

C. dedicated to improving the quality of health care in the affected community; and

D. independent of the transferee; [and]

(3) ensure that no part of the public or charitable assets of the acquisition inure directly or indirectly to an officer, director, or trustee of a nonprofit health entity; AND

(4) ENSURE THAT NO OFFICER, DIRECTOR, OR TRUSTEE OF THE NONPROFIT HEALTH ENTITY RECEIVES ANY IMMEDIATE OR FUTURE REMUNERATION AS THE RESULT OF AN ACQUISITION OR PROPOSED ACQUISITION EXCEPT IN THE FORM OF COMPENSATION PAID FOR CONTINUED EMPLOYMENT WITH THE ACQUIRING ENTITY.

(c) The regulating entity may determine that a distribution of assets of a nonprofit health entity is not required under this section if the transaction is:

- (1) determined not to be an acquisition;
- (2) in the ordinary course of business; and
- (3) for fair value.

(d) In determining fair value, the appropriate regulating entity may consider all relevant factors, including, as determined by the regulating entity:

(1) the value of the nonprofit health entity or an affiliate or the assets of such an entity that is determined as if the entity had voting stock outstanding and 100% of its stock was freely transferable and available for purchase without restriction;

- (2) the value as a going concern;
- (3) the market value;
- (4) the investment or earnings value;
- (5) the net asset value; and
- (6) a control premium, if any.

(e) In determining whether an acquisition is in the public interest, the appropriate regulating entity shall consider:

(1) whether the transferor exercised due diligence in deciding to engage in an acquisition, selecting the transferee, and negotiating the terms and conditions of the acquisition;

(2) the procedures the transferor used in making the decision, including whether appropriate expert assistance was used;