

# 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](mailto: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](mailto: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](mailto: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)	Spring Care, Inc. d/b/a Spring Health
Party B:	Arlozorov9, Inc. d/b/a Alma

Click or tap here to enter text.

## 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	Spring Care, Inc.
Assumed name	Spring Health
Tax ID	81-2832914
Mailing address	60 Madison Ave, 2nd Floor, New York, NY 10010
Website	<a href="https://www.springhealth.com/">https://www.springhealth.com/</a>

Contact Name	Adam Myers
Title	VP, Corporate Development
Phone	(885) 629-0554
Cell Phone	(647) 220-5097
Email	amyers@springhealth.com

Is Party A represented by legal counsel for this transaction?

Yes

No

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

Name	Alexis Finkelberg Bortniker
Firm	Cooley LLP
Address	10265 Science Center Drive, San Diego, CA 92121
Phone	(858) 550-6050
Email Address	aborniker@cooley.com

2. Provide information for Party B.

Legal entity name	Arlozorov9, Inc.
Assumed name	Alma
Tax ID	82-3454045
Mailing address	397 Bridge Street, 7th Floor, Brooklyn, NY 11201
Website	<a href="https://www.helloalma.com/">https://www.helloalma.com/</a>
Contact Name	Christopher Davis
Title	CFO
Phone	Click or tap here to enter text.
Cell Phone	(917) 929-7661

Email	chris@helloalma.com
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Is Party B represented by legal counsel for this transaction?

Yes

No

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

Name	Aaron T. Maguregui
Firm	Foley & Lardner LLP
Address	100 N Tampa Street, Suite 2700, Tampa, FL 33602
Phone	(813) 225-4129
Email Address	amaguregui@foley.com

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

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

Name	Dolev Nissani, SVP Accounting
Address	Spring Care, Inc., 60 Madison Avenue, 2nd Floor, New York, NY 10010
Phone	(516) 421-7612
Email Address	ap@springhealth.com

### 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) \_\_\_\_\_

5. What is the anticipated effective date of the proposed material change transaction?

The parties expect to close the proposed transaction as soon as practicable following the satisfaction of all closing conditions, including the expiration or termination of any waiting period, the receipt of required approvals, exemptions, or satisfactions of governmental entities, and any third-party consents.

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

a. Goals and objectives

The parties' complementary services will allow the combined company to create a holistic and comprehensive solution that accelerates the development of cost-effective, efficient, innovative, and disruptive mental healthcare services, which will benefit patients.

The primary goal of this transaction is to improve the availability and accessibility of mental health services for users of the Spring Health platform, both in Oregon and nationally.

Spring Health's primary business is offering employer-sponsored health plans a comprehensive mental-health treatment platform for their members. Spring Health partners with more than 550 employers and its platform gives employees and their families a "front door" to various kinds of mental health treatment and supports, including care navigation and coordination, a curated list of mental health providers, appointment scheduling, and therapy and medication management. Users of the platform receive guidance to understand their mental health treatment options and access the mental health services they need. Spring Health also offers self-service tools, like exercises and mental health tips, that users can access on-demand throughout their mental health journey.

Alma provides a clinician-focused platform that supports a large network of independently practicing mental health clinicians, including tools and services that help clinicians run their practices and participate in commercial payer networks.

By integrating with Alma, Spring Health can offer its customers access to Alma's broader network of mental health providers. While the two companies serve different segments of the mental health ecosystem and will continue to operate as separate platforms following the transaction, the platforms will be integrated. Patients will be able to seamlessly transition from employer-sponsored mental healthcare to in-network care. Providers will be able to grow their practices by

participating in both networks and to continue seeing patients with whom they've built trust.

Through this transaction, Spring Health will be able to offer both commercial and employer sponsored health plans and their members an end-to-end mental health care ecosystem that integrates Spring Health's member access, care navigation, and care delivery platform with Alma's best-in-class tools for clinicians to reduce administrative burden and support practice sustainability.

