

## MATERIAL CHANGE NOTICE SUBMISSION DETAILS

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|--|----------------------------------|
| MCN Number   | 2024-12-14-1286                  |
| OHCA Review Start Date   | January 28, 2025                 |
| Anticipated date (unless tolled per regulation) by which OHCA could waive cost and market impact review              | <del>March 14, 2025</del> TOLLED |
| Anticipated date (unless tolled per regulation) by which OHCA could determine cost and market impact review required | <del>March 31, 2025</del> TOLLED |

## SUBMITTER

### HEALTH CARE ENTITY CONTACT FOR PUBLIC INQUIRY

|               |                         |
|---------------|-------------------------|
| Title         | Associate G.C.          |
| First Name    | Ming                    |
| Last Name     | Chuang                  |
| Email Address | legal@astranahealth.com |

### GENERAL

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| Business Name                          | Metropolitan IPA   |
| Website                                | <a href="https://www.astranahealth.com/">https://www.astranahealth.com/</a>  |
| Ownership Type                         | Professional Corporation   |
| Tax Status                             | For-profit   |
| Federal Tax ID                         | 93-4157758   |
| Description of Submitting Organization | <p>Metropolitan IPA is a professional medical corporation that contracts with over 800 physicians and other health care providers providing quality and cost-effective health care services for contracted health care service plans' enrollees. Metropolitan IPA is a wholly-owned subsidiary of Astrana Care Partners Medical Corporation, a professional corporation solely owned by Dr. Thomas Lam, the Vice Chairman of Astrana Health, Inc.</p> <p>Metropolitan IPA consists of a multi-specialty group of providers, including, but not limited to, primary care, OB/GYN, and various specialist care options. They also support multi-specialty care practices, emphasizing preventive health, chronic disease management, and coordinated care. Additional services include laboratory testing, radiology, and access to ambulatory surgical centers.</p> <p>As of December 2024, Metropolitan IPA has served over 230,000 members across Los</p> |

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|   | Angeles County, including approximately 210,000 Medicaid beneficiaries.                  |
|   | Metropolitan IPA does not own any facilities, have any licensed beds, or have any staff. |
| Health Care Provider  | Yes  |
| For Providers: Desc. of Capacity or Patients served in California | See the description above.   |
| For Payers: Enrollees per zip code                                | See [CONFIDENTIAL] Metropolitan IPA - Member Count by NPI and HP.xlsx.                   |

## LOCATIONS

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| Counties                                       | Los Angeles  |
| California licenses and numbers                | Risk Bearing Organization Registration Number issued by the Department of Managed Health Care: 10902<br>Entity Number issued by the California Secretary of State: 5946857 |
| Other States Served                            | None   |
| Other state(s) licenses and numbers            | N/A  |
| Primary Languages used when providing services | English; Arabic; Armenian; Cambodian; Chinese; Farsi; Hindi; Hmong; Japanese; Korean; Laotian; Mien; Punjabi; Russian; Spanish; Tagalog; Thai; Ukrainian; Vietnamese       |
| Other language if not listed above             |  |

## MATERIAL CHANGE

### ADDITIONAL ENTITIES

| Business Name     | Description of the Organization  | Ownership Type            | Additional MCN Submission |
|-------------------|--|---------------------------|---------------------------|
| PHP Holdings, LLC | PHP Holdings, LLC ("PHPH"), a Delaware limited liability company, is the holding company for a portion of the Prospect family of companies. PHPH is 51% owned by Prospect Medical Holdings, Inc. and 49% owned by MPT Picasso Investor TRS, LLC. PHPH operates in Orange County at the following address: 600 City Parkway West, Suite 1000 Orange, CA 92868. PHPH and its owners are not payers, providers or fully integrated delivery systems under 22 Cal. Code Regs. § 97435. | Limited Liability Company | No                        |

|                                     |   |                           |    |
|-------------------------------------|---|---------------------------|----|
|                                     | <p>Annual revenue for the three most recent fiscal years:</p> <p>2021: See revenue of PHP (\$291,051,000); 2022: \$770,307,000 (consolidated); 2023: \$890,824,000 (consolidated)</p>   |                           |    |
| PHS Holdings, LLC                   | <p>PHS Holdings, LLC (“PHS”), a Delaware limited liability company, is a holding company wholly owned by Coordinated Regional Care Group, LLC which itself is wholly owned by Prospect Medical Holdings, Inc. PHS operates in Los Angeles County at the following address: 3824 Hughes Avenue, Culver City, CA 90232. Through its subsidiary, Prospect Health Services RI, Inc. (“PHSRI”), PHS contracts with Rhode Island health plans to provide value-based care services to Health Plan members. PHS is not a payer, provider or fully integrated delivery system under 22 Cal. Code Regs. § 97435.</p> <p>Annual Revenue for the three most recent fiscal years:</p> <p>Given its function as a holding company with no bona fide operations, see revenue of PHSRI for relevant revenue details associated with PHS.</p> | Limited Liability Company | No |
| Prospect Intermediate Holdings, LLC | <p>Prospect Intermediate Holdings, LLC (“PIH”), a Delaware limited liability company, is an intermediate holding company wholly owned by PHPH. PIH operates in Orange County at the following address: 600 City Parkway West, Suite 1000 Orange, CA 92868. PIH is not a payer, provider or fully integrated delivery system under 22 Cal. Code Regs. § 97435.</p> <p>Annual Revenue for the three most recent fiscal years:</p> <p>See PHP Holdings, LLC revenue. Revenue is reported on a consolidated basis at PHP Holdings, LLC level.</p>   | Limited Liability Company | No |

