**UMass Memorial Health Care, Inc.**

**Determination of Need Application #UMMHC 24021420-TO**

**The Transfer of Ownership**

**of**

**Milford Regional Medical Center, Inc.**

**14 Prospect Street**

**Milford, Massachusetts 01757**

**February 15, 2024**

**Submitted By**

**UMass Memorial Health Care, Inc.**

**One Biotech Park**

**365 Plantation Street**

**Worcester, Massachusetts 01605**

 Version: 11-8-17

Massachusetts Department of Public Health
Determination of Need
Application Form

Application Type: Transfer of Ownership

Application Date: 02/15/2024 9:50 am

Applicant Name: UMass Memorial Health Care, Inc.

Mailing Address: One Biotech Park, 365 Plantation Street

City: Worcester State: Massachusetts Zip Code: 01605

Contact Person: Kathleen G. Healy

Title: Legal Counsel

Mailing Address: One Boston Place, 25th Floor

City: Boston State: Massachusetts Zip Code: 02108

Phone: 6175575995 Ext: none

Email: khealy@rc.com

**Facility Information**

**List each facility affected and or included in Proposed Project**

1. Facility Name: Milford Regional Medical Center, Inc.

Facility Address: 14 Prospect Street

City: Milford State: Massachusetts Zip Code: 01757

Facility type: Hospital CMS Number: 220090

**1. About the Applicant**

1.1 Type of organization (of the Applicant): Nonprofit

1.2 Applicant’s Business Type: Corporation

1.3 What is the acronym used by the Applicant’s Organization: UMMHC

1.4 Is Applicant a registered provider organization as the term is used in the HPC/CHIA RPO program? Yes

1.5 Is Applicant or any affiliated entity an HPC-certified ACO? Yes

1.5.a If yes, what is the legal name of that entity? UMass Memorial Accountable Care Organization, Inc.

1.6 Is Applicant or any affiliate thereof subject to M.G.L. c. 6D § 13 and 958 CMR 7.00 (filing of Notice of Material Change to the Health Policy Commission? Yes

1.7 Does the Proposed Project also require the filing of a MCN with the HPC? Yes

1.7a If Yes, has Material Change Notice been filed? Yes

1.7.b If yes, provide the date of filing.: 02/14/2024

1.8 Has the Applicant or any subsidiary thereof been notified pursuant to M.G.L. c. 12C § 16 that it is exceeding the health care cost growth benchmark established under M.G.L. c. 6D § 9 and is thus, pursuant to M.G.L. c. 6D § 10 required to file a performance improvement plan with CHIA? No

1.9 Complete the Affiliated Parties Form

**2. Project Description**

2.1 Provide a brief description of the scope of the project.: Please see attached Narrative.

2.2 and 2.3 Complete the Change in Service Form

**3. Delegated Review**

3.1 Do you assert that this Application is eligible for Delegated Review? No

**4. Conservation Project**

4.1 Are you submitting this Application as a Conservation Project? No

**5. DoN-Required Services and DoN-Required Equipment**

5.1 Is this an application filed pursuant to 105 CMR 100.725: DoN-Required Equipment and DoN-Required Service? No

**6. Transfer of Ownership**

6.1 Is this an application filed pursuant to 105 CMR 100.735? Yes

6.2 If Yes, Is Applicant's Proposed Project subject to 958 CMR 7.00 (Notices of Material Changes and Cost and Market Impact Reviews)? Yes

6.3 Does the Proposed Project constitute the transfer of the Health Care Facility's license in its entirety to a single transferee? No

6.4 Which of the following most closely characterizes the Proposed Project;

A transfer of a majority interest in the ownership of a Hospital or Clinic; [blank]

A transfer of a majority of any class of the stock of a privately-held for-profit corporation; [blank]

A transfer of a majority of the partnership interest of a partnership; [blank]

A change of the trustee or a majority of trustees of a partnership; [blank]

Changes in the corporate membership and/or trustees of a non-profit corporation constituting a shift in control of the Hospital or Clinic; [blank]

Foreclosure proceedings have been instituted by a mortgagee in possession of a Hospital or Clinic; [blank]

A change in the ownership interest or structure of a Hospital or Clinic, or of the Hospital or Clinic's organization or parent organization(s), such that the change results in a shift in control of the operation of the Hospital or Clinic. Yes

6.5 Explain why you believe this most closely characterizes the Proposed Project. : The Applicant, UMMHC, is the sole corporate member of UMass Memorial Community Hospitals, Inc. (UMMCH). The Proposed Project is a Transfer of Ownership which will result in UMMCH becoming the sole corporate member of Milford Regional Medical Center, Inc. (MRMC), the entity that will continue to hold the hospital license. Therefore, the Proposed Project constitutes a change in a Hospital's parent organization, such that the change results in a shift in control of the operation of the Hospital.

