

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: _____

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| 1. | Name: | Jordan Hospital, Inc. |
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|----|------------------|----------------------|------------|
| 2. | Federal TAX ID # | MA DPH Facility ID # | NPI # |
| | 222-667-354 | 2082 | 1164535084 |

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|----------------------------|--|--|--|--|--|
| Contact Information | | | | | |
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| 3. | Business Address 1: | 275 Sandwich Street | | | |
| 4. | Business Address 2: | | | | |
| 5. | City: | Plymouth | State: | MA | Zip Code: 02360 |
| 5. | Business Website: | www.jordanhospital.org | | | |

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| Contact Information | | | | | |
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| 7. | Contact First Name: | Peter | Contact Last Name: | Holden | |
| 8. | Title: | President and Chief Executive Officer | | | |
| 9. | Contact Phone: | (508) 830-2001 | Extension: | | |
| 10. | Contact Email: | pholden@jordanhospital.org | | | |

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| Description of Organization | |
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| 11. | <i>Briefly</i> describe your organization. |
| | <p>Jordan Hospital, Inc. ("Jordan Hospital") is an acute care hospital controlled by its sole member and parent, The Jordan Health Systems, Inc. ("JHS"), a Massachusetts charitable corporation. Jordan Hospital and JHS have mirror Boards of Directors that currently consist of 14 elected members and two voting <i>ex officio</i> members, the President of Jordan Hospital and JHS and the President of the Jordan Hospital Medical-Dental Staff. Jordan Hospital is currently licensed by the Department of Public Health of The Commonwealth of Massachusetts for a total of 155 beds, which include 106 medical/surgical beds, 5 pediatric service beds, 12 obstetrics service beds, 13 intensive care unit/coronary care unit beds, and 19 psychiatric service beds. In addition to the main hospital site, Jordan Hospital operates four satellite locations, including Jordan MRI at Duxbury, Jordan Hospital Rehabilitation Center, Jordan Hospital Rehabilitation Center at The Pine Hills, and Jordan Hospital Imaging at The Park.</p> |

| 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. | <table border="1"> <tr> <td>What is the proposed effective date of the proposed material change?</td> <td>Promptly following receipt of all required approvals.</td> </tr> </table> | What is the proposed effective date of the proposed material change? | Promptly following receipt of all required approvals. |
| What is the proposed effective date of the proposed material change? | Promptly following receipt of all required approvals. | | |
| Material Change Narrative | | | |
| 14. | Briefly describe the nature and objectives of the proposed material change: | | |
| | <p>JHS is the sole corporate member of a hospital and a provider: Jordan Hospital and Jordan Physician Associates, Inc. ("JPA"). JHS also controls Jordan Community ACO, Inc. ("JCACO") through a class of directors serving on JCACO's board. The proposed material change will result in Beth Israel Deaconess Medical Center, Inc. ("BIDMC") becoming the sole corporate member of Jordan Hospital (replacing JHS in that role) and the sole corporate member of JHS. As a result, JPA will be an indirect subsidiary of BIDMC and JCACO will be indirectly controlled by BIDMC (the "Affiliation"). The Affiliation will allow Jordan Hospital, as an affiliate of BIDMC, to receive clinical, administrative and IT support to benefit local healthcare services in Jordan Hospital's service area. This includes physician specialist coverage and other clinical and administrative services from the Harvard Medical Faculty Physicians at Beth Israel Deaconess Medical Center, Inc. ("HMFP") under the existing affiliation between BIDMC and HMFP. By combining the clinical services offered at Jordan Hospital with the additional clinical expertise and resources of BIDMC and its affiliates, including HMFP, the Affiliation will further the organizations' common charitable missions and purposes of promoting the health of the communities they serve. More specifically, the Affiliation includes the following elements:</p> <p><u>Primary Care:</u> The organizations will seek to optimize the provision of primary care in Jordan Hospital's service area and will collaborate to improve the quality and cost of primary care delivered to patients in the service area, in part through expansion of the primary care physician base in the Jordan Hospital service area.</p> <p><u>Specialty and Sub-Specialty Care:</u> The organizations will evaluate the specialty and sub-specialty care needs of the populations and communities served by Jordan Hospital and identify and implement service options to meet these needs. In doing so, a primary objective will be to equitably serve the health care needs of Jordan Hospital patients within their own communities. The organizations will co-recruit physicians in certain specialties, and the organizations anticipate that BIDMC and HMFP will provide certain specialty and sub-specialty services to Jordan Hospital patients in the community in areas yet to be determined.</p> <p><u>Medical Professional Development:</u> The organizations will coordinate Harvard Medical School faculty appointments for Jordan Hospital physicians in certain departments and will also share certain professional development resources.</p> <p><u>Health Care Quality:</u> The organizations will broadly collaborate in health care quality initiatives and quality assurance processes.</p> <p><u>Community and Provider Education:</u> Through co-branding and other means, the organizations will work together to alert patients, providers and the larger communities served to the new care collaboration efforts.</p> <p><u>Electronic Medical Records:</u> BIDMC and Jordan Hospital intend to establish bi-directional access to the respective electronic medical records of patients seen by both organizations in order to enhance the coordination of care.</p> | | |

