

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

**Health Policy Commission  
50 Milk Street  
8<sup>th</sup> Floor  
Boston, MA 02109**

## 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 M.G.L. c. 6D, § 13 and 958 CMR 7.00, Notices of Material Change and Cost and Market Impact Reviews. To complete the Notice, it is necessary to read and comply with 958 CMR 7.00, a copy of which may be obtained on the Commission's website at [www.mass.gov/hpc](http://www.mass.gov/hpc). Capitalized terms in this Notice are defined in 958 CMR 7.02. Additional sub-regulatory guidance may be available on the Commission's website (e.g., Technical Bulletins, FAQs). For further assistance, please contact the Health Policy Commission at [HPC-Notice@state.ma.us](mailto:HPC-Notice@state.ma.us). This form is subject to statutory and regulatory changes that may take place from time to time.

### *REQUIREMENT TO FILE*

This Notice must be submitted by any Provider or Provider Organization with \$25 million or more in Net Patient Service Revenue in the preceding fiscal year that is proposing a Material Change, as defined in 958 CMR 7.02. Notice must be filed with the Commission not fewer than 60 days before the consummation or closing of the transaction (i.e., the proposed effective date of the proposed Material 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](mailto:HPC-Notice@state.ma.us);

Office of the Attorney General  
[HCD-6D-NOTICE@state.ma.us](mailto:HCD-6D-NOTICE@state.ma.us);

Center for Health Information and Analysis  
[CHIA-Legal@state.ma.us](mailto:CHIA-Legal@state.ma.us)

### *PRELIMINARY REVIEW AND NOTICE OF COST AND MARKET IMPACT REVIEW*

If the Commission considers the Notice to be incomplete, or if the Commission requires clarification of any information to make its determination, the Commission may, within 30 days of receipt of the Notice, notify the Provider or Provider Organization of the information or clarification necessary to complete the Notice.

The Commission will inform each notifying Provider or Provider Organization of any determination to initiate a Cost and Market Impact Review within 30 days of its receipt of a completed Notice and all required information, or by a later date as may be set by mutual agreement of the Provider or Provider Organization and the Commission.

### *CONFIDENTIALITY*

Information on this Notice form itself shall be a public record and will be posted on the Commission's website. Pursuant to 958 CMR 7.09, the Commission shall keep confidential all nonpublic information and documents obtained in connection with a Notice of Material Change and shall not disclose the information or documents to any person without the consent of the Provider or Payer that produced the information or documents,

except in a Preliminary Report or Final Report of a Cost and Market Impact Review if the Commission believes that such disclosure should be made in the public interest after taking into account any privacy, trade secret or anti-competitive considerations. The confidential information and documents shall not be public records and shall be exempt from disclosure under M.G.L. c. 4, § 7 cl. 26 or M.G.L. c. 66, § 10.

## NOTICE OF MATERIAL CHANGE

Date of Notice: \_\_\_\_\_

1.	Name:	Steward Health Care System LLC		
2.	Federal TAX ID #	MA DPH Facility ID #	NPI #	
	27-2473240	N/A	N/A	

3. Business Address 1:						500 Boylston Street							
4. Business Address 2:						5 <sup>th</sup> Floor							
5. City:		Boston				MA		Zip Code:		02116			
5. Business Website:						<a href="http://www.steward.org">www.steward.org</a>							
7. Contact First Name:						Joseph				Contact Last Name:		Roach	
8. Title:						President, Steward Holy Family Hospital, Inc.							
9. Contact Phone:						978 -659-6032				Extension:			
10. Contact Email:						Joseph.roach@steward.org							

11. Briefly describe your organization.											
<p>Steward Health Care System LLC ("Steward") is New England's largest integrated community-care, provider network encompassing nine hospital campuses, nearly 3,000 physicians, specialists, nurses, as well as home health, behavioral health and outpatient services. Steward is also the third largest employer in the Commonwealth with over 17,000 employees. We are proud to be one of the largest employers of organized labor, including members from the Massachusetts Nurses Association and the 1199 SEIU. These partnerships are a key component to Steward's mission to provide world-class health care in the communities where our patients live.</p> <p>As the largest community-care provider network, Steward is focused on increasing access to cost-effective, high-quality health care. Steward Holy Family Hospital, Inc. ("HFH") is a community hospital with a campus in Methuen and one in Haverhill. HFH provides a full range of community hospital services to patients residing in the Merrimack Valley region of Massachusetts.</p>											

