

Health Care Market Oversight (HCMO) Program

HCMO-1: Notice of Material Change Transaction

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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)	Chapters Health System, Inc.
Party B:	CareOregon, Inc.

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	Chapters Health System, Inc.
Assumed name	N/A
Tax ID	EIN 59-2264957
Mailing address	12470 Telecom Drive, Suite 301, Temple Terrace, Florida 33637

Website	https://www.chaptershealth.org/
Contact Name	Andrew K. Molosky
Title	President and CEO
Phone	813-871-8111
Cell Phone	Click or tap here to enter text.
Email	AMolosky@Chaptershealth.org

Is Party A represented by legal counsel for this transaction?

Yes

No

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

Name	Dale S. Webber
Firm	Buchanan Ingersoll & Rooney
Address	401 E. Jackson Street, Suite 2400, Tampa, FL 33602-5236
Phone	813-222-8187
Email Address	Dale.webber@bipc.com

2. Provide information for Party B.

Legal entity name	CareOregon, Inc.
Assumed name	Click or tap here to enter text.
Tax ID	93-0933975
Mailing address	315 SW Fifth Ave. Portland, OR 97204
Website	https://www.careoregon.org
Contact Name	Monica Martinez
Title	General Counsel, Legal & Regulatory Affairs
Phone	503-416-4934

Cell Phone	Click or tap here to enter text.
Email	martinezm@careoregon.org

Is Party B represented by legal counsel for this transaction?

Yes

No

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

Name	L. David Connell
Firm	Buchalter LLP
Address	805 SW Broadway, Suite 1500, Portland, OR 97205
Phone	503-226-8605
Email Address	dconnell@buchalter.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	Monica Martinez
Address	315 SW Fifth Ave. Portland, OR 97204
Phone	503-416-4934
Email Address	martinezm@careoregon.org

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?
April 30, 2026

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

a. Goals and objectives

Housecall Providers operates through two entities, Housecall Providers Services, LLC, an Oregon limited liability company (“Company”), and Housecall Providers, PC, an Oregon professional corporation (“Company Affiliate,” referred to together with Company as “HCP”). HCP is a home and community-based medical practice operating a large home-based primary care practice, a home hospice program and a community-based palliative care program. In November of 2025, HCP’s primary care program celebrated its 30th year serving frail, homebound Oregonians.

In 2016, HCP’s predecessor was facing permanent closure due to financial pressures so its board of directors pursued an acquisition by CareOregon to stabilize operations and continue its mission to serve the community. CareOregon formed Company and Company Affiliate to acquire the assets of HCP’s predecessor in a transaction completed in May of 2017.

Given current financial challenges, CareOregon and HCP have determined that HCP’s best opportunity to grow and maximize services to Oregonians is through affiliation with another provider entity whose primary focus is optimizing and resourcing delivery system care.

In furtherance of that objective, CareOregon and HCP have determined that an affiliation with Chapters Health System, Inc (“Chapters”) will bring increased stability and operational excellence to HCP and is in the best interests of the parties. Chapters is a leading, national nonprofit provider of chronic and advanced illness care with a portfolio of more than 30 brands offering home-based services and more, through affiliates across the country. The parties’ objectives are to maintain HCP’s full suite of home and community-based services, preserve and eventually grow its present service territories, increase efficiency, and enhance patient care using Chapters’ tools, best practices, support services, and fundraising network.

b. Summary of transaction terms

CareOregon is the sole member of Company. CareOregon owns 49% of the voting common stock and all of the non-voting preferred stock of Company Affiliate. The remaining 51% of the voting common stock of Company Affiliate is owned by the Chief Medical Officer of CareOregon. Upon closing of the transaction, CareOregon will assign its entire membership interest in Company and all of its common and preferred stock in Company Affiliate to Chapters. At closing, the Medical Director of Chapters or another Oregon licensed physician will acquire the 51% interest in the voting common stock of Company Affiliate currently held by the Chief Medical Officer of CareOregon.

As the sole member of Company, certain matters will require prior approval by Chapters, as set forth in Section 3.3 of the proposed Second Amended and Restated Operating Agreement of the Company (attached to the Affiliation Agreement as Exhibit 2.2B). Except for the matters reserved for member approval, following closing of the transaction the Company's operations and affairs will continue to be governed by the Company's Board. The initial post-closing Board of the Company will include the individuals currently serving on the Company Board who are not affiliated with CareOregon and who elect to continue serving on the Board. After the closing, the Chairperson of the Board will be an individual who served on the Company's Board immediately prior to the closing. To help facilitate the integration of the Company into the Chapters health system, the Chapters President/CEO, Chapters President-Hospice and PACE, and Chapters Chief Financial Officer will be added to the post-closing Company Board. The Company's Executive Director will be responsible for overseeing the Company's daily operations and finances, developing and growing the Company's business, strategic planning, budgeting, and overall performance.

Following closing of the transaction, the operations and affairs of Company Affiliate will continue to be governed by Company Affiliate's Board of Directors, subject to any matters requiring approval by the shareholders of Company Affiliate as set forth in Amended and Restated Articles of Incorporation or Bylaws (attached to the Affiliation Agreement as Exhibit 2.2C) or as required by applicable law. The initial post-closing Board of Directors of the Company will include the individuals currently serving on the Company Board of Directors who are not affiliated with CareOregon and who elect to continue serving on the Board of Directors. A majority of the individuals serving on the Board of Directors of Company Affiliate are currently, and will continue to be, physicians licensed in the State of Oregon. Company Affiliate is exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue and is expected to continue to be so following closing. CareOregon and Chapters are both tax-exempt public benefit nonprofit corporations and no monetary consideration will be paid by Chapters to CareOregon in exchange for CareOregon's equity interests in Company or Company Affiliate except for any reimbursements and closing balance sheet adjustments required in accordance with the Affiliation Agreement.

