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Legislative Document

No. 2201

H.P. 1480

House of Representatives, February 10, 2026

**An Act to Implement Certain Recommendations Related to the
Regulatory Review and Approval of Certain Health Care
Transactions Involving Private Equity Companies, Hedge Funds or
Management Services Organizations from the Commission to
Evaluate the Scope of Regulatory Review and Oversight over Health
Care Transactions That Impact the Delivery of Health Care
Services in the State**

Reported by Representative MATHIESON of Kittery for the Joint Standing Committee on Health Coverage, Insurance and Financial Services pursuant to Resolve 2025, chapter 106, section 8.

Reference to the Committee on Health Coverage, Insurance and Financial Services suggested and ordered printed pursuant to Joint Rule 218.

R. B. Hunt
ROBERT B. HUNT
Clerk

Be it enacted by the People of the State of Maine as follows:

Sec. 1. 22 MRSA c. 106 is enacted to read:

CHAPTER 106

REVIEW OF MATERIAL CHANGE TRANSACTIONS INVOLVING HEALTH CARE ENTITIES AND PRIVATE EQUITY COMPANIES, HEDGE FUNDS OR MANAGEMENT SERVICES ORGANIZATIONS

§371. Definitions

As used in this chapter, unless the context otherwise indicates, the following terms have the following meanings.

1. Carrier. "Carrier" has the same meaning as in Title 24-A, section 4301-A, subsection 3.

2. Health care entity. "Health care entity" means a health care provider, a health care facility or a provider organization. "Health care entity" does not include a nursing facility as defined by section 328, subsection 18.

3. Health care facility. "Health care facility" means a licensed institution providing health care services or a health care setting, including, but not limited to, hospitals and other licensed inpatient facilities; health systems consisting of one or more health care entities that are jointly owned or managed; ambulatory surgical or treatment centers; residential treatment centers; diagnostic, laboratory and imaging centers; freestanding emergency facilities; outpatient clinics; and rehabilitation and other therapeutic health settings.

4. Health care provider. "Health care provider" means a person, corporation, partnership, governmental unit, state institution, medical practice or other entity qualified or licensed under state law to perform or provide health care services to persons in the State.

5. Health care services. "Health care services" means services and payments for the care, prevention, diagnosis, treatment, cure or relief of a medical, dental or behavioral health condition, illness, injury or disease, including, but not limited to:

- A. Inpatient, outpatient, rehabilitative, dental, palliative, therapeutic, supportive, home health or behavioral services provided by a health care entity;
- B. Pharmacy services, either retail or specialty, and any drugs, medical devices or medical supplies;
- C. Performance of functions to refer, arrange or coordinate care;
- D. The use of equipment such as durable medical equipment, diagnostic equipment, surgical devices or infusion equipment; or
- E. Technology associated with the provision of services or equipment in paragraphs A to D, such as telehealth, electronic health records, software, claims processing or utilization systems.

1 **6. Management services organization.** "Management services organization" means
2 any organization or entity that contracts with a health care provider or provider organization
3 to perform management or administrative services relating to, supporting or facilitating the
4 provision of health care services.

5 **7. Material change transaction.** "Material change transaction" means the acquisition
6 of a majority interest or operational control of a health care entity within the State occurring
7 during a single transaction or in a series of related transactions by a private equity company,
8 hedge fund or management services organization.

9 **8. Medical practice.** "Medical practice" means a corporate entity or partnership
10 organized for the purpose of practicing medicine and permitted to practice medicine in the
11 State, including, but not limited to, partnerships, professional corporations, limited liability
12 companies and limited liability partnerships.

13 **9. Operational control.** "Operational control" means the power to:

- 14 A. Influence or direct the actions or policies of any part of a health care entity; or
- 15 B. Choose, appoint or terminate a member of a board, manager, managing member,
16 senior employee, consultant or other individual or entity that participates in the
17 operational oversight of a health care entity.

18 **10. Private equity company.** "Private equity company" means an entity whether or
19 not publicly traded that collects capital investments from individuals or entities.

20 **11. Provider organization.** "Provider organization" means any corporation,
21 partnership, business trust, association or organized group of persons that is in the business
22 of health care delivery or management, whether incorporated or not, that represents one or
23 more health care providers in contracting with carriers for the payment of health care
24 services. "Provider organization" includes, but is not limited to, physician organizations,
25 physician-hospital organizations, independent practice associations, health care provider
26 networks, accountable care organizations and management services organizations and any
27 other organization that contracts with carriers for payment for health care services.

