Health Care Market Oversight (HCMO) 2025 Rulemaking
Summary of public comment received

Oregon's Health Care Market Oversight (HCMO) program has received considerable public comment since the last rulemaking update in 2024.

This document provides a detailed inventory of feedback and potential rule changes suggested in these comments, which are organized by rule section. The document includes an indication of whether OHA has incorporated the suggestion in the draft redline rules shared in advance of the second Rule Advisory Committee (RAC) meeting on December 11, 2025, along with any related notes.

For additional context:

- Some comments were submitted for previous rulemaking and may not be applicable to current rules.
- Some comments are still pending review. This document (or a similar document) will be updated before the proposed permanent rules are submitted to the Secretary of State.
- This document reflects all comments received through December 4, 2025. Comments received after December 4th are not reflected in the current document. This document (or a similar document) will be updated to reflect comments received after December 4th and after the second RAC meeting.

Contents

409-070-0000 Scope and Purpose

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
27	11/13/2025	*Comment restates OAR 409-070-000 (1) – (3), suggests adding new (3)(b).* (3) The Authority and the Department must aim to achieve the following goals when reviewing proposed material change transactions: (a) Improving health, increasing the quality, reliability, availability and continuity of care and reducing the cost of care for people living in Oregon. (b) Addressing concerns about competition and consolidation with appropriate conditions on approval in alignment with the statutory goals of the program. (c) Achieving health equity and equitable access to care (d) A process that is transparent, robust and informed by the public, including the local community, through meaningful engagement. (e) Using resources wisely and in collaboration with the Department when applicable.	No	Second draft rules updated to reflect revised guiding principles, approved by Oregon Health Policy Board (Oct 2025).
29	11/13/2025	*Comment restates OAR 409-070-0000(1)-(3).* The effects of health care market transactions often benefit communities by preserving access to care. To that end, the hospital association urges OHA to consider how the administrative rules could enable the HCMO program to expeditiously review and approve a transaction when it aligns with the program's goals and propose changes that better	No	Second draft rules updated to reflect revised guiding principles, approved by Oregon Health Policy Board (Oct 2025).

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		support access to care. Request: We recommend that OHA consider revising OAR 409-070-0000 consistent with the comment above.		

409-070-0005 Definitions

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
18	9/19/2025	~~(24) "Person" has the meaning given in ORS 731.116.~~ (24)"Person" means an individual, corporation, association, partnership, limited liability company, limited liability partnership, political subdivision, joint stock company, trust or unincorporated organization, or an entity or combination of entities similar to the entities described in this paragraph. This proposed change substantially expands the scope of the definition of person and creates ambiguity. For example, when would an "entity or combination of entities" qualify as a person? Does it depend on whether there is common ownership? Does a contractual relationship qualify? Does the HCMO program now apply to counties because a "person" includes political subdivisions? We are aware of no issues in applying the existing definition of "person," which aligns with the intended scope of the statute. ***Request:*** We request that OHA retain the existing definition of "person" at OAR 409-070- 0005(24) and not adopt the proposed revision. *(24) "Person" has the meaning given in ORS 73*7.7 76.	No	This comment was originally made during the 2024 rulemaking and not incorporated at that time.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
3	9/4/2025	HCMO should clarify why the definitions of health equity are different than the OHPB definition and explain if and when patient selection is should trigger transaction denial or condition prohibiting it.	Yes	Proposed rule changes suggested to align more closely with OHPB definition
21	11/2/2025	*Comment restates OAR 409-070-0005(7), (8)* Comment: How might Corporate Practice of Medicine statute have implications on 7 and 8 or other?	No	No specific rule change proposed. Senate Bill 951(2025) does not impact HCMO's definitions related to "comprehensive management services" and "control."
21	11/2/2025	*Comment restates OAR 409-070-0005(13)* Comment: Is a "Domestic health insurer" the same as "insurer" used elsewhere in this document? It is important that the word "insurer" should refer to those entities who are only insurers as often entities that provide insurance have a vertical integration with other entities; i.e. a true insurer that has no relationship to the actual provision of health services. In addition, through the practice of paneling and networks of providers, insurers have direct say in access to care and essential services.	No	No specific rule change proposed.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
21	11/2/2025	*Comment restates OAR 409-070-0005(14)* Comment: The following should be moved and inserted from line 28 or referenced directly: (a) Any service directly related to the treatment of a chronic condition; (b) Pregnancy-related services; (c) Prevention services including non-clinical services; or (d) Health care system navigation and care coordination services. Comment: Regardless of where it is placed this definition presents concerns for health equity. Does the prioritized list include all mental health needs emergency care, infectious disease. Behavioral health and acute care should be specifically called out. There is no equity here unless interpreted as distance travel to get care for these things as being not an important consideration.	Yes	ORS 415.500(2) defines essential services as (a) services that are funded on the prioritized list… AND (b) services that are essential to achieve health equity. HCMO rules must address both of these components.
21	11/2/2025	*Comment restates OAR 409-070-0005(17)* Comment: This limitation seems to create a problem as attempts to include long term care are a real thing. Please explain.	No	No specific rule change proposed. ORS 415.500(3)(b) excludes long term care facilities from the definition of health care entities [that are subject to HCMO review].

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
21	11/2/2025	*Comment restates OAR 409-070-0005(18)* Comment: The proposed rules fail to use OHPB's definition of health equity. Since OHPB is the approving body of the Guidelines and Framework for these rules: OHA's Framework for Analyzing Proposed Material Change Transactions for the Health Care Market Oversight Program Final – Approved by the Oregon Health Policy Board on October 5, 2021 calls for use of the OHPB definition (see reference below). "Health equity, including the entities' demonstrated commitment to addressing health disparities and inequities 4" "4 See the definition of health equity, as approved by the Oregon Health Policy Board https://www.oregon.gov/oha/OEI/Pages/Health-Equity-Committee.aspx" "Oregon will have established a health system that creates health equity when all people can reach their full health potential and well-being and are not disadvantaged by their race, ethnicity, language, disability, age, gender, gender identity, sexual orientation, social class, intersections among these communities or identities, or other socially determined circumstances. Achieving health equity requires the ongoing collaboration of all regions and sectors of the state, including tribal governments to address: • The equitable distribution or redistribution of resources and power; and • Recognizing, reconciling and rectifying historical and contemporary injustices." This discrepancy needs to be remedied.	Yes	Proposed rule changes suggested to align more closely with OHPB definition

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
21	11/2/2025	*Comment restates OAR 409-070-0005(23)* Comment: It is okay that a definition from a different statute is used here but why is "net patient revenue" used as a basis for determining fees later in the document. This seems like a lot of deductions. Also see (27)	No	No specific rule change proposed.
21	11/2/2025	*Comment restates OAR 409-070-0005(27)* Comment: Please explain how this and (23) are used in determining fees and deciding if a transaction is subject to review	No	No specific rule change proposed.
21	11/2/2025	*Comment restates OAR 409-070-0005(28)* Comment: See (14) above.	Yes	Proposed rule changes suggested to align more closely with OHPB definition

409-070-0010 Covered Transactions

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
21	11/2/2025	(1) Pursuant to ORS 415.500(6) and (10) and subject to the materiality standards under OAR 409-070-0015, transactions that are subject to review under these rules are the following: ... (c) A transaction to form a new contract, new clinical affiliation or new contracting affiliation between or among health care entities that ~~will~~ may eliminate or ~~significantly~~ reduce essential services; ... (e) A transaction to form a new partnership, joint venture, accountable care organization, parent organization or management services organization between or among health care entities that ~~will~~ may: (A) Eliminate or significantly reduce essential services; (B) Consolidate or combine providers of essential services when contracting payment rates with payers, insurers, or coordinated care organizations; or (C) Consolidate or combine insurers when establishing health benefit premiums. Comment: Since the research shows there a likelihood of cost increases with no improvement in quality or patient outcomes, the language here is problematic and inconsistent with intent of the statute, adopted Guidelines and Framework and purposes in 409-070-0085. Since you cannot prospectively know if it "will" eliminate or significantly reduce essential services", the word "may" should be inserted. In addition, "significantly" needs to be struck as it has no meaning or	No	Rule language for (c) directly aligns with statute.

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		reference here and any reduction would be contrary to the intent of the statute and purposes of 409-070- 0085. Please also see comment below on (3) that attempts to define arbitrarily "a change of one-third or more".		
21	11/2/2025	(3) A ~~significant~~ reduction of services occurs when the transaction will result in a change of ~~one-third or more of~~ any of the following: … Comment: The language here needs to be fixed to align with statute intent, Guidelines and Framework and purpose of rule. The arbitrary choice of such a large number as "one-third" is clearly contrary to the purposes of these Guidelines and Framework, rules as proposed, and the statute. Any decrease can be significant and have an impact on equity. The measure of one-third makes no sense when applied to (a), (d)(g).	No	ORS 415.500(10)(c) requires the use of "significant" and directs OHA to define what "significantly reduce" means.

409-070-0015 Materiality Standard

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
18	9/19/2025	*Newly Organized Legal Entity* *(7) Pursuant to ORS 475.500(6) and (9) and ORS 475.507(4), a covered transaction under OAR 409-070-0070 is a material change transaction and ~~shall~~ must be subject to review under these rules if (a) At least one party to the transaction had average annual revenue of $25 million or more in the party's three most recent fiscal years; and (b) Another party to the transaction:* *(A) Had average annual revenue of$ 7 0 million or more in that party's three most recent three [sic] fiscal years; or* *(8) If such party is a newly organized legal entity, is projected to have at least$ 70 million in revenue over its first full year of operation at normal levels of utilization or operation. A party is a newly organized legal entity if.* *~~(i) The entity is newly formed or capitalized in connection with the transaction or in connection to a health care entity for the purposes of a transaction including but not limited to a special purpose entit1~~. ~~or (ii) The~~ entity is an existing entity whose form of ownership is changed in connection with the transaction. Changes in the form of ownership include but are not limited to a change from physician-owned to private equity-owned and publicly-held to a privately-held form of ownership.* We support the deletion of language previously included in OAR 409-070-0015(1)(b)(B)(i), including the text related	No	This comment was originally made during the 2024 rulemaking and not incorporated at that time.

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		to a "special purpose entity," as this language was confusing and arbitrary in its application. Whether a transaction is subject to review should not turn on whether an entity chooses to effectuate the transaction via a subsidiary, as this has no bearing on the purpose, significance, or effect of the transaction. We have concerns with OAR 409-070-0015(1)(b)(B)(ii). Specifically, what does it mean for an entity to change its "form of ownership"? We are not aware of a legal definition of "form of ownership," and the examples provided ("physician-owned" and "private equity-owned") appear to refer to types of owners, rather than "form of ownership." It is also not clear what standards parties should use to identify their existing "form of ownership." And it is not clear what standards OHA will use to determine whether the form of ownership has "changed." Moreover, the statute does not include the phrase "form of ownership," nor does it give OHA the authority to review a transaction solely based on the identity of the purchaser (e.g. a nonprofit rather than a physician). Instead, the provisions regarding "newly organized entity" should apply only if the formation of such an entity is itself a covered transaction. The formation of an entity can be a covered transaction only under OAR 409-070-0010(1)(e) (i.e. a new partnership, joint venture, accountable care organization, parent organization or management services organization that will reduce essential services or combine providers in contracting payment rates).		

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		Accordingly, all language regarding "form of ownership" should be deleted and replaced with a definition of newly organized entity that cross references OAR 409-070-0010(1)(e). ***Request:*** We request that OHA revise the proposed rule at OAR 409-070-0015 (1)(b)(B) as follows: *If such party is a newly organized legal entity, is projected to have at least $ 70 million in revenue over its first full year of operation at normal levels of utilization or operation. A party is a newly organized legal entity if it is an entity described in OAR 409-070-0070(e).*		
18	9/19/2025	*In-State Entity* *(2) A covered transaction under OAR 409-070-0070 that qualifies as material under paragraph (1) of this rule ~~shall~~ must be subject to review under these rules notwithstanding that the transaction involves a health care entity ~~located~~ in this state and an out-of-state entity if the transaction may increase the price of health care services or limit access to health care services in this state.* *(a) For the purpose of these rules, an entity is considered in-state if it: (A) is based or domiciled in Oregon; (B) owns or operates business locations in Oregon; (C) is registered with the Oregon Secretary of State to conduct business in Oregon; (D) is engaged in profit-seeking activity in Oregon; or (E) provides health care services to residents of Oregon.*	No	This comment was originally made during the 2024 rulemaking and not incorporated at that time.