The transaction is not expected to materially alter the mental health services currently available in Oregon. Each company will continue delivering its existing services through its existing infrastructure. The parties' complementary services will allow the combined company to create a holistic and comprehensive solution that accelerates the development of cost-effective, continuing, efficient, innovative, and disruptive mental healthcare services, which will benefit patients. In this context, "disruptive" refers to reducing barriers to accessing mental health care services, particularly around identifying mental health needs, selecting mental health providers, and improving continuity of care. No negative changes to provider networks, care modalities, or patient access are anticipated as a result of this transaction.

b. Summary of transaction terms

Spring Care, Inc., d/b/a Spring Health will acquire all of the outstanding capital stock and vested and unvested rights to acquire capital stock of Arlozorov9, Inc., d/b/a Alma.

c. Why the transaction is necessary or warranted

The parties' complementary services will allow the combined company to create a holistic and comprehensive solution that accelerates the development of cost-effective, efficient, innovative, and disruptive mental healthcare services, which will benefit patients.

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).

This is an all-stock transaction. As consideration, Alma's shareholders will receive an agreed upon percentage of the fully diluted outstanding equity interests in the combined company, a portion of which will be subject to forfeiture if the company does not achieve certain milestones. Please see Exhibit 6.d for additional details.

The aggregate consideration will consist of up to 19% of the fully diluted outstanding equity interests of the combined company, 14% of which will be

issued directly to Alma and 5% of which will be subject to automatic forfeiture to the extent additional earnout milestones are not actually achieved.

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

Spring Health engaged Cooley LLP to conduct legal due diligence. Further, Spring Health engaged J.P. Morgan as its financial advisor, with Connor Group for finance, tax, and accounting diligence, and AKF Partners for technical diligence.

Spring Health routinely evaluates strategic opportunities and assesses what best supports our business objectives. Similarly, Alma reviewed opportunities for both acquisition and being acquired on an ongoing basis as the business grew. In this instance, the parties did not undertake a broad search for alternative entities or partners, nor did we engage in a formal bid/auction process. The opportunity arose organically through existing relationships and strategic alignment between the parties, and the parties determined to pursue this transaction on that basis.

Spring Health first began exploratory discussions with Alma in September/October 2024. Those early conversations did not progress at the time due to other business priorities. Spring Health and Alma re-engaged in June 2025, and from that point forward the parties began formal negotiations regarding the transaction, which included industry standard due diligence.

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

Executives of both organizations had preexisting working relationships, and the concept of an acquisition arose organically through general discussions between their respective leadership teams.

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

Reports created by outside counsel, by advisors retained and/or created at the request of outside counsel that are subject to legal privilege are being withheld on the basis of attorney-client, attorney work product, and common interest/joint defense privileges.

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.

- 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.

Yes, a HSR Filing was submitted to the Federal Trade Commission and the U.S. Department of Justice on January 30, 2026. See [Exhibit G](#) for Spring Health's transaction documents responsive to its Premerger Notification and Report Form to the Federal Trade Commission and Department of Justice, Antitrust Division (each a "HSR Filing") and to this request. Alma submitted its HSR Filing, and related transaction documents that are responsive to this request, by separate submission and pursuant to similar confidentiality protections as Spring Health requested for its HSR Filing.

Aside from the Hart-Scott-Rodino filings made by the parties, the parties filed notifications regarding this transaction in New York, Massachusetts, Washington, Minnesota, and California. The parties do not expect to make any other regulatory filings associated with this transaction.

## **IV. About the entities involved in the proposed transaction**

### 10. Describe Party A.

Spring Care, Inc., d/b/a Spring Health, was founded in 2016 with the mission of eliminating barriers to mental healthcare and delivering fast, effective, and personalized mental health support at scale. Spring Health partners with employers, health plans, and other organizations to deliver comprehensive behavioral health services through a technology-enabled model that integrates care navigation, evidence-based assessments, and a network of licensed clinicians.

