

MATERIAL CHANGE NOTICE SUBMISSION DETAILS

MCN Number	2024-12-13-1285
OHCA Review Start Date	January 28, 2025
Anticipated date (unless tolled per regulation) by which OHCA could waive cost and market impact review	March 14, 2025 TOLLED
Anticipated date (unless tolled per regulation) by which OHCA could determine cost and market impact review required	March 31, 2025 TOLLED

SUBMITTER

HEALTH CARE ENTITY CONTACT FOR PUBLIC INQUIRY

Title	CEO
First Name	Jim
Last Name	Brown
Email Address	jim.brown@prospectmedical.com

GENERAL

Business Name	Prospect Medical Group, Inc. (on behalf of itself and its eight wholly-owned subsidiaries)
Website	https://www.prospectmedical.com/
Ownership Type	Corporation
Tax Status	For-profit
Federal Tax ID	33-0219957
Description of Submitting Organization	<p>Prospect Medical Group, Inc. ("PMG") operates a network of affiliate providers across California. PMG, together with its eight wholly-owned subsidiary IPAs (each a "Subsidiary" and collectively, the "Subsidiaries"), has combined network of 12,600 providers across 9 IPAs.</p> <p>PMG is submitting this notice on behalf of itself and each Subsidiary.</p> <p>For over 30 years, PMG has arranged quality, award-winning, accessible care for its members by working closely with independent physicians to deliver coordinated, personalized care. To that end, PMG contracts directly with high-performing, quality physicians, medical groups, urgent care centers, medical labs, radiology centers and hospitals to ensure all members assigned to it receive quality, high value care - where and when they need it. Most PMG doctors take all types of insurance:</p>

	Medicare FFS, Medicare Advantage, Medicaid/Medi-Cal, Commercial and Health Insurance Exchange health insurance plans. See attached for further descriptions of PMG and the Subsidiaries.
Health Care Provider	Yes
For Providers: Desc. of Capacity or Patients served in California	See attached for PMG and the Subsidiaries.
For Payers: Enrollees per zip code	See attached for PMG and the Subsidiaries.

LOCATIONS

Counties	Los Angeles; Orange; Riverside; San Bernardino; San Diego
California licenses and numbers	See attached for PMG and the Subsidiaries.
Other States Served	None
Other state(s) licenses and numbers	N/A for PMG and the Subsidiaries.
Primary Languages used when providing services	English; Chinese; Spanish; Vietnamese
Other language if not listed above	See attached.

MATERIAL CHANGE

ADDITIONAL ENTITIES

Business Name	Description of the Organization	Ownership Type	Additional MCN Submission
AMG, a Professional Medical Corporation	<p>AMG, a Professional Medical Corporation (“AMG”). AMG is an independent physician association and a California physician practice consisting of 10 physicians with operations in Los Angeles County and Riverside County.</p> <ul style="list-style-type: none"> Primary and threshold languages, as determined by the Department of Health Care Services, used: AMG has or can provide services using English and 18 Department of Health Care Services threshold languages, including Arabic, Armenian, Cambodian, Chinese (Mandarin & Cantonese), Farsi, Hindi, Hmong, Japanese, Korean, Laotian, Mien, Punjabi, Russian, Spanish, Tagalog, Thai, Ukrainian, and Vietnamese. Revenue for the past 3 fiscal years: FY 2021 revenue: \$6,431,640 	Corporation	No

	FY 2022 revenue: \$7,838,885 FY 2023 revenue: \$14,068,674		
ApolloCare Partners of Texas PLLC	ApolloCare Partners of Texas PLLC is an IPA that provides health care services in Texas. It does not have any operations in California, and had no financial activity prior to 2023. In 2023, its revenue was \$136,083.	Limited Liability Company	No
Astrana Care Hospital, LLC	Astrana Care Hospital, LLC is a holding company formed in 2024 with no current operations or facilities owned, so it does not have any revenue to report or financial activity for the current or any prior fiscal years. It will serve as the owner of Alta Newport Hospital, LLC d/b/a Foothill Regional Medical Center.	Limited Liability Company	No
Astrana Health Management, Inc.	Astrana Health Management, Inc. is a management services organization providing management services to physician practices and IPAs throughout southern California. <ul style="list-style-type: none"> • FY 2021 revenue: \$106,767,157 • FY 2022 revenue: \$117,172,584 • FY 2023 revenue: \$130,994,364 	Corporation	No
Astrana Health, Inc.	Astrana Health, Inc. ("Astrana") 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. <ul style="list-style-type: none"> • FY 2021 revenue: \$773,915,000 • FY 2022 revenue: \$1,144,163,000 • FY 2023 revenue: \$1,386,661,000 	Corporation	No
AstranaCare Partners of Arizona, LLC	AstranaCare Partners of Arizona, LLC is an IPA that provides health care services in Arizona. It does not have any operations in California. There was no financial activity for fiscal years 2021-2023.	Limited Liability Company	No
Gateway Medicor-Rancho Cucamonga, Inc.	Gateway Medicor-Rancho Cucamonga, Inc. ("GMRC") is a primary care physician practice with one physician ("Dr. Shiu"). GMRC operates in the Inland Empire, specifically in San Bernardino and in the surrounding communities in Riverside County. GMRC had \$0 gross revenue in fiscal years 2021-2023. GMRC commenced operations in January 2024.	Corporation	No

	<p>GMRC is 51% owned by Prospect Intermediate Physician Holdings, Inc. and 49% owned by Medicor Medical Group, Inc. (Dr. Shiu's professional medical corporation).</p> <p>The following primary languages are spoken at the practice: English, Chinese, and Spanish. Threshold languages are not applicable as the practice does not serve Medi-Cal members.</p>		
Metropolitan IPA	<p>Metropolitan IPA is a risk bearing organization and an IPA consisting of a multi-specialty group of providers, including and serving approximately 230,000 members in Los Angeles County, including approximately 210,000 Medicaid beneficiaries. Metropolitan IPA 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.</p> <p>Metropolitan IPA has or can provide services using English and 18 Department of Health Care Services threshold languages, including Arabic, Armenian, Cambodian, Chinese (Mandarin & Cantonese), Farsi, Hindi, Hmong, Japanese, Korean, Laotian, Mien, Punjabi, Russian, Spanish, Tagalog, Thai, Ukrainian, and Vietnamese.</p> <ul style="list-style-type: none"> • Revenue for the past 3 fiscal years: <ul style="list-style-type: none"> o No financial activity from 2021-2023 o Approximately \$181,000,000 in revenue from February 2024 through September 2024 	Corporation	Yes
Alta Newport Hospital, LLC	<p>Alta Newport Hospital, LLC d/b/a Foothill Regional Medical Center ("Alta") is a General Acute Care Hospital which is authorized to provide the following services: acute ICU, telemetry, and medical/surgical level of care. Other services include physical therapy; social services; occupational therapy; radiology services which include mobile Magnetic Resonance Imaging (MRI) – nuclear medicine, CT, X-ray and ultrasound; respiratory care services; and basic emergency medical services. Alta has a Distinct Part Skilled</p>	Limited Liability Company	Yes

