This Document can be made available in alternative formats upon request

State of Minnesota

Printed Page No. 223

HOUSE OF REPRESENTATIVES

NINETY-THIRD SESSION

H. F. No. 402

01/17/2023 Authored by Bierman, Liebling, Stephenson, Noor, Hanson, J., and others
The bill was read for the first time and referred to the Committee on Commerce Finance and Policy
02/06/2023 Adoption of Report: Amended and re-referred to the Committee on Health Finance and Policy
03/23/2023 Adoption of Report: Amended and re-referred to the Committee on Judiciary Finance and Civil Law
03/27/2023 Adoption of Report: Re-referred to the Committee on State and Local Government Finance and Policy
03/30/2023 Adoption of Report: Re-referred to the Committee on Health Finance and Policy
Pursuant to Joint Rule 2.03, re-referred to the Committee on Rules and Legislative Administration
04/03/2023 Adoption of Report: Re-referred to the Committee on Health Finance and Policy
Joint Rule 2.03 has been waived for any subsequent committee action on this bill
04/26/2023 Adoption of Report: Amended and re-referred to the Committee on Ways and Means
05/04/2023 Adoption of Report: Placed on the General Register as Amended
Read for the Second Time
05/08/2023 Calendar for the Day
Read for the Third Time
Passed by the House and transmitted to the Senate
05/21/2023 Passed by the Senate as Amended and returned to the House
The House concurred in the Senate Amendments
Read Third Time as Amended by the Senate
Repassed the bill as Amended by the Senate

A bill for an act

relating to health; establishing requirements for certain health care entity transactions; reporting data of certain health care transactions; changing the expiration date on moratorium conversion transactions; requiring a health system to return charitable assets received from the state to the general fund in certain circumstances; requiring a study on the regulation of certain transactions; requiring a report; amending Minnesota Statutes 2022, section 62U.04, subdivision 11; Laws 2017, First Special Session chapter 6, article 5, section 11, as amended; proposing coding for new law in Minnesota Statutes, chapter 309; proposing coding for new law as Minnesota Statutes, chapter 145D.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MINNESOTA:

Section 1. Minnesota Statutes 2022, section 62U.04, subdivision 11, is amended to read:

Subd. 11. **Restricted uses of the all-payer claims data.** (a) Notwithstanding subdivision 4, paragraph (b), and subdivision 5, paragraph (b), the commissioner or the commissioner's designee shall only use the data submitted under subdivisions 4 and 5 for the following purposes:

(1) to evaluate the performance of the health care home program as authorized under section 62U.03, subdivision 7;

(2) to study, in collaboration with the reducing avoidable readmissions effectively (RARE) campaign, hospital readmission trends and rates;

(3) to analyze variations in health care costs, quality, utilization, and illness burden based on geographical areas or populations;

(4) to evaluate the state innovation model (SIM) testing grant received by the Departments of Health and Human Services, including the analysis of health care cost, quality, and utilization baseline and trend information for targeted populations and communities; ~~and~~

2.1 (5) to compile one or more public use files of summary data or tables that must:

2.2 (i) be available to the public for no or minimal cost by March 1, 2016, and available by
2.3 web-based electronic data download by June 30, 2019;

2.4 (ii) not identify individual patients, payers, or providers;

2.5 (iii) be updated by the commissioner, at least annually, with the most current data
2.6 available;

2.7 (iv) contain clear and conspicuous explanations of the characteristics of the data, such
2.8 as the dates of the data contained in the files, the absence of costs of care for uninsured
2.9 patients or nonresidents, and other disclaimers that provide appropriate context; and

2.10 (v) not lead to the collection of additional data elements beyond what is authorized under
2.11 this section as of June 30, 2015~~.~~; and

2.12 (6) to conduct analyses of the impact of health care transactions on health care costs,
2.13 market consolidation, and quality under section 145D.01, subdivision 6.

2.14 (b) The commissioner may publish the results of the authorized uses identified in
2.15 paragraph (a) so long as the data released publicly do not contain information or descriptions
2.16 in which the identity of individual hospitals, clinics, or other providers may be discerned.

