

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: March 2, 2014

1.	Name:	Dana-Farber Cancer Institute
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2.	Federal TAX ID #	MA DPH Facility ID #	NPI #
	04-226-3040	2335	1851333686

3.	Business Address 1:	450 Brookline Avenue				
4.	Business Address 2:					
5.	City:	Boston	State:	MA	Zip Code:	02215
5.	Business Website:	www.dfci.org				

7.	Contact First Name:	Elizabeth	Contact Last Name:	Liebow
8.	Title:	Vice President Clinical Planning and Network Operations		
9.	Contact Phone:	617-632-5771	Extension:	
10.	Contact Email:	<u>Elizabeth.Liebow@dfci.harvard.edu</u>		

11.	Briefly describe your organization.
	<p>In 1947, Sidney Farber, MD, founded the Children's Cancer Research Foundation, dedicated to providing compassionate, state-of-the-art treatment to children with cancer while developing the cancer preventatives, treatments, and cures of the future. The foundation officially expanded its programs to include patients of all ages in 1969, and in 1974 became known as the Sidney Farber Cancer Center in honor of its founder. The long-term support of the Charles A. Dana Foundation was acknowledged by incorporating the Institute under its present name in 1983. Today, the Institute employs nearly 4,000 people supporting more than 300,000 patient visits a year, is involved in some 700 clinical trials, and is internationally renowned for its blending of research and clinical excellence. The Institute's expertise in these two aspects of the fight against cancer uniquely positions it to develop and test the next generation of cancer therapies in both the laboratory and the clinic. Dana-Farber Cancer Institute ("DFCI") is a principal teaching affiliate of Harvard Medical School, a federally designated Center for AIDS Research, and a founding member of the Dana-Farber/Harvard Cancer Center, a federally designated comprehensive cancer center.</p>
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?	The proposed effective date of the acquisition is on or about June 30, 2014.
14.	Briefly describe the nature and objectives of the proposed material change:	
	<p>DFCI and Commonwealth Hematology-Oncology, P.C. ("CHO"), a Massachusetts professional corporation, have entered into an asset purchase agreement, dated December 20, 2013. Under the transaction, CHO will sell and transfer to DFCI substantially all of the assets and operations of CHO. As part of the transaction, 14 medical oncologists currently employed by CHO will become DFCI employees (or become contracted to DFCI). In addition, substantially all of the 148 individuals on CHO's current staff will become employed by DFCI or an affiliate.</p> <p>Upon the closing of the transaction, DFCI will operate the previous CHO locations as DFCI physician practices. In the future, DFCI may convert a minority of these locations to hospital satellites. This will be the first instance of DFCI providing clinical services in Massachusetts outside of a licensed hospital. DFCI views this transaction as an important step in developing and expanding its compassionate cancer care model in a lower cost, physician practice model, community setting. The goal of this initiative is to provide high-quality oncology care in a convenient community location (office or hospital), while providing patients seen in these locations access to the hospital-based tertiary and quaternary services of DFCI in Longwood and elsewhere when appropriate. This transaction will help DFCI to expand its commitment to provide the right care at the most appropriate location for the patients' clinical needs.</p>	
15.	Briefly describe the anticipated impact of the proposed material change:	
	<p>DFCI believes the impact of this transaction will be to expand access to DFCI's compassionate cancer care model to cancer patients in outlying communities through a lower cost, physician practice model. DFCI will be able to provide more people in the community with access to high quality oncology care close to their homes. This transaction will allow DFCI to create a continuum of care where more patients can be treated in community settings while still having access to DFCI's specialty offerings that are essential to modern cancer care, such as genomic testing, clinical trials, and other forms of subspecialty care. Combining DFCI's clinical research enterprise and subspecialty expertise with CHO's expertise in community oncology/hematology and history of serving the Eastern Massachusetts community for nearly two decades will bring meaningful benefit to CHO's patient base. Current patients will be able to continue with their CHO physician, and current and new patients will benefit from care arrangements between the existing CHO practice locations and the rest of the DFCI system.</p> <p>In addition, this acquisition will not result in any meaningful concentration of the existing markets for medical oncology services. The 14 CHO medical oncologists who will join DFCI represent a very small fraction of the more than 800 medical oncologists practicing in Eastern Massachusetts today.</p>	

16.	Describe any other material changes you anticipate making in the next 12 months:
	DFCI anticipates entering into an arrangement with Steward Health Care System with respect to oncology services. Otherwise, DFCI has not entered into any agreements that would result in a material change in 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:
	No other materials have been submitted or proposed to any other state or federal agency at this time.

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 3 day of March, 2014, under the pains and penalties of perjury.

Signature: Elizabeth A. Liebow

Name: ELIZABETH A. LIEBOW

Title: VP, Clinical Planning & Network Operations

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:



MICHAEL E. JENDRYSIK
 Notary Public
 Commonwealth of Massachusetts
 My Commission Expires
 May 30, 2019

Michael E. Jendrysik
 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	Indicate the nature of the proposed material change. <i>Definitions of terms:</i> "Carrier", an insurer licensed or otherwise authorized to transact accident or health insurance under chapter 175; a nonprofit hospital

		<p>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" 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 • Referral Patterns • Payer Mix • Service Area(s) • Service Line(s) • Service Mix
16.	Future Planned Material Changes	<p>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.</p>
17.	Submission to Other State or Federal Agencies	<p>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).</p>