

NOTICE OF MATERIAL CHANGE

Date of Notice: March 18, 2014

1.	Name:	Dana-Farber Cancer Institute, Inc.
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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:	Elizabeth_Liebow@dfci.harvard.edu		

11.	<i>Briefly describe your organization.</i>
	<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 Dana-Farber Cancer Institute ("DFCI") under its present name in 1983. Today, DFCI 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. DFCI'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. 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 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 checked="" 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?	Promptly upon receipt of all necessary approvals and consents.
14.	<i>Briefly</i> describe the nature and objectives of the proposed material change:	
	<p>DFCI will enter into a clinical affiliation agreement with Steward Health Care System LLC (“Steward”) and its affiliates, including Steward St. Elizabeth’s Medical Center of Boston, Inc. (“SEMC”), pursuant to which DFCI will establish a medical oncology satellite unit at SEMC (the “DFCI Satellite Unit”). Under this clinical affiliation, DFCI will provide medical oncology services to patients in the SEMC service area (the “Clinical Affiliation”).</p> <p>The goal of the Clinical Affiliation is to increase access to cost-effective, high-quality oncology care in a community setting that currently lacks coordinated, integrated oncology services. The Clinical Affiliation will also allow for seamless transitions of care to and from local tertiary and quaternary settings where such care is in the best interests of the patient and is medically appropriate.</p> <p>In furtherance of the Clinical Affiliation, DFCI will lease space at SEMC and will obtain certain support services from SEMC that are necessary to support the operation of the DFCI Satellite Unit in a cost efficient manner. To that end, the DFCI Satellite Unit will replace an outpatient oncology service currently provided by SEMC that is staffed by DFCI-employed physicians. The DFCI Satellite Unit will be in the same space, with the same footprint, as the current SEMC unit. Consistent with the Clinical Affiliation, DFCI may establish additional oncology satellite units or physician practices at other Steward facilities, and Steward and DFCI will collaborate to coordinate and offer oncology services wherever necessary.</p>	
15.	<i>Briefly</i> describe the anticipated impact of the proposed material change:	
	<p>The parties anticipate that the Clinical Affiliation will increase the coordination of oncology care between community providers and specialists, and enable patients to access such care in their local community. Pursuant to a written agreement between the parties, DFCI has provided medical oncologist staffing and related administrative and management services to the SEMC outpatient oncology unit since July of 2011. As a result, the parties do not expect the Clinical Affiliation to have a material change on referral patterns related to oncology services.</p> <p>The goal of the Clinical Affiliation is to deliver and coordinate as much medical care as possible in the most cost efficient setting whenever it is clinically appropriate. As stated above, the Clinical Affiliation is an essential component of DFCI’s integrated community care model to provide affordable, high quality, coordinated care to patients in their local community.</p>	

16.	Describe any other material changes you anticipate making in the next 12 months:
	DFCI provided notice on March 3, 2014 to the Health Policy Commission of an asset purchase agreement with Commonwealth Hematology-Oncology, P.C. Otherwise, DFCI has not entered into any agreements that would result in a material change (as defined in HPC Bulletin 2013-01) 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:
	DFCI will submit all necessary filings for plan review and licensure as required by the Massachusetts Department of Public Health.

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.

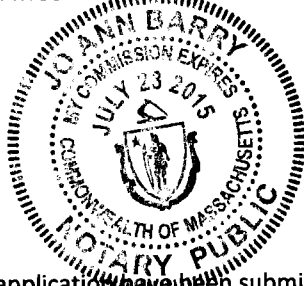
Signed on the 17 day of March, 2014, under the pains and penalties of perjury.

Signature: Elizabeth A. Leebow

Name: ELIZABETH A. LEEBOW

Title: VP, Clinical Planning + Network Operations

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:



Jo Ann Barry
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 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

		<p>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>