28 **§372. Review of proposed material change transactions**

29 **1. Notice.** This subsection governs notice regarding material change transactions.

30 A. A health care entity shall, before completing any material change transaction, file
31 written notice, as provided in paragraph B, with the department not fewer than 180
32 days before the date of the proposed material change transaction.

33 B. The notice of the proposed material change transaction must include:

- 34 (1) A list of the parties, the terms of the proposed transaction and copies of all
35 transaction agreements between any of the parties;
- 36 (2) A statement describing the goals of the proposed transaction and whether and
37 how the proposed transaction affects health care services in the State;
- 38 (3) The geographic service area of any hospital affected by the proposed
39 transaction;
- 40 (4) A description of the groups or individuals likely to be affected by the
41 transaction; and

(5) A summary of the health care services currently provided by any of the parties and any health care services that will be added, reduced or eliminated, including an explanation of why any services will be reduced or eliminated in the service area in which they are currently provided.

C. All the information provided by the submitter as part of the notice under this subsection must be treated as a public record unless the submitter designates documents or information as confidential when submitting the notice and the department concurs with the designation in accordance with a process specified by rule. Information that is otherwise publicly available, or that has not been confidentially maintained by the source, must be considered public information. The department shall maintain the confidentiality of all confidential information that is obtained under this chapter in relation to a material change transaction, except that the department may exchange confidential information with the Office of Affordable Health Care, established under Title 5, section 3122, subsection 1, necessary for the office to exercise its authority under this chapter and may disclose any information to an expert or consultant under contract with the department as long as the expert or consultant is bound by the same confidentiality requirements as the department. The confidential information and documents are not public records and are exempt from the provisions of Title 1, chapter 13, subchapter 1.

D. Within 10 days of receiving written notice of a material change transaction, the department shall post on its publicly accessible website information about the material change transaction, including:

(1) A summary of the proposed transaction, including the identities of the parties to the transaction;

(2) An explanation of the groups or individuals likely to be affected by the transaction;

(3) Information about services currently provided by the health care entity, commitments made by the health care entity to continue such services and any services to be reduced or eliminated;

(4) Details about any public hearings and how to submit comments; and

(5) Any other information from the notice and other materials submitted by the health care entity that the department determines would be in the public interest, except for materials designated confidential under paragraph C.

E. For purposes of calculating time periods pursuant to this subsection, notice is considered received on the first business day after the department determines that notice is complete.

2. Preliminary review. This subsection governs preliminary reviews of material change transactions.

A. Within 60 days after receiving a notice described in subsection 1, the department, in consultation with the Office of Affordable Health Care, shall:

(1) Approve the material change transaction and notify the health care entity in writing that a comprehensive review is not required for the material change transaction;

(2) Approve the material change transaction subject to conditions set by the department and notify the health care entity in writing of the conditions under which the material change transaction may be completed; or

(3) Notify the health care entity in writing that the transaction is subject to a comprehensive review. The department may request additional information necessary to perform a comprehensive review under subsection 3.

B. A comprehensive review under subsection 3 is required when any of the following applies to the material change transaction:

(1) The material change transaction will result in the transfer of assets valued over \$100,000,000;

(2) The material change transaction will lessen competition, including through the effects of vertical or cross-market transactions among different product or geographic markets; and

(3) The department, at its sole discretion, determines that the material change transaction is likely to have a material impact on the cost, quality or equity of or access to health care services in any region in the State.

C. This section does not limit or infringe upon the existing authority of any state agency, including the department, the Department of Professional and Financial Regulation and the Department of the Attorney General, to review any transactions.

3. Comprehensive review process. This subsection governs the comprehensive review process for material change transactions.

A. No later than 90 days after determining a material change transaction is subject to a comprehensive review pursuant to subsection 2, paragraph B, the department shall conduct one or more public hearings or public meetings, one of which must be in the county in which the health care entity is located, to hear comments from interested parties.

