
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: February 28, 2014

1.	Name:	Beth Israel Deaconess Physician Organization, LLC, d/b/a Beth Israel Deaconess Care Organization (BIDCO)
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2.	Federal TAX ID #	MA DPH Facility ID #	NPI #
	04-3426253	N/A	N/A

Contact Information				
3.	Business Address 1:	400 Blue Hill Drive		
4.	Business Address 2:	Suite 2B		
5.	City:	Westwood	State: MA	Zip Code: 02090
5.	Business Website:	www.bidco.org		
7.	Contact First Name:	Deb	Contact Last Name:	Schoenthaler
8.	Title:	Chief Operating Officer		
9.	Contact Phone:	617-754-1007	Extension:	
10.	Contact Email:	dschoent@bidmc.harvard.edu		

Description of Organization	
11.	<i>Briefly</i> describe your organization.
	<p>BIDCO is an Accountable Care Organization (ACO) and clinically integrated third party payor contracting organization, created to align Member hospital and physician efforts to improve patient care and care management and to share risk under reimbursement contracts. As of January 1, 2014, BIDCO's membership will include approximately 2,050 physicians and 5 hospitals (BIDMC, BIDH-Milton, BIDH-Needham, BIDH-Plymouth and Cambridge Health Alliance). BIDCO has two corporate Members: BIDCO Physician LLC (the members of which are physician groups) and BIDCO Hospital LLC (the members of which are hospitals). BIDCO is governed by a 14 person Board of Managers, with equal representation from both Members and with a co-Chair from each Member. BIDCO supports its providers in key care management and other functions including pharmacy management, health quality improvement, Electronic Health Records (EHR) implementation and support, contracting, data management and reporting, and financial reporting and accounting. The President and CEO of BIDCO manages the organization through a centralized business staff and both a centralized and decentralized medical management staff (the infrastructure of the organization), as appropriate.</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 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
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13.	What is the proposed effective date of the proposed material change?	60 days from the date of this filing or sooner if notified by HPC
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Material Change Narrative		
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14.	<i>Briefly</i> describe the nature and objectives of the proposed material change:	
	<p>Anna Jaques Hospital and Whittier IPA, which are the constituent members of Lower Merrimack Valley PHO (LMVPHO), intend to join BIDCO as participating providers as of 60 days from the date of this filing or sooner if notified by HPC ("Effective Date"), for the purpose of aligning risk among our hospital, physicians, and BIDCO ACO affiliate members, and implementing shared care management programs across all BIDCO providers. This means that the Whittier IPA physicians will join certain BIDCO payor contracts on or after the Effective Date and other contracts as they come up for renewal thereafter. Anna Jaques Hospital will also become part of BIDCO, and after the Effective Date will join BIDCO payor contracts as contracts come up for renewal. Note that although Anna Jaques Hospital will be new to BIDCO, it has an existing clinical affiliation with BIDMC, which has been in place for approximately four years. Once Anna Jaques Hospital and/or Whittier IPA is participating in a BIDCO risk contract, BIDCO will integrate clinical care data into its data warehouse, where the information will be utilized to improve patient care quality and efficiency, and where Anna Jaques Hospital and the Whittier IPA providers will also receive reports and analytics to help meet these goals. A primary care physician (PCP) leader from Whittier IPA will join the leadership group at BIDCO as a member of the PCP Advisory Committee. Through regular meetings of the PCP Advisory Committee and with feedback from clinicians at the local level, care management programs and best practices will be integrated across the BIDCO network, including at LMVPHO, with the goal of continuously using information on best practices to effectuate improvements based on feedback from local physicians and hospitals.</p>	

15.	<i>Briefly</i> describe the anticipated impact of the proposed material change:	
	<p>Including the constituent members of LMVPHO (Anna Jaques Hospital and the Whittier IPA) in the BIDCO network of providers will bring about many beneficial opportunities for care improvement and efficiency in the provision of patient care and other services, both for LMVPHO providers and for the current providers in the BIDCO network. Each organization brings its unique experience and success in the management of patients, with LMVPHO and its constituent members having experience with population management as well as integration of clinical information across its provider network, and BIDCO having successful experience in the management of total medical expense (TME) and extensive work in the implementation of care management programs. Synergy across the BIDCO network will allow for continuous improvement in the management of medical cost trends, allowing payors to maintain lower premium increases for the benefit of health care consumers. In addition, shared clinical information through EHRs promotes better management of patient health, both in terms of cost and quality of care provided. Infrastructure is more easily coordinated and distributed when providers are working together using similar processes, accessing uniform systems, and following coordinated care pathways and protocols.</p>	

Development of the Material Change		
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16.	Describe any other material changes you anticipate making in the next 12 months:	
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	BIDCO is continuously evaluating the composition of its membership, and making determinations about potential affiliations. At this time, there are no other anticipated affiliations within the next 12 months.
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:
	None

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 28 day of February, 2014, under the pains and penalties of perjury.

Signature:  _____

Name: Christina Severin _____

Title: President and CEO, BIDCO _____

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 employer; provided that, unless otherwise noted, the term "carrier"</p>

		<p>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 • Market Share

		<ul style="list-style-type: none"> • 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).