The Affiliation Agreement includes certain post-closing covenants of Chapters to ensure the continuation of services by HCP, including the following:

- All employees of Company and Company Affiliate in good standing as of closing will continue to be employed by Company or Company Affiliate, as applicable, for at least twelve months following closing unless an employee resigns or is terminated for poor performance, misconduct, or violation of policy.
- All assets on Company's and Company Affiliate's balance sheets as of closing will continue to be used solely for qualifying end of life, palliative care, or home-based primary care charitable purposes in service areas in the State of Oregon.
- For a period of no less than five (5) years following closing, Company and Company Affiliate will continue to provide, and Chapters will support and cause to be provided, the same or higher levels of palliative care, hospice care, primary care and other services within service areas in Oregon as provided by Company and Company Affiliate as of closing, as more specifically set forth in Section 7.5 of the Affiliation Agreement (the "Post Closing Performance Requirements").
- During the five (5) year period following the closing, Chapters will make contributions of capital to Company and Company Affiliate to the extent reasonably necessary for Company and Company Affiliate to perform and achieve the Post-Closing Performance Requirements.

c. Why the transaction is necessary or warranted

HCP has been operating at a financial loss for several years. Although progress has been made, and the practice has grown over the past three years, labor and infrastructure cost increases, as well as recruiting challenges leave HCP with unsustainable near-term operating loss projections. Support of HCP through CareOregon's investment assets have counter-balanced the historical financial losses, but CareOregon can no longer provide the financial support required of HCP and cannot offer meaningful economies of scale because it is not a health care delivery organization. HCP does not have the financial means nor the infrastructure to support its operations independently. This transaction is necessary to prevent a significant reduction in services, a concomitant reduction in force, and possible closure of valued medical services.

At the same time, the parties anticipate that HCP will benefit significantly from the specialized support services that will be made available to HCP by Chapters after the closing. These services include financial and accounting; information and telecommunications; regulatory and corporate compliance; human resources; marketing, communications and public affairs; legal; facilities management;

development and fundraising; and executive management and consulting. As the post-closing integration process moves forward, Chapters will include HCP in corporate level shared service contracts. Chapters' expects to provide these services at a lower cost than typically available on the market. These efficiencies are expected to result in lower post-closing operational costs for HCP that are also a better fit for its business and culture. This will allow HCP to maintain and eventually increase access to its unique home-based health care services, and to uphold its commitment to homebound and seriously ill Oregonians.

- 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).

Post-closing, Chapters will contract with and provide HCP with certain administrative services. The intention is that Chapters will be able to provide such services to HCP at a lower price than what HCP is currently able to obtain the same services. For calendar year 2026, CareOregon plans to provide interim HR and IS services to HCP for workforce retention and continuity. HR services are expected to sunset on 12/31/2026 and IS services are expected to sunset 90 days after closing.

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

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

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

In early 2023, HCP's CEO was invited to join a series of meetings of 19 regional non-profit hospices convened by the CEO of Nathan Adelson Hospice to discuss creating a standard affiliation structure based on their values as non-profit hospices to reduce operational expenses. This group engaged Healthsperian LLC, a healthcare strategic planning consultancy based in Washington, D.C., to evaluate partnership structures and assess options for long term hospice viability. HCP participated in two coalition meetings in 2023 that were facilitated to gather input from the participating hospices regarding their affiliation needs and desires, and to analyze various non-profit hospice partnership models across the United States. In the fall of 2023, HCP's CEO paused participation in the coalition to focus on internal planning and coordination with CareOregon and the Boards of Company and Company Affiliate (together, the "HCP Board") to determine next steps. Over the course of the next 6 months, the coalition became smaller. By early spring 2024, based on extensive analyses and under advisement by Healthsperian, this smaller group of hospices determined that sole

member affiliation with a larger non-profit hospice organization was the most viable option to pursue as individual participants.

On March 22, 2024, the HCP Board formally discussed the future viability of HCP. The HCP Board discussed four strategic options ranging from maintaining the current state, which would require ongoing investment by CareOregon, to full acquisition by another company. Throughout 2024 CareOregon and the HCP Board closely monitored the financial performance of HCP, and by late 2024, it became clear that a new partnership model was in the best interest of HCP. As HCP was undertaking its discussion and analysis, four of the west coast based coalition participants chose to affiliate with Chapters.

In early 2025, CareOregon management and the HCP Board authorized HCP's CEO to begin discussions with the western hospice organizations who were in the process of affiliating with Chapters to learn about their experiences. On March 13, 2025, HCP's CEO organized a meeting with the President and CEO of Chapters to discuss their interest in an affiliation with HCP. The two continued their discussions over several months and concluded with the two parties entering into a mutually exclusive agreement to explore an affiliation.

Beginning in April 2025, CareOregon's full Board, the Strategic Opportunities Committee of the CareOregon Board, and subsequently, a dedicated Transaction Committee of the CareOregon Board (established in September 2025), undertook a structured review of strategic options for HCP in response to increased market competition, capital requirements, and CareOregon's constrained financial environment.

