

Health Care Market Oversight (HCMO) Program

HCMO-1: Notice of Material Change Transaction

You can get this document in other languages, large print, braille or a format you prefer free of charge. Contact us by email at hcmo.info@oha.oregon.gov or by phone at 503-945-6161. We accept all relay calls.

General Instructions

Pursuant to Oregon Revised Statute (ORS) 415.501, an entity to a material change transaction must submit a Notice to the Oregon Health Authority (OHA) notifying OHA of such transaction. This HCMO-1 Notice form must be used to comply with this statutory mandate.

You must file this HCMO-1 Notice form electronically with OHA, in a portable document form (pdf), by email to hcmo.info@oha.oregon.gov **no less than 180 days** before the expected closing date of your material change transaction. Please submit the completed HCMO-1 Notice form, other relevant HCMO forms, and any supplemental documents as separate files.

To avoid delays in OHA's review of your proposed transaction, due diligence is required to complete this HCMO-1 Notice form correctly. Please provide a public-facing response to each item. Pursuant to the requirements of OAR 409-070-0070(1), this form should not contain any information you intend to designate as confidential. All information you designate as confidential must be provided separately as one or more supplemental attachments to this form. To avoid unnecessary delays, do not redact content that is publicly available or without grounds for a claim of confidentiality under Oregon law. Please consistently apply Bates numbering to all documents submitted with this form and include the applicable Bates number sequence on all redaction logs.

The Notice is not complete until all required information is satisfactorily provided, and the review period will not run until OHA deems the Notice complete.

This HCMO-1 Notice form, along with any public supporting documents, will be published and serve as notice to the public. Contact program staff with any questions or to request technical assistance at hcmo.info@oha.oregon.gov.

Who must file a Notice

Under ORS 415.501, an entity entering into a transaction that constitutes a material change must submit written notice to OHA of such material change.

A material change transaction includes:

- A. A transaction in which at least one party had average revenue of \$25 million or more in the preceding three fiscal years and another party:

- i. Had an average revenue of at least \$10 million in the preceding three fiscal years; or
- ii. In the case of a new entity, is projected to have at least \$10 million in revenue in the first full year of operation at normal levels of utilization or operation as prescribed by the authority by rule.

Out-of-state entities

If a transaction involves a health care entity in this state and an out-of-state entity, a transaction that otherwise qualifies as a material change transaction must submit this Notice if the transaction may result in increases in the price of health care or limit access to health care services in this state. See [OHA Guidance on Out-of-State Entities](#).

Confidentiality

Information on this HCMO-1 Notice form shall be a public record and will be posted on OHA's website. Pursuant to ORS 415.501(13), OHA shall maintain the confidentiality of all confidential information and documents that are not publicly available that are obtained in relation to a material change transaction and may not disclose the information or documents to any person without the consent of the person who provided the information or document. Information and documents described in this paragraph are exempt from disclosure under Oregon Public Records Law (ORS 192.311 to 192.478).

Entities must follow the requirements of Oregon Administrative Rule (OAR) 409-070-0070 when designating portions of a Notice and any documents submitted by the applicant in support of the Notice as confidential. See [OHA Use of Confidential Information Guidance](#).

Definitions

"Acquisition" occurs when:

- a) Another person acquires control of the health care entity including acquiring a controlling interest as described in OAR 409-070-0025;
- b) Another person acquires, directly or indirectly, voting control of more than fifty percent (50%) of any class of voting securities of the health care entity other than a domestic insurer as described in OAR 409-070-0025(1)(c);
- c) Another person acquires all or substantially all of the health care entity's assets and operations;
- d) Another person undertakes to provide the health care entity with comprehensive management services; or
- e) The health care entity merges tax identification numbers or corporate governance with another entity.

"Legal entity name" means legal business name as reported with Internal Revenue Service.

“Merger” means a consolidation between two or more organizations, including two or more organizations joining through a common parent organization or two or more organizations forming a new organization.

“NPI” means 10-digit National Provider Identification number issued by the Centers for Medicare and Medicaid Services (CMS).

“Tax ID” means 9-digit federal tax identification number also known as an employer identification number (EIN) assigned by the Internal Revenue Service.

“Transaction” means:

- a) A merger of a health care entity with another entity;
- b) An acquisition of one or more health care entities by another entity;
- c) New contracts, new clinical affiliations and new contracting affiliations that will eliminate or significantly reduce, as defined by the authority by rule, essential services (see [Essential Services and Significant Reduction](#) guidance);
- d) A corporate affiliation involving at least one health care entity; or
- e) Transactions to form a new partnership, joint venture, accountable care organization, parent organization or management services organization.

Additional defined terms can be found at ORS 415.500 et seq. and OAR 409-070-0000 to -0085.

I. Parties to the proposed transaction

List the entity name for all parties to the proposed transaction. Add extra rows as needed for additional parties.

Party A (Applicant)	CVR Management, LLC
Party B:	Inovia, LLC
Party C:	Center for Vein Restoration (OR), LLC

II. Contact information for the parties

Provide contact information for the proposed transaction, as requested below.

1. Provide information for Party A.

Legal entity name	CVR Management, LLC
Assumed name	Center for Vein Restoration
Tax ID	<i>See Appendix to HCMO-1, Section 2</i>

Mailing address	7474 Greenway Center Dr., Suite 1000 Greenbelt, MD 20770
Website	www.centerforvein.com
Contact Name	Kenneth Abod
Title	Chief Financial Officer
Phone	<i>See Appendix to HCMO-1, Section 2</i>
Cell Phone	<i>See Appendix to HCMO-1, Section 2</i>
Email	<i>See Appendix to HCMO-1, Section 2</i>

Is Party A represented by legal counsel for this transaction?

☒ Yes

☐ No

Provide information regarding Party A's legal counsel, if applicable.

Name	James R. Ravitz
Firm	McDermott Will & Schulte LLP
Address	500 North Capitol Street, NW, Washington, DC 20001
Phone	202-756-8146
Email Address	jravitz@mwe.com

2. Provide information for Party B.

Legal entity name	Inovia, LLC
Assumed name	Inovia Vein Specialty Clinics; Inovia Vein Specialty Center; Inovia Vein Specialty Centers
Tax ID	<i>See Appendix to HCMO-1, Section 2</i>
Mailing address	2200 NE Neff Rd, Suite 204, Bend, Oregon 97701
Website	www.inoviavein.com
Contact Name	Edward Boyle, MD
Title	Founder and Director

Phone	<i>See Appendix to HCMO-1, Section 2</i>
Cell Phone	<i>See Appendix to HCMO-1, Section 2</i>
Email	<i>See Appendix to HCMO-1, Section 2</i>

Is Party B represented by legal counsel for this transaction?

☒ Yes

☐ No

Provide information regarding Party B's legal counsel, if applicable.

