

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: October 23, 2013

1.	Name:	Harbor Medical Associates, P.C.
----	-------	---------------------------------

2.	Federal TAX ID #	MA DPH Facility ID #	NPI #
	04- 2702579	N/A	1124079561

Contact Information					
----------------------------	--	--	--	--	--

3.	Business Address 1:	541 Main Street				
4.	Business Address 2:	Suite 310				
5.	City:	South Weymouth	State:	MA	Zip Code:	01845
5.	Business Website:	www.harbormedical.com				

7.	Contact First Name:	Regina	Contact Last Name:	Rockefeller
8.	Title:	Legal Counsel		
9.	Contact Phone:	617-345-6182	Extension:	N/A
10.	Contact Email:	rrockefeller@nixonpeabody.com		

Description of Organization	
------------------------------------	--

11.	<p><i>Briefly</i> describe your organization.</p> <p>Harbor Medical Associates, P.C. is a multi-specialty group medical practice providing primary care, family care and specialty medical and surgical services to adult patients on the South Shore of Massachusetts. Harbor's specialty care includes Cardiac Care, Endocrinology, Gastroenterology, Hematology/Oncology, Neurology, Pulmonary and Sleep Medicine and Surgery. HMA employs 32 primary care physicians, 33 specialty care physicians, 5 physician assistants, 9 nurse practitioners and 305 administrative and managerial support staff. Harbor's 79 clinicians practice at seven Massachusetts locations, three HMA offices in Weymouth and one Harbor office each in Braintree, Holbrook, Pembroke and Scituate. Harbor also provides oncology, laboratory and CT services at the Ambulatory Cancer Center on the campus of South Shore Hospital in South Weymouth, Massachusetts.</p> <p>Harbor has longstanding experience successfully and</p>
-----	---

efficiently managing its patients' care under capitated financial arrangements. Harbor has significant experience in population health management. Harbor offers its patients a National Commission for Quality Assurance certified Level 3 Medical Home and owns and operates its own Accountable Care Organization certified under the Medicare Shared Savings Program. As a group medical practice, Harbor will share its expertise in these important areas with Partners to control health care expenditures. Since 2009 Harbor has maintained its patient records through an electronic health record (EHR) system. Harbor has achieved Stage 1 meaningful use of EHR.

Harbor owns and operates its own urgent care center in an effort to reduce inappropriate emergency department utilization by Harbor patients. Harbor offers a Wellness and Education Center that provides patient education in diabetes so as to avoid unnecessary inpatient hospitalizations for patients living with diabetes. Harbor also offers its patients with congestive heart failure a disease management program. Harbor operates two certified clinical laboratories and offers on-site diagnostic imaging for its patients. Harbor accepts most health insurance plans that provide insurance products in Massachusetts, including Medicare and for specialty referrals Mass Health.

Harbor's wholly owned subsidiary, South Shore Endoscopy Center, Inc., is an ambulatory surgery center focused on providing colonoscopies and other gastrointestinal outpatient procedures in a low cost setting.

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?	On or about January 1, 2014.
Material Change Narrative		
14.	<i>Briefly describe the nature and objectives of the proposed material change:</i> <p>Harbor Medical Associates, P.C. ("Harbor"), a Massachusetts professional corporation, and Brigham and Women's Physicians Organization, Inc. ("BWPO"), a Massachusetts not-for-profit corporation that is indirectly controlled by PHS, have entered into a Memorandum of Understanding dated as of July 19, 2013 (the "MOU") pursuant to which BWPO has agreed to purchase all of the outstanding capital stock of Harbor (the "Acquisition"). The MOU thus contemplates a change in ownership of Harbor.</p> <p>Harbor is a patient centered, multi-disciplinary group medical practice engaged in population health management and offering to its patients one-stop shopping for their adult primary and specialty care. BWPO is an academic faculty practice group that is engaged in clinical care and medical research and education, and as part of the Partners integrated health system also strives to expand access to high quality care and to improve the quality and cost effectiveness of health care through population health management. BWPO will integrate the Harbor physicians into a community-based, multi-specialty (including primary and specialty care) physician practice business unit of BWPO located in Harbor's existing offices on the South Shore.</p> <p>The acquisition will enable BWPO and the Harbor physicians to act together pro-actively to improve population health, expand access to needed health care services across the care continuum, and provide health care services in a more patient centered manner, with the goal of moderating the rate growth of health care expenditures in southeastern Massachusetts.</p>	
15.	<i>Briefly describe the anticipated impact of the proposed material change:</i>	

The parties expect that this transaction will result in the delivery of high quality, cost effective health care to all patients served by the parties in southeastern Massachusetts, expand access to needed health care services, and should contribute, over time, to moderating the rate of growth in health care expenditures for the benefit of patients and employers.

Development of the Material Change	
16.	Describe any other material changes you anticipate making in the next 12 months:
	Harbor does not anticipate making any other material changes in the next 12 months. Harbor continues to recruit additional physicians to serve patients on the South Shore.
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:
	As of the date hereof, Harbor has not made any formal filings with, and has not given any written notices to, any state or federal agencies other than this Notice of Material Change to the Health Policy Commission.

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 23 day of October, 2013, under the pains and penalties of perjury.

Signature: _____



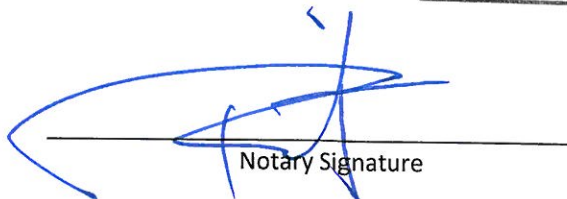
Name: Peter A. Grape, M.D.

Title: 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)