The Strategic Opportunities Committee first evaluated HCP's sustainability trajectory and supported exploration of potential external partnerships, guided by defined criteria: alignment of mission, continuity of services to patients and community stakeholders, preservation of equity in care delivery, scalability, financial solvency, and capitalization capacity.

At the CareOregon Board annual retreat in May 2025, the Board received HCP's leadership's assessment of competitive pressures and operational needs and were introduced to multiple potential partnership options. Benefits of seeking partnership included consideration of centralized revenue cycle, billing functions, and call center support, IS healthcare delivery system alignment, enhanced payer negotiation leverage, and central purchasing and other economies of scale. The CareOregon Board authorized development of a Letter of Intent ("LOI") with Chapters, with oversight by committee along with internal and external counsel.

The LOI was executed in July of 2025, and then more formal due diligence commenced. The Strategic Opportunities and Transaction Committees reviewed financial, legal, governance, and regulatory considerations, potential liabilities, communications planning, and factors to ensure preservation of CareOregon's historical commitments to HCP and its ability to serve the community. Following execution of the LOI, the parties

began negotiation of an Affiliation Agreement, providing for the transfer of CareOregon's equity interests in Company and Company Affiliate to Chapters.

From October 2025 through January 2026, the Transaction Committee met regularly to provide oversight and review of comprehensive due diligence materials and negotiation of agreement terms..

On October 10, 2025, the HCP Board met virtually with the President and CEO of Chapters to further their understanding of the organization, and to confirm its mission, culture, structure and strategic goals were in alignment with those of HCP and CareOregon. The affiliation was further reviewed and unanimously approved by the Boards of Company and Company Affiliate on January 9, 2026.

On January 16, 2026, following recommendation from the Transaction Committee and deliberation by the Board, the CareOregon Board approved the proposed transaction and entering into the Affiliation Agreement.

The Executive Committee of the Chapters Board of Directors unanimously approved the affiliation transaction and entering into the Affiliation Agreement on December 17, 2025.

The Affiliation Agreement was executed by the parties on February 16, 2026.

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

Each of the parties performed customary due diligence, which included a review of financial records, material contracts, legal and compliance history, obligations, licensing, and history of operations.

Chapters' due diligence included engaging Buchanan Ingersoll & Rooney to perform legal due diligence on HCP, its hospice and physician group service lines, and the HCP entities' relationships with CareOregon. All diligence reports and work product produced by Buchanan Ingersoll & Rooney are attorney work product and subject to attorney-client privilege.

CareOregon's and HCP's due diligence included engaging Buchalter LLP to perform certain due diligence on Chapters and a summary of the proposed Affiliation Agreement. All reports and work product produced by Buchalter LLP are attorney work product and 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.

N/A

- 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.

N/A

IV. About the entities involved in the proposed transaction

10. Describe Party A.

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

Chapters is the largest not for profit chronic illness management and hospice organization in the country. Chapters currently provides hospice and palliative care through its affiliated hospice organizations operating throughout Florida, as well as in Oregon, Georgia, Virginia, Maryland, Washington D.C., Nevada, and California.

Chapters is a premier health system solution and partner for addressing today's personal, social and financial healthcare issues. The organization is on a quest to redefine care for those with demanding health conditions and help families enjoy a better quality of life long before the end. Through the combination of a business model across the continuum of care, operational enhancements that leapfrog competitors and a brand position that redefines thought about healthcare needs, Chapters seeks to become the provider of choice in every region it serves.

Chapters is dedicated to delivering innovative care throughout chronic illness progression and beyond. The organization offers choices in palliative medicine, hospice care, grief services and a medical staffing company and pharmacy via affiliate companies.

Grief services provide support to family members and friends navigating the loss of a loved one, while Chapters' Centers for Wellbeing offer behavioral health counseling to individuals facing various life challenges. Additionally, PACE Centers provide older clients with a comprehensive, conveniently located healthcare solution. Chapters' Center

for Health Equity is dedicated to ensuring equitable advanced illness care for all regardless of race, ethnicity or sexual orientation. A medical staffing company and pharmacy help increase efficiencies across Chapters' footprint of affiliated healthcare organizations.

Chapters also offers unique services to patients and their families such as children's bereavement camps, the Valor Program honoring Veterans and First Responders, and robotic pet therapy. Through a variety of unique resources, culture shifts, technology and a strong team that believes in the power of change, Chapters is transforming care in the communities served.

Open communication for the more than approximately 4,100 Chapters team members is evidenced by the successful participation in the Great Place to Work Survey. In 2024, the survey yielded resounding results for employee trust and satisfaction, securing the Great Place to Work accolade for the seventh consecutive year. In addition, Chapters was honored with the 2023 Top Workplace USA award by Energage, validated by 15 culture drivers crucial for organizational success. Additionally, Chapters has earned recognition for work-life flexibility for two consecutive years.

Chapters is a charitable organization exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code.

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

Chapters is a Florida not for profit corporation without Members that is governed by a self-perpetuating Board of Directors.

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

Willamette Valley Hospice, Inc., d/b/a Willamette Vital Health, is an Oregon nonprofit corporation that was incorporated on August 10, 1978, as Mid-Willamette Valley Hospice. Its principal place of business is located at 1015 3rd St. NW, Salem, Oregon 97304, and its FEIN is 93-0738493.

