

EXHIBIT E

Chapter 94 of the Acts of 1999

THE COMMONWEALTH OF MASSACHUSETTS

In the Year One Thousand Nine Hundred and Ninety-nine

AN ACT RELATIVE TO QUINCY HOSPITAL.

Be it enacted by the Senate and House of Representatives in General Court assembled, and by the authority of the same, as follows:

SECTION 1. It is hereby declared for the benefit of the people of the city of Quincy:

(a) that in order to meet the demands of the rapidly changing health care environment and continue the public health care mission of Quincy Hospital, Quincy Hospital, like many public hospitals, must restructure in order to ensure the delivery of quality health care to the citizens it serves; and

(b) that the public mission of Quincy Hospital includes providing specialized clinical services to patients, particularly to the extent not available through other area services, providing comprehensive health care to the communities served by Quincy Hospital to ensure its availability to citizens of those communities, and providing free care to indigent patients, each of which remains an important objective which must be preserved or enhanced; and

(c) that the aforesaid declared public purposes separately and collectively serve the highest public interest and are essential to the public health and welfare, but must be realized in the most efficient manner consistent with their accomplishment; and

(d) that it is fiscally desirable for the city of Quincy and will benefit the mission of Quincy Hospital and the citizens of the communities it serves, to separate the operations, assets, liabilities and obligations of the existing hospital from the City of Quincy and the trust account through which it currently operates so that the operations of Quincy Hospital may be conducted as a self-supporting entity; and

(e) that Quincy Hospital, while retaining its identity as a charitable hospital, will be better able to achieve the objective of making available a viable health care system providing a full range of services for the health care needs of the people of the city and the commonwealth by entering into an affiliation with other hospitals and health care providers; and

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located in the Massachusetts State Library.

(f) that it is in the interests of the employees of Quincy Hospital, the employee organizations that represent them for the purpose of collective bargaining and the citizens of Quincy to ensure to the maximum extent possible that any nonprofit corporation so created recognizes the rights of Quincy Hospital employees eligible under the National Labor Relations Act to continue to be represented and enter into collective bargaining agreements containing their wages, hours, terms and conditions of employment; and

(g) that the interests of the citizens of the city and the commonwealth will be best served by the city's entering into one or more transactions pursuant to which the operations, assets, liabilities and obligations of the hospital will be transferred to or otherwise placed under control of one or more nonprofit corporations; provided that such nonprofit corporation or corporations which acquire or otherwise assume control of the Quincy City Hospital's operations, assets, liabilities and obligations shall be operated so that no part of its net earnings or assets inures to the benefit of any private individual and so that its activities comply with all applicable laws prohibiting self-dealing or otherwise relating to conflicts of interest.

SECTION 2. As used in this act, the following words shall, unless the context otherwise requires, have the following meanings:

"Affiliate", an organization which either controls or is a subsidiary of an organization which controls another entity, directly or indirectly, by means of the controlling organization or another subsidiary or affiliate of the controlling organization being the sole member of such entity or having the power to appoint at least one-half of the members, shareholders or governing body of such entity or having retained reserved powers to approve significant activities of such organization or otherwise controlling the governing body of such entity.

"Affiliation", an affiliation authorized by paragraph (a) of section 3 through transfer of all or substantially all of the assets of the hospital to one or more corporations, or otherwise giving management control of all operations of the hospital and possession or use of all or substantially all of the properties and assets of the hospital to one or more corporations.

"Affiliation agreement", one or more agreements which may be entered into prior to the implementation date by and between or among Boston Medical Center or the medical school on the one hand and the city, the hospital or one or more corporations on the other hand regarding affiliations between such par-

ties relating to the operation of the corporation and the delivery of health care services to the communities served by the hospital.

"Boston Medical Center", the nonprofit corporation named Boston Medical Center Corporation, and any successor thereto.

"Corporation" or "corporations", any one or more nonprofit corporations established under chapter 180 of the General Laws, licensed, directly or indirectly, by the department of public health under section 51 of chapter 111 of the General Laws to operate an acute-care hospital as defined in section 25B of said chapter 111, with which the hospital is authorized to affiliate by paragraph (a) of section 3, and any subsidiaries or affiliates of said corporations.