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		The definition of "in-state" entity is overly broad and vague. An entity should not be considered "in- state" merely because it "provides health care services to residents of Oregon." This would render a Florida entity "in-state" merely because it treats an Oregon resident who is visiting Disney World. It would be a waste of taxpayer dollars and government resources for OHA to review transactions involving entities that do not provide any services in the state. Similarly, there is no accepted definition of what it means to be "engaged in profit seeking activity in Oregon." Does this mean a nonprofit entity can never meet this standard? What if the company serves patients in Oregon, but pursuant to a contract in another state? This language creates unnecessary ambiguity. ***Request:*** We request that OHA: define "in-state entity" based on in-state activities. Specifically, we request that OAR 409-070-0015(2)(a) read in whole: (a)*For the purpose of these rules, an entity is considered in-state if it: (A) is based or domiciled in Oregon, or* *(B) is registered with the Oregon Secretary of State to conduct business in Oregon.*		
18	9/19/2025	*Out-of-State Entity* *(2) A covered transaction under OAR 409-070-0070 that qualifies as material under paragraph (7) of this rule shell-must be subject to review under these rules*	No	This comment was originally made during the 2024 rulemaking and not incorporated at that time.

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		notwithstanding that the transaction involves a health care entity ~~located~~ in this state and an out-of-state entity if the transaction may increase the price of health care services or limit access to health care services in this state. *(b) An entity that is domiciled outside of Oregon and registered to conduct business in Oregon may be considered out-of-state under these rules if (A) the entity served no more than 700 Oregon residents annually for each of the three previous fiscal years; or* *(B) the entity is a health care insurer, the proposed transaction involves only health care insurers, and the combined market share held by the health care insurer immediately after the completion of the proposed transaction does not exceed five percent of the total market share in any market.* This out-of-state criteria has no basis in the statute, and we oppose it. The statute simply uses the phrase "out-of-state entity." The phrase "out-of-state entity" has a common meaning, and we should expect that is what legislators expected when they reviewed this statute. The rule that OHA proposed creates an arbitrary standard (no more than 100 Oregon residents in each of the last three years) that has no basis in statute, and it will create practical challenges. First, this 100 Oregon residents threshold will result in OHA reviewing many transactions that have no plausible impact on the state. Oregon		ORS 415.501(24) authorizes OHA to adopt rules as determined necessary to carry out the duties of the Health Care Market Oversight program. In 2024, HCMO also provided sub-regulatory guidance on out-of-state entities.

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		residents routinely seek services at out-of-state providers, either because they travel to a center of excellence (e.g. St. Jude Children's Research Hospital) or seek care while on vacation. Accordingly, a test solely based on serving Oregonians will invariably capture entities that conduct no in-state business, contravening the legislature's intent to exempt out-of-state entities from the statute. Moreover, multi-state health care entities frequently serve a nominal number of Oregonians despite having no meaningful in-state presence. It would be a waste of taxpayer dollars and government resources for OHA to review a transaction involving an entity that, for example, served 101 Oregon residents three years ago and for each year since then. Any threshold for determining whether an entity is out-of-state should take into account whether the entity has sufficient in-state business to have a meaningful impact on care delivery. And finally, not all health care entities have an effective way of tracking an individual's "residence." Mailing addresses and place of service are imperfect proxies for an individual's actual place of residence. This is especially true with entities that provide services in states bordering Oregon. An out-of-state entity should be any entity that does not provide patient care services in Oregon or does not derive substantial revenue from the provision of health care services in Oregon.		

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		Request: We request that OHA revise OAR 409-070-0015(2)(b)(A) as follows: *An entity that is domiciled outside of Oregon and registered to conduct business in Oregon shall be considered out-of-state under these rules if the entity collected less than $ 70 million in net patient revenue from services provided in Oregon over the last fiscal year.*		
18	9/19/2025	*Increase the price or limit access* ORS 415.500(6)(a)(B) dictates that a transaction involving an out-of-state entity will nonetheless be subject to review if it "may result in increases in the price of health care or limit access to health care services in this state." The proposed permanent rules provide no guidance on how OHA will assess whether a transaction "may increase the price of health care services or limit access to health care services in this state." The guidance published by OHA on this subject, which was effective July 19, 2024, provides little clarity and seems to suggest (wrongly) that the out-of-state exception is never available. The guidance states that a transaction "may increase the price of health care services" if the transaction is *"[any] type of consolidation*, including horizontal, vertical, and cross-market consolidation." (emphasis added). Every transaction results in some level of consolidation. So, under OHA's guidance, how would a transaction ever	No	This comment was originally made during the 2024 rulemaking and not incorporated at that time.

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		qualify for the exception created by the legislature? Similarly, the July guidance states that a transaction has the potential to limit access to health care services **"unless** the transaction is structured so as to preclude any changes in decision-making authority pertaining to access to health care services in Oregon, including the types of services available, staffing of services, contracting with payers, and any other matters that have the potential to change access to health care services for people in Oregon." (emphasis in original). A change of control transaction, by definition, changes decision-making authority (see OAR 409-070-0005(8)). Thus, read literally, this OHA guidance suggests that no change of control transaction could ever qualify for the out-of-state exception. Such unclear, standardless guidance invites arbitrary enforcement. ***Request:*** We request that OHA revise the proposed rules to include objective standards to determine whether a transaction qualifies for the out-of-state exception at OAR 409-070- 0015(2), and that such standards exempt transactions involving out-of-state entities that have no reasonable likelihood of increasing costs or reducing access.		

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21	11/2/2025	*Comment restates OAR 409-070-0015* Comment: Please explain how the dollar numbers chosen will meet the purposes and why the additions. (b) seems unnecessary. Again, when an "insurer" is mentioned, insurance should be the entity's only business.	No	No specific rule change proposed.
24	11/12/2025	Recommend increasing the annual revenue threshold for one party from $25 million to $50 million over the three most recent fiscal years. Recommend increasing the threshold for the other party from $10 million to $20 million. I understand these changes may require legislative action and may not be applicable to RAC.	No	The proposed changes are outside the scope of rulemaking. Change would need to occur within Oregon Revised Statute 415.500 et seq.
25	11/13/2025	Providence agrees with HAO that the proposed out-of-state test—deeming an entity "in-state" if it serves more than 100 Oregon residents annually for three consecutive fiscal years—lacks statutory grounding and risks capturing entities whose Oregon activities are incidental. Providence supports using an Oregon revenue-based threshold to determine in-state status (for example, at least $10 million in Oregon net patient revenue in the most recent fiscal year), which would be clearer, administrable, and consistent with legislative intent.	No	ORS 415.501(24) authorizes OHA to adopt rules as determined necessary to carry out the duties of the Health Care Market Oversight program.
28	11/13/2025	We believe it is important to keep the concepts of "average annual revenue" and "net patient revenue" in mind especially in the fee setting area of the program and distinguish those clearly from "net income" which is not used in HCMO's rules. A	No	No specific rule change proposed.

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		medical clinic might have net patient revenue in the materiality range of $10 million or more but that does not mean the clinic is profitable. A clinic's net income might be nearer to breakeven or even operating at a loss. Medical clinics today have not recovered financially from the global pandemic of five years ago and that is part of the reason why we have seen consolidation in the market and use of HCMO's emergency transaction rules.		
29	11/13/2025	*Out-of-state entity* *(2) A covered transaction under OAR 409-070-0010 that qualifies as material under paragraph (1) of this rule must be subject to review under these rules notwithstanding that the transaction involves a health care entity in this state and an out-of-state entity if the transaction may increase the price of health care services or limit access to health care services in this state.* *(a)For the purpose of these rules, an entity is considered in-state if it:* *(A) is based or domiciled in Oregon;* *(B) owns or operates business locations in Oregon;* *(C) is registered with the Oregon Secretary of State to conduct business in Oregon;* *(D) is engaged in profit-seeking activity in Oregon; or* *(E) provides health care services to residents of Oregon.* *(b) An entity ~~that is~~ domiciled outside of Oregon and ~~registered to conduct business in Oregon~~ that otherwise meets the*	No	This comment was originally made during the 2024 rulemaking and not incorporated at that time.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		criteria in subsection (a) may be considered out-of-state under these rules if: *(A) the entity served no more than 100 Oregon residents annually for each of the three previous fiscal years; or* *(B) the entity is a health care insurer, the proposed transaction involves only health care insurers, and the combined market share held by the health care insurer immediately after the completion of the proposed transaction does not exceed five percent of the total market share in any market.* The hospital association reaffirms concerns that we have previously shared in prior rulemaking that the out-of-state criteria has no basis in the statute, and we oppose it. The underlying statute simply uses the phrase "out-of-state entity." The phrase "out-of-state entity" has a common meaning, which should be applied to the rule because the statute did not specify otherwise. OHA's draft rule also creates an arbitrary standard (no more than 100 Oregon residents in each of the last three years) and significant practical challenges. First, the 100 Oregon residents threshold will result in OHA reviewing many transactions that have no plausible impact on the state. Oregon residents routinely seek services at out-of-state providers, either because they travel to a center of excellence (e.g. St. Jude Children's Research Hospital) or seek care while on vacation. Accordingly, a test solely based on serving Oregonians will invariably capture entities that conduct no in-		

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		state business, contravening the legislature's intent to exempt out-of-state entities from the statute. Moreover, multi-state health care entities frequently serve a nominal number of Oregonians despite having no meaningful in-state presence. It is a waste of taxpayer dollars and government resources for OHA to review a transaction involving an entity that, for example, served 101 Oregon residents three years ago and for each year since then. Any threshold for determining whether an entity is out-of-state should take into account whether the entity has sufficient in-state business to have a meaningful impact on care delivery. And finally, not all health care entities have an effective way of tracking an individual's "residence." Mailing addresses and place of service are imperfect proxies for an individual's actual place of residence. This is especially true with entities that provide services in states bordering Oregon. An out-of-state entity should be any entity that does not provide patient care services in Oregon or does not derive substantial revenue from the provision of health care services in Oregon. Request: We request that OHA revise OAR 409-070-0015(2)(b)(A) as follows: "An entity that is domiciled outside of Oregon and registered to conduct business in Oregon shall be considered out-of-state under these rules if the entity		

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		collected less than $10 million in net patient revenue from services provided in Oregon over the last fiscal year. “		

409-070-0020 Excluded Transactions

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
21	11/12/2025	(1) (d) (C) Does not provide comprehensive management services. Comment: “comprehensive” is not defined. Please define.	No	Comprehensive management services is defined in OAR 409-070-0005(7).
21	11/12/2025	*Comment restates OAR 409-070-0020(3)* Comment: there needs to be a non-refundable filing fee and, later in these rules, a preconference fee. Work is incurred by the state and the entities involved must pay for all aspects of that work according to statute.	No	OHA wishes to encourage entities to seek optional determinations and pre-filing conferences, adding fees to this activity may discourage voluntary engagement.
24	11/12/2025	Recommend exempting transactions involving independent provider groups domiciled in Oregon. I understand these changes may require legislative action and may not be applicable to RAC.	No	The proposed changes are outside the scope of rulemaking. Change would need to occur within Oregon Revised Statute 415.500 et seq.

409-070-0022 Emergency and Exempt Transactions

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
2, 4, 7	9/3/2025, 9/4/2025, 9/8/2025	Specific Concerns about the Emergency Exemption Rule: The criteria are so vague ("immediately threatens health care services" and "urgently needed to protect the interests of consumers and to preserve the solvency") that any struggling entity could justify an exemption	No	This language mirrors statute. Th proposed change is outside the scope of rulemaking. Change would need to occur within Oregon Revised Statute 415.500 et seq.
2, 4, 7	9/3/2025, 9/4/2025, 9/8/2025	Specific Concerns about the Emergency Exemption Rule: The exemption process can bypass public comment and meaningful review, undermining transparency and leaving local communities powerless to oppose deals that significantly impact access to care	No	No specific rule change proposed.
2, 4, 7	9/3/2025, 9/4/2025, 9/8/2025	Specific Concerns about the Emergency Exemption Rule: There is no requirement for enforceable commitments regarding provider retention, service continuity, disallowing non-compete clauses, or follow-up review after an exempted transaction.	No	The proposed change is outside the scope of rulemaking. Change would need to occur within Oregon Revised Statute 415.500 et seq.
2, 7	9/3/2025, 9/8/2025	Tighten Emergency Criteria: Define "emergency" using specific, transparent financial metrics (e.g., imminent payroll failure, actual closure notices), and require documented attempts at local remedies before permitting an external buyout.	No	ORS 415.501(8)(a) does not require that the emergency situation be limited to financial emergencies.