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

Spring Care, Inc. d/b/a Spring Health is a behavioral health company that, through its partnered professional corporations, provides outpatient mental health services through a technology-enabled care model. Services are delivered via telehealth and in-person, and primary business lines include:

- Outpatient psychotherapy and counseling
- Psychiatric evaluation and medication management

- Specialty care for higher-acuity and complex mental health needs such as trauma-related conditions, mood and anxiety disorders, and substance use disorder
  - Coaching and care navigation services
  - Crisis and critical incident response services
- b. Describe Party A's governance and operational structure (including ownership of or by a health care entity)

Spring Care, Inc. is a platform provider that provides clinical services through partner professional corporations in accordance with applicable state corporate practice of medicine laws, including SH Medical Care of Michigan, PC in Oregon. Spring Care, Inc. has four wholly owned subsidiaries, two which are outside the US and two which are within the US.

Spring Health is overseen by a Board of Directors, which provides strategic and risk oversight. Prior to closing, Spring Health's board of directors consists of 5 authorized members, elected by Spring Health's stockholders. Day-to-day operations are managed by the executive leadership team, with material decisions escalated through established approval processes. The company operates through cross-functional teams (e.g., clinical operations, product/engineering, commercial, finance, people, and legal/compliance) with defined ownership, regular operating cadences, and escalation pathways to coordinate execution and decision-making.

Clinical services are delivered through professional entities and affiliated clinical arrangements, with clinical decisions controlled by appropriately licensed clinicians. SH Medical Care of Michigan, PC, is the professional entity through which Spring Health's services are rendered in Oregon. SH Medical Care of Michigan, PC, is owned by a physician licensed in Oregon and he is the sole shareholder. Day-to-day operations are managed by the physician owner and entity officers. Spring Health maintains compliance processes to monitor regulatory developments, manage issue intake and escalations, and support implementation of required changes.

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

See SPRNG-HCMO-00000008.

- 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.

See attached as Exhibit B.

- 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.

Spring Health does not prepare state-specific financial statements and is not able to provide financial statements specifically for our business in Oregon; however, we are able to provide financial statements for our national business (note, 2025 is unaudited). See attached as [Exhibit E](#).

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

Click or tap here to enter text.

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

Outpatient behavioral health provider; not a hospital, physician group, or fully integrated delivery system.

- ii. Service lines, both overall and in Oregon

Overall and within Oregon: Outpatient psychotherapy, medication management, specialty care for higher-acuity and complex mental health needs such as trauma-related conditions, mood and anxiety disorders, and substance use disorder, coaching, care navigation, crisis and critical incident response.

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

Overall and within Oregon: Technology-enabled behavioral health platform integrating clinician-delivered care.

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

Spring Care, Inc. employees 1,419 full-time individuals, and 15 of those individuals are residents of Oregon.

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

Nationwide, including all of Oregon.

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

Spring Health does not own or operate facilities in Oregon.

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

6,402 Oregonians served in calendar year 2025.

- viii. Annual number of services provided in Oregon

In 2025, Spring Health held approximately 45,416 appointments with Oregonians.

- ix. For hospitals, number of licensed beds

N/A - Spring Health does not operate hospitals or inpatient facilities.

## 11. Describe Party B.

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

Arlozorov9, Inc., doing business as Alma, is a healthcare technology company that operates as a management services organization. Alma operates a digital health platform that enables behavioral health providers to deliver virtual services to their patients. The platform provides administrative and back-office support services to providers, including credentialing, electronic medical records services, billing, and video conferencing capabilities.

Behavioral health providers affiliate with Alma as independent contractors and operate their practices independently. Providers contract with Alma for access to its platform and services pursuant to a membership agreement in exchange for a monthly membership fee.