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| Prospect Health Plan, Inc. | <p>Prospect Health Plan, Inc. ("PHP"), a Delaware corporation, holds a restricted Knox-Keene health care service plan license issued by the California Department of Managed Health Care (the "DMHC"). As a restricted licensee, PHP contracts with fully licensed health care service plans on a plan-to-plan basis to assume professional and institutional risk for a little over 100,000 enrollees of such fully licensed plans, consisting of managed Medi-Cal enrollees in Los Angeles and Orange Counties, Medicare Advantage enrollees in Los Angeles, Orange, Riverside, San Bernardino, and San Diego Counties, and Commercial enrollees in Los Angeles and Orange Counties. PHP is a wholly-owned subsidiary of PHP Holdings, LLC. PHP is submitting a Notice of Material Modification to the DMHC, and seeking approval of the transaction, pursuant to California Health &amp; Safety Code Section 1399.65. In connection with the analysis under Section 1399.65, the DMHC assesses, among other factors, the impact of the proposed transaction on health care costs, market consolidation, and systemwide stability, and PHP will expressly address the same in its submission to the DMHC. Accordingly, PHP is not submitting a filing to OHCA, pursuant to California Health &amp; Safety Code Section 127507(d)(1). The submitter notes that if PHP were submitting a filing to OHCA, that it would be substantially identical to the submissions of Prospect Medical Group, Inc. and Alta Newport Hospital, LLC, as they relate to a single integrated transaction.</p> <p>Annual Revenue for the three most recent fiscal years:</p> <p>2021: \$291,051,000<br/>2022: \$327,363,000<br/>2023: \$406,057,000</p> |  | No |
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| Prospect Provider Group RI, LLC                                   | <p>Prospect Provider Group RI, LLC d/b/a CharterCARE Provider Group RI ("PPG RI"), a Delaware limited liability company, is an independent physician association wholly-owned by Prospect Provider Groups LLC ("PPG"). PPG RI operates in Rhode Island's Providence County at the following address: 1301 Atwood Avenue, Johnston, RI 02919, and does not operate in California.</p> <p>Annual Revenue for the three most recent fiscal years:<br/> 2021: \$9,663,319<br/> 2022: \$16,414,903<br/> 2023: \$19,302,198</p>  |                           | No  |
| Prospect Medical Systems, LLC                                     | <p>Prospect Medical Systems, LLC ("PMS"), a Delaware limited liability company, is a management company which has entered into agreements to provide management services for Prospect's affiliated physician organizations and other third-party clients, and is wholly owned by Prospect Intermediate Holdings, LLC. PMS operates in Orange County at the following address: 600 City Parkway West, Suite 1000, Orange, CA 92868. PMS is not a payer, provider or a fully integrated delivery system under 22 Cal. Code Regs. § 97435.</p> <p>Annual Revenue for the three most recent fiscal years:<br/> 2021: \$81,492,729<br/> 2022: \$97,889,631<br/> 2023: \$106,689,903</p> | Limited Liability Company | No  |
| Alta Newport Hospital, LLC d/b/a Foothill Regional Medical Center | <p>Alta Newport Hospital, LLC ("Al-ta"), a California limited liability company, is a general acute care hospital and skilled nursing facility, and is wholly owned by Prospect Intermediate Holdings, LLC. Alta operates in Orange County at the following address: 14662 Newport Ave Tustin, CA 92780. Alta is a community hospital serving Tustin and surrounding Orange County communities. Alta serves a diverse community with a multilingual staff and an emphasis on quality, compassionate, and accessible</p>  | Limited Liability Company | Yes |

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|                                   | <p>medical care.</p> <p>Annual Revenue for the three most recent fiscal years:<br/>The following revenues include capitation revenue from affiliated Prospect Health System entities that is eliminated upon consolidation:<br/>2021: \$169,145,451<br/>2022: \$183,783,197<br/>2023: \$205,954,254</p> <p>The following revenues exclude such capitation revenue and just include Alta's operational revenue:<br/>2021: \$78,452,273<br/>2022: \$88,321,378<br/>2023: \$97,329,321</p>   |       |    |
| Prospect Provider Group TX, Inc.  | <p>Prospect Provider Group TX, Inc. ("PPG TX"), a Texas 162.001(b) nonprofit health organization, is an independent physician association wholly-owned by Prospect Intermediate Holdings, LLC. PPG TX operates in Texas' Bexar County at the following address: 2929 Mossrock, Suite 200 San Antonio, TX 78230, and does not operate in California.</p> <p>Annual Revenue for the three most recent fiscal years:<br/>2021: \$6,510,795<br/>2022: \$2,114,664<br/>2023: \$2,463,395</p>   | Other | No |
| Prospect Health Services TX, Inc. | <p>Prospect Health Services TX, Inc. ("PHS TX"), a Texas 162.001(b) nonprofit health organization, is the Texas entity which contracts with Texas health plans and is wholly owned by Prospect Intermediate Holdings, LLC. PHS TX operates in Texas' Bexar County at the following address: 2929 Mossrock, Suite 200 San Antonio, TX 78230, and does not operate in California. PHS TX is not a payer, provider or a fully integrated delivery system under 22 Cal. Code Regs. § 97435.</p> <p>Annual Revenue for the three most recent fiscal years:</p> | Other | No |

|                                   |   |                           |    |
|-----------------------------------|---|---------------------------|----|
|                                   | 2021: \$8,477,734<br>2022: \$6,531,071<br>2023: \$4,592,637   |                           |    |
| Prospect Medical Group AZ, LLC    | <p>Prospect Medical Group AZ, LLC (“PMG AZ”), an Arizona limited liability company, is the Arizona entity which contracts with Arizona health plans and is wholly owned by Prospect Health Services Arizona, LLC. PMG AZ arranges care for members in Maricopa, Arizona. Its administrative corporate office is located at 600 City Parkway West, Suite 1000 Orange, CA 92868. PMG AZ is not a payer, provider or a fully integrated delivery system under 22 Cal. Code Regs. § 97435.</p> <p>Annual Revenue for the three most recent fiscal years:<br/> 2021: \$0<br/> 2022: \$194,476<br/> 2023: \$840,103</p> | Limited Liability Company | No |
| RightRX                           | <p>RightRX, a California corporation, is a mail order specialty pharmacy located at 510 W. Central Avenue Suite A, Brea, CA 92821. RightRx operates in Orange County. RightRx is wholly owned by Prospect Medical Systems, LLC, which is wholly owned by Prospect Intermediate Holdings, LLC. RightRx is not a payer, provider or a fully integrated delivery system under 22 Cal. Code Regs. § 97435.</p> <p>Annual Revenue for the three most recent fiscal years:<br/> 2021: \$0<br/> 2022: \$0<br/> 2023: \$2,269,191</p>   | Corporation               | No |
| Prospect Physician Holdings, Inc. | <p>Prospect Physician Holdings, Inc. (“PPH”), a California professional medical corporation, is a holding company for Prospect’s affiliated physician organizations in California and is wholly owned by Dr. Mitchell Lew. PPH operates in Orange County at the following address: 600 City Parkway West, Suite 1000 Orange, CA 92868. PPH is not a payer, provider or a fully integrated delivery system under 22 Cal.</p>   | Other                     | No |

