

MATERIAL CHANGE NOTICE SUBMISSION DETAILS

MCN Number	2025-04-23-1374
OHCA Review Start Date	May 22, 2025
Anticipated date (unless tolled per regulation) by which OHCA could waive cost and market impact review	July 7, 2025
Anticipated date (unless tolled per regulation) by which OHCA could determine cost and market impact review required	July 21, 2025

SUBMITTER

HEALTH CARE ENTITY CONTACT FOR PUBLIC INQUIRY

Title	VP & Assistant GC
First Name	Steven
Last Name	Schaefer
Email Address	Steven.Schaefer@tenethealth.com

GENERAL

Business Name	Premier Health Plan Services, Inc.
Website	https://www.careclosetome.com/
Ownership Type	Corporation
Tax Status	For-profit
Federal Tax ID	33-0184827
Description of Submitting Organization	Premier Health Plan Services, Inc. ("Premier") holds a restricted health care service plan license under the Knox-Keene Health Care Service Plan Act of 1975 (a "Restricted Knox-Keene Plan"), issued in 2009, pursuant to which it contracts with much larger, fully licensed commercial and Medicare Advantage plans in Los Angeles County and Orange County. Premier currently participates in only one full risk market segment (Medicare Advantage risk) and two professional risk only market segments (Medicare Advantage and commercial). Premier is a California corporation that is governed by a board of directors.
Health Care Provider	No
For Payers: Enrollees per county	Premier operates a Restricted Knox-Keene Plan regulated by the Department of Managed Health Care ("DMHC"). Los Angeles: 11,064 Orange: 4,378 Other Counties: De minimis presence.

LOCATIONS

Counties	Los Angeles; Orange
California licenses and numbers	DMHC Plan ID: 933 0473
Other States Served	None
Primary Languages used when providing services	English
Other language if not listed above	Premier uses a language line to provide services in languages other than English.

MATERIAL CHANGE

ADDITIONAL ENTITIES

Business Name	Description of the Organization	Ownership Type	Additional MCN Submission
PHPS-CHM Acquisition, Inc.	Pre-close, PHPS-CHM Acquisition, Inc. ("Seller") owns 100% of the issued and outstanding shares of capital stock of Premier and Coast Healthcare Management, LLC ("Coast Healthcare"), which is an entity that has 6 employees and holds the office lease for Premier. Seller exists only as a holding company of Premier and Coast Healthcare, and, as such, it does not have any revenue or operations on its own.	Corporation	No
Tenet Healthcare Corporation ("Tenet")	Tenet, a publicly traded Nevada corporation (NYSE: THC), is the holding company for the Tenet brand of companies, including various direct and indirect subsidiaries, as well as downstream partnerships and joint ventures. Tenet is not a healthcare provider and	Corporation	No

<p>does not directly own or operate any hospitals or healthcare facilities, or provide direct patient care. Tenet's business, via its subsidiaries, is organized into two primary reporting segments – hospital operations and ambulatory care. As of December 31, 2024, the hospital operations segment consists of the ownership and operation of 49 acute care and specialty hospitals across 8 states, including 7 in California, as well as 135 outpatient facilities, including urgent care facilities, imaging centers, off-campus hospital emergency departments, and micro-hospitals. Over 70% of the outpatient facilities are in Texas or Arizona. This segment also includes various revenue cycle management and value-based care services that Tenet provides to hospitals and other health care facilities through its joint venture with Conifer Health Solutions, LLC. The ambulatory care segment, which is operated through the USPI Holding Company, Inc. subsidiary holds ownership interests in 518 ambulatory surgery centers and 25 surgical hospitals across 37</p>		
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	<p>states, including California. For the years ended 2024, 2023, and 2022, respectively, net operating revenue was \$20.67 billion, \$20.55 billion, and \$19.17 billion.</p> <p>Additional information regarding Tenet's business, history, operating segments, financial information, and acquisition and merger history can be found in Tenet's Annual Report on Form 10-K for the year ended December 31, 2024, along with other forms filed with the U.S. Securities and Exchange Commission.</p>		
Tenet Business Services Corporation	Tenet Business Services Corporation does not have any operations. It primarily serves as a contracting entity for Tenet business enterprise. It is only a party to the transaction in its role as a Seller Guarantor.	Corporation	No
UCI Health	UCI Health is an administrative subdivision of The Regents of the University of California, a California constitutional corporation ("The Regents"), and is an affiliate of the University of California, Irvine ("UCI Health" or "UCI"), another administrative subdivision of The Regents. UCI Health	Other	Yes