	<p>Nursing Facility unit (SNF) that provides pediatric subacute care. 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 medical care.</p> <p>The following revenues include capitation revenue from affiliated Prospect Health System entities that is eliminated upon consolidation</p> <ul style="list-style-type: none"> o FY 2021 revenue: \$169,145,451 o FY 2022 revenue: \$183,783,197 o FY 2023 revenue: \$205,954,254 <p>The following revenues exclude such capitation revenue and just include Alta's operational revenue :</p> <ul style="list-style-type: none"> <input type="checkbox"/> FY 2021 revenue: \$78,452,273 <input type="checkbox"/> FY 2022 revenue: \$88,321,378 <input type="checkbox"/> FY 2023 revenue: \$97,329,321 <p>Primary languages include English, Spanish, and Vietnamese. In addition, Alta follow its contracted Health Plans threshold languages which vary depending on the population it serves. For interpretation services, the entity uses Language Line Services, Inc. and other face to face interpreter services which cover a wide range of languages.</p>		
<p>New Genesis Medical Associates, Inc.</p>	<p>New Genesis Medical Associates, Inc. dba RcP ("NGMA") 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 has rendered healthcare services at patients' residences in Orange County and Los Angeles County through its Residential Care Program. NGMA's gross annual revenue for each of the past 3 fiscal years is set forth below.</p> <ul style="list-style-type: none"> • FY 2021 revenue: \$1,081,482 • FY 2022 revenue: \$230,018 • FY 2023 revenue: \$1,819,994 	<p>Corporation</p>	<p>No</p>

	The following languages are spoken: English, Spanish, and Vietnamese. In addition, written materials follow NMGA's contracted payors threshold languages, which vary depending on the applicable population. Health Plans provide letter templates. For interpretation services, the company uses Language Line Services, Inc.		
PHP Holdings, LLC	<p>PHP Holdings, LLC d/b/a Prospect Health System ("PHPH") 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.</p> <ul style="list-style-type: none"> • FY 2021 revenue: PHPH's only revenue in 2021 was equal to that of its sole subsidiary at the time, Prospect Health Plan, Inc. (\$291,051,000) • FY 2022 revenue: \$770,307,000 (consolidated) • FY 2023 revenue: \$890,824,000 (consolidated) 	Limited Liability Company	No
PHS Holdings, LLC	Through its subsidiary, Prospect Health Services RI, Inc. ("PHSRI"), PHS Holdings, LLC ("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. Given its function as a holding company with no bona fide operations, see revenue of PHSRI for relevant revenue details associated with PHS.	Limited Liability Company	No
Primary and Multi-Specialty Clinics of Anaheim, Inc.	<p>Primary and Multi-Specialty Clinics of Anaheim, Inc. d/b/a Gateway Medical Center and d/b/a Gateway Medical Center Anaheim Hills ("PMCA") is a medical clinic, providing primary care services at three locations in Anaheim. PMCA's gross annual revenue for each of the past 3 fiscal years is set forth below.</p> <ul style="list-style-type: none"> • FY 2021 revenue: \$10,350,936 • FY 2022 revenue: \$9,829,986 • FY 2023 revenue: \$7,292,359 <p>The following languages are spoken at the practice: English, Spanish and Vietnamese. In addition, all written</p>	Corporation	No

	materials follow PMCA’s contracted payors threshold languages, which vary depending on the applicable population. Health Plans provide letter templates. For interpretation services, the practice uses Language Line Services, Inc. and other face-to-face interpreter services that cover a wide range of languages.		
Prospect Health Plan, Inc.	<p>Prospect Health Plan, Inc. (“PHP”) 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 submitting a Notice of Material Modification to the DMHC, and seeking approval of the transaction, pursuant to California Health & 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 & 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 present submission, as this relates to a single integrated transaction.</p> <ul style="list-style-type: none"> • FY 2021 revenue: \$291,051,000 • FY 2022 revenue: \$327,363,000 • FY 2023 revenue: \$406,057,000 <p>Primary languages include English, Spanish, Chinese and Vietnamese. In addition, Prospect written materials follow its contracted Health Plans threshold languages which vary depending on the</p>	Corporation	No

	population it serves. The Health Plans provide the letter templates. For interpretation services, PHP uses Language Line Services, Inc. and other face to face interpreter services which cover a wide range of languages.		
Prospect Health Services Texas, Inc.	Prospect Health Services Texas, Inc. ("PHS TX") is an entity which contracts with Texas health plans. PHS TX operates in Texas' Bexar County 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. PHS TX's gross annual revenue for each of the past 3 fiscal years is set forth below. <ul style="list-style-type: none"> FY 2021 revenue: \$8,477,734 FY 2022 revenue: \$6,531,071 FY 2023 revenue: \$4,592,637 	Other	No
Prospect Intermediate Holdings, LLC	Prospect Intermediate Holdings, LLC ("PIH") is an intermediate holding company. PIH is not a payer, provider or fully integrated delivery system under 22 Cal. Code Regs. § 97435. See PHP Holdings, LLC ("PHPH") revenue. Revenue is reported on a consolidated basis at PHPH level.	Limited Liability Company	No
Prospect Intermediate Physician Holdings, Inc.	Prospect Intermediate Physician Holdings, Inc. ("PIPH") is an intermediate holding company for Prospect's affiliated physician organizations in California. PIPH is not a payer, provider or a fully integrated delivery system under 22 Cal. Code Regs. § 97435. PIPH had \$0 gross revenue in fiscal years 2021-2023. Revenue is reported on a consolidated basis at PHP Holdings, LLC level.	Corporation	No
Prospect Medical Group AZ, LLC	Prospect Medical Group AZ, LLC ("PMG AZ") is an entity which contracts with Arizona health plans. PMG AZ arranges care for members in Maricopa, Arizona. PMG AZ is not a payer, provider or a fully integrated delivery system under 22 Cal. Code Regs. § 97435. PMG AZ's gross annual revenue for each of the past 3 fiscal years is set forth below. <ul style="list-style-type: none"> FY 2021 revenue: \$0 FY 2022 revenue: \$194,476 FY 2023 revenue: \$840,103 	Limited Liability Company	No

Prospect Medical Systems, LLC	Prospect Medical Systems, LLC (“PMS”) is a management company which has entered into agreements to provide management services for Prospect’s affiliated physician organizations and other 3rd party clients. PMS operates in Orange County. PMS’s gross annual revenue for each of the past 3 fiscal years is set forth below. <ul style="list-style-type: none"> • FY 2021 revenue: \$81,492,729 • FY 2022 revenue: \$97,889,631 • FY 2023 revenue: \$106,689,903 	Limited Liability Company	No
Prospect Physician Holdings, Inc.	Prospect Physician Holdings, Inc. ("PPH") is a holding company for Prospect’s affiliated physician organizations in California. PPH is not a payer, provider or a fully integrated delivery system under 22 Cal. Code Regs. § 97435. PPH had \$0 gross revenue in fiscal years 2021-2023. Revenue is reported on a consolidated basis at PHP Holdings, LLC level.	Corporation	No
Prospect Provider Group Texas, Inc.	Prospect Provider Group Texas, Inc. ("PPG TX") is an independent physician association PPG TX operates in Texas’ Bexar County, and does not operate in California. PPG TX’s gross annual revenue for each of the past 3 fiscal years is set forth below. <ul style="list-style-type: none"> • FY 2021 revenue: \$6,510,795 • FY 2022 revenue: \$2,114,664 • FY 2023 revenue: \$2,463,395 	Other	No
RightRx	RightRX is a mail order specialty pharmacy. RightRx is not a payer, provider or a fully integrated delivery system under 22 Cal. Code Regs. § 97435. RightRx’s gross annual revenue for each of the past 3 fiscal years is set forth below. <ul style="list-style-type: none"> • FY 2021 revenue: \$0 • FY 2022 revenue: \$0 • FY 2023 revenue: \$2,269,191 <p>Primary languages include English, Spanish, Chinese and Vietnamese. In addition, Prospect written materials follow its contracted Health Plans threshold languages which vary depending on the population it serves. The Health Plans provide the letter templates. For interpretation services, the company uses Language Line Services, Inc. and other</p>	Corporation	No

	face to face interpreter services which cover a wide range of languages.		
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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
A health care entity with annual revenue, as defined in section 97435(d) , 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 data.hrsa.gov . To determine if you are located in a primary health care professional shortage area, please visit here	No

