

Executive Summary

The [Health Care Market Oversight](#) (HCMO) program reviews proposed health care business deals to make sure they support Oregon's goals of health equity, lower costs, increased access, and better care. After completing a review, the Oregon Health Authority (OHA) issues a decision about whether a business deal, or transaction, involving a health care company can proceed.

Proposed Transaction

On April 25, 2025, OHA accepted a complete Notice of Material Change Transaction from The Oregon Clinic, P.C. ("TOC"), an Oregon professional corporation, regarding its proposed acquisition of Broadway Medical Clinic, LLP ("BMC"), an Oregon limited liability partnership. TOC is a multi-specialty physician-owned practice operating 47 clinic locations that served more than 300,000 patients in Oregon in 2024. BMC is a physician-owned practice in Portland providing primary care, behavioral health, and dermatology services. BMC operates one clinic and served more than 22,000 patients in 2024.

According to the terms of the proposed acquisition, TOC will form a separate equipment corporation ("EC") which will hold the assets of BMC. BMC will acquire common stock in the EC and exchange this common stock for a corresponding series of TOC preferred stock. BMC will also acquire TOC common stock in exchange for cash. Each BMC physician will become a shareholder and employee of TOC. Post-closing, BMC will cease to exist as a separate entity and instead will become a division of TOC.

OHA's Review

OHA completed a 30-day preliminary review of the proposed transaction. During the review, OHA assessed the likely impact of the transaction and alignment with preliminary review criteria.

Key Findings

The proposed transaction is unlikely to reduce access to care. The entities have stated that they do not expect changes to the level and type of services or staffing. Post-transaction, BMC and TOC will continue to operate current locations, serve the existing geographic service area, and accept current insurance plans.

The proposed transaction is unlikely to substantially increase market concentration. TOC and BMC have little overlap in the services they offer. In the area they do overlap, dermatology services, the transaction will not result in a substantial increase to TOC's market share, as BMC has a small share of the market. The Herfindahl-Hirschman Index (HHI), a measure of market concentration, is 1,418, with a post-transaction increase to 1,462. Transactions involving an HHI of more than 1,800 and a post transaction increase of more than 100 are presumed to substantially lessen competition. This transaction will result in an increase of 44.

Over the past decade, acquisitions of small practices have driven TOC's growth. In addition to the proposed transaction, TOC is also pursuing an acquisition of [Northwest Gastroenterology Clinic](#). Since 2015, TOC has acquired nine smaller practices, and doing so have expanded the locations, physicians, and types of services offered.

Conclusions and Decision

Based on preliminary review findings, **OHA approved the transaction with conditions on June 2, 2025.** (See [Preliminary Review Order](#)). OHA approved the proposed transaction based on the following criterion:

The material change transaction is unlikely to substantially reduce access to affordable health care in Oregon.

The proposed acquisition of BMC by TOC is unlikely to substantially reduce access to affordable health care in Oregon. TOC and BMC provide different services, with the exception of dermatology services, for which TOC holds a 21% share of the market and BMC holds less than 1% of the market. The Portland metro region market for dermatology services is not highly concentrated and concentration is not likely to substantially increase post-transaction. The transaction has the potential to impact access to care if it results in changes to the types of insurance entities accept or availability of providers. OHA has therefore applied approval conditions to ensure continued access to care. The conditions:

- Require the entities to adhere to commitments in the notice and submissions.
- Require the entities to continue to participate in public insurance programs; and
- Make efforts to maintain contracts with managed care organizations (MCOs), coordinated care organizations (CCOs), prepaid inpatient health plans (PIHPs), prepaid ambulatory health plans (PAHPs), primary care case management entities (PCCMs), or other arrangements in which both TOC and BMC are currently participating.
- Prohibit the entities from restricting former employees from employment in the service area; and
- Prohibit the entities from restricting former BMC physicians from providing professional services in the service area; and
- Require the entities to submit annual compliance report describing compliance with conditions, providing information about current contracts, and providing information about staffing.

As required by statute, OHA will conduct follow-up analyses one, two, and five years after the transaction is complete. OHA's monitoring will assess compliance with approval conditions and whether the entity keeps the commitments included in the notice. More broadly, OHA will monitor changes to health care cost, quality, access, and health equity for people in Oregon.