"Debt obligations", bonds, notes or other evidence of indebtedness.

"Definitive agreement", an agreement entered into prior to the implementation date by and between the city, the hospital and Boston Medical Center, as amended from time to time, regarding the organization of a corporation, the transfer of the assets and operations of the hospital to such corporation and the terms of any affiliation agreements contemplated by the parties.

"Hospital", the hospital known as Quincy Hospital, located on Plot 12, Lot A, Plot 26, Lot 21, Plot 22, Lot 1, Plot 81, Lot 21R, Plot 23, Lot 2, Plot 16, Lot B2, on Assessor's Plan 1177A and Plot 13, Plot 50, Lot A, on Assessor's Plan 1177E operated as a department and through a trust account of the city of Quincy, created by chapter 134 of the acts of 1919, and any other health care facilities under its ownership, custody and control.

"Implementation date", the date on which the affiliation becomes effective, as provided in the agreements authorized by paragraph (b) of section 3, upon written approval of the mayor attesting to his conclusion that the satisfaction of the terms and conditions of such agreements will effectuate the purposes of this act.

"Includes" or "including", by way of illustration and not by way of limitation.

"Medical school", the Boston University School of Medicine, or any successor thereto.

"Memorandum of understanding", the memorandum of understanding among the city, the hospital and the Quincy hospital unions dated June 12, 1999, and any amendments thereto mutually agreed to in writing and signed by the parties.

"New Quincy hospital", the hospital operated by the nonprofit corporation to which the assets of the hospital and assets relating to the operation of the hospital are transferred pursuant to this act.

"Quincy hospital unions", the various employee organizations which represent employees of the hospital and who are parties to the memorandum of understanding.

"Subsidiary", an organization which is controlled by another entity, directly or indirectly, by means of the entity or another subsidiary or affiliate of the entity being the sole member of such organization or having the power to appoint at least one-half of the members, shareholders or governing body of such organization or having retained reserved powers to approve significant activities of such organization or otherwise controlling the governing body of such organization.

SECTION 3. Notwithstanding the provisions of any general or special law or regulations promulgated thereunder to the contrary:

(a) The city, acting through the mayor, is hereby authorized to affiliate by transfer of all or substantially all of the assets of, or relating to the operation of, the hospital and all of the operations of the hospital to one or more corporations, or otherwise giving to one or more corporations management and control of all operations of the hospital and possession or use of all or substantially all of the assets of the hospital and all assets relating to the operation of the hospital, as the mayor deems necessary for the operation of the new Quincy hospital including: tangible personal property, such as equipment, inventories, supplies, medical records, furniture and automobiles; accounts receivable, notes receivable, cash, cash equivalents, securities, prepaid expenses and other current assets including assets held by the hospital and other health care facilities under its control; rights with respect to leases and subleases, governmental and administrative licenses, permits, authorizations, orders, registrations, certificates, variances, approvals, consents, and franchises used or useful in connection with the operation of the new Quincy hospital; patient lists; rights under any contracts relating to the operation of the hospital; business and financial records, books and materials; rights to insurance policies; and claims and other causes of action, and including all assets conveyed or transferred in accordance with the agreements referred to in paragraph (b), provided that all transfers of real property shall be governed by the provisions of paragraph (b). The definitive agree-

ment may provide that, in consideration of any or all of the assets transferred to a corporation pursuant to this act, the city shall transfer certain obligations of, or relating to the operation of, the hospital to such corporation. The city is authorized to accept and hold notes, bonds and any other evidence of indebtedness of such corporation in connection with the corporation's assumption of such obligations and the corporation's liability therefor may be secured by the corporation's mortgage or pledge of any or all of its revenues or assets to the city. Any corporation to which the city transfers the assets of or relating to the hospital and the operations of the hospital pursuant to this act shall be and shall agree to remain a nonprofit corporation which shall be operated so that no part of its net earnings or assets inures to the benefit of any private individual and so that its activities comply with all applicable laws prohibiting self-dealing or otherwise relating to conflicts of interest.