CIRCUMSTANCES FOR FILING

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
The transaction involves the sale, transfer, lease, exchange, option, encumbrance, or other disposition of 25% or more of the total California assets of the submitter(s).	Yes
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: (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 (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%;	Yes

TRANSACTION DETAILS

Anticipated Date of Transaction Closure	3/31/2024
Description of the Transaction	Please see attached.
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 pulled its HSR filing on December 13, 2024 and will refile it no later than December 17, 2024.
Subject to court proceeding	No
Description of current services provided and expected post-transaction impacts on health care services	<p>Please see current services description and attachments presented in "3 & 4 Submitter Business Information" sections.</p> <p>Prospect affiliates participate in Prospect Cares Resource, which is administered by an internal advisory board comprised of leaders from Prospect Medical Systems, LLC, which is committed to enhancing the well-being of the communities served by Prospect providing essential support, healthcare education, and resources. Through collaborative efforts and community-focused initiatives, Prospect Cares Resource strives to empower individuals and families to lead healthier, more fulfilling lives while partnering with Prospect leadership and team members to drive the urgency within our healthcare systems to address disparities, improve quality, and achieve equity. Prospect Cares Resource's board meets quarterly to assess progress, ensure alignment with the organization's mission, and adjust strategies as needed to respond to evolving community needs.</p> <p>Please also see attached a further list and description of PMG's social determinants of health (SDOH)-related activities and initiatives.</p> <p>The parties to the proposed transaction do not anticipated any immediate post-transaction changes to the criteria identified above.</p>

Prior mergers or acquisitions that: (A) involved the same or related health care services; (B) involved at least one of the entities, or their parents, subsidiaries, predecessors, or successors, in the proposed transaction; and (C) were closed in the last ten years.

Prospect

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.

Astrana

1. On July 31, 2021, Astrana Care Partners Medical Corporation (“ACPMC”), the parent of Metropolitan IPA, acquired 80% of the stock of Access Primary Care Medical Group, a risk bearing organization (“RBO”).

2. 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.

3. On October 31, 2022, ACPMC acquired 100% of the stock of All American Medical Group, an RBO.

4. On January 1, 2023, ACPMC acquired the assets of Garfield Comprehensive Care Medical Corporation, a primary care practice.

5. On January 1, 2023, ACPMC acquired 25% of the stock of James Song, M.D. A Professional Corporation, a primary care practice.

6. On February 23, 2023, ACPMC acquired 100% of the stock of 1 World Medicine Urgent Care Corp, which operates an urgent care clinic.

7. 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.

8. On February 23, 2023, ACPMC acquired 100% of the stock of Eleanor Leung M.D. A Professional Corporation, an OB/GYN practice.

9. On March 1, 2023, ACPMC acquired the assets of Chinese Community Health Care Association, an RBO and IPA.

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.

11. On May 1, 2023, Astrana Health Enablement of Nevada, Inc., f/k/a, ApolloMed Nevada, Inc., a subsidiary of Astrana Health,

	<p>Inc., acquired the non-clinical assets of Vesna Jamborcic, 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>Description of Potential Post Transaction Changes</p>	<p>See attached re (A).</p> <p>The following is a list of other health care entities within 20 miles that provide comparable health care services to PMG and the Subsidiaries, separated by location:</p> <ul style="list-style-type: none"> • In Orange County: Optum, Kaiser, Alta Med, Family Choice Med Group, Heritage Provider Network; • In Los Angeles County: Optum, Kaiser, Heritage Provider Network, Alta Med, HCLA; • In Inland Empire (including San Bernardino and Riverside Counties): Optum, Kaiser, Heritage Provider Network, Alta Med; and • In San Diego County: Optum, Sharp community Medical Group, Scripps Physicians Medical Group, Kaiser, Perlman Medical Group. <p>The parties anticipate no immediate changes re the criteria in (B), (C) and (D).</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 12 months following the date of the notice	N/A
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Interpreter services for Prospect Medical Group, Inc. (“PMG”) and its subsidiaries’ members are provided at request by our providers and/or members and are conducted in multiple languages (which exceed the required ‘threshold language’ requirements). As an example, our translation vendor, Language Line, provides interpreter services in over 100 languages.

Regarding translation services, our health plan partners provide the written communication templates used for our Medi-Cal population. The following chart shows the language templates provided by each health plan. In addition, a notification is sent with all written communications advising members of their language rights and offering additional translation assistance if required.

Health Plan	Line of Business	County/State	Threshold Languages
Blue Shield Promise	Medi-Cal	All (SD excluded)	Arabic, Armenian, Chinese, English, Farsi, Khmer, Korean, Russian, Spanish, Tagalog, Vietnamese
	Medi-Cal	San Diego	Arabic, Chinese, English, Farsi, Spanish, Tagalog, Vietnamese
CalOptima Health	Medi-Cal	Orange County	Arabic, Chinese, English, Farsi, Korean, Spanish, Vietnamese
Health Net	Medi-Cal	All	Arabic, Armenian, Cambodian, Chinese, English, Hmong, Korean, Russian, Spanish, Tagalog, Vietnamese
LA Care	Medi-Cal	Los Angeles	Arabic, Armenian, Chinese, English, Farsi, Khmer, Korean, Russian, Spanish, Tagalog, Vietnamese
Molina	Medi-Cal	Los Angeles	Arabic, Armenian, Cambodian, Chinese, English, Farsi, Hmong, Korean, Russian, Spanish, Tagalog, Vietnamese
	Medi-Cal	All (LA excluded)	Arabic, Chinese, English, Farsi, Hmong, Russian, Spanish, Tagalog, Vietnamese

The interpreter and translation services described above are utilized by PMG and all of its subsidiary IPAs.

Submission date and nature of any applications, forms, notices, or other materials to be submitted regarding the proposed transaction to any other state or federal agency:¹

- Change of Ownership application with respect to Alta’s Hospital and Skilled Nursing Services with the California Department of Public Health. [To be filed 10 days before the Closing.]
- Applications with respect to Alta’s Hospital Pharmacy License and Sterile Compounding Pharmacy License with the California Board of Pharmacy. [To be filed before the Closing.]
- Application with respect to RightRx’s Community/Retail Pharmacy License with the California Board of Pharmacy. [To be filed before the Closing.]
- Notice of material modification with respect to PHP’s Restricted Knox-Keene License with the California Department of Managed Healthcare (“DMHC”). [To be filed before the Closing.]
- 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. [To be filed not later than 7 days after the Closing.]
- Request Form for Valid Permit to Operate is to be submitted to the California Department of Industrial Relations – Division of Occupational Safety & Health with respect to Foothill Regional Medical Center’s permit to operate an air pressure tank. [To be filed after the Closing.]
- FCC 603 Form (Application for Assignments of Authorization or Transfers of Control) with respect to Alta to be filed with the Federal Communications Commission [before the Closing]. In addition, notice of consummation of the Proposed Transaction will be provided to the FCC [within 180 days of FCC approval of the transfer of the industrial license.]
- Applications for cancellation of the Fictitious Name Permits listed on Section 5.8 of these Disclosure Schedules upon any change to the associated licensed physician shareholders with the Medical Board of California, and new applications for Fictitious Name Permits with respect to the changed licensed physician shareholders. [To be filed following changes in the licensed physician shareholder associated with each Fictitious Name Permits.]
- Application with respect to Right RX’s Seller’s Permit with the California Department of Tax and Fee Administration. [To be filed before the commencement of operations under new ownership.]
- Material Modification request with respect to PHSRI’s Medicaid Accountable Entity Certification with the Rhode Island Executive Office of Health and Human Services. [To be filed within 45 days before the Closing.]
- Application with respect to RightRx’s Non-Resident Pharmacy License with the State of Rhode Island Board of Pharmacy, and notice of change of ownership submitted to the State of Rhode Island Department of Health. [Application to be filed 30 days before the Closing, and notice of change of ownership to be submitted at least 14 days before the Closing.]
- Notice of transaction to be submitted to the Drug Enforcement Agency, applications with respect to the Controlled Substance Registrations with the Drug Enforcement Agency Division Office and new registrations to follow after issuance of licenses by the California Board of Pharmacy, and Drug Enforcement Agency Power of Attorney for use of current Drug Enforcement Agency registrations for the Controlled Substance Registrations held by Foothill Regional Medical Center and RightRX. [Notice of transaction to be submitted at least 14 days before the Closing, applications to be submitted with