Name	David B. Robbins
Firm	Perkins Coie LLP
Address	1301 Second Avenue Suite 4200 Seattle, WA 98101-3804700
Phone	(206) 359-6745
Email Address	DRobbins@perkinscoie.com

3. Provide information for Party C.

Legal entity name	Center for Vein Restoration (OR), LLC
Assumed name	None
Tax ID	<i>See Appendix to HCMO-1, Section 2</i>
Mailing address	2200 NE Neff Rd, Suite 204, Bend, Oregon 97701
Website	https://www.centerforvein.com/
Contact Name	Dr. Khanh Nguyen
Title	Sole Member
Phone	<i>See Appendix to HCMO-1, Section 2</i>
Cell Phone	<i>See Appendix to HCMO-1, Section 2</i>

Email	<i>See Appendix to HCMO-1, Section 2</i>
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Is Party C represented by legal counsel for this transaction?

☒ Yes

☐ No

Provide information regarding Party C's legal counsel, if applicable.

Name	James R. Ravitz
Firm	McDermott Will & Schulte LLP
Address	500 North Capitol Street, NW, Washington, DC 20001
Phone	202-756-8146
Email Address	jravitz@mwe.com

For any additional Parties, please provide a supplemental attachment describing the information requested in Section 2.

4. Provide a billing contact for payment of review fees.

Name	Kenneth Abod
Address	7474 Greenway Center Dr., Suite 1000 Greenbelt, MD 20770
Phone	<i>See Appendix to HCMO-1, Section 2</i>
Email Address	<i>See Appendix to HCMO-1, Section 2</i>

III. About the proposed transaction

4. Provide the type of material change transaction. (See OAR 409-070-0010 for definitions of transactions subject to review.)

☐ Merger

☐ Acquisition

☐ Affiliation

☐ Contract

☒ Other (specify): Acquisition of certain clinical assets by a new professional entity, Center for Vein Restoration (OR), LLC, which is wholly owned by licensed physician(s) in Oregon, and acquisition of non-clinical assets by CVR Management, LLC d/b/a Center for Vein Restoration (CVR), which is a management services organization (MSO).

5. What is the anticipated effective date of the proposed material change transaction?
Upon receipt of all required regulatory approvals.

6. Briefly describe the proposed material change transaction, including:

a. Goals and objectives

The proposed transaction between Inovia, LLC d/b/a Inovia Vein Specialty Centers (Inovia Vein) and CVR is intended to strengthen the delivery of high-quality, accessible, and cost-effective vein care across Oregon. The primary goals and objectives of this proposed transaction are as follows:

1. Enhance Patient Access to Outpatient Vein Care in Oregon

By affiliating with CVR, Inovia Vein will benefit from scalable infrastructure and operational support, enabling expansion of services and improved access for patients across Oregon. This includes not only those in underserved or rural communities, but also individuals from all walks of life—regardless of socioeconomic status, geographic location, or insurance coverage. Inovia Vein remains committed to serving patients with commercial insurance, Medicare, and Medicaid, including those enrolled in the Oregon Health Plan. The affiliation will help ensure that high-quality vein care remains available and accessible to all Oregonians in outpatient settings that are more convenient and cost-effective than hospital-based alternatives.

2. Preserve Clinical Autonomy and Localized Decision-Making

Inovia Vein's Oregon-based providers will continue to make independent, patient-centered clinical decisions. The proposed transaction is structured to maintain the integrity of local care delivery while benefiting from national resources.

3. Improve Affordability Through Economies of Scale

CVR leverages national purchasing power to reduce the cost of medical supplies and operational overhead. These savings will help mitigate inflationary pressures and support the long-term sustainability of outpatient vein care in Oregon.

4. Support Physician-Led Care Models

Inovia Vein is founded and led by physicians with a shared commitment to clinical excellence. CVR has a physician-led executive management team guiding the provision of administrative and back-office support services for

physician-led practices like Inovia Vein. This proposed transaction reinforces the physician-led model, ensuring that care remains guided by medical professionals rather than corporate interests.

5. Strengthen Regulatory Compliance and Operational Efficiency

CVR provides centralized administrative and back-office support services in areas such as compliance, human resources, IT, and revenue cycle management. These administrative and back-office support services will enhance Inovia Vein's ability to meet evolving regulatory requirements while allowing physicians to focus more fully on high-quality independent patient care.

6. Facilitate Transition to a Modern, Vein-Focused Electronic Medical Record System

A critical operational goal of the proposed transaction is to support Inovia Vein's transition from its legacy electronic medical record (EMR) system (eClinicalWorks) to CVR's more advanced platform (NextGen). This transition will be supported by CVR's dedicated IT team, which brings deep expertise in EMR implementation and optimization for vein care practices. The new system will allow for better tracking of quality metrics, streamlined compliance workflows, and full integration of imaging modalities directly into the EMR from ultrasound machines—eliminating the need for handwritten reports and manual data entry. This upgrade will improve clinical accuracy, reduce administrative burden, and enhance overall efficiency and reliability of care delivery.

7. Advance Education, Research, and Quality Improvement

A key objective of the proposed transaction is to strengthen collaborative efforts in clinical education, research, and continuous quality improvement. Both Inovia Vein and CVR have a strong history of physician leadership and academic engagement, with their founders actively contributing to national professional societies such as the American Vein and Lymphatic Society.

Through this affiliation, Inovia Vein providers will gain access to CVR's established research infrastructure, including clinical trial networks, data analytics capabilities, and peer-reviewed publication initiatives. This will enable Oregon-based physicians to participate more robustly in multi-center studies, contribute to evidence-based practice guidelines, and remain at the forefront of innovation in vein care.

Additionally, CVR supports ongoing professional development through structured educational programs, clinical training modules, and performance benchmarking tools. These resources will allow Inovia Vein's providers to enhance their clinical competencies and staff's clinical competencies, and foster excellence and accountability.

The proposed transaction will also facilitate the sharing of best practices across a broader network, allowing Inovia Vein's Oregon clinics to adopt proven protocols

and quality improvement strategies that have demonstrated success in other regions. This collaborative approach ensures that patients in Oregon receive care that is locally responsive and informed by national standards and emerging scientific evidence.

8. Ensure Continuity of Care for Oregon Patients

The proposed transaction is designed to be seamless for patients, with no disruption to existing provider relationships or care plans. All current Inovia Vein clinics will remain operational, and patients will continue to receive care from their trusted local providers.

b. Summary of transaction terms

A new Oregon professional entity was formed in connection with the proposed transaction – Center for Vein Restoration (OR), LLC. For limitation of liability purposes, Center for Vein Restoration (OR), LLC will acquire all the clinical assets of Inovia Vein at the closing of the proposed transaction. Center for Vein Restoration (OR), LLC is an Oregon limited liability company that is wholly owned by a physician licensed to practice medicine in Oregon.¹ CVR will purchase substantially all the non-clinical assets (including tangible and intangible assets) used or usable by Inovia Vein in connection with its business. The proposed transaction will be documented by mutually acceptable definitive transaction documents, primarily, an asset purchase agreement, which will include standard provisions such as (i) customary representations and warranties by CVR as buyer, and Inovia Vein as seller; (ii) conditions to closing; and (iii) payment terms. In addition to the purchased assets, CVR will assume certain contracts held by Inovia Vein including leases for the clinic locations located in Oregon.