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| | <p>The organizations will continue to separately negotiate contracts with commercial health insurers. Jordan Hospital and JPA, however, will participate in Beth Israel Deaconess Care Organization (“BIDCO”), an accountable care organization. It is expected that this relationship will begin January 2014. A separate filing further describing Jordan Hospital’s and JPA’s participation in BIDCO will be made by BIDCO.</p> <p>Additionally, simultaneously with the Affiliation described above, Jordan Hospital will enter into a clinical affiliation agreement with Atrius Health, Inc. (“Atrius”) under which the Atrius medical groups will designate Jordan Hospital as a preferred community hospital. Atrius is expected to separately provide notice of this proposed clinical affiliation with Jordan Hospital.</p> |
| 15. | <p><i>Briefly</i> describe the anticipated impact of the proposed material change:</p> |
| | <p>Jordan Hospital, BIDMC and Atrius will become more clinically aligned in order to improve care for our patients and communities. The organizations’ shared goal is to provide high quality, cost effective care in the most appropriate setting. The organizations will work to enhance and expand the range of services offered locally by Jordan Hospital. When tertiary or quaternary-level care is needed in an academic medical center setting, this relationship could result in a greater number of patients from the Jordan Hospital communities being served by BIDMC than is presently the case.</p> <p>The Jordan Hospital Board of Directors will continue to exercise local control over Jordan Hospital's operations, subject to the reserved powers of BIDMC as the sole member, 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 the affiliations.</p> |

| Development of the Material Change | |
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| 16. | <p>Describe any other material changes you anticipate making in the next 12 months:</p> |
| | <p>Jordan Hospital does not anticipate making any other material changes in the next 12 months.</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>Simultaneously with the filing of this application, Jordan Hospital and/or BIDMC will file a notice with the Department of Public Health and the Public Health Commission, the Division of Medical Assistance (MassHealth), and the Office of the Attorney General, the Center for Health Information and Analysis, as required. BIDMC and Jordan Hospital also will file a Hart-Scott-Rodino application with the U.S. Department of Justice and the U.S. Federal Trade Commission.</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 29 day of July, 2013, under the pains and penalties of perjury.

Signature: 

Name: Peter J. Holden

Title: President and Chief Executive Officer

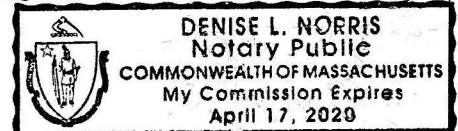
FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:


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)