¹ As of the date of this attachment, the anticipated closing date is expected to occur on or about March 31, 2025 (“Closing”).

filing date to be determined, and power of attorney to be entered into after applications have been submitted.]

- Application with respect to Right RX's Independent (Closed Door, Mail Order) Pharmacy License with the Arizona Board of Pharmacy, and a new Arizona Board of Pharmacy form of management services agreement. [Application to be filed 14 days before the Closing, and management services agreement to be entered into while the new application is being processed.]
- Notice of significant change with respect to PHSRI's participation in the Medicare Shared Savings Program with the Centers for Medicare and Medicaid Services pursuant to 42 C.F.R. § 425.214. [To be filed within 30 days after the Closing.]
- [To be filed upon Closing.] Medicare 855B (Clinics/Group Practices and Other Suppliers Enrollment Application) applications, with respect to the Medicare enrollments for the entities listed below, with the Centers for Medicare and Medicaid Services:
 - PMCA
 - GMRC
 - NGMA
 - HealthAdvisors, LLC (relating to 10% ownership interest in a Rhode Island primary care practice not doing any business in California)
 - RightRx
- [Forms to be filed within 30 days after the Closing]: (i) Lab 193, Notice of Laboratory Information, (ii) Lab 183, Director Attestation, and (iii) CMS-116 with the California Department of Public Health, Division of Laboratory Science Laboratory Field Services with respect to the following:
 - Clinical and Public Health Laboratory License issued to Alta
 - Clinical and Public Health Laboratory License, issued to PMCA
 - Clinical and Public Health Laboratory License, issued to Primary & Multi-Specialty Clinics of Anaheim Inc. dba Gateway Medical Center - Anaheim Hills
 - Clinical and Public Health Laboratory License, issued to Primary and Multi-Specialty Clinics of Anaheim, Inc. - d/b/a Gateway Medical Center - Santa Ana
 - Clinical and Public Health Laboratory License, issued to GMRC
- [To be filed within 30 days after the Closing.] CMS-116 Change of Information forms with the Department of Health and Human Services, and the California Department of Public Health, Division of Laboratory Science Laboratory Field Services, with respect to the following:
 - CLIA Certificate of Accreditation issued to Alta
 - CLIA Certificate of Waiver issued to PMCA
 - CLIA Certificate of Waiver issued to Primary and Multi-Specialty Clinics of Anaheim, Inc. d/b/a Gateway Regional Medical Center – Canyon Hills, and
 - CLIA Waiver issued to HealthAdvisors, LLC
 - CLIA Certificate of Waiver issued to GMRC
- [To be filed within 35 days after the Closing]. Medi-Cal Enrollment applications with the California Department of Public Health, with respect to the following entities:
 - Alta

- NGMA, with application to be submitted through the PAVE Provider Portal. Additional Successor Liability with Joint and Several Liability Agreement forms with the California Department of Health Care Services Provider Enrollment Department. [To be filed within 5 days after the Closing.]
 - PMCA, with application to be submitted through the PAVE Provider Portal. Additional Successor Liability with Joint and Several Liability Agreement forms to be submitted to the DHCS Provider Enrollment Department. [To be filed within 5 days after the Closing.]
 - RightRX, with application to be submitted through the PAVE Provider Portal. Additional Successor Liability with Joint and Several Liability Agreement forms to be submitted to the DHCS Provider Enrollment Department. [To be filed within 5 days after the Closing.]
-
- Financial Responsibility Agreement or Attestation Package for the California Hospital Quality Assurance Fee Program with respect to Alta with the California Department of Health Care Services. [To be filed within 30 calendar days after the date of the letter granting Medi-Cal Certification.]
 - Notice of Change of Control filing for PMS's Texas Third Party Administrator License with the Texas Department of Insurance. [To be filed within 30 days after the Closing.]
 - Application of updates to material changes to PMS's Utilization Review Agent License application with the Texas Department of Insurance. [To be filed within 30 days after the Closing.]
 - Form CMS-855A (Institutional Provider Enrollment Application) or PECOS to report changes in Alta's Hospital and SNF enrollments with the Centers for Medicare and Medicaid Services. [To be filed within 30 days after the Closing.]
 - Provider Change of Information Form with respect to HealthAdvisors, LLC's Rhode Island Medicaid Enrollment with the Rhode Island Medicaid Provider Enrollment Department. [To be filed within 35 days after the Closing.]
 - Pending further confirmation – Certificate of Need and Change in Effective Control applications with the Rhode Island Department of Health with respect to PHSRI. [To be filed by January 10, 2025]

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

SUBMITTER BUSINESS INFORMATION

A. Business Name: Prospect Medical Group, Inc.

- Business Website: <https://www.prospectmedical.com/>
- Business Mailing Address: 600 City Parkway West, Suite 1000, Orange, CA 92868
- ***Description of organization:***
 - Ownership Type of Submitting Organization: California professional medical corporation, operating as an Independent Physician Association (“IPA”).
 - Description of Submitting Organization: Prospect Medical Group, Inc. (“PMG”) operates a network of affiliate providers across California. PMG, together with its eight wholly-owned subsidiary IPAs, has combined network of 12,600 providers across 9 IPAs. For over 30 years, PMG has arranged quality, award-winning, accessible care for its members by working closely with independent physicians to deliver coordinated, personalized care. To that end, PMG contracts directly with high-performing, quality physicians, medical groups, urgent care centers, medical labs, radiology centers and hospitals to ensure all members assigned to it receive quality, high value care - where and when they need it. Most PMG doctors take all types of insurance: Medicare FFS, Medicare Advantage, Medicaid/Medi-Cal, Commercial and Health Insurance Exchange health insurance plans.
 - Revenue:
 - FY 2021 revenue: \$224,783,000
 - FY 2022 revenue: \$271,615,000
 - FY 2023 revenue: \$322,709,000
 - Governance and operational structure: PMG is wholly owned by Prospect Intermediate Physician Holdings, Inc., a California professional medical corporation (“PIPH”), which is wholly owned by Prospect Physician Holdings, Inc., a California professional medical corporation (“PPH”), which is wholly owned by Dr. Mitchell Lew (“Dr. Lew”). Dr. Lew is the sole member of the board of directors of PMG.
 - ***Summary of Prospect Medical Group, Inc.:***
 - Provider type: CA professional medical corporation
 - Facilities owned or operated: N/A, PMG has no clinical offices
 - Service lines: Commercial, Managed Medi-Cal, Medicare Advantage and Exchange
 - Number of staff: 0
 - Geographic service area(s): Orange County, Los Angeles, Riverside, San Bernardino, and San Diego. Please note that all of the enrollment data below is equal to the total enrollees in PMG along with each of its subsidiaries.
 - Enrollees served in California as of 9/30/2024: 427,468.
 - Enrollees in Los Angeles County as of 9/30/2024: 93,203.
 - Enrollees in Orange County as of 9/30/2024: 119,689.
 - Enrollees in San Diego County as of 9/30/2024: 72,503.
 - Enrollees in the Inland Empire as of 9/30/2024, which includes both Riverside and San Bernardino counties: 142,021.
- Federal Tax ID and Tax Status

