

Timeline for Furnishing Final Definitive Agreements

The Health Care Market Oversight program ensures that transactions involving health care entities support the goals of health equity, lower costs, increased access, and better care. Under ORS 415.500 et seq., the Oregon Health Authority reviews proposed material change transactions and monitors health care markets. For more information, visit the [program website](#).

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Under ORS 415.501, entities are required to submit a Notice of Material Change Transaction (“Notice”) at least 180 days prior to the date of the transaction. Per [OAR 409-070-0045](#), the Notice must include either final executed copies of all the definitive agreements that will be used to close and document the transaction or a term sheet.

If the entities provide final executed copies of the definitive agreements with the Notice, and the terms of the transaction do not change during OHA’s review period, no further documentation is required under [OAR 409-070-0045](#).

When entities submit a term sheet as part of their Notice, they are required by [OAR 409-070-0045](#) to submit final executed copies of all definitive agreements within a specified timeline as detailed below.

Timeline for Furnishing Final Definitive Agreements

Upon submitting a Notice of Material Change Transaction, entities may either provide final executed copies of all definitive agreements with the Notice or provide a term sheet. If the filing entity provides a term sheet as part of the Notice, the entity is still responsible for providing final executed copies of all definitive agreements, along with a detailed description of any changes between the submitted term sheet and the final definitive agreements. Due dates for providing these documents to OHA depends on the stage of OHA’s review and the transaction approval status. If an entity provides a term sheet with the Notice, the final definitive agreements are due:

- No later than 15 days prior to closing if the transaction is approved or approved with conditions after a preliminary review
- 15 days after notice of comprehensive review

Statutory and Administrative Rule Guidance

Administrative Rules

409-070-0005 (29)

"Term sheet" means a memorandum of understanding or letter of intent setting forth the negotiated terms and conditions of the proposed transaction in reasonable detail, signed by the parties to a proposed transaction, or any other equivalent document that sets forth an agreement in principle for a proposed transaction.

409-070-0045

- (5) A notice of material change transaction must include either complete and final executed copies of all the definitive agreements pursuant to which the transaction will be documented and closed or a term sheet. If a notice is filed on the basis of a term sheet, then:
- a. The parties must furnish the Authority with complete and final executed copies of all the definitive agreements pursuant to which the transaction will be documented and closed, together with a detailed description of any respect in which the definitive agreements depart from the term sheet, no later than:
 - (A) Fifteen days before closing the transaction, if the Authority approved the transaction without comprehensive review; or
 - (B) Fifteen days after the commencement of the comprehensive review period, if the transaction was not approved following preliminary review. If the parties are unable to furnish complete and final executed copies of all the definitive agreements within that fifteen-day period, then the running of the period for review of the notice must be tolled upon such notification and must not resume until the parties have furnished such executed copies.
 - b. To the extent that the definitive agreements materially deviate from the term sheet, the Authority may extend the review period and may withdraw or modify an order based on the term sheet.