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2, 7	9/3/2025, 9/8/2025	Mandate Full Disclosure: Even in emergencies, require the acquirer to disclose details of the proposed transaction publicly.	No	The proposed change is outside the scope of rulemaking. Change would need to occur within Oregon Revised Statute 415.500 et seq.
2, 7	9/3/2025, 9/8/2025	Public Input and Accountability: Ensure every exemption includes a mandatory three-month public comment period	No	The proposed change is outside the scope of rulemaking. Change would need to occur within Oregon Revised Statute 415.500 et seq.
2, 7	9/3/2025, 9/8/2025	Follow-up Review: Require all exempted transactions to undergo retrospective evaluation of patient access, provider retention, and community impact within twelve months.	No	The proposed change is outside the scope of rulemaking. Change would need to occur within Oregon Revised Statute 415.500 et seq.
2, 7	9/3/2025, 9/8/2025	Community Consultation, Vigorously consult the community: Involve affected counties, advocacy groups, and workforce representatives in the evaluation before finalizing exemptions.	No	The proposed change is outside the scope of rulemaking. Change would need to occur within Oregon Revised Statute 415.500 et seq.
19	9/18/2025	Recommend changes that would strengthen the emergency exemption process	No	No specific rule change proposed.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
21	11/2/2025	*Comment restated OAR 409-070-0022(1), (2)* Comment: HCMO has a statutory mandate to protect the interest of consumers. HCMO does not have authority related to the solvency of domestic health insurers. (b) above should read as follows: "The transaction is urgently needed to protect the interest of consumers". This language would make the rules consistent with the Guiding Principles and Framework.	No	OAR 409-070-0022(1)(b) refers to preserving the solvency of an entity other than a health insurer.
21	11/2/2025	*Comment restated OAR 409-070-0022(3)* Comment: The subparts under this section call for more transparency to the public as certainly the public should know why this emergency exists. Who is being trusted to make sure this happens in a so-called emergency? This also reflects on the need for transparency and robust public participation as stated in the Guiding Principles as approved by OHPB.	No	No specific rule change proposed.
21	11/2/2025	*Comment restated OAR 409-070-0022(4)* Comment: This section is very contradictory to purpose. Please explain how confidentiality can outweigh the public interest. Also see edit in (b). If it is an emergency the public needs to know immediately. The redacted application contains no confidential information therefore the public should know of the application promptly. The Guiding Principles call for this level of transparency at a minimum.	No	No specific rule change proposed.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
21	11/2/2025	*Comment restated OAR 409-070-0022(8)* Comment: This is confusing and needs to be rewritten for improved clarity.	No	No specific rule change proposed.
RAC #1	11/6/2025	I appreciated seeing later in the red line the more robust review of trade secret claims by entities, and it seemed especially in this case that is something that really needs to happen. So I think we might make some suggestion, if it makes sense to include something in this section related to that, but I think from kind of the public accountability perspective it really is important that outside groups and the public are able to evaluate the claims being made by entities claiming exemption.	No	No specific rule change proposed.
24	11/12/2025	Recommend retaining the current requirement of 10 business days' advance notice prior to posting the application for public comment. The rationale for reducing this to 3 business days is unclear.	No	
25	11/13/2025	Providence supports shortening the public-posting lead time for emergency or exempt requests from 10 calendar days to 3 business days. This maintains transparency while better reflecting the urgency of such transactions.	-	Comment supports proposed redlines.
27	11/13/2025	(1) Pursuant to ORS 415.501(8)(a), the Authority, for good cause shown, may exempt an otherwise covered transaction from review if the Authority finds that: (a) There is an emergency situation, including but not limited to a public health emergency, which immediately threatens health care services; and	No	OHA is considering addressing this in sub-regulatory guidance.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		(b) The transaction is urgently needed to protect the interest of consumers and to preserve the solvency of an entity other than a domestic health insurer. In making such determination, the Authority shall consider long and short-term measures of an entity's financial health, including without limitation, ability to pay debts as they become due, financial reserves, ability to access capital markets, needed investments in facilities, labor costs, and similar measures of long-term financial viability.		
29	11/13/2025	*Comment restated OAR 409-070-0022(4) with proposed redlines.* Reducing the timeline for emergency and exempt transactions is appropriate to reflect the urgency of these reviews. The hospital association appreciates this example of OHA trying to find ways to speed up the HCMO process. Request: None.	-	Comment supports proposed redlines.

409-070-0025 Acquisitions of Control; Presumptions and Disclaimers

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
21	11/2/2025	*Comment restated OAR 409-070-0025(1)* Comment: The percents written above seem to be arbitrary. Please explain how they were arrived at.	No	No specific proposed rule change
21	11/2/2025	*Comment restated OAR 409-070-0025(2)* Comment: Does "fully disclose" mean the public gets to know	No	No specific proposed rule change
21	11/2/2025	*Comment restated OAR 409-070-0025(4)* Comment: This seems potentially problematic. Do all of (2) and (3) not apply or only the form? Again, it is rare that insurance is the only business. In the case of coordinated care organizations, they are doing much more than insuring.	No	No specific proposed rule change

409-070-0030 Requirement to File a Notice of Material Change Transaction

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
16	9/18/2025	In order to facilitate robust oversight of transactions approved with conditions, we recommend OHA update HCMO's fee structure to support the staff, expertise, and resources necessary to carry out follow up compliance reviews of transactions, separate from initial filing fees or fines due to non-compliance to cover the cost of these reviews.	Yes	The proposed redline includes an updated fee schedule.
21	11/2/2025	Comment: The previous fees under this item were too low. It is important that the amounts and timing of collection allow HCMO to be self-sustaining. The amounts need to allow hires needed to do the work in the time allotted. ORS 415.501 requires fees to be sufficient to reimburse the costs of administering the program.	Yes	The proposed redline includes an updated fee schedule.
21	11/2/2025	*Comment restated OAR 409-070-0030(4)* Comment: Failure of payment should allow for denial. All initial application fees and requests that result in a fee should be paid at time of application or request. Only the consultant fees that the Authority later deems necessary can be billed but should be paid at time the entity agrees to continue. The fees should be paid at the time of filing the Notice of Material Change Transaction, Emergency Exemption Request and when the Authority determines that a Comprehensive Review is required.	*Pending*	

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
RAC #1	11/6/2025	One, it's hard to put this in context because we don't know what the proposed fee schedule is, so we're providing some kind of general comments here and I'm sure we'll have feelings about the actual fees, but I think what we're really concerned about as we look at sub 4, and it looks like even the new fees may be kind of tied into this notion of if you don't pay your fees then we may revoke an existing exemption. And then what does that mean? If a transaction that's been approved and then there is a dispute over, again, not knowing whether the fee will be a flat fee or whether it will be a percentage or whatever it is that is going to be proposed, if there is a disagreement, do we risk having a transaction then disapproved and then what does that mean for all of the services that have been provided in the meantime? I think that that is just too many things. We would ask that we remove that at least the first sentence and second sentence in 4. Ordinary collection practices that are within the agency's control. Threatens transaction over dispute over a fee and uncertainty that creates, just feels a bit too much to us and unnecessary.	No	The comment was considered but no change made.
23	11/12/2025	The changes to the fees in 409-070-0030(3)(a) and (b) need to have clear documentation as to how the calculation of agency costs were determined. The enabling act for the program requires that the fees charged reflect the cost of the program. Perhaps it is worth considering a sliding scale for fees as perhaps larger transactions require more staff time than transactions that are just over the threshold for review. It is	No.	No specific rule change proposed.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		important to keep in mind that the fees should not be beyond the cost of the program.		
24	11/12/2025	The fees and administrative burden associated with this process are already excessive and risk stifling innovation at a time when Oregon healthcare urgently needs transformation.	No	No specific rule change proposed. ORS 415.512 requires that OHA prescribe fees in rule sufficient to reimburse the program.
25	11/13/2025	OHA's redlines indicate intent to raise fees and to assess separate fees for one-, two-, and five-year follow-ups. Before adjusting fees, Providence agrees with HAO that RAC members and stakeholders need a comprehensive accounting of program costs (including outside-advisor spend by category and rate) and a clear rationale tied to statutory fee authority. We are especially concerned about conditioning approvals on fee payment and the proposed follow-up analysis fees, which are not well supported in statute and would further burden entities during a fragile period for care access. Providence additionally objects to any language suggesting that failure to pay a fee could result in the reversal or invalidation of an approval. If such a reversal could occur three or five years after approval, it would create unacceptable ambiguity as to whether the entity has operated "without	No	ORS 415.501 requires OHA perform 1, 2, and 5-year follow up reviews of approved material change transactions. ORS 415.512 requires that OHA prescribe fees by rule that are sufficient to reimburse the costs of administering ORS 415.501. Since OHA is legally required to perform post-approval analyses, it is required to also prescribe fees to cover the

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		HCMO approval," potentially exposing organizations to additional enforcement or liability despite having received valid authorization.		cost of performing such analyses.
26	11/13/2025	We understand that this section will be discussed in more detail at the second RAC meeting. However, Oregon Independent Medical Coalition's members already report that the current fee structures are burdensome and cost prohibitive. We have significant concerns about increasing fee amount, as well as concerns with the creation of new additional fees for the review periods. Understanding that this would require a legislative change, OIMC feels transactions between truly independent provider groups should be exempt from this process, and that at a minimum, the threshold that triggers a review should be at least $50M. OIMC feels that the fee structure being based on average annual revenue or projected revenue does not account for an accurate picture of a clinic's actual financial standing. Average annual revenue does not account for extremely thin or nonexistent profit margins.	No	The proposed changes to excluded entities and materiality thresholds are outside the scope of rulemaking. Changes would need to occur within Oregon Revised Statute 415.500 et seq.
27	11/13/2025	We understand that the fee provisions will be discussed more fully at RAC Meeting #2 because proposed fees have not been published. We have a few comments to add to the discussion from RAC Meeting #1. As we commented earlier, the fees associated with the program should be related to the context of the transaction, transparent, and based upon efficiency. For	No	ORS 415.512 requires that OHA prescribe fees by rule that are proportionate to the size of the parties to the transaction, sufficient to

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		example, a medical clinic that is distressed may meet the $10 million threshold and will be subjected to the same fee as a transaction where a party may be financially stable. There is no factoring in for hardship in the current fee structure. Also, the addition of new fees for one year, two year and five year follow up seems outside the statute. Do we know if the Legislature intended to have later analytical work of the agency become an assessable fee? We think that needs a better understanding in the pending legal review after the RAC meetings are completed. Finally, as the agency gains experience with each transaction that is reviewed, we would hope to see cost reductions in the service provided in reviewing transactions. We will reserve comment on this area of the rules until we have a better understanding of the proposed fees.		reimburse the costs of administering ORS 415.501.
29	11/13/2025	*Comment restated OAR 409-070-0030 with proposed redlines* We oppose increasing the fees for a notice of material change transaction. As set forth above, we request information from OHA to better understand the HCMO program costs. That information will be critical to evaluate the appropriateness of any new fee amount. We also encourage OHA to think about how it can make its comprehensive reviews more efficient. In addition to cost concerns, it is unclear whether the program is achieving its	No	No specific rule change proposed

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		goals. After four years of operating the HCMO program, we believe it would be prudent to conduct a program evaluation to better understand the program's impact. Request: We request that OHA postpone any consideration of fee increases until the agency provides RAC members with a full accounting of program costs, including costs for its outside advisors, as requested in this letter. We also request that OHA complete a comprehensive, third-party evaluation of the HCMO program.		
29	11/13/2025	*Comment restated OAR 409-070-0030 with proposed redlines* Any OHA decision regarding an emergency exemption or a material change transaction should not be delayed or denied due to a fee dispute or lack of payment. OHA should engage in an ordinary collections process for any payment issue. Request: We request that OHA remove the following provision from subsection (4): "Any decision regarding an emergency exemption or a proposed ~~approval of a~~ material change transaction may be conditioned on the payment of fees pursuant to paragraph (3) of this rule."	No	OHA does not use outside advisors for reviewing emergency exemption requests.
29	11/13/2025	*Comment restated OAR 409-070-0030 with proposed redlines* We oppose the creation of new fees for one-year, two-year, and five-year follow-ups. If OHA intends to go forward with the	No	ORS 415.501 requires OHA perform 1, 2, and 5-year follow up reviews of approved

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		fees for follow-up reviews, we request that OHA provide a clear explanation of the statutory authority that it believes it has to do so. Request: We request that OHA remove subsections (3)(f) and (6).		material change transactions. ORS 415.512 requires that OHA prescribe fees by rule that are sufficient to reimburse the costs of administering ORS 415.501. Since OHA is legally required to perform post-approval analyses, it is required to also prescribe fees to cover the cost of performing such analyses.

