

HEALTH POLICY COMMISSION NOTICE OF MATERIAL CHANGE FORM

**Health Policy Commission
Two Boylston Street
6th Floor
Boston, MA 02116**

GENERAL INSTRUCTIONS

The attached form should be used by a provider or provider organization to provide a notice of material change ("Notice") to the Health Policy Commission ("Commission"), as required under § 13 of M.G.L. c. 6D. To complete the Notice, it is necessary to read and comply with Bulletin 2013-1 issued by the Commission, **Interim Guidance for Providers and Provider Organizations Relative to Notice of Material Change to the Health Policy Commission ("Interim Guidance")**. The Interim Guidance may be obtained on the Commission's website at www.mass.gov/hpc. For further assistance, please contact the Health Policy Commission at HPC-Notice@state.ma.us. This form is subject to statutory and regulatory changes that may take place from time to time.

WHO NEEDS TO FILE

This Notice should be submitted by any provider or provider organization with \$25,000,000 in net patient service revenue or more in the preceding fiscal year that is proposing a material change, as defined by the Interim Guidance. Notice must be filed with the Commission not less than 60 days before the effective date of the proposed change.

SUBMISSION OF NOTICE

One electronic copy of the Notice, in a portable document form (pdf), should be submitted to the following:

Health Policy Commission
HPC-Notice@state.ma.us

Office of the Attorney General
HCD-6D-NOTICE@state.ma.us

Center for Health Information and Analysis
CHIA-Legal@state.ma.us

PRELIMINARY REVIEW AND NOTICE OF COST AND MARKET IMPACT REVIEW

If the information provided in the Notice is incomplete or if the Commission determines clarification of the information submitted is needed to make its decision, the Commission may require the notifying organization to submit such supplemental information within 30 days of receipt of the initial Notice.

The Commission will notify each notifying organization of its decision to proceed with a cost and market impact review within 30 days of its receipt of a completed Notice and all necessary supplemental information.

PUBLIC DISCLOSURE

Pursuant to Bulletin 2013-1 issued by the Commission, all information collected by the Commission in connection with a Notice shall be deemed to be a public record.

NOTICE OF MATERIAL CHANGE

Date of Notice: 5/24/13

1.	Name:	Hawthorn Medical Associates, LLC and its affiliates – Hawthorn Medical Associates Sleep Center, LLC and Hawthorn Endoscopy Service, LLC (collectively, "Hawthorn")
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2.	Federal TAX ID #	MA DPH Facility ID #	NPI #
	04-3436165 80-0447827 04-3483379	Not Applicable	1508825811, 1619196201, 1396965711, 1659649853, 1205056629, 1104190560 1093995094 1073572327

Contact Information					
3.	Business Address 1:	535 Faunce Corner Road			
4.	Business Address 2:				
5.	City:	North Dartmouth	State:	MA	Zip Code: 02747
5.	Business Website:	http://www.hawthornmed.com			
Contact Information					
7.	Contact First Name:	James	Contact Last Name:	Gularek	
8.	Title:	CEO			
9.	Contact Phone:	508-961-0941	Extension:		
10.	Contact Email:	jgularek@hawthornmed.com			

Description of Organization	
11.	<i>Briefly</i> describe your organization.
	Hawthorn Medical Associates is a multi-specialty medical group practice. Hawthorn Medical Associates Sleep Center, LLC evaluates and treats sleep disorders. Hawthorn Endoscopy Service, LLC is a medical practice with a focus on endoscopy.

Type of Material Change	
12.	Check the box that most accurately describes the proposed material change:
	<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?	Immediately following receipt of all required approvals.
Material Change Narrative		
14.	<i>Briefly describe the nature and objectives of the proposed material change:</i>	
	Steward Health Care System LLC has entered into an asset purchase agreement with Hawthorn whereby (a) the assets and operations related to Hawthorn's Ambulatory Surgery Center and Sleep Lab will be transferred to Steward Saint Anne's Hospital Corporation, and (b) the assets and operations of Hawthorn's medical offices will be transferred to Steward Medical Group ("SMG"). Following the closing of the purchase, the Ambulatory Surgery Center and Sleep Lab will become licensed hospital satellite services of Saint Anne's Hospital (pending required governmental approvals) and the medical offices will become SMG practice locations.	
15.	<i>Briefly describe the anticipated impact of the proposed material change:</i>	
	The change is expected to enhance the coordination of care for patients in New Bedford, Fall River and the surrounding communities. Through greater integration of the service offerings in the area, patients will have access to high-quality, cost-effective care in the communities where they live. Hawthorn physicians and other health care providers will have access to Steward's global payment contracts with commercial insurers, which include quality, safety, access and cost-related incentives. This model of care lowers health care costs by keeping more care in the hands of lower cost, community-based providers.	

Development of the Material Change		
16.	Describe any other material changes you anticipate making in the next 12 months:	
	None	
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:	
	Steward St. Anne's Hospital Corporation filed an application with the Department of Public Health's Determination of Need Program on January 2, 2013 for a change of ownership of the Ambulatory Surgery Center. The application went before the Public Health Council on March 13, 2013. The Public Health Council approved the application for the change of ownership of the Ambulatory Surgery Center at this meeting and the Determination of Need Program issued its approval letter on March, 14, 2013.	

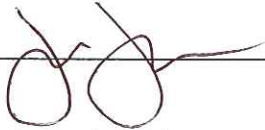
Affidavit of Truthfulness and Proper Submission

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 24th day of May, 2013, under the pains and penalties of perjury.

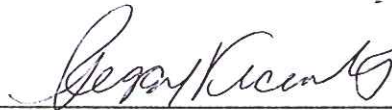
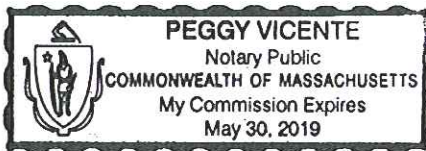
Signature: _____



Name: James Gularek

Title: CEO

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:



Notary Signature

Copies of this application have been submitted electronically as follows:

Office of the Attorney General (1)

Center for Health Information and Analysis (1)