

NOTICE OF MATERIAL CHANGE

Date of Notice: May 6, 2013

1.	Name:	Cooley Dickinson Hospital, Inc.
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2.	Federal TAX ID #	MA DPH Facility ID #	NPI #
	222-61-7175	2155	Inpatient/Outpatient: 1477596310** Psychiatric Unit 187512814

Contact Information					
3.	Business Address 1:	30 Locust Street			
4.	Business Address 2:				
5.	City:	Northampton	State: MA	Zip Code: 01061	
5.	Business Website:	http://www.cooley-dickinson.org			
Contact Information					
7.	Contact First Name:	Craig N.	Contact Last Name:	Melin	
8.	Title:	President			
9.	Contact Phone:	(413) 582-2212	Extension: N/A		
10.	Contact Email:	Craig_Melin@cooley-dickinson.org			

Description of Organization	
11.	<i>Briefly</i> describe your organization.
	Cooley Dickinson Hospital (the "Hospital") is a licensed acute care hospital, with a main campus located at 30 Locust Street in Northampton, Massachusetts. The Hospital provides a full-range of community hospital services at its main campus and outpatient satellite locations. There is a 24-hour emergency services department at the main campus.

Type of Material Change	
12.	Check the box that most accurately describes the proposed material change:
	<ul style="list-style-type: none"> <input type="checkbox"/> Merger or affiliation with a carrier <input type="checkbox"/> Acquisition of or acquisition by a carrier <input checked="" type="checkbox"/> Merger with or acquisition of or by a hospital or a hospital system <input type="checkbox"/> Any other acquisition, merger, or affiliation between a provider organization and another provider organization where such acquisition, merger, or affiliation would result in an increase in annual net patient service revenue of the provider or provider organization of more than \$10,000,000 <input type="checkbox"/> Any clinical affiliation between a provider or provider organization with another provider or provider organization which itself has an annual net patient service revenue of more than \$25,000,000 <input type="checkbox"/> Formation of a partnership, joint venture, common entity, accountable care organization, or parent corporation created for the purpose of contracting on behalf of more than one provider or provider organizations

13.	What is the proposed effective date of the proposed material change?	Promptly following receipt of all required approvals
Material Change Narrative		
14.	<i>Briefly</i> describe the nature and objectives of the proposed material change:	
	<p>Currently, the sole member of the Hospital is Cooley Dickinson Health Care Corporation (“CDHCC”). The proposed material change will result in The Massachusetts General Hospital (“MGH”) becoming the sole member of CDHCC which, in turn, will result in the Hospital becoming an indirect subsidiary of MGH (the “Affiliation”). MGH is also the sole member of The General Hospital Corporation which operates the acute care hospital known as “Massachusetts General Hospital” (“Mass General”). This Affiliation will allow MGH and Partners HealthCare System, Inc. (“Partners”) acting through MGH, to support the CDHCC system as a member of an integrated healthcare system and to provide clinical, administrative and IT support to benefit local healthcare services in the Hospital’s service area. By combining the clinical services offered at the Hospital with the additional clinical expertise and resources of Mass General and its affiliates, the Affiliation will further the parties’ common charitable missions and purposes of promoting the health of the communities they serve.</p>	
15.	<i>Briefly</i> describe the anticipated impact of the proposed material change:	
	<p>The Affiliation will have both immediate and long term impact. The Affiliation will promote CDHCC's goals of enhancing access, including local access, for residents in the Hospital’s service area to a broad range of high-quality, affordable health care services, lowering the cost of care while improving value, and deploying population health management to improve the health of these residents. Mass General and the Hospital will work to develop clinical programs that focus on clinical services where gaps currently exist. Hospital patients will also have enhanced access to clinical trials through Mass General. Second, the Hospital will work with Mass General and Partners to reduce its costs and to implement the IT infrastructure that will be necessary for effective and efficient care coordination. The infrastructure and expertise of Mass General in transitioning to a fee-for-value population health management model of care will be critical to assuring the long-term viability of the Hospital to provide care in the local community. The Hospital Board of Trustees will continue to exercise local control over the Hospital’s operations, thus fulfilling the responsibilities of the governing board pursuant to the requirements of the Department of Public Health, Board of Registration in Medicine and The Joint Commission while providing the benefits of this Affiliation.</p>	

Development of the Material Change		
16.	Describe any other material changes you anticipate making in the next 12 months:	
	<p>Based on executed agreements that are in place on the date hereof, the Hospital does not anticipate that it will complete any “material changes” (as defined in the Commission’s Bulletin 2013-1) in the next twelve months.</p>	

17.	Indicate the date and nature of any applications, forms, notices or other materials you have submitted regarding the proposed material change to any other state or federal agency:
	On February 21, 2013, the parties filed a Hart-Scott-Rodino application ("HSR") with the Department of Justice ("DOJ") and Federal Trade Commission in connection with the Affiliation. On March 25, 2013, the DOJ issued a Request for Additional Information, and the parties are in the process of responding to such Second Request. The parties have voluntarily submitted all HSR materials to the Massachusetts Attorney General's Office ("AG") and have responded to the AG's requests for information in connection with its review of the Affiliation. On January 24, 2013, the Hospital filed an application with the Department of Public Health for a change of ownership Determination of Need in connection with the Affiliation. On April 2, 2013, the Department of Public Health conducted a public hearing on the DoN application. Final action on the DoN application is currently expected at the May 8 th Public Health Council meeting.

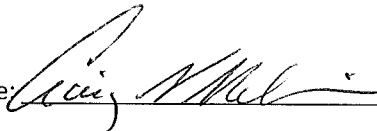
Affidavit of Truthfulness and Proper Submission

I, the undersigned, certify that:

1. I have read the Health Policy Commission Bulletin 2013-1, **Interim Guidance for Providers and Provider Organizations Relative to Notice of Material Change to the Health Policy Commission**.
2. I have read this Notice of Material Change and the information contained therein is accurate and true.
3. I have submitted the required copies of this Notice to the Health Policy Commission and to all relevant agencies (see below*) as required.

Signed on the 6th day of May, 2013, under the pains and penalties of perjury.

Signature: _____

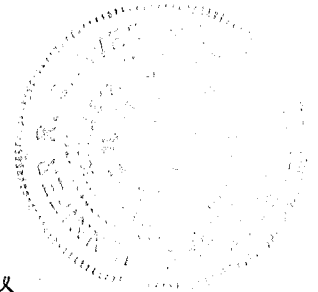


Name: Craig N. Melin

Title: President, Cooley Dickinson Hospital, Inc.

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:

 Notary Signature
 Jennifer R. Graves 6/11/2015



Copies of this application have been submitted electronically as follows:

Office of the Attorney General (1)

Center for Health Information and Analysis (1)