CVR-OR is a professional entity that will assume Inovia Vein’s clinical assets and operations upon closing of the proposed transaction. The parties will enter into a Transition Services Agreement pursuant to which CVR-OR and Inovia Vein will collaborate to fully effectuate the integration of Inovia Vein’s operations into CVR-OR through which Inovia Vein’s physicians will now (post-closing) provide and bill for professional medical services.

For the avoidance of doubt, post-closing, the same Inovia Vein physicians will provide professional medical services on behalf of CVR-OR using the same clinical equipment that they used prior to the transaction, meaning that there will be no changes to the clinical operations.

c. Why the transaction is necessary or warranted

¹ References to “Inovia Vein” herein shall be deemed to refer to Center for Vein Restoration (OR), LLC after the closing of the proposed transaction.

This proposed transaction is necessary to ensure long-term sustainability and continued delivery of high-quality, accessible vein care in Oregon. Like many physician-led outpatient practices, Inovia Vein faces a “perfect storm” of financial and operational pressures: rising costs due to inflation, increasing administrative complexity (particularly with the addition of four new clinics in Oregon since 2019), and static or declining reimbursement rates from Medicare and other payers. These challenges have made it increasingly difficult for small, independent clinics to maintain operations without compromising care quality or access.

In a physician-run organization where providers are practicing full-time clinically, the burden of identifying and implementing new efficiencies year after year has become unsustainable. Every category of administrative function—finance, accounting, human resources, employee benefits, clinical operations, continuing education, and compliance with national databases and board requirements—now demands specialized expertise and dedicated infrastructure that smaller practices have increasing difficulty affording and maintaining internally.

Additionally, the rapid evolution of healthcare IT presents a significant challenge. Inovia Vein is preparing for a transition to a new EMR system, a complex and resource-intensive undertaking. Having access to a team with deep expertise in EMR implementation—specifically tailored to vein care—is critical to ensuring a smooth transition and minimizing disruption to patient services.

By contracting with CVR, Inovia Vein will gain access to a robust, scalable support system that includes specialized teams in all key administrative domains. This will allow Inovia Vein’s physicians to focus more fully on clinical care, while benefiting from the operational sophistication and economies of scale of a larger national organization. The proposed transaction will also enable Inovia Vein to continue serving patients of all backgrounds and insurance types—including those covered by Medicaid through the Oregon Health Plan—without compromising quality or access.

Ultimately, this affiliation is a strategic response to the evolving healthcare landscape. It ensures that Inovia Vein can continue to deliver high-quality, cost-effective, and locally responsive care, while aligning with Oregon’s broader goals of health equity, affordability, and system sustainability.

- d. Any exchange of funds between the parties, including the nature, source and amount of funds or other consideration (such as any arrangement in which one party agrees to furnish the other party with a discount, rebate, or any other type of refund or remuneration in exchange for, or in any way related to, the provision of health care services).

CVR and Center for Vein Restoration (OR), LLC will acquire the non-clinical assets and clinical assets, respectively, of Inovia Vein.

See Appendix to HCMO-1, Section 6 regarding purchase price.

7. Describe the negotiation or transaction process that resulted in the entities entering into an agreement.

The proposed transaction between Inovia Vein and the CVR is the result of a thoughtful and collaborative process grounded in shared clinical values, operational philosophies, and a mutual commitment to high-quality, accessible vein care.

In early 2025, Dr. Edward Boyle, co-founder of Inovia Vein, proactively reached out to Dr. Sanjiv Lakhanpal, founder of CVR, to learn more about CVR's model and its approach to supporting physician-led vein practices. This initial outreach sparked a series of in-depth conversations between the two organizations, during which both parties discovered a high degree of alignment in their preferred clinical models, operational structures, and organizational cultures.

Through these discussions, it became clear that both Inovia Vein and CVR's affiliated practices share a patient-centered approach to care delivery, emphasizing accessibility, affordability, and continuity in outpatient settings. Both organizations also demonstrated similar philosophies in how they support their physicians and advanced practice providers (APPs), including approaches to hiring, training, and retaining staff, as well as strategies for community outreach and public education around vein disease awareness and treatment options.

As the dialogue progressed, it became evident that a formal affiliation could offer significant mutual benefits. Inovia Vein recognized that CVR's infrastructure could provide the administrative depth and operational sophistication needed to support and grow its practice in an increasingly complex healthcare environment. In particular, CVR's expertise in areas such as regulatory compliance, revenue cycle management, human resources, and healthcare IT would allow Inovia Vein's physicians to focus more fully on clinical care.

A critical factor in the decision-making process was Inovia Vein's upcoming need to transition to a new EMR system—a major undertaking for any organization. CVR's demonstrated experience in EMR implementation, specifically tailored to vein care, was a compelling advantage.

The resulting agreement reflects a shared vision for sustainable, physician-led care. Inovia Vein maintains its clinical autonomy and local decision-making while benefiting from the scale, infrastructure, and administrative and back-office support of a national organization. The proposed transaction is structured to ensure continuity of care for all patients, including those covered by Medicaid through the Oregon Health Plan, and to support the long-term viability of outpatient vein care in Oregon.

- a. How the entities were identified (e.g., did one party approach the other, did one party engage in a bid/auction process, etc.)

Dr. Boyle initiated the process in early 2025 by reaching out directly to Dr. Sanjiv Lakhanpal to learn more about CVR's model and its approach to supporting physician-led vein practices. While Dr. Boyle explored potential affiliations with several other groups, no brokers or third-party intermediaries were involved, and the alignment between Inovia Vein and CVR—particularly in CVR's comfort with Inovia Vein's clinical philosophy, operational structure, and community engagement—made CVR the most suitable partner. Frequent discussions revealed deep similarities in how both organizations support providers, train staff, and raise awareness about vein disease, ultimately leading to a mutually beneficial agreement.

- b. Any due diligence performed by any of the parties to the transaction. Provide any products, reports, or analyses resulting from due diligence processes.

To date, CVR has conducted high-level financial and valuation diligence that included the verification of financial data provided by Inovia Vein. CVR and Inovia Vein used this financial data to negotiate and finalize the transaction terms set forth in the executed term sheet. Additionally, to date, CVR has conducted site visits to each of the five (5) Inovia Vein clinics operating in Oregon. To date, there have been no third party reports or analyses drafted or produced in connection with the transaction.

As outlined in the term sheet, prior to the closing of the transaction, as typically done in transaction of this nature, CVR intends to complete the following diligence activities: a third-party quality of earnings analysis; a clinical review, including a billing audit; reference and background checks for the physicians; and customary legal due diligence. CVR has engaged external legal counsel to conduct a comprehensive legal review of Inovia Vein prior to the closing. To date, CVR has not engaged any third parties to conduct the quality of earnings and clinical review. These diligence processes have not yet commenced; however, all legal, billing, and compliance diligence reports and related work product performed by legal counsel for their respective clients will constitute attorney work product and remain subject to attorney-client privilege.