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|  | <p>Code Regs. § 97435.</p> <p>Annual Revenue for the three most recent fiscal years:<br/> PPH had \$0 gross revenue in fiscal years 2021-2023. Revenue is reported on a consolidated basis at PHP Holdings, LLC level.</p>   |       |    |
| Prospect Intermediate Physician Holdings, Inc. | <p>Prospect Intermediate Physician Holdings, Inc. ("PIPH"), a California professional medical corporation, is a holding company for Prospect's affiliated physician organizations in California and is wholly owned by Prospect Physician Holdings, Inc. PIPH operates in Orange County at the following address: 600 City Parkway West, Suite 1000 Orange, CA 92868. PIPH is not a payer, provider or a fully integrated delivery system under 22 Cal. Code Regs. § 97435.</p> <p>Annual Revenue for the three most recent fiscal years:<br/> PIPH had \$0 gross revenue in fiscal years 2021-2023. Revenue is reported on a consolidated basis at PHP Holdings, LLC level.</p> | Other | No |
| Gateway Medicor-Rancho Cucamonga, Inc.         | <p>Gateway Medicor-Rancho Cucamonga, Inc. ("GMRC"), a California professional medical corporation, is a primary care physician practice with one physician ("Dr. Shiu"). GMRC is 51% owned by PIPH and 49% owned by Medicor Medical Group, Inc., Dr. Shiu's professional medical corporation. GMRC operates in the Inland Empire, specifically San Bernardino County, at the following address: 10995 Eucalyptus Street, Suite 102 Rancho Cucamonga, CA 91730.</p> <p>Annual Revenue for the three most recent fiscal years:<br/> GMRC had \$0 gross revenue in fiscal years 2021-2023. GMRC commenced operations in January 2024.</p>   | Other | No |
| New Genesis Medical                            | <p>New Genesis Medical Associates, Inc. dba RcP ("NGMA"), a California professional medical corporation, which</p>   | Other | No |



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| Associates, Inc. dba RcP                             | <p>operates a residential care program and is the parent company of a medical clinic offering primary care services, operating at three locations in Anaheim, Orange County, California. NGMA is wholly owned by Prospect Intermediate Physician Holdings, Inc. NGMA operates at the following address: 710 N. Euclid St. Ste, 203, Anaheim, CA 92801. NGMA has rendered healthcare services at patients' residences in Orange County and Los Angeles County through its Residential Care Program.</p> <p>Annual Revenue for the three most recent fiscal years:<br/> 2021: \$1,081,482<br/> 2022: \$230,018<br/> 2023: \$1,819,994</p> |       |     |
| Primary and Multi-Specialty Clinics of Anaheim, Inc. | <p>Primary and Multi-Specialty Clinics of Anaheim, Inc. ("PMCA"), a California professional medical corporation, is a medical clinic, providing primary care services at three locations in Anaheim, and is wholly owned by NGMA. PMCA's principal place of business is in Orange County at the following address: 710 North Euclid Street Anaheim, CA 92801.</p> <p>Annual Revenue for the three most recent fiscal years:<br/> 2021: \$10,350,936<br/> 2022: \$9,829,986<br/> 2023: \$7,292,359</p>   | Other | No  |
| Prospect Medical Group, Inc.                         | <p>Prospect Medical Group, Inc. ("PMG"), a California professional medical corporation, is an independent physician association and the parent company for Prospect's affiliated physician organizations in California, and is registered as a risk bearing organization by the DMHC. PMG is wholly-owned by Prospect Intermediate Physician Holdings, Inc.. Through its subsidiaries, PMG arranges medical services for health plan members through access to Prospect's network of independent physicians. PMG operates at the</p>  | Other | Yes |

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|  | <p>following address: 600 City Parkway West, Suite 1000 Orange, CA 92868.</p> <p>Annual Revenue for the three most recent fiscal years:<br/> 2021: \$224,783,000<br/> 2022: \$271,615,000<br/> 2023: \$322,709,000</p>  |       |     |
| Prospect Health Source Medical Group, Inc.   | <p>Prospect Health Source Medical Group, Inc. ("PHSMG"), a California professional medical corporation, is an independent physician association and is wholly owned by Prospect Medical Group, Inc. PHSMG operates in Orange County at the following address: 600 City Parkway West, Suite 1000 Orange, CA 92868.</p> <p>Annual Revenue for the three most recent fiscal years:<br/> 2021: \$10,524,000<br/> 2022: \$11,715,000<br/> 2023: \$12,862,000</p>   | Other | Yes |
| Genesis HealthCare of Southern California, Inc., A Medical Group d/b/a Daehan Prospect Medical Group | <p>Genesis HealthCare of Southern California, Inc., A Medical Group d/b/a Daehan Prospect Medical Group, Inc. and d/b/a Prospect Genesis Healthcare ("GHSCI"), a California professional medical corporation, is an independent physician association and is wholly owned by Prospect Medical Group, Inc. GHSCI operates in Orange County at the following address: 600 City Parkway West, Suite 1000 Orange, CA 92868.</p> <p>Annual Revenue for the three most recent fiscal years:<br/> 2021: \$14,911,000<br/> 2022: \$17,534,000<br/> 2023: \$18,964,000</p> | Other | Yes |
| Nuestra Familia Medical Group, Inc.  | <p>Nuestra Familia Medical Group, Inc. ("Nuestra"), a California professional medical corporation, is an independent physician association and is wholly owned by Prospect Medical Group, Inc. Nuestra operates in Orange County at the following address: 600 City Parkway West, Suite 1000 Orange, CA 92868.</p>  | Other | Yes |