B. At the department's request, the Office of Affordable Health Care shall review the material change transaction's cost and market impact. The review may examine factors relating to the proposed transaction and the transacting parties and their relative market positions, including, but not limited to:

- (1) The quality of the services provided by any health care provider party to the transaction, including patient experience;
- (2) Consumer concerns, including, but not limited to, complaints or other allegations that the health care provider or provider organization has engaged in any unfair method of competition or any unfair or deceptive act or practice;
- (3) The role of the transacting parties in serving at-risk, underserved and government payer patient populations;
- (4) The prices charged by either of the transacting parties for health care services, including their relative prices compared to others' prices for the same health care services in the same geographic area;
- (5) The cost and cost trends of the health care entity in comparison to total health care expenditures statewide;

26 C. The department and the Office of Affordable Health Care may request additional
27 information or documents from the transacting parties necessary to conduct the review
28 of the material change transaction's cost and market impact. Failure to respond or
29 insufficient responses to requests for information by transacting parties may result in
30 the extension of the deadline for the office to complete the review or the imposition of
31 conditions for approval or the disapproval of the material change transaction under
32 subsection 4.

33 D. The department and the Office of Affordable Health Care shall keep confidential
34 all nonpublic information and documents obtained under this section and may not
35 disclose the confidential information or documents to any person without the consent
36 of the party that produced the confidential information or documents, except that the
37 department and the office may disclose any information to an expert or consultant
38 under contract with the State to review the proposed material change transaction as
39 long as the expert or consultant is bound by the same confidentiality requirements as
40 the department and the office. The confidential information and documents and work
41 product of the Office of Affordable Health Care are not public records and are exempt
42 from Title 1, chapter 13, subchapter 1.

43 E. The department or the Office of Affordable Health Care may, in its sole discretion:

(1) Contract with, consult and receive advice from any state agency, including other offices of the department, the Department of Professional and Financial Regulation, the Maine Health Data Organization established in section 8703, the Maine Quality Forum established in Title 24-A, section 6951 or any other state agency, on those terms and conditions that the department or the office considers appropriate; and

(2) Contract with experts or consultants to assist in reviewing the proposed material change transaction.

Notwithstanding Title 5, chapter 155 or any other provision of law to the contrary, agreements and contracts entered into pursuant to this chapter are not subject to the competitive bid requirements of the Chief Procurement Officer.

F. Not more than 150 days after receiving the request under paragraph B, the Office of Affordable Health Care shall produce a report on its review of the material change transaction's cost and market impact report containing the findings and conclusions of the review as long as the health care entity has complied with the requests for information or documents pursuant to this section within 21 days of the request or by a later date set by mutual agreement of the health care entity and the office. The report must be posted publicly and may not disclose confidential information.

G. The department may charge costs to the transacting parties for all actual, reasonable and direct costs incurred in reviewing, evaluating and making the determination referred to in this section, including, without limitation, administrative costs, costs incurred by the Office of Affordable Health Care and costs of contracted experts or consultants.

4. Approval authority. This subsection governs the department's approval authority.

A. The department may approve, conditionally approve or disapprove of any material change transaction for which the department receives notice under subsection 1. Any conditions imposed pursuant to this section must specify a time period for compliance, an expiration date or that the condition applies indefinitely.

B. The department shall inform the health care entity of the determination under paragraph A within 60 days of notice under subsection 1 or, in the case of comprehensive review, within 60 days of the department's receiving the report of the completed review of the material change transaction's cost and market impact from the Office of Affordable Health Care. A proposed material change transaction may not be completed before the department has informed the health care entity of the determination.

C. In making the determination pursuant to paragraph A, the department may consider any factors that the department considers relevant, including, but not limited to, the likely impact, as described in the cost and market impact review report when applicable, of the material change transaction on:

(1) Health care costs, prices and affordability;

(2) The availability or accessibility of health care services to the affected individuals and groups;

17 D. This subsection does not limit or alter any authority of the Attorney General or any
18 state agency to enforce any other law, including state or federal antitrust law, or to
19 review nonprofit transactions.

5. Post-transaction oversight. This subsection governs post-transaction oversight.

21 A. This paragraph governs enforcement by the Attorney General.

22 (1) The Attorney General may subpoena any records necessary to enforce any
23 provision of this chapter or to investigate suspected violations of any provision of
24 this chapter or any condition imposed by conditional approval pursuant to
25 subsection 4.

26 (2) The Attorney General may enforce any requirement of this chapter and any
27 conditions imposed by a conditional approval pursuant to subsection 4 to the fullest
28 extent provided by law, including damages. In addition to any legal remedies the
29 Attorney General may have, the Attorney General is entitled to specific
30 performance, injunctive relief and other equitable remedies a court considers
31 appropriate for any violation or imminent violation of any requirement of this
32 chapter or breach of any of the conditions and is entitled to recover attorney's fees
33 and costs incurred in remedying each violation.

