

STATE OF OREGON
DEPARTMENT OF CONSUMER AND BUSINESS SERVICES
DIVISION OF FINANCIAL REGULATION

In the Matter of:

Case No. INS-26-0024

CLEARSHARE HEALTH; CLEARWATER
BENEFITS LLC; DOUGLAS SHERMAN;
CLEARWATER BENEFITS
ADMINISTRATORS, LLC; and
CLEARWATER BENEFITS HOLDINGS,
LLC,

FIRST AMENDED ORDER TO
CEASE AND DESIST, PROPOSED
ORDER TO REVOKE LICENSES,
AND NOTICE OF RIGHT TO A
HEARING

Respondents.

The Division of Financial Regulation (“DFR”), acting on behalf of the Director of the Department of Consumer and Business Services for the State of Oregon (the “Director”), conducted an investigation of ClearShare Health, Clearwater Benefits LLC, Douglas Sherman, Clearwater Benefits Administrators, LLC, and Clearwater Benefits Holdings, LLC (“Respondents”). DFR determined that Respondents violated certain provisions of Oregon Revised Statutes (“ORS”) chapters 731, 732, 733, 734, 735, 737, 742, 743, 743A, 744, 746, 748, and 750 (“Insurance Code”) and the Oregon Administrative Rules (“OAR”) promulgated under those laws. The Director issues the following Findings of Fact, Conclusions of Law, Order to Cease and Desist, Proposed Order to Revoke Licenses, and Notice of Right to an Administrative Hearing.

FINDINGS OF FACT

The Director FINDS that:

1. ClearShare Health (“ClearShare”) is a Missouri nonprofit corporation incorporated on April 25, 2022. Its principal place of business is located at 14425 Falcon Head Blvd, Bldg. E, Ste. 100, Austin, TX 78738-4412. The Director has not issued a certificate of authority to ClearShare to transact business as an insurer in Oregon.

2. Clearwater Benefits LLC (“CB”) is a Texas limited liability company formed on or about May 1, 2018. Its principal place of business is located at 14425 Falcon Head

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Salem, OR 97301-3881
Telephone: (503) 378-4387





1 Blvd, Bldg. E, Ste. 100, Austin, TX 78738-4412. CB, whose National Association of
2 Insurance Commissioners (“NAIC”) national producer number (“NPN”) is 18891588, has
3 held an Oregon non-resident insurance producer license since January 1, 2026 (the “CB
4 License”). CB is a sales agency that sells ClearShare medical plans in Oregon and other
5 states, and promotes the sale of ClearShare, which it markets through, among other means,
6 its maintenance of a website (located at <https://ClearSharehealth.org>) and LinkedIn page
7 (located at <https://www.linkedin.com/company/clearwater-benefits>).

8 3. Douglas Sherman (“Sherman”) is a resident of the State of Texas, and co-founder
9 of CB. Sherman also holds an Oregon non-resident insurance producer license (the “Sherman
10 License”). Sherman’s NPN is 18339407, and he was first licensed as an Oregon non-
11 resident insurance producer on May 2, 2024. As CB’s CEO, Sherman is responsible for
12 overseeing the sale of ClearShare medical plans in Oregon and other states.

13 4. Clearwater Benefits Administrators, LLC (“CBA”) is a Delaware limited
14 liability company formed on or about May 4, 2022. Its principal place of business is located
15 at 10808 Split Stone Way, Austin, TX 78739. CBA provides third party administrator
16 services for ClearShare’s medical plans, including in Oregon. CBA does not hold and has
17 never held a third party administrator license in Oregon.

18 5. Clearwater Benefits Holdings, LLC (“CBH”) is a Delaware limited liability
19 company formed on or about May 23, 2023. Its principal place of business is located at
20 1301 S. Capital of Texas Hwy, Ste. B202, Austin, TX 78746. CBH is a holding company
21 that owns 100% of Clearwater Benefits LLC and 90% of CBA and retains employees for
22 shared services with CB and CBA that include marketing, executive, and accounting staff.