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|  | <p>Annual revenue for the three most recent fiscal years:<br/> 2021: \$4,970,000<br/> 2022: \$5,461,000<br/> 2023: \$5,943,000</p>  |       |     |
| StarCare Medical Group, Inc.   | <p>StarCare Medical Group, Inc. ("StarCare"), a California professional medical corporation, is an independent physician association and is wholly owned by Prospect Medical Group, Inc. StarCare operates in Orange County at the following address: 600 City Parkway West, Suite 1000 Orange, CA 92868.</p> <p>Annual revenue for the three most recent fiscal years:<br/> 2021: \$15,279,000<br/> 2022: \$18,053,000<br/> 2023: \$18,663,000</p>   | Other | Yes |
| Prospect Professional Care Medical Group, Inc. d/b/a Prospect Medical LA | <p>Prospect Professional Care Medical Group, Inc. d/b/a Prospect Medical LA ("PPCMGI"), a California professional medical corporation, is an independent physician association and is wholly owned by Prospect Medical Group, Inc. PPCMGI operates in Orange County at the following address: 600 City Parkway West, Suite 1000 Orange, CA 92868.</p> <p>Annual revenue for the three most recent fiscal years:<br/> 2021: \$29,673,000<br/> 2022: \$34,958,000<br/> 2023: \$45,073,000</p> | Other | Yes |
| Prospect NWOC Medical Group, Inc.  | <p>Prospect NWOC Medical Group, Inc. ("NWOC"), a California professional medical corporation, is an independent physician association and is wholly owned by Prospect Medical Group, Inc. NWOC operates in Orange County at the following address: 600 City Parkway West, Suite 1000 Orange, CA 92868.</p> <p>Annual revenue for the three most recent fiscal years:<br/> 2021: \$6,957,000</p>   | Other | Yes |

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|  | 2022: \$8,230,000<br>2023: \$9,000,000   |             |     |
| Upland Medical Group, A Professional Medical Corporation | Upland Medical Group, A Professional Medical Corporation (“UMG”), a California professional medical corporation, is an independent physician association and is wholly owned by Prospect Medical Group, Inc. UMG operates in Orange County at the following address: 600 City Parkway West, Suite 1000 Orange, CA 92868.<br><br>Annual revenue for the three most recent fiscal years:<br>2021: \$19,338,000<br>2022: \$22,558,000<br>2023: \$26,687,000 | Other       | Yes |
| Pomona Valley Medical Group, Inc.                        | Pomona Valley Medical Group, Inc. (“PVMG”), a California professional medical corporation, is an independent physician association and is wholly owned by Prospect Medical Group, Inc. PVMG operates in Orange County at the following address: 600 City Parkway West, Suite 1000 Orange, CA 92868.<br><br>Annual revenue for the three most recent fiscal years:<br>2021: \$99,040,000<br>2022: \$100,550,000<br>2023: \$104,140,000                    | Other       | Yes |
| Astrana Health, Inc.                                     | Astrana Health, Inc., a Delaware corporation, is a publicly traded corporation that serves as the holding company for the Astrana Health group of companies. It does not engage in any direct health care services or care coordination services.<br><br>Annual revenue for the three most recent fiscal years:<br>2021: \$773,915,000<br>2022: \$1,144,163,000<br>2023: \$1,386,661,000   | Corporation | No  |
| Astrana Health Management, Inc.                          | Astrana Health Management, Inc., a California corporation, is a management services organization wholly owned by Astrana Health, Inc. providing  | Corporation | No  |

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|   | <p>management services to physician practices and IPAs throughout Southern California.</p> <p>Annual revenue for the three most recent fiscal years:<br/> 2021: \$106,767,157<br/> 2022: \$117,172,584<br/> 2023: \$130,994,364</p>  |                           |    |
| Astrana Care Hospital, LLC              | <p>Astrana Care Hospital, LLC, a Delaware limited liability company, is a newly-formed company wholly owned by Astrana Health, Inc. with no current operations. It will serve as the owner of Alta Newport Hospital, LLC d/b/a Foothill Regional Medical Center.</p> <p>Annual revenue for the three most recent fiscal years:<br/> N/A; Newly formed entity in 2024; No financial activity from 2021 – 2023</p> | Limited Liability Company | No |
| AstranaCare Partners of Arizona, LLC    | <p>AstranaCare Partners of Arizona, LLC is an Arizona limited liability company wholly owned by Astrana Health, Inc. providing health care services in Arizona. It does not have any operations in California.</p> <p>Annual revenue for the three most recent fiscal years:<br/> N/A; No financial activity from 2021 – 2023</p>  | Limited Liability Company | No |
| ApolloCare Partners of Texas PLLC       | <p>ApolloCare Partners of Texas PLLC is a Texas nonprofit health organization wholly owned by Astrana Health Enablement of Texas, Inc. providing health care services in Texas. It does not have any operations in California.</p> <p>Annual revenue for the three most recent fiscal years:<br/> 2023: \$136,083; No financial activity prior to 2023</p>   | Other                     | No |
| AMG, a Professional Medical Corporation | <p>AMG, A Professional Medical Corporation (“AMG”), a California professional corporation, is a California physician practice wholly owned by Astrana Care Partners Medical Corporation consisting of 10 physicians</p>  | Other                     | No |

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| operating in Los Angeles County and Riverside County. It provides primary care services including preventative care, treatment of acute conditions, chronic condition management, and pediatric services, plus specialty care services including dermatology, endocrinology, ophthalmology and rheumatology. AMG does not own or operate health care facilities. AMG employs approximately 120 employees of which 32 are providers (10 physicians and 22 APPs). |  |  |
| Annual revenue for the three most recent fiscal years:<br>2021: \$6,431,640<br>2022: \$7,838,885<br>2023: \$14,068,674  |  |  |