8. Will the proposed material change transaction change control of a public benefit corporation or religious corporation?

☐ Yes

☒ No

9. List any applications, forms, notices, or other materials that have been submitted to any other state or federal agency regarding the proposed material change transaction. Include the data and nature of any submissions. This includes, but is 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.

Not applicable.

- a. If a pre-merger notification was filed with the Federal Trade Commission or U.S. Department of Justice, please attach the pre-merger notification filing along with this notice submission.

Not applicable.

IV. About the entities involved in the proposed transaction

10. Describe Party A.

- a. Describe Party A's business, including business lines or segments

CVR, a Delaware limited liability company formed in 2011, is an MSO which provides non-clinical administrative and back-office support services to a network of affiliated professional corporations ("PCs") specializing in venous insufficiency treatment located in geographies including the Alabama, Arizona, Delaware, Connecticut, Georgia, Illinois, Indiana, Kentucky, Massachusetts, Maryland, Michigan, North Carolina, New Hampshire, New Jersey, New Mexico, New York, Ohio, Pennsylvania, South Carolina, Texas, Virginia and the District of Columbia.

- b. Describe Party A's governance and operational structure (including ownership of or by a health care entity)

CVR is ultimately owned by an affiliate of Cortec Group and certain other investors.

CVR is an MSO that provides non-clinical administrative and back-office support services to affiliated PCs specializing in vein treatment. The PCs are located in Alabama, Arizona, Connecticut, Delaware, Georgia, Illinois, Indiana, Kentucky, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Ohio, Pennsylvania, South Carolina, Texas, Virginia, and Washington D.C. The team is headed by Sanjiv Lakhnpal, MD, FACS, Founder, President and CEO, Khanh Q. Nguyen, DO, Chief Medical Officer, and Kenneth Abod, Chief Financial Officer. CVR has no ownership of or by a health care entity.

Supplemental to the officers, CVR is further led by other C-suite executives and VP-level professionals who oversee and support each functional department (e.g., operations, HR, IT, etc.)

- c. Provide a diagram or chart showing the organizational structural and relationships between business entities.

See [Attachment to Section 10\(c\)](#).

- d. List all of Party A's business entities currently licensed to operate in Oregon using [HCMO-1b: Business Entities form](#). Provide the business name, assumed

business name, business structure, date of incorporation, jurisdiction, principal place of business, and FEIN for each entity.

CVR does not have any business entities licensed to operate in Oregon, but intends to register its business in Oregon in connection with the proposed transaction.

- e. Provide financial statements for the most recent three fiscal years. If Party A also operates outside of Oregon, provide financial statements both for Party A nationally and for Party A's Oregon business.

See Attachment to Section 10(e).

- f. Describe and identify Party A's health care business. Provide responses to i-ix as applicable:

- i. Provider type (hospital, physician group, etc.)

MSO

- ii. Service lines, both overall and in Oregon

CVR is an MSO that provides consulting, administrative, and back-office support services for affiliated physician practice entities that diagnose and treat venous insufficiency and related vein disorders in different regions of the U.S. CVR currently provides neither products nor services in Oregon.

- iii. Products and services, both overall and in Oregon

See response to Section 10(f)(ii).

- iv. Number of staff and FTE, both overall and in Oregon

764 employees and 743.75 FTEs overall, 0 staff and FTE in Oregon.

- v. Geographic areas served, both overall and in Oregon

CVR provides management, administrative and back-office support services to affiliated PCs located in geographies including Alabama, Arizona, Delaware, Connecticut, Georgia, Illinois, Indiana, Kentucky, Massachusetts, Maryland, Michigan, North Carolina, New Hampshire, New Jersey, New Mexico, New York, Ohio, Pennsylvania, South Carolina, Texas, Virginia and the District of Columbia.

- vi. Addresses of all facilities owned or operated using [HCMO-1c: Facilities and Locations form](#)

CVR does not currently own or operate any health care facilities or locations located in Oregon.

- vii. Annual number of people served in Oregon, for all business, not just business related to transaction

CVR does not currently serve any people in Oregon.

viii. Annual number of services provided in Oregon

CVR does not currently provide any services in Oregon.

ix. For hospitals, number of licensed beds

Not applicable.

11. Describe Party B.

a. Describe Party B's business, including business lines or segments

Inovia Vein is a physician-led outpatient medical group focused on the diagnosis and treatment of venous and lymphatic disorders. Founded in 2006, the practice has grown to include six clinics—five located in Oregon and one in Vancouver, Washington—each staffed by one to two physicians and supported by APPs. The group specializes in managing chronic venous insufficiency (CVI), a progressive condition that presents with symptoms such as leg swelling, aching, and fatigue, and can advance to more serious manifestations including skin changes (lipodermatosclerosis, hyperpigmentation, stasis dermatitis) and venous leg ulcers (VLUs), which are debilitating and resource-intensive to treat.

Inovia Vein also provides outpatient care for patients with deep venous thrombosis (DVT), and access to same-day diagnostic ultrasound and treatment. Its facilities provide an often better alternative to more expensive inpatient or emergency hospital care. The practice operates American College of Radiology (ACR)-accredited vascular laboratories within each clinic, where patients receive comprehensive venous imaging—including ultrasound of the leg, pelvic, and arm veins—as well as screening for peripheral arterial disease (PAD). Patients with clinically significant PAD or other complex vascular conditions are referred to community-based vascular surgeons or interventional radiologists for specialized care.

All care at Inovia Vein is provided in an office-based setting and billed at non-facility rate, making treatment more affordable and accessible for patients. The practice does not perform procedures in ambulatory surgery centers (ASCs), utilize IV sedation, or operate within hospital settings—where the same services are often billed at significantly higher rates. According to an analysis by the American Medical Association, outpatient office visits, office imaging studies, and procedures performed in physician clinics (known as “non-facility settings”) are consistently far less costly for patients than identical services delivered in hospital outpatient departments, with prices for some services reaching up to six times higher and a median cost difference of 40% in favor of the non-facility setting. (*A Comparison of Medicare Pay in the Office and Hospital Outpatient Settings*, American Medical Association. (2021), available: <https://www.ama-assn.org/system/files/comparison-medicare-pay-outpatient-research.pdf>). This commitment to providing care in a lower-cost, outpatient environment ensures that patients receive high-quality treatment without the financial and logistical burdens associated with facility-based care.

While a smaller portion of the patient population seeks cosmetic treatment for spider veins, the majority of Inovia Vein patients are served for medical concerns and are covered by commercial insurance, Medicare, or Medicaid, including the Oregon Health Plan. Inovia Vein also welcomes uninsured patients and offers a transparent, discounted direct-pay option to ensure access to care.