EXPLANATIONS AND DEFINITIONS

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| 1. | Name | Legal business name as reported with Internal Revenue Service. This may be the parent organization or local provider organization name. |
| 2. | Federal TAX ID # | 9-digit federal tax identification number also known as an employer identification number (EIN) assigned by the internal revenue service. |
| | MA DPH Facility ID # | If applicable, Massachusetts Department of Public Health Facility Identification Number. |
| | National Provider Identification Number (NPI) | 10-digit National Provider identification number issued by the Centers for Medicare and Medicaid Services (CMS). This element pertains to the organization or entity directly providing service. |
| 3. | Business Address 1: | Address location/site of applicant |
| 4. | Business Address 2: | Address location/site of applicant continued often used to capture suite number, etc. |
| 5. | City, State, Zip Code | Indicate the City, State, and Zip Code for the provider organization as defined by the US Postal Service. |
| 6. | Business Website: | Business website URL |
| 7. | Contact Last Name, First Name | Last name and First Name of the primary administrator completing the registration form. |
| 8. | Title: | Professional title of the administrator completing the registration form. |
| 9. | Contact Telephone and Extension | 10-digit telephone number and telephone extension (if applicable) for administrator completing the registration form |
| 10. | Contact Email: | Contact email for administrator |
| 11. | Description of Organization: | Provide a brief description of the notifying organization's ownership, governance, and operational structure, including but not limited to provider type (acute hospital, physician group, skilled nursing facilities, independent practice organization, etc.), number of licensed beds, ownership type (corporation, partnership, limited liability corporation, etc.), service lines and service area(s). |
| 12. | Type of Material Change | <p>Indicate the nature of the proposed material change.</p> <p><i>Definitions of terms:</i> "Carrier", an insurer licensed or otherwise authorized to transact accident or health insurance under chapter 175; a nonprofit hospital service corporation organized under chapter 176A; a nonprofit medical service corporation organized under chapter 176B; a health maintenance organization organized under chapter 176G; and an organization entering into a preferred provider arrangement under chapter 176I; provided that this shall not include an employer purchasing coverage or acting on behalf of its employees or the employees of 1 or more subsidiaries or affiliated corporations of the</p> |

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| | | <p>employer; provided that, unless otherwise noted, the term “carrier” shall not include any entity to the extent it offers a policy, certificate or contract that provides coverage solely for dental care services or visions care services.</p> <p>“Hospital”, any hospital licensed under section 51 of chapter 111, the teaching hospital of the University of Massachusetts Medical School and any psychiatric facility licensed under section 19 of chapter 19.</p> <p>“Hospital System”, a group of affiliated entities that includes one or more Hospitals that are overseen by a common entity or parent corporation.</p> <p>“Net patient service revenue”, total revenue received for patient care from any third party payer net of any contractual adjustments.</p> <p>“Provider”, any person, corporation, partnership, governmental unit, state institution or any other entity qualified under the laws of the commonwealth to perform or provide health care services.</p> <p>“Provider organization”, any corporation, partnership, business trust, association or organized group of persons, which is in the business of health care delivery or management, whether incorporated or not that represents 1 or more health care providers in contracting with carriers for the payments of health care services; provided, that “provider organization” shall include, but not be limited to, physician organizations, physician-hospital organizations, independent practice associations, provider networks, accountable care organizations and any other organization that contracts with carriers for payment for health care services.</p> |
| 13. | Proposed Effective Date of the Proposed Material Change | Indicate the effective date of the proposed material change. NOTE: The effective date may not be less than 60 days from the date of the application notice. |
| 14. | Description of the Proposed Material Change | Provide a brief narrative describing the nature and objectives of the proposed material change. Include organizational charts and other supporting materials as necessary to illustrate the proposed change in ownership, governance or operational structure. |
| 15. | Impact of the Proposed Material Change | <p>Provide a brief description of any analysis conducted by the notifying organization as to the anticipated impact of the proposed material change including, but not limited to, the following factors, as applicable:</p> <ul style="list-style-type: none"> • Costs • Prices, including prices of the provider or provider organization involved in the proposed merger, acquisition, affiliation or other proposed material change • Utilization • Health status adjusted total medical expenses |

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| | | <ul style="list-style-type: none"> • Market Share • Referral Patterns • Payer Mix • Service Area(s) • Service Line(s) • Service Mix |
| 16. | Future Planned Material Changes | Provide a brief description of the nature, scope and dates of any pending or planned material changes to ownership, governance, or operations within the 12 months following the date of the notice. |
| 17. | Submission to Other State or Federal Agencies | Indicate the date and nature of any other applications, forms, notices or other materials provided to other state for federal agencies relative to the proposed material change, including but not limited to the Department of Public Health (e.g., Determination of Need Application, Notice of Intent to Acquire, Change in Licensure), Massachusetts Attorney General (e.g., notice pursuant to G.L. c. 180, §8A(c)), U.S. Department of Health and Human Services (e.g., Pioneer ACO or Medicare Shared Savings Program application) and Federal Trade Commission/Department of Justice (e.g., Notification and Report Form pursuant to 15 U.S.C. sec. 18a). |