(b) In order to effectuate the affiliation authorized in paragraph (a), the city, acting through the mayor, is hereby authorized to enter into one or more agreements with a corporation or corporations with which an affiliation is authorized in accordance with paragraph (a), in such form and with such terms and conditions as the mayor, with the approval of the board of managers, may determine to be in the best interests of the city, including any provisions providing for indemnification as mutually agreed between the parties. The city, acting through the mayor and upon approval by a two-thirds vote of the city council, is hereby further authorized to transfer certain real property and facilities to one or more corporations under such terms and conditions as the mayor, with the approval of the board of managers, may determine from time to time to be in the best interests of the city; provided, however, that no deed conveyed by or on behalf of the city of Quincy of the title to the property described in section 2 shall be valid unless such deed provides that such property shall be used for the provision of health care services consistent with the purposes of this act.

(c) Upon the occurrence of the transfer authorized in paragraph (a), the corporation shall have all of the rights, powers, and authorities of a corporation established pursuant to chapter 180 of the General Laws and shall not be deemed to be an agency, commission, authority or other subdivision of the commonwealth or the city or an instrumentality of any of the foregoing for any purpose.

(d) The definitive agreement shall provide that, subject to the provisions of this subsection, the corporation shall provide a range of core inpatient, outpatient and diagnostic services at the new Quincy hospital that is comparable to those provided at the hospital immediately prior to the implementation date, provided that the termination of any major clinical service, including, without limitation, emergency services, by the corporation at the new Quincy hospital shall require approval by a vote of at least two-thirds of the governing board of the corporation and, in the case of emergency services, the approval of the city council and the mayor.

(e) The definitive agreement shall incorporate in full the memorandum of understanding.

(f) The corporation shall be organized and operated in accordance with the definitive agreement and no amendments shall be effected with regard to the articles of organization or by-laws of the corporation nor shall any changes to the operations of the corporation be implemented which are inconsistent with the terms of the definitive agreement as then in effect.

(g) Upon the occurrence of the transfer authorized by this section, the corporation shall include as part of its corporate purposes or mission the promotion and support of the Boston Medical Center's academic training program and a recognition of the importance of being part of an outstanding scientific and educational community and of providing high quality education and training to the commonwealth's future physicians. The corporation shall serve as a teaching hospital and training site for the Boston Medical Center residential training program.

(h) The definitive agreement may provide that the city will make certain payments to the corporation under certain conditions and in consideration of (i) the corporation's assumption of liabilities of the hospital, and (ii) the corporation's promotion of health care for residents of the city. Any such payments from the city to the corporation shall be disregarded for purposes of determining the amounts payable to the corporation pursuant to chapter 118G of the General Laws.

(i) This act shall constitute a determination of need for purposes of licensure and change of ownership as well as a determination of suitability for change of ownership and also shall constitute approval of all transfers of ownership of any unimplemented determinations of need, pursuant to sections 51, 71 and any other relevant sections of chapter 111 of the General

Laws or other provisions of the General Laws, and regulations promulgated thereunder, as may be required with respect to the need for (i) the change of ownership, licensure, operations or other approval relating to any corporation and its hospitals, clinics, health centers, home care operations, laboratories and other facilities that result from any transfer authorized by paragraph (a), including the corporation and hospital resulting from said transfer, (ii) the changes in ownership or control, directly or indirectly, of any subsidiary or affiliate of the hospital, (iii) the acquisition of all equipment necessary for the operation of a magnetic resonance imaging service, and (iv) the operation of a magnetic resonance imaging service. Upon application by any corporation or by its subsidiaries or affiliates the department of public health shall issue to such corporation or any such subsidiaries or affiliates a license or other certificate or approval as may be necessary or appropriate for it to establish, maintain, and operate (1) such hospitals, clinics, health centers, home care operations, laboratories and other facilities as had been maintained, operated, or owned by the hospital or any of its subsidiaries or affiliates prior to the transfer and (2) a magnetic resonance imaging service. To the extent required by law, the department of public health and the appropriate corporations shall enter into an agreement with respect to the continuation of the provision of uncompensated care.

