

# Notice of Material Change Transaction Supplemental Form

*pursuant to 22 CCR 94738(b)*

## Description of Submitting Organization

Ownership type of submitting organization (corporation, partnership, limited liability company, etc.)

Description of submitting organization

Governance and operational structure (including ownership of or by a health care entity)

For health care providers or fully integrated delivery systems - provide a summary of provider type (hospital, physician group, etc.), facilities owned or operated, service lines, number of staff, geographic service area(s), and capacity (e.g., number of licensed beds) or patients served (e.g., number of patients per county) in California in the last year

For health care services plans, health insurers, risk-bearing organizations, or fully integrated delivery systems - provide the number of enrollees per county in the last year.

California health care-related licenses issued by regulatory agencies such as the Department of Managed Health Care, the Department of Insurance, and the Department of Public Health; state and local business licenses related to the provision of health care services; registration(s) with the Secretary of State held by the submitter.

Agency	License Type	License #

Other states where health care-related licenses are held, including license type and numbers:

State	Agency	License Type	License #

**Health Care Providers**

Number of licensed beds in the last year.

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Number of patients served per county in the last year.

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A description of current services provided by the health care entity and expected post-transaction impacts on health care services, which shall include, if applicable:

Counties where services are currently performed and any post-transaction changes thereto.

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Levels and type of health care services currently offered, such as the full range of reproductive health care and sexual health care services, specialized services for LGBTQ+ populations, labor and delivery services, pediatric services, behavioral health services, cardiac services, and emergency services, and any post-transaction changes.

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Summary that includes the number and type of patients currently served, including, but not limited to, age, gender, race, ethnicity, preferred language spoken, disability status, and payer category, and any post-transaction changes thereto.

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Current community needs assessments, charity care, and community benefit programs, and any post-transaction changes thereto.

Whether Medi-Cal and Medicare patients are currently accepted and any post-transaction changes thereto.

**Health Care Payers**

County(ies) where coverage is sold.

Counties in which payer is licensed to operate by the Department of Managed Health Care and/or the Department of Insurance.

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Number of enrollees residing in the California county in the year preceding the transaction.

County	# of Enrollees

### Formation of New Entities

Will any new entities be formed as a result of the transaction?

If yes, enter the business address (if known) of any new entities that will be formed as a result of the transaction:

Entity Name	Address

### Submission to other regulatory or judicial agencies

Has the proposed transaction been submitted to US Department of Justice (DOJ), Federal Trade Commission (FTC), or other state or federal agency? If yes, describe the submission(s) below. Include the submission date and the nature of any applications, forms, notices, or other materials submitted or required regarding the proposed transaction.

Has the proposed transaction been the subject of any court proceeding? If yes, describe the proceeding(s) below. Include the name of the court, case number, and names of parties.

### Description of Transaction

Goals of transaction.

Summary of terms of the transaction.

Statement of why transaction is necessary or desirable.

General public impact or benefits of transaction, including quality and equity measures and impacts.



Description of competitive impacts of transaction and any actions or activities to mitigate any potential adverse impacts of the transaction on the public.

**If the Transaction is a Merger or Acquisition**

Have there been prior mergers or acquisitions that satisfy all of the following:

1. Involved the same or related health care services; and
2. Involved at least of the entities, or their parents, subsidiaries, predecessors, or successors, in the proposed transaction; and
3. Were closed in the last ten years.

If any prior mergers or acquisitions meet all three elements above, describe those transactions in the space below.

## Description of Potential Post-Transaction Changes

Ownership, governance, or operational structure.

Employee staffing levels, job security or retraining policies, employee wages, benefits, working conditions, and employment protections.

City or county contracts regarding the provision of health care services between the parties to the transaction and the cities or counties.

If a provider, comparable health care services currently offered by other health care entities within 20 miles of any location where the submitter offers health care services.

Description of the nature, scope, and dates of any material change transactions between the submitter and any other entity that are either pending or planned to occur within 12 months following the date of the notice.

## Documents to be Submitted

Please submit documents responsive to items (1) through (11) below by uploading them in machine-readable format, with sections bookmarked, as applicable.

1	If the submitter has filed notice of the transaction with the Federal Trade Commission pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and 16 C.F.R. Parts 801-803, a copy of the Premerger Notification and Report Form and any attachments thereto	<input type="checkbox"/>
2	Copies of all current agreement(s) and term sheets (with accompanying appendices and exhibits) governing or related to the proposed material change (e.g., definitive agreements, affiliation agreements, stock purchase agreements)	<input type="checkbox"/>
3	Documentation sufficient to show the valuation of transaction	<input type="checkbox"/>
4	Contact information for any individuals signing or responsible for the transaction or side or related agreements	<input type="checkbox"/>
5	Any <i>pro forma</i> post-transaction balance sheet for any surviving or successor entity	<input type="checkbox"/>
6	A current organizational chart of the organization of any entity party to the transaction, including charts of any parent and subsidiary organization(s) and proposed organizational chart(s) for any post-acquisition or transaction	<input type="checkbox"/>
7	Existing documentation identifying the number of patients per zip code or enrollees per zip code in the last year	<input type="checkbox"/>
8	Certified financial statements for the prior three years and any documentation related to the liabilities, debts, assets, balance sheets, statements of income and expenses, any accompanying footnotes, and revenue of all entities that are parties to the transaction. "Certified financial statements" mean audited financial reports, or if a health care entity does not routinely prepare audited financial reports, comprehensive financial statements. Comprehensive financial statements shall include details regarding annual costs, annual receipts, realized capital gains and losses, and accumulated surplus and accumulated reserves using the standard accounting method routinely used by the health care entity. Comprehensive financial statements must be supported by sworn written declarations by the chief financial officer, chief executive officer or other officer who has financial management and oversight responsibility, certifying the comprehensive financial statement is complete, true, and correct in all material matters to the best of their knowledge, and that the health care entity does not routinely prepare audited financial reports, or the most recent audited financial report is not available. For California-derived revenue requirements (as used in this Article), the certification under this paragraph requires that revenue be calculated as it was generated or occurred in California rather than when booked, accrued, or taxed	<input type="checkbox"/>
9	Articles of organization or incorporation, bylaws, partnership agreements, or other corporate governance documents of all entities that are parties to the transaction, including any proposed updates that occur as a result of the transaction	<input type="checkbox"/>
10	Any documentation related to the mitigation of any potential adverse impacts of the transaction on the public	<input type="checkbox"/>
11	Any analytic support for and/or documents supporting the submitter's responses to the narrative answers provided	<input type="checkbox"/>