

Strategies to Address Corporate Consolidation in Health Care:

Transaction Oversight and
Transparency of Ownership and Control

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Testimony of Erin C. Fuse Brown submitted to the Joint Health Coverage, Insurance and Financial Services Committee of the Maine Legislature on LD 1972: An Act to Enhance Transparency and Value in Substantial Health Care Transactions by Changing the Review and Approval Process for Those Transactions

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¹The opinions and conclusions expressed in this testimony are the author's alone and do not necessarily reflect those of Brown University, the Brown University School of Public Health, or any of the research sponsors.

²The Center for Advancing Health Policy through Research (CAHPR) at the Brown University School of Public Health is dedicated to generating research that informs policies aimed at reducing costs, improving patient well-being, and driving meaningful transformations in U.S. health care delivery. Our work focuses on the design of insurance plans and their interactions within the health care market, employing a unique approach that integrates quantitative policy analysis with legal evaluation. This combined methodology helps identify the most effective legal and regulatory changes to create a significant impact. While this testimony is not a research publication, it is informed by relevant research conducted by CAHPR and its affiliates.

Chairs Bailey and Mathieson and members of the committee, thank you for the opportunity to testify

on state strategies to address corporate consolidation in health care. My name is Erin Fuse Brown, and I am a professor of health policy at the Brown University School of Public Health. I have worked with the National Academy for State Health Policy to develop model legislation for states to address health care consolidation and corporatization.¹ This model, like LD 1972, strengthens state oversight of material health care transactions and transparency in ownership and control.

States are urgently seeking tools to address rampant health care consolidation, which is the main driver of rising prices and spending. Increasingly, consolidation is led by for-profit corporate investors, including private equity firms, large insurance companies, and retail chains. These transactions often escape federal antitrust review, so states are stepping up to fill the gap, providing critical oversight of major ownership changes that affect local health care markets.²

Today, nearly one in four community hospitals is for-profit,³ most are part of large chains,⁴ and nearly 80% of physicians are employed by hospitals or other corporate entities.⁵ UnitedHealth Group, through its Optum subsidiary, now controls about 1 in 10 U.S. physicians.⁶ Private equity firms have acquired large numbers of physician practices, sometimes controlling 30–50% of a specialty in a single market.⁷ In Maine, the Portland hospital market is considered highly concentrated, the 21st most highly concentrated market in the country.⁸

Despite this dramatic shift in care delivery, the web of corporate owners, shell companies, and investors remains almost entirely opaque.⁹ Many firms use management services organizations, or MSOs, to gain control over practices without technically owning them.¹⁰ As a result, patients, purchasers, and regulators often have no way to identify who owns their provider. We cannot regulate what we cannot see.

Consolidation by corporate investors often results in higher costs,^{11–19} changes in staffing composition, reduced wages,^{11,20,21} worse outcomes,^{22,23} and reduced access^{24–27}—especially in underserved communities. Yet federal and state oversight mechanisms are limited. Physician practice acquisitions typically fall below federal reporting thresholds²⁸ and escape antitrust scrutiny.²⁹ Reviews by State Attorneys General tend to focus on nonprofit hospital mergers and may not account for corporate consolidation or broader effects on quality, access, workers, or equity.² Litigation is costly, so only the largest deals are challenged.

LD 1972 would change this. It expands transaction oversight to include not only nonprofit hospital mergers, but also sales of their real estate assets, practice acquisitions via MSOs, and service closures. It vests review authority with the Department of Health & Human Services and the Office of Affordable Health Care, so that transactions are evaluated for their impact on the public interest, access, competition, quality, equity, and the workforce.

The bill also improves transparency by requiring health care entities to disclose ownership and control structures, including relationships with investors. This is critical to understanding and overseeing the health care landscape. Other states—including Oregon, Massachusetts, Indiana, and New Mexico—have

enacted similar policies, and Oregon has used its review process to stop harmful mergers and impose conditions to protect the public interest.

