

**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/anf/hpc](http://www.mass.gov/anf/hpc). For further assistance, please contact the Health Policy Commission at [HPC-Notice@state.ma.us](mailto: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 fewer 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](mailto:HPC-Notice@state.ma.us)

Office of the Attorney General  
[HCD-6D-NOTICE@state.ma.us](mailto:HCD-6D-NOTICE@state.ma.us)

Center for Health Information and Analysis  
[CHIA-Legal@state.ma.us](mailto: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	Visiting Nurse Association of Boston, Inc. ("VNAB"), VNA Hospice Care, Inc. ("VNAHC") and VNA Private Care, Inc. ("VNAPC")		
2.	Federal Tax ID #	MA DPH Facility ID #	NPI #	
	20-1916670 04-2105800 04-2658051	7202	1225031032 1427051598	

Contact Information					
3.	Business Address 1:	500 Rutherford Avenue, Suite 101			
4.	Business Address 2:				
5.	City:	Charlestown,	State:	MA	Zip Code: 02129
6.	Business Website:	www.bostonvna.org			
7.	Contact First Name:	Rey	Contact Last Name:	Spadoni	
8.	Title:	President and CEO			
9.	Contact Phone:	617-886-6878	Extension:		
10.	Contact Email:	rspadoni@vnab.org			

Description of Organization	
11.	Briefly describe your organization.
	VNAB and VNAHC are each a 501(c)(3), Massachusetts nonprofit corporation that respectively provide home health and hospice services to patients covered by Medicare, Medicaid and commercial insurance, as well as to uninsured patients in Eastern Massachusetts. VNAPC is a Massachusetts business organization that provides private care in the home to patients within the same service area, at the patients' expense. Visiting Nurse Association of Boston Foundation, Inc. ("VNABF"), a 501(c)(3), Massachusetts nonprofit corporation, is the sole corporate member of

	each of VNAB and VNAHC, and is the sole shareholder of VNAPC.
--	---

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 with 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  Any clinical affiliation 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 organization 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.	Briefly describe the nature and objectives of the proposed material change:
	<p>On July 1, 2013, VNABF entered into an affiliation agreement with VNA Care Network Foundation, Inc. (“VNACNF”), a subsidiary of Atrius Health, Inc. (“Atrius”), a 501(c)(3) Massachusetts non-profit corporation, which is an alliance of six non-profit community-based physician groups and VNACNF. VNACNF, through its non-profit operating subsidiaries, VNA Care Hospice, Inc., VNA Care Network, Inc. and VNA Care Advantage, Inc., (collectively, “VNA Care Network and Hospice”) provide hospice, home health and private duty services to individuals in Central and Eastern Massachusetts. Pursuant to the affiliation, 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 VNAB, VNAHC and VNAPC (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</p>

	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 that 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 Atrius groups.
15.	Briefly describe the anticipated impact of the proposed material change:
	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.
	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, notice or other materials you have submitted regarding the proposed material change to any other state or federal agency:
	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.  VNAHC will submit an Initial Licensure Application: Notice of Intent to Acquire/Application for Determination of Suitability to the Massachusetts Department of Public Health Division of Health Care Quality, a notice of affiliation to MassHealth, an updated 855A application to the Centers for Medicare & Medicaid Services. VNAB will submit an updated 855A application to the Centers for Medicare & Medicaid Services. VNAPC will submit a notice to the Massachusetts Division of Labor Standards.

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.

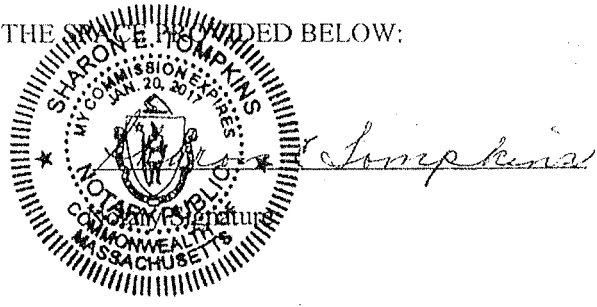
Signed on the 3<sup>rd</sup> day of July, 2013, under the pains and penalties of perjury.

Signature: 

Name: Reynold G. Spadoni

Title: President & CEO

FORMS MUST BE NOTARIZED IN THE SPACES PROVIDED BELOW:



\*Copies of this application have been submitted electronically as follows:

Office of the Attorney General (1)

Center for Health Information and Analysis (1)