Alma Community Network, LLC is a New York limited liability company that functions as an independent practice association. In this capacity, Alma Community Network, LLC contracts with health insurance payors on behalf of affiliated providers for the purpose of facilitating insurance transactions and reimbursement for covered services.

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

Arlozorov9, Inc. is a Delaware corporation that operates as a management services organization under the trade name "Alma." The corporation is authorized to issue 15,000,000 shares of common stock, and its business and affairs are managed by its Board of Directors.

Alma Community Network, LLC is a New York limited liability company formed in January 2019. Arlozorov9, Inc. is the sole member of Alma Community Network, LLC, holding a 100% ownership interest. As sole member, Arlozorov9, Inc. has full and complete authority, power, and discretion to manage and control the business, affairs, and properties of Alma Community Network, LLC.

Alma Community Network, LLC functions as an independent practice association that contracts with insurance payors on behalf of affiliated healthcare providers. Arlozorov9, Inc. serves as the employing entity and handles most contracts, acting as a business associate to Alma Community Network, LLC.

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

See SPRNG-HCMO-00000009.

- 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 as Exhibit B.

- 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 attached as Exhibit E.

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

[Click or tap here to enter text.](#)

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

Arlozorov9, Inc. is a management services organization (MSO) that provides administrative and back-office support services to behavioral health providers. Alma Community Network, LLC is an independent practice association (IPA) that contracts with health insurance payors on behalf of affiliated behavioral health providers. Neither entity directly employs or provides clinical care; affiliated providers are independent contractors who operate their own behavioral health practices.

- ii. Service lines, both overall and in Oregon

Affiliated providers offer behavioral health services, including psychiatry, therapy and counseling, and medication management. Service lines are consistent across all markets, including Oregon.

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

Arlozorov9, Inc. provides platform and administrative services to affiliated behavioral health providers, including credentialing, electronic medical records (EMR) services, billing, and video conferencing capabilities. Alma Community Network, LLC contracts with health insurance payors on behalf of affiliated providers to facilitate insurance transactions and reimbursement for covered behavioral health services. Products and services are consistent across all markets, including Oregon.

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

Arlozorov9, Inc. employs 493 individuals on a full-time basis, and 11 of those individuals reside in Oregon. Alma Community Network, LLC contracts with 25,163 providers on its platform, and 179 in Oregon who are licensed to provide services in Oregon.

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

Arlozorov9, Inc. and Alma Community Network, LLC support affiliated providers operating in 48 states. In Oregon, platform providers serve patients statewide, through telehealth modalities.

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

N/A - Neither Arlozorov9, Inc. nor Alma Community Network, LLC owns or operates any physical facilities in Oregon. Affiliated providers deliver services virtually or from their own independent practice locations. The parties' principal place of business is located at 397 Bridge Street, 7th Floor, Brooklyn, NY 11201.

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

4,382 Oregonians served in 2025.

- viii. Annual number of services provided in Oregon

50,799 therapy sessions conducted by Alma platform providers in 2025.

- ix. For hospitals, number of licensed beds

N/A. Neither Arlozorov9, Inc. nor Alma Community Network, LLC is a hospital or operates any licensed hospital beds.

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

- 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:

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

N/A

- 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.

Following consummation of the transaction, Arlozorov9, Inc., d/b/a Alma, will become a wholly owned subsidiary of Spring Care, Inc., d/b/a Spring Health. Each entity will continue to operate its existing business lines, products, and services following closing. See pre-, interim-, and post-transaction organizational chart

illustrating ownership and entity relationships (SPRNG-HCMO-00000008 through SPRNG-HCMO-00000010, SPRNG-HCMO-00000010\_0001).

b. Corporate governance and management

Following closing, Spring Care, Inc.'s board of directors will continue to include its existing directors and may be expanded to include one or more directors associated with Alma, as determined by Spring Care, Inc. Spring Care, Inc.'s executive leadership team is expected to remain in place following the transaction. Alma's current Chief Executive Officer is expected to continue leading Alma post-closing and to report to Spring Care, Inc.'s Chief Executive Officer.

c. Investments or initiatives

No reductions in investment in Oregon operations or services are anticipated. The transaction is expected to support continued investment in technology infrastructure, clinical quality programs, provider enablement, patient care, and care navigation capabilities.