<p>does not fit neatly within the “health care entity” classification as defined in 22 CCR § 97431(g). Rather, it essentially functions as a general umbrella/de facto holding company for various discrete health care operations, including affiliated providers and hospitals in Orange County and parts of Los Angeles County. UCI Health’s affiliates/affiliated operations consist of various affiliated providers, including the discrete facilities of UCI Medical Center, UCI Health – Fountain Valley (f/k/a Fountain Valley Regional Hospital & Medical Center), UCI Health – Lakewood (f/k/a Lakewood Regional Medical Center), UCI Health – Placentia Linda (f/k/a Placentia-Linda Hospital), UCI Health – Los Alamitos (f/k/a Los Alamitos Medical Center), UCI Health Family Health Center, and Irvine Medical Complex. UCI Health’s hospital affiliates, if considered in the aggregate, generated the following revenues:</p> <ul style="list-style-type: none"> • FY24 = \$2,487,235; • FY23 = \$1,981,337; • FY22 = \$1,750,865. 		
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CRITERIA

A health care entity with annual revenue, as defined in section 97435(d) , of at least \$25 million or that owns or controls California assets of at least \$25 million, or;	Yes
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CIRCUMSTANCES FOR FILING

<p>The transaction involves a transfer or change in control, responsibility or governance of the Submitter. A transaction will directly or indirectly transfer control, responsibility, or governance in whole or in part of a material amount of the assets or operations of a health care entity to one or more entities if:</p> <p>(1) The transaction would result in the transfer of 25% or more of the voting power of the members of the governing body of a health care entity, such as by adding one or more members, substituting one or more members, or through any other type of arrangement, written or oral; or</p> <p>(2) The transaction would vest voting rights significant enough to constitute a change in control such as supermajority rights, veto rights, and similar provisions even if ownership shares or representation on a governing body are less than 25%;</p>	Yes
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TRANSACTION DETAILS

Anticipated Date of Transaction Closure	6/14/2025
Description of the Transaction	Please see the document titled "06 – Premier – Description of the Transaction" in the Documents to be Submitted section for the full description of the transaction.
Submitted to US Department of Justice or Federal Trade Commission?	No
Submitted to Other Agency?	Yes
Date of Submission	8/17/2024
To Whom Submitted	California Department of Managed Health Care ("DMHC")
Description of Submission (Include Agency name(s) and State(s))	The Proposed Transaction was originally submitted to the California DMHC for review as a Notice of Proposed Material Modification for a health care services plan. The DMHC then referred Premier to OHCA for review.
Subject to court proceeding	No
Description of current services provided and expected post-transaction impacts on health care services	Premier's operations will not materially change as a result of the Proposed Transaction and there are no expected post-transaction impacts on health care services. It currently provides services in both Los Angeles and Orange counties and will continue to do so post-transaction. The Proposed Transaction will also not result in

	<p>any impact to provider contract terms or any change to member benefits (which remain the responsibility of Premier's fully licensed health care service plan partners). Finally, Premier does not intend to exit either its full risk Medicare Advantage market segment or its two professional-only risk market segments (Medicare Advantage and commercial). See also Sections 3, 4, and 6 above for a description of current services and the expected benefits of the Proposed Transaction.</p>
<p>Prior mergers or acquisitions that: (A) involved the same or related health care services;</p> <p>(B) involved at least one of the entities, or their parents, subsidiaries, predecessors, or successors, in the proposed transaction; and</p> <p>(C) were closed in the last ten years.</p>	<p>As to Submitter:</p> <p>In 2018, Tenet California, Inc. (which is not a party to the transaction, but is the current parent company to PHPS-CHM Acquisition, Inc.) entered into a Stock Purchase Agreement to sell its interests in Golden State Medicare Health Plan ("Golden State") to McArthur Court Acquisition Corp. Golden State is a health care service plan licensed by DMHC.</p> <p>As to UCI:</p> <p>N/A.</p>
<p>Description of Potential Post Transaction Changes</p>	<p>Following the transaction, Premier will be wholly owned by UCI Health and the composition of Premier's Board of Directors and Officers will change to reflect the new ownership. Specifically, Donna Costanza, Scott Ramsey, and Bryan Forry will be removed as members of Premier's Board of Directors. Bryan Forry will also be removed as Premier's Secretary. Lisa Gibbs will become a member of Premier's Board of Directors. Randolph Siwabessy will become a member of Premier's Board of Directors as well as Premier's Secretary. No other changes to key personnel are currently contemplated. Certain employees of Premier's pre-transaction parent company will become employees of UCI and will continue to provide the same services and support currently provided to Premier via an administrative services agreement. No other material post-transaction changes are anticipated.</p>
<p>Description of the nature, scope, and dates of any pending or planned material changes occurring between the Submitter and any other entity, within the</p>	<p>None.</p>

12 months following the date of the notice	
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