(j) All contracts, including leases, mortgages, obligations, benefits, rights and liabilities of the city, the board of managers and the hospital that are transferred to a corporation pursuant to the terms of the definitive agreement and any provisions of this act shall continue in full force and effect in accordance with law and shall be transferred to, assumed by and imposed upon such corporation by operation of law.

SECTION 3A. (a) The city may issue from time to time its debt obligations to effectuate any of the purposes of this act, or to provide for the refinancing of bonds previously issued pursuant to this act or pursuant to the provisions of chapter 470 of the acts of 1985. Such debt obligations shall be issued in such amounts as the city council may authorize by a two-thirds vote with the approval of the mayor. All such debt obligations shall be negotiable for all purposes without regard to any other law, subject only to the provisions of any such debt obligations for registration. Debt obligations issued hereunder may be secured by a pledge of any revenues, receipts or other assets or funds received by the city in connection with the new Quincy hospital or

from a corporation or otherwise, by mortgages or other instruments covering all or any part of any and all property whether real or personal, tangible or intangible, including any additions, improvements, extensions to or enlargements of any real property thereafter made, or by any one or more of the foregoing, all as may be determined by the city; provided that the only property or assets of the city that may be pledged as security for the debt obligations and available for the payment thereof shall be payments received under a financing agreement entered into pursuant to this act and proceeds of the city's exercise of rights thereunder and the monies held under the trust agreement entered into pursuant to this act. The city may loan the proceeds of such debt obligations to a corporation and in connection with the making of such loan may enter into such financing agreements and receive, hold and assign such payment obligations, and containing in each case such provisions, as the city may deem advisable to effectuate the purposes of this act. Debt obligations may be dated, may bear interest at such rate or rates, including rates variable from time to time, may be payable in any domestic or foreign currency and at any domestic or foreign location and may mature or otherwise be payable at such time or times as may be provided for by the city, and may be made redeemable or determinable prior to maturity at the option of the city or the holder thereof at such price or prices and under such terms and conditions as may be fixed by the city. The city shall determine the form of debt obligations and the manner of execution, denomination or denominations and place or places of payment thereof. In case any officer whose signature or a facsimile of whose signature shall appear on any debt obligations shall cease to be such officer before the delivery thereof, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes as if such officer had remained in office until after such delivery. The city may provide for the authentication of debt obligations by a trustee, fiscal agent, registrar or transfer agent. In the discretion of the city, debt obligations of the city may be issued with such terms as will cause the interest thereon to be subject to federal income taxation. The city may sell its debt obligations in such manner, either at public or private sale, for such price, at such rate or rates of interest, or at discount in lieu of interest, as it determines will best effectuate its corporate purposes.

(b) In the discretion of the city, any debt obligations issued hereunder may be secured by a trust agreement between the city and a corporate trustee,

which may be any trust company or bank having the powers of a trust company within or without the commonwealth, and any such trust agreement shall be in such form and executed in such manner as may be determined by the city. Such trust agreement may pledge or assign, in whole or in part, any revenues and funds held or to be received, and any mortgages or other loan collateral held or to be acquired by the city, and any contract or other rights to receive the same, whether then existing or thereafter coming into existence and whether then held or thereafter acquired by the city, and the proceeds thereof, and the rights of the city under any financing agreement entered into in connection with bonds issued under this act. Such trust agreement and such financing agreement may contain such provisions for protecting and enforcing the rights, security and remedies of holders of debt obligations as may be reasonable and proper, including, without limiting the generality of the foregoing provisions as to: (1) pledging all or any part of the revenues of the new Quincy hospital, any revenue producing contract or contracts with any individual, partnership, corporation or association or other body, public or private, or any federally guaranteed security and monies received therefrom whether such security is acquired by the city or a corporation to secure the payment of the debt obligations, subject to such agreements with holders of debt obligations as may then exist; (2) the rentals, fees and other charges to be charged, and the amounts to be raised in each year thereby, and the use and disposition of the revenues; (3) the establishment and setting aside of reserves or sinking funds, and the regulations and disposition thereof; (4) limitations on the right of the city or its agents to restrict and regulate the use of the new Quincy hospital; (5) limitations on the purpose to which the proceeds of sale of any issue of debt obligations then or thereafter to be issued may be applied, including as authorized purposes, all cost and expenses necessary or incidental to the issuance of debt obligations, to the acquisition of or commitment to acquire any federally guaranteed security and to the issuance and obtaining of any federally insured mortgage note and pledging such proceeds to secure the payment of the debt obligations or any issue of the debt obligations; (6) limitations on the issuance of additional debt obligations, the terms upon which additional debt obligations may be issued and secured and the refunding of outstanding debt obligations; (7) the procedure, if any, by which the terms of any contract with holders of debt obligations may be amended or abrogated, the amount of debt obligations the holders of