- Federal Tax ID: 33-0219957
- Tax Status: For-Profit Professional Medical Corporation
- Current CA health-care related licenses issued to Prospect Medical Group, Inc. are as follows:
 - Fictitious Name Permit, No. 18482, issued to Prospect Medical Group, Inc.
 - Fictitious Name Permit, No. 551846, issued to Prospect Medical Group, Inc. d/b/a Cal Care IPA Inc.
 - Fictitious Name Permit, No. 551847, issued to Prospect Medical Group, Inc. d/b/a Los Angeles Medical Center IPA
 - Fictitious Name Permit, No. 44006, issued to Prospect Medical Group, Inc. d/b/a Prospect Latino Medical Group, Inc.
 - Fictitious Name Permit, No. 551921, issued to Prospect Medical Group, Inc. d/b/a Prospect Medical Group - Inland Empire
 - Fictitious Name Permit, No. 553000, issued to Prospect Medical Group, Inc. d/b/a Prospect Medical Group - Jian Kang
 - Fictitious Name Permit, No. 44200, issued to Prospect Medical Group, Inc. d/b/a Prospect Medical Group - Los Angeles
 - Fictitious Name Permit, No. 552899, issued to Prospect Medical Group, Inc. d/b/a Prospect Medical Group - Orange County
 - Fictitious Name Permit, No. 551920, issued to Prospect Medical Group, Inc. d/b/a Prospect Medical Group - San Diego
 - Fictitious Name Permit, No. 554170, issued to Prospect Medical Group, Inc. d/b/a Prospect Medical OC
 - Fictitious Name Permit, No. 44533, issued to Prospect Medical Group, Inc. d/b/a Prospect Persian Medical Group, Inc.
 - Fictitious Name Permit, No. 552469, issued to Prospect Medical Group, Inc. d/b/a Prospect SoCal
 - Fictitious Name Permit, No. 551848, issued to Prospect Medical Group, Inc. d/b/a Vantage Medical Group, Inc.
 - Business License Certificate, No.192006, issued to Prospect Medical Group, Inc. by the City of Orange
 - DMHC Risk Bearing Organization Registration #10339
- Other States Served: None.
- Public Contact Person for public inquiries:
 - Name: Jim Brown
 - Title: CEO
 - E-mail address: jim.brown@prospectmedical.com
 - Mailing address: 600 City Parkway West, Suite 1000, Orange CA 92868

B. Business Name: Prospect Health Source Medical Group, Inc.

- Business Website: <https://www.prospectmedical.com/>

- Business Mailing Address: 600 City Parkway West, Suite 1000 Orange, CA 92868
- ***Description of organization:***
 - Ownership Type of Submitting Organization: California professional medical corporation
 - Description of Submitting Organization: Prospect Health Source Medical Group, Inc. (“PHSMG”) was formed on 10/16/2000 and is a wholly owned subsidiary of PMG. PHSMG is an independent practice association that files on a consolidated basis with PMG for DMHC-purposes.
 - Revenue:
 - FY 2021 revenue: \$10,524,000
 - FY 2022 revenue: \$11,715,000
 - FY 2023 revenue: \$12,862,000
 - Governance and operational structure: PHSMG is wholly owned by PMG.
 - ***Summary for health care provider or fully integrated delivery system:***
 - Provider type: California professional medical corporation operating as an Independent Physician Association
 - Facilities owned or operated: 0
 - Service lines: 0
 - Number of staff: 0
 - Geographic service area(s): Los Angeles
 - Enrollees in Los Angeles County as of 9/30/2024: 11,898.
- Federal Tax ID and Tax Status
 - Federal Tax ID: 95-4831101
 - Tax Status: For-Profit Corporation
- Current CA health-care related licenses issued to Prospect Health Source Medical Group, Inc.:
 - Fictitious Name Permit, No. 28456, issued to Prospect Health Source Medical Group Inc.
 - DMHC Capitated Provider Registration #10338
- Other States Served: None.
- Public Contact Person for public inquiries:
 - Name: Jim Brown
 - Title: CEO
 - E-mail address: jim.brown@prospectmedical.com
 - Mailing address: 600 City Parkway West, Suite 1000, Orange CA 92868

C. Business Name: Genesis HealthCare of Southern California, Inc., A Medical Group d/b/a Daehan Prospect Medical Group, Inc. and Prospect Genesis Healthcare

- Business Website: <https://www.prospectmedical.com>
- Business Mailing Address: 600 City Parkway West, Suite 1000 Orange, CA 92868
- ***Description of organization:***

- Ownership Type of Submitting Organization: California professional medical corporation
- Description of Submitting Organization: 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”) was formed on 6/16/1995 and is a wholly owned subsidiary of PMG.
- Revenue:
 - FY 2021 revenue: \$14,911,000
 - FY 2022 revenue: \$17,534,000
 - FY 2023 revenue: \$18,964,000
- Governance and operational structure: GHSCI is wholly owned by PMG. GHSCI is an independent practice association that files on a consolidated basis with PMG for DMHC-purposes.
- ***Summary for health care provider or fully integrated delivery system:***
 - Provider type: Independent physician association
 - Facilities owned or operated: Not applicable.
 - Service lines: Medicare, Commercial.
 - Number of staff: 0.
 - Geographic service area(s): Los Angeles and Orange County.
 - Enrollees in Los Angeles County as of 9/30/2024: 60.
 - Enrollees in Orange County as of 9/30/2024: 12,529.
- Federal Tax ID and Tax Status
 - Federal Tax ID: 33-0669088
 - Tax Status: For-Profit Corporation
- Current CA health-care related licenses issued to Genesis HealthCare of Southern California, Inc., A Medical Group:
 - NPI: 1124149612, issued to Genesis Healthcare of Southern California, Inc., A Medical Group
 - Fictitious Name Permit, No. 553918, issued to Genesis Healthcare of Southern California, Inc., A Medical Group
 - Fictitious Name Permit, No. 40083, issued to Genesis HealthCare of Southern California, Inc., A Medical Group d/b/a Daehan Prospect Medical Group, Inc.
 - Fictitious Name Permit, No. 44199, issued to Genesis HealthCare of Southern California, Inc., A Medical Group dba Prospect Genesis Healthcare
- Other States Served: None.
- Public Contact Person for public inquiries:
 - Name: Jim Brown
 - Title: CEO
 - E-mail address: jim.brown@prospectmedical.com
 - Mailing address: 600 City Parkway West, Suite 1000, Orange CA 92868