2.17 (c) Nothing in this subdivision shall be construed to prohibit the commissioner from
2.18 using the data collected under subdivision 4 to complete the state-based risk adjustment
2.19 system assessment due to the legislature on October 1, 2015.

2.20 (d) The commissioner or the commissioner's designee may use the data submitted under
2.21 subdivisions 4 and 5 for the purpose described in paragraph (a), clause (3), until July 1,
2.22 2023.

2.23 (e) The commissioner shall consult with the all-payer claims database work group
2.24 established under subdivision 12 regarding the technical considerations necessary to create
2.25 the public use files of summary data described in paragraph (a), clause (5).

2.26 Sec. 2. **[145D.01] REQUIREMENTS FOR CERTAIN HEALTH CARE ENTITY**
2.27 **TRANSACTIONS.**

2.28 Subdivision 1. **Definitions.** (a) For purposes of this chapter, the following terms have
2.29 the meanings given.

2.30 (b) "Captive professional entity" means a professional corporation, limited liability
2.31 company, or other entity formed to render professional services in which a beneficial owner

3.1 is a health care provider employed by, controlled by, or subject to the direction of a hospital
3.2 or hospital system.

3.3 (c) "Commissioner" means the commissioner of health.

3.4 (d) "Control," including the terms "controlling," "controlled by," and "under common
3.5 control with," means the possession, direct or indirect, of the power to direct or cause the
3.6 direction of the management and policies of a health care entity, whether through the
3.7 ownership of voting securities, membership in an entity formed under chapter 317A, by
3.8 contract other than a commercial contract for goods or nonmanagement services, or otherwise,
3.9 unless the power is the result of an official position with, corporate office held by, or court
3.10 appointment of, the person. Control is presumed to exist if any person, directly or indirectly,
3.11 owns, controls, holds with the power to vote, or holds proxies representing 40 percent or
3.12 more of the voting securities of any other person, or if any person, directly or indirectly,
3.13 constitutes 40 percent or more of the membership of an entity formed under chapter 317A.
3.14 The attorney general may determine that control exists in fact, notwithstanding the absence
3.15 of a presumption to that effect.

3.16 (e) "Health care entity" means:

3.17 (1) a hospital;

3.18 (2) a hospital system;

3.19 (3) a captive professional entity;

3.20 (4) a medical foundation;

3.21 (5) a health care provider group practice;

3.22 (6) an entity organized or controlled by an entity listed in clauses (1) to (5); or

3.23 (7) an entity that owns or exercises control over an entity listed in clauses (1) to (5).

3.24 (f) "Health care provider" means a physician licensed under chapter 147, a physician
3.25 assistant licensed under chapter 147A, or an advanced practice registered nurse as defined
3.26 in section 148.171, subdivision 3, who provides health care services, including but not
3.27 limited to medical care, consultation, diagnosis, or treatment.

3.28 (g) "Health care provider group practice" means two or more health care providers legally
3.29 organized in a partnership, professional corporation, limited liability company, medical
3.30 foundation, nonprofit corporation, faculty practice plan, or other similar entity:

3.31 (1) in which each health care provider who is a member of the group provides services
3.32 that a health care provider routinely provides, including but not limited to medical care,

4.1 consultation, diagnosis, and treatment, through the joint use of shared office space, facilities,
4.2 equipment, or personnel;

4.3 (2) for which substantially all services of the health care providers who are group
4.4 members are provided through the group and are billed in the name of the group practice
4.5 and amounts so received are treated as receipts of the group; or

4.6 (3) in which the overhead expenses of, and the income from, the group are distributed
4.7 in accordance with methods previously determined by members of the group.

4.8 An entity that otherwise meets the definition of health care provider group practice in this
4.9 paragraph shall be considered a health care provider group practice even if its shareholders,
4.10 partners, members, or owners include a professional corporation, limited liability company,
4.11 or other entity in which any beneficial owner is a health care provider and that is formed to
4.12 render professional services.

4.13 (h) "Hospital" means a health care facility licensed as a hospital under sections 144.50
4.14 to 144.56.