- 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 attached Chapters financial statements

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

Chapters does not provide health services but rather serves as the parent company to a number of nonprofit hospices and related healthcare providers.

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

None, but a number of Chapters' affiliates are hospices.

- ii. Service lines, both overall and in Oregon

Overall, Chapters' affiliates are involved in the following service lines: Hospice, pharmacy, staffing services, palliative care services, behavioral health services, PACE, and primary care services. Chapters' affiliate Willamette Valley Hospice, Inc. is a licensed hospice provider in the State of Oregon.

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

Overall, Chapters' affiliates provide the following products and services: hospice care, pharmacy, staffing services, palliative care services, behavioral health services, PACE, and primary care services. In Oregon, Chapters' affiliate Willamette Valley Hospice, Inc. provides hospice care, grief support, music therapy, spiritual therapy art therapy, animal therapy, respite services provided by volunteers, massage therapy, and pet placement services.

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

Overall: 4,108 overall staff and 3,415.59 FTEs

Oregon Affiliate: 112 overall staff and 103.08 FTEs

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

Chapters' affiliates provide services in serve Florida, Oregon, Georgia, Virginia, Maryland, Washington, D.C., Nevada, and California.

Chapters' affiliate in Oregon provides services in the Oregon Counties of Marion, Polk, and parts of Yamhill, Clackamas, Linn and Benton.

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

None

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

Chapters' affiliate in Oregon for the year 2025: 990

- viii. Annual number of services provided in Oregon

Chapters' affiliate in Oregon for the year 2025:

Routine Home Care	55,490 (visits)
Inpatient Respite	22 (days)
General Inpatient	11 (days)
Continuous Home care	4 (days)
<u>Total</u>	<u>55,527</u>

- ix. For hospitals, number of licensed beds

N/A

11. Describe Party B.

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

CareOregon is a mission-driven, community based nonprofit organization. For 30 years, CareOregon has offered health services and community benefit programs to Oregon Health Plan members.

Today, CareOregon supports the needs of approximately 500,000 Oregonians through three coordinated care organizations, a Medicare Advantage plan, a Tribal Care Coordination program, a dental care organization, and in-home medical care, palliative care and hospice with Housecall Providers.

CareOregon members have access to integrated medical, dental and mental health care and substance use treatment. CareOregon also connects members to housing, fresh food, education and transportation services.

CareOregon is a charitable organization exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code.

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

CareOregon is an Oregon nonprofit public benefit corporation governed by a board of directors, currently consisting of 15 directors.. The CareOregon Board has several committees including an executive committee, finance committee, governance

committee, quality and health outcomes committee and strategic opportunities committee. The Board also stood up a specific committee related to this transaction. CareOregon's affairs are managed by the Chief Executive Officer, Chief Medical Officer, Chief Finance and Strategy Officer, Chief Operations Officer, Chief Legal and Public Affairs Officer, and Chief Medicaid Programs Officer.

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

See attached CareOregon organizational structure diagram

- 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

- 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 CareOregon financial statements

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

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

Health plan

- ii. Service lines, both overall and in Oregon

CareOregon supports the needs of over 500,000 Oregonians through CareOregon Metro, Columbia Pacific CCO and Jackson Care Connect, providing Medicaid insurance benefits as a trusted partner in the Oregon Health Plan. Additionally, CareOregon provides Tribal Care Coordination (services specifically for American Indians and Alaska Natives with OHP) and operates CareOregon Advantage (a Medicare Advantage plan), CareOregon Dental (a dental care organization) and Housecall Providers (a home-centered medical care organization).

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

CareOregon members have access to integrated medical, dental and behavioral health benefits and much more through its family of organizations. CareOregon connects its members with housing, fresh food, education and transportation services.

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

1,628 positions (1,432 filled and 196 open)

- v. Geographic areas served, both overall and in Oregon
Multnomah, Clackamas, Washington, Clatsop, Columbia, Tillamook, and Jackson Counties.
- vi. Addresses of all facilities owned or operated using HCMO-1c: Facilities and Locations form
- vii. Annual number people served in Oregon, for all business, not just business related to transaction
As of 3/11/2026: all members 596,574 (Medicaid 568,435, Medicare 13,651)
- viii. Annual number of services provided in Oregon
CareOregon does not track number of services provided as a health plan
- ix. For hospitals, number of licensed beds
Not applicable

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

Chapters has been involved in the following transactions which closed in the ten (10) years prior to filing this notice:

- 1. Joint venture transaction involving Chapters Health Hospice
 - a. Good Shepherd Hospice, Inc. (subsidiary of Chapters Health System, Inc.) and Medicare Hospice Services, LLC
 - b. Sale of assets and joint venture of hospice
 - c. Good Shepherd Hospice, Inc. sold the assets used in the operation of its South Florida hospice known as Chapters Health Hospice to Medicare Hospice Services, LLC, and Good Shepherd Hospice, Inc. acquired a 20% membership interest in Medicare Hospice Services, LLC
 - d. Transaction was completed effective September 9, 2024