D. Business Name: Nuestra Familia Medical Group, Inc.

- Business Website: <https://www.prospectmedical.com>
- Business Mailing Address: 600 City Parkway West, Suite 1000 Orange, CA 92868
- ***Description of organization:***
 - Ownership Type of Submitting Organization: California professional medical corporation
 - Description of Submitting Organization: Nuestra Familia Medical Group, Inc. (“Nuestra”) was formed on 12/14/1994 and is a wholly owned subsidiary of PMG.
 - Revenue:
 - FY 2021 revenue: \$4,970,000
 - FY 2022 revenue: \$5,461,000
 - FY 2023 revenue: \$5,943,000
 - Governance and operational structure: Nuestra is wholly owned by PMG. Nuestra is an independent practice association that files on a consolidated basis with PMG for DMHC-purposes.
 - ***Summary for health care provider or fully integrated delivery system:***
 - Provider type: Independent physician association
 - Facilities owned or operated: Not applicable.
 - Service lines: Medicare, Medi-Cal, Commercial.
 - Number of staff: 0.
 - Geographic service area(s): Los Angeles and Orange County
 - Enrollees in Los Angeles County as of 9/30/2024: 7,456.
 - Enrollees in Orange County as of 9/30/2024: 222.
- Federal Tax ID and Tax Status
 - Federal Tax ID: 95-4510288
 - Tax Status: For-Profit Corporation
- Current CA health-care related licenses issued to Nuestra Familia Medical Group, Inc.:
 - NPI: 1114048600, issued to Nuestra Familia Medical Group, Inc.
 - Fictitious Name Permit, No. 553919, issued to Nuestra Familia Medical Group, Inc.
 - DMHC Capitated Provider Registration #10607
- Other States Served: None.
- Public Contact Person for public inquiries:
 - Name: Jim Brown
 - Title: CEO
 - E-mail address: jim.brown@prospectmedical.com
 - Mailing address: 600 City Parkway West, Suite 1000, Orange CA 92868

E. Business Name: Starcare Medical Group, Inc. d/b/a Prospect Gateway Medical Group

- Business Website: <https://www.prospectmedical.com>
- Business Mailing Address: 600 City Parkway West, Suite 1000 Orange, CA 92868
- ***Description of organization:***
 - Ownership Type of Submitting Organization: California professional medical corporation
 - Description of Submitting Organization: Starcare Medical Group, Inc. d/b/a Prospect Gateway Medical Group (“Starcare”) was formed on 2/25/1999 and is a wholly owned subsidiary of PMG.
 - Revenue:
 - FY 2021 revenue: \$15,279,000
 - FY 2022 revenue: \$18,053,000
 - FY 2023 revenue: \$18,663,000
 - Governance and operational structure: Starcare is wholly owned by PMG. Starcare is an independent practice association that files on a consolidated basis with PMG for DMHC-purposes.
 - ***Summary for health care provider or fully integrated delivery system:***
 - Provider type: Independent physician association
 - Facilities owned or operated: Not applicable.
 - Service lines: Medicare, Commercial.
 - Number of staff: 0.
 - Geographic service area(s): Orange County
 - Total Enrollees served in California as of 9/30/2024: 9,968.
 - Number of enrollees in Orange County as of 9/30/2024: 9,968.
- Federal Tax ID and Tax Status
 - Federal Tax ID: 33-0843838
 - Tax Status: For-Profit Corporation
- Current CA health-care related licenses issued to Starcare Medical Group, Inc.:
 - NPI: 1255452827, issued to StarCare Medical Group, Inc.
 - Fictitious Name Permit, No. 553920, issued to StarCare Medical Group, Inc.
 - Fictitious Name Permit, No. 44198, issued to StarCare Medical Group, Inc. d/b/a Prospect Gateway Medical Group
- Other States Served: None.
- Public Contact Person for public inquiries:
 - Name: Jim Brown
 - Title: CEO
 - E-mail address: jim.brown@prospectmedical.com
 - Mailing address: 600 City Parkway West, Suite 1000, Orange CA 92868

F. Business Name: Prospect Professional Care Medical Group, Inc. d/b/a Prospect Medical LA

- Business Website: <https://www.prospectmedical.com>
- Business Mailing Address: 600 City Parkway West, Suite 1000 Orange, CA 92868
- ***Description of organization:***
 - Ownership Type of Submitting Organization: California professional medical corporation
 - Description of Submitting Organization: Prospect Professional Care Medical Group, Inc. d/b/a Prospect Medical LA (“PPCMGI”) was formed on 4/23/1992 and is a wholly owned subsidiary of PMG.
 - Revenue:
 - FY 2021 revenue: \$29,673,000
 - FY 2022 revenue: \$34,958,000
 - FY 2023 revenue: \$45,073,000
 - Governance and operational structure: PPCMGI is wholly owned by PMG. PPCMGI is an independent practice association that files on a consolidated basis with PMG for DMHC-purposes.
 - ***Summary for health care provider or fully integrated delivery system:***
 - Provider type: Independent physician association
 - Facilities owned or operated: Not applicable.
 - Service lines: Medicare, Medi-Cal, Commercial.
 - Number of staff: 0.
 - Geographic service area(s): Los Angeles and Orange County
 - Enrollees in Los Angeles County as of 9/30/2024: 31,263.
 - Enrollees in Orange County as of 9/30/2024: 7,381.
- Federal Tax ID and Tax Status
 - Federal Tax ID: 95-4378353
 - Tax Status: For-Profit Corporation
- List of current CA health-care related licenses issued to Prospect Professional Care Medical Group, Inc. d/b/a Prospect Medical LA as follows:
 - NPI, No. 1043331614, issued to Prospect Professional Care Medical Group, Inc.
 - Fictitious Name Permit, No. 547211, issued to Prospect Professional Care Medical Group
 - Fictitious Name Permit, No. 554110, issued to Prospect Professional Care Medical Group, Inc. dba Prospect Medical LA
- Other States Served: None.
- Public Contact Person for public inquiries:
 - Name: Jim Brown
 - Title: CEO
 - E-mail address: jim.brown@prospectmedical.com
 - Mailing address: 600 City Parkway West, Suite 1000, Orange CA 92868

G. Business Name: Prospect NWOC Medical Group, Inc.

- Business Website: <https://www.prospectmedical.com>
- Business Mailing Address: 600 City Parkway West, Suite 1000 Orange, CA 92868
- ***Description of organization:***
 - Ownership Type of Submitting Organization: California professional medical corporation
 - Description of Submitting Organization: Prospect NWOC Medical Group, Inc. (“NWOC”) was formed on 3/21/1985 and is a wholly owned subsidiary of PMG.
 - Revenue:
 - FY 2021 revenue: \$6,957,000
 - FY 2022 revenue: \$8,230,000
 - FY 2023 revenue: \$9,000,000
 - Governance and operational structure: NWOC is wholly owned by PMG. NWOC is an independent practice association that files on a consolidated basis with PMG for DMHC-purposes.
 - ***Summary for health care provider or fully integrated delivery system:***
 - Provider type: Independent physician association
 - Facilities owned or operated: Not applicable.
 - Service lines: Medicare, Medi-Cal, Commercial.
 - Number of staff: 0.
 - Geographic service area(s): Primarily Orange County, with some crossover in outskirts of Los Angeles County.
 - Total enrollees served in California as of 9/30/2024: 7,573.
- Federal Tax ID and Tax Status
 - Federal Tax ID: 33-0112414
 - Tax Status: For-Profit Corporation
- Current CA health-care related licenses issued to Prospect NWOC Medical Group, Inc.:
 - Fictitious Name Permit, No. 554057, issued to Prospect NWOC Medical Group, Inc.
- Other States Served: None.
- Public Contact Person for public inquiries:
 - Name: Jim Brown
 - Title: CEO
 - E-mail address: jim.brown@prospectmedical.com
 - Mailing address: 600 City Parkway West, Suite 1000, Orange CA 92868

H. Business Name: Upland Medical Group, A Professional Medical Corporation

- Business Website: <https://www.prospectmedical.com>
- Business Mailing Address: 600 City Parkway West, Suite 1000 Orange, CA 92868
- ***Description of organization:***