Type of Material Change			
12.	<p>Check the box that most accurately describes the proposed Material Change involving a Provider or Provider Organization:</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> A Merger or affiliation with, or Acquisition of or by, a Carrier;</li> <li><input type="checkbox"/> A Merger with or Acquisition of or by a Hospital or a hospital system;</li> <li><input type="checkbox"/> Any other Acquisition, Merger, or affiliation (such as a Corporate Affiliation, Contracting Affiliation, or employment of Health Care Professionals) of, by, or with another Provider, Providers (such as multiple Health Care Professionals from the same Provider or Provider Organization), or Provider Organization that would result in an increase in annual Net Patient Service Revenue of the Provider or Provider Organization of ten million dollars or more, or in the Provider or Provider Organization having a near-majority of market share in a given service or region;</li> <li><input checked="" type="checkbox"/> Any Clinical Affiliation between two or more Providers or Provider Organizations that each had annual Net Patient Service Revenue of \$25 million or more in the preceding fiscal year; provided that this shall not include a Clinical Affiliation solely for the purpose of collaborating on clinical trials or graduate medical education programs; and</li> <li><input type="checkbox"/> Any formation of a partnership, joint venture, accountable care organization, parent corporation, management services organization, or other organization created for administering contracts with Carriers or third-party administrators or current or future contracting on behalf of one or more Providers or Provider Organizations.</li> </ul>		
13.	<table border="1"> <tr> <td>What is the proposed effective date of the proposed Material Change?</td> <td>Upon receipt of all regulatory approvals.</td> </tr> </table>	What is the proposed effective date of the proposed Material Change?	Upon receipt of all regulatory approvals.
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Material Change Summary			
14.	<p><i>Briefly describe the nature and objectives of the proposed Material Change:</i></p> <p>Pursuant to a Notice of Material Change filed on March 18, 2014, Steward and its affiliates, including Steward St. Elizabeth's Medical Center of Boston, Inc. ("SEMC") entered into a clinical affiliation agreement with Dana Farber Cancer Institute ("DFCI"). Under that Notice of Material Change, DFCI was approved to establish a medical oncology satellite unit at SEMC as part of DFCI's integrated community care model. Further, the approved affiliation agreement anticipated that DFCI might establish additional oncology satellite units or physician practices at other Steward facilities.</p> <p>Consistent with this intent, Steward and DFCI have agreed to modify their existing affiliation by having DFCI, through its affiliated physician group Dana-Farber Cancer Care Network, Inc. ("DFCCN"), establish a physician practice location at Steward Holy Family Hospital, Inc. ("Holy Family"). DFCCN will lease space on the Holy Family campus to provide medical oncology services, including infusion, in a physician practice setting. The new DFCCN service will replace an existing medical oncology service operated under the Holy Family hospital license.</p> <p>This change will permit both parties to better achieve the goals of the affiliation, which are to increase access to cost-effective, high-quality oncology care in community settings that currently lack coordinated, integrated oncology services. The arrangement will also enhance Steward's ACO model by enabling 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. Finally, we expect the arrangement will offer patients convenient access to high-quality care in a physician practice setting.</p>		
15.	<p><i>Briefly describe the anticipated impact of the proposed Material Change:</i></p> <p>The parties anticipate that this change will increase the coordination of oncology care between community providers and specialists, and enable patients to access such care in a more convenient, physician practice setting. Because the parties already have a comprehensive affiliation, the parties do not expect the Clinical Affiliation to have a material change on referral patterns related to oncology services. Because medical oncology services on the Holy Family campus will be provided in a physician office setting, as opposed to a hospital outpatient setting, the parties expect the arrangement to result in a decrease on spending for such services. Furthermore, the availability of high-quality oncology care in a community setting also increases convenience for Steward patients who would otherwise be forced to travel for such care.</p> <p>The goal of the affiliation is to deliver medical care (including specialized care) in the most cost efficient setting. To that end, the affiliation is an essential component of Steward's integrated community care model to provide access to affordable, high quality, coordinated care to patients in their local community.</p>		

Describe any other Material Changes you anticipate making in the next 12 months:

16.	Describe any other Material Changes you anticipate making in the next 12 months:
	Steward 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:
	N/A

I, the undersigned, certify that:

1. I have read 958 CMR 7.00, Notices of Material Change and Cost and Market Impact Reviews.
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, the Office of the Attorney General, and the Center for Health Information and Analysis as required.

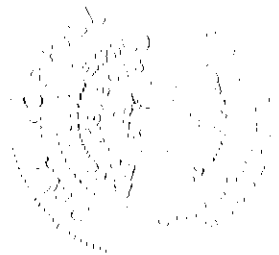
Signed on the 9th day of March, 2015, under the pains and penalties of perjury.

Signature: \_\_\_\_\_

Name: Joseph C. Maher, Jr., Esq.

Title: General Counsel

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:

  
Debra Merrill

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></p> <p>"Carrier", an insurer licensed or otherwise authorized to transact accident or health insurance under M.G.L. c. 175; a nonprofit Hospital service corporation organized under M.G.L. c. 176A; a nonprofit medical service corporation organized under M.G.L. c. 176B; a health maintenance organization organized under M.G.L. c. 176G; and an organization entering into a preferred provider arrangement under M.G.L. c. 176I; provided, that this shall not include an employer purchasing coverage or acting on behalf of its employees or the employees of one or more subsidiaries or affiliated corporations of the employer; provided that, unless otherwise noted, the term "Carrier" shall not include any entity to</p>



		<p>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>“Net Patient Service Revenue”, the total revenue received for patient care from any third party Payer net of any contractual adjustments. For Hospitals, Net Patient Service Revenue should be as reported to the Center under M.G.L. c. 12C, § 8. For other Providers or Provider Organizations, Net Patient Service Revenue shall include the total revenue received for patient care from any third Party payer net of any contractual adjustments, including: (1) prior year third party settlements; and (2) premium revenue, which means per-member-per-month amounts received from a third party Payer to provide comprehensive Health Care Services for that period, for all Providers represented by the Provider or Provider Organization in contracting with Carriers, for all Providers represented by the Provider or Provider Organization in contracting with third party Payers..</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 one or more health care Providers in contracting with Carriers or third-party administrators for the payments of Heath Care Services; provided, that a 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 fewer than 60 days from the date of the filing of the 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"> <li>• Costs</li> <li>• Prices, including prices of the Provider or Provider Organization involved in the proposed Merger, Acquisition, affiliation or other proposed Material Change</li> <li>• Utilization</li> <li>• Health Status Adjusted Total Medical Expenses</li> <li>• Market Share</li> <li>• Referral Patterns</li> <li>• Payer Mix</li> <li>• Service Area(s)</li> <li>• Service Line(s)</li> <li>• Service Mix</li> </ul>
16.	Future Planned Material Changes	<p>Provide a brief description of the nature, scope and dates of any pending or planned Material Changes 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>