](#).

The diagram below provides an overview of which transactions must file a notice.



Some health care entities may also be required to submit information to other state or federal authorities. If you are planning a transaction, you should contact all relevant authorities to understand requirements related to your transaction. This list includes some Oregon state authorities that have requirements related to health care transactions:

- The [Department of Consumer & Business Services](#) (DCBS) oversees mergers and acquisitions of domestic health insurers.
- The Oregon Department of Justice [Charitable Activities Section](#) supervises and regulates charitable organizations, including non-profit public benefit health care entities.
- The Oregon Health Authority (OHA) [Office of Actuarial and Financial Analytics](#) oversees financial reporting from CCOs and mergers and acquisitions related to CCOs.
- OHA's [Certificate of Need](#) program oversees new health facilities and services.

3. Submit all applicable forms and materials

The table below includes links to all HCMO forms. Unless otherwise directed, forms should be submitted to hcmo.info@oha.oregon.gov. Per OAR 409-79-0045, you must submit a term sheet or definitive agreement with any notice of material change transaction.

Form	Who submits	When to submit
Determination of Covered Transaction Status	Any entity that seeks an OHA determination regarding whether a transaction requires an entity to file a notice of material change transaction.	At least 210 days prior to effective date of planned transaction
Emergency Exemption	Entities requesting an exemption to filing a notice of material change transaction due to an emergency situation.	As soon as possible after you identify need for emergency transaction
Notice of Material Change Transaction	All entities planning a transaction that meets materiality and coverage criteria, except for entities seeking an emergency exemption.	At least 180 days prior to effective date of planned transaction
Rebutting Presumption of Control	An entity that technically acquires control of another entity but does not have direct or indirect power to manage or set policies.	With Notice of Material Change Transaction
National Provider Identifier (NPI)	Transactions involving any entities that have associated National Provider Identifiers (NPI), such as hospitals, provider organizations, or health systems.	With Notice of Material Change Transaction

To avoid delays and additional information requests, please aim to be as complete and detailed as possible in your submission. OHA will notify you by email once we have confirmed that your submission is complete. The confirmation notice will specify the start and end dates of a transaction review period. OHA will also notify you if your submission is incomplete and communicate what steps and information are required for a complete submission. If your initial submission is incomplete, the review period will start once OHA has confirmed receipt of a completed submission.

4. Provide any requested supplemental information

During the review period, OHA may request that you provide additional information about the proposed transaction or the entities involved. Please see the [HCMO Analytic Framework](#) for details about the types of supplemental information OHA may request and how that information will be used to complete the preliminary review. OHA will provide guidance for any additional information you must submit, along with a timeline and instructions for how to provide information to OHA. OHA may toll the running period for a transaction review pending receipt of requested information, per OAR 409-070-0045(6).

If any information you provide is confidential, you should clearly mark it as such. If information is important to support OHA's decisions related to the transaction, OHA may request permission to use confidential statements or information in HCMO reporting.

5. If applicable, request an optional comprehensive review conference

Transactions that meet [certain criteria](#) will receive a comprehensive review. Comprehensive reviews involve in-depth analyses and additional time for public input to determine if a transaction is likely to support statewide goals related to equity, lower costs, improved access, and better care. If your transaction will undergo a comprehensive review, OHA will notify you, providing a timeline and details about any additional information requests.

The (optional) comprehensive review conference is an opportunity for you to ask questions about the process at the start of a comprehensive review. At the conference, we will discuss what additional information OHA may request (including the timeline to submit a definitive agreement), whether we expect to convene a Community Review Board, and whether we expect to engage outside advisors. Email hcmo.info@oha.oregon.gov to request a comprehensive review conference.

6. Submit fees or payments

OHA waived all filing and review fees in 2022. Beginning in 2023, entities will submit payment for fees associated with reviews of material change transactions. OHA will communicate with entities about fee amounts, when fees are due, and how to submit payments. For more information about fees, please see OAR 409-070-0030.

In accordance with OAR 409-070-0050, OHA may retain outside advisors to support comprehensive reviews at the expense of entities that have filed notices of material change transaction, including notices filed in 2022. OHA will notify entities of any plans to retain outside advisors prior to incurring any costs. OHA will invoice entities for costs associated with outside advisors monthly and approval of a transaction may depend on entities submitting reimbursement to OHA. Please see the [Criteria for Using Outside Advisors](#) guidance for more information about when OHA may engage with outside advisors.

7. If approved, notify OHA when transaction completes and comply with any approval conditions

If a transaction is approved or approved with conditions, entities must notify OHA when the transaction has completed. Per ORS 415.501(19), OHA will conduct follow-up analyses for all approved transactions one, two, and five years after the transaction is completed. During these analyses, OHA will look at transaction impacts and how entities have complied with any approval conditions. OHA may request information from entities to support follow-up analyses.