- Ownership Type of Submitting Organization: California professional medical corporation
- Description of Submitting Organization: Upland Medical Group, A Professional Medical Corporation (“UMG”) was formed on 10/8/2002 and is a wholly owned subsidiary of PMG.
- Revenue:
 - FY 2021 revenue: \$19,338,000
 - FY 2022 revenue: \$22,558,000
 - FY 2023 revenue: \$26,687,000
- Governance and operational structure: UMG is wholly owned by PMG. UMG is an independent practice association that files on a consolidated basis with PMG for DMHC-purposes.
- ***Summary for health care provider or fully integrated delivery system:***
 - Provider type: Independent physician association
 - Facilities owned or operated: Not applicable.
 - Service lines: Medicare, Commercial.
 - Number of staff: 0
 - Geographic service area(s): Primarily San Bernardino County, with some crossover in outskirts of Riverside County.
 - Total enrollees served in California as of 9/30/2024: 10,117.
- Federal Tax ID and Tax Status
 - Federal Tax ID: 46-0503153
 - Tax Status: For-Profit Corporation
- Current CA health-care related licenses issued to Upland Medical Group, A Professional Medical Corporation:
 - NPI: 1447357827, issued to Upland Medical Group, a Professional Medical Corporation
 - DMHC Capitated Provider Registration #10663
- Other States Served: None.
- Public Contact Person for public inquiries:
 - Name: Jim Brown
 - Title: CEO
 - E-mail address: jim.brown@prospectmedical.com
 - Mailing address: 600 City Parkway West, Suite 1000, Orange CA 92868

I. Business Name: Pomona Valley Medical Group, Inc.

- Business Website: <https://www.prospectmedical.com>
- Business Mailing Address: 600 City Parkway West, Suite 1000 Orange, CA 92868
- ***Description of organization:***
 - Ownership Type of Submitting Organization: California professional medical corporation

- Description of Submitting Organization: Pomona Valley Medical Group, Inc. (“PVMG”) was formed on 10/30/1987 and is a wholly owned subsidiary of PMG.
- Revenue:
 - FY 2021 revenue: \$99,040,000
 - FY 2022 revenue: \$100,550,000
 - FY 2023 revenue: \$104,140,000
- Governance and operational structure: PVMG is wholly owned by PMG. PVMG is an independent practice association that files on a consolidated basis with PMG for DMHC-purposes.
- ***Summary for health care provider or fully integrated delivery system:***
 - Provider type: Independent physician association
 - Facilities owned or operated: Not applicable.
 - Service lines: Medicare, Medi-Cal, Commercial
 - Number of staff: 0
 - Geographic service area(s): Los Primarily San Bernardino County, with some crossover in outskirts of Los Angeles.
 - Total enrollees served in California as of 9/30/2024: 44,241.
- Federal Tax ID and Tax Status
 - Federal Tax ID: 95-4142044
 - Tax Status: For-Profit Corporation
- Current CA health-care related licenses issued to Upland Medical Group, A Professional Medical Corporation:
 - NPI: 1902903388, issued to Pomona Valley Medical Group, Inc.
 - Fictitious Name Permit, No. 38163, issued to Pomona Valley Medical Group
 - DMHC Capitated Provider Registration #10335
- Other States Served: None.
- Public Contact Person for public inquiries:
 - Name: Jim Brown
 - Title: CEO
 - E-mail address: jim.brown@prospectmedical.com
 - Mailing address: 600 City Parkway West, Suite 1000, Orange CA 92868

Description of Transaction

(A) The goals of the transaction:

The transactions (collectively, the “Proposed Transaction”) contemplated pursuant to that certain Asset and Equity Purchase Agreement (the “Agreement”), dated November 8, 2024, by and among PHP Holdings, LLC (“PHPH”), PHS Holdings, LLC (“PHS”), Prospect Intermediate Holdings, LLC (“PIH”), and certain affiliates thereof (collectively, the “Sellers”), on the one hand, and Astrana Health, Inc. (“Astrana”) and certain affiliates thereof (collectively with Astrana, “Buyer”).

The Proposed Transaction is expected to expand Astrana’s provider network and enhance its ability to offer increased access, quality, and value for its members. Prospect's established presence in key markets also opens new opportunities for Astrana, particularly in geographically adjacent Orange County, California, where Astrana currently has limited operations.

The Proposed Transaction presents an opportunity for Prospect to partner with Astrana to build a larger, stronger, and more coordinated care delivery network. Moreover, Astrana plans to make significant investments in Prospect which Prospect expects will benefit its patient communities by increasing healthcare access, quality, value, and efficiency.

(B) A summary of terms of the transaction:

The Agreement provides that upon consummation of the transaction (i) Alta, Prospect Health Plan, Inc. (“PHP”), and Prospect Health Services RI, Inc. (“PHSRI”), will become wholly owned subsidiaries of Astrana Care Hospital, LLC, Astrana Health Management, Inc., and ApolloCare Partners of Texas PLLC, respectively. Therefore, effective as of the closing of the Proposed Transaction, Alta will undergo a change of control when it becomes a direct, wholly-owned subsidiary of Astrana Care Hospital, LLC .

The Proposed Transaction contemplates the sale of equity interests and assets associated with or utilized in the operation of the Sellers’ “Prospect Health System” healthcare business. The foregoing summary of the terms of the Agreement is qualified in its entirety by the terms and conditions of the Agreement. Many components of the Agreement, including the transactions relating to the acquisition of PHSRI and the assets in Arizona, Texas and Rhode Island, are described in further detail in this Notice for purposes of providing context and clarity but do not directly impact Alta.

At the closing of the Proposed Transaction: (i) PIH will assign to Astrana Care Hospital, LLC 100% of the equity interests of Alta (the “Alta Assignment”); (ii) PHS will assign to ApolloCare Partners of Texas PLLC 100% of the equity interests of PHSRI (the “PHSRI Assignment”); (iii) PHPH will assign to Astrana Health Management, Inc. 100% of the equity interests of PHP (the “Prospect Health Plan Assignment”); and (iv) the Prospect Asset Sellers (as defined in the Purchase Agreement, which includes Prospect Medical Group, Inc. (“PMG”) and its subsidiaries, New Genesis Medical Associates, Inc. (“NGMA”) and Primary and Multi-Specialty Clinics of Anaheim, Inc. d/b/a Gateway Medical Center and d/b/a Gateway Medical Center Anaheim Hills (“PMCA”), will sell substantially all of their respective assets to Buyer (the “Purchased Assets”). Included in the Purchased Assets are leases for the facilities, equipment and computer hardware, usable inventory and supplies, patient, medical, personnel, business, and other records (subject to exclusions and retentions pursuant to law), licenses, permits, and contracts (such as management services agreements, and agreements with third-party payors and providers).

Subject to shareholder approval and pursuant to the terms of the Agreement, during the period between signing and closing of the Proposed Transaction, PIPH will assign to AMG all of its equity interest in Gateway Medicor-Rancho Cucamonga, Inc. (“GMRC”), which as of the date hereof represents 51% of the equity interests in GMRC (the “JV Assignment”).

Immediately following the closing of the Proposed Transaction, it is expected that Astrana will have full ownership either directly or indirectly of Alta, PHSRI, and PHP, and the Purchased Assets.

The consideration for the Proposed Transaction is set forth in the Agreement. Astrana will fund the acquisition with cash and, although not a condition to close, Astrana is expected to secure and use proceeds from a senior secured bridge loan to fund a portion of the acquisition. Funding is described in further detail in the following press release: <https://ir.astranahealth.com/news-events/press-releases/detail/249/astrana-health-announces-definitive-agreement-to-acquire-certain-businesses-and-assets-of-prospect-health-system>.