23 6. ClearShare holds itself out as a “healthshare” that sells “memberships” to
24 individuals seeking to pool resources to meet the collective members’ healthcare needs.
25 ClearShare memberships are open to consumers that meet the criteria set forth in the
26 membership guidelines, adhere to the ClearShare Statement of Beliefs, and submit monthly



1 payments (which it refers to as “contributions”). ClearShare’s Articles of Incorporation,
2 filed with the Missouri Secretary of State on April 25, 2022, include the following
3 statement: “Individuals pay their monthly contribution, and medical needs are shared as
4 they arise.”

5 7. Clearwater’s website advertises ClearShare products, which it purports provide
6 “[h]igh-quality, affordable healthcare,”¹ “major medical insurance,”² and “supplemental
7 insurance.”³

8 8. ClearShare offers at least four different ClearShare products for sale:
9 ClearShare 2500, HAS + ClearShare 2500, Basic + ClearShare 2500, and Advanced +
10 ClearShare 2500.

11 9. In a consent order with the Washington State Office of the Insurance
12 Commissioner that it executed December 2, 2025, ClearShare conceded that its plan types
13 vary from Single, Married, Single w/ Kids, and Family, and cost approximately \$284 to
14 \$969 per month. The plans have a variety of health care services that are shareable after
15 the “Annual Maximum,” shareable with limitations (such as an amount of visits or
16 maximum amount), and ineligible for sharing according to the membership guidelines.

17 10. Under the ClearShare Membership Guidelines, which are posted on its
18 website,⁴ the “Annual Maximum,” ranging from \$1,000, \$2,500, and \$5,000, is the amount
19 that a member pays before the ClearShare community shares in medical expenses. The
20 guidelines state:

21 All qualifying medical expenses submitted after the Annual Maximum is
22 met are shareable with the ClearShare community up to 100% of the usual
23 and customary charge determined by ClearShare. There is no annual or
24 lifetime limit. You will not need to pay the Annual Maximum again until
the new plan year begins. Additionally, you are only responsible for the
Annual Maximum once each plan year.

25 ¹ Accessed at: <https://www.clearwaterhealth.com>.

26 ² C.f., <https://www.clearwaterhealth.com/individuals/plans/major-medical>.

³ Accessed at: <https://www.clearwaterhealth.com/individuals/plans/supplemental-insurance>.

⁴ C.f., <https://ClearSharehealth.org/for-members>



1 11. ClearShare also offers “Basic Add-on”⁵ and “Advanced Add-On”⁶ plans, which
2 include some shareable services that do not accumulate towards the “Annual Maximum.”

3 12. Under the ClearShare Membership Guidelines, ClearShare refers to members’
4 medical expense requests as “Needs.” Members used to submit “Needs” to ClearShare
5 using an online “Needs Request” form. However, ClearShare now provides its members
6 with an “ID card,” and instructs its members, “Tell your provider to follow the instructions
7 on your ID card to send us medical bills.”⁷

8 13. Under the ClearShare Membership Guidelines, ClearShare explains its process
9 for appealing nonpayment of medical expenses for a member who “believes that a
10 limitation was incorrectly placed on member sharing.” The “appeals are reviewed monthly
11 by a committee that includes at least one ClearShare board member.”

12 14. Under the ClearShare Membership Guidelines, ClearShare provides a detailed
13 list of the medical services that are covered and other benefits, which include general
14 medicine consultations, end of life assistance, maternity needs, and many others. There are
15 also descriptions of services that are not covered, such as preexisting conditions and
16 abortion services.

17 15. The “FAQ” page of the ClearShare website includes the following question:
18 “What is ClearShare?” The website’s response to this question includes the statement:
19 “ClearShare is not insurance.”

20 16. As of March 29, 2026, there were 370 Oregonians enrolled as members with
21 ClearShare, which was comprised of 180 primary members and 190 dependents.

