



September 6, 2023

Re: Determination — **013 Kroger-Albertsons**

The Oregon Health Authority (OHA) is the state agency charged with operating the Health Care Market Oversight (HCMO) Program under Oregon Revised Statutes (ORS) 415.500 through 415.900 and Oregon Administrative Rules (OAR) 409-070-0000 through 409-070-0085.

On August 8, 2023, OHA confirmed receipt of a complete Notice of Material Change Transaction form (“Notice”) from The Kroger Co. (“Kroger”) for the above-referenced transaction, in compliance with OAR 409-070-0030 and 0045. Pursuant to ORS 415.501(5) and OAR 409-070-0055, OHA timely completed a preliminary review. OHA has determined that the transaction is a covered transaction pursuant to OAR 409-070-0010(1)(b) and that a comprehensive review of the transaction is required.

Pursuant to OAR 409-070-0030(3)(c)(D), OHA has assessed a fee of \$100,000 associated with the comprehensive review of transaction 013 Kroger-Albertsons. This fee includes the \$2,000 previously paid and associated with preliminary review.

OHA’s Office of Financial Services will send a communication with information about how to pay the remaining fee of \$98,000 via check, credit card, or bank transfer. Pursuant to OAR 409-070-0060(3), payment is due in full within 30 calendar days of billing. Please confirm the billing contact information below.

Kroger

Attn: Jonathan Gleklen

601 Massachusetts Ave., NW

Washington, DC 20001-3743

Jonathan.gleklen@arnoldporter.com

Pursuant to ORS 415.501(14) and ORS 409-070-0050, OHA expects to retain outside advisors to support this comprehensive review and designates Kroger as the entity that shall bear the cost of OHA’s outside advisors. OHA will invoice Kroger to reimburse costs and expenses associated with outside advisors.

OHA also plans to convene a community review board in accordance with OAR 409-070-0062.

Pursuant to OAR 409-070-0060, OHA will issue a proposed order within 180 days of receipt of a complete Notice, unless otherwise extended or tolled as permitted under OAR 409-070-0000 through 409-070-0085.

Please contact HCMO if you would like to request a comprehensive review conference pursuant to OAR 409-070-0045(2). The comprehensive review conference provides an opportunity to discuss OHA's comprehensive review criteria, timing/process questions, the use of outside advisors, and the anticipated role of the community review board.

If you have questions or need further information, please contact HCMO at hcmo.info@oha.oregon.gov.

Sincerely,

A handwritten signature in blue ink, appearing to read "Sarah E. Bartelmann", with a long horizontal flourish extending to the right.

Sarah Bartelmann, MPH
Health Care Market Oversight Program Manager
Oregon Health Authority