(C) A statement of why the transaction is desirable:

In addition to the goals and expected benefits stated above, Astrana plans to make significant investments in Prospect and its infrastructure in order to further enhance access, equity, and quality of care for patients in local communities. Given both organizations' commitment to value-based and personalized care, this investment aims to reduce healthcare costs and enhance the ability to offer increased access, quality, efficiency and value for members. Given the synergies between Astrana's and Prospect's businesses, the transaction is expected to result in greater efficiencies and economies of scale, which will allow higher quality care at a lower price for California residents.

Furthermore, consummation of the transaction is likely to promote greater stability across the Prospect assets/businesses being transacted. As OHCA may know, Prospect's East Coast hospital operations have struggled in recent years, as detailed in numerous publicly available articles and stories. Astrana has a strong balance sheet and track record of success, and Astrana's stewardship of the California assets should help avoid any adverse impact that could potentially arise from Prospect's ownership of its East Coast hospital business. The sooner the transaction closes, the greater the potential benefits and risk avoidance.

(D) General public impact or benefits of the transaction, including quality and equity measures and impacts

See responses above and below.

(E) Narrative description of the expected competitive impacts of the transaction

Pursuant to an Asset and Equity Purchase Agreement executed on November 8, 2024, Astrana Health Inc. intends to acquire the "Prospect Health System" business of Prospect Medical Holdings, Inc.

The acquisition includes certain entities and assets currently operating under the Prospect Health System umbrella, including its California licensed restricted health care service plan (PHP), medical groups in California, Texas, Arizona and Rhode Island (Prospect Medical Groups), management service organization (Prospect Medical Systems, LLC), independent physician associations, pharmacy (RightRx), and Alta, a fully accredited acute care hospital with 177 licensed beds.

To better illustrate the point of minimal overlap, consider the scope of operations of PHP and Astrana's two restricted health care service plan subsidiaries, For Your Benefit, Inc. ("FYB") and Community Family Care Health plan, Inc. ("CFC").

FYB's only line of business is Medicare Advantage. Within PHP's Medicare Advantage service area of Los Angeles, Orange, Riverside, San Bernardino, and San Diego Counties, both PHP's and FYB's enrollment is incredibly limited, even if considered on an aggregate basis (though it should be noted that PHP and FYB will operate as separate legal entities and businesses following the closing of the Proposed Transaction). The following table, which is based on the most recently available DMHC and CMS data, sets forth the aggregate Medicare Advantage enrollment of PHP and FYB compared to total Medicare Advantage enrollment and eligibility in PHP's service area.

Combined MA Enrollment in LA, OC, Riverside, SB, and SD Counties	As % of MA Enrollment	As % of MA Eligibility
43,635	2.1%	1.3%

CFC's only line of business is Medi-Cal. Within PHP's Medi-Cal service area of Los Angeles and Orange, Counties, both PHP's and CFC's enrollment is quite limited, even if considered on an aggregate basis (though it should be noted that PHP and CFC will operate as separate legal entities and businesses following the closing of the Proposed Transaction). The following table, which is based on the most recently available DMHC and CMS data, sets forth the aggregate managed Medi-Cal enrollment of PHP and CFC compared to total Medi-Cal enrollment and eligibility in PHP's service area. In considering the below table, it is important to keep in mind that the substantial majority of PHP's Medi-Cal enrollment is limited to Orange County, while the substantial majority of CFC's Medi-Cal enrollment is limited to Los Angeles County.

Combined Medi-Cal Enrollment in in LA and OC Counties	As % of Managed Medi-Cal Enrollment	As % of Medi-Cal Eligibility
246,054	5.1%	1.7%

Astrana plans to make significant investments in Prospect Health System and its infrastructure in order to further enhance access and quality of care for patients in local communities. The partnership between Astrana and Prospect will help ensure that healthcare remains local and personalized for patients across California, Texas, Arizona and Rhode Island. Additional details regarding Astrana's planned acquisition of Prospect can be found on the Company's Investor Relations [website](https://ir.astranahealth.com/), which is available at <https://ir.astranahealth.com/>.

(F) Description of any actions or activities to mitigate any potential adverse impacts of the transaction on the public:

The parties do not anticipate any potential adverse impacts of the transaction on the public. As noted above, the parties anticipate that the transaction will be beneficial to the public by (i) facilitating the enhancement of coordinated care delivery networks and population health management initiatives, (ii) creating economies of scale to improve efficiencies that should serve to improve quality and equity while reducing costs to consumers, and (iii) bolstering the stability of Prospect's California business, which serves over 500,000 enrollees in the state.

Below is a list of PMG's SDoH interventions. For CY 2025 PMG will be evaluating and implementing a plan for quantifying the data collection process. The following is a list of SDOH interventions that the Case Management teams assist members with linkages on:

1. ESL-we use a translator/language line services
2. Resources for food banks/Meals on Wheels/Cal Fresh, medically tailored meals
3. Provide documents for IHSS for assistance with care giving or care giving information for those don't qualify for IHSS
4. Provide resources for transportation (Access)
5. Community resources for Housing/housing navigation, food, legal aid
6. Information for Senior Centers per area (free meals)
7. Assist and referral for co-pay assistance for medications (high-cost meds, chemo, not covered meds)
8. Refer for utility payment assistance
9. Provide crisis hot line phone number and HP mental health provider number
10. Connect with ABA therapist
11. Provide resources for home modifications ex: w/c ramps, grab bars in shower, air purifiers, pest control (Medi-cal and Medi/Medi)
12. Refer to SW/211 for non-working utilities such as working refrigerator, toilet, sinks, bad plumbing
13. Connect members to employment services such as county job programs, adult education programs
14. Connect members to Regional Center, Early Start Program
15. Provide resources to Dale McIntosh resource center for blindness, deafness
16. Connect member to Denti-cal
17. Connect with APS/CPS (if warranted) suspected or actual elder/child abuse
18. Connect with resources for home environment clean up (hoarder, unhealthy/safe living conditions)
19. Connect with sobering centers, AA/NA

A non-exhaustive and preliminary summary of authorizations and data/events linked to community supports is set forth on the following table:

**PROSPECT MEMBERS
LINKED TO COMMUNITY
SUPPORTS YTD**

2024	HOUSING DEPOSIT	HOUSING NAVIGATION	HOUSING TENANCY	MEDICALLY TAILORED MEALS	PERSONAL CARE/HOMEAKER	SOBERING CENTER	ENVIRONMENTAL ACCESSIBILITY (HOME MODIFICATIONS)
<i>PROSPECT</i>	91	325	72	281	37	1	4
<i>UCMG</i>	53	178	46	185	18	0	2
<i>AMVI</i>	31	90	26	91	4	0	0
TOTAL	175	593	144	557	59	1	6
PERCENT CHANGE YTD	525% +	N/A	336% +	NA	NA	NA	NA

2023

<i>PROSPECT</i>	15	0	16	0	0	0	0
<i>UCMG</i>	10	0	10	0	0	0	0
<i>AMVI</i>	3	0	7	0	0	0	0
TOTAL	28	0 (NEW SERVICE 24')	33	0 (NEW SERVICE 24')	0 (NEW SERVICE 24')	0 (NEW SERVICE 24')	0 (NEW SERVICE 24')

SOCIAL WORKER SDOH METRICS	SW REFERRALS	HOUSING	SUD	RESOURCES PROVIDED
<i>OC</i>	1017	73	56	583
<i>IE</i>	489	106	49	303
<i>LA</i>	342	24	0	342
<i>SD</i>	177	15	4	63
<i>POP HEALTH</i>	405	1	20	497
TOTAL	2430	219	129	1788