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24 ⁵ The terms of this membership may be accessed at:
<https://ClearSharehealth.org/hubfs/Clear%20Share%20Health/For%20members/BasicClearShare-Member-Guidelines-1.pdf>

25 ⁶ The terms of this membership may be accessed at:
<https://ClearSharehealth.org/hubfs/Clear%20Share%20Health/For%20members/AdvancedClearShare-Member-Guidelines-1.pdf>

26 ⁷ <https://ClearSharehealth.org/need-request>

1 **CONCLUSIONS OF LAW**

2 The Director CONCLUDES that:

3 17. Pursuant to ORS 731.102(1), “Insurance” means a contract whereby one
4 undertakes to indemnify another or pay or allow a specified or ascertainable amount or
5 benefit upon determinable risk contingencies.

6 18. Pursuant to ORS 731.146(1), “Transact Insurance” means:

7 (a) Making or proposing to make an insurance contract.

8 (b) Taking or receiving any application for insurance.

9 (c) Receiving or collecting any premium, commission, membership fee,
10 assessment, due or other consideration for any insurance or any part thereof.

11 (d) Issuing or delivering policies of insurance.

12 (e) Directly or indirectly acting as an insurance producer for, or otherwise
13 representing or aiding on behalf of another, any person in the solicitation,
14 negotiation, procurement or effectuation of insurance or renewals thereof,
15 the dissemination of information as to coverage or rates, the forwarding of
16 applications, the delivering of policies, the inspection of risks, the fixing of
17 rates, the investigation or adjustment of claims or losses, the transaction of
18 matters subsequent to effectuation of the policy and arising out of it, or in
19 any other manner representing or assisting a person with respect to
20 insurance.

21 (f) Advertising locally or circularizing therein without regard for the source
22 of such circularization, whenever such advertising or circularization is for
23 the purpose of solicitation of insurance business.

24 (g) Doing any other kind of business specifically recognized as constituting
25 the doing of an insurance business within the meaning of the Insurance
26 Code.

27 (h) Offering a multistate qualified health plan to individuals or small
28 employers through the program administered by the United States Office of
29 Personnel Management pursuant to 42 U.S.C. 18054.

30 (i) Doing or proposing to do any insurance business in substance equivalent
31 to any of paragraphs (a) to (h) of this subsection in a manner designed to
32 evade the provisions of the Insurance Code.

33 19. ClearShare’s membership plans are a contract between ClearShare and
34 consumers, in which ClearShare undertakes to pay specific and ascertainable amounts of

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1 members' determinable risk contingencies in the form of medical expenses, after the
2 members pay their Annual Maximums (which are really just insurance deductibles by
3 another name). Therefore, ClearShare's membership plans meet the definition of
4 "Insurance" in Oregon pursuant to ORS 731.102(1), and because ClearShare had entered
5 into at least 180 insurance contracts, while also offering the plans for sale on its website,
6 ClearShare is also transacting insurance in Oregon, pursuant to ORS 731.146(1).

7 20. Pursuant to ORS 731.354, no person shall act as an insurer and no insurer shall
8 directly or indirectly transact insurance in this state except as authorized by a subsisting
9 certificate of authority issued to the insurer by the Director.

10 21. By transacting insurance as an insurer in Oregon, ClearShare did violate, and
11 continues to violate, ORS 731.354.

12 22. Pursuant to ORS 744.074(1)(g), the Director may place an insurance producer
13 licensee on probation or suspend, revoke, or refuse to issue or renew an insurance producer
14 license, and may take other actions authorized by the Insurance Code in lieu thereof or in
15 addition thereto, if a licensee commits unfair trade practices or fraud related to insurance.

16 23. CB and Sherman both knew or should have known that ClearShare was selling
17 insurance in this state without a certificate of authority. By representing that "ClearShare
18 is not insurance," CB and Sherman did violate and continue to violate ORS 744.074(1)(g),
19 which supports the revocation of both the CB License and the Sherman License by the
20 Director.

21 24. Additionally, both CB and Sherman, in acting as insurance producers in
22 Oregon, are transacting insurance in Oregon, pursuant to ORS 731.146(1).

23 25. Pursuant to ORS 744.702, a person shall not transact business or purport or
24 offer to transact business as a third party administrator in Oregon unless the person holds
25 a third party administrator license issued by the Director.