6.6 In context of responding to each of the Required Factors 1, 3, and 4, consider how the proposed transaction will affect the manner in which Applicant serves its existing Patient Panel in the context of value (that is cost and quality), and describe the impact to the Patient Panel in the context of Access, Value (price, cost, outcomes), and Health Disparities.: The responses provided below consider how the proposed transaction will affect the existing Patient Panel.

6.7 **See section on Transfer of Ownership in the Application Instructions**

**7. Ambulatory Surgery**

7.1 Is this an application filed pursuant to 105 CMR 100.740(A) for Ambulatory Surgery? No

**8. Transfer of Site**

8.1 Is this an application filed pursuant to 105 CMR 100.745? No

**9. Research Exemption**

9.1 Is this an application for a Research Exemption? No

**10. Amendment**

10.1 Is this an application for a Amendment? No

**11. Emergency Application**

11.1 Is this an application filed pursuant to 105 CMR 100.740(B)? No

**12. Total Value and Filing Fee**

Enter all currency in numbers only. No dollar signs or commas. Grayed fields will auto calculate depending upon answers above.

**Your project application is for**: Transfer of Ownership

12.1 Total Value of This project: $368,744,992.00

12.2 Total CHI commitment expressed in dollars: (calculated) $0.00

12.3 Filing Fee: (calculated) $737,489.98

12.4 Maximum Incremental Operating Expense resulting from the Proposed Project: $0.00

12.5 Total proposed Construction costs, specifically related to the Proposed Project, if any, which will be contracted out to local or minority, women, or veteran-owned businesses expressed in estimated total dollars. $0.00

**13. Factors**

Required Information and supporting documentation consistent with 105 CMR 100.210

Some factors will not appear depending upon the type of license you are applying for. Text fields will expand to fit your response.

**Factor 1: Applicant Patient Panel Need, Public Health Values and Operational Objectives**

**F1.a.i Patient Panel**

Describe your existing Patient Panel, including incidence or prevalence of disease or behavioral risk factors, acuity mix, noted health disparities, geographic breakdown expressed in zip codes or other appropriate measure, demographics including age, gender and sexual identity, race, ethnicity, socioeconomic status and other priority populations relevant to the Applicant's existing patient panel and payer mix.: Please see attached Narrative.

**F1.aii Need by Patient Panel**

Provide supporting data to demonstrate the need for the Proposed Project. Such data should demonstrate the disease burden, behavioral risk factors, acuity mix, health disparities, or other objective Patient Panel measures as noted in your response to Question F1.a.i that demonstrates the need that the Proposed Project is attempting to address. If an inequity or disparity is not identified as relating to the Proposed Project, provide information justifying the need. In your description of Need, consider the principles underlying Public Health Value (see instructions) and ensure that Need is addressed in that context as well.: Please see attached Narrative.

**F1.a.iii Competition:**

Provide evidence that the Proposed Project will compete on the basis of price, total medical expenses, provider costs, and other recognized measures of health care spending. When responding to this question, please consider Factor 4, Financial Feasibility and Reasonableness of Costs: Please see attached Narrative.

**F1.b.i Public Health Value /Evidence-Based:**

Provide information on the evidence-base for the Proposed Project. That is, how does the Proposed Project address the Need that Applicant has identified: Please see attached Narrative.

**F1.b.ii Public Health Value /Outcome-Oriented:**

Describe the impact of the Proposed Project and how the Applicant will assess such impact. Provide projections demonstrating how the Proposed Project will improve health outcomes, quality of life, or health equity. Only measures that can be tracked and reported over time should be utilized: Please see attached Narrative.

**F1.b.iii Public Health Value /Health Equity-Focused:**

For Proposed Projects addressing health inequities identified within the Applicant's description of the Proposed Project's need­ base, please justify how the Proposed Project will reduce the health inequity, including the operational components (e.g. culturally competent staffing). For Proposed Projects not specifically addressing a health disparity or inequity, please provide information about specific actions the Applicant is and will take to ensure equal access to the health benefits created by the Proposed Project and how these actions will promote health equity: Please see attached Narrative.

**F1.b.iv** Provide additional information to demonstrate that the Proposed Project will result in improved health outcomes and quality of life of the Applicant's existing Patient Panel, while providing reasonable assurances of health equity: Please see attached Narrative.

**F1.c Provide evidence that the Proposed Project will operate efficiently and effectively by furthering and improving continuity and coordination of care for the Applicant's Patient Panel, including, how the Proposed Project will create or ensure appropriate linkages to patients' primary care services:** Please see attached Narrative.

