

## Appendix A

### UnitedHealth Group and Amedisys, Inc.’s Complete Answers to HCMO Notice of Material Change Form

**4. Briefly describe the applicant completing this notice. Describe the notifying applicant’s business (including business lines or segments), ownership type (corporation, partnership, limited liability corporation, etc.), governance and operational structure (including ownership of or by a health care entity), annual revenues, and geographic areas of operation. For health care entities, also include provider type (hospital, physician group, etc.), facilities owned or operated, service lines, number of staff, geographic service area(s), and capacity or patients served in Oregon (e.g., number of licensed beds, number of patients, quantity of services provided annually). Include the mailing address, website(s), and Federal Tax ID(s) of the applicant.**

UnitedHealth Group Incorporated (NYSE: UNH), proposes to acquire Amedisys, Inc. (NASDAQ: AMED), a national provider of high-quality in-home health care services. UnitedHealth Group (“UHG”), a publicly traded corporation with 2022 consolidated revenue of approximately \$324 billion, is a diversified health care company offering a diverse range of products and services through its two distinct business platforms: UnitedHealthcare and Optum. UnitedHealthcare is a nationwide provider of health insurance plans—it offers insurance plans in all 50 states. Optum is a leading information- and technology-enabled health care services business dedicated to helping make the health system work better for everyone. Optum and its subsidiaries provide health care services in all 50 states. Within Optum, Optum Health and OptumRx are the business units that provide care for patients.

Optum Health delivers primary, specialty, and urgent care; ambulatory surgical care; virtual care; behavioral health; population health; in-home care; post-acute care and transitions; and hospice and palliative care. Optum Health includes LHC Group, Inc. (“LHC”), which is a provider of home health, hospice, and community-based services that Optum acquired in February 2023 (See the Notice of Change submitted to the Oregon Health Authority on August 2, 2022 for Transaction ID 003).

OptumRx is a full-service pharmacy benefit manager with a broad network of retail chain and independent pharmacies, Optum Specialty Pharmacy, and a mail service pharmacy through OptumRx home delivery. OptumRx also includes Optum Infusion Pharmacy which provides services for the administration of high-quality, cost-effective infusion therapies for acute and chronic conditions in the home or at a location infusion suite.

The corporate governance of UHG and Optum is organized as follows.

UHG has a Board of Directors that is elected annually by a majority vote of UHG’s shareholders. UHG separates the positions of Chair of the Board and CEO. The Board has four standing committees to assist the Board in its oversight responsibilities and to help the Board make informed decisions: Audit and Finance, Compensation and Human Resources, Governance, and Health and Clinical Practice Policies.

In addition to electing the Directors, shareholders also vote in an advisory capacity on executive compensation, and they may offer and vote on specific shareholder proposals. Shareholders have no additional role in the management of any UHG business segment.

The Board appoints a Chief Executive Officer (currently Andrew Witty), who is responsible for overseeing the activities of each of UHG's business segments, and reporting to the Board on those activities. The CEO and Board are also served by a Chief Financial Officer, a Chief Development Officer, and a President and Chief Operating Officer (currently Dirk McMahon). Dirk McMahon's direct reports include [REDACTED]

Optum delivers health care services in Oregon through its subsidiaries as follows.

**LHC:** LHC provides home health and hospice services in Oregon, but no other service lines. It operates 5 home health agencies (located in Tualatin, Salem, Portland, Grants Pass, and Medford) and 4 hospice agencies (located in Portland, Bend, Baker City, and La Grande). In 2022, LHC agencies in Oregon served [REDACTED] unique patients for home health and [REDACTED] unique patients for Hospice care. LHC has [REDACTED] clinical staff employees working in Home Health and [REDACTED] clinical staff employees working in Hospice.

**Refresh:** Refresh Mental Health provides individual therapy (for a variety of conditions like anxiety management, depression counseling, insomnia therapy, cognitive behavioral therapy, and others); couples and family therapy; group therapy; psychological assessments (for a variety of conditions like ADHD, autism spectrum, and others); and medication evaluation, treatment and management. The organization has 8 clinics (located in Eugene, Corvallis, Bend, Portland, Beaverton, and Salem). In 2022, Refresh served [REDACTED] unique patients in Oregon. Currently, Refresh has a clinical staff of [REDACTED] employees in Oregon.