The practice emphasizes a collaborative care model, working closely with primary care providers, orthopedic surgeons, urgent care centers, dermatologists, podiatrists, and hospital-based wound clinics. Inovia Vein provides consultative services for leg swelling and CVI, facilitates outpatient DVT evaluation and management, and partners with wound care teams to deliver timely and effective treatment for VLU. When indicated, outpatient procedures such as endovenous ablation and sclerotherapy are performed in-office under local anesthesia, allowing patients to return to normal activities the same day. The group also manages severe swelling through compression therapy and pneumatic pump facilitation.

For rare but serious conditions—such as arteriovenous malformations (AVMs), muscle tumors, iliofemoral DVT, pulmonary embolism, or severe PAD—Inovia Vein maintains established referral relationships with Oregon Health & Science University (OHSU), or other specialty groups in the area, ensuring patients receive timely access to tertiary-level care and subspecialty expertise. This referral pathway supports continuity of care and reinforces Inovia Vein’s commitment to comprehensive, patient-centered treatment across the full spectrum of venous disease.

- b. Describe Party B’s governance and operational structure (including ownership of or by a health care entity)

Inovia Vein has been physician-owned and operated since its founding in 2006. The organization is entirely independent, with no equity held by any hospital system, health plan, or other healthcare entity. Governance is provided by a board of directors composed of five physician partners, all of whom are actively engaged in clinical practice. The board meets quarterly to guide strategic direction, ensure clinical quality, and oversee operational sustainability.

The leadership team reflects Inovia Vein’s commitment to physician-led care. Dr. Edward Boyle serves as Chief Executive Officer while maintaining his long-established clinical practice. Dr. Andrew Jones serves as Chief Medical Officer, also balancing his leadership role with a busy clinical schedule. The administrative team includes a Director of Finance, who oversees accounting, financial planning, and revenue cycle management, and a Director of Clinical Operations, who manages human resources, credentialing, marketing, and community outreach. The Director of Clinical Operations also supervises in-office clinical staff and registered vascular technologists who perform diagnostic ultrasound examinations in Inovia Vein’s accredited vascular laboratories.

This structure ensures that clinical and operational decisions are made by those directly involved in patient care, preserving the organization's focus on quality, access, and affordability.

- c. Provide a diagram or chart showing the organizational structural and relationships between business entities.

Please see Attachment to Section 11(c). There is only one entity in the organizational structure — i.e., Inovia, LLC. Inovia Vein's only equity holders are physicians who are part of the practice.

- d. List all of Party B's business entities currently licensed to operate in Oregon using [HCMO-1b: Business Entities form](#). Provide the business name, assumed business name, business structure, date of incorporation, jurisdiction, principal place of business, and FEIN for each entity.

See attached HCMO-1b-Business-Entities-Form.

- e. Provide financial statements for the most recent three fiscal years. If Party B operates outside of Oregon, provide financial statements both for Party B nationally and for Party B's Oregon business.

See Attachment to Section 11(e).

- f. Describe and identify Party B's health care business. Provide responses to i-ix as applicable.

- i. Provider type (hospital, physician group, etc.)

Physician Group.

- ii. Service lines, both overall and in Oregon

Please see Section 11(a) for a description of service lines.

- iii. Products and services, both overall and in Oregon

Inovia Vein's services are provided at five (5) outpatient clinics located in Oregon and one (1) outpatient clinic located in Vancouver, Washington. All clinics similarly provide the same services as described in Section 11(a).

- iv. Number of staff and FTE, both overall and in Oregon

62 FTEs overall, 54 in Oregon.

- v. Geographic areas served, both overall and in Oregon

The original clinic was started in Bend, Oregon, in 2006. In 2018, a clinic was added in Tigard, Oregon. Since 2019 clinics were added in Northwest Portland and Happy Valley, Oregon and then in Beaverton (Tanasbourne), Oregon. Inovia Vein's latest clinic was added in 2023 in Vancouver, Washington.

- vi. Addresses of all facilities owned or operated using [HCMO-1c: Facilities and Locations form](#)

See attached HCMO-1c-Facilities-and-Locations-Form.

- vii. Annual number people served in Oregon, for all business, not just business related to transaction

See Appendix to HCMO-1, Section 11(f)(vii).

- viii. Annual number of services provided in Oregon

See Appendix to HCMO-1, Section 11(f)(viii).

- ix. For hospitals, number of licensed beds

N/A

For any additional Parties, please provide a supplemental attachment describing the information requested in Section 11 (a) – (f).

See Attachment 1 for information regarding Party C.

12. Describe all mergers, acquisitions, and joint ventures that closed in the ten (10) years prior to filing this notice of material change transaction involving any entities party to the current proposed transaction, the same or related services, and health care entities. For each previous transaction, include:

Please see Attachment to Section 12, regarding CVR's historical transactions. Inovia Vein has not been party to any mergers, acquisitions or joint ventures within the past ten (10) years.

- a. Legal names of all entities party to the transaction
- b. Type of transaction
- c. Description of the transaction
- d. Date the transaction closed

13. Describe any anticipated changes resulting from the proposed material change transaction, including:

- a. Operational structure
 - i. Provide a chart or diagram showing the pre- and post-transaction organizational structure and relationships between entities.

Please see Attachment to Section 13(a) for post-transaction organizational structure

CVR will purchase substantially all the non-clinical assets (including tangible and intangible assets) used or usable by Inovia Vein in connection with its business. There will be no changes to CVR's Operating Agreement.

CVR-OR will assume Inovia Vein's clinical assets and operations upon closing of the proposed transaction. The parties will enter into a Transition Services Agreement pursuant to which CVR-OR and Inovia Vein will collaborate to fully effectuate the integration of Inovia Vein's operations into CVR-OR through which Inovia Vein's

physicians will now (post-closing) provide and bill for professional medical services. In connection with the closing, CVR-OR's Operating Agreement will be amended and restated to reflect an Oregon licensed physician (yet to be determined, but will be prior to closing) owning 99% of CVR-OR and Khanh Nguyen, D.O. owning 1% of CVR-OR. The 99% physician owner will manage and have authority over all of the clinical operations and any decisions affecting any clinical decision-making of CVR-OR. The 1% will manage the administrative matters of CVR-OR that do not impact clinical decision-making of CVR-OR.

At closing, Inovia Vein will enter into a Transition Services Agreement that will effectuate the integration of Inovia Vein's operations into CVR-OR while preserving continuity of care to patients and without interruption or interference with the provision of patient services.

b. Corporate governance and management

Corporate Management: In connection with the proposed transaction, Inovia Vein's existing organizational structure will remain materially in-tact. Drs. Boyle and Jones will continue to lead the organization, and each clinical and administrative staff member will continue to report to his / her existing supervisor(s).

Corporate Governance: In connection with the proposed transaction, Inovia Vein will transition to compliance policies, processes, and procedures adopted by practices affiliated with CVR, which are detailed and robust. CVR has defined administrative processes and policies for all aspects of the business, ranging from coding to billing to collections to human resources, each of which Inovia Vein will benefit from. Inovia Vein will remain solely responsible for policies of a clinical nature, including medical records documentation, clinical communication, etc.

c. Investments or initiatives

CVR is considering several investments and initiatives in connection with the proposed transaction. In each case, CVR expects the investments and initiatives to improve Inovia Vein's operations and its ability to provide high-quality care to patients.

