

HEALTH POLICY COMMISSION NOTICE OF MATERIAL CHANGE FORM

**Health Policy Commission
50 Milk Street
8th Floor
Boston, MA 02109**



NOTICE OF MATERIAL CHANGE

DATE OF NOTICE: 11/16/15

1. Name: **Atrius Health, Inc.**

	Federal TAX ID #	MA DPH Facility ID #	NPI #
2.	04-3397450	Not Applicable	Not Applicable

CONTACT INFORMATION

3. Business Address 1: **275 Grove Street**

4. Business Address 2: **Suite 3-300**

5. City: **Newton** State: **MA** Zip Code: **02466**

6. Business Website: **<http://www.atriushealth.org/>**

7. Contact First Name: **Kim** Contact Last Name: **Nelson**

8. Title: **Chief Legal Officer**

9. Contact Phone: **617-559-8016** Extension:

10. Contact Email: **Kim_Nelson@atriushealth.org**

DESCRIPTION OF ORGANIZATION

11. *Briefly* describe your organization.

Atrius Health, Inc. ("Atrius") is a Massachusetts non-profit corporation, which operates over 25 multi-specialty medical group practice locations. Atrius is also affiliated with home health and hospice providers, with whom it works to coordinate care for across multiple settings. Atrius includes more than 750 physicians and nearly 6,800 employees and serves more than 675,000 patients annually. Atrius is a participant in the Pioneer Accountable Care Organization ("ACO") sponsored by the CMMS Innovation Center.

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 Affiliation solely for the purpose of collaborating on clinical trials or graduate medical education programs; and
- 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? **January 1, 2016.**

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:

Atrius and the Foundation of the Massachusetts Eye and Ear Infirmary, on behalf of itself and its affiliates (collectively "MEE") plan to enter into a contract pursuant to which MEE will be designated by Atrius as preferred specialty providers to provide services to Atrius patients referred to MEE providers by Atrius clinicians. The arrangement will include clinical collaboration by the Parties, including the development of programs to achieve the Parties' shared goals of providing high quality, cost effective care in the communities they serve.

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:

Atrius and MEE will become more clinically aligned to improve the care of Atrius patients and to ensure coordination and collaboration across the continuum of care. The arrangement will include developing programs to achieve the parties' shared goals of providing high quality, cost effective care in the communities they serve.

DEVELOPMENT OF THE MATERIAL CHANGE

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

In discussions with other hospitals with respect to similar arrangements.

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:

No such documents are required to be submitted related to the proposed Material Change, and no such documents have, therefore, been submitted to any other state or federal agency.

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.

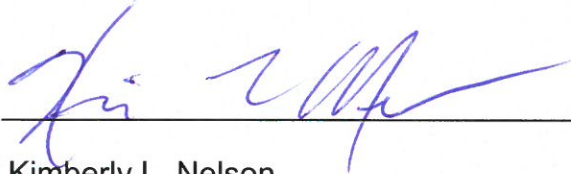
AFFIDAVIT OF TRUTHFULNESS AND PROPER SUBMISSION

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 16th day of November, 2015, under the pains and penalties of perjury.

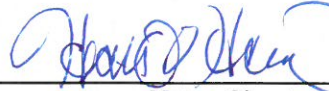
Signature: _____



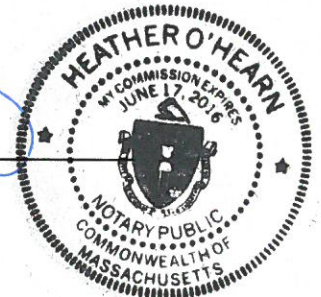
Name: Kimberly L. Nelson

Title: Chief Legal Officer

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)