**Optum Pharmacies:** As described above, Optum Infusion Pharmacy provides services for the administration of high-quality, cost-effective infusion therapies for acute and chronic conditions in the home or at a location infusion suite. The business operates one clinic in Oregon (located in Bend). In 2022, Optum Infusion served [REDACTED] unique patients in Oregon and currently has a clinical staff of approximately [REDACTED] employees. Additionally, several OptumRx entities are licensed to dispense pharmaceuticals in Oregon. In Appendix B, we provide a list of NPIs and location addresses of Optum pharmacies that are licensed to serve Oregon patients, including through home delivery of prescriptions.

**Optum Care:** Optum Care operates multi-specialty physician practices through OptumCare Portland, LLC (doing business as GreenField Health and Family Medical Group NE) and Oregon Healthcare Resources, LLC (doing business as Oregon Medical Group and The Davies Clinic). These clinics provide primary care, specialty care, and virtual care in Oregon. Specifically, they offer Family Medicine, Internal Medicine, OBGYN, Pediatrics, Urgent Care, Dermatology, Endocrinology, Neurology, Orthopedics, Osteopathic Manipulative Medicine, Otolaryngology,

Physiatry, Podiatry, Rheumatology, Physical Therapy, Diagnostic Imaging, and Lab Services. There are 7 clinic locations in Eugene, 2 in Springfield, 1 in Canby, and 2 in Portland. In 2022, these Optum Care providers served approximately [REDACTED] unique patients in Oregon and currently have a total clinical staff of approximately [REDACTED] employees. Optum also provides administrative and management services to Portland IPA, but it does not own that network of physicians.

**Optum Health Services for I-SNP/IE-SNPs:** Optum partners with health plans to bring specialized benefits and clinical support to residents in long-term care — coordinating primary care, skilled care, and specialty services for members of participating Institutional Special Needs Plans (I-SNPs) or Institutional-Equivalent Special Needs Plans (IE-SNPs). Optum provides these services in various third-party owned long-term care facilities in Oregon, but Optum does not maintain any clinics or facilities in Oregon to provide these services. In 2022, Optum Health coordinated care for approximately [REDACTED] patients pursuant to I-SNPs or IE-SNPs in Oregon, using a clinical staff of approximately [REDACTED].

**SCA:** SCA Health provides imaging, testing, surgery, and post-operation care to patients at its ambulatory surgical centers. The wide variety of surgeries performed includes spine, total joint replacement, gastroenterology, cardiovascular, colorectal, ENT, gynecology, hand, ophthalmology, orthopedics, pain management, podiatry, reconstructive surgery, urology, vein care, and renal. In Oregon, SCA operates surgical facilities in Grants Pass, Eugene, Salem, Wilsonville, Portland, and Happy Valley. In 2022, SCA performed [REDACTED] surgeries in Oregon and currently have a clinical staff of approximately [REDACTED] employees.

**Landmark:** Landmark Health provides longitudinal Home-Based Medical Care (“HBMC”) to support plans or at-risk providers. It is a clinician-led program providing primary clinical care to top-acuity members as identified by clinical criteria. The HBMC teams are led by physicians, NPs, and physician assistants, with supporting care provided by RN Nurse Care Managers, social workers, pharmacists, behavioral health, and other employed team members. HBMC typically has a participating provider agreement along with a program agreement that involves a shared savings program where Landmark may be fully at risk. While Landmark’s longitudinal care program includes palliative care services, this care is an integrated part of the Landmark Health HBMC model, and these services are not offered on a stand-alone basis outside the program. As a result of the scope of services performed, this program does not fall within state regulations for home health, and thus the home-based medical care program is not licensed as a home health agency. In 2022, Landmark served approximately [REDACTED] unique patients. Currently, Landmark has a clinical staff of approximately [REDACTED] employees in Oregon.