2. Affiliation with Capital Caring Health and its subsidiaries
 - a. Chapters Health System, Inc. and Capital Caring Health
 - b. Affiliation via membership substitution
 - c. Chapters Health System, Inc. became the sole corporate member of Capital Caring Health which through its subsidiaries, Capital Hospice, Capital Palliative Care Consultants, LLC, and Capital Caring Advanced Illness Services, Inc., provides hospice and other health care services in parts of Virginia, Maryland and Washington, D.C.
 - d. Transaction was completed effective May 1, 2023
3. Affiliation with Hope Hospice and Community Services, Inc.
 - a. Chapters Health System, Inc. and Hope Hospice and Community Services, Inc.
 - b. Affiliation via membership substitution
 - c. Chapters Health System, Inc. became the sole corporate member of Hope Hospice and Community Services, Inc. which provides hospice and other health care services in parts of Southwest Florida
 - d. Transaction was completed effective March 1, 2023
4. Affiliation with Cornerstone Hospice & Palliative Care, Inc., Cornerstone Health Services, Inc., and their subsidiaries
 - a. Chapters Health System, Inc., Cornerstone Hospice & Palliative Care, Inc., and Cornerstone Health Services, Inc.
 - b. Affiliation via membership substitution
 - c. Chapters Health System, Inc. became the sole corporate member of both Cornerstone Hospice & Palliative Care, Inc. and Cornerstone Health Services, Inc. which, together with subsidiaries Cornerstone Hospice & Palliative Care of Georgia, LLC, Cornerstone Health Services, LLC, and Cornerstone Centers for Wellbeing, LLC, provide hospice and other health care services in parts of Central Florida and Georgia
 - d. Transaction was completed effective March 31, 2022
5. Acquisition of Hospice of the Florida Keys
 - a. Chapters Health System, Inc. and Hospice of the Florida Keys, Inc.
 - b. Purchase of assets

- c. Chapters Health System, Inc. acquired certain assets used in the operation of Hospice of the Florida Keys including its inactive license to operate a hospice in South Florida
 - d. Transaction was completed effective February 14, 2020
- 6. Affiliation with Hospice of Okeechobee, Incorporated.
 - a. Chapters Health System, Inc. and Hospice of Okeechobee, Incorporated
 - b. Affiliation via membership substitution
 - c. Chapters Health System, Inc. became the sole corporate member of Hospice of Okeechobee, Incorporated, which provides hospice services in parts of South Florida
 - d. Transaction was completed August 1, 2019
- 7. Affiliation with Hernando-Pasco Hospice, Inc. d/b/a HPH Hospice
 - a. Chapters Health System, Inc. and Hernando-Pasco Hospice, Inc.
 - b. Affiliation via membership substitution
 - c. Chapters Health System, Inc. became the sole corporate member of Hernando-Pasco Hospice, Inc. which provides hospice services in parts of Central Florida
 - d. Transaction was completed on February 1, 2015
- 8. Affiliation with Nathan Adelson Hospice
 - a. Chapters Health System, Inc. and Nathan Adelson Hospice
 - b. Affiliation via membership substitution
 - c. Chapters Health System, Inc. became the sole corporate member of Nathan Adelson Hospice which provides hospice services in parts of Nevada
 - d. Transaction was completed on April 1, 2025
- 9. Affiliation with Hospice Santa Cruz County
 - a. Chapters Health System, Inc. and Hospice Santa Cruz County
 - b. Affiliation via membership substitution
 - c. Chapters Health System, Inc. became the sole corporate member of Hospice Santa Cruz County which provides hospice services in parts of California
 - d. Transaction was completed on October 1, 2025

10. Affiliation with Hospice East Bay

- a. Chapters Health System, Inc. and East Bay Integrated Care, Inc. d/b/a Hospice East Bay
- b. Affiliation via membership substitution
- c. Chapters Health System, Inc. became the sole corporate member of Hospice East Bay which provides hospice services in parts of California
- d. Transaction was completed on October 1, 2025

11. Affiliation with Willamette Valley Hospice, Inc.

- a. Chapters Health System, Inc. and Willamette Valley Hospice, Inc.
- b. Affiliation via membership substitution
- c. Chapters Health System, Inc. became the sole corporate member of Willamette Valley Hospice, Inc. which provides hospice services in parts of Oregon
- d. Transaction was completed on June 2, 2025

CareOregon has been involved in the following transaction which closed in the ten (10) years prior to filing this notice:

- 1. Asset Acquisition of House Call Providers, Inc. (“HCPI, Inc.”)
 - a. CareOregon, Inc., Housecall Providers Services, LLC (fka HCP Services, LLC), Housecall Providers, PC (fka HC Providers, PC), and HCPI, Inc. an Oregon nonprofit corporation.
 - b. Asset transfer
 - c. HCPI, Inc., an Oregon nonprofit corporation, transferred substantially all of its assets and liabilities to Housecall Providers Services, LLC and Housecall Providers, PC, each of which was organized by CareOregon, Inc. for purposes of the transaction.
 - d. Transaction was completed on May 30, 2017

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.

See attached pre-transaction organizational structure diagrams for Chapters and CareOregon/Company/Company Affiliate and the post-transaction organizational diagrams for Chapters/Company/Company Affiliate and CareOregon

b. Corporate governance and management

Company Board of Directors: The initial post-closing Board of the Company will include the individuals currently serving on the Company Board who are not affiliated with CareOregon and who elect to continue serving on the Board, as well as certain officers of Chapters including its President/Chief Executive Officer, President – Hospice and PACE, and Chief Financial Officer. Other individuals will serve on the Company Board in a non-voting capacity. The officers of Chapters will be the officers of the Company after the closing, except for the Executive Director of the Company who will be responsible for overseeing daily operations and finances, development and growth of business, strategic planning, budgeting and overall performance outcomes.