which must consent thereto, and the manner in which such consent may be given; (8) limitations on the amount of monies to be expended for operating, administrative or other expenses; (9) defining the acts or omissions to act which shall constitute a default in the duties of the city to holders of its debt obligations and providing the rights and remedies of such holders in the event of default; (10) the duties, obligations and liabilities of any trustee or paying agent; and (11) the mortgaging of real property for the purpose of securing the holders of debt obligations. In addition to other security provided herein or otherwise by law, debt obligations issued by the city may be secured, in whole or in part, by financial guaranties, by insurance or by letters of credit issued to the city, or a trustee, or any other person by any bank, trust company, insurance or surety company or other financial institution, within or without the commonwealth, and the city may pledge or assign, in whole or in part, any revenues and funds held or to be received, and any mortgages or other loan collateral held or to be acquired, by the city and any contract or other rights to receive the same, whether then existing or thereafter coming into existence and whether then held or thereafter acquired by the city, and the proceeds thereof, as security for such guaranties or insurance or for the reimbursement by the city to the issuer of any such letter of credit of any payments made under such letter of credit. It shall be lawful for any bank or trust company to act as a depository or trustee of the proceeds of debt obligations, revenues or other monies under any such trust agreement and to furnish such indemnification or to pledge such securities and issue such letters of credit as may be required by the city. Any such trust agreement may set forth the rights and remedies of holders of debt obligations and of the trustee and may restrict the individual right of action by holders of debt obligations.

(c) Any pledge of revenues or other property made by the city under the provisions of this act, including, without limitation, any pledge by the city of its rights to receive payments of any kind from or for the account of mortgagors under mortgages, participations therein or subsidy, guaranty, insurance or other contracts relating thereto, and of its revenues and other property, and of the mortgages, notes, such participations, such subsidy, guaranty, insurance or other contracts or other collateral, and of the proceeds of any or all thereof, shall be valid and binding and shall be deemed continuously perfected for the purposes of the Uniform Commercial Code and other laws from the

time when such pledge is made. The revenues, monies, property, rights and proceeds so pledged and then held or thereafter acquired or received by the city shall immediately be subject to the lien of such pledge without any physical delivery or segregation thereof or further act, and the lien of any such pledge shall be valid and binding against all parties having claims of any kind in tort, contract or otherwise against the city, regardless of whether such parties have notice thereof. Neither the trust agreement nor any other agreement by which a pledge is created need to be filed or recorded except in the records of the city, and no filing need be made under the Uniform Commercial Code or any other law.

(d) Any holder of a debt obligation issued by the city under the provisions of this act and any trustee under a trust agreement securing the same, except to the extent the rights herein given may be restricted by such trust agreement, may bring suit upon the debt obligations and may, either at law or in equity, by suit, action, mandamus or other proceeding for legal or equitable relief, including proceedings for the appointment of a receiver to take possession and control of the business and properties pledged to secure the bonds, to operate and maintain the same, to make any necessary repair, renewals and replacements in respect thereof and to fix, revise and collect fees or charges, protect and enforce any and all rights under the laws of the commonwealth or granted hereunder or under such trust agreement or other agreement and may enforce and compel the performance of all duties required by this act or by such trust agreement to be performed by the city or by any officer thereof.