4.15 (i) "Medical foundation" means a nonprofit legal entity through which health care
4.16 providers perform research or provide medical services.

4.17 (j) "Transaction" means a single action, or a series of actions within a five-year period,
4.18 which occurs in part within the state of Minnesota or involves a health care entity formed
4.19 or licensed in Minnesota, that constitutes:

4.20 (1) a merger or exchange of a health care entity with another entity;

4.21 (2) the sale, lease, or transfer of 40 percent or more of the assets of a health care entity
4.22 to another entity;

4.23 (3) the granting of a security interest of 40 percent or more of the property and assets
4.24 of a health care entity to another entity;

4.25 (4) the transfer of 40 percent or more of the shares or other ownership of a health care
4.26 entity to another entity;

4.27 (5) an addition, removal, withdrawal, substitution, or other modification of one or more
4.28 members of the health care entity's governing body that transfers control, responsibility for,
4.29 or governance of the health care entity to another entity;

4.30 (6) the creation of a new health care entity;

5.1 (7) an agreement or series of agreements that results in the sharing of 40 percent or more
5.2 of the health care entity's revenues with another entity, including affiliates of such other
5.3 entity;

5.4 (8) an addition, removal, withdrawal, substitution, or other modification of the members
5.5 of a health care entity formed under chapter 317A that results in a change of 40 percent or
5.6 more of the membership of the health care entity; or

5.7 (9) any other transfer of control of a health care entity to, or acquisition of control of a
5.8 health care entity by, another entity.

5.9 (k) A transaction as defined in paragraph (j) does not include:

5.10 (1) an action or series of actions that meets one or more of the criteria set forth in
5.11 paragraph (j), clauses (1) to (9), if, immediately prior to all such actions, the health care
5.12 entity directly, or indirectly through one or more intermediaries, controls, is controlled by,
5.13 or is under common control with, all other parties to the action or series of actions;

5.14 (2) a mortgage or other secured loan for business improvement purposes entered into
5.15 by a health care entity that does not directly affect delivery of health care or governance of
5.16 the health care entity;

5.17 (3) a clinical affiliation of health care entities formed solely for the purpose of
5.18 collaborating on clinical trials or providing graduate medical education;

5.19 (4) the mere offer of employment to, or hiring of, a health care provider by a health care
5.20 entity;

5.21 (5) contracts between a health care entity and a health care provider primarily for clinical
5.22 services; or

5.23 (6) a single action or series of actions within a five-year period involving only entities
5.24 that operate solely as a nursing home licensed under chapter 144A; a boarding care home
5.25 licensed under sections 144.50 to 144.56; a supervised living facility licensed under sections
5.26 144.50 to 144.56; an assisted living facility licensed under chapter 144G; a foster care setting
5.27 licensed under Minnesota Rules, parts 9555.5105 to 9555.6265, for a physical location that
5.28 is not the primary residence of the license holder; a community residential setting as defined
5.29 in section 245D.02, subdivision 4a; or a home care provider licensed under sections 144A.471
5.30 to 144A.483.

5.31 Subd. 2. **Notice required.** (a) This subdivision applies to all transactions where:

6.1 (1) the health care entity involved in the transaction has average revenue of at least
6.2 $80,000,000 per year; or

6.3 (2) the transaction will result in an entity projected to have average revenue of at least
6.4 $80,000,000 per year once the entity is operating at full capacity.

6.5 (b) A health care entity must provide notice to the attorney general and the commissioner
6.6 and comply with this subdivision before entering into a transaction. Notice must be provided
6.7 at least 60 days before the proposed completion date of the transaction, subject to waiver
6.8 of all or any part of this waiting period under paragraph (f).