**HouseCalls:** The HouseCalls program (a/k/a Patient Assessments) supports health plans and at-risk providers by providing annual clinical assessments for members in their homes. These annual visits involve complete physical exams, comprehensive identification and diagnoses of conditions, identification and closure of gaps in care, and referrals. These meet all the requirements of Medicare Annual Wellness Visits. The assessments are provided by physicians or nurse practitioners, and thus do not fall within the state regulations for home health. In Oregon in 2022, HouseCalls served [REDACTED] patients and currently has a clinical staff of approximately [REDACTED] employees. HouseCalls does not maintain any facility locations in Oregon.

**AbleTo:** AbleTo provides mental health care to patients virtually. Although there are no AbleTo facilities in Oregon, AbleTo employs approximately [REDACTED] clinical staff licensed to provide care in Oregon. In 2022, AbleTo served [REDACTED] unique patients in Oregon.

A list of all Optum healthcare entities in Oregon, including the information required by the HCMO NPI Form, is provided in Appendix B. Additional information regarding the number of staff, geographic service areas and capacity or patients served of the LHC Group locations in Oregon is provided in Appendix C. The mailing address, website and Federal Tax ID for UnitedHealth Group Incorporated are as follows:

UnitedHealth Group Incorporated  
9900 Bren Road East Minnetonka, MN; 55343  
Website: <https://www.unitedhealthgroup.com/>  
Federal Tax ID: 41-1321939

**5. Describe all other entities involved in the proposed transaction. For each entity, describe the entity’s business (including business lines or segments), ownership type (corporation, partnership, limited liability corporation, etc.), governance and operational structure (including ownership of or by a health care entity), annual revenues, and geographic areas of operation. For health care entities, also include provider type (hospital, physician group, etc.), facilities owned or operated, service lines, number of staff, geographic service area(s), and capacity or patients served in Oregon (e.g., number of licensed beds, number of patients, quantity of services provided annually). Include the mailing address, website(s), and Federal Tax ID(s) of entities involved in the proposed transaction. Limit the response to 500 words per entity described.**

Amedisys, Inc. (“Amedisys”), a corporation with 2022 revenue of approximately \$2.2 billion, is a national provider of in-home healthcare services, providing care in three segments: Home Health, Home Hospice, and High Acuity Care. The company specializes in delivering home-based clinical care and rehabilitation services to elderly patients managing a chronic disease or recovering from an injury/operation, as well as patients in end-of-life care. The company operates 530+ licensed care centers across 38 states, performing over 11.2 million visits for 465,000 patients annually.

Amedisys has three Home Health agencies and one Hospice center in Oregon. Amedisys has Home Health agencies in the following Oregon cities: Portland, Roseburg, and Salem. Amedisys’s Hospice agency is located in Roseburg, Oregon. Between May 1, 2022 and April 30, 2023, Amedisys utilized [REDACTED] home health clinicians and [REDACTED] hospice clinicians in Oregon (with non-clinical staff of [REDACTED], respectively). Between May 1, 2022 and April 30, 2023, Amedisys served [REDACTED] home health patients and [REDACTED] hospice patients in Oregon.

A list of all Amedisys healthcare entities in Oregon, including the information required by the HCMO NPI Form, is provided in Appendix B. Additional information regarding the number of staff, geographic service areas and capacity or patients served of the Amedisys locations in Oregon is provided in Appendix C. The mailing address, website, and Federal Tax ID for Amedisys, Inc. are as follows:

Amedisys, Inc.  
3854 American Way Ste A  
Baton Rouge, LA 70816  
Website: <https://www.amedisys.com/about/>  
Federal Tax ID: 11-3131700

**7. Briefly describe any anticipated operational or management changes resulting from the transaction, including changes in health care services offered, staffing changes, new investments or other initiatives, implementation of new policies and procedures, and organizational structure changes. Include a description of the transaction’s impact on the financial stability of any entity involved in the transaction.**

There are no plans to make operational or management changes that will affect the parties’ existing Oregon providers. As noted above, the existing holding company structures of both organizations will remain substantially unaffected. More specifically, the service lines being offered, the personnel, and operations visible to an Oregon consumer will remain constant. This includes hours of operation, patient populations served, range of available services, and forms of insurance accepted. Though Amedisys will become part of UHG, there are no plans to change the forms of insurance that it accepts, consistent with Optum’s “multi-payer” approach<sup>1</sup> and with LHC’s practice of accepting Medicare, Medicaid, as well as a range of Medicare Advantage and commercial insurance plans.