Company Affiliate Board of Directors: The initial post-closing Board of Directors of the Company Affiliate will include the individuals currently serving on the Company Affiliate Board who are not affiliated with CareOregon and who elect to continue serving on the Board, as well as certain officers of Chapters, provided that the composition of the Company Affiliate Board will at all times comply with Oregon statutes requiring that a majority of the Board consist of physicians licensed to practice medicine in Oregon. Other individuals will serve on the Company Board in a non-voting capacity. All officers of the Company Affiliate will be appointed by the Board and be comprised of physicians licensed to practice medicine in Oregon (except for the Secretary and Treasurer who need not be physicians).

c. Investments or initiatives

As has been the case with other Chapters' affiliations, Chapters, Company and Company Affiliate will develop an integration plan that will include a series of target dates that will guide the parties in their integration planning and implementation.

Chapters recognizes the significant contributions that Company and Company Affiliate have made to their local community and will work together with Company and Company Affiliate following the closing to ensure that their legacy within the local community is preserved, including by, without limitation, (a) continuing to use the "Housecall Providers" name for the conduct of the business currently provided for at least five (5) years following closing, and (b) consistent with past practice, continuing to recognize Benneth Husted as the founder of the Company for at least five (5) years following the closing.

As discussed in the response to Part III, 6.b., under the Affiliation Agreement Chapters has certain obligations related to post-closing operations of Company and Company Affiliate, including the following:

- For a period of no less than five (5) years following closing, Company and Company Affiliate will continue to provide, and Chapters will support and cause to be provided, the same or higher levels of palliative care, hospice care, primary care and other services within service areas in Oregon as provided by Company and Company Affiliate as of closing, as more specifically set forth in Section 7.5 of the Affiliation Agreement (the “Post Closing Performance Requirements”).
- During the five (5) year period following the closing, Chapters will make contributions of capital to Company and Company Affiliate to the extent reasonably necessary for Company and Company Affiliate to perform and achieve the Post-Closing Performance Requirements.

d. Type and level of staffing

Staffing levels currently in place at the Company and Company Affiliate will not change as a direct result of the transaction. Under the Affiliation Agreement, all the employees of Company and Company Affiliate who are employed and in good standing as of the closing will continue to be employed for at least 12 months after the closing, except for employees who voluntarily resign or are terminated for poor performance, misconduct or violation of policy.

e. Type and level of services provided

Services of Company and Company Affiliate will initially remain the same. Chapters will work with the Company and Company Affiliate after the closing to evaluate opportunities to add additional hospice-adjacent services after evaluating the service area to determine the additional services that are most needed.

f. Number and type of locations

No immediate changes are anticipated.

g. Geographic areas served

No immediate changes are anticipated.

h. For providers, payer contracts and payer mix

No immediate changes are anticipated though Chapters expects to work with the Company and Company Affiliate to develop a strategy to increase the number of payer contracts and payer mix to expand the ability to serve patients.

i. For insurance carriers, provider contracts and networks

None

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

Chapters anticipates that a number of the contractual arrangements in which the Company and Company Affiliate participate will be transitioned over time to be Chapters health system-level contracts in an effort to achieve greater economies of scale and lower costs of care. These opportunities will be further evaluated after the closing, particularly as the contracts in which the Company and Company Affiliate participate by virtue of their relationship with CareOregon are unwound.

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 affiliation transaction is not expected to have any immediate impact on the public or people serviced by the Company and Company Affiliate. Over the next few years, Chapters anticipates that the Company and Company Affiliate will continue to provide the services currently provided and opportunities to expand the scope of such services and the volume of patients served will be thoroughly evaluated.

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

No negative impacts are anticipated.

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.

Upon the closing of the transaction the main priority of Chapters, the Company and Company Affiliate will be to improve critical access to in-home primary care, hospice and palliative medicine to residents in all service areas served and create opportunity to expand these services to other areas in need, potentially outside the metro area. The affiliation will increase access to home-based care which results in improved health outcomes and quality across all three services meaning lower overall system expenditures, holistic medical and social health management. Additionally, we anticipate being able to expand access to hospice and palliative medicine to residents in all service areas served. The affiliation will increase community educational opportunities about end-of-life care assuring that all those entitled to access hospice care have the opportunity to benefit from the exceptional programs and services of the Company and Company Affiliate. The affiliation will also have the effect of expanding the size of the fundraising and business development team servicing the Company and Company Affiliate which will assist in the ability to provide uncompensated and undercompensated care.

In addition to the benefits required by the Medicare Conditions of Participation, the parties to the transaction will work together to help ensure uncompensated and specialized services for its patients, their loved ones, and the community are made available through programs to support the special needs including those that benefit veterans, community/children bereavement, culturally specific communities, and the LGBTQ+ community.