409-070-0035 Material Change Transaction Involving a Domestic Health Insurer

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
21	11/2/2025	Comment: Please again clarify when domestic health insurer vs insurer. Must be clear when insurance is only business and no other partnerships, subsidiaries, etc. I believe that this is extremely rare in today's consolidation and private equity world.	No	No specific proposed rule change

409-070-0040 Material Change Transaction Involving a Charitable Organization or Hospital

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
21	11/2/2025	*Comment restated OAR 409-070-0040(1)-(4)* Comment: This is extremely important. It must always be known whether an entity is a charitable organization. Since the DOJ regulates charitable organizations the DOJ must always be consulted and a condition of approval. This is consistent with the Guideline: "Use resources wisely and collaborate with DCBS and DOJ when applicable". This is a wise use.	No	Comment supports existing rule

409-070-0042 Optional Application for Determination of Covered Transaction Status

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
21	11/2/2025	*Comment restated OAR 409-070-0042(1)* Comment: where is the mechanism for determining this? Is this related to the preconference? If so, that should be referenced here. Is this (4)? There should be a fee associated with this application.	No	OHA wishes to encourage entities to seek optional determinations and pre-filing conferences; no fee is required in connection with an optional determination.
21	11/2/2025	(4) ~~No~~ A fee of _____ shall be required in connection with an optional application filed under this rule. However, if the Authority determines that the transaction is a covered transaction~~, and if a notice of material change transaction is thereafter filed~~, a fee in accordance with OAR 409-070-0030 ~~shall~~ must be payable with application. Comment: There needs to be a nominal fee say $2000. See edit.	No	OHA wishes to encourage entities to seek optional determinations and pre-filing conferences; no fee is required in connection with an optional determination.
21	11/2/25	*Comment restated OAR 409-070-0042(6) with proposed redlines* Comment: Looking forward to discussion on these additions.	No	No specific proposed rule change
26	11/13/2025	OIMC has concerns with the proposed changes to this section, and in general fear that these changes will	No	No specific proposed rule change

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		disincentivize potential applicants who are striving for compliance from utilizing this tool. This tool is particularly helpful for smaller entities, like many independent clinics, who may not have legal staff or resources readily available to them and would rely more strongly on agency analysis. Additionally, we think that a stronger, narrow, definition of "publicly known" is critical.		
29	11/13/2025	*Comment restated OAR 409-070-0042(5) with proposed redlines* This rule change is counterproductive as it will discourage parties from filing determination requests. Many transactions are confidential in their entirety. Under this rule, there would be no way for a confidential transaction to obtain a determination. For many other transactions, the determination of covered transactions status will turn on facts that are confidential (e.g. transaction terms, revenue of the parties, ownership). Publication of the notice risks disclosure of such confidential information. Request: We request that OHA remove subsection (6). Alternatively, we request that OHA create a process for applicants to request that the transaction remain confidential prior to filing.	Partially	Proposed revision to (6)(a) to: "no less than 6 months after the date of the letter of determination in the event that the transaction proceeds, ***is publicly available,*** and is not subject to review by the Authority."
RAC #1	11/6/2025	Tim Hatfield: Couple comments on this, first instance not all transactions are publicly known or intended to be publicly known. Certain instances where parties want determination,	Partially	Proposed revision to (6)(a) to: "no less than 6 months after the date of the letter of

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		get negative determination and from our perspective doesn't make sense to have public if not public through a fora, appreciate if transaction is confidentiality or otherwise still request confidentiality to not be posted at all because otherwise be pretty significant deterrent for confidential transactions to go to OHA and be transparent and find out whether they are centric. Other issue potential issue here is I think it's pretty unobjectionable just based on way OHA is currently drafting the determination letters where they don't contain much factual information about the rationale for the determination. Think this could potentially be problematic if OHA does increase the amount of transparency it has regarding these to determine rationale one way or another, because those rationales can themselves turn on confidential information. At least giving folks the opportunity to review proposed public order and make confidentiality requests prior to it being made public, that would be a nice concession for the potential for there to be confidential information in these orders. Sabrina Riggs: I think Tim's comments make a lot of sense and other thing I would like to request is a narrower definition of publicly known. I think if intent is publicly known if been filed with HCMO that makes sense but that it should be narrow.		determination in the event that the transaction proceeds, ***is publicly available,*** and is not subject to review by the Authority." OHA is considering additional sub-regulatory guidance regarding confidentiality processes and 'publicly available.'

409-070-0045 Form and Contents of Notice of Material Change Transaction

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
20	11/2/2025	Finally, I observed that in many instances HCMO did not require applicants to meet what I would consider to be their legal burdens of production and persuasion. In lieu of demanding production of evidence (as defined in ORS 40.115) in support of its application, HCMO accepted aspirational statements, conclusory remarks, and other lesser forms of proof. I recommend that OAR 409-070-0045(9) be clarified by adding a new subsection (d) "HCMO shall require that applicants meet the evidentiary standards set forth in ORS 40.115".	No	The comment was considered but no change made.
20	11/2/2025	To add consumer protection to the review criteria already delineated in the Rules, I recommend that the RAC propose a new sub-section OAR 409-070- 0045(9)(d) that would provide as follows: "HCMO shall determine if the proposed transaction is hazardous or prejudicial to consumers or is inequitable or unfair or reduces the security of services provided. HCMO shall make detailed findings of fact that set forth the factual basis for its findings. It shall also provide corresponding conclusions of law based on its assessment."	No	"Hazardous or prejudicial" is currently a criterion for HCMO comprehensive review only; this suggested rule change would apply it to preliminary and comprehensive review.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
21	11/2/2025	(2) A party or the parties to a material change transaction for which a filing will be made under this rule are encouraged to contact the Authority and arrange for a pre-filing conference. If the Authority decides to conduct a comprehensive review under OAR 409-070-0060, the Authority must offer the parties or parties a comprehensive review conference. The prefiling conference or comprehensive review conference must preview the transaction and filing and the Authority's expectations for the review of the transaction including timing, the use of outside experts, the potential involvement of a community review board in accordance with OAR 409-070-0062, and other relevant issues. ~~As applicable,~~ The Department of Justice ~~will~~ must participate along with the Authority in any such conference. Comment: A pre-filling conference incurs costs so fees should be paid. Since this is a pre-filling situation, it cannot be clearly known if the DOJ needs to be involved. Therefore the DOJ must participate to help sort this out and answer questions. This would make the pre-conference more meaningful. See edits.	No	Legal counsel is not required for all pre-filing conferences; requiring DOJ to participate in all pre-filing conferences will increase HCMO operating costs. OHA includes DOJ in pre-filing conferences and comprehensive review conferences when legal counsel is needed.
21	11/2/2025	~~(8) The Authority may require that s~~ Statements of revenue and revenue projections be presented in accordance with generally accepted accounting principles or statutory accounting principles, as applicable, and be prepared by a duly qualified and credentialed accounting expert.	No	This comment was considered, but no changes were made.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		Comment: This needs to be one standard generally accepted accounting or statutory accounting principles. The authority should not need to be looking at anything other than those in doing its analysis. See edit.		
21	11/2/2025	(10) After submission, any party to a notice of material change transaction may rescind the notice at any time and for any reason. ~~If the Authority has not commenced a preliminary review under OAR 409-070-0055, t~~ The fee paid in connection with the notice ~~shallmust~~ will not be refunded~~. If the Authority has commenced a preliminary review under OAR 409-0700055, the fee paid in connection with the notice shall not be refunded,~~ and the parties shall remain obligated to reimburse the Authority for costs and expenses incurred prior to withdrawal in accordance with OAR 409-070-0050. Comment: Why must fees be refunded? Agency time has been spent at the request of the entity and the State should get a fee. See edit.	No	This comment was considered, but no changes were made.
RAC #1	11/6/2025	Jessica Adamson: we would be, frankly, more open to saying that if you're going to do that you're going to have to pay more fees or whatever it is, but i am just -- the idea we would subject everyone to you have to get all the way to the end not knowing whether you're going to get initial 30 day review or subject to comprehensive review, all of the contingencies you'd have to put into a definitive agreement, not knowing if there would be contingencies from the agency or not, all of that feels like just	Partially incorporated	Proposed rule now includes draft definitive agreements.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		much too much. And this is contrary, again, to what we discussed and the whole intention that you wouldn't have to get to definitive agreement in order to start the hcmo process so that this process could be ongoing while you're still figuring out does the deal work for everyone. So you haven't spent all of the time and capital to get to that point only to have something go sideways in the review. We just are so strongly opposed to this and we would also say that this is contrary to what is required in other states for review and even under federal review. So this would be unique to oregon in a way we don't think is appropriate and we would really ask the agency to rescind these proposed changes. Sierra Canfield: we echo Jessica's concerns and really just want to fully emphasize this proposal does not allow reality of how transactions work and it again is very rare for parties to reach a fully executed definitive agreement 180 days prior to closing date. Cannot emphasize that enough. So our request is oha strike all these proposed changes to 0045.		
25	11/13/2025	Requiring fully executed definitive agreements within 15 days after preliminary review begins—and tolling the review if they are not provided—is impractical and inconsistent with the program's purpose. Parties file well before execution precisely so OHA can evaluate and, if necessary, condition terms prior	Partially	Proposed rule now includes draft definitive agreements.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		to signing. This change would front-load legal expense, increase transaction risk, and delay beneficial transactions. This issue has been debated repeatedly during both legislative discussions and prior rulemaking efforts, and each time policymakers have landed on the side of not requiring submission of executed definitive agreements. The Legislature and stakeholders agreed that such a requirement would be burdensome, unnecessary, and inconsistent with the intent of early-stage review. Adopting this proposal would also make Oregon an outlier nationally—neither other state market oversight programs nor federal agencies (including the Federal Trade Commission or Department of Justice under Hart-Scott-Rodino review) require submission of executed definitive agreements as a condition of review. Those frameworks recognize that requiring final, binding agreements at the start of review eliminates flexibility and adds cost without improving oversight. Entities that choose to substantially change a definitive agreement after receiving approval already bear the risk of additional review under existing rules. That safeguard is sufficient and targeted. Forcing every entity to submit fully executed agreements up front would impose a broad new obligation on all parties to address a narrow, speculative concern.		

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		Recommendation: Remove the new timing and tolling language in subsection (5) and retain the current approach, which allows review based on term sheets, letters of intent, or similar documentation consistent with prior legislative and regulatory determinations.		
26	11/13/2025	OIMC members report that the proposed new language in this section is not realistic, and would result in what is essentially a requirement for the terms of a transaction to be finalized ahead of any HCMO filings. This new language should be eliminated.	Partially	Proposed rule now includes draft definitive agreements.
27	11/13/2025	(2) A party or the parties to a material change transaction for which a filing will be made under this rule are encouraged to contact the Authority and arrange for a pre-filing conference. If the Authority decides to conduct a comprehensive review under OAR 409-070-0060, the Authority must offer the parties or parties a comprehensive review conference. The pre-filing conference or comprehensive review conference must preview the transaction and filing and the Authority's expectations for the review of the transaction including timing, the use of outside experts, the potential involvement of a community review board in accordance with OAR 409-070-0062, specific, pragmatic, and clear options for demonstrating that the transaction will benefit the public good and communities and other relevant issues.	No	This comment was considered but no changes were made. ORS 415.501(9)(a) puts the onus of demonstrating that the transaction will benefit the public good and communities on the parties to the transaction.
27	11/13/2025	When a transaction is likely to impact a large number of residents of Oregon, an entity that filed a Notice of Material Change Transaction may request that the Authority schedule	Partially	New language added to proposed rules: an entity may request a conference with

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		conference(s) for the Authority to provide substantive feedback about a Notice of Material Change Transaction, including any proposed commitments and metrics. A goal of the conference is to ensure the 180-day timeline is met. The DOJ will participate along with the Authority in any such conference.		OHA at any time during the review period.
29	11/13/2025	*Comment restated OAR 409-070- 0045(5) with proposed redlines.* This rule change renders full compliance with OHA's rules a practical impossibility and does not align with how these transactions occur in practice. OHA requires the parties to file at least 180 days before closing. However, it is exceptionally rare for parties to have fully executed definitive agreements a full180 days prior to the proposed closing date. The HCMO program structure is intended to allow early engagement in the transaction process so that information learned or conditions set by OHA can be incorporated into the definitive agreement at the end. It is unrealistic to expect parties to a transaction to go through the effort and expense of reaching a definitive agreement without completing OHA's process. This draft rule will drive up transaction costs and attorney fees. This change is counterproductive to the statutory design of the program. Request: We request that OHA remove the proposed changes to OAR 409-070-0045.	Partially	Proposed rule now includes draft definitive agreements.