Because Amedisys will be managed through its existing structure, and report to Optum’s “Home & Community” business segment separately from LHC, there are no anticipated staffing changes, and no anticipated changes to the policies and procedures that Amedisys would have pursued independently. This includes compensation, patient care, financial assistance, patient enrollment, billing, and payment.

The transaction will increase the financial stability of and resources available to Amedisys for continued investment in the development, retention, and attraction of talent to ensure access to high-quality care across communities in Oregon. That is because UHG recognizes the growing consumer demand for in-home care and is pursuing the transaction because it believes that increased investment in high-quality in-home care will reduce hospital readmissions, improve patient outcomes, and lower overall healthcare costs. Over time, the parties will work together to develop new modalities of care beyond home health, hospice, and high-acuity care that will enable patients to receive cost-effective, home and alternative site care. Additionally, over time, Amedisys will work with Optum to become integrated into its value-based care capabilities, by delivering the right type of care to patients at the right time to keep down the overall cost of care and improve outcomes.

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<sup>1</sup> See Memorandum Opinion, *United States v. UnitedHealth Group Inc.*, Case No. 22-cv-0481, slip op. 39-40 (D.D.C. Sept. 19, 2022) (“the evidence established that Optum currently pursues a multi-payer business strategy”; “Optum has strong incentives to preserve these [multi-payer] relationships”).

**9. Explain how, if at all, the proposed transaction will:**

**a. improve health outcomes for residents of this state.**

Expanding Optum's home health capabilities in Oregon, including with new Hospital at Home services offered by Amedisys and new geographic coverage for home health and hospice, will result in positive health outcomes by reducing the need for hospital and skilled nursing facility admissions and re-admissions. The increase in both number of clinicians and services offered will allow Optum to better assess the needs of its patients and ensure a seamless hand-off to the most appropriate type of care across the full continuum of post-acute care. Post-transaction, Optum's ability to coordinate services across high acuity care, home health, and hospice (if needed) will create a much better patient experience, with less administrative and scheduling burden on patients, and help keep them where they want to be – at home.

The transaction will also allow Optum to continue to move toward risk-based care models because Amedisys patients will be integrated into a system that takes a holistic view of patient needs across time and clinical settings. Amedisys as an organization will have aligned incentives and a streamlined ability to communicate across providers to ensure that patients who need services elsewhere in the care continuum, are connected to appropriate providers efficiently, and in a manner that maximizes positive outcomes. Additionally, with this improved communication and aligned incentives, Optum can reduce the cost of care by ensuring patients do not "slip through the cracks" or end up in high-cost settings like hospitals or skilled nursing facilities when their needs would be better addressed with lower-cost home health services. Lowering total cost of care through this holistic view of a patient's needs will help achieve the goals of risk-based care.

For instance, one scenario addressed by Optum's integrated care delivery model is a senior patient falling in the home. While a typical response to an injury from such an incident might involve an ambulance trip to the emergency room, a hospital stay followed by a skilled nursing facility stay, and no post-discharge support, Optum has modeled a different response using coordinated delivery of care. An Optum patient could call the Optum nurse line, which could triage to a virtual consultation with a PCP who is familiar with the patient's history and the spectrum of care delivery options available throughout Optum. The PCP could diagnose the need for Amedisys's Hospital at Home services dispatched directly to the home. If a skilled nursing facility stay is still necessary, then the Optum model would ensure the Amedisys Hospital at Home provider connects the patient to Optum care coordinators who manage the plan for such a stay. This care coordination also means that Optum would anticipate release from the facility and assess whether home health support may be necessary for the patient to readjust to the home setting. With seamless communication between those coordinators and Amedisys home health providers, the providers can better facilitate the transition back into the home and prevent another fall and re-admission.

