

NOTICE OF MATERIAL CHANGE

Date of Notice: April 10, 2015

1.	Name:	Partners HealthCare System, Inc.
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2.	Federal TAX ID #	MA DPH Facility ID #	NPI #
	04-3230035	N/A	N/A

Contact Information					
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3.	Business Address 1:	800 Boylston Street				
4.	Business Address 2:	Suite 1150				
5.	City:	Boston	State:	MA	Zip Code:	02199
5.	Business Website:	www.partners.org				

Contact Information					
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7.	Contact First Name:	Brent	Contact Last Name:	Henry	
8.	Title:	Vice President and General Counsel			
9.	Contact Phone:	617-278-1065	Extension:		
10.	Contact Email:	Bhenry1@partners.org			

Description of Organization	
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11.	<i>Briefly describe your organization.</i>
	Partners HealthCare System, Inc. ("PHS") is the parent organization of an integrated health system ("Partners HealthCare") founded by Brigham and Women's Hospital and Massachusetts General Hospital. In addition to its two academic medical centers, Partners HealthCare includes community and specialty hospitals, a managed care organization, community health centers, a physician network, home health and long-term care services, and other health-related entities. Partners HealthCare is one of the nation's leading biomedical research organizations and its hospitals are principal teaching affiliates of Harvard Medical School. PHS and substantially all of the organizations that comprise Partners HealthCare are non-profit organizations.

Type of Material Change	
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12.	Check the box that most accurately describes the proposed Material Change:
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	<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?	The initial effective date for the Clinical Affiliation (as defined below) is July 1, 2015.
Material Change Narrative		
14.	<i>Briefly describe the nature and objectives of the proposed Material Change:</i>	
	<p>Brigham and Women’s Physicians Organization, Inc. (“BWPO”) and Massachusetts General Physicians Organization, Inc. (“MGPO”), each of which is a Partners HealthCare academic physician organization, will enter into an agreement (the “Clinical Affiliation”) with Steward Health Care System LLC (“Steward”) pursuant to which physicians from BWPO and MGPO will provide professional services, including inpatient coverage and inpatient and outpatient consultation services, and administrative medical director services in the area of pediatrics and newborn medicine at Steward Saint Elizabeth’s Medical Center, Steward Good Samaritan Medical Center, Steward Holy Family Hospital, Steward Norwood Hospital and Morton Hospital, A Steward Family Hospital (collectively, the “Steward Hospitals”). The Clinical Affiliation will replace an existing arrangement for these services at the Steward Hospitals.</p>	
15.	<i>Briefly describe the anticipated impact of the proposed Material Change:</i>	
	<p>The parties’ goal for the Clinical Affiliation is to provide coordinated newborn medicine and pediatric care in the most cost-efficient and clinically appropriate setting. The parties anticipate that the Clinical Affiliation will achieve the following important objectives:</p> <ol style="list-style-type: none"> 1. Expand patient choice and access to high quality, affordable newborn medicine and pediatric services in the local communities served by the Steward Hospitals; 2. Complement Steward’s ACO model by enabling seamless transitions of care from local community providers to the BWPO and MGPO tertiary and quaternary providers and back again to the community, when such transitions of care are medically appropriate and in the best interests of patients; 3. Lower total medical spending for newborn medicine and pediatric services without compromising the quality of or access to such services; and 4. Improve the integration of newborn medicine and pediatric care across the Steward Hospitals. 	

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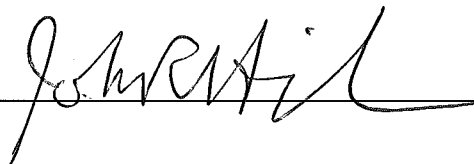
Development of the Material Change	
16.	Describe any other Material Changes you anticipate making in the next 12 months:
	None - based on executed agreements that are in place on the date hereof.
17.	Indicate the date and nature of any applications, forms, notices or other materials you have submitted regarding the proposed Material Change to any other state or federal agency:
	As of the date hereof, PHS has not made any other formal filings with, and has not given any other written notices to, any state or federal agencies regarding the Clinical Affiliation.

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 Analysis as required.

Signed on the 10th day of April, 2015, under the pains and penalties of perjury.

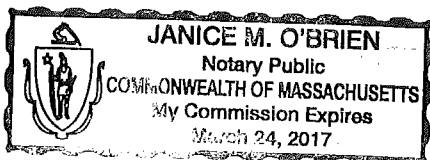
Signature: 

Name: John R. Higham

Title: Counsel

Partners HealthCare System, Inc.

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)