Spring Health has not made any specific, binding commitments regarding continued investment levels in technology infrastructure, clinical quality programs, provider enablement, patient care, or care navigation capabilities. However, there are performance targets in the purchase agreement related to utilization of the Alma network, which requires the parties to invest in the success of the transaction. Post-closing investment decisions will continue to be made through Spring Health's normal budgeting and planning processes. That said, the combined company expects to continue investing in the core capabilities that support access and quality, including technology infrastructure, clinical quality, provider enablement to reduce administrative friction, and care navigation and provider matching.

The transaction will not reduce or eliminate any behavioral health services in Oregon. Spring Health offers specialty care services through its affiliated medical practice groups; Alma does not provide direct care but instead supports a network of existing providers to help the providers with operational, administrative, and reimbursement processes and structures to better serve their existing patient populations. Accordingly, the transaction may create an opportunity to expand access to Spring Health's patient-facing services through broader payer and network access, including in Oregon, subject to payer requirements, credentialing and network participation, and operational readiness.

The points above support the Item 15.a narrative that the transaction is expected to have a neutral-to-positive impact on health outcomes in Oregon by (i) increasing availability of in-network outpatient therapy appointments, (ii) improving matching and navigation to appropriate levels of care, and (iii) supporting continuity of care without reducing existing services in Oregon.

d. Type and level of staffing

At the time of filing, no decisions have been made regarding workforce reductions, role consolidations, or staffing changes attributable to the transaction, including in Oregon. The transaction is not expected to materially alter the overall type or level of staffing supporting Oregon operations.

The due diligence materials referenced in the transaction attachments reflect national-level operational analyses conducted as part of standard pre-close planning. Those materials identify potential efficiencies and growth opportunities across the combined enterprise broadly and were not prepared with reference to any specific state.

With respect to Oregon specifically, Spring Health does not have plans to reduce Oregon-based headcount or alter the type or level of clinical staffing supporting Oregon operations.

To the extent that Spring Health evaluates administrative or operational roles post-close as part of broader integration planning, it will be focused on improving services and operational excellence. Any such changes would be implemented in a manner that preserves continuity of care for Oregon patients. To reiterate, the parties do not anticipate any reductions in Oregon-based clinical staff.

e. Type and level of services provided

The transaction is not expected to result in any changes to the types or levels of behavioral health services currently provided in Oregon. Both parties currently provide outpatient behavioral health services, including psychotherapy, psychiatric evaluation and medication management, specialty care for higher-acuity mental health needs, coaching, and care navigation services. These services will continue without interruption following closing.

The due diligence materials referenced in the submitted attachments reflect national-level strategic planning typical of a transaction of this nature. They address potential synergies and expansion opportunities across Spring Health's combined business, not Oregon-specific operational decisions. Spring Health has no plans to reduce, eliminate, or alter behavioral health services or clinical staffing in Oregon.

f. Number and type of locations

The transaction is not expected to result in the opening or closure of facilities or service locations in Oregon. Neither Spring Health nor Alma owns or operates inpatient facilities or hospitals in Oregon. Services are delivered primarily via telehealth and, where applicable, in-person services provided by contracted clinicians at locations not owned or operated by the parties.

g. Geographic areas served

No reductions in geographic coverage are anticipated. Both parties currently serve individuals statewide through a telehealth-enabled delivery model, subject to clinician licensure and availability.

- h. For providers, payer contracts and payer mix

Following closing, the combined company expects to continue contracting with employer clients, health plans, and other payers consistent with existing arrangements. The transaction is not expected to result in termination of existing payer contracts or a reduction in payer participation. Any future expansion of payer relationships would occur independently of the transaction and through ordinary course contracting activities.