409-070-0050 Retention of Outside Advisors

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
12	9/12/2025	Taking full advantage of access to user-funded experts when and if needed to assist in the review of transactions. Independent experts can offer HCMO help with issue definition and problem spotting, data acquisition and analysis, and other matters germane to the program. These are currently important gaps. If necessary, HCMO should re-examine pertinent statutory and regulatory authority. (See, ORS 415.501 (14) and OAR 409-070-0050 for legal authority)	No	The comment is currently reflected in HCMO statute, rule, frameworks, and sub-regulatory guidance.
18	9/19/2025	1) Pursuant to ORS 415.501(14), the Authority or the Department of Justice may retain at the expense of the parties to a material change transaction any actuaries, accountants, consultants, legal counsel and other advisors not otherwise a part of the Authority's staff as the Authority may reasonably need to assist the Authority in reviewing the proposed material change transaction. The ~~retention of such advisors shall not be subject to any otherwise applicable procurement process, provided that the Authority or the Department of Justice, as applicable, shall make a determination that such advisors have the requisite qualifications and expertise to review the proposed transaction. The Authority or the Department of Justice, as applicable, shall~~ Authority or the Department of Justice, as applicable, must require that the retained advisors certify …	No	This comment was originally made during the 2024 rulemaking and not incorporated at that time. OHA made this rule change in 2024 solely to ensure that outside advisors could be brought on more quickly, as state procurement processes would jeopardize the 30-day and 180-day review timelines.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		OHA engages outside advisors to assist OHA in its review of transactions. OHA passes through the costs of its outside advisors to the parties to the transaction, such as a hospital. The cost of OHA's outside advisors is an extraordinary burden on the parties to a transaction, often far outstripping the baseline filing fees. Currently, the parties have no ability to audit or challenge an invoice, and OHA has no incentive to limit the costs passed through to the parties. ***Request:*** We request that OHA clarify the intent and effect of this proposed change and put processes in place to bring transparency and oversight to the fees charged by outside advisors.		
20	11/2/2025	The Program currently obtains financial resources from two principal sources: the state's general fund and a schedule of user-fees. The combination of the two is insufficient and has not been changed to keep pace with the volume, risk, and complexity of applications submitted for review. An important consequence is that some fraction of complex, high risk applications are reviewed at the less-intensive (and less costly) preliminary level because of budget constraints. One result is that higher complexity transactions—reviewed at the preliminary level-- tend to be rushed, under-funded, and miscalculated. For discussion, see, HCMO Market Risks, 3 Enforcement Challenge, Public Safeguards, Lessons-Learned. Comment submitted to HCMO by Larry Kirsch, September 12,	No	The proposed change is outside the scope of rulemaking. Change would need to occur within Oregon Revised Statute 415.500 et seq.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		2025 Kirsch Comment 9- 12-25 (Specialty Dental Brands, Transaction 04). Also see, Hughes and Murphy, https://www.americanprogress.org/article/empowering-state-attorneys-general-to-fight-health-care-consolidation/ (2023). To help project resource needs and to inform the Governor's Office, the Legislature, and applicants, I recommend that the RAC propose the addition of a new subsection (5) to OAR 409-070-0050. "HCMO should undertake an annual study to compute an objective volume-risk-complexity adjustment factor to be used to project its workload-related budgetary needs from both sources.		
21	11/2/2025	(3) Any approval of a material change transaction ~~shallmay~~ must be conditioned on the parties reimbursing the Authority pursuant to paragraph (2) of this rule. The obligation of the parties to reimburse the Authority does not depend on whether the Authority approves the transaction. The obligation to reimburse is an obligation of the person filing the notice of material change transaction and any other parties to the transaction designated by the Authority. Comment: Wow! This is definitely a must. Was this an oversight? See edits. Suggest a rewrite such that the continuation of processes must be conditioned on payment of fees. Failure to reimburse fees according to the scheduled time may result in denial of the transaction without refund of fees previously paid.	No	"May be conditioned" allows HCMO to issue approval (without conditions) if no conditions are warranted and fees have been paid. The proposed edit to "must be conditioned" would mean that all approvals would become approvals with conditions, whether or not entities had already paid.

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24	11/12/2025	Recommend establishing a transparent and fixed schedule for the overall process and the use of outside advisors.	No	This comment was considered but no changes were made.
25	11/13/2025	Providence appreciates OHA's inclusion of new conflict-of-interest and confidentiality requirements for outside advisors. While we absolutely support ensuring there are no conflicts from outside advisors, it is equally critical that the entities reviewing transactions understand the Oregon market and the unique structure of health care delivery across the state. Reviewers unfamiliar with Oregon's provider landscape, reimbursement environment, and access challenges risk misinterpreting local realities and imposing conditions that unintentionally harm communities. Recommendations: 1. Financial Analysis of In-House Capacity: OHA should evaluate whether hiring or reallocating additional in-house counsel and staff analysts would allow the agency to review transactions more cost-effectively, more quickly, and with no risk of conflict, rather than continuing to rely on high-cost outside counsel. If such an analysis has not been completed, OHA should do so and share the results with stakeholders before further expanding its use of outside advisors. 2. Rate Caps on Outside Advisor Fees (Market Benchmarking): OHA should establish a rate cap for outside advisor fees tied to prevailing rates for comparable work among law and	No	OHA imposes conditions, not the outside advisors. OHA and DOJ have both issued requests for proposals to both local and national entities. Due to the health care market in Oregon, local entities are regularly conflicted out from assisting in HCMO reviews. OHA and DOJ remain involved in all stages of review to ensure proper consideration of Oregon's health care market. Recommendation 1 would require a statutory change. OHA is considering other recommendations and may address in sub-regulatory guidance.

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		consulting firms based in Oregon and the Pacific Northwest region. This would ensure fee structures are reasonable and aligned with regional market norms. 3. Aggregate Rate Cap to Limit Cost Growth: OHA should adopt an overall ceiling on outside advisor costs per transaction, ensuring that total pass-through expenses remain proportionate and do not contribute to the increasing cost of care in Oregon. Providence continues to support increased transparency in billing and accountability for outside advisor costs. We recommend that OHA provide detailed, itemized invoices on a regular schedule and create a mechanism for disputing unreasonable or non-itemized charges. These measures will promote fairness, cost efficiency, and alignment with HCMO's statutory purpose.		
26	11/13/2025	We appreciate the language OHA proposes to add around conflicts of interest. OIMC members who have been subject to the HCMO process report significant cost associated with outside advisors. OIMC strongly encourages a sliding scale and a cap on the total cost of outside advisors, as well as an appeals process for excessive spending. OHA should provide an annual, itemized report on advisor/pass-through spend and the advisor selection and conflict process which outside advisors were hired.	No	OHA has retracted the proposed addition of document management software from outside advisor costs.

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		OIMC has significant concerns that additional passthrough costs, like for document tracking software, are outside of the statutory authority.		
27	11/13/2025	We understand the statute provides for the ability of OHA or the Department of Justice to retain consultants to assist with reviewing transactions and pass along reasonable and actual costs to one or more parties to a transaction. As the agency gains experience with reviewing transactions, we would anticipate the use of outside consultants would be reduced over time. Given helpful comments at the RAC Meeting #1 about the cost of consultants, it would be helpful to have any consulting fees capped at reasonable amounts and disclosed up front to the parties. We believe that OHA or DOJ would have the authority and ability to require reasonable flat fee proposals from consultants. Most medical clinics today will engage external consultants such as legal advisors and determine up front what fees will be. This sort of transparency is important in a program where one of the goals is to use resources wisely. Finally, we were surprised by the addition of a pass through of costs for a database for document management. Database costs are an unknown cost and historically in Oregon for state agencies, a rather significant cost. As the rules make their way toward a final legal review, we ask again whether this type of cost was anticipated by the Legislature in allowing reasonable consultant costs to be passed through to the parties.	Partially	OHA has retracted the proposed addition of document management software from outside advisor costs. ORS 415.501(14) authorizes OHA or DOJ to retain outside advisors as necessary to assist in reviewing proposed transactions. OHA has outlined reasons to engage outside advisors in sub-regulatory guidance.

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29	11/13/2025	OHA engages outside advisors to assist OHA in its review of transactions. OHA passes through the costs of its outside advisors to the parties to the transaction, such as a hospital. The cost of OHA's outside advisors is an extraordinary burden on the parties to a transaction, often far outstripping the baseline filing fees. Currently, the parties have no ability to audit or challenge an invoice, and OHA has no incentive to limit these costs passed through to the parties. Our understanding is that the overwhelming majority of the fees that OHA passes through to the parties are associated with OHA's retention of outside legal counsel. The invoices are not transparent, with the parties having no way of determining the appropriateness of the fees they are asked to pay. Our understanding is that the fees for OHA's outside attorneys can be many times the filing fee charged to the parties by OHA. For comprehensive reviews, our understanding is that the fees for OHA's outside attorneys can be in the hundreds of thousands of dollars. These pass-through fees are exorbitant and unjustifiable. They also strongly suggest OHA is relying on these outside advisors not to "assist the authority in conducting the analysis" (as the statute requires), but rather to perform core functions of the program. OHA's routine reliance on outside counsel to perform core functions also hides the true cost of OHA's program from the public. The statute governing HCMO program fees, ORS 415.512(1), states that OHA should set its fees "proportionate	Partially	OHA has retracted the proposed addition of document management software from outside advisor costs.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		to the size of the parties to the transaction, sufficient to reimburse the costs of administering" the program. However, these pass-through fees represent a significant cost that is imposed on parties in addition to those that should be sufficient to reimburse the costs of administering the program (i.e., filing fees). The public deserves to know what it costs to conduct a HCMO review, and OHA should not shield these costs from the public through the use of outside advisors. With these rules, OHA is now going even further by adding "related costs for document management software" to the list of expenses that parties to a transaction must cover. OHA's authorizing statute contemplates that the overhead costs of the program will be recouped by filing fees, not passed through to the parties separately. Finally, it is our understanding that the parties routinely receive invoices from OHA four months or more after the completion of their review. It is unreasonable to expect the parties to pay such substantial invoices within 30 days if OHA cannot provide the parties with such invoices in a timely manner. Request: We request that OHA remove all proposed changes to OAR 409-070-0050.		
RAC #1	11/6/2025	Sierra Canfield: Thank you my comments are related to changes summarized by second and third bullet here.	Partially	OHA has retracted the proposed addition of document management

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		OHA authorizing statute for costs of programs to be recouped within filing fees but not passed through to parties on case by case basis, and we are concerned about the related costs for document management software added to list of reimbursable costs. Also more broadly, related to the third bullet, parties are routinely receiving invoices from OHA four months or longer after completion of their review and we find it is unreasonable to expect that the parties pay such substantial and extraordinary costs within 30 days if OHA cannot provide the parties their invoices in a timely manner. With all this in our request would be OHA remove all of the proposed changes to this administrative rule. Tim Hatfield: The other thing I'll note is regarding the statutory authority for OHA to pass along document management software fees. It is our understanding that the statute says that OHA can pass along fees for professional advisors, but the overhead cost of the program need to be recouped via the fees not individually on a case by case basis. So I do question the statutory authority for adding these document management fees to this advisors section. That is my comment. Thank you so much. Sabrina Riggs :First appreciate first bullet point on this slide. Think that change makes sense. Appreciative of that.		software from outside advisor costs.

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		Second I would like to echo comments made by others around concern on excessive cost for advisor spending. I think ideally there would be some kind of appeals process or even potentially a cap on what the outside advisors are going to cost so entities, especially smaller entities, will have a better understanding of what to expect in terms of that cost. We also have concerns about statutory authority to pass along costs for document management software and oppose that as well.		