## CRITERIA

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| A health care entity with annual revenue, as defined in <a href="#">section 97435(d)</a> , of at least \$25 million or that owns or controls California assets of at least \$25 million, or;  | Yes |
| A health care entity with annual revenue, as defined in <a href="#">section 97435(d)</a> , of at least \$10 million or that owns or controls California assets of at least \$10 million and is a party to a transaction with any health care entity satisfying subsection (b)(1), or  | Yes |
| A health care entity located in a designated primary care health professional shortage area in California, as defined in Part 5 of Subchapter A of Chapter 1 of Title 42 of the Code of Federal Regulations (commencing with section 5.1), available at <a href="https://data.hrsa.gov">data.hrsa.gov</a> .<br>To determine if you are located in a primary health care professional shortage area, please visit <a href="#">here</a> | No  |

## CIRCUMSTANCES FOR FILING

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| The proposed fair market value of the transaction is \$25 million or more and the transaction concerns the provision of health care services.   | Yes |
| The transaction is more likely than not to increase annual California-derived revenue of any health care entity that is a party to the transaction by either \$10 million or more or 20% or more of annual California-derived revenue at normal or stabilized levels of utilization or operation. | Yes |

## TRANSACTION DETAILS

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| Anticipated Date of Transaction Closure  | 3/31/2025  |
| Description of the Transaction   | See Astrana Description of Material Change Transaction.pdf.  |
| Submitted to US Department of Justice or Federal Trade Commission?                                     | Yes  |
| Date of Submission   | 11/15/2024   |
| Description of Submissions   | The parties filed notices of the transaction with the Federal Trade Commission and U.S. Department of Justice, Antitrust Division, pursuant to 16 C.F.R. Part 803 (the "HSR Filing") on November 15, 2024. Astrana will pull and refile the HSR filing on December 16, 2024.   |
| Subject to court proceeding  | No   |
| Description of current services provided and expected post-transaction impacts on health care services | <p>(A) Metropolitan IPA operates in Los Angeles County.</p> <p>(B) Metropolitan IPA provides all health care services to achieve network adequacy in accordance with federal and state requirements. Given Metropolitan IPA's heavy Medi-Cal population, Metropolitan IPA's services are heavily tailored around DHCS's Network Adequacy Standards. Services provided by Metropolitan IPA providers include, but are not limited to primary care services, behavioral health screenings, chemotherapy, clinical laboratory testing, nuclear medicine treatment, anesthesiology, imaging services, OB/GYN services, preventative health services, outpatient facility and professional components of radiation therapy, radiology, reconstructive surgery, rehabilitation and physical therapy, urgent care services, vision care, dental services, hearing screening and aids, and nutrition and diet counseling.</p> <p>(C) Metropolitan IPA serves over 230,000 members covered by Medicare, Medi-Cal, and commercial insures. Patients range from newborn to senior patients and cover 24 different ethnicities and disabled populations.</p> <p>(D) Metropolitan IPA offers a care management program that includes the systematic coordination and assessment of care and services provided to members who have experienced a critical event or diagnosis</p> |



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|   | <p>that re-quires the extensive use of resources and who need help navigating the system to facilitate appropriate delivery of care and services. Assignment to an inter-disciplinary team may include, but not be limited to: the Member, caregiver or authorized representative, PCP and/or specialist, Health Plan Medical Director, Clinical Pharmacist, Social Worker, Behavioral Health Specialist, and Cal-AIM Managed Long-Term Services and Supports (MLTSS) Coordinators.</p> <p>(E) Metropolitan IPA currently serves Medi-Cal and Medicare patients and will continue to accept Medi-Cal and Medicare patients post-closing.</p> <p>No immediate post-transaction impacts on the health care services described above are anticipated.</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>Astrana:</p> <ol style="list-style-type: none"> <li>On July 31, 2021, Astrana Care Partners Medical Corporation (“AC-PMC”), the parent of Metropolitan IPA, acquired 80% of the stock of Access Primary Care Medical Group, a risk bearing organization (“RBO”).</li> <li>On August 1, 2021, Astrana Care Laboratories, Inc., a subsidiary of Astrana Health, Inc., acquired 49% of the stock of Sun Clinical Laboratories, a full-service clinical laboratory.</li> <li>On October 31, 2022, ACPMC acquired 100% of the stock of All American Medical Group, an RBO.</li> <li>On January 1, 2023, ACPMC acquired the assets of Garfield Comprehensive Care Medical Corporation, a primary care practice.</li> <li>On January 1, 2023, ACPMC acquired 25% of the stock of James Song, M.D. A Professional Corporation, a primary care practice.</li> <li>On February 23, 2023, ACPMC acquired 100% of the stock of 1 World Medicine Urgent Care Corp, which operates an urgent care clinic.</li> <li>On February 23, 2023, ACPMC acquired 100% of the stock of AMG, which is a party to the material change transaction described throughout this notice.</li> <li>On February 23, 2023, ACPMC</li> </ol> |



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|   | <p>acquired 100% of the stock of Eleanor Leung M.D. A Professional Corporation, an OB/GYN practice.</p> <p>9. On March 1, 2023, ACPMC acquired the assets of Chinese Community Health Care Association, an RBO and IPA.</p> <p>10. On May 1, 2023, Astrana Health, Inc. acquired 100% of the stock of For Your Benefit Inc., a restricted Knox-Keene licensee managing care for Medicare Advantage beneficiaries.</p> <p>11. On May 1, 2023, Astrana Health Enablement of Nevada, Inc., f/k/a, ApolloMed Nevada, Inc., a subsidiary of Astrana Health, Inc., acquired the non-clinical assets of Vesna Jamboric, M.D., a Professional Corporation, a medical group.</p> <p>12. On October 2, 2023, AMG acquired the assets of Paul TC Liu, M.D., Inc., a primary care practice.</p> <p>13. On November 1, 2023, ACPMC acquired the assets of Advantage Health Network, an RBO.</p> <p>14. On November 1, 2023, ACPMC acquired the assets of Ardmore, a primary care practice.</p> <p>15. On November 1, 2024, ApolloMed ASC Inc., a subsidiary of Astrana Health, Inc. acquired 95% of the stock of Advanced Diagnostic Surgical Center, which operates an ambulatory surgical center.</p> <p>16. On January 31, 2024, Metropolitan IPA acquired the assets of Community Family Care Medical Group IPA, Inc., an RBO.</p> <p>17. On October 4, 2024, Astrana Health, Inc. acquired the stock of Collaborative Health Systems, LLC, Golden Triangle Physician Alliance, and Heritage Physician Networks, which provide management services to health care service providers outside of California.</p> <p>Prospect:<br/>On August 1, 2020, Prospect Medical Group, Inc. acquired the assets of three independent physician associations: Vantage Medical Group, Inc., Cal Care IPA Inc and Los Angeles Medical Center IPA.</p> |
| Description of Potential Post Transaction Changes | See Astrana Description of Potential Post-Transaction Changes.pdf   |

