

**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 24, 2013

1.	Name:	Partners HealthCare System, Inc.
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2.	Federal TAX ID #	MA DPH Facility ID #	NPI #
	04-3230035	N/A	N/A

Contact Information					
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3.	Business Address 1:	800 Boylston Street				
4.	Business Address 2:	Suite 1150				
5.	City:	Boston	State:	MA	Zip Code:	02199
45.	Business Website:	www.partners.org				

7.	Contact First Name:	Brent	Contact Last Name:	Henry	
8.	Title:	Vice President and General Counsel			
9.	Contact Phone:	617-278-1065	Extension:		
10.	Contact Email:	bhenry1@partners.org			

Description of Organization	
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11.	<i>Briefly describe your organization.</i>
	<p>Partners HealthCare System, Inc. ("PHS") is the parent organization of an integrated health system ("Partners HealthCare") founded by Brigham and Women's Hospital and Massachusetts General Hospital. In addition to its two academic medical centers, Partners HealthCare includes community and specialty hospitals, a managed care organization, community health centers, a physician network, home health and long-term care services, and other health-related entities. Partners HealthCare is one of the nation's leading biomedical research organizations and its hospitals are principal teaching affiliates of Harvard Medical School. PHS and substantially all of the organizations that comprise Partners HealthCare are non-profit organizations.</p>

Type of Material Change	
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12.	Check the box that most accurately describes the proposed material change:
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	<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</i> describe the nature and objectives of the proposed material change:	
	<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.</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</i> describe the anticipated impact of the proposed material change:	

	<p>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.</p>

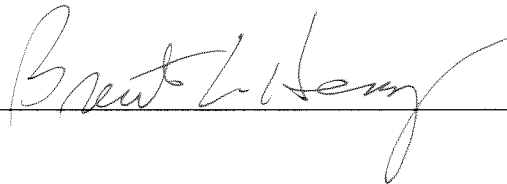
Development of the Material Change	
16.	Describe any other material changes you anticipate making in the next 12 months:
	<p>Based on executed agreements that are in place on the date hereof, PHS anticipates that it will complete the following "material changes" (as defined in the Commission's Bulletin 2013-1) in the next twelve months:</p> <ul style="list-style-type: none"> 1) the acquisition of South Shore Health and Educational Corporation and its affiliated organizations, including South Shore Hospital; and 2) the acquisition of Hallmark Health Corporation and its affiliated organizations, including Hallmark Health System.
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:
	<p>As of the date hereof, PHS 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.</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 21st day of October, 2013, under the pains and penalties of perjury.

Signature: 

Name: Brent L. Henry

Title: Vice President and General Counsel

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 MyChart