Investments

1. Implement best-in-class systems and equipment.
2. In connection with due diligence of Inovia Vein, CVR will evaluate areas for investment and improvements, including but not limited to: telephone system (both hardware and software); computer hardware (including computers and network equipment); and additional ultrasound machines.

Initiatives – As part of its integration process, CVR will assist Inovia Vein in evaluating the following initiatives, with the goal in each case of allowing Inovia Vein to improve both (i) access to care and (ii) the quality of care that Inovia Vein physicians are able to provide:

1. Expansion of patient services, including Inovia Vein's ability to offer: DVT rule-outs, lymphedema garments, and a comprehensive compression program.
 2. Implementation of online patient scheduling, as well as enhanced call center support and resources.
 3. Supplemental sales and marketing efforts, including added headcount and access to broader marketing channels, in order to reach prospective patients.
 4. CVR provides administrative and back-office support services that include the use of CVR's standard systems, including EMR. Upon completion of the integration of Inovia Vein into CVR-OR, the administrative and back-office support services provided by CVR will include the use of CVR's EMR system.
- d. Type and level of staffing
- There are no plans to change the type or level of staffing.
- e. Type and level of services provided
- There are no plans to change the type or level of services provided.
- f. Number and type of locations
- There will be no changes in the type of locations.
- g. Geographic areas served
- There are no plans to change the geographic areas serviced.
- h. For providers, payer contracts and payer mix
- There are no plans to change the providers, payer contracts or payer mix resulting from the proposed transaction. Each clinic will continue to bill at the non-facility rate, which is far lower than if this involved an Ambulatory Surgery Center (ASC) or hospital setting.
- There are no plans to change insurance carriers or networks. As determined by CVR-OR, CVR-OR anticipates entering into new contracts with the same payers using the same providers that Inovia Vein used prior to the closing of the transaction.
- i. For insurance carriers, provider contracts and networks
- Not applicable.
- j. Other contractual arrangements, including contracts with suppliers, partners, ancillary service providers, PBMs, or management services organizations
- Inovia Vein has existing supplier contracts with certain national vendors. Because both Inovia Vein and CVR's practice affiliates specialize in vein treatment, Inovia Vein and CVR's practice affiliates contract with certain of the same national vendors. It is anticipated that over time, Inovia Vein, as determined by Inovia Vein,

will participate in CVR's national contracts with suppliers where doing so will allow the Inovia Vein clinics to procure supplies at more favorable rates, thus reducing the costs to provide care in Oregon. Generally, the supplier and vendor assessment begins upon the closing of a transaction and takes approximately three to four months for CVR's affiliated practice (Inovia Vein in this instance) to finalize the most appropriate supplier and vendor strategy for the affiliated practice.

V. Impacts from the proposed material change transaction

14. Describe how the proposed material change transaction will impact the public and people served by the entities in Oregon.

The proposed transaction between Inovia Vein and CVR is expected to result in a net positive effect on the public and the patients served in Oregon. The proposed transaction has been carefully structured to ensure that there will be no disruption in services or Inovia Vein clinical autonomy, no reduction in access, and no adverse effects on equity or quality of care. On the contrary, it is designed to strengthen Inovia Vein's ability to sustainably deliver high-quality, affordable, and equitable outpatient vein care across the state, and facilitate administrative efficiencies including adoption and implementation of next-generation EMR and operational tools.

Equity Assurance

This proposed transaction will not negatively affect the equity domain. Inovia Vein and CVR's affiliated practices both serve a broad and diverse patient population, including individuals covered by Medicaid through the Oregon Health Plan, Medicare, commercial insurance, and those without insurance. Services will continue to be provided at all existing locations, with no anticipated closures, staffing reductions, or service limitations. There will be no disproportionate impact on historically underserved populations, including low-income individuals, racial and ethnic minorities, LGBTQ+ individuals, people with disabilities, or those with limited English proficiency. Inovia Vein will continue to offer culturally appropriate care, interpretation services, and community resource referrals. Clinical decision-making will remain with Inovia Vein providers, ensuring responsiveness to the unique needs of Oregon communities.

Quality Assurance

The proposed transaction will not negatively affect the quality of care. In fact, it is expected to enhance clinical quality, patient outcomes, and patient experience. CVR brings robust quality infrastructure, including a fully integrated electronic health record system and advanced data tracking tools that will support Inovia Vein's use of evidence-based care and performance improvement. Inovia Vein will gain access to these digital quality tracking systems, enabling more comprehensive monitoring of discrete established clinical variables such as HASTI symptoms, CEAP classification, rVCSS scores, and vascular imaging data. These enhancements will support patient continuity of care, reduce complications, and improve long-term outcomes by allowing the Inovia Vein teams to better track and respond to real time clinical outcomes data. Inovia Vein and CVR's affiliated practices have strong reputations for patient satisfaction, and those

standards will be preserved through sustained service delivery, transparent communication, and operational stability.

Access and Affordability Assurance

The proposed transaction will not reduce access to affordable care. Inovia Vein will continue to operate exclusively in office-based settings, billing at the non-facility rate. The practice does not utilize ambulatory surgery centers (ASCs), IV sedation, or hospital-based procedural settings—avoiding the higher costs often associated with those environments. As noted above, according to an analysis by the American Medical Association, outpatient office visits, office imaging studies, and procedures performed in physician clinics (known as “non-facility settings”) are consistently far less costly for patients than identical services delivered in hospital outpatient departments, with prices for some services reaching up to six times higher and a median cost difference of 40% in favor of the non-facility setting. (*A Comparison of Medicare Pay in the Office and Hospital Outpatient Settings*, American Medical Association. (2021), available: <https://www.ama-assn.org/system/files/comparison-medicare-pay-outpatient-research.pdf>.) This model ensures that patients can access high-quality vein care in a cost-effective and convenient setting. Inovia Vein will also continue to offer discounted direct-pay options for uninsured patients, further supporting equitable access.

Continuity and Community Integration

The proposed transaction will preserve Inovia Vein’s collaborative care model, which includes close partnerships with primary care providers, orthopedic surgeons, dermatologists, podiatrists, urgent care centers, wound clinics, and tertiary centers such as Oregon Health & Science University (OHSU). These relationships will remain intact and continue to support timely diagnosis, coordinated care, and appropriate referrals for complex conditions such as AVMs, muscle tumors, iliofemoral DVT, pulmonary embolism, and severe PAD. Inovia Vein will also continue to play a critical role in wound care management, particularly for patients with venous leg ulcers (VLUs), by providing timely venous interventions in coordination with hospital-based wound clinics.

- a. If there are any anticipated negative effects, describe how the entities will seek to mitigate negative impacts.

None.

15. Explain how the proposed material change transaction will:

- a. Impact health outcomes for people in Oregon. Provide applicable data, metrics, or documentation to support your statements.