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

A critically important aspect of hospice affiliations that often goes unnoticed is the ability to significantly reduce overall healthcare costs. By focusing on palliative care and providing support to patients and their families, hospice care not only improves the quality of life for those facing serious illness but also helps to minimize the costs to Medicare of unnecessary hospitalizations and medical interventions. Each of Chapters' affiliations has resulted in affiliation partner program benefits such as back-office efficiencies, improvements in contract pricing, and the ability to recruit and retain specialized professionals to support unique business needs. As a basis for comparison, below is an example of the financial improvements that inured to the benefit of Hope Hospice as a result of its affiliation with Chapters in 2023 including on a per patient/per day (PPD) expense basis:

Hope		12 Months	12 Months	9 Months	Hope Reduction
		2022	2023	2024	
Medical Supplies	Dollars	\$ 1,704,323.11	\$ 1,525,984.96	\$ 848,042.36	17.0%
	PPD	\$ 4.94	\$ 4.82	\$ 4.10	
DME	Dollars	\$ 2,486,155.10	\$ 2,315,256.03	\$ 947,182.11	36.5%
	PPD	\$ 7.21	\$ 7.31	\$ 4.58	
Pharmacy	Dollars	\$ 4,002,943.62	\$ 3,594,245.64	\$ 1,759,769.83	27%
	PPD	\$ 11.60	\$ 11.34	\$ 8.50	

These cost savings have placed Hope Hospice on a much stronger financial footing and also enabled Hope Hospice to continue responsibly providing hospice care to residents in its community.

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

Upon the closing of the transaction Chapters will complete a community assessment and put plans in place to ensure that end-of-life care is focused on in all underserved populations and is a significant part of the local business development plan and community education plan. Providing access to all those in need is central to Chapters' mission and operations as evidenced by its Center for Health Equity that is dedicated to

ensuring equitable access to advanced illness care for all regardless of race, ethnicity or sexual orientation.

- 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.

In addition to ensuring the availability of expanded hospice care to minority populations, care and support for the LGBTQ+ community is another example of substantial need. Chapters is committed to service diverse and underserved communities, such as the LGBTQ+ community. Chapters maintains a SAGECare certification, which is a cultural competency training program for:

- Skilled nursing facilities
- Health care organizations
- Assisted living communities
- Hospice and palliative care
- Long-term care communities
- Home health providers
- Anyone providing services to older adults

Chapters strives to provide an inclusive environment for the LGBTQ+ communities. SAGECare training helps our staff create a more LGBTQ+ welcoming organizations and SAGECare credentials help LGBTQ+ people find those certified organizations.

- 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 as Chapters strongly believes that the transaction will benefit the public good.

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

No anti-competitive effects are anticipated as Chapters only other affiliate in the State of Oregon is Willamette Valley Hospice, Inc. located in Salem, Oregon.

It is also important to recognize that billing rates for a significant majority of the services provided by the Company and Company Affiliate are reimbursed by Medicare which sets the reimbursement rates paid for hospice services. While the Company and

Company Affiliate seek to attract a greater volume of patients, they operate without a private profit motive unlike many other hospices that are profit- driven and financially motivated to provide the minimum required hospice services to satisfy Medicare billing requirements. The Company and Company Affiliate are focused on providing holistic care that treats every part of life as valuable. By way of example, art therapy, music therapy, pet therapy, and many other complementary services provided by the Company and Company Affiliate are not required by CMS, yet they are provided to patients out of the respect shown to patients experiencing what is likely an end-of-life journey. The proposed transaction offers the opportunity for the Company and Company Affiliate to maintain existing levels of service to patients in their service area.

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

No

- 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.

The proposed material change transaction will not result in a decrease in competition as it will not result in a reduction in the number of providers or health care services available to the public and its purpose is not to prevent a reduction in such services or number of such providers.

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

Chapters believes that over time the affiliation transaction will significantly enhance the financial stability of Company and Company Affiliate which are currently not financially self-sustaining but rather rely on significant financial support from CareOregon. Upon and after the closing, Chapters' support center services and shared services will be made available to benefit of Company and Company Affiliate. Chapters will provide the services available through the Chapters' support center office, both as currently offered and as may be offered in the future. The functions and/or departmental services provided through the Chapters support center office at the time of closing will primarily consist of the following: financial and accounting; information and telecommunications; regulatory and corporate compliance; human resources; marketing, communications and public affairs; legal; facilities management; development and fundraising; chief medical officer support; and executive management and consulting. Company and

Company Affiliate will participate in Chapters' shared services programs consistent with the manner and terms upon which other Chapters' Affiliates participate in such programs.

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

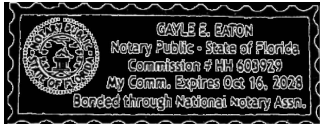
VII. Certification

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 24th day of April, 2026.

SUBSCRIBED AND SWORN TO before me, this 24th day of April, 2026.



Notary Public in and for Hillsborough County, Florida

My Commission Expires: October 16, 2028

Supplemental Materials
Additional Parties and Supplemental Responses

(See attached)

II. Contact information for the parties

2A Provide information for Party C

Legal entity name	Housecall Providers Services, LLC
Tax ID	82-1474020
Mailing address	5100 SW Macadam Avenue, Suite 200, Portland, OR 97239
Website	housecallproviders.org/hospice
Contact Name	Monica Martinez
Title	General Counsel, Legal & Regulatory Affairs
Phone	503-416-4934
Email	martinezm@careoregon.org

Is Party C represented by legal counsel for this transaction?

