

**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:

1. Name: Children's Hospital Corporation

	Federal TAX ID #	MA DPH Facility ID #	NPI #
2.	04-2774441	2139	1710087127

CONTACT INFORMATION

3. Business Address 1: 300 Longwood Ave.

4. Business Address 2:

5. City: Boston

State: MA

Zip Code: 02115

6. Business Website: <http://www.childrenshospital.org/>

7. Contact First Name: Wendy

Contact Last Name: Warring

8. Title: SVP, Network Development & Strategic Partnerships

9. Contact Phone: 617-919-4358

Extension:

10. Contact Email: Wendy.Warring@childrens.harvard.edu

DESCRIPTION OF ORGANIZATION

11. Briefly describe your organization.

Children's Hospital Corporation ("Boston Children's Hospital" or "Children's") owns and operates a 395-bed comprehensive center for pediatric health care. As one of the largest pediatric medical centers in the United States, Children's offers a complete range of health care services for children from birth through 21 years of age. (Our services can begin interventions at 15 weeks gestation and in some situations we also treat adults.) Children's has approximately 25,000 inpatient admissions each year and our 200+ specialized clinical programs schedule 557,000 visits annually.

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? The later of 1/1/16 or date of HPC approval.

MATERIAL CHANGE NARRATIVE

14. *Briefly* describe the nature and objectives of the proposed Material Change, including any exchange of funds between the parties (such as any arrangement in which one party agrees to furnish the other party with a discount, rebate, or any other type of refund or remuneration in exchange for, or in any way related to, the provision of Health Care Services) and whether any changes in Health Care Services are anticipated in connection with the proposed Material Change:

Mount Auburn Cambridge Independent Practice Association and Mount Auburn Hospital (jointly, "MACIPA") and Boston Children's Hospital plan to enter into a contract whereby Children's will be designated by MACIPA as the preferred pediatric academic medical center for MACIPA patients, when appropriate. The arrangement will include developing clinical and other initiatives to achieve the parties' shared goals of achieving high quality and cost effective care for Children's and MACIPA's shared patients. BCH is willing to provide a discount on certain services provided to MACIPA risk members because the parties intend that close clinical management of MACIPA risk members' care and integration of certain systems and operations will lead to improved quality and efficiency and reduced total medical expenses for those patients. For specific detail regarding discounts offered, please see Section 4.1 and Exhibit C of the Provider Network Agreement submitted with this Notification.

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:

Boston Children's Hospital and MACIPA will become more clinically aligned in order to provide high quality, cost effective care to patients in the most appropriate setting. Children's and MACIPA will jointly develop programs and initiatives to improve the quality outcomes and cost effectiveness of care delivered to Children's and MACIPA's shared patients.

DEVELOPMENT OF THE MATERIAL CHANGE

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

The parties do not anticipate any further material changes to their relationship in the next 12 months. Children's Hospital Corporation evaluates potential clinical affiliation opportunities as they arise and will file a Notice of Material Change for any future clinical affiliation where such Notice is required.

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:

None, other than as stated herein.

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 13 day of January, 2016, under the pains and penalties of perjury.

Signature: Wendy Warring

Name: Wendy Warring

Title: SVP Network Development & Strategic Partnerships

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:



LESLIE M. POMPONI
Notary Public
Commonwealth of Massachusetts
My Commission Expires
November 23, 2018

Leslie M. Pomponi
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)