If enacted, LD 1972 would make Maine a national leader in health care transaction oversight and ownership transparency. Thank you for the opportunity to testify. I'm happy to answer any questions.

References

1. The National Academy for State Health Policy (NASHP). Comprehensive consolidation model addressing transaction oversight, corporate practice of medicine and transparency. NASHP. July 26, 2024. Accessed May 16, 2025. <https://nashp.org/a-model-act-for-state-oversight-of-proposed-health-care-mergers/>.
2. Fuse Brown EC, Gudiksen KL. Models for Enhanced Health Care Market Oversight — State Attorneys General, Health Departments, and Independent Oversight Entities. Milbank Memorial Fund; 2024. Accessed May 16, 2025. <https://www.milbank.org/publications/models-for-enhanced-health-care-market-oversight-state-attorneys-general-health-departments-and-independent-oversight-entities/>.
3. American Hospital Association (AHA). Fast facts on U.S. hospitals, 2025: AHA. American Hospital Association. January 2025. Accessed May 16, 2025. <https://www.aha.org/statistics/fast-facts-us-hospitals>.
4. Welch WP, Xu L, Lew ND, Sommers BD. Ownership of Hospitals: An Analysis of Newly-Released Federal Data & A Method for Assessing Common Owners. The Assistant Secretary for Planning and Evaluation (ASPE). August 23, 2023. Accessed May 16, 2025. <https://aspe.hhs.gov/reports/hospital-ownership>.
5. Avalere Health. PAI-Avalere Report on Physician Employment Trends and Acquisitions of Medical Practices: 2019-2023. Physicians Advocacy Institute (PAI). April 2024. Accessed May 16, 2025. <https://www.physiciansadvocacyinstitute.org/PAI-Research/PAI-Avalere-Study-on-Physician-Employment-Practice-Ownership-Trends-2019-2023>.
6. Herman B. UnitedHealth Group now employs or is affiliated with 10% of all physicians in the U.S. STAT+. November 29, 2023. Accessed May 16, 2025. <https://www.statnews.com/2023/11/29/unitedhealth-doctors-workforce/>.
7. Abdelhadi O, Fulton BD, Alexander L, Scheffler RM. Private equity–acquired physician practices and market penetration increased substantially, 2012–21. *Health Affairs*. 2024;43(3):354-362. doi:10.1377/hlthaff.2023.00152
8. Health Care Cost Institute, Robert Wood Johnson Foundation. HMI Interactive Report. Health Care Cost Institute. Published 2021. <https://healthcostinstitute.org/hcci-origins/hmi-interactive#HMI-Summary-Report-Current-Spending> (calculating the Herfindahl Hirschman Index (HHI), a measure of market concentration, to be 4,716 for the Portland, ME hospital market. An HHI > 2,500 is considered to be “highly concentrated”).
9. Singh Y, Fuse Brown EC. The Missing Piece In Health Care Transparency: Ownership Transparency. *Health Affairs Forefront*. Published online September 23, 2022.
10. Rooke-Ley H, Reddy M, Mehta N, Singh Y, Fuse Brown E. The Corporate Backdoor to Medicine: How MSOs Are Reshaping Physician Practices. Milbank Memorial Fund; 2025. Accessed May 16, 2025. <https://www.milbank.org/publications/the-corporate-backdoor-to-medicine-how-msos-are-reshaping-physician-practices/>.
11. Arnold D, Whaley C. Who Pays for Health Care Costs? The Effects of Health Care Prices on Wages. *SSRN Electronic Journal*. Published online July 16, 2024. doi:10.2139/ssrn.4959256

