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November 21, 2023

**VIA EMAIL**

Karine Gialella  
Senior Assistant Attorney General  
Oregon Department of Justice  
1162 Court Street NE,  
Salem, OR 97301-4096

**Re: Confidentiality Log for October 21, 2023 Public Records Request**

Karine:

On October 21, 2023, the Oregon Health Authority (“OHA”) and Department of Consumer and Business Services (“DCBS”) received a public records request (the “Request”) seeking certain documents and information submitted by CareOregon, Inc. (“CareOregon”) and SCAN Group (“SCAN”) pursuant to the parties’ Form A and Health Care Market Oversight (“HCMO”) filings.

As you know, many of the requested records are confidential and exempt from disclosure under the Public Records Act. Per OAR 409-070-0070 and other applicable law, this letter identifies those documents that are exempt from public disclosure and explains the grounds for such exemption. This letter in no way limits either party’s right to assert additional or alternative grounds for exemption from the Public Records Act.

Under ORS 415.501(13)(c), OHA “shall maintain the confidentiality of all confidential information and documents that are not publicly available that are obtained in relation to a [HCMO] material change transaction.” Such information is “exempt from disclosure under ORS 192.311 to 192.478 [the Public Records Act].” The documents and information identified below are confidential and contain information that is not publicly available. Thus, OHA shall maintain the confidentiality of such documents and shall not release any such documents under the Public Records Act.

Under OAR 409-070-0070(2), “Confidential materials filed by an applicant in connection with a [HCMO] transaction that is subject to review by each of the [Oregon Health] Authority and the Department [of Consumer and Business Services] shall be maintained as confidential materials in accordance with . . . ORS 415.501(13)(c).” See also OAR 409-070-0035(3). Thus, the confidentiality provisions of ORS 415.501(13)(c) apply to both DCBS and OHA.

Per OAR 410-141-5280, if a “document contains information protected from disclosure by state or federal law or protected from disclosure as a trade secret, as defined in ORS 192.345 . . . then the [Oregon Health] Authority shall redact the document pursuant to ORS 192.338.” Under ORS 192.345(2), the term “trade secrets” is defined to include any “compilation of information . . .

which is known only to certain individuals within an organization and which is used in a business it conducts, having actual or potential commercial value, and which gives its user an opportunity to obtain a business advantage over competitors who do not know or use it.” ORS 192.345(2). The documents identified below contain trade secrets, including information related to future plans, strategic deliberations, pricing, and corporate organization that, individually and collectively, have business value to the parties and give the parties a business advantage over others. These documents are exempt from disclosure.

ORS 192.355(9)(a) also exempts from disclosure “public records or information the disclosure of which is prohibited or restricted or otherwise made confidential or privileged under Oregon law.” Oregon has adopted the Uniform Trade Secrets Act (ORS 646.461 et seq.), which prohibits the disclosure of trade secrets by a person without consent, including any “government” or “governmental subdivision or agency.” ORS 646.461(3); See *Pfizer Inc. v. Oregon Dep't of Just. ex rel. Kroger*, 254 Or. App. 144 (2012). For these purposes, the term “trade secret” is defined as:

information, including a drawing, cost data, customer list, formula, pattern, compilation, program, device, method, technique or process that:

- (a) Derives independent economic value, actual or potential, from not being generally known to the public or to other persons who can obtain economic value from its disclosure or use; and
- (b) Is the subject of efforts that are reasonable under the circumstances to maintain its secrecy.

The below-listed documents and information, individually and collectively, include detailed information about the parties’ strategic plans, financial projections, and key affiliation terms. Competitors and potential affiliation partners could use such information to the parties’ detriment, and both parties have taken reasonable efforts to ensure no such information is disclosed publicly.

Finally, ORS 192.355(2)(a) protects information of a “personal nature such as but not limited to that kept in a personal, medical or similar file, if public disclosure would constitute an unreasonable invasion of privacy, unless the public interest by clear and convincing evidence requires disclosure in the particular instance.” The biographical affidavits submitted as part of the Form A applications contain such information.

The chart below is a log of those documents that are confidential and not subject to public disclosure. Documents marked with an asterisk indicate that the document is not exempt from disclosure in its entirety, but certain parts of such document have been redacted and are exempt for the reason(s) listed.

