

**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: 03/9/2015

1.	Name:	UMass Memorial Health Ventures, Inc. ("UMMHV")		
2.	Federal TAX ID #	MA DPH Facility ID #	NPI #	
	22-2605679	N/A	N/A	
<b>Contact Information</b>				
3.	Business Address 1:	365 Plantation Street, 3rd Floor		
4.	Business Address 2:			
5.	City:	Worcester	State:	MA
			Zip Code:	01605
5.	Business Website:	www.umassmemorialhealthcare.org		
<b>Description of Organization</b>				
7.	Contact First Name:	Frank	Contact Last Name:	Smith
8.	Title:	Associate Vice President and Associate General Counsel		
9.	Contact Phone:	508-334-1700	Extension:	
10.	Contact Email:	smithf@ummhc.org		
<b>Description of Organization</b>				
11.	<i>Briefly describe your organization.</i>			
	UMass Memorial Health Ventures, Inc. ("UMMHV"), a subsidiary of UMass Memorial Health Care, Inc. ("UMMHC"), is a Massachusetts non-profit corporation that serves as a holding company for UMass Memorial Health Care business ventures which serve the health care system. UMMHV has an ownership interest in UMass Memorial MRI & Imaging Center, LLC and Fairlawn Rehabilitation Hospital. UMMHC, through its subsidiaries, owns and operates four (4) hospitals with locations serving Worcester, Clinton, Lemonister and Marlborough.			
<b>Type of Material Change</b>				
12.	Check the box that most accurately describes the proposed Material Change involving a Provider or Provider Organization:			
	<input type="checkbox"/> A Merger or affiliation with, or Acquisition of or by, a Carrier; <input type="checkbox"/> A Merger with or Acquisition of or by a Hospital or a hospital system; <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; <input 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 <input checked="" 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.			
13.	What is the proposed effective date of the proposed Material Change?	Upon receipt of all regulatory approvals.		

<b>Material Change Narrative</b>	
14.	<i>Briefly describe the nature and objectives of the proposed Material Change:</i>
	<p>UMMHV and Worcester ASC, LLC ("Worcester ASC") are members of HealthCare Enterprises, LLC (the "LLC"), an LLC established in order to operate an ambulatory surgery center. The parties seek to develop a surgery center that will offer lower cost care. The parties will work to ensure high quality care is provided in the most cost efficient manner. The ambulatory surgery center also will meet the growing demand to provide less complex surgeries in an ambulatory setting without the disruptions associated with a hospital setting.</p>
15.	<i>Briefly describe the anticipated impact of the proposed Material Change:</i>
	<p>The establishment of a freestanding ambulatory surgery center will allow the LLC to offer routine surgical procedures in an outpatient setting. The LLC will be able to contract with insurance providers for lower rates than those associated with the same procedures in a hospital setting. The ambulatory surgery center also will meet demand to provide less complex surgeries in an outpatient environment leading to fewer disruptions and greater operational efficiencies. The cost savings achieved through third party payer contracting and operational efficiencies can be passed on to consumers for further health care savings.</p>
<b>Development of the Material Change</b>	
16.	<i>Describe any other Material Changes you anticipate making in the next 12 months:</i>
	None known at this time.
17.	<i>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:</i>
	On December 22, 2014, the LLC submitted a Determination of Need Application to the Massachusetts Department of Public Health. At the time of filing, the appropriate notices were provided to the various agencies involved.

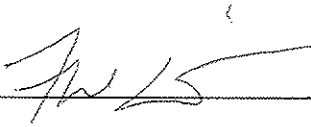
\*Print this page, sign, notarize, and submit as a .PDF separately from the writable portion (p. 4-5) of the Notice of Material Change form. This signed and notarized Affidavit of Truthfulness and Proper Submission is required for a complete submission.

**Affidavit of Truthfulness and Proper Submission**

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.

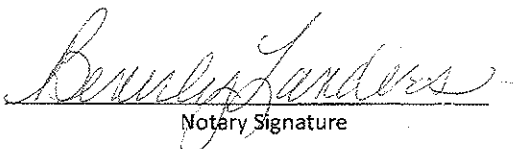
Signed on the 17<sup>th</sup> day of March, 2015, under the pains and penalties of perjury.

Signature: 

Name: Frank W. Smith

Title: Corporate Secretary, Associate Vice President, Associate General Counsel

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)
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