37 B. This paragraph governs enforcement by the department.

38 (1) The department may audit the books, documents, records and data of any entity
39 that is subject to a conditional approval under subsection 4 to monitor compliance
40 with the conditions.

(2) Any entity that violates any provision of this chapter, any rules adopted pursuant to this chapter or any condition imposed pursuant to a conditional approval under subsection 4 is subject to an administrative penalty of \$10,000 per day in violation of this chapter. The department may hold these funds in a special revenue account that may be used only to support material change transaction reviews, such as for hiring expert analysts on a short-term consulting basis.

(3) The department may refer any entity to the Attorney General to review for enforcement of any noncompliance with this chapter and any conditions imposed by conditional approval pursuant to subsection 4.

(4) In order to effectively monitor ongoing compliance with the terms and conditions of any material change transaction subject to prior notice, approval or conditional approval under this chapter, the department may, in its sole discretion, conduct a review or audit and may contract with experts and consultants to assist in this regard.

(5) One year, 2 years and 5 years following the completion of the material change transaction approved or conditionally approved by the department after a comprehensive review under subsection 3, and at future intervals determined at the discretion of the department, the health care entity or the person, corporation or partnership or any other entity that acquired direct or indirect control over the health care entity shall submit reports to the department that:

- (a) Demonstrate compliance with conditions placed on the transaction, if any;
- (b) Analyze cost trends and cost growth trends of the parties to the transactions; and
- (c) Analyze any changes or effects of the transaction on patient access, availability of services, workforce, quality or equity.

C. The department may charge costs to the transacting parties for all actual, reasonable and direct costs incurred in monitoring ongoing compliance with the terms and conditions of the material change transaction, including contractor and administrative costs.

6. Assessment. The department shall adopt rules setting minimum and maximum filing fees under this chapter. Initial fees may not be less than \$1,000 nor more than \$5,000. In addition to rules regarding filing fees, the department shall adopt rules to establish reasonable and necessary fees to carry out the provisions of this chapter. The department shall also assess an annual fee equal to one five-thousandth of 1% of all premiums earned in the prior year on all health insurers and health maintenance organizations operating in the State and all insurers writing employee benefit excess insurance as described in Title 24-A, section 707, subsection 1, paragraph C-1 in the State. The department may, at its sole discretion, waive this assessment for carriers with less than \$25,000,000 in annual earned premium. When filing written notice pursuant to subsection 1, paragraph A, the health care entity shall pay a nonrefundable filing fee pursuant to this subsection. All fees received by the department under this subsection must be placed in a separate, nonlapsing account to be used in accordance with this chapter. The department shall hold these funds in a special revenue account that may be used only to support staff positions and other expenses necessary to administer this section.

1 **§373. Rulemaking**

2 The department may, after notice and hearing pursuant to Title 5, chapter 375,
3 subchapter 2, adopt rules to carry out this chapter. Rules adopted pursuant to this section
4 are routine technical rules pursuant to Title 5, chapter 375, subchapter 2-A.

5 **Sec. 2. 22 MRSA §8710-A** is enacted to read:

6 **§8710-A. Ownership and control of health care entities**

7 **1. Definitions.** For the purposes of this section, unless the context otherwise indicates,
8 all terms have the same meanings as in section 371 and "affiliate" means:

9 A. A person, entity or organization that directly, indirectly or through one or more
10 intermediaries controls, is controlled by or is under common control or ownership with
11 another person, entity or organization;

12 B. A person whose business is operated under a lease, management or operating
13 agreement by another entity or a person substantially all of whose property is operated
14 under a management or operating agreement with that other entity;

15 C. An entity that operates the business or substantially all the property of another entity
16 under a lease, management or operating agreement; or

17 D. Any out-of-state operations and corporate affiliates of an affiliate as defined in
18 paragraph A, B or C, including significant equity investors, real estate investment trusts
19 and management services organizations.