6.9 (c) Subject to waiver of all or any part of these disclosure requirements under paragraph
6.10 (f), as part of the notice required under this subdivision, at least 60 days before the proposed
6.11 completion date of the transaction, a health care entity must affirmatively disclose the
6.12 following to the attorney general and the commissioner:

6.13 (1) the entities involved in the transaction;

6.14 (2) the leadership of the entities involved in the transaction, including all board members,
6.15 managing partners, member managers, and officers;

6.16 (3) the services provided by each entity and the attributed revenue for each entity by
6.17 location;

6.18 (4) the primary service area for each location;

6.19 (5) the proposed service area for each location;

6.20 (6) the current relationships between the entities and the affected health care providers
6.21 and practices, the locations of affected health care providers and practices, the services
6.22 provided by affected health care providers and practices, and the proposed relationships
6.23 between the entities and the affected health care providers and practices;

6.24 (7) the terms of the transaction agreement or agreements;

6.25 (8) all consideration related to the transaction;

6.26 (9) markets in which the entities expect postmerger synergies to produce a competitive
6.27 advantage;

6.28 (10) potential areas of expansion, whether in existing markets or new markets;

6.29 (11) plans to close facilities, reduce workforce, or reduce or eliminate services;

6.30 (12) the brokers, experts, and consultants used to facilitate and evaluate the transaction;

7.1 (13) the number of full-time equivalent positions at each location before and after the
7.2 transaction by job category, including administrative and contract positions; and

7.3 (14) any other information relevant to evaluating the transaction that is requested by the
7.4 attorney general or commissioner.

7.5 (d) Subject to waiver of all or any part of these submission requirements under paragraph
7.6 (f), as part of the notice required under this subdivision, at least 60 days before the proposed
7.7 completion date of the transaction, a health care entity must affirmatively submit the
7.8 following to the attorney general and the commissioner:

7.9 (1) the current governing documents for all entities involved in the transaction and any
7.10 amendments to these documents;

7.11 (2) the transaction agreement or agreements and all related agreements;

7.12 (3) any collateral agreements related to the principal transaction, including leases,
7.13 management contracts, and service contracts;

7.14 (4) all expert or consultant reports or valuations conducted in evaluating the transaction,
7.15 including any valuation of the assets that are subject to the transaction prepared within three
7.16 years preceding the anticipated transaction completion date and any reports of financial or
7.17 economic analysis conducted in anticipation of the transaction;

7.18 (5) the results of any projections or modeling of health care utilization or financial
7.19 impacts related to the transaction, including but not limited to copies of reports by appraisers,
7.20 accountants, investment bankers, actuaries, and other experts;

7.21 (6) for a transaction described in subdivision 1, paragraph (j), clauses (1), (2), (4), or (7)
7.22 to (9), a financial and economic analysis and report prepared by an independent expert or
7.23 consultant on the effects of the transaction;

7.24 (7) for a transaction described in subdivision 1, paragraph (j), clauses (1), (2), (4), or (7)
7.25 to (9), an impact analysis report prepared by an independent expert or consultant on the
7.26 effects of the transaction on communities and the workforce, including any changes in
7.27 availability or accessibility of services;

7.28 (8) all documents reflecting the purposes of or restrictions on any related nonprofit
7.29 entity's charitable assets;

7.30 (9) copies of all filings submitted to federal regulators, including any filing the entities
7.31 submitted to the Federal Trade Commission under United States Code, title 15, section 18a,
7.32 in connection with the transaction;

8.1 (10) a certification sworn under oath by each board member and chief executive officer
8.2 for any nonprofit entity involved in the transaction containing the following: an explanation
8.3 of how the completed transaction is in the public interest, addressing the factors in subdivision
8.4 5, paragraph (a); a disclosure of each declarant's compensation and benefits relating to the
8.5 transaction for the three years following the transaction's anticipated completion date; and
8.6 a disclosure of any conflicts of interest;

8.7 (11) audited and unaudited financial statements from all entities involved in the
8.8 transaction and tax filings for all entities involved in the transaction covering the preceding
8.9 five fiscal years; and

8.10 (12) any other information or documents relevant to evaluating the transaction that are
8.11 requested by the attorney general or commissioner.

8.12 (e) The attorney general may extend the notice and waiting period required under
8.13 paragraph (b) for an additional 90 days by notifying the health care entity in writing of the
8.14 extension.