- i. For insurance carriers, provider contracts and networks

N/A

- j. Other contractual arrangements, including contracts with suppliers, partners, ancillary service providers, PBMs, or management services organizations

Existing contractual arrangements with clinicians, professional corporations, technology vendors, and other service providers are expected to remain in place following closing. The transaction is not expected to materially alter contracts with suppliers, partners, ancillary service providers, pharmacy benefit managers, or management services organizations. To the extent any contracts are harmonized or integrated post-closing, such efforts would be administrative in nature and are not expected to negatively impact service delivery, access, or quality.

## **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.

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

The transaction is not expected to have negative impacts on the public or individuals served in Oregon, and services will continue without interruption. The entities will monitor integration activities to ensure continuity of care and address any unforeseen issues promptly.

The entities will continue to operate as separate platforms, with no material changes to care delivery processes or resources expected. Further, there is no anticipated reduction in the clinical staffing and therefore no anticipated continuity of care concerns associated with the closing of this transaction. As a further safeguard, Spring Health will monitor integration through a structured governance and quality assurance approach intended to maintain continuity of care and quickly identify and address unforeseen issues. This includes a designated integration team performing operational monitoring and issue tracking and implementing safeguards such as protocols for scheduling continuity, member communications and support, and rapid resolution of member complaints. There is no anticipated reduction in the clinical staffing and therefore no anticipated continuity of care issues associated with this transaction.

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 transaction is expected to have a neutral-to-positive impact on health outcomes for people in Oregon by (i) increasing the availability of in-network outpatient psychotherapy appointments, (ii) improving member-to-provider matching and navigation into appropriate levels of care, and (iii) supporting continuity and measurement-based care. The transaction will not reduce or eliminate any currently offered behavioral health services in Oregon.

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

Existing contractual arrangements with customers, clinicians and other providers will remain in place post-closing, so the parties do not anticipate that this transaction will have any immediate or direct impact on the cost of health care services for Oregonians. The closing will not affect any patient's ability to continue receiving health care services from Alma-affiliated providers, nor will it change the cost of such services. Over time, the transaction is expected to reduce the growth in health care costs for people in Oregon by increasing the availability of in-network outpatient psychotherapy appointments, thereby reducing reliance on higher-cost out-of-network providers as well as reducing utilization of higher-cost care settings, including emergency services. The integrated Spring Health platform can also improve member-to-provider matching and navigation into appropriate levels of care through a broader network of participating providers, which minimizes inefficient utilization and ensures members receive timely, cost-effective treatment. And finally, by expanding the number of providers available through the Spring Health platform, Spring Health will be able to offer to more employers a platform that controls mental health costs while improving overall outcomes as evidenced through independent studies completed by JAMA Network Open (Candon M, Stewart RE. Employer-Sponsored Digital Health Platforms for Mental Wellness—A Good Investment. JAMA Netw Open. 2025;8(2):e2457778. doi:10.1001/jamanetworkopen.2024.57778) and the Validation Institute (2025 Validation Report Review for: Spring Health Validation Achieved: Savings Valid through: May 2026, available at [https://lp.springhealth.com/hubfs/Spring\\_Health\\_Savings\\_2025\\_Final.pdf?\\_gl=1\\*\\_q u40vf\\*\\_gcl\\_au\\*MTEwMzgwMDkxMy4xNzcyNzUyMjA4](https://lp.springhealth.com/hubfs/Spring_Health_Savings_2025_Final.pdf?_gl=1*_q u40vf*_gcl_au*MTEwMzgwMDkxMy4xNzcyNzUyMjA4)). The transaction will not introduce any changes that are anticipated to increase health care costs for Oregon consumers.