Yes

No

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

Name	L. David Connell
Firm	Buchalter LLP
Address	805 SW Broadway, Suite 1500, Portland, OR 97205
Phone	503-226-8605
Email Address	dconnell@buchalter.com

2B Provide information for Party D

Legal entity name	Housecall Providers, PC
Tax ID	82-1663503

Mailing address	5100 SW Macadam Avenue, Suite 200, Portland, OR 97239
Website	housecallproviders.org/primary-care
Contact Name	Monica Martinez
Title	General Counsel, Legal & Regulatory Affairs
Phone	503-416-4934
Email	martinezm@careoregon.org

Is Party D represented by legal counsel for this transaction?

Yes

No

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

Name	L. David Connell
Firm	Buchalter LLP
Address	805 SW Broadway, Suite 1500, Portland, OR 97205
Phone	503-226-8605
Email Address	dconnell@buchalter.com

11. Describe Party C (Company) and D (Company Affiliate)

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

HCP's mission is improving lives by bringing health care home. Across its three clinical programs, HCP serves approximately 3500 Oregonians a year in 9 counties, regardless of their ability to pay. HCP is committed to providing equitable, culturally agile care to all who need it, and the organization utilizes volunteers and a diverse, interdisciplinary workforce to ensure patients receive exceptional, holistic care.

HCP is comprised of two legal entities, Company (Party C) and Company Affiliate (Party D), as described in the response to Part III, 6.a. HCP operates three clinical service lines: home-based primary care, community-based palliative care,

and home hospice. As a home-based medical practice, patients are cared for in their place of residence and not in a clinic setting. Providers and care teams drive to care for HCP patients in private homes, adult care homes, senior living communities, memory care facilities, and nursing homes. HCP also has a small philanthropy program.

Company operates the hospice line of business. Company Affiliate operates HCP's primary care and palliative care lines of business.

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

Company is organized as a single member LLC of which CareOregon, Inc. is the sole member. Company is governed by a board of managers appointed by CareOregon, currently consisting of 9 managers.

Company Affiliate is a professional corporation, of which CareOregon, Inc. holds 49% of the voting common stock and all of the outstanding shares of non-voting preferred stock. The remaining 51% of the voting common stock of Company Affiliate is currently owned by the Chief Medical Officer of CareOregon. Company Affiliate is governed by a board of directors elected by the holders of voting common stock, currently consisting of 9 directors. A majority of the directors of Company Affiliate are required to be and currently consist of physicians licensed to practice medicine in the State of Oregon.

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

See attached organizational structure diagram for
CareOregon/Company/Company Affiliate

d. List all of Party C's and Party D'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

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

See attached financial statements for Company and Company Affiliate

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

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

Company is a community-based hospice provider.

Company Affiliate is a multi-specialty physician group.

ii. Service lines, both overall and in Oregon

Company Affiliate provides Primary care and advanced illness care (palliative care), and Company provides hospice services.

iii. Products and services, both overall and in Oregon

Company Affiliate provides comprehensive primary care services delivered in the home setting including, but not limited to:

- a. Primary preventive care and chronic disease management services to include diagnosis, treatment, education, monitoring, symptom management, and advanced care planning
- b. Initial cognitive assessment and ongoing reassessment as needed
- c. Ongoing functional health assessment to include activities of daily living, mobility, and fall risk assessment
- d. Annual wellness visits
- e. Development of an individualized plan of care aligned with the patient's goals
- f. Psychosocial support for mental, emotional, social and spiritual well-being
- g. Ongoing assessment of social determinants of health risks and connection to community-based resources to mitigate these risks. Home based primary care staff will coordinate with health plan case managers to support appropriate referral to these services.
- h. Caregiver education and support
- i. Medication reconciliation and educational support
- j. Transitions in care support across all care settings

Company Affiliate also provides comprehensive outpatient palliative care services in patients' homes, wherever they may reside. This includes private homes, SROs, adult care homes, and other congregate settings such as assisted

living facilities. It serves patients across eight (8) counties in Oregon: Multnomah, Clackamas, Washington, Columbia, Clatsop, Tillamook, Douglas and Jackson counties, including but not limited to:

- a. Admission and ongoing palliative care needs assessment
- b. Development of an individualized plan of care (IPOC) aligned with the patient's goals
- c. Palliative care visits- either in person, videoconferencing, or telehealth
- d. Psychosocial support for mental, emotional, social, and spiritual well-being
- e. Caregiver support and counseling
- f. Medication reconciliation and educational support
- g. Transitions in care support across all care settings

Company provides home-based hospice services including massage therapy, spiritual counseling, music thanatology, and pet placement services.

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

Company currently has 142 FTE and Company Affiliate currently has 27 FTE.

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

Company and Company Affiliate each provide services in Multnomah, Washington, Clackamas, Columbia, Clatsop, Tillamook, Marion, Polk, Josephine, and Jackson counties

- vi. Addresses of all facilities owned or operated using HCMO-1c: Facilities and Locations form

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

In 2025, Company (Party C) served 626 patients in hospice and 397 patients in its palliative care program ("Advanced Illness Care" or "AIC").

In 2025, Company Affiliate (Party D) served 2,536 patients in Primary Care.

- viii. Annual number of services provided in Oregon

Total visits across all service lines in 2025 = 40,788

Hospice (Company):

Routine Home Care = 21,745 visits

Continuous Home care = 9 days

HCP PC (Company Affiliate):

PCP visits =10,539

Other clinical staff visits = 4,441

Behavioral health counseling visits =1,140

Advanced Illness Care (palliative care) visits: = 2,914

ix. For hospitals, number of licensed beds

N/A