(e) Debt obligations issued by the city under this act are hereby made securities in which all public officers and public bodies of the commonwealth and its political subdivisions, all insurance companies, trust companies in their commercial departments, savings banks, cooperative banks, banking associations, investment companies, executors, administrators, trustees and other fiduciaries may properly and legally invest funds, including capital in their control or belonging to them. Such debt obligations are hereby made securities which may properly and legally be deposited with and received by any commonwealth or municipal officer or any agency or political subdivision of the commonwealth for any purpose for which the deposit of bonds or obligations of the commonwealth is now or may hereafter be authorized by law.

(f) Debt obligations issued by the city under the provisions of this act shall not be deemed to be a debt or a pledge of the faith and credit of the commonwealth or the city, but shall be payable solely from the funds and other property from which they are made payable pursuant to the provisions of this act. All debt obligations issued by the city under the provisions of this act, their transfer and the income therefrom, including any profit made on the sale thereof, shall at all times be free from taxation of every kind by the commonwealth and by the cities, towns and other political subdivisions in the commonwealth.

(g) Debt obligations may be issued and debt may otherwise be incurred under this act without obtaining the consent of any department, division, commission, board, bureau or agency of the commonwealth or any political subdivision thereof, and without any other proceedings or the happening of any condition or thing other than those proceedings, conditions or things which are specifically required therefor by this act.

(h) All debt obligations issued pursuant to this act shall contain on the face thereof a statement to the effect that neither the commonwealth nor the city shall be obligated to pay the same other than from the funds and other property from which they are made payable pursuant to the provisions of this act and that neither the faith and credit nor the taxing power of the commonwealth or the city is pledged to the payment of the principal of or interest on such debt obligations.

(i) Notwithstanding any provision of this act or any general or special law to the contrary, any action authorized to be taken in this section by the city may be taken by action of the mayor, acting singly, except as otherwise provided in the second sentence of subsection (a) of section 3A.

(j) All monies received pursuant to the authority of this act, whether as proceeds from the sale of debt obligations or as revenues, shall be deemed to be trust funds to be held and applied solely as provided in this act. Any officer with whom, or any bank or trust company with which, such monies shall be deposited shall act as trustee of such monies and shall hold and apply the same for the purposes hereof, subject to such regulations as this act and the trust agreement securing such bonds may provide.

(k) Any debt obligations issued pursuant to this act shall not be included in determining the limits of indebtedness of the city as established by

law nor shall the principal and interest payments thereof be included in any computation under section 21C of chapter 59 of the General Laws.

SECTION 4. (a) The memorandum of understanding is incorporated herein in its entirety.

(b) The following provisions shall apply with respect to the rights of hospital employees pursuant to the city's retirement system:

(i) Each hospital employee in the city's retirement system upon affiliation shall be eligible to receive a two year increase in his years of service or age for enhancement of his retirement allowance. Individuals must apply within 60 days of termination of active service.

(ii) Any current hospital employee may upon affiliation buy up to three years of creditable service. The payment for such purchase shall be without interest and must be made within three years of application on such terms and conditions as established by the Quincy retirement board. Individuals must apply within 60 days of termination of active service.

(iii) Any current hospital employee who elects the retirement enhancement referred to in clauses (i) or (ii) above, or elects a retirement allowance pursuant to the provisions of section 5 or 10 of chapter 32 of the General Laws, and is employed by the new entity on the implementation date, will be eligible to participate in the city's health insurance program for retirees only after said employee leaves, either voluntarily or involuntarily, the employment of the new entity.

(iv) Any current hospital employee who is: (1) vested in the city's retirement system; (2) is not eligible to receive a retirement allowance immediately prior to the implementation date; (3) elects to receive a retirement allowance upon any date after becoming eligible to receive a retirement allowance; and (4) is employed by the corporation as of the implementation date, will be eligible to participate in the city's health insurance program for retirees only after said employee leaves, either voluntarily or involuntarily, the employment of the new entity.

(v) Members of bargaining units which are non-signatories to or, where applicable, do not ratify the memorandum of understanding shall be excluded from the terms of this subsection (b).

