



**MASSACHUSETTS**  
HEALTH POLICY COMMISSION

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# 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](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.

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### 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).

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### 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)

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### 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.

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### 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: 1/9/17

1. Name: UMass Memorial Health Care, Inc. for UMass Memorial Medical Center, Inc.

	Federal TAX ID #	MA DPH Facility ID #	NPI #
2.	04-3358564	VIII	1831151455

## CONTACT INFORMATION

3. Business Address 1: One Biotech Park

4. Business Address 2: 365 Plantation Street

5. City: Worcester

State: MA

Zip Code: 01605-2376

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

7. Contact First Name: Kate

Contact Last Name: Eshghi

8. Title: Senior Vice President & General Counsel

9. Contact Phone: 508-334-1700

Extension:

10. Contact Email: [katharine.eshghi@umassmemorial.org](mailto:katharine.eshghi@umassmemorial.org)

## DESCRIPTION OF ORGANIZATION

11. Briefly describe your organization.

UMass Memorial Health Care, Inc. ("UMMHC") is a Massachusetts non-profit corporation operating an integrated health care delivery system in Central Massachusetts. UMMHC is the sole corporate member of UMass Memorial Medical Center, Inc. ("UMMMC") a Massachusetts non-profit corporation that operates a 779 bed acute care hospital located on four campuses in Worcester, Massachusetts. UMMMC provides a full range of services, including all major specialties and subspecialties of inpatient and ambulatory care. UMMMC is the only hospital in central Massachusetts with a Level 1 trauma 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? Promptly after HPC review is completed.

## 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:

Dana-Farber Cancer Institute, Inc. ("DFCI") seeks to share and disseminate best practices with respect to patient care, clinical operations, and scientific research to facilitate the provision of high-quality, cost-effective oncology care through the Dana-Farber Cancer Care Collaborative (the "Collaborative"). DFCI and UMass Memorial Health Care, Inc. ("UMMHC") propose to enter into a Membership Agreement ("Membership Agreement") pursuant to which UMass Memorial Medical Center - University Campus cancer program ("UMMMC") will become an adult medical oncology member of the Collaborative. Under the Membership Agreement, DFCI will provide certain consulting services, educational services, and clinical support services (e.g., observerships, tumor board conferences) to UMMC and its patients; and UMMC may describe its Cancer Center as "an adult medical oncology member of the Dana-Farber Cancer Care Collaborative" pursuant to specified marketing and branding principles.

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:

UMMMC is entering into a relationship with DFCI. The parties anticipate that this arrangement will allow DFCI to share best practices in adult medical oncology and further elevate UMMC's oncology care. Because of the high level of care at UMMC, the geographic distance between the parties, and existing patterns of patient choice, the parties do not expect the Membership Agreement to make a material change to referral patterns related to oncology services. There will be no change to commercial payer contracting practices under this proposed arrangement.

## DEVELOPMENT OF THE MATERIAL CHANGE

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

In addition to material changes addressed by previously filed NMCs, UMass Memorial anticipates entering into an affiliation for behavioral health services in its service area.

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:

N/A

## SUPPLEMENTAL MATERIALS

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

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.

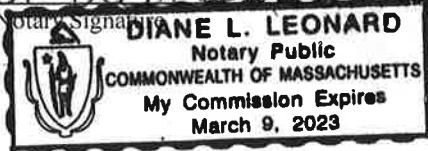
Signed on the 9 day of January, 2017, under the pains and penalties of perjury.

Signature: *Kate Eshghi*

Name: Kate Eshghi

Title: Senior Vice President & General Counsel

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:

*Diane L. Leonard*  
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)