**10. Will the proposed transaction result in a decrease in competition? If no, please explain. If yes, describe any anticompetitive effects that may result from the proposed transaction.**

No, the proposed transaction will not result in a decrease in competition. First and foremost, there is a huge amount of competition to provide home health and hospice services to patients nationally. There are more than 11,000 Medicare-certified home health agencies and more than 6,000 Medicare-certified hospice providers. Additionally, Original Medicare pays for more than half of

home health services and more than 90% of hospice services nationally, and it sets its reimbursement rates at a national level, looking at the cost of providing care across the huge number of providers that it has certified. Likewise, non-Original Medicare payers negotiate their contracts with home health providers at a state, regional or national level, where there are a huge number of providers to choose from.

In Oregon specifically, the parties are not particularly important competitors in the state, and they have very little geographic overlap. Where they do overlap, there are many other home health or hospice providers that will continue to compete against the combined entity after the transaction. According to data on Original Medicare revenues, there were 35 Oregon counties where patients received hospice care in 2022. Optum (through LHC) and Amedisys provided hospice care in only 11 of those counties, and there was **no overlap** in the counties where they provided care. For home health agencies, there were 36 Oregon counties where Original Medicare patients received home health visits in 2022. Optum (through LHC) and Amedisys provided hospice care in only 12 of those counties, and there were 9 counties where both provided care. For those 9 counties, the average combined share of Original Medicare revenues for LHC and Amedisys was 21.7%, and the average number of providers serving Original Medicare patients in those counties was 10.

In sum, there will be many options for Oregon patients to receive home health and hospice care after the transaction, and competition will continue to be robust at the state, regional, and national level where reimbursement rates are set.

**11. Indicate the date and nature of any applications, forms, notices, or other materials you have submitted regarding the proposed material change to any other state or federal agency. Indicate the date and nature of any other applications, forms, notices, or other materials provided to other state for federal agencies relative to the proposed material change, including but not limited to the Oregon Department of Consumer and Business Services, Oregon Public Health Division, Oregon Department of Justice, U.S. Department of Health and Human Services (e.g., Pioneer ACO or Medicare Shared Savings Program application), Federal Trade Commission, and U.S. Department of Justice.**

The parties have made the following submissions regarding the proposed material change:

- On July 5, 2023, the parties submitted Notification and Report Forms under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (HSR Filings)
- On June 26, 2023, Amedisys filed an 8-K with the U.S. Securities and Exchange Commission announcing the parties' Joint Press Release about the parties' execution of the Merger Agreement.
- On June 26, 2023, Amedisys filed an 8-K with the U.S. Securities and Exchange Commission announcing the parties' execution of the Merger Agreement.
- On June 26, 2023, Amedisys filed definitive additional proxy soliciting materials with the U.S. Securities Exchange Commission in connection with statements made by Amedisys.
- On July 27, 2023, Amedisys filed a 10-Q with the U.S. Securities and Exchange Commission discussing the expected financial implications of the merger.
- On July 31, 2023, Amedisys filed a preliminary proxy statement with the U.S. Securities Exchange Commission announcing that a Special Meeting for shareholders to vote on the proposed merger will be scheduled.

- On August 10, 2023, Amedisys filed a definitive proxy statement announcing that a Special Meeting for shareholders to vote on the proposed merger will be held on September 8, 2023.
- On August 16, 2023, UnitedHealth Group submitted a Notice of Change of Ownership to the Washington Attorney General
- On August 17, 2023, Amedisys submitted a Notice of Change of Ownership to the Washington Attorney General
- On August 31, 2023, UnitedHealth Group submitted a Notice of Material Change to the Massachusetts Health Policy Commission
- On September 21, 2023, Amedisys submitted a Notice of Material Change to the Massachusetts Health Policy Commission
- On October 6, 2023, UnitedHealth Group submitted a Change in Beneficial Ownership notice to the Connecticut Department of Public Health
- On October 6, 2023, Amedisys submitted a Change in Beneficial Ownership notice to the Connecticut Department of Public Health
- On November 14, 2023, UnitedHealth Group submitted a Notice of Transfer of Ownership for Home Health and Hospice to the New Jersey Division of Certificate of Need and Licensing