409-070-0055 Preliminary 30-Day Review of a Notice of Material Change Transaction

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
21	11/2/2025	(2) At the conclusion of the preliminary review described in paragraph (1) of this rule, the Authority must approve, or approve with conditions as provided in OAR 409-070-0065, a material change transaction, or, in the case of a material change transaction involving a domestic health insurer, recommend to the Department that the transaction be approved, only if the Authority determines that the transaction meets one or more of the following criteria: Comment: “one or more” as written seems inconsistent with statute, Guidelines and Framework, and purpose. See edit above adding “only” and following adding the word ‘or” and changing the “or” in (d) to “and”	No	This comment was considered but no changes were made. The proposed edit does not align with rule drafting principles.
21	11/2/2025	(a) The material change transaction is in the interest of consumers and is urgently necessary to maintain the solvency of an entity involved in the transaction; or (b) The material change transaction ~~unlikely to substantially~~ does not reduce access to affordable health care in Oregon; (c) The material change transaction ~~likely to~~ meets the criteria set forth in OAR 409-070-0060; (d) The material change transaction i~~s not likely to substantially~~ does not alter the delivery of health care in Oregon; ~~or~~ and	No	This comment was considered but no changes were made.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		Comment: see edits above as (b), (c), and (d) must be met to be aligned with purpose.		
21	11/2/2025	(e) Comprehensive review of the material change transaction is not warranted given the size and effects of the transaction. Comment: Please explain/define "size and effect" criteria so that the essential services as now defined to include acute care and mental health are preserved. Closure of small independent mental health and other health services can have serious impacts in communities.	No	No specific proposed rule change
27	11/13/2025	(2) If after a preliminary review, the Authority does not approve or recommend for approval, as applicable, a material change transaction in accordance with this paragraph (2), the Authority must notify the parties and must thereafter conduct a comprehensive review pursuant to OAR 409-070-0060. The Authority must issue a Preliminary Review Report that includes reasonable, specific, pragmatic, and clear examples of the commitments the parties can make to demonstrate that the transaction will benefit the public good and communities, subject to approval by HCMO in comprehensive review.	No	ORS 415.501(9)(a) puts the onus of demonstrating that the transaction will benefit the public good and communities on the parties to the transaction.

409-070-0060 Comprehensive Review of a Notice of Material Change Transaction

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
20	11/2/2025	I also recommend that the OAR 409-070-0060(5)(D) be amended by adding "inequitable or unfair or reduces the security of services provided" after the word "public".	No	This comment was considered but no changes made.
21	11/2/2025	*Comment restated OAR 409-070-0060(2)* Comment: There needs to be consequences for failure to respond. What would be the method for tracking when the entity received the invoice? The invoice could be sent with the notice.	No	OHA sends the invoice to the entities with the notice that their transaction is going to comprehensive review.
21	11/2/2025	*Comment restated OAR 409-070-0060(3)* Comment: "reasonable opportunity" is undefined. This section needs a rewrite to make sure it follows the Scope and Purpose and Guidelines: "A process that is transparent, robust and informed by the public, including the local community, through meaningful engagement."	No	OAR 409-070-0060(3) states "Unless otherwise directed by the Authority, written comments to the proposed findings and conclusions and the proposed order must be filed with the Authority within thirty calendar days following publication"
21	11/2/2025	*Comment restated OAR 409-070-0060(5)* Comment: Use of substantial has no real meaning when it comes to equitable health services impacting each individual or community regardless of size. Replace with "any".	No	"Substantial" is taken from ORS 415.501(9)(b)

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
21	11/2/2025	*Comment restated OAR 409-070-0060(5)(D)* Comment: "hazardous or prejudicial" are undefined so need to be defined or perhaps just say "harmful"? How is this being measured?	No	No specific proposed rule change
21	11/2/2025	*Comment restated OAR 409-070-0060(5)(b)* Comment: Needs to be clear on how this will be demonstrated. Is this the responsibility of the Cost Growth Target Committee as mentioned in the Framework? " The demonstrated commitment to and the ability of the entities to achieve Oregon's Sustainable Health Care Cost Growth Target."	No	No specific proposed rule change
21	11/2/2025	*Comment restated OAR 409-070-0060(5)(b)(B) and (C)* Comment: Need to have clear methods to measure these.	No	No specific proposed rule change
27	11/13/2025	(1) Pursuant to ORS 415.501(7), the Authority must conduct a comprehensive review of a proposed transaction if the Authority determines not to approve the transaction at the conclusion of its preliminary review. The Authority shall develop sub-regulatory guidance with a clear and structured 180-day process, objective standards or thresholds, a timeline, and specific examples of how entities can demonstrate during comprehensive review that a transaction will benefit the public good and communities.	No	ORS 415.501(9)(a) puts the onus of demonstrating that the transaction will benefit the public good and communities on the parties to the transaction.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		(6) OHA will complete all comprehensive review within the statutory 180-day timeline. Unless extended by documented affirmative agreement among the Authority, the Department, as applicable, and the parties to the proposed transaction, the Authority must issue a proposed order, or in the case of a material change transaction involving a domestic health insurer, issue a recommendation to the Department, following its comprehensive review within 180 calendar days of the filing of a complete notice of material change transaction~~, subject to tolling or extension as provided in these rules. A transaction may be disapproved if the parties do not agree to an extension necessary to accomplish a tribal consultation. .~~		
29	11/13/2025	*Comment restated OAR 409-070-0060(1) and (6)* In addition to our request for OAR 409-070-0000, we request that OHA incorporate a directive for the agency to develop guidance for how parties to a transaction may demonstrate that the transaction will benefit affected communities. Request: We request that OHA revise OAR 409-070-0060 (1) as follows: "(1) Pursuant to ORS 415.501(7), the Authority must conduct a comprehensive review of a proposed transaction if the Authority determines not to approve the transaction at the conclusion of its preliminary review. The Authority shall develop guidance, objective standards or thresholds, and specific examples of how entities can demonstrate during	No	ORS 415.501(9)(a) puts the onus of demonstrating that the transaction will benefit the public good and communities on the parties to the transaction.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		comprehensive review that a transaction will benefit the public good." We are concerned that OHA's proposed changes to subsection (6) will create additional opportunities for the agency to extend the timeline for reviewing a transaction. In addition to adhering to the statutory requirement to complete comprehensive reviews within 180 days, we believe that the director of OHA and the legislature should have more oversight over program staff decisions regarding when parties agree to an extension or tolling. Request: We request that OHA revise OAR 409-070-0060 consistent with the comment above.		

409-070-0062 Community Review Board

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
19	9/26/2025	Think carefully about whether to convene a CRB and, if so, implement changes to fulfill its intended goals. 1) Establishing targets for recruitment to ensure a balance of diverse perspectives. 2) Creating tighter guidelines around who is eligible to serve and requiring mandatory public disclosures. 3) Ensure that the CRB is directed to consider the "balancing test" that is part of the HCMO review criteria. 4) Better define key terms used to evaluate transactions, particularly the phrase "hazardous and prejudicial to consumers or the public."	No	Some proposed changes are outside the scope of rulemaking and would need to occur within sub-regulatory guidance.
20	11/2/2025	I also recommend that any appointed Community Advisory Committee be afforded access to trade secret protected data subject to confidentiality agreements for the purpose of administering and enforcing the program. I suggest adding the following sentence at the conclusion of OAR 409-070-0070 (redline subsection 6). "The Authority shall share a confidential document, material or other information as appropriate with members of an appointed Community Review Board subject to suitable nondisclosure agreements."	No	ORS 415.501(13)(c) prohibits OHA from sharing any confidential information and documents from members of the review board without the consent of the entities.
18	9/19/2025	(4) Community review board members ~~shall~~ must declare any potential or actual conflict of interest by filing a notice, pursuant to ORS 415.501(11)(b). A notice of conflict of interest for an appointed community review board member will be made public. If the Authority determines that a member of the	-	This comment was originally made during the 2024 rulemaking and addressed at that time.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		community review board has an actual conflict of interest, the member ~~shall~~ must abstain from participating in community review board actions related to the conflict of interest. A conflict of interest exists when a community review board member: ~~(a) Is employed by an entity that is a party to the transaction under review;~~ ~~(b) Is employed by a similar sized competitor to an entity that is a party to the transaction under review,;~~ (c) . . . If read independently, this proposed change would appear to permit OHA to appoint to the community review board both (a) an employee of an entity that is party to the transaction and (b) an employee of a competitor to an entity that is a party to the transaction. However, ORS 415.501 (11) prohibits such appointments. The statute dictates that: The authority *may not* appoint to a review board an individual who is employed by an entity that is a party to the transaction that is under review or is employed by a competitor that is of a similar size to an entity that is a party to the transaction. (emphasis added.) Accordingly, this proposed rule appears to permit what the HCMO authorizing statute prohibits. Request: We request that OHA avoid any statutory conflict by retaining the existing rule text, which prohibits OHA from appointing to the community review board either employees		

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		of an entity that is a party to the transaction or employees of competitors to an entity that is a party to the transaction.		
21	11/2/2025	(1) The Authority may appoint and convene a community review board to participate in the comprehensive review of a material change transaction, pursuant to ORS 415.501(11). A community review board must: (a) Advise the Authority on the potential impact of the transaction to the community; and (b) Make recommendations to the Authority on the approval or disapproval of a transaction, or the approval of a transaction subject to certain conditions. (2) In determining whether to convene a community review board, the Authority must consider the potential impacts of the proposed transaction, including, but not limited to: (a) The potential loss or change in access to essential services. (b) The potential to impact a large number of residents in this state. (c) A significant change in the market share of an entity involved in the transaction. Define significant here. (3) A community review board must consist of at least three individuals who are members of the affected community, including persons who represent populations that experience health disparities, consumer advocates and health care experts. Not more than one-third of the members of the community review board may be representatives of	-	This comment was originally made during the 2024 rulemaking and addressed at that time.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		institutional or corporate providers. The Authority may not appoint to a community review board an individual who is employed by an entity that is a party to the transaction that is under review, or is employed by a competitor that is of a similar size to an entity that is a party to the transaction or has an actual conflict of interest. As part of the community review board appointment process, the Authority will notify the coordinated care organization staff who facilitate the community advisory council, as defined in ORS 414.575, representing the affected community. (4) Community review board member applicants must declare any potential or actual conflict of interest by filing a notice, pursuant to ORS 415.501(11)(b). ~~A notice of conflict of interest for an appointed community review board member will be made public. If the Authority determines that a member of the community review board has an actual conflict A of interest, the member must abstain from participating in community review board actions related to the conflict of interest.~~ conflict of interest exists when a community review board member: (a) Has a financial stake in an entity that is a party to the transaction under review; or (b) Has governance or decision-making authority for an entity that is a party to the transaction under review. A Community Review Board must consist of members of the affected community, including persons who represent populations that experience health disparities, consumer advocates and health care experts. The Community Review Board must		

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		consist of at least three members and no more than one-third of the members may be representatives of health care providers. The Authority may not appoint to a community review board an individual who (a)is employed by an entity that is a party to the transaction under review or (b)is employed by a competitor that is of a similar size to an entity that is a party to the transaction or (c) has a financial stake in an entity that is a party to the transaction under review or (d) has governance or decision-making authority for an entity that is a party to the transaction under review. (4) Community review board members must declare any potential or actual conflict of interest by filing a notice, pursuant to ORS 414.501(11)(b). The notice must be made public. If the Authority determines that a member of the Community Review Board has an actual conflict of interest they will be removed from the Board.		
RAC #1	11/6/2025	Tim Hatfield: it seems more in line with the statutory intent of these reviews to be completed within 180 days for OHA to untoll while the period of review or period of response is open, and then only apply tolling if the parties are not responding in timely fashion. I think that should apply both to the standard tolling as well as standard tolling that would be available here. I think the overarching belief is that OHA does not have statutory authority to toll. Suspension is different from tolling, but in a backup scenario OHA should be	-	*Pending*

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		substantially more limited when it applies tolling including parties that are being responsive.		
23	11/12/2025	I am very concerned about the conflict-of-interest provisions applicable to the Community Review Board found in section 409-070-0062. Persons who have a conflict of interest should be barred from participating as members of the Board. I would suggest that section (3) be revised to add the following language: The Authority may not appoint to a community review board an individual who has a financial stake in an entity that is a party to the transaction under review or has governance or decision-making authority for an entity that is a party to the transaction that is under review. Section (4) would then be modified by deleting (a) and (b). Finally, spouses or domestic partners of persons who are barred from participation on the Board should also be ineligible for appointment.	No	Community Review Board members are considered public officials who are subject to Oregon Government Ethics Laws under ORS Chapter 244.
25	11/13/2025	Providence concurs with the comments from HAO and we are particularly concerned about the proposed changes that would create a process for the CRB to make requests from the parties and to toll the time period for such requests. As noted in our proposed new section on tolling, this would not be an allowed use of tolling and we respectfully request the deletion of the proposed additions to this section.	No	This comment was considered but no changes made.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
28	11/13/2025	There is a new requirement to set a base number of individuals of the afffected community, consumer advocates and health care experts. The statute is silent on the base number and we believe that was intentional to allow for flexiblity depending upon where a transaciton may be located. We do not believe a base number is required to be set in rule. Also, the term "institutional or corporate providers" is included in the rule and that is different from the term used in statute "institutional health care providers." We would suggest using the statutory term to avoid confusion that the rule might be creating a new undefined term.	No	Three is the minimum number of CRB members necessary to achieve a quorum, which is the majority vote.
29	11/13/2025	In materials provided to the RAC, OHA states that the purpose of this draft rule is “adding clarification that a CRB must consist of at least 3 individuals.” This is an incomplete characterization of the rule given that it requires at least three members of the “affected community.” It’s unclear why OHA is setting minimum requirements for affected community representatives, but not for other representatives that have expertise in health care mergers and acquisitions or health care operations and administration. Request: We request that OHA initiate a process to gather feedback on the CRB process independent from this RAC. We suggest that OHA gather feedback from members of the public, community organizations, and health care leaders on the composition of the CRB and options for improving the CRB process.	No	Three is the minimum number of CRB members necessary to achieve a quorum, which is the majority vote.