The proposed transaction between Inovia Vein and CVR is expected to improve health outcomes for people in Oregon by enhancing access to timely, evidence-based care and significantly strengthening the infrastructure for clinical data tracking, analysis, and quality improvement. Inovia Vein has long been committed to using clinical data to monitor and improve patient outcomes. However, its current capacity to track and respond to clinical metrics is limited by older electronic systems that require manual data extraction and hand-counting of variables. This

process is time-consuming, resource-intensive, and costly—making it difficult to scale quality initiatives or respond rapidly to emerging trends in patient care. Through this transaction, Inovia Vein will gain access to CVR’s advanced EMR system, which includes integrated tools for capturing and analyzing key clinical variables such as HASTI symptoms, CEAP classification, rVCSS scores, and detailed vascular imaging data. CVR also maintains a full-time IT team dedicated to data management and reporting, allowing for real-time performance monitoring and streamlined quality assurance processes. These resources will support Inovia Vein in producing meaningful outcome reports, participating in national databases, and collaborating across teams to deliver high-value care that aligns with payer policies and Class IA consensus guidelines for venous disease management. By integrating these systems, the proposed transaction will enable more precise tracking of patient outcomes, reduce complications associated with chronic venous insufficiency and venous leg ulcers, and support earlier intervention for conditions such as deep venous thrombosis. It will also help reduce avoidable emergency department visits and hospitalizations by expanding access to outpatient evaluation and treatment. In summary, the proposed transaction will enhance Inovia Vein’s ability to deliver data-driven, guideline-based care—ultimately improving health outcomes for patients across Oregon while supporting the state’s broader goals of quality, equity, and cost-effective care delivery.

- b. Benefit the public good by reducing the growth in health care costs. Provide applicable data, metrics, or documentation to support your statements.

The proposed transaction between Inovia Vein and CVR is expected to benefit the public good by helping reduce the growth in healthcare costs across Oregon. This will be achieved by expanding access to timely, office-based outpatient care that prevents disease progression and avoids costly emergency department visits and hospital admissions—while preserving referral pathways to higher-acuity care when clinically necessary.

Inovia Vein’s longstanding model of care is rooted in delivering high-quality vein and lymphatic treatment in office-based settings, billed at non-facility rates. The practice does not utilize ambulatory surgery centers (ASCs), IV sedation, or hospital-based procedural environments, which often carry significantly higher costs for the same services. This approach ensures that patients receive effective, guideline-based care in a more affordable and convenient setting—reducing the financial burden on both patients and payers.

Conditions such as deep venous thrombosis (DVT), venous leg ulcers (VLUs), and cellulitis are common and potentially serious, but when identified and treated early in the outpatient setting, they can often be managed without hospitalization. Inovia Vein provides same-day access for DVT evaluation and treatment, including diagnostic ultrasound, anticoagulation initiation, and compression therapy—typically completed within an hour. Without this access, patients may be referred to emergency departments, where services typically incur more expensive hospital-based facility charges in addition to professional charges. (See above reference to analysis by the American Medical

Association, showing that non-facility settings are consistently far less costly for patients, with prices reaching up to six times higher in facility settings.) Similarly, VLU and associated infections like cellulitis can escalate to require long-term intravenous antibiotics and inpatient wound care if not addressed promptly. Inovia Vein's collaborative model with wound clinics and primary care providers helps prevent these escalations, improving outcomes while reducing cost compared to hospital care.

All procedures at Inovia Vein are performed in the outpatient office setting and billed at non-facility rates. In contrast, similar procedures performed in ambulatory surgery centers (ASCs) or hospital settings can be billed at higher rates than the cost of office-based care. This transaction will not alter the place of service; all procedures will continue to be delivered in the outpatient non-facility setting, with no migration to ASCs or hospitals. This commitment ensures that patients continue to receive high-quality, cost-effective care in a convenient and accessible environment.

In summary, the transaction will help reduce the growth in healthcare costs by:

- Expanding access to lower-cost, office-based care.
- Preventing avoidable emergency department visits and hospitalizations.
- Enhancing data infrastructure to support cost-effective care delivery in this setting.
- Preserving referral pathways to hospitals when higher-acuity care is needed.

This approach aligns with Oregon's goals of promoting affordability, sustainability, and value in healthcare delivery—while ensuring that patients continue to receive timely, appropriate, and effective care.

- c. Benefit the public good by increasing access to services for medically underserved populations. Provide applicable data, metrics, or documentation to support your statements.

The proposed transaction between Inovia Vein and CVR will benefit the public good by preserving and expanding access to outpatient vein care for medically underserved populations across Oregon. Both organizations have longstanding commitments to inclusive, patient-centered care and serve patients across a wide range of socioeconomic and demographic groups—including individuals covered by Medicaid through the Oregon Health Plan, Medicare, commercial insurance, and those without insurance.

All existing clinic locations will remain open, with no anticipated reduction in staffing or service availability. Clinical decision-making will continue to exclusively reside with local providers, ensuring responsiveness to the unique needs of the communities Inovia Vein has long served. Importantly, there will be no disproportionate reduction in services for populations experiencing health inequities, such as low-income individuals, racial and ethnic minorities, LGBTQ+ individuals, people with disabilities, or those with limited English proficiency. Culturally appropriate services—including interpretation support and community resource referrals—will be maintained and strengthened through CVR's infrastructure.

By continuing to offer care in office-based settings billed at non-facility rates, Inovia Vein ensures that patients can access high-quality treatment without the financial and logistical burdens associated with hospital-based care. This is especially critical for conditions such as deep venous thrombosis (DVT), venous leg ulcers (VLUs), and cellulitis, which disproportionately affect underserved populations and can escalate to costly emergency department visits and hospital admissions if not treated promptly. Inovia Vein's model of rapid outpatient access—including same-day appointments, diagnostic ultrasound, and immediate treatment—helps prevent these complications and supports better outcomes for vulnerable patients.

Unlike transactions that displace community-based provider governance or reduce local responsiveness, this affiliation preserves Inovia Vein's local ties and enhances its ability to serve medically underserved populations. With CVR's support, Inovia Vein will be better equipped to expand outreach, improve care coordination, and deliver equitable, high-value care across Oregon.

- d. Benefit the public good by rectifying historical and contemporary factors contributing to health inequities or access to services. Provide applicable data, metrics, or documentation to support your statements.

See response to Section 15(c).

- e. If the transaction will not benefit the public good as described in b-d, explain why this proposed material change transaction is in the best interest of the public.

Not applicable.

16. Describe any competitive effects that may result from the proposed material change transaction.

The proposed transaction between Inovia Vein and CVR is not expected to result in any anticompetitive effects or negatively affect market competition in Oregon. CVR does not currently operate in Oregon or any surrounding states; its closest locations are in Arizona.

Moreover, outpatient vein care services are widely available across the state and are delivered through a variety of clinical settings and provider types. These include independent specialty vein clinics, vascular surgery groups, and vascular interventional radiology practices. Additionally, large integrated health systems such as Oregon Health & Science University (OHSU), Legacy Health, Kaiser Permanente, and Providence offer vein care services within hospital-based environments.