**F1.d Provide evidence of consultation, both prior to and after the Filing Date, with all Government Agencies with relevant licensure, certification, or other regulatory oversight of the Applicant or-the Proposed Project:** Please see attached Narrative.

**F1.e.i Process for Determining Need/Evidence of Community Engagement: For assistance in responding to this portion of the Application, Applicant is encouraged to review Community Engagement Standards for Community Health Planning Guideline. With respect to the existing Patient Panel, please describe the process through which Applicant determined the need for the Proposed Project:** Please see attached Narrative.

**F1.e.ii Please provide evidence of sound Community Engagement and consultation throughout the development of the Proposed Project. A successful Applicant will, at a minimum, describe the process whereby the "Public Health Value" of the Proposed Project was considered, and will describe the Community Engagement process as it occurred and is occurring currently in, at least, the following contexts: Identification of Patient Panel Need; Design/selection of DoN Project in response to "Patient Panel" need; and Linking the Proposed Project to "Public Health Value":** Please see attached Narrative.

**Factor 2: Health Priorities**

**Addresses the impact of the Proposed Project on health more broadly (that is, beyond the Patient Panel) requiring that the Applicant demonstrate that the Proposed Project will meaningfully contribute to the Commonwealth's goals for cost containment, improved public health outcomes, and delivery system transformation.**

**F2.a Cost Containment**

**Using objective data, please describe, for each new or expanded service, how the Proposed Project will meaningfully contribute to the Commonwealth's goals for cost containment.** Please see attached Narrative.

**F2.b Public Health Outcomes:**

**Describe, as relevant, for each new or expanded service, how the Proposed Project will improve public health outcomes.:** Please see attached Narrative.

**F2.c Delivery System Transformation:**

**Because the integration of social services and community-based expertise is central to goal of delivery system transformation, discuss how the needs of their patient panel have been assessed and linkages to social services organizations have been created and how the social determinants of health have been incorporated into care planning.:** Please see attached Narrative.

**Factor 3: Compliance**

Applicant certifies, by virtue of submitting this Application that it is in compliance and good standing with federal, state, and local laws and regulations, including, but not limited to M.G.L. c. 30, §§ 61 through 62H and the applicable regulations thereunder, and in compliance with all previously issued notices of Determination of Need and the terms and conditions attached therein.

F3.a Please list all previously issued Notices of Determination of Need

| Add/Del Rows | Project Number | Date Approved | Type of Notification | Facility Name |
| --- | --- | --- | --- | --- |
| +/- | 2-3C06 | 02/06/2012 | Transfer of Site/Change in Designated Location  | UMass Memorial Medical Center (26 Queen StreetCampus) |
| +/- | 2-3X01  | 08/16/2012 | Transfer of Site/Change in Designated Location  | UMass Memorial Medical Center Cancer Center at Marlborough Hospital |
| +/- | 1-3C40  | 08/14/2014 | Transfer of Ownership | Wing Memorial Hospital |
| +/- | 2-4952  | 08/12/2015 | Ambulatory Surgery  | Healthcare Enterprises, LLC - The Surgery Center (Shrewsbury) |
| +/- | 1-3C59  | 02/08/2017 | Hospital/Clinic Substantial Change in Service | HealthAlliance - Clinton Hospital Emergency Department (Leominster Campus) |
| +/- | 2-3C60  | 06/22/2017 | Hospital/Clinic Substantial Change in Service | UMass Memorial Medical Center (University Campus) |
| +/- | 20121712-TO  | 05/12/2021 | Transfer of Ownership | UMass Memorial Health - Harrington Hospital, Inc. |

**Factor 4: Financial Feasibility and Reasonableness of Expenditures and Costs**

Applicant has provided (as an attachment) a certification, by an independent certified public accountant (CPA) as to the availability of sufficient funds for capital and ongoing operating costs necessary to support the Proposed Project without negative impacts or consequences to the Applicant’s existing Patient Panel.

F4.a.i Capital Costs Chart:

For each Functional Area document the square footage and costs for New Construction and/or Renovations.

|  | Present Square Footage | Square Footage Involved in Project – New Construction | Square Footage Involved in Project – Renovation | Resulting Square Footage | Total Cost | Cost/Square Footage |
| --- | --- | --- | --- | --- | --- | --- |
| Add/Del Rows | Functional Areas | Net | Gross | Net | Gross | Net | Gross | Net | Gross | New Construction | Renovation | New Construction | Renovation |
| +/- | Not Applicable |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Total: (calculated) |  |  |  |  |  |  |  |  |  |  |  |  |

F4.a.ii For each Category of Expenditure document New Construction and/or Renovation Costs.

|  | Category of Expenditure | New Construction | Renovation | Total (calculated) |
| --- | --- | --- | --