

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

**Health Policy Commission
50 Milk Street
8th 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. 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. 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;

Office of the Attorney General HCD-6D-NOTICE@state.ma.us;

Center for Health Information and Analysis 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: June 26, 2015

1. Name: HealthSouth Acquisition Holdings, LLC

| | Federal TAX ID # | MA DPH Facility ID # | NPI # |
|----|------------------|--|--|
| 2. | 47-4222377 | N/A (2333 is the Facility ID of hospital being acquired) | N/A (1962839316 is the NPI of hospital being acquired) |

CONTACT INFORMATION

3. Business Address 1: 3660 Grandview Parkway, Suite 200

4. Business Address 2:

5. City: Birmingham State: AL Zip Code: 35243

6. Business Website: www.healthsouth.com (website of parent company)

7. Contact First Name: Daria Contact Last Name: Niewenhaus

8. Title: Attorney

9. Contact Phone: (617) 348-4865 Extension:

10. Contact Email: dniewenhaus@mintz.com

DESCRIPTION OF ORGANIZATION

11. Briefly describe your organization.

HealthSouth Acquisition Holdings, LLC ("HAH"), is an indirect, wholly owned subsidiary of HealthSouth Corporation ("HealthSouth"). Pursuant to the Proposed Transaction described below, HAH will indirectly acquire 100% of Reliant Rehabilitation Hospital Braintree, LLC ("RRHB"), which owns and operates Braintree Rehabilitation Hospital (the "Hospital").

HealthSouth is a leading health care services company specializing in post-acute healthcare services and home-based patient care. It currently operates 109 inpatient rehabilitation hospitals and 89 outpatient rehabilitation locations, as well as home health and hospice programs. Through a subsidiary, HealthSouth owns and operates Rehabilitation Institute of Western Massachusetts, LLC d/b/a HealthSouth Rehabilitation Hospital of Western Massachusetts, a rehabilitation hospital located in Ludlow, Massachusetts. New England Rehabilitation Management Co., LLC, an indirect subsidiary of HealthSouth, and UMass Memorial Health Ventures, Inc. are co-owners of New England Rehabilitation Services of Central Massachusetts, Inc. d/b/a Fairlawn Rehabilitation Hospital, located in Worcester, Massachusetts.

TYPE OF MATERIAL CHANGE

12. Check the box that most accurately describes the proposed Material Change involving a Provider or Provider Organization:

- A Merger or affiliation with, or Acquisition of or by, a Carrier;
- A Merger with or Acquisition of or by a Hospital or a hospital system; *
- 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;
- 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

*Pursuant to an Acquisition Agreement, dated as of June 10, 2015 (the "Agreement"), HAH will indirectly acquire all of the outstanding equity in RRHB (the "Proposed Transaction").

13. What is the proposed effective date of the proposed Material Change? Immediately after receipt of all required approvals.

MATERIAL CHANGE NARRATIVE

14. *Briefly* describe the nature and objectives of the proposed Material Change, including whether any changes in Health Care Services are anticipated in connection with the proposed Material Change:

The proposed material change involves a change in the ownership of RRHB. RRHB is currently wholly owned by Reliant Hospital Partners, LLC (“RHP”), an indirect, wholly owned, subsidiary of Reliant Holding Company, LLC (“Reliant”). Upon the closing of the Proposed Transaction, all of the equity interests in RRHB will be indirectly acquired by HAH.

The Proposed Transaction will be effected through a number of immediately sequential transactions, as follows:

- i. Prior to the closing of the Proposed Transaction, RHP, the direct parent company of RRHB, will contribute 100% of the outstanding equity interests in RRHB to Cowboy Holding, LLC (“CHL”), which was formed as a Delaware limited liability company subsidiary of RHP;
- ii. RHP will then effect an internal reorganization, whereby it will distribute (or cause to be distributed) a portion of its equity interests in CHL to its parent and, through a series of distributions, ultimately to Reliant Blocker Corp. (“Blocker”), which presently holds an indirect interest in RRHB. As a result of the reorganization, Blocker will exchange such indirect interest in RRHB for a direct ownership interest in CHL; and
- iii. At the closing of the Proposed Transaction, HAH will directly acquire:
 - (A) 100% of the issued and outstanding capital stock of Blocker (thereby indirectly acquiring an interest in CHL that will then be held by Blocker) and
 - (B) the remaining ownership interest of CHL not held directly by Blocker.

As a result, upon closing of the Proposed Transaction, each of Blocker and CHL will be, directly or indirectly, 100% owned by HAH, which is 100% owned by HealthSouth Owned Hospitals Holdings LLC, which in turn is 100% owned by HealthSouth. Accordingly, upon closing of the Proposed Transaction, RRHB will be indirectly owned 100% by HealthSouth.

Upon the closing of the Proposed Transaction, RRHB will change its name to HealthSouth Rehabilitation Hospital of Braintree, LLC d/b/a HealthSouth Braintree Rehabilitation Hospital. CHL will change its name to HealthSouth Acquisition Holdings Subsidiary, LLC.

The Proposed Transaction will allow the Hospital to continue to promote the delivery of high quality rehabilitation services. HAH does not anticipate any change in Health Care Services in connection with the Proposed Transaction.

15. *Briefly* describe the anticipated impact of the proposed Material Change, including but not limited to any anticipated impact on reimbursement rates, care referral patterns, access to needed services, and/or quality of care:

There is no anticipated impact of the proposed material change. The Proposed Transaction will have no effect on the operations of or the scope of services provided by the Hospital. The Hospital will continue to promote the delivery of high quality rehabilitation services in the communities it currently serves.

DEVELOPMENT OF THE MATERIAL CHANGE

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

No other material changes are anticipated 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:

Applications for a determination of need and for suitability review will be filed with Department of Public Health (“DPH”). A filing under the Hart-Scott-Rodino Act will be made to the federal antitrust agencies. Additionally, following the date of this Notice, the following filings will be made:

- Submission to MassHealth of an application for a new provider agreement with MassHealth;
- Form CMS-855A;
- Form CMS-855B;
- Notice under the Clinical Laboratory Improvement Amendments (CLIA) to DPH;
- Notice to the DPH Division of Drug Control;
- Notice to the DPH Radiation Control Program;
- Notice to the federal Drug Enforcement Administration

SUPPLEMENTAL MATERIALS

18. Submit the following materials, if applicable, under separate cover to HPC-Notice@state.ma.us.

The Health Policy Commission shall keep confidential all nonpublic information, as requested by the parties, in accordance with M.G.L. c. 6D, § 13(c), as amended by 2013 Mass. Acts, c. 38, § 20 (July 12, 2013).

- a.** Copies of all current agreement(s) (with accompanying appendices and exhibits) governing the proposed Material Change (e.g., definitive agreements, affiliation agreements);
- b.** A current organizational chart of your organization
- c.** Any analytic support for your responses to Questions 14 and 15 above.

[Remainder of this page intentionally left blank]

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 25th day of June, 2015, under the pains and penalties of perjury.

Signature: Mark J. Tarr

Name: Mark J. Tarr

Title: President and Manager

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:

Teresa L. Goggin
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

| | | |
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| 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). |
| | | Indicate the nature of the proposed Material Change. |
| 12. | Type of Material Change | <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 the extent it offers a policy, certificate or contract that provides coverage solely for dental care services or visions care services.</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.

“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..

“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.

“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 Health 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.

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| 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"> • 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 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.

17. Submission to Other State or Federal Agencies Indicate the date and nature of any other applications, forms, notices or other materials provided to other state or 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).
