

CCO Procurement and Transaction Review Requirements

In Oregon, multiple state agencies and programs may review proposed business transactions involving health care companies, including the Oregon Health Authority (OHA) and the Department of Consumer and Business Services (DCBS).

- OHA's [Health Care Market Oversight](#) (HCMO) program reviews health care business transactions to make sure they support Oregon's goals of health equity, lower costs, increased access, and better care.
- OHA's Coordinated Care Organization [\(CCO\) Form A](#) program reviews health care business transactions that involve CCOs to make sure they promote the interests of Oregon Health Plan members.
- DCBS' [Form A](#) program reviews the sale, acquisition, or change of control of Oregon domestic insurance companies, including health care business transactions that involve (Oregon-based) health insurers.

This document is intended to provide general information about OHA and DCBS's regulatory review of proposed transactions that may be helpful for CCOs and other entities that anticipate submitting or intend to submit a CCO application in response to OHA's next CCO procurement, specifically called a Request for Applications (RFA).

NOTE: OHA will not evaluate applications submitted in response to the RFA based on proposed transactions and will not make CCO contract awards contingent on proposed transactions.

That is, if any CCO or other entity is planning a merger, acquisition, joint venture, affiliation, or other potential transaction in anticipation of the RFA, and wants OHA to evaluate the submitted application based on the proposed transaction, they must have completed all required regulatory reviews, obtained all necessary approvals, and closed the transaction prior to submitting their application.

OHA expects CCO applications will be due in January 2026. Therefore, all CCOs and other entities that anticipate submitting an application in response to the CCO RFA must complete the proposed transaction prior to submitting their application.

If a CCO or other entity is considering a transaction that may require regulatory review, OHA recommends scheduling a pre-filing conference as soon as possible (see page 6).

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What are the regulatory review programs in Oregon?

	HCMO	CCO Form A	Domestic Insurer Form A
Responsible agency	OHA	OHA	DCBS
Related statutes and regulations	ORS 415.500 et seq OAR 409-070-0000 through -0085	ORS 415.011 OAR 410-141-5255 through -5280	ORS 723.517 to 732.596 OAR 836-027-0100 through -0139
Who is subject to review	Providers, health plans, CCOs, and other health care entities.	CCOs.	Domestic (Oregon-based) insurers.
For more information	Health Care Market Oversight Program	CCO Form A	Domestic insurer Form A

What reviews are CCOs or other entities subject to?

Depending on the proposed business transaction and what entities are involved, a CCO may be subject to multiple reviews. Other entities intending to submit a CCO application in response to the CCO RFA should also consider the above chart to determine which reviews may be relevant to their proposed transaction.

	HCMO	CCO Form A	Domestic Insurer Form A
Are CCOs reviewable?	Yes	Yes	Yes, if a CCO, or a person that controls a CCO is also domestic insurer, if the proposed transaction will result in a change of control of the domestic insurer.

What does the review look at?	Cost, access, equity, quality, market share and competition, alignment with legal requirements.	Alignment with CCO and legal requirements, financial condition, leadership, control, competition, disparities and inequities, cost and cost growth, high-quality care.	Alignment with legal requirements, financial condition, leadership, control, and competition.
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What kinds of business transactions are subject to review?

Each program has specific criteria outlined in governing statutes and regulations. The table below provides a high-level overview and links to more detailed guidance. CCOs or other entities may consult with OHA and DCBS directly about a proposed transaction (see technical assistance section on page 6); however, CCOs and other entities must contact their own legal counsel to understand the legal requirements applicable to their circumstances.

	HCMO	CCO Form A	Domestic Insurer Form A
Acquisitions or attempts to acquire control of a CCO¹	Yes	Yes	Maybe ²
An agreement to merge with or otherwise acquire control of a CCO	Yes	Yes	Maybe ²
Acquiring, directly or indirectly, ownership of all or a significant portion of CCO assets	Yes	Yes	Maybe ³
Bulk reinsurance by one CCO of all or a significant portion of the members, who are covered by another CCO or related group of CCOs	No	Yes	Maybe ²

¹ Including: making a tender offer for, or a request for tenders of any voting security of the CCO; entering into any agreement to exchange securities for any voting security of the CCO; acquiring or seeking to acquire any voting security of the CCO; engaging in any other activity that constitutes a change in control of a CCO (as described in the CCO contract).