12. Arnold DR, King JS, Fulton BD, et al. New evidence on the impacts of cross-market hospital mergers on commercial prices and measures of quality. *Health Services Research*. Published online April 23, 2024. <https://doi.org/10.1111/1475-6773.14291>
13. Dafny L, Ho K, Lee RS. The price effects of cross-market mergers: theory and evidence from the hospital industry. *The RAND Journal of Economics*. 2019;50(2):286-325. <https://doi.org/10.1111/1756-2171.12270>
14. Lin H, McCarthy IM, Richards M. Hospital Pricing Following Integration with Physician Practices. *Journal of Health Economics*. 2021;77:102444. doi:<https://doi.org/10.1016/j.jhealeco.2021.102444>
15. Whaley CM, Zhao X, Richards M, Damberg CL. Higher Medicare Spending On Imaging And Lab Services After Primary Care Physician Group Vertical Integration. *Health Affairs*. 2021;40(5):702-709. <https://doi.org/10.1377/hlthaff.2020.01006>
16. Singh Y, Song Z, Polsky D, Zhu JM. Increases In Physician Professional Fees In Private Equity-Owned Gastroenterology Practices. *Health Aff (Millwood)*. 2025;44(2):215-223. doi:10.1377/hlthaff.2024.00190
17. Singh Y, Song Z, Polsky D, Bruch JD, Zhu JM. Association of Private Equity Acquisition of Physician Practices With Changes in Health Care Spending and Utilization. *JAMA Health Forum*. 2022;3(9):e222886. doi:10.1001/jamahealthforum.2022.2886
18. Yu J, Tyler Braun R, Bond AS, et al. Physician Management Companies and Neonatology Prices, Utilization, and Clinical Outcomes. *Pediatrics*. 2023;151(4):e2022057931. doi:10.1542/peds.2022-057931
19. Singh Y, Aderman CM, Song Z, Polsky D, Zhu JM. Increases in Medicare Spending and Use after Private Equity Acquisition of Retina Practices. *Ophthalmology*. 2024;131(2):150-158. <https://doi.org/10.1016/j.ophtha.2023.07.031>
20. Prager E, Schmitt M. Employer Consolidation and Wages: Evidence from Hospitals. *American Economic Review*. 2021;111(2):397-427. doi:<https://doi.org/10.1257/aer.20190690>
21. Bruch JD, Foot C, Singh Y, Song Z, Polsky D, Zhu JM. Workforce composition in private equity–acquired versus non–private equity–acquired physician practices. *Health Affairs*. 2023;42(1):121-129. <https://doi.org/10.1377/hlthaff.2022.00308>
22. Gupta A, Howell ST, Yannelis C, Gupta A. Owner incentives and performance in Healthcare: Private Equity Investment in nursing homes. *The Review of Financial Studies*. 2024;37(4):1029-1077. doi:10.1093/rfs/hhad082
23. Kannan S, Bruch JD, Song Z. Changes in Hospital Adverse Events and Patient Outcomes Associated With Private Equity Acquisition. *JAMA*. 2023;330(24):2365–2375. <https://doi.org/10.1001/jama.2023.23147>
24. Appelbaum E, Batt R. Private Equity Buyouts in Healthcare: Who Wins, Who Loses? Center for Economic and Policy Research Working Paper No. 118. Published 2020. Accessed March 13, 2024.
25. Kannan S, Bruch JD, Song Z. Changes in Hospital Adverse Events and Patient Outcomes Associated With Private Equity Acquisition. *JAMA*. 2023;330(24):2365–2375. <https://doi.org/10.1001/jama.2023.23147>
26. Gupta A, Howell ST, Yannelis C, Gupta A. Does Private Equity Investment in Healthcare Benefit Patients? Evidence from Nursing Homes. National Bureau of Economic Research Working Paper No. 28474. February 2021. <https://www.nber.org/papers/w28474>
27. Schwartz K, Lopez E, Rae M, Neuman T. What We Know About Provider Consolidation. KFF. September 2, 2020. Accessed March 12, 2024.
28. Federal transaction reporting thresholds under the Hart Scott Rodino Act are \$126.4 million as of 2025.
29. Wollmann TG. How to get away with merger: Stealth consolidation and its effects on US Healthcare. *National Bureau of Economic Research (NBER)*. Published online May 2020. doi:10.3386/w27274. Working Papers.