There is also a mix of site-of-service models in Oregon, ranging from hospital outpatient departments and ambulatory surgery centers (ASCs) to office-based practices. Many vascular interventional radiology groups perform vein procedures in ASCs or hospital settings, while smaller independent practices—including Inovia Vein—offer these services in lower-cost, office-based environments. This diversity of care models ensures that patients have a wide range of choices when seeking vein care, based on their preferences, insurance coverage, and clinical needs.

The proposed transaction will not reduce the number of providers or limit patient choice. Inovia Vein will continue to operate in its existing locations, with no change in service availability or referral pathways. Patients will retain full autonomy in selecting their provider, physicians will maintain existing clinical autonomy, and the competitive landscape will remain robust, with multiple options available across geographic regions and care settings.

In summary, this transaction will preserve competition and consumer choice in Oregon's vein care market. It will not consolidate market power or restrict access, and it aligns with the Oregon Health Authority's goals of maintaining a diverse, accessible, and equitable healthcare system.

- a. Will the proposed material change transaction result in a decrease in competition?

See response to Section 16.

- i. If yes, describe any anticompetitive effects that will result from the proposed transaction.

See response to Section 16.

- ii. If yes, describe any plans to mitigate potential anticompetitive effects, including any divestiture plans.

See response to Section 16.

- b. Provide applicable data, metrics, or documentation to support your statements.

None.

- 17. Describe the proposed material change transaction's impact on the financial stability of any entity involved in the transaction.

The proposed transaction between Inovia Vein and CVR is expected to significantly enhance the financial stability of Inovia Vein, ensuring its continued ability to provide high-quality, accessible vein care across Oregon. Like many independent physician-led practices, Inovia Vein is experiencing increasing financial strain due to rising operational costs, declining reimbursement rates, and growing regulatory complexity. Additionally, the organization must invest in critical upgrades to its IT infrastructure—including its electronic health record and accounting systems—which require substantial expertise and financial resources to support the next phase of its operations.

These challenges have created an unsustainable environment for many outpatient clinics, often resulting in closures or consolidation into hospital systems—developments that reduce access to affordable care in affected communities.

A growing trend in Oregon and nationally has been vertical consolidation, where independent practices are acquired by hospital systems. While this may offer short-term financial relief, it frequently leads to a shift from office-based, non-facility billing

to hospital-based billing structures, which are generally more expensive for the same services. (See above reference to analysis by the American Medical Association, showing that non-facility settings are consistently far less costly for patients, with prices reaching up to six times higher in facility settings.) This shift increases costs for patients, employers, and public payers, contributing to rising insurance premiums and overall healthcare spending.

In contrast, the proposed transaction represents an affiliation with a like-minded organization that can provide operational support at a scale beyond what Inovia Vein can achieve independently. Inovia Vein will retain full clinical autonomy and continue operating in its current outpatient settings, billing at non-facility rates. This is not a hospital acquisition and does not involve transitioning to higher-cost care environments. Instead, the affiliation provides access to CVR's national infrastructure, including advanced IT systems, administrative support, and supply chain efficiencies. These resources will enable Inovia Vein to reduce overhead, improve operational efficiency, and maintain financial viability—without compromising affordability or access.

Importantly, the proposed transaction will allow Inovia Vein to preserve its current workforce without anticipated reductions in staffing. The organization remains committed to offering market-competitive wages and benefits, which is essential in an environment where inflation and rising supply costs have forced many independent clinics to downsize or close. By becoming an affiliated practice of CVR, Inovia Vein will be better positioned to support its team, retain talent, and continue delivering high-quality care.

Absent this transaction, Inovia Vein will face the same pressures that have led other independent practices to close or be absorbed into hospital systems—outcomes that would negatively affect access, affordability, and equity in Oregon's healthcare landscape. This affiliation offers a sustainable path forward, preserving independent, physician-led care while enhancing financial resilience and operational capacity.

VI. Supplemental materials

Submit the following materials, if applicable, with your submission. Apply Bates numbering to all confidential documents submitted with the Notice and include the applicable Bates number sequence on all redaction logs.

- ☒ [HCMO-1a: NPI form](#) (required for health care provider entities)
- ☒ [HCMO-1b: Business Entities form](#) (required parties with multiple business entities licensed to operate in Oregon)
- ☒ [HCMO-1c: Facilities and Locations form](#)
- ☒ Pre- and post-transaction organizational structure diagram
- ☒ Copies of all current agreements or term sheets for the proposed transaction
- ☒ Financial statements for all entities for the most recent three fiscal years

- ☒ Copies of current governance documents for all entities (for examples, bylaws, articles of incorporation, corporate charter, etc.)
- ☒ Documentation or analytic support for your responses, as applicable
- ☒ Redaction log

VII. Certification

I, the undersigned, being first duly sworn, do say:

1. I have read ORS 415.500 et seq. and OARs 409-070-0000 to 409-070-0085.
2. I have read this Notice of Material Change Transaction and the information contained therein is accurate and true.

Signed on the 27th day of August 2025.

SUBSCRIBED AND SWORN TO before me, this 27th day of August, 2025.

Notary Public in and for _____

My Commission Expires: _____

Attachment 1

Describe Party C.

- a. Describe Party C's business, including business lines or segments

Prior to closing the proposed transaction, Center for Vein Restoration (OR), LLC will have no operations. Center for Vein Restoration (OR), LLC was formed for the purposes of the proposed transaction. Post-closing the entity will operate Inovia Vein's business as it was operated prior to closing. See § 11(a) above regarding Inovia Vein's business.

- b. Describe Party C's governance and operational structure (including ownership of or by a health care entity)

Party C is wholly owned by a physician licensed to practice medicine in Oregon, and will be governed and managed by its physician owner.

- c. Provide a diagram or chart showing the organizational structural and relationships between business entities.

As noted above, all of Inovia Vein's clinical assets will be transferred to Center for Vein Restoration (OR), LLC at closing, which will replace Inovia Vein as the relevant professional entity in connection with the proposed transaction. There is no organizational chart for Center for Vein Restoration (OR), LLC because, like Inovia Vein, it will be a single professional entity.

- d. List all of Party C's business entities currently licensed to operate in Oregon using [HCMO-1b: Business Entities form](#). Provide the business name, assumed business name, business structure, date of incorporation, jurisdiction, principal place of business, and FEIN for each entity.

Center for Vein Restoration (OR), LLC is an Oregon limited liability company.

- e. Provide financial statements for the most recent three fiscal years. If Party C operates outside of Oregon, provide financial statements both for Party C nationally and for Party B's Oregon business.

Center for Vein Restoration (OR), LLC does not yet have financial statements for the reasons noted above.

- f. Describe and identify Party C's health care business. Provide responses to i-ix as applicable.

As noted above, Center for Vein Restoration (OR), LLC will assume Inovia Vein's clinical operations post-closing of the proposed transaction. See § 11(f) above regarding Inovia Vein's health care business.