



MASSACHUSETTS
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: July ____, 2019

1. Name: PARTNERS HEALTHCARE SYSTEM, INC.

	Federal TAX ID #	MA DPH Facility ID #	NPI #
2.	04-3230035	N/A	N/A

CONTACT INFORMATION

3. Business Address 1: 399 Revolution Drive

4. Business Address 2: Suite 660

5. City: Somerville State: MA Zip Code: 02145

6. Business Website: www.partners.org

7. Contact First Name: Laura Contact Last Name: Peabody

8. Title: Chief Legal Officer and General Counsel

9. Contact Phone: 857-282-5158 Extension:

10. Contact Email: LPEABODY@partners.org

DESCRIPTION OF ORGANIZATION

11. Briefly describe your organization.

Partners HealthCare System, Inc. ("PHS") is the parent organization of an integrated healthcare 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 and health insurance organization, community health centers, a physician network, long-term care and home health services, urgent care facilities 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.

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? As soon as practical after completion of all applicable regulatory reviews.

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:

Boston Children's Hospital ("BCH") is seeking to transition its Advanced Fetal Care Center to an integrated Maternal Fetal Care Center ("the Center") with maternal support provided through a professional services agreement with Brigham and Women's Hospital ("BWH"). Key objectives of the Center are to: a) enhance care collaboration and coordination and foster clinical innovation by having maternal, fetal surgical and other specialty providers practicing together in the Center; b) streamline and improve patient experience at the Center by reducing the need for patients to go 'back and forth' between BCH and BWH for services; c) reduce duplicative services, such as radiology scans (ultrasound, MRI, and the like) and laboratory services, that are currently provided at each of BCH and BWH; d) improve the overall quality of care and patient safety by coordinating the care provided to each of the mother and the fetus; e) reduce the need for patients from Massachusetts and other New England states to seek fetal intervention services from other more distant national centers such as those at Texas Children's and Children's Hospital of Philadelphia; and f) create an integrated maternal/fetal care destination for national and international rare/complex patients requiring fetal, neonatal and ultimately, pediatric services.

BCH and BWH, along with the BCH surgical foundation and the Brigham and Women's Physicians Organization, Inc. ("BWPO"), plan to enter into a professional services agreement (noted above). The agreement will provide for BWH and BWPO to support care in the Center through the provision of the administrative and professional services of a maternal services medical director and maternal fetal medicine physicians to provide maternal care in the Center. The agreement will also include provisions for (i) branding the Center as the 'Boston Children's Maternal Fetal Care Center in affiliation with Brigham and Women's; and (ii) establishing a Maternal Fetal Advisory Committee with representatives of both BCH and BWH to monitor, support and continually improve care in the Center and provide ongoing oversight and coordination.

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:

Currently, BCH refers maternal patients with complex fetal abnormalities requiring maternal services to BWH and other adult hospitals able to care for the mothers. Under the proposed professional services agreement described in Section 14 above, maternal fetal medicine services would be largely, though not entirely, provided at the Center. We do not anticipate that this change and consolidation of services in one service location rather than two will have an impact on reimbursement rates.

We believe that the transition to an integrated maternal fetal care center, coupled with recruitment of additional physicians with expertise and skills in fetal interventions, will improve access to fetal services and the overall quality of patient care and experience for patients in Massachusetts and New England, may reduce overall total medical expense ("TME") due to a reduction in duplicative services that are currently provided by both BCH and BWH, and will attract patients nationally and internationally. Adding additional capacity to see patients at BCH will help with integrated care and will also support innovation and advancement in fetal care, ultimately leading to improvements in children's health.

DEVELOPMENT OF THE MATERIAL CHANGE

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

PHS expects to file in the near future a Notice of Material Change in connection with the proposed acquisition of a community hospital in southern New Hampshire.

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.

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]

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.

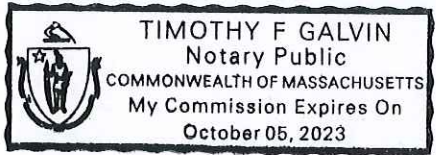
Signed on the 10th day of July, 2019, under the pains and penalties of perjury.


Signature: 

Name: Laura Peabody

Title: Chief Legal Officer and General Counsel

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:




Notary Signature
10/05/2023

Copies of this application have been submitted electronically as follows:

Office of the Attorney General (1)

Center for Health Information and Analysis (1)