8.15 (f) The attorney general may waive all or any part of the waiting period required under
8.16 paragraph (b). The attorney general may waive all or any part of the disclosure requirements
8.17 under paragraph (c) and submission requirements under paragraph (d), including requirements
8.18 for disclosure or submission to the commissioner.

8.19 (g) The attorney general or the commissioner may hold public listening sessions or
8.20 forums to obtain input on the transaction from providers or community members who may
8.21 be impacted by the transaction.

8.22 (h) The attorney general or the commissioner may bring an action in district court to
8.23 compel compliance with the notice, waiting period, disclosure, and submission requirements
8.24 in this subdivision.

8.25 Subd. 3. **Prohibited transactions.** No health care entity may enter into a transaction
8.26 that will:

8.27 (1) substantially lessen competition; or

8.28 (2) tend to create a monopoly or monopsony.

8.29 Subd. 4. **Additional requirements for nonprofit health care entities.** A health care
8.30 entity that is incorporated under chapter 317A or organized under section 322C.1101, or
8.31 that is a subsidiary of any such entity, must, before entering into a transaction, ensure that:

8.32 (1) the transaction complies with chapters 317A and 501B and other applicable laws;

9.1 (2) the transaction does not involve or constitute a breach of charitable trust;

9.2 (3) the nonprofit health care entity will receive full and fair value for its public benefit
9.3 assets, unless the discount between the full and fair value of the assets and the value received
9.4 for the assets will further the nonprofit purposes of the nonprofit health care entity or is in
9.5 the public interest;

9.6 (4) the value of the public benefit assets to be transferred has not been manipulated in
9.7 a manner that causes or has caused the value of the assets to decrease;

9.8 (5) the proceeds of the transaction will be used in a manner consistent with the public
9.9 benefit for which the assets are held by the nonprofit health care entity;

9.10 (6) the transaction will not result in a breach of fiduciary duty; and

9.11 (7) there are procedures and policies in place to prohibit any officer, director, trustee,
9.12 or other executive of the nonprofit health care entity from directly or indirectly benefiting
9.13 from the transaction.

9.14 Subd. 5. **Attorney general enforcement and supplemental authority.** (a) The attorney
9.15 general may bring an action in district court to enjoin or unwind a transaction or seek other
9.16 equitable relief necessary to protect the public interest if a health care entity or transaction
9.17 violates this section, if the transaction is contrary to the public interest, or if both a health
9.18 care entity or transaction violates this section and the transaction is contrary to the public
9.19 interest. Factors informing whether a transaction is contrary to the public interest include
9.20 but are not limited to whether the transaction:

9.21 (1) will harm public health;

9.22 (2) will reduce the affected community's continued access to affordable and quality care
9.23 and to the range of services historically provided by the entities or will prevent members
9.24 in the affected community from receiving a comparable or better patient experience;

9.25 (3) will have a detrimental impact on competing health care options within primary and
9.26 dispersed service areas;

9.27 (4) will reduce delivery of health care to disadvantaged, uninsured, underinsured, and
9.28 underserved populations and to populations enrolled in public health care programs;

9.29 (5) will have a substantial negative impact on medical education and teaching programs,
9.30 health care workforce training, or medical research;

9.31 (6) will have a negative impact on the market for health care services, health insurance
9.32 services, or skilled health care workers;

10.1 (7) will increase health care costs for patients;

10.2 (8) will adversely impact provider cost trends and containment of total health care
10.3 spending;

10.4 (9) will have a negative impact on wages paid by, or the number of employees employed
10.5 by, a health care entity involved in a transaction; or

10.6 (10) will have a negative impact on wages, collective bargaining units, and collective
10.7 bargaining agreements of existing or future workers employed by a health care entity
10.8 involved in a transaction.

10.9 (b) The attorney general may enforce this section under section 8.31.

10.10 (c) Failure of the entities involved in a transaction to provide timely information as
10.11 required by the attorney general or the commissioner shall be an independent and sufficient
10.12 ground for a court to enjoin or unwind the transaction or provide other equitable relief,
10.13 provided the attorney general notified the entities of the inadequacy of the information
10.14 provided and provided the entities with a reasonable opportunity to remedy the inadequacy.