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| Description of the nature, scope, and dates of any pending or planned material changes occurring between the Submitter and any other entity, within the 12 months following the date of the notice | Astrana Health is in the early stages of discussion with respect to the potential acquisition of provider organizations serving the San Fernando Valley. No definitive transaction structure has been determined and no binding agreements or obligations have been reached. |
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## Metropolitan IPA

### Anticipated Health Care Filings

Submitted pursuant to 22 Cal. Code Regs. tit. 22, § 97438(b)(6)

The following health care regulatory filings are anticipated to be submitted in connection with this transaction.

- **California State Board of Pharmacy:** An application for a new Hospital Pharmacy License of Foothill Regional Medical Center is to be filed with the California State Board of Pharmacy prior to closing. *Tentative Anticipated Filing Date: On or around 1/31/2025*
- **California State Board of Pharmacy:** An application for a new Sterile Compounding Pharmacy License of Foothill Regional Medical Center is to be filed with the California State Board of Pharmacy prior to closing. *Tentative Anticipated Filing Date: On or around 1/31/2025*
- **California State Board of Pharmacy:** An application for a new Retail Community Pharmacy Permit of RightRX is to be filed with the California State Board of Pharmacy prior to closing. *Tentative Anticipated Filing Date: On or around 1/31/2025*
- **Federal Communications Commission:** A notice of the transaction is to be submitted to the FCC prior to closing with respect to the FCC/Industrial/Business Pool, Conventional License of Foothill Regional Medical Center. *Tentative Anticipated Filing Date: On or around 12/31/2024*
- **California Medical Board:** Cancellations of fictitious name permits are to be filed with the California Medical Board prior to closing with respect to the fictitious name permits of various Prospect entities. *Tentative Anticipated Filing Date: On or around 12/31/2024*
- **California Department of Tax and Fee Administration:** A notification is to be filed with the California Department of Tax and Fee Administration prior to closing with respect to Seller's Permit for RightRX. *Tentative Anticipated Filing Date: On or around 12/31/2024*
- **Rhode Island Executive Office of Health and Human Services:** A Material Modification Request is to be submitted to the Rhode Island Executive Office of Health and Human Services prior to closing with respect to the Medicaid Accountable Entity Certification of Prospect Health Services RI, Inc. *Tentative Anticipated Filing Date: On or around 02/14/2025*
- **State of Rhode Island Department of Health:** A notice of change of ownership is to be filed with the State of Rhode Island Department of Health prior to closing with respect to the Rhode Island Non-Resident Pharmacy License of RightRX. *Tentative Anticipated Filing Date: On or around 03/01/2025*
- **Rhode Island Board of Pharmacy:** An application for pharmacy license is to be filed with the Rhode Island Board of Pharmacy prior to closing with respect to the Rhode Island Non-Resident Pharmacy License of RightRX. *Tentative Anticipated Filing Date: On or around 03/01/2025*
- **California Department of Managed Health Care:** A Notice of Material Modification is to be submitted to the California Department of Managed Health Care prior to closing with respect to the acquisition of Prospect Health Plan, Inc. *Tentative Anticipated Filing Date: On or around 03/11/2025*
- **Drug Enforcement Agency:** An application for a new DEA registration is to be filed with the Drug Enforcement Agency with respect to the DEA Controlled Substances Registration Permits of Foothill Regional Medical Center and RightRX prior to closing. *Tentative Anticipated Filing Date: On or around 03/17/2025*
- **Arizona State Board of Pharmacy:** An application for new license is to be filed with the Arizona State Board of Pharmacy prior to closing with respect to the Arizona Independent Pharmacy (Closed Door, Mail Order) license of RightRX. *Tentative Anticipated Filing Date: On or around 03/17/2025*

