

**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 29, 2013

1.	Name:	Harvard Medical Faculty Physicians at Beth Israel Deaconess Medical Center, Inc.		
2.	Federal TAX ID #	MA DPH Facility ID #	NPI #	
	22- 2768204	N/A	See attached list.	

Contact Information					
3.	Business Address 1:	375 Longwood Avenue			
4.	Business Address 2:	Third Floor			
5.	City:	Boston	State:	MA	Zip Code: 02215
5.	Business Website:	http://hmfp.caregroup.org			
7.	Contact First Name:	Edward	Contact Last Name:	Grab	
8.	Title:	Senior Vice President and Chief Administrative and Strategy Officer			
9.	Contact Phone:	(617) 632-7531	Extension:		
10.	Contact Email:	egrab@bidmc.harvard.edu			

Description of Organization	
11.	<i>Briefly</i> describe your organization.
	Harvard Medical Faculty Physicians at Beth Israel Deaconess Medical Center, Inc. ("HMFP") is a non-profit, Section 501(c)(3) corporation that employs approximately 800 physicians who are members of the Medical Staff of Beth Israel Deaconess Medical Center ("BIDMC") and faculty members of Harvard Medical School. HMFP is governed by a Board of Directors that consists of the 13 Chairs of HMFP's clinical Departments, the Chief Executive Officer of BIDMC, the Chief Executive Officer, Chief Administrative and Strategy Officer and Chief Financial Officer of HMFP, 4 physician employees of HMFP, and 6 independent Community Directors. HMFP is affiliated with BIDMC through an exclusive affiliation agreement that was signed in 2006.

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 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 checked="" 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.
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Material Change Narrative	
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14.	<p><i>Briefly</i> describe the nature and objectives of the proposed material change:</p> <p>Jordan Health Systems, Inc. ("JHS") is the sole corporate member of a hospital and a provider: Jordan Hospital, Inc. ("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 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"). This Affiliation will allow BIDMC to support Jordan Hospital as a member of a healthcare system and provide 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 Harvard Medical Faculty Physicians at Beth Israel Deaconess Medical Center, Inc. ("HMFP") under the existing affiliation between BIDMC and HMFP; upon the closing of the Affiliation, Jordan Hospital will become subject to the existing BIDMC-HMFP Affiliation Agreement. 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 parties' common charitable missions and purposes of promoting the health of the communities they serve.</p>
15.	<p><i>Briefly</i> describe the anticipated impact of the proposed material change:</p> <p>HMFP, BIDMC and Jordan Hospital 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 HMFP and/or BIDMC than is presently the case.</p> <p>The Jordan Hospital Board of Trustees will continue to exercise local control over Jordan 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	
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16.	<p>Describe any other material changes you anticipate making in the next 12 months:</p> <p>Along with BIDMC, HMFP is engaged in very preliminary discussions with New England Baptist Hospital (also a member of CareGroup) about a collaboration (to date, wholly undefined, though not a merger) for the provision of bone and joint care services. Additionally, HMFP, along with BIDMC, is engaged with Atrius Health and Lahey Health in very preliminary and high-level discussions about a possible new multi-party collaboration, with no decisions to date as to whether to proceed with such collaboration or as to the form or specific scope of such 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>HMFP understands that simultaneously with the filing of this application, BIDMC and/or Jordan Hospital will file a notice with the Department of Public Health and the Public Health Commission, the Office of the Attorney General, and 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>

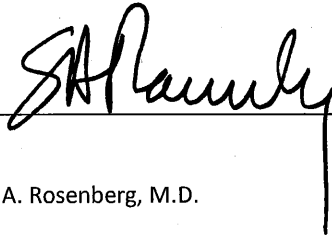
Affidavit of Truthfulness and Proper Submission

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 26th day of July, 2013, under the pains and penalties of perjury.

Signature: _____



Name: Stuart A. Rosenberg, M.D.

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

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>

		<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

		<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).

List of HMFP NPIs

Anesthesia - HMFP @ BIDMC	1093756629
Dermatology – HMFP	1043250616
Emergency Medicine – HMFP	1316987993
ENT – HMFP	1114967791
GI/ Medicine – HMFP	1225078801
Medicine – HMFP	1194765438
Neonatology – HMFP	1235218843
Neurology – HMFP	1992745236
OB/GYN – HMFP	1518908136
Ophthalmologic/Surgery - HMFP	1952327066
Orthopedic Surgery – HMFP	1972544591
Pathology – HMFP	1346281938
Podiatry / Surgery – HMFP	1649210907
Psychiatry – HMFP	1770524373
Radiation Oncology – HMFP	1982644555
Radiology – HMFP	1275574899
Urology / General Surgery – HMFP	1720037385
Vascular / Surgery – HMFP	1891736310