26 26. CBA does not and has never held a third party administrator license in Oregon,



1 but has offered and continues to offer such services in this state for the purposes of
2 administering ClearShare insurance plans. Therefore, CBA has violated and continues to
3 violate ORS 744.702. Furthermore, because CBH retains employees for shared services
4 with CBA that include marketing, executive, and accounting staff, to the extent that CBH
5 employees have assisted CBA with providing third party administrator services in Oregon
6 without a license, CBH has also violated and continues to ORS 744.702.

7 27. Additionally, both CBA and CBH (to the extent that it is assisting CBA with
8 providing third party administrator services in Oregon) are transacting insurance in
9 Oregon, pursuant to ORS 731.146(1).

10 28. Pursuant to ORS 731.022, no person shall transact insurance in Oregon without
11 complying with the applicable provisions of the Insurance Code.

12 29. By engaging in violations of ORS 731.354 while transacting insurance in
13 Oregon, ClearShare has violated and continues to violate ORS 731.022. By engaging in
14 violations of ORS 744.074(1)(g) while transacting insurance in Oregon, CB and Sherman
15 have violated and continue to violate ORS 731.022. By engaging in violations of ORS
16 744.702 while transacting insurance in Oregon, CBA and CBH have violated and continue
17 to violate ORS 731.022.

18 30. Pursuant to ORS 731.252(1), whenever the Director has reason to believe that
19 any person has been engaged or is engaging or is about to engage in any violation of the
20 Insurance Code, the Director may issue an order, directed to such person, to discontinue or
21 desist from such violation or threatened violation.

22 31. Because the Director has reason to believe that all Respondents have been
23 engaged and are continuing to engage in various violations of the Insurance Code, the
24 Director may issue an order to Respondents to cease and desist under ORS 731.252(1).

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1 **ORDER TO CEASE AND DESIST**

2 32. The Director issues the following ORDER: Pursuant to the authority of ORS
3 731.252(1), the Director hereby ORDERS Respondents to CEASE AND DESIST from:

4 A. Transacting insurance in Oregon, including but not limited to:

- 5 • marketing, offering, or selling ClearShare memberships to Oregon
6 residents;
- 7 • soliciting, collecting, or receiving any consideration, contribution, fee, or
8 payment from Oregon residents for new ClearShare memberships or
9 renewals of existing ClearShare memberships;
- 10 • representing that ClearShare memberships do not meet the legal
11 definition of or otherwise qualify as insurance, major medical coverage,
12 supplemental insurance, or any related insurance product, or that
13 ClearShare memberships are not subject to the regulation and oversight
14 of the Director.

15 B. Engaging in any conduct that violates ORS 731.354, 731.022, 744.074, or ORS
16 744.702. Limited Carveout for Existing Members: Notwithstanding the
17 prohibitions above, Respondents may continue to administer medical expense
18 submissions arising from ClearShare memberships that were in effect as of the date
19 of this Notice Order, including processing, adjudicating, and paying such
20 submissions.

21 33. This Order to Cease and Desist is effective immediately and will remain in
22 effect subject to further order of the Director.

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1 **PROPOSED ORDER REVOKING INSURANCE PRODUCER LICENSES**

2 34. Pursuant to ORS 744.074(1)(g), the Director hereby PROPOSES to REVOKE
3 both CB and Sherman’s non-resident insurance producer licenses, also referred to herein
4 as the CB License and the Sherman License.

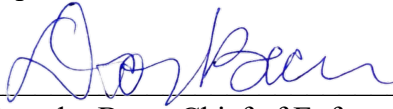
5 **DESIGNATION OF RECORD**

6 35. Pursuant to ORS 183.417, the Director designates the Director’s file on this
7 matter, which includes any materials submitted by Respondents, as the record in this case.
8 In accordance with OAR 137-003-0670(3)(a)-(b), the record contains sufficient evidence
9 of the existence of facts necessary to support a final order by default should the Director
10 issue such an order.

