

**HEALTH POLICY COMMISSION
NOTICE OF MATERIAL CHANGE FORM**

**Health Policy Commission
Two Boylston Street
6th Floor
Boston, MA 02116**

NOTICE OF MATERIAL CHANGE

Date of Notice: March 12, 2014

1.	Name:	Wing Memorial Hospital Corporation
----	-------	------------------------------------

2.	Federal TAX ID #	MA DPH Facility ID #	NPI #
	22-2519813	2181	1962410233 (IP Psych 1992880736; Hospice 1518009620; VNA 1518009273; Dietician 1598923625; Chiropractic Service 1770738262)

Contact Information						
3.	Business Address 1:	40 Wright Street				
	Business Address 2:					
5.	City:	Palmer	State:	MA	Zip Code:	01069
5.	Business Website:	http://www.umassmemorial.org/wing-memorial-hospital				

7.	Contact First Name:	Charles	Contact Last Name:	Cavagnaro
8.	Title:	President & Chief Executive Officer		
9.	Contact Phone:	413-284-5211	Extension:	
10.	Contact Email:	charles.cavagnaro@umassmemorial.org		

Description of Organization	
11.	Briefly describe your organization.
	Wing Memorial Hospital Corporation (Wing) is a Massachusetts not for profit charitable hospital and currently an affiliate of the not for profit UMass Memorial HealthCare system. Wing was founded in 1913 and is located in Palmer, Massachusetts. The hospital provides a broad range of emergency, medical, surgical, home health, hospice and psychiatric services to residents of Palmer, Monson, Wilbraham, Ludlow, Beichertown and nearby towns. Wing has 74 licensed beds including 42 medical/surgical and ICU beds, 4 pediatric and 28 psychiatric beds, approximately 53 active medical staff and 800 employees. Wing is fully accredited by the Joint Commission and is designated a Primary Stroke Service by the Massachusetts Department of Public Health.

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 checked="" 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 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.	<table border="1"> <tr> <td>What is the proposed effective date of the proposed material change?</td> <td>On or around June 1, 2014</td> </tr> </table>	What is the proposed effective date of the proposed material change?	On or around June 1, 2014
What is the proposed effective date of the proposed material change?	On or around June 1, 2014		
Material Change Narrative			
14.	<p><i>Briefly describe the nature and objectives of the proposed material change:</i></p> <p>Baystate executed a Letter of Intent ("LOI") with UMass Memorial Health Care, Inc. (UMMHC) dated December 17, 2013, pursuant to which UMMHC and Baystate agreed to enter into exclusive good-faith negotiations with the intent of consummating the sale of Wing Memorial Hospital Corporation by UMMHC to Baystate. Pursuant to the proposed transaction, Baystate would become the sole corporate member of Wing (replacing UMMHC's subsidiary UMass Memorial Hospitals, Inc.) and would assume all assets and liabilities of Wing. UMMHC, UMass Memorial Hospitals, Baystate and Wing are all 501(c)(3) tax-exempt public charities. The Board of each entity has voted unanimously in support of the proposed transaction.</p> <p>The objective of the proposed transfer of Wing from UMMHC's system to Baystate's system is to achieve better coordination of clinical services and synergies as a result of Wing's close geographic proximity to Baystate. Wing is located less than twenty miles from Baystate Medical Center in Springfield, which is half the distance Wing is from UMMHC's primary campus in Worcester. The geographic proximity to Baystate Medical Center will enable Wing, with support from Baystate, to better assess and address local community needs. Baystate will also help meet Wing's needs for physician services in the community setting, including assistance in addressing immediate areas of physician shortage, such as primary care – areas that have been difficult for UMass Memorial to address on account of its geographic distance. In addition, pursuant to the LOI, Baystate has committed to maintain Wing as an inpatient hospital for a minimum of ten years with local governance through a Board of Trustees, and to invest in Wing's operations in order to encourage the treatment of secondary care cases within Wing's community hospital setting.</p>		
15.	<p><i>Briefly describe the anticipated impact of the proposed material change:</i></p> <p>The proposed transaction will enhance access to cost-efficient, high-quality primary and secondary health care services in Western Massachusetts. Managed care rates at Wing, which are currently negotiated on a system-wide basis, will be negotiated as part of the Baystate system, which is a regional system that includes a lower-cost tertiary care hospital. Integrated tertiary and quaternary services provided by Baystate Medical Center, the lowest-cost tertiary provider in Massachusetts, will be available to Wing patients at half the distance to UMMHC. The integration of Wing into the Baystate regional health system over time through the use of the same clinical protocols, care pathways, and electronic records system will support the delivery of the full continuum of care for the community through better geographic alignment, improved access to specialist physicians in the Wing service area, and closer coordination with surrounding public health efforts and health information exchanges. As a result, the proposed realignment of Wing is anticipated to improve population health and reduce the overall cost of care in the community.</p>		

Development of the Material Change	
16.	Describe any other material changes you anticipate making in the next 12 months:

	None.
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:
	The parties will make submissions regarding the proposed transaction to all applicable regulatory agencies including the Massachusetts Office of the Attorney General, and the Massachusetts Department of Public Health. The parties have already met with the Antitrust Division of the Massachusetts Office of the Attorney General, and have determined that the proposed transaction does not meet the threshold for filing a Hart-Scott-Rodino Notification with the Federal Trade 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.

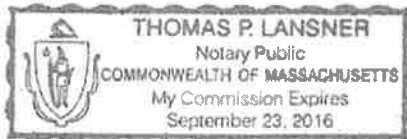
Signed on the 12 day of March, 2017, under the pains and penalties of perjury.

Signature: Charles E. Covagnaro III

Name: Charles E. Covagnaro III, M.D.

Title: President + CEO

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:



Thomas P. Lansner
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)