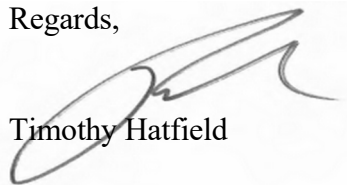
<b>Document Description</b>	<b>Grounds for Exemption</b>
Exhibits G and J to the Form A regarding Columbia Pacific CCO, LLC, Jackson County CCO, LLC, and Health Share of Oregon	OAR 410-141-5280, ORS 192.355(2)(a), ORS 192.345(2), ORS 192.355(9)(a).
Exhibit F to the Form A regarding Health Plan of Care Oregon, Inc., Columbia Pacific CCO, LLC and Jackson County CCO, LLC	ORS 415.501(13)(c); OAR 409-070-0070(2), OAR 410-141-5280, ORS 192.355(2)(a), ORS 192.345(2) and ORS 192.355(9)(a).
Exhibits C to the Form As regarding Health Plan of Care Oregon, Inc, Columbia Pacific CCO, LLC, Jackson County CCO, LLC, and Health Share of Oregon	ORS 192.355(2)(a), ORS 415.501(13)(c), OAR 409-070-0070(2), OAR 410-141-5280, ORS 192.345(2), and ORS 192.355(9)(a).
NPI Form	ORS 415.501(13)(c), OAR 409-070-0070(2), OAR 410-141-5280, ORS 192.355(2)(a), ORS 192.345(2) and ORS 192.355(9)(a).
Pages iii, 56 and 57 of the Affiliation Agreement by and between SCAN Group and Care Oregon	ORS 415.501(13)(c); OAR 409-070-0070(2), OAR 410-141-5280, ORS 192.345(2) and ORS 192.355(9)(a).
Response to inquiry #16 in the letter to Morgan, Lewis & Bockius, LLP dated March 3, 2023	ORS 415.501(13)(c), OAR 409-070-0070(2), OAR 410-141-5280, ORS 192.345(2) and ORS 192.355(9)(a).
Attachment #1 to the letter to Morgan, Lewis & Bockius, LLP dated March 3, 2023	ORS 732.586, ORS 415.501(13)(c); OAR 409-070-0070(2), OAR 410-141-5280, ORS 192.345(2), and ORS 192.355(9)(a).
Attachments #4, #9* and #16 to the letter to Morgan, Lewis & Bockius, LLP dated March 3, 2023	ORS 415.501(13)(c), OAR 409-070-0070(2), OAR 410-141-5280, ORS 192.345(2), and ORS 192.355(9)(a).
Responses to inquiries #12a, 12b, 12c, and 12d in the letter to Morgan, Lewis & Bockius, LLP dated March 27, 2023 regarding the DCBS Form A	OAR 409-070-0070(2), ORS 415.501(13)(c), ORS 192.345(2), and ORS 192.355(9)(a).
Responses to inquiries #21, 24, 25, 26 and 27 in the letter to Morgan, Lewis & Bockius, LLP dated March 27, 2023 regarding the OHA Form A	OAR 410-141-5280, OAR 409-070-0070(2), ORS 415.501(13)(c), ORS 192.345(2), and ORS 192.355(9)(a).
Attachments C, D, E, F, and I to the letters to Morgan, Lewis & Bockius, LLP dated March 27, 2023 regarding the DCBS and OHA Form As	OAR 410-141-5280, OAR 409-070-0070(2), ORS 415.501(13)(c), ORS 192.345(2), and ORS 192.355(9)(a).
Attachment G to the letter to Morgan, Lewis & Bockius, LLP dated March 27, 2023 regarding the DCBS Form A	ORS 192.355(2)(a), ORS 415.501(13)(c), OAR 409-070-0070(2), OAR 410-141-5280, ORS 192.345(2), and ORS 192.355(9)(a).
Compensation terms of the Delegation Agreement by and between CareOregon and Columbia Pacific CCO, LLC, dated January 1, 2020, and the amendments thereto	ORS 415.501(13)(c), OAR 409-070-0070(2), OAR 410-141-5280, ORS 192.345(2) and ORS 192.355(9)(a).

Compensation terms of the Delegation Agreement by and between CareOregon and Jackson County CCO, LLC, dated January 1, 2020, and the amendments thereto	ORS 415.501(13)(c), OAR 409-070-0070(2), OAR 410-141-5280, ORS 192.345(2) and ORS 192.355(9)(a).
Integrated Community Network Participation Contract by and between CareOregon and Health Share of Oregon, dated January 1, 2022	ORS 415.501(13)(c), OAR 409-070-0070(2), OAR 410-141-5280, ORS 192.345(2) and ORS 192.355(9)(a).
Systems Integration Benefit Agreement by and between CareOregon and Health Share of Oregon, dated January 1, 2020	ORS 415.501(13)(c), OAR 409-070-0070(2), OAR 410-141-5280, ORS 192.345(2) and ORS 192.355(9)(a).
Responses to inquiries I.1, I.3.a, I.4.b, I.5.b, I.7, I.8, I.9, I.10.c, I.14, II.1.e, V.A.1.b, V.A.2.a.ii, V.A.2.b.ii, V.A.2.c, VI.1, VI.12 and associated exhibits as compiled from letters to Morgan Lewis Morgan, Lewis & Bockius, LLP dated May 23, 2023, July 3, 2023, July 13, 2023, and July 31, 2023	ORS 415.501(13)(c), OAR 409-070-0070(2), OAR 410-141-5280, ORS 192.345(2) and ORS 192.355(9)(a).
Response to inquiries 1 and 5 in the letter to Morgan, Lewis & Bockius dated October 30, 2023	ORS 415.501(13)(c), OAR 409-070-0070(2), OAR 410-141-5280, ORS 192.345(2) and ORS 192.355(9)(a).
Exhibit C to the letter to Morgan, Lewis & Bockius dated October 30, 2023	ORS 415.501(13)(c), OAR 409-070-0070(2), OAR 410-141-5280, ORS 192.345(2) and ORS 192.355(9)(a).

\* Released in part, with certain sections redacted per the listed exceptions.

This log in no way limits either party's right to assert additional or alternative grounds for deeming the above-listed documents confidential and not subject to public release.

Regards,



Timothy Hatfield

cc: Monica Martinez  
David Connell