



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: 12/20/2021

1. Name: Atrius Health, Inc.

2.	Federal TAX ID #	MA DPH Facility ID #	NPI #
	04-3397450		1871639914

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: James Contact Last Name: Woolman

8. Title: VP, Network Contracting and Finance Integration

9. Contact Phone: 617-559-8279 Extension:

10. Contact Email: james_woolman@atriushealth.org

DESCRIPTION OF ORGANIZATION

11. Briefly describe your organization.

Atrius Health, Inc., a Massachusetts non-profit corporation ("Atrius"), in its current form was created in 2015 through the merger of Dedham Medical Associates, Granite Medical Group, and the then-current Atrius Health parent company into Harvard Vanguard Medical Associates (which subsequently changed its legal name to Atrius Health, Inc.). Atrius is a physician-led, non-profit organization. Atrius strives to improve the lives of patients by providing high-quality and cost-effective care through population health and total medical expense management. Atrius strives to make health care services more affordable for Massachusetts residents in accordance with the Commonwealth's key health policy goal of reducing the rate of increase in health care costs. Atrius has 660 physicians and primary care providers and delivers care to more than 705,000 patients.

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? 10/01/2021 subject to regulatory 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:

Atrius Health and South Shore Hospital (the "Parties") plan to enter into a contract pursuant to which South Shore Hospital will be designated by Atrius Health as a preferred hospital provider for Atrius Health patients. In order to enhance the quality of care provided to their shared patients, the Parties have structured their arrangement to include initiatives designed to improve care coordination and quality outcomes for surgical inpatient, outpatient/ambulatory services and certain ancillary services. In addition, due to the increased quality and efficiency expected as a result of this collaboration, the Parties have agreed on a discounted payment rate for services provided by South Shore Hospital to certain patients for whom Atrius Health is at risk for financial and quality results.

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 Health and South Shore Hospital are enhancing a long-term existing relationship to become more clinically aligned in order to continue improving the care of Atrius Health patients and 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 and to ensure that care is provided at the appropriate care setting. The Parties will also work on various initiatives to integrate their technology systems with the aim of meeting clinical, quality and efficiency goals.

DEVELOPMENT OF THE MATERIAL CHANGE

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

Atrius Health is in discussions with other hospitals with respect to similar arrangements. Please also see the Notice of Material Change filed by Atrius Health regarding its transaction with Collaborative Care Holdings, LLC.

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:

Atrius Health is not required to submit, and has not submitted, any applications, forms, notices or other materials related to the proposed Material Change 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]

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 20th day of December, 2021, under the pains and penalties of perjury.

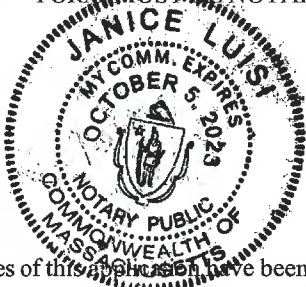
Signature: _____



Name: James Woolman

Title: VP, Network Contracting and Finance Integration

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)