- **California Department of Public Health:** A notice of change of equity ownership and change of ownership application are to be filed with the California Department of Public Health prior to closing with respect to the General Acute Hospital License of Alta Newport Hospital, LLC dba Foothill Regional Medical Center. *Tentative Anticipated Filing Date: On or around 03/21/2025*
- **Centers of Medicare and Medicaid Services (CMS):** New Medicare Enrollment Applications (Clinics/Group Practices and Other Suppliers Form CMS-855B or PECOS) are to be submitted to CMS prior to or upon closing with respect to Gateway Medicor-Rancho Cucamonga, Primary Multi-Specialty Clinics of Anaheim, Inc., HealthAdvisors, LLC, New Genesis Medical Associates, Inc., and RightRX. *Tentative Anticipated Filing Date: On or around 01/30/2025*
- **California Department of Health Care Services:** New Medi-Cal Enrollment Applications are to be submitted to DHCS post-closing with respect to Primary Multi-Specialty Clinics of Anaheim, Inc., New Genesis Medical Associates, Inc., and RightRX. *Tentative Anticipated Filing Date: On or around 03/31/2025*
- **California Department of Managed Health Care:** Notices of change of ownership and addresses are to be submitted to DHMC upon closing with respect to change of ownership of Prospect Medical Group, Inc. and its subsidiaries registered with DHMC. *Tentative Anticipated Filing Date: On or around 03/31/2025*
- **Centers of Medicare and Medicaid Services (CMS):** A Change of Information for Medicare Enrollment (Institutional Provider Enrollment Application Form CMS-855A or PECOS) is to be filed with CMS post-closing for Foothill Regional Medical Center. *Tentative Anticipated Filing Date: On or around 04/30/2025*
- **Centers of Medicare and Medicaid Services (CMS):** A notice of significant change is to be filed with CMS post-closing with respect to Prospect Health Services RI, Inc.'s participation in the Medicare Shared Savings Program. *Tentative Anticipated Filing Date: On or around 04/30/2025*
- **California Department of Health Care Services:** A notice of change of ownership is to be filed with DHCS post-closing with respect to Foothill Regional Medical Center's enrollment with Medi-Cal. *Tentative Anticipated Filing Date: On or around 04/30/2025*
- **Rhode Island Health and Human Services:** An updated ownership disclosure form is to be filed with Rhode Island Health and Human Service post-closing with respect to HealthAdvisors, LLC's enrollment in the Rhode Island Medicaid program. *Tentative Anticipated Filing Date: On or around 04/30/2025*
- **California Department of Public Health:** New CLIA registration documents are to be filed with CDPH post-closing with respect to the CLIA Certificates of Waiver of Primary and Multi-Specialty Clinics of Anaheim, Inc., Primary and Multi-Specialty Clinics of Anaheim Inc. dba Canyon Hills Medical Center, Primary and Multi-Specialty Clinics of Anaheim dba Gateway Medical Center, HealthAdvisors, LLC, and Gateway Medicor – Rancho Cucamonga Inc. *Tentative Anticipated Filing Date: On or around 04/30/2025*
- **California Department of Public Health:** New CLIA registration documents are to be filed with CDPH post-closing with respect to the CLIA Certificate of Accreditation of Foothill Regional Medical Center. *Tentative Anticipated Filing Date: On or around 04/30/2025*
- **California Department of Public Health:** A Notice of Laboratory Information Change is to be submitted to CDPH post-closing with respect to the Clinical Laboratory Licenses of Primary Multi-Specialty Clinics of Anaheim, Inc. for three locations, Foothill Regional Medical Center, and Gateway Medicor – Rancho Cucamonga. *Tentative Anticipated Filing Date: On or around 04/30/2025*
- **Texas Department of Insurance:** A Notice of Change of Control filing is to be submitted to the Texas Department of Insurance post-closing with respect to the Texas Third Party Administrator License of Prospect Medical Systems, LLC. *Tentative Anticipated Filing Date: On or around 04/30/2025*

- **Texas Department of Insurance:** A change of information filing is to be submitted to the Texas Department of Insurance post-closing with respect to any change in the Texas Utilization Review Agency License of Prospect Medical Systems, LLC. *Tentative Anticipated Filing Date: On or around 04/30/2025*
- **California Department of Health Care Services:** A Financial Responsibility Agreement or Attestation Package is to be submitted to DHCS post-closing with respect to Foothill Regional Medical Center's participation in the CA Hospital Quality Assurance Fee (HQAF) Program. *Tentative Anticipated Filing Date: On or around 04/30/2025*
- **California Department of Industrial Relations – Division of Occupational Safety & Health:** A Request Form for Valid Permit to Operate is to be submitted to the California Department of Industrial Relations post-closing with respect to Foothill Regional Medical Center's permit to operate an air pressure tank. *Tentative Anticipated Filing Date: On or around 03/31/2025*
- **Rhode Island Department of Health:** Pending further confirmation - Certificate of Need and Change in Effective Control applications are to be submitted to the Rhode Island Department of Health with respect to Prospect Health Services RI, Inc. *Tentative Anticipated Filing Date: On or around 01/10/2025*

## **Metropolitan IPA**

### **Description of Material Change Transaction**

Submitted pursuant to 22 Cal. Code Regs. tit. 22, § 97438(b)(5)

Astrana Health is a leading provider-centric technology-powered health care company that helps enable providers to deliver accessible, high-quality and high-value care to patients throughout the country, including to over 500,000 Medicaid beneficiaries. The transaction is intended to expand Astrana Health's provider network by adding the "Prospect Health System" portion of Prospect's administrative capabilities and network of providers to Astrana Health's network and broader care delivery system, which will enhance Astrana Health's ability to offer increased access, quality, and value to members. The transaction will also expand Astrana Health's geographic reach into Orange County, where it currently has limited operations, and build Astrana Health's operations in Texas, Rhode Island, and Arizona.

Astrana Health and its affiliates are purchasing the business of Prospect's affiliated physician organizations, management services lines, and certain hospital, pharmacy, and health plan operations throughout the country by way of a combination of an asset and equity purchase. Separate Astrana Health professional organizations will be used to acquire the equity and certain assets from Prospect professional entities in accordance with applicable law. The transaction specifically involves the following exchanges of assets and equity with respect to the Prospect and Astrana Health parties:

1. ApolloCare Partners of Texas PLLC will purchase 100% of the stock of Prospect Health Services RI, Inc. d/b/a Prospect ACO Rhode Island from PHS Holdings, LLC and all of the assets of Prospect Provider Group RI, LLC, Prospect Provider Group TX, Inc., and Prospect Health Services TX, Inc.;
2. Astrana Care Hospital, LLC will purchase 100% of the membership interests of Alta Newport Hospital LLC d/b/a Foothill Regional Medical Center from Prospect Intermediate Holdings, LLC;
3. Astrana Health Management, Inc. will purchase 100% of the stock of Prospect Health Plan, Inc. from PHP Holdings, LLC and all of the assets of Prospect Medical Systems, LLC and RightRX;
4. Metropolitan IPA will acquire all of the assets used in the health care businesses of Prospect Medical Group, Inc., Prospect Health Source Medical Group, Inc., Genesis Healthcare of Southern California, Inc., Nuestra Familia Medical Group, Inc., StarCare Medical Group, Inc., Prospect Professional Care Medical Group, Inc., Prospect NWOC Medical Group, Inc., Pomona Valley Medical Group, Inc., and Upland Medical Group, a Professional Medical Corporation;
5. AMG will acquire 51% of the interest in Gateway Medicor-Rancho Cucamonga Inc. and the assets of Prospect Physician Holdings, Inc., Prospect Intermediate Physician Holdings, Inc. (excluding stock in New Genesis Medical Associates, Inc.), New Genesis Medical Associates, Inc. (excluding the stock of Care@Home Solutions CA Inc.), and Primary and Multi-Specialty Clinics of Anaheim, Inc.;
6. AstranaCare Partners of Arizona, LLC will acquire all of the assets of Prospect Medical Group AZ, LLC.