² If a CCO, or a person that controls a CCO, is also a domestic insurer, and if the proposed deal will result in a change of control of the domestic insurer. OHA recommends consulting with DCBS to determine if a proposed transaction is subject to domestic insurer Form A review.

³ DCBS defines a “significant portion” of control as 10% or more of assets or insurance.

	HCMO	CCO Form A	Domestic Insurer Form A
Any other arrangement that brings together under common ownership, control or responsibility all or a significant portion of the assets, liabilities or member contracts	Yes. See guidance on changes in ownership of assets .	Yes	Maybe ⁴
Affiliations, contracts, and new contracting affiliations that will eliminate or significantly reduce essential services	Yes. See guidance on essential services .	Maybe ⁴	Maybe ⁵
New partnerships, joint ventures, accountable care organizations, parent organizations, or management services organizations...⁵	Yes	Maybe ⁵	Maybe ⁵

What are the timing considerations for the review processes?

	HCMO	CCO Form A	Domestic Insurer Form A
How long does the review take?	Preliminary review is conducted within 30 days of receipt of a complete application. ⁶ Comprehensive review is conducted within 180 days of receipt of a complete application. ⁶	No required timeline – the process has been known to take six months or longer.	No required timeline – the process has been known to take six months or longer.
When do CCOs need to submit a proposed transaction for review?	At least 180 days prior to the anticipated transaction effective date.	No required timeline - OHA recommends submitting at minimum 180 days prior to the anticipated transaction effective date.	No required timeline - DCBS recommends submitting the Form A at the same time the filing is made to OHA.

⁴ These transactions are subject to Form A review only if one of the first five criteria in this table also apply.

⁵ ... that will eliminate or significantly reduce essential services; consolidate or combine providers of essential services when contracting payment rates with payers; or consolidate or combine insurers when establishing health benefit premiums.

⁶ The review period may be extended in accordance with applicable statutes and administrative rules.

If seeking determination from the agency about whether a review is required, when should a request be made?	No required timeline – OHA recommends requesting at least 210 days prior to the anticipated transaction effective date.	No required timeline – OHA recommends requesting at least 210 days prior to the anticipated transaction effective date.	No required timeline - DCBS recommends submitting the request at the same time the filing is made to OHA.
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What are the costs of the review?

ORS 415.512 directs OHA to collect fees to cover the costs of administering the HCMO program. OAR 409-070-0030 details fee amounts for HCMO notice of material change transactions. CCOs and other entities may also be responsible for the cost of outside advisors assisting state agencies with the transaction review, as authorized by Oregon law.

	HCMO	CCO Form A	Domestic Insurer Form A
Filing fee	Determination: N/A Preliminary review: \$2,000 Comprehensive review: from \$25,000 - \$100,000, depending on entity revenue.	N/A	\$50/hour with a minimum of \$5,000.
Outside advisors	Entities reimburse OHA for all reasonable and actual costs of advisors retained by OHA or DOJ in connection with the transaction review.	Entities reimburse OHA for all costs of any actuaries, accountants, and other experts necessary to assist OHA in its review of the transaction.	Entities reimburse DCBS for all costs of any actuaries, accountants, and other experts necessary to assist DCBS in its review of the transaction.

What technical assistance or consultation is available?

OHA and DCBS may provide additional written guidance, optional determinations, and pre-filing conferences for CCOs and other entities. During a pre-filing conference, OHA and entities can discuss the optional determination process, the filing process, what forms will need to be completed, what information the entities may be required to provide to OHA and/or DCBS, handling of confidential information, and submission timing.

OHA encourages all CCOs and other entities to request a pre-filing conference prior to filing a HCMO Notice of Material Change Transaction or a CCO Form A application. If the proposed transaction is subject both HCMO and CCO Form A review, CCOs can request a joint pre-filing conference.

	HCMO	CCO Form A	Domestic Insurer Form A
How to request a determination as to whether a proposed transaction is subject to review?	Submit HCMO-4 Determination Form	Email CCO.FormA@oha.oregon.gov	File a Form A transaction
How should CCOs request a pre-filing conference?	Email hcmo.info@oha.oregon.gov	Email CCO.FormA@oha.oregon.gov	Email ryan.w.keeling@dcbs.oregon.gov
For more information?	Health Care Market Oversight website	CCO Form A website	Domestic Insurer Form A website