- 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 transaction is expected to increase access to services for medically underserved populations in Oregon by increasing the availability of in-network outpatient psychotherapy appointments, which expands capacity to serve

individuals who may otherwise face barriers to obtaining behavioral health care and improving member-to-provider matching and navigation into appropriate levels of care, ensuring that underserved individuals are connected with providers who can meet their specific needs. The transaction is not expected to reduce or eliminate any services currently available to medically underserved populations in Oregon. Alma currently has approximately 497 providers in Oregon, with consultations typically available to book within 2–3 days, and appointments occurring 4-5 days later. Integrating the Alma network into the Spring Health platform will broaden access to mental health services and utilize the Spring Health platform’s capabilities (e.g., care navigation and coordination, a curated list of mental health providers, appointment scheduling, and therapy and medication management) to reduce wait times for Oregonians, including medically underserved populations. Spring Health’s average time from inquiry to appointment is 2 days.

- 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.

The transaction is expected to address historical and contemporary factors contributing to health inequities and access to services in Oregon by increasing the availability of in-network outpatient psychotherapy appointments, which helps close gaps in behavioral health access that disproportionately affect communities that have faced health inequities. Alma's national telebehavioral health platform expands access by removing geographic barriers that have historically limited care options for rural, low-income, and other underserved communities. Virtual care delivery allows members to connect with licensed providers without transportation, scheduling, or proximity constraints that disproportionately affect these populations. A national provider network also increases the likelihood of matching members with licensed providers who reflect their cultural background, language, or lived experience, which research consistently links to better engagement and outcomes. Combined with Spring Health's care navigation and member-provider matching capabilities, the transaction is expected to improve the quality and consistency of provider-patient pairings, reducing the trial-and-error that often leads to disengagement from care. Measurement-based care tools support consistent treatment engagement and allow providers to track outcomes across diverse populations, creating accountability for equitable results rather than equitable access alone. The transaction is not expected to exacerbate existing health inequities or create new barriers to accessing services in Oregon.

- 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.

N/A

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

The Parties' offerings are complementary and so the combination will improve on and expand the current services to Oregonians. Alma is a provider of health plan-sponsored mental health care, whereas Spring Health primarily provides employer-sponsored mental health programs. Given the complementary nature of the Parties' offerings, the combination will not reduce competition. Rather, it will address barriers to mental health care by reducing the friction in how care is delivered and supported. Further, the combined company will continue to face a variety of competitors. There are numerous employee-sponsored mental health care providers, including competitors like ComPsych, CuraLink, Headspace, Lyra Health, and Modern Health. There are also numerous providers of health plan-sponsored mental health services, including Headway, Grow Therapy, and SimplePractice. And, if looking at the transaction from a patient perspective, there is a wide variety of virtual and in-person mental health providers from which they can choose, with a variety of payment methods available depending on the patient.

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

No anticipated impact per the above.

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

N/A

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

N/A

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

N/A

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

The proposed transaction is expected to enhance the financial stability of both entities by creating a combined business. Alma will operate as a business unit of Spring Health, with Alma's investors, including Insight Partners, becoming shareholders of the combined company, creating an entity with stronger connections to employers, health insurers, and providers.

## **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) (Exhibit A)
- [HCMO-1b: Business Entities form](#) (required parties with multiple business entities licensed to operate in Oregon) (Exhibit B)
- [HCMO-1c: Facilities and Locations form](#) (N/A)
- Pre- and post-transaction organizational structure diagram (SPRNG-HCMO-00000008 through SPRNG-HCMO-00000010, SPRNG-HCMO-00000010\_0001)
- Copies of all current agreements or term sheets for the proposed transaction (Exhibit D)
- Financial statements for all entities for the most recent three fiscal years (Exhibit E)
- Copies of current governance documents for all entities (for examples, bylaws, articles of incorporation, corporate charter, etc.) (Exhibit F)
- 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 \_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
SUBSCRIBED AND SWORN TO before me, this \_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Notary Public in and for \_\_\_\_\_

My Commission Expires: \_\_\_\_\_