10.15 (d) The commissioner shall provide to the attorney general, upon request, data and
10.16 research on broader market trends, impacts on prices and outcomes, public health and
10.17 population health considerations, and health care access, for the attorney general to use
10.18 when evaluating whether a transaction is contrary to public interest. The commissioner may
10.19 share with the attorney general, according to section 13.05, subdivision 9, any not public
10.20 data, as defined in section 13.02, subdivision 8a, held by the commissioner to aid in the
10.21 investigation and review of the transaction, and the attorney general must maintain this data
10.22 with the same classification according to section 13.03, subdivision 4, paragraph (d).

10.23 Subd. 6. **Supplemental authority of commissioner.** (a) Notwithstanding any law to
10.24 the contrary, the commissioner may use data or information submitted under this section,
10.25 section 62U.04, and sections 144.695 to 144.703 to conduct analyses of the aggregate impact
10.26 of health care transactions on access to or the cost of health care services, health care market
10.27 consolidation, and health care quality.

10.28 (b) The commissioner shall issue periodic public reports on the number and types of
10.29 transactions subject to this section and on the aggregate impact of transactions on health
10.30 care cost, quality, and competition in Minnesota.

10.31 Subd. 7. **Classification of data.** Section 13.39 applies to data provided by a health care
10.32 entity and the commissioner to the attorney general and data provided by a health care entity
10.33 to the commissioner under this section. The attorney general or the commissioner may make

11.1 any data classified as confidential or protected nonpublic under this subdivision accessible
11.2 to any civil or criminal law enforcement agency if the attorney general or commissioner
11.3 determines that the access will aid the law enforcement process.

11.4 Subd. 8. **Relation to other law.** (a) The powers and authority under this section are in
11.5 addition to, and do not affect or limit, all other rights, powers, and authority of the attorney
11.6 general or the commissioner under chapters 8, 309, 317A, 325D, and 501B, or other law.

11.7 (b) Nothing in this section shall suspend any obligation imposed under chapters 8, 309,
11.8 317A, 325D, and 501B, or other law on the entities involved in a transaction.

11.9 **EFFECTIVE DATE.** This section is effective the day following final enactment and
11.10 applies to transactions completed on or after that date. In determining whether an action or
11.11 series of actions constitutes a transaction subject to this section, any actions or series of
11.12 actions related to the completion of the transaction may be considered, regardless of whether
11.13 they occurred prior to the effective date.

11.14 Sec. 3. **[145D.02] DATA REPORTING OF CERTAIN HEALTH CARE**
11.15 **TRANSACTIONS.**

11.16 (a) This section applies to all transactions where:

11.17 (1) the health care entity involved in the transaction has average revenue between
11.18 $10,000,000 and $80,000,000 per year; or

11.19 (2) the transaction will result in an entity projected to have average revenue between
11.20 $10,000,000 per year and $80,000,000 per year once the entity is operating at full capacity.

11.21 (b) A health care entity must provide the following data to the commissioner at least 30
11.22 days before the proposed completion date of the transaction, or within ten business days of
11.23 the date the parties first reasonably anticipate entering into the transaction if the expected
11.24 completion is within less than 30 days, in the form and manner determined by the
11.25 commissioner:

11.26 (1) the entities involved in the transaction;

11.27 (2) the leadership, ownership structures, and business relationship of the entities involved
11.28 in the transaction, including all board members, managing partners, member managers, and
11.29 officers;

11.30 (3) the services provided by each entity and the operating and nonoperating revenue for
11.31 each entity by location, for the last three years;

11.32 (4) the primary service area for each location;

12.1 (5) the proposed service area for each location;

12.2 (6) the current relationships between the entities and the affected health care providers
12.3 and practices, the locations of affected health care providers and practices, the services
12.4 provided by affected health care providers and practices, and the proposed relationships
12.5 between the entities and the affected health care providers and practices;

12.6 (7) the terms of the transaction agreement or agreements;

12.7 (8) potential areas of expansion, whether in existing markets or new markets;

12.8 (9) plans to close facilities, reduce workforce, or reduce or eliminate services;

12.9 (10) the number of full-time equivalent positions at each location before and after the
12.10 transaction by job category, including administrative and contract positions; and

12.11 (11) any other information relevant to evaluating the transaction that is requested by the
12.12 commissioner.

