

**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: July 3, 2013

1.	Name:	Atrius Health, Inc.
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2.	Federal TAX ID #	MA DPH Facility ID #	NPI #
	01-0803117	Not Applicable	Not Applicable

Contact Information						
3.	Business Address 1:	275 Grove St.				
4.	Business Address 2:	Ste. 3-300				
5.	City:	Newton	State:	MA	Zip Code:	02466
5.	Business Website:	http://www.atriushealth.org/				
7.	Contact First Name:	Kim	Contact Last Name:	Nelson		
8.	Title:	Chief Legal Officer				
9.	Contact Phone:	(617) 559-8016	Extension:			
10.	Contact Email:	kim_nelson@atriushealth.org				

Description of Organization	
11.	<i>Briefly describe your organization.</i>
	Atrius Health, Inc. ("Atrius"), a Massachusetts non-profit corporation, is an alliance of non-profit community-based physician groups and home health and hospice providers working together to coordinate care for across multiple settings. Atrius' groups include six physician groups, and, as of February 2013, VNA Care Network Foundation, Inc. and its subsidiaries ("VNA Care Network and Hospice"). These groups include more than 1,000 physicians and 2,100 other medical professionals, and serve more than 1 million patients annually. Atrius is a participant in the Pioneer Accountable Care Organization ("ACO") model sponsored by the Centers for Medicare & Medicaid Services Innovation Center.

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 type="checkbox"/> Merger with or acquisition of or by a hospital or a hospital system <input checked="" 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 upon receipt of all necessary consents and approvals.

Material Change Narrative	
14.	<p><i>Briefly describe the nature and objectives of the proposed material change:</i></p> <p>Pursuant to an Affiliation Agreement between the VNA Care Network Foundation, Inc. (“VNACNF”), a subsidiary of Atrius, and the Visiting Nurse Association of Boston Foundation, Inc. (“VNABF”), VNACNF will become the sole corporate member of VNABF following the receipt of all necessary consents and approvals. Consequently, VNACNF will become the indirect parent of VNABF’s operating subsidiaries, which include: Visiting Nurse Association of Boston, Inc., a certified home health agency; VNA Hospice Care, Inc., a licensed hospice provider; and VNA Private Care, Inc., a private duty nursing employment agency licensed by the Department of Labor Standards (collectively, “Boston VNA and Hospice”).</p> <p>The affiliation will enable the Atrius groups’ primary care physicians to better coordinate care beyond the doctor’s office through initiatives such as telehealth monitoring, physical and occupational therapy in the home, as well as culturally-competent care and a process for collaborative care planning and hospice care. The affiliation will also allow Atrius to provide the right care in the right place by coordinating patients’ transitions from acute and post-acute facilities back to their homes. Further, the affiliation will allow Atrius to continue developing and strengthening innovative programs such as Medical Home Models and programs for specific health concerns and populations, which will include the full continuum of care through home health and hospice services. Following the affiliation, VNA Care Network and Hospice and Boston VNA and Hospice will not be exclusive to Atrius, but will continue to serve patients, hospitals and physician groups outside of the Atrius groups.</p>
15.	<p><i>Briefly describe the anticipated impact of the proposed material change:</i></p> <p>This affiliation will improve the quality and efficiency of care for Atrius patients across multiple settings. Atrius, as the sole corporate parent of VNACNF and the medical groups, will be empowered to develop new and better ways to coordinate home health services with ambulatory care, improve care for patients and their caregivers, and provide patient-centered care that is coordinated and led by the primary care physician and a team of clinicians working with specialists across multiple settings of care, including the physicians’ offices, hospital, home, and hospice. As stated above, the affiliation will not change the fact that VNA Care Network and Hospice and Boston VNA and Hospice will continue to accept non-Atrius referrals and serve non-Atrius patients in their respective service areas.</p>
Development of the Material Change	
16.	<p>Describe any other material changes you anticipate making in the next 12 months:</p> <p>As indicated in BIDMC’s submission to HPC on March 22, 2012, Atrius, Lahey Health System, and BIDMC (along with HMFP) are engaged in preliminary and high-level discussions about a possible new multi-party collaboration.</p>
17.	<p>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:</p> <p>Atrius notified the Office of the Attorney General, Non-Profit Organizations/Public Charities Division of the proposed affiliation earlier this year. Atrius also notified the Office of the Attorney General, Antitrust Division of the proposed affiliation and submitted additional information in writing to the Division on April 8, 2013.</p>

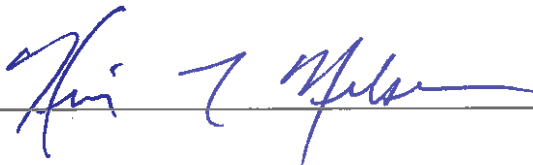
Affidavit of Truthfulness and Proper Submission

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 2nd day of July, 20 13, under the pains and penalties of perjury.

Signature: _____

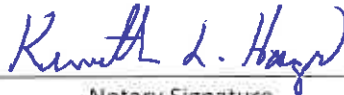


Name: Kimberly L. Nelson

Title: Chief Legal Officer

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:

COMMONWEALTH OF MASSACHUSETTS
MIDDLESEX COUNTY



Notary Signature

KENNETH L. HAGAR, Notary Public
My Commission Expires 6/8/2018

Copies of this application have been submitted electronically as follows:

Office of the Attorney General (1)

Center for Health Information and Analysis (1)