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29	11/13/2025	OHA's proposal for subsection (6) is alarming for two primary reasons: it is another example of arbitrary tolling and it exceeds statutory authority for community review boards (CRBs). OHA's tolling of the review period is not authorized by statute. OHA has exceeded its statutory authority by granting itself the power to make arbitrary decisions for when the review period can be tolled. The delays resulting from tolling can cause transactions to fall apart and are counterproductive to the goals of the program. OHA has also exceeded its statutory authority by granting the CRB the ability to request information from applicants. The CRB can only review information that an applicant provides to the OHA. The implementing law permits OHA to "appoint a review board of stakeholders to conduct a comprehensive review and make recommendations as provided in subsections (11) to (18) of this section." ORS 415.501(7)(a). Subsections 11-18 do not authorize the CRB to request information. OHA is conflating the CRB's authority with its own authority. They are not the same. OHA can request information, but the CRB is only authorized to review submitted materials. This is further supported by the fact that the law prohibits OHA from disclosing confidential information that is obtained in the	Partially	*Pending* Removed section (6).

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		material change transaction process "to any person, including a member of the review board, without the consent of the person who provided the information or document." ORS 415.501(13)(c). Only OHA can request information, and the CRB does not have the same authority. Request: We request that OHA remove subsection (6).		

409-070-0065 Conditional Approval; Suspension of Proposed Material Change Transaction

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
20	11/2/2025	To address the application of "conditions" to the review process, I recommend that the RAC propose the following modification of OAR 409- 070-0065(1). Following the word "conditions" substitute "that demonstrate with specificity how the conditions will further the purposes and goals…". Then add, "If HCMO is unable to approve an application as submitted or as conditioned pursuant to this subsection, it shall issue a final order rejecting the application".	No	The comment was considered but no change made.
25	11/13/2025	Providence is concerned about automatic civil penalties for non-compliance and new penalty schedules for timeliness or documentation issues. Penalties should be tiered, proportionate, and reserved for willful or repeated violations, with clear standards and mitigation factors. We support removing these provisions and, if retained, adding due-process protections and safe harbors for good-faith compliance.	No	The initial draft rule -0067 (2) addresses this- If an entity has made documented efforts to comply with these rules, the Authority may consider this as a mitigating factor before imposing civil penalties.
29	11/13/2025	*(3) The Authority may impose civil penalties against an entity for each failure to comply with a condition that is not resolved within 30 calendar days of written notification. If an entity does not come into compliance within 30 calendar days of written notification, penalties will be assessed in accordance with OAR 409-070-0067.*	No	The comment was considered but no change made.

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		This requirement is arbitrary, and the consequences for access to care could be disastrous. OHA has at times placed sweeping conditions on transactions that could be impossible to adhere to in a rapidly changing health care landscape that involves responding to major changes at the federal level and expected reductions in Medicaid. Under these draft rules, OHA has unlimited discretion to determine how to impose penalties when a condition is not resolved. There is no consistent standard for penalties to be imposed. This creates a framework where inadvertent mistakes may be penalized to the fullest extent authorized under the rule. Any imposition of penalties requires a tiered approach where the penalty is appropriately tailored to the violation. During the Nov. 6 RAC meeting, OHA staff stated that the agency has observed some entities are not adhering to conditions as justification for this rule. We urge OHA to exercise awareness of the current health care landscape. The health care system is faced with challenges beyond its control and H.R. 1 will serve as an accelerant. OHA should not penalize health care entities that are acting to support patients, workers, and the Oregon economy. Request: We request that OHA remove subsection (3).		

409-070-0067 Violations and Civil Penalties

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
RAC #1	11/6/2025	Jeff: I think there's been a lot of questions about this and so I understand why you all are doing it and that actually makes sense to me. I would say for stronger enforcement structure would be good if we had meeting the time line and seeing some of those outcomes specifically that the program is struggling to get to better health equity. How are we seeing that for beefing up fines for people to meet the conditions. Where is accountability. That is it for me. Jessica: Yeah, I think the only thing we would say is that this -- we can understand and we want people to be compliant with conditions and all of that, we don't have any objection to that. I think the concern is it looks like while there is opportunity for OHA to choose to be lenient there doesn't appear to be any requirement that if it was inadvertent or if this was a first offense and it's corrected that it's entirely up to the agency to decide whether to do the full amount or not. There is no kind of schedule or progressive punishment, if you will. So this is, it could be equally applied to inadvertent first time mistake as a repeat offender and that feels problematic to us.	No	No specific proposed rule change. The initial draft rule -0067 (2) addresses this- If an entity has made documented efforts to comply with these rules, the Authority may consider this as a mitigating factor before imposing civil penalties.
24	11/12/2025	The process is already onerous. Adding further penalties for independent practices struggling to survive undermines the goal of healthcare transformation in Oregon.	No	The comment was considered but no change made

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
26	11/13/2025	This new proposed section is extremely punitive, which is especially concerning at a time when collaboration between healthcare entities is needed and should be encouraged. Collaborating entities must always strive for compliance with the law, but a $10,000 civil penalty per offense for issues such as a slow response to a clarifying question is extremely concerning.	No	The comment was considered but no change made
28	11/13/2025	As we commented at the meeting, the addition of new monetary penalties changes the culture of the program from a standards-based program to a penalty-based program. We simply point that out and believe the RAC would benefit from clear examples of how penalties would address specific issues with non-compliance that the program has experienced to date.	No	The Oregon Legislature authorized OHA to impose civil penalties, in addition to any other penalty imposed by law, for violations of HCMO statutes and rules. OHA provided a grace period of several years for transacting parties to become familiar with OHA oversight of material change transactions. Assessed and collected civil penalties will be paid to the State Treasury and credited to the General Fund.
29	11/13/2025	*Comment restated proposed OAR 409-070-0067* We completely oppose the draft rule establishing OAR 409-070-0067. We incorporate here our previous concerns with	No	The comment was considered but no change made.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		OHA adding costs to this process and imposing additional fees. It's inappropriate for OHA to fine parties to a transaction based on "timeliness" when OHA isn't adhering to the ORS 415.501(7)(a) requirement to complete a comprehensive review no later than 180 days after receipt of notice. Request: We request that OHA remove OAR 409-070-0067 entirely.		

409-070-0070 Confidentiality; Permitted Disclosures

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
20	11/2/2025	A recent 9th Circuit Court of Appeals decision has strengthened HCMO's ability to challenge trade secret designations based on a "public interest" exception. PhRMA v. Stolfi, No. 24-1570 D.C. No. 6:19-cv-01996MO (August 26, 2025). Based on this public interest exemption ruling, I recommend adding the words "in light of the ruling in PhRMA v. Stolfi No. 24-1570 D.C. No. 6:19-cv01996MO (August 26, 2025) at the end of the first sentence of subsection (1).	No	The comment was considered but no change made.
20	11/2/2025	I also recommend that any appointed Community Advisory Committee be afforded access to trade secret protected data subject to confidentiality agreements for the purpose of administering and enforcing the program. I suggest adding the following sentence at the conclusion of OAR 409-070-0070 (redline subsection 6). "The Authority shall share a confidential document, material or other information as appropriate with members of an appointed Community Review Board subject to suitable nondisclosure agreements."	No	OHA is prohibited by law from sharing confidential information with Community Review Board members without the express consent of the entities. ORS 415.501(13)(c).
12	9/12/2025	Clarifying its authority to access material information from all entities having substantial involvement in a given transaction-- whether or not they are applicants-- especially if they are authoritative sources.	No	The proposed change is outside the scope of rulemaking. Change would need to occur within Oregon Revised Statute 415.500 et seq.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
12	9/12/2025	Addressing competing claims between applicants' unilateral assertion of trade secret protection and the public interest in transparency and public accountability. HCMO should pursue its authority to override trade secret protection when the public interest demands openness. A good example of potential flash points relates to PEIs claim to trade secret protection for so called "value added" strategies. Because trade secret protections call for specialized analysis, the DoJ's Sunshine Committee may be the most appropriate locus for this analysis. Consideration should be given to encouraging the AG's Office to renew its interest in this matter with participation of OHA/HCMO.	Partly incorporated	DOJ assists in the review of trade secret assertions made by the transacting parties.
21	11/2/2025	Comment: It is essential that DOJ be involved in determining whether the confidentiality requested is justified. Suggested Language (5) add to this section : The Authority must submit the submitted unredacted documents and the redaction log prepared by an entity to the transaction to the DOJ to determine if the redacted material is confidential. Any material or information that is not confidential must be made public. This is consistent with the Guiding Principle which states: "Use resources wisely and collaborate with DCBS and DOJ when applicable". This is certainly wise use.	No	The comment is already addressed by 409-070-0070(3) and (4).
RAC #1	11/6/2025	Sierra: I think we'll likely have additional comments in writing but for now I think the first concern that comes to mind is hospital association, we are concerned this process as lined out will lead to an extending of timelines and would like to	No	The comment was considered but no change made.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		see a process that in line with shortening and adhering to the 180 daytime line. Thank you. Tim: The concern I have is that OHA's statute is quite clear, if the information is confidential and it is non public, OHA has an obligation to keep it private. This rule change, though may align with current practice, from outside appears like there is loosening of those. I have particular concerns about the OHA's indication that it will public material within 2 business days if they disagree. In frequent circumstances folks are providing information to OHA with the understanding it will be confidential and that had we known that it wouldn't be, it would not have be provided at all because there are ways of being more full some in responses or not. We should, in addition have opportunity if OHA disagrees with a designation of confidentiality to withdraw such information to the extent that it was not, in fact, actually required by the form to be provided that way OHA can benefit from additional information but parties are not putting themselves at risk of having information that they thought was going to be confidential put out in public.		
24	11/12/2025	The proposed minimum of two days prior to public disclosure is insufficient. Recommend at least 10 business days to allow for proper review.	Partially	OHA proposes changing the minimum of two days to five business days.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
25	11/13/2025	Publishing redaction logs and requiring entities to justify confidentiality to OHA or DOJ with only two business days' notice before release risks inadvertent disclosure of sensitive information. Statute already protects non-public data submitted to HCMO. Providence supports removing these changes or, at minimum, establishing a clear dispute-resolution process and allowing withdrawal of contested materials without prejudice.	Partially	OHA proposes changing the minimum of two days to five business days.
26	11/13/2025	OIMC feels that a 2-day advance notice timeline for the release of potentially confidential information is far too short, especially considering that what is considered a "promptly and timely" response from an entity to DOJ and OHA appears to be entirely subjective	Partially	OHA proposes changing the minimum of two days to five business days.
29	11/13/2025	*Comment restated OAR 409-070-0070 with proposed redlines* HCMO's authorizing statute is clear and unambiguous: any confidential, non-public information obtained by OHA in relation to its review of a material change transaction is not subject to public disclosure. ORS 415.501(13)(c). Therefore, the only question that OHA or the DOJ needs to answer in assessing a claim of confidentiality is whether the information in question is confidential and non-public. This could be accomplished via a simple certification by the parties. Moreover, if OHA rejects a request for confidentiality, OHA should give the parties the option to withdraw the	No	Review of redactions by OHA and DOJ are separate and distinct from the notice review process. Subsections (3) and (4) are unrelated to tolling provisions. OHA is considering additional sub-regulatory guidance regarding confidentiality.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		information, as it was provided to OHA with a reasonable expectation of confidentiality (created by the statute) that is now being revoked. This should not prejudice OHA because the only grounds on which OHA can reject a claim of confidentiality is if the information is not confidential and publicly available. We are concerned that this draft rule will lead to OHA extending timelines, which will hurt transactions. It is a waste of time and resources during a transaction to argue about confidentiality. We also believe it is unnecessary and detrimental to confidentiality to publish the redaction log. The process proposed by OHA could lead to reckless disclosure of financial information and other confidential information. It will also discourage applicants from engaging in the review process altogether. Applicants are willing to volunteer information about highly confidential transactions because they have assurance the information will remain confidential. The process will break down if applicants cannot request that their information remain confidential. Request: We request that OHA remove all proposed changes. Request: If OHA chooses to move forward with the proposed change to the rule, we request that OHA draft a recommendation for a process for parties to a transaction to dispute a denial of confidentiality claims.		