20 **2. Reporting of ownership and control of health care entities.** A health care entity
21 shall report to the organization on an annual basis and upon the completion of a material
22 change transaction involving the health care entity in a form and manner required by the
23 organization the following information:

24 A. The legal name of the health care entity;

25 B. The business address of the health care entity;

26 C. Locations of operations of the health care entity;

27 D. The business identification numbers of the health care entity, as applicable,
28 including:

29 (1) Taxpayer identification number;

30 (2) National provider identifier;

31 (3) Employer identification number; and

32 (4) United States Department of Health and Human Services, Centers for Medicare
33 and Medicaid Services certification number;

34 E. The name and contact information of a representative of the health care entity;

35 F. The name, business address, business identification numbers listed in paragraph D
36 and federal tax classification for each person or entity that, with respect to the relevant
37 health care entity:

38 (1) Has an ownership or investment interest;

39 (2) Has a controlling interest;

(3) Is a management services organization; or

(4) Is a significant equity investor;

G. A current organizational chart showing the business structure of the health care entity, including:

(1) Any entity listed in paragraph F;

(2) Affiliates, including entities that control or are under common control with the health care entity; and

(3) Subsidiaries;

H. For a health care entity that is a health care provider or a health care facility:

(1) The affiliated health care providers identified by name, license type, specialty, national provider identifier and other applicable identification number described in paragraph D; the address of the principal practice location; and whether the affiliated health care provider is employed or contracted by the health care entity; and

(2) The name and address of affiliated health care facilities by license number, license type and capacity in each major service area;

I. The names, national provider identifiers, if applicable, and compensation of the members of the governing board or board of directors or similar governance body for the health care entity; any entity that is owned or controlled by, affiliated with or under common control with the health care entity; and any entity described in paragraph F; and

J. Payor mix information for the reporting year by:

(1) The number of services provided and percent of total services provided by payor category; and

(2) The percent of total patient service revenue by payor category.

3. Exceptions. The following health care entities are exempt from the reporting requirements under subsection 2:

A. A health care entity that is an independent provider organization, without any ownership or control entities, consisting of 5 or fewer physicians, except that if such a health care entity experiences a material change transaction under chapter 106, the health care entity is subject to reporting pursuant to chapter 106; and

B. A health care provider or provider organization that is owned or controlled by another health care entity, if the health care provider or provider organization is shown in the organizational chart submitted under subsection 2, paragraph G and the controlling health care entity reports all the information required under subsection 2 on behalf of the controlled or owned entity, except that health care facilities are not subject to this exception.

4. Sharing of ownership information to improve transparency. This subsection governs the sharing of ownership information to improve transparency.

A. Information provided under this subsection is public information and may not be considered confidential, proprietary or a trade secret, except that any individual health

1 care provider's taxpayer identification number that is also their social security number
2 is confidential.

3 B. Not later than July 1, 2028 and annually thereafter, the organization shall post on a
4 publicly accessible website a report with respect to the previous one-year period,
5 including:

- 6 (1) The number of health care entities reporting for that previous one-year period,
7 disaggregated by the business structure of each specified health care entity;
- 8 (2) The name, address and business structure of any entity with an ownership or
9 controlling interest in a health care entity;
- 10 (3) Any change in ownership or control for each health care entity;
- 11 (4) Any change in the tax identification number of a health care entity; and
- 12 (5) As applicable, the name, address, tax identification number and business
13 structure of affiliates that are under common control with, subsidiaries of or
14 management services organizations of the health care entity, including the business
15 type and the tax identification number of each.

16 C. The organization may share information reported under this section with the Office
17 of Affordable Health Care, the Attorney General, other state agencies and other state
18 officials to reduce or avoid duplication in reporting requirements or to facilitate
19 oversight or enforcement pursuant to the laws of the State, except that any tax
20 identification numbers that are individual social security numbers may be shared only
21 with other state agencies or other state officials that agree to maintain the
22 confidentiality of such information.

23 **Sec. 3. Effective date.** This Act takes effect January 1, 2027.

24 SUMMARY

25 This bill is reported out by the Joint Standing Committee on Health Coverage,
26 Insurance and Financial Services pursuant to Resolve 2025, chapter 106 to implement a
27 recommendation from the Commission to Evaluate the Scope of Regulatory Review and
28 Oversight over Health Care Transactions That Impact the Delivery of Health Care Services
29 in the State. The joint standing committee has not taken a position on the substance of this
30 bill. By reporting this bill out, the joint standing committee is not suggesting and does not
31 intend to suggest that it agrees or disagrees with any aspect of this bill; instead, the joint
32 standing committee is reporting the bill out for the sole purpose of having a bill printed that
33 can be referred to a joint standing committee for an appropriate public hearing and
34 subsequent processing in the normal course. The joint standing committee is taking this
35 action to ensure clarity and transparency in the legislative review of the proposals contained
36 in the bill.

37 This bill establishes a process for review and approval of transactions when a private
38 equity company, hedge fund or management services organization acquires a majority
39 ownership interest in a health care entity or when a private equity company, hedge fund or
40 management services organization takes operational control over a health care entity.