11 IT IS SO ORDERED.

12 Dated this 24th day of April, 2026.

13 Sean E. O’Day, Director
14 Department of Consumer and Business Services

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16 _____
17 Dorothy Bean, Chief of Enforcement
18 Division of Financial Regulation

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1 NOTICE OF RIGHT TO AN ADMINISTRATIVE HEARING

2 As provided by the Oregon Administrative Procedures Act, ORS Chapter 183, any
3 respondent affected by the foregoing is entitled to a formal contested case hearing before
4 an Administrative Law Judge assigned by the Office of Administrative Hearings.

5 In accordance with ORS 183.415, a respondent must file a written request for a
6 contested case hearing within 20 days from the date the order was served personally, or by
7 registered or certified mail. An order that is served by registered or certified mail is
8 complete and effective on the date it is mailed to the correct address, even if it is not
9 received by the person to be notified or if that person fails or refuses to accept service of
10 the order.

11 If a respondent does not timely file a hearing request, their right to a hearing shall
12 be considered waived.

13 A written hearing request should be directed to:

14 Department of Consumer and Business Services
15 Division of Financial Regulation
16 350 Winter Street NE, Room 410
17 Salem, OR 97301-3881
18 Attn: Alex Gund
19 alex.gund@dcbs.oregon.gov

20 In accordance with OAR 137-003-0550(1), a respondent that is a natural person
21 may submit a hearing request without the assistance of an attorney.

22 Subject to exceptions, any hearing request that is submitted on behalf of a
23 corporation, partnership, limited liability company, unincorporated association, trust or
24 governmental body (“Entity Respondent”) by a person that is not licensed to practice law
25 in Oregon must be ratified, in writing, by a person that is allowed to practice law in Oregon
26 within 28 days from the day the hearing request was received by the Director. In that
circumstance, the filing date will be determined by the date the hearing request was
received, not the ratification date. A hearing request that is not properly ratified will be
deemed invalid.

27 Any respondent that requests a hearing will be notified of the time and place of the
28 hearing. They will also be provided with information on procedures, right of representation,
29 and other rights of parties relating to the conduct of the hearing before the commencement
30 of the hearing. Any hearing will be held by an administrative law judge from the Office of
31 Administrative Hearings, assigned as required by ORS 183.635 and conducted pursuant to
32 the contested case procedures as described in ORS 183.310 through ORS 183.550.

33 Pursuant to OAR 137-003-0550, a respondent that is a natural person may represent
34 themselves in the hearing or be represented by an attorney or other representative as
35 authorized by federal or state law. An Entity Respondent must be represented by an
36 attorney. Subject to exceptions, any attorney that represents a respondent in a contested

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1 case hearing must be licensed to practice law in Oregon. A legal aid organization may be
2 able to assist a party with limited financial resources.

3 The Director may issue a final order by default against any respondent that: 1) does
4 not request a hearing within 20 days; 2) withdraws a request for a hearing; 3) notifies the
5 Division or the administrative law judge that they will not appear; 4) fails to appear at the
6 scheduled hearing; or 5) in the case of a request for hearing by an Entity Respondent that
7 is not signed by a person that is allowed to practice law in Oregon, an Entity Respondent
8 that submits a hearing request that is invalid because the request was not ratified by an
9 attorney that is allowed to practice law in Oregon, in writing, within 28 days of the date
10 that the hearing request was received by the Division.

11 NOTICE TO ACTIVE DUTY SERVICEMEMBERS

12 Active duty servicemembers have a right to stay these proceedings under the federal
13 Servicemembers Civil Relief Act. For more information contact the Oregon State Bar at
14 800-452-8260, the Oregon Military Department at 503-584-3571 or the nearest United
15 States Armed Forces Legal Assistance Office through <http://legalassistance.law.af.mil>.
16 The Oregon Military Department does not have a toll free number.

17 STATEMENT OF REASONABLE ACCOMMODATION

18 All proceedings will be conducted in a wheelchair accessible location. Written
19 materials may be provided and/or graphic displays may be presented during the proceeding.
20 For any other accommodation needed by individuals due to a disability, please contact the
21 agency staff person noted below.

22 AGENCY CONTACT INFORMATION

23 Questions concerning the issues raised in the order may be directed to Alex Gund,
24 Oregon Department of Consumer and Business Services, Division of Financial Regulation,
25 Enforcement Section, telephone (971) 707-0327.

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