(c) Any corporation to which all or substantially all of the hospital's assets are transferred pursuant to section 3 shall, upon the effective date of such transaction, and as a condition to such transaction, be subject to the

provisions of the memorandum of understanding. The city shall continue to recognize any labor organization as the lawful bargaining agent for any bargaining units of employees which had been recognized by it prior to the enactment of this act and shall maintain in effect and shall honor through September 30, 1999 all collective bargaining agreements last negotiated with such labor organizations for each such bargaining unit.

(d) Upon the transfer as authorized by section 3, no corporation shall, except as may be provided for in the definitive agreement, including the terms of the memorandum of understanding incorporated therein, or any affiliation agreement, have any responsibility for costs attributable to the service of any employee prior to or including the date of the transfer or merger or consolidation. The hospital will satisfy its liabilities to its employees for benefits accrued and unused while an employee of the hospital to the extent any such liability is not assumed by the corporation.

(e) The provision of services to a corporation created hereunder, pursuant to an agreement between the city and such corporation, by an employee of the city or hospital as of the effective date of this act or by an employee who is a city or hospital employee immediately prior to the effective date of this act and who becomes an employee, officer or trustee of such corporation in accordance with the definitive agreement, shall not be deemed to violate the provisions of sections 17, 18, 19, 20 and 23 of chapter 268A of the General Laws.

(f) Nothing in this act shall limit the ability of the hospital or a corporation to change or terminate the employment status of any employees as and to the extent permitted by applicable law, any applicable collective bargaining agreements, and the memorandum of understanding.

SECTION 5. (a) The city and all other agencies and officers of the commonwealth are hereby authorized and directed to take such actions as may be necessary or desirable in the judgment of the city to effect the transactions authorized by this act, the transition of assets and employees, and the purposes of this act.

(b) In authorizing the affiliation for the benefit of the people of the commonwealth, and in full recognition of the implications thereof, it is declared to be the intent of this act to preempt the application to said transaction of all competition laws of the commonwealth, including chapters 93 and 93A of the General Laws.

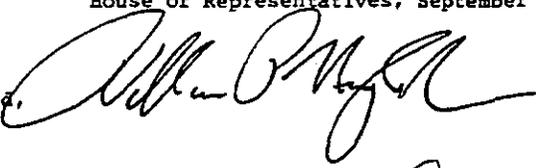
SECTION 6. Subject to the approval of the city council and the mayor, the hospital is authorized to become a debtor under the United States Bankruptcy Code. This authorization shall be effective if the affiliation authorized in paragraph (a) of section 3 is not consummated.

SECTION 7. Effective as of the implementation date, the provisions of chapter 134 of the acts of 1919 and of chapter 312 of the acts of 1981, as most recently amended by sections 4 and 5 of chapter 130 of the acts of 1995, are hereby repealed.

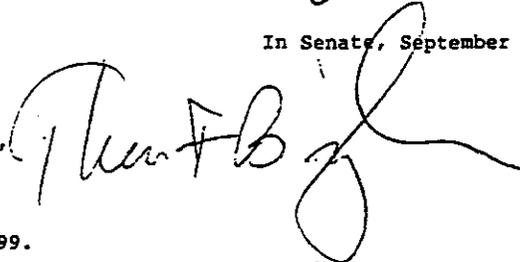
SECTION 8. This act, being necessary for the health and welfare of the citizens of the commonwealth, shall be liberally construed to effect its purposes.

SECTION 9. The provisions of this act shall be deemed to provide an exclusive, additional, alternative and complete method for the effectuation of the purposes of this act and shall be construed to be supplemental to and not in derogation of, powers otherwise conferred by law on the city; provided, however, that insofar as the provisions of this act are inconsistent with the provisions of any general or special law, administrative order or regulation or any limitation imposed by a corporate or municipal charter, the provisions of this act shall be controlling.

House of Representatives, September 30, 1999.

Passed to be enacted,  , Acting Speaker.

In Senate, September 30, 1999.

Passed to be enacted,  , President.

October 1, 1999.

Approved, at 2:34 PM


Governor.