409-070-0075 Contested Case Hearings

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
21	11/2/2025	Comment: Is it the intent of this section to block aggrieved/harmed individuals all pathways to contest. There will certainly be harm. Aggrieved individuals need to be all real individuals. The Guiding Principles state: "Ground all analyses in the impact to health care quality and costs to consumers, patients, employers, and other purchasers". This principle should certainly allow them to be aggrieved/harmed.	No	No specific proposed rule change.
29	11/13/2025	*Comment restated OAR 409-070-0075(4) proposed redlines* Subsections (4) and (5) are unnecessary if OHA does not instate OAR 409-070-0067. Request: We request that OHA strike OAR 409-070-0067 and OAR 409-070-0075 subsections (4) and (5).	No	The comment was considered but no change made.

409-070-0080 Compliance with Conditions; Information Requests

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
20	11/2/2025	I further recommend that the RAC propose the substitution of "must" for "may" when it first appears in the first sentence of OAR 409-070- 0080(1).	Yes	ORS 415.501(19) requires OHA to assess compliance with conditions.

409-070-0082 Follow-up Analysis After the Material Change Transaction

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
19	9/26/2025	Consider eliminating the one-year follow-up analysis of transactions, while maintaining the two- and five-year follow-up reviews	No	The proposed change is outside the scope of rulemaking. Change would need to occur within Oregon Revised Statute 415.500 et seq.
18	9/19/2025	Any follow-up review should focus on specific issues of concern identified in the initial review and should not burden the parties to provide data that is either irrelevant to the initial approval decision or that OHA could obtain elsewhere (e.g. from the APAC database). Request: We request that OHA revise OAR 409-070-0082(2) as follows: (2) The Authority may require that the parties provide such information, reports, analyses and documentation as the Authority may require in order to assess the entities' compliance with conditions placed on the transaction, if any, as required in ORS 415.501 (19).	No	The proposed change is outside the scope of rulemaking. Change would need to occur within Oregon Revised Statute 415.500 et seq.
20	11/2/2025	To strengthen compliance and assure follow-up and accountability, I recommend that the RAC propose the following modification of OAR 409- 070-0082(2). Substitute “must” for “may” the first time it appears in the sub-section.	No	If OHA has sufficient information on hand to conduct follow-up reviews, without requiring the parties to provide additional information, this proposed change would add

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
				unnecessary burden to both the state and the transacting parties.

409-070-0085 Information Requests

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
18	9/19/2025	We understand OHA's need to collect information from the parties and the problems that can arise if the parties do not respond promptly. However, the automatic and unilateral tolling of the 180-day review period for each information request exceeds OHA's statutory authority and is unnecessary given available alternatives. The HCMO authorizing statute is clear: OHA *"shall* complete the comprehensive review no later than 180 days after receipt of the notice *unless* the parties to the transaction agree to an extension of time." ORS 415.501(?) (emphasis added). Nothing in OHA's authorizing statute gives OHA the authority to unilaterally extend this 180-day review period.[2] Indeed, the obligation for OHA to complete its review within 180 days is the cornerstone of the overall structure of the statute. Parties to a material change transaction must file the notice no less than 180 days prior to the transaction date; OHA then has the parallel statutory obligation to complete its review within 180 days so that, if approved, the transaction can close on the transaction date. If OHA tolls the review period every time it requires clarification, the obligation to file 180-days in advance is meaningless as OHA has no parallel obligation to complete its review within any knowable timeframe. Moreover, automatic and unilateral tolling is unnecessary. OHA could equally give	-	Should OHA elect to not toll and instead disapprove transactions due to lack of information and ability to substantiate approval under ORS 415.501, excessive state funds will be expensed due to litigation and other affiliated matters. *Pending*

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		the parties a reasonable deadline to respond to supplemental information requests. If the parties fail to respond by such date, OHA could give the parties an option either to (a) extend the review period by mutual consent, or (b) suffer a negative inference in the final review report based on their failure to respond in a timely manner. We have no doubt that it is a difficult task for OHA to engage in these reviews and complete its work in a timely manner. It is an enormously burdensome and frustrating process for hospitals, too. The HCMO program is diverting dollars that could be spent on patient care to compliance with this program, and the HCMO program is slowing down transactions that benefit Oregon communities. Hospitals, and other health care entities, do not have unilateral authority to say this is hard and give themselves more time. OHA does not have that authority either, and it should not purport to have it through this rule. All sides must work efficiently and effectively to ensure our communities have access to health care in this state. We strongly encourage OHA to simplify the process and this program, and create objective, clear standards for those under its enforcement authority. ***Request:*** We request that OHA retain the existing language in OAR 409-070-0060(2) giving the parties at least 15 calendar days to respond to supplemental information		

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		request and remove any language purporting to give OHA the unilateral authority to extend the review period.		
21	11/2/2025	The Authority may request additional information, or clarification of submitted information, from parties to proceed with its review of a material change transaction under these rules. The Authority must notify the parties of the information or clarification that is required to be submitted to the Authority, and the parties must promptly ~~timely~~ (small edit—delete timely) reply to such requests within the time frame outlined by the Authority. The running of the period for review of the material change transaction will be tolled upon such notification and will resume when the Authority deems the information request to be complete.	Yes	-
25	11/13/2025	The draft would toll the 180-day comprehensive-review period whenever OHA requests clarification and per our proposed new section above, Providence does not support the changes proposed to this section. Providence supports adhering to the 180-day deadline, running the review clock while responses are prepared, and using only mutually agreed extensions when necessary.	-	*Pending*
29	11/13/2025	*Comment restated OAR 409-070-0085 with proposed redline* This proposed change is an attempt by OHA to grant itself unchecked (and unauthorized) discretion to toll the review period. The HCMO authorizing statute is clear: OHA "shall complete the comprehensive review no later than 180 days	-	The Legislature authorized OHA to suspend a transaction if necessary to continue its examination of a material change transaction and complete an analysis of

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		after receipt of the notice unless the parties to the transaction agree to an extension of time." ORS 415.501(7)(a)(emphasis added). Nothing in OHA's authorizing statute gives OHA the authority to unilaterally extend this 180-day review period. Indeed, the obligation for OHA to complete its review within 180 days is the cornerstone of the statute. Parties to a material change transaction must file the notice no less than 180 days prior to the transaction date; OHA then has the parallel statutory obligation to complete its review within 180 days so that, if approved, the transaction can close on the transaction date. If OHA tolls the review period every time it requires clarification, the obligation to file 180-days in advance is meaningless as OHA has no parallel obligation to complete its review within any knowable timeframe. The automatic and unilateral tolling of the 180-day review period for each information request exceeds OHA's statutory authority and is unnecessary. It is imperative that a program with such expansive powers to shape the health care market in the state have accountability to OHA leadership, the legislature, and the public. The failure to adhere to the 180 days and the use of tolling undermines the public's trust in this program. All sides must work efficiently and effectively to ensure our communities have access to health care in this state. We strongly encourage OHA to simplify the process and this		whether such transaction meets statutory and regulatory criteria. OHA's use of tolling is designed to prevent the need to unilaterally suspend each and every transaction nearing the end of the review timeline due to inability for HCMO to conduct a full review due to delays in receipt of responses to information requests from entities. Further, repeated unilateral suspensions will result in a substantial increase in program costs for resulting litigation. *Pending*

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
		program, and create objective, clear standards for those under its enforcement authority. Request: OHA should adhere to 180-day statutory requirement.		

Other

Comments received that do not directly apply to an administrative rule.

Comment #	Date received	Comment	Incorporated into 2nd draft rules?	Notes
15	9/15/2025	Evaluate whether organizational growth in housing, behavioral health, and addiction services is actually improving outcomes for Oregonians.	No	The comment is outside the scope of HCMO.
15	9/15/2025	Ensure that future approvals or oversight actions prioritize measurable community benefits-like reduced overdoses, lower crime, and fewer unsheltered people-not just organizational expansion.	No	The comment is outside the scope of HCMO.
1, 3	7/29/2025, 9/4/2025	I remain strongly in favor of a comprehensive, public, independent review of HCMO's decisions and impact over the last 4 years. engage an independent, public comprehensive review of the transparency/confidentiality process at HCMO, engage an independent, public, comprehensive review of the public engagement process at HCMO, and go to the public as part of that process.	No	The proposed change is outside the scope of rulemaking. Change would need to occur within Oregon Revised Statute 415.500 et seq.
12	9/12/2025	Developing and testing risk-based criteria for assigning cases to Preliminary versus Comprehensive review. At present some number of cases do not seem to receive a degree of scrutiny commensurate with their actual complexity and true measure of threat.	No	The proposed change is outside the scope of rulemaking. Change would need to occur within sub regulatory guidance.
12	9/12/2025	Studying the Specialty Dental Brands case to understand why the solvency risks that emerged were not identified and managed in the review process. If additional regulatory authority is called for, make sure to add financial risk to the rulemaking agenda.	No	The proposed change is outside the scope of rulemaking. Change would need to occur within sub regulatory guidance.

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12	9/12/2025	Undertaking a special study and threat assessment dealing with the impact of consolidation on access to pharmacy, hospice, and palliative care services in rural areas.	No	The comment is currently reflected in HCMO statute.
12	9/12/2025	Reviewing and refining Administrative Rules and Guidance pertaining to the conditional approval of applications. Clarify intent to require behavior changing actions as a condition.	No	The proposed change is outside the scope of rulemaking. Change would need to occur within sub regulatory guidance.
15	9/15/2025	Require accountability and transparency in how public funds and grants are used, particularly when tied to real estate development and property acquisition.	No	The comment is outside the scope of HCMO.
20	11/2/2025	In conjunction with the current Rule Update, I recommend that the RAC review these comments and then proceed to identify additional ways the Rules and Framework can be used to buttress statutory enforcement and standard-setting authority.	--	All comments have been posted publicly, and RAC members are able to review.
18	9/19/2025	Finally, we encourage OHA to engage in further rulemaking to reduce the number of ongoing ambiguities in the law, such as ambiguities relating to the calculation of "revenue."	No	This comment was considered but no change made.
25	11/13/2025	**Proposed New Rule Language** 409-070-XXXX — Tolling 1. The Oregon Health Authority shall complete its review of a covered transaction within 180 days of the date the notice is filed, consistent with ORS 415.501(7)(a).	-	*Pending*

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		2. The 180-day period may not be extended or tolled except under the following limited circumstances: a. The parties to the transaction jointly request in writing that the review period be tolled for a specified period; b. The parties have failed to provide complete responses to a duly issued request for information, and tolling is necessary to allow completion of the response; or c. The parties are nonresponsive to a request for information despite reasonable follow-up efforts by the Authority. 3. The Authority may not condition approval of a transaction on a party's agreement to toll the review period, nor may it represent that failure to agree to tolling will result in denial. 4. The Authority shall manage its internal review procedures to ensure completion of all reviews within the statutory 180-day period except when tolling is warranted under subsection (2). **Conforming Rule Amendments** Providence further recommends that OHA review and revise all existing HCMO rules to ensure consistency with this tolling limitation. Any current provisions authorizing or		

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		implying unilateral OHA discretion to toll the 180-day period should be amended or deleted.		