The base purchase price for the transaction is \$745,000,000.00, subject to certain adjustments.

The transaction will maintain access to health care services currently provided by Prospect in all of its service areas, including, without limitation, throughout the state of California. Astrana Health intends to make significant capital investments in the acquired health care and related business service lines, including but not limited to Foothill Regional Medical Center, in order to further enhance access to and quality of personalized care for patients in local communities. The transaction is anticipated to allow for higher quality care at lower prices in Southern California by leveraging greater efficiencies and economies of scale.

The parties do not anticipate any potential adverse impacts on the public as a result of the transaction. The transaction is expected to benefit the public by maintaining and improving access to care currently being provided by the Prospect parties as well as improving the quality of coordinated care delivery currently provided by the Astrana Health entities. Astrana Health has secured financing in order to make significant capital investments in the acquired business lines in order to improve the quality of care delivered to patients and does not intend to close any of the facilities being acquired as part of the transaction.

The parties intend to avoid any negative impact on patient care as a result of the pending transaction. To the contrary, the transaction is intended to result in enhancement of care, including culturally competent care, given the diverse patient populations served well now by Astrana Health and the wide variety of languages spoken in Astrana Health venues, which also contributes to access. Both Astrana Health and Prospect operate in highly competitive health care markets in California. Astrana Health plans to make significant investments that should result in enhancement and improvement of the general acute care services provided by Foothill Regional Medical Center and is not planning to impose restrictions on or reductions in health care services. The transaction is not a part of a series of transactions that furthers a trend toward consolidation, and due to the highly competitive market in which Astrana Health and Prospect currently operate, the proposed transaction should not result in entrenching a dominant market position of any health care entity.

## **Metropolitan IPA**

### **Description of Potential Post-Transaction Changes**

Submitted pursuant to 22 Cal. Code Regs. tit. 22, § 97438(b)(10)

(A) The overall transaction structure will involve affiliates of Astrana Health acquiring certain assets and equity of Prospect's physician practices and care management service lines as appropriate in California, Texas, Arizona, and Rhode Island. Specifically, the transaction will result in the following changes to the governance and operational structure of the Prospect seller parties:

1. ApolloCare Partners of Texas PLLC will become the sole shareholder of Prospect Health Services RI, Inc. d/b/a Prospect ACO Rhode Island, which will continue to conduct its health care operations post-closing;
2. Astrana Care Hospital, LLC will become the sole member of Alta Newport Hospital, LLC d/b/a Foothill Regional Medical Center, which will continue providing acute care hospital services post-closing;
3. Astrana Health Management, Inc. will become the sole shareholder of Prospect Health Plan, Inc., which will continue to operate as a health plan post-closing;

The Prospect entities selling their assets to Astrana Health buyer entities will cease operations post-closing, but Astrana Health intends to carry on the health care operations of the Prospect asset seller entities through their respective Astrana Health buyer entities or affiliated professional entities. In particular:

1. Metropolitan IPA, as a risk-bearing entity registered with DMHC, will continue the care coordination operations of Prospect Medical Group, Inc., Prospect Health Source Medical Group, Inc., Genesis Healthcare of Southern California, Inc., Nuestra Familia Medical Group, Inc., StarCare Medical Group, Inc., Prospect Professional Care Medical Group, Inc., Prospect NWOC Medical Group, Inc., Pomona Valley Medical Group, Inc., and Upland Medical Group, a Professional Medical Corporation;
2. AMG will continue the health care operations of Prospect Physician Holdings, Inc., Prospect Intermediate Physician Holdings, Inc., New Genesis Medical Associates, Inc., and Primary and Multi-Specialty Clinics of Anaheim, Inc.;
3. Astrana Health Management, Inc. will continue the health care management operations of Prospect Medical Systems, LLC and the pharmacy operations of RightRX;
4. ApolloCare Partners of Texas PLLC will continue the health care operations of Prospect Provider Group RI, LLC, Prospect Provider Group TX, Inc., and Prospect Health Services TX, Inc.; and
5. AstranaCare Partners of Arizona, LLC will continue the health care operations of Prospect Medical Group AZ, LLC.

There are no anticipated post-transaction changes to governance, ownership, or operational structure of Metropolitan IPA or any other Astrana Health parties.



- (B) There are no anticipated changes with respect to Metropolitan IPA's employees as a result of this transaction.
- (C) There are no anticipated changes with respect to city or county contracts as a result of this transaction.
- (D) Kaiser, AltaMed, Optum, Regal Medical Group, Lakeside Community Healthcare, Seoul Medical Group, Healthcare LA IPA, Preferred IPA, and LaSalle Medical Group are some, though not all, of the other entities that provide comparable health care services within 20 miles of Metropolitan IPA's locations.

Furthermore, UnitedHealthcare (a subsidiary of Optum), Blue Shield (a subsidiary of Altai), Humana (a subsidiary of Centerwell), Anthem (a subsidiary of Caelon), LA Care, IEHP, CalOptima, Health Plan of San Joaquin, Molina, Cigna, Aetna, Healthnet, Alignment, and Oscar are health plans that provide comparable health care services within 20 miles of Metropolitan IPA's locations through their own direct network of providers. In addition, any health plan has the ability to become a competitor if it begins offering direct networks.

No immediate changes to comparable health care services are anticipated as a result of this transaction.

Prospect Medical Holdings, Inc., a Delaware corporation (“PMH”), is the holding company for Prospect’s administrative services companies and is wholly owned by Ivy Intermediate Holding Inc. Under the proposed transaction’s definitive purchase agreement, PMH serves as the seller representative to perform certain obligations of the seller parties, but is not otherwise a party to the proposed transaction, nor is it making any representations or indemnifying parties thereunder. PMH operates in Los Angeles County at the following address: 3824 Hughes Ave, Culver City, CA 90232. PMH and its owners are not payers, providers or fully integrated delivery systems under 22 Cal. Code Regs. § 97435. PMH’s annual revenue for each of the past 3 fiscal years is set forth below:

- FY 2021 revenue: \$1,310,838,000
- FY 2022 revenue: \$1,544,921,000
- FY 2023 revenue: \$1,804,157,000