

NOTICE OF MATERIAL CHANGE

Date of Notice: August 28, 2024

1. Name: Mass General Brigham Incorporated

2. Federal TAX ID #	MA DPH Facility ID #	NPI #
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.massgeneralbrigham.org

7. Contact First Name: Laura

Contact Last Name: Peabody

8. Title: Senior Deputy General Counsel

9. Contact Phone: 617-278-1065

Extension:

10. Contact Email: lpeabody@mgb.org

Description of Organization

11. Briefly describe your organization.

Mass General Brigham Incorporated ("MGB") is the parent organization of an integrated health care system ("MGB") founded by Brigham and Women's Hospital and Massachusetts General Hospital. In addition to these two academic medical centers, MGB comprises community and specialty hospitals, a physician network and other health-related provider entities (collectively, the "MGB Network") that provides patient quality, electronic medical record optimization, clinical education and other services for practices within the MGB Network practices, and a health insurance plan.

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?

Upon completion of HPC review on a mutually agreed upon date.

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:

See Attachment A

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:

See Attachment A

Development of the Material Change

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

None, based on executed agreements that are in place as of the date hereof.

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@mass.gov.

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; and
- 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.

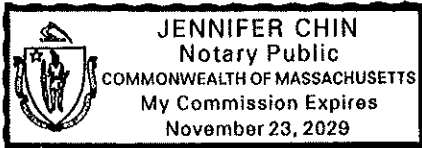
Signed on the 28th day of August, 2024, under the pains and penalties of perjury.

Signature: _____

Name: Mass General Brigham Incorporated

Title: Senior Deputy General Counsel

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:



Jennifer Chin
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)

Massachusetts Health Policy Commission

Notice of Material Change

Mass General Brigham Incorporated/Healthcare South, P.C. Affiliation

August 28, 2024

Attachment A

14. Nature and objective of proposed Material Change

Effective on a mutually agreed upon transition date, Healthcare South, P.C. (“HCS”), a private family practice, internal medicine and pediatric primary care group with locations in several cities and towns on the South Shore, will enter into a Network Affiliation Agreement that sets forth the terms of HCS’ participation in the MGB Network (the “Affiliation Agreement”). The objectives of this contracting affiliation are to ensure that, through participation in the MGB Network, HCS and its patients have: (i) enhanced access to integrated adult and pediatric specialized services within the MGB Network, including access to the specialized pediatric services of Mass General for Children (“MGfC”) both in MGfC’s community locations and its main campus in Boston; (ii) improved access in the local, South Shore service area to timely and convenient appointments with MGB specialists including in the areas of neurology, general surgery, thoracic surgery, pulmonary and endocrinology and to diagnostic services such as labs and advanced imaging; (iii) expanded administrative support and expertise for population health management such as data and analytics, disease management, and quality and patient satisfaction, and (iv) seamless access for HCS providers to shared electronic medical records across the MGB Network for all of HCS’ adult and pediatric patients.

In addition to the Affiliation Agreement, effective on the transition date, HCS and MGB will enter into one or more technology services agreements pursuant to which MGB will sublicense its Epic electronic medical record (“EMR”) software to HCS and subsidize HCS’ conversion to Epic in accordance with the applicable antikickback safe harbor and Stark exception. Other than this EMR subsidy, no funds will change hands between MGB and HCS as a result of this contracting affiliation.

15. Anticipated impact of proposed Material Change

This contracting affiliation will not change inpatient referral patterns for HCS’ adult patients who already receive convenient, cost effective and quality care from MGB hospitals and physicians and from MGB’s clinical affiliate, South Shore Hospital. This affiliation will improve the integration of care for these adult patients through HCS’ use of the MGB Network’s common electronic medical record and population health management programs.

MGB Notice of Material Change

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Attachment A - continued

As noted above, HCS and MGB expect that as a result of this affiliation, HCS providers will be able to offer its pediatric patients substantially better access to more convenient, integrated and high quality specialty care at MGfC than they are currently receiving in the Tufts Medicine Integrated Network (formerly NEQCA) while also continuing to receive local outpatient specialty and diagnostic care at South Shore Hospital and other providers in the South Shore community.

HCS and MGB do not expect that this affiliation will result in any material impact on HCS' reimbursement rates, with any projected increases to be within the current Massachusetts Health Care Cost Growth Benchmark.

HCS and MGB expect that this affiliation will result in a significant reduction in the cost of inpatient and outpatient hospital care for HCS' pediatric patients as referrals for such care shift from Boston Childrens' Hospital to the lower cost MGfC.