12.13 (c) If the commissioner determines that information required from the health care entity
12.14 under this section has not been provided, the commissioner may notify the entity of the
12.15 necessary information within 30 days of the health care entity's initial submission of the
12.16 notice. The health care entity must provide such additional information to the commissioner
12.17 within 14 days of the commissioner's request.

12.18 (d) Data provided to or collected by the commissioner under this section are private data
12.19 on individuals or nonpublic data, as defined in section 13.02. The commissioner may share
12.20 with the attorney general, according to section 13.05, subdivision 9, any not public data, as
12.21 defined in section 13.02, subdivision 8a, held by the commissioner to aid in the investigation
12.22 and review of the transaction, and the attorney general must maintain this data with the
12.23 same classification according to section 13.03, subdivision 4, paragraph (d).

12.24 (e) A health care entity is exempt from reporting under this section if the health care
12.25 entity is required to submit information to the attorney general and commissioner under
12.26 section 145D.01, subdivision 2.

12.27 (f) The commissioner shall use data collected under this section to analyze the number
12.28 of health care transactions in Minnesota and the potential impact these transactions may
12.29 have on equitable access to or the cost and quality of health care services, and develop
12.30 recommendations for the legislature on improvements to the law.

12.31 **EFFECTIVE DATE.** This section is effective January 1, 2024, and applies to
12.32 transactions completed on or after that date. In determining whether an action or series of

13.1 actions constitutes a transaction subject to this section, any actions or series of actions related
13.2 to the completion of the transaction may be considered, regardless of whether they occurred
13.3 prior to the effective date.

13.4 Sec. 4. **[309.715] OWNERSHIP OR CONTROL OF UNIVERSITY OF MINNESOTA**
13.5 **HEALTH CARE FACILITIES.**

13.6 (a) The importance of the University of Minnesota health care facilities to the state of
13.7 Minnesota shall be recognized based on their status as publicly supported academic health
13.8 care facilities; their relationship with the University of Minnesota Medical School, a public
13.9 entity dedicated to medical education, research, and public service; the status of the
13.10 University of Minnesota as a constitutionally autonomous state entity; and the university's
13.11 mission as a land grant institution. The University of Minnesota health care facilities, as
13.12 charitable assets, must remain dedicated to the university's public health care mission. As
13.13 such, the University of Minnesota health care facilities shall not be owned or controlled,
13.14 directly or indirectly, in whole or in part, by a for-profit entity or an out-of-state entity,
13.15 unless the attorney general determines that ownership or control by a for-profit entity or
13.16 out-of-state entity is in the public interest. A determination under this section must be made
13.17 using the procedures and authority in section 145D.01 and in consultation with the
13.18 commissioner of health and the Board of Regents of the University of Minnesota.

13.19 (b) For the purposes of this section, "University of Minnesota health care facilities"
13.20 means the following:

13.21 (1) M Health Fairview University (West Bank), located at 2450 Riverside Avenue,
13.22 Minneapolis, MN;

13.23 (2) Masonic Children's Hospital, located at 2450 Riverside Avenue, Minneapolis, MN;
13.24 and

13.25 (3) University of Minnesota Medical Center (East Bank), located at 500 Harvard Street,
13.26 Minneapolis, MN.

13.27 **EFFECTIVE DATE.** This section is effective the day following final enactment and
13.28 applies to transactions related to transferring ownership or control of the University of
13.29 Minnesota health care facilities that are completed on or after that date.

14.1 Sec. 5. Laws 2017, First Special Session chapter 6, article 5, section 11, as amended by
14.2 Laws 2019, First Special Session chapter 9, article 8, section 20, is amended to read:

14.3 Sec. 11. **MORATORIUM ON CONVERSION TRANSACTIONS.**

14.4 (a) Notwithstanding Laws 2017, chapter 2, article 2, a nonprofit health service plan
14.5 corporation operating under Minnesota Statutes, chapter 62C, or a nonprofit health
14.6 maintenance organization operating under Minnesota Statutes, chapter 62D, as of January
14.7 1, 2017, may only merge or consolidate with; convert; or transfer, as part of a single
14.8 transaction or a series of transactions within a 24-month period, all or a material amount of
14.9 its assets to an entity that is a corporation organized under Minnesota Statutes, chapter
14.10 317A; or to a Minnesota nonprofit hospital within the same integrated health system as the
14.11 health maintenance organization. For purposes of this section, "material amount" means
14.12 the lesser of ten percent of such an entity's total admitted net assets as of December 31 of
14.13 the previous year, or $50,000,000.

14.14 (b) Paragraph (a) does not apply if the nonprofit service plan corporation or nonprofit
14.15 health maintenance organization files an intent to dissolve due to insolvency of the
14.16 corporation in accordance with Minnesota Statutes, chapter 317A, or insolvency proceedings
14.17 are commenced under Minnesota Statutes, chapter 60B.

14.18 (c) Nothing in this section shall be construed to authorize a nonprofit health maintenance
14.19 organization or a nonprofit service plan corporation to engage in any transaction or activities
14.20 not otherwise permitted under state law.

14.21 (d) This section expires July 1, ~~2023~~ 2026.

14.22 **EFFECTIVE DATE.** This section is effective the day following final enactment.

14.23 Sec. 6. **STUDY AND RECOMMENDATIONS; NONPROFIT HEALTH**
14.24 **MAINTENANCE ORGANIZATION CONVERSIONS AND OTHER**
14.25 **TRANSACTIONS.**

14.26 (a) The commissioner of health shall study and develop recommendations on the
14.27 regulation of conversions, mergers, transfers of assets, and other transactions affecting
14.28 Minnesota-domiciled nonprofit health maintenance organizations and for-profit health
14.29 maintenance organizations. The recommendations must at least address:

14.30 (1) monitoring and regulation of Minnesota-domiciled for-profit health maintenance
14.31 organizations;

15.1 (2) issues related to public benefit assets held by a nonprofit health maintenance
15.2 organization, including identifying the portion of the organization's assets that are considered
15.3 public benefit assets to be protected, establishing a fair and independent process to value
15.4 the assets, and determining how public benefit assets should be stewarded for the public
15.5 good;

15.6 (3) providing a state agency or executive branch office with authority to review and
15.7 approve or disapprove a nonprofit health maintenance organization's plan to convert to a
15.8 for-profit organization;

15.9 (4) establishing a process for the public to learn about and provide input on a nonprofit
15.10 health maintenance organization's proposed conversion to a for-profit organization; and

15.11 (5) issues, including statutory language and regulatory implementation, related to a
15.12 potential statutory requirement that nonprofit health maintenance organizations licensed
15.13 under chapter 62D, and health systems organized as a charitable organization, upon the sale
15.14 or transfer of control to an out-of-state or for-profit entity, return to the general fund an
15.15 amount equal to the value of any charitable assets the health maintenance organization or
15.16 health system received from the state.

15.17 (b) To fulfill the requirements under this section, the commissioner:

15.18 (1) may consult with the commissioners of human services and commerce;

15.19 (2) may enter into one or more contracts for professional or technical services; and

15.20 (3) notwithstanding any law to the contrary, may use data submitted under Minnesota
15.21 Statutes, sections 62U.04 and 144.695 to 144.703, and other data held by the commissioner
15.22 for purposes of regulating health maintenance organizations or data already submitted to
15.23 the commissioner by health carriers.

15.24 (c) No later than October 1, 2023, the commissioner must seek public comments on the
15.25 regulation of conversion transactions involving nonprofit health maintenance organizations.

15.26 (d) The commissioner shall submit preliminary findings from this study to the chairs of
15.27 the legislative committees with jurisdiction over health and human services by January 15,
15.28 2024, and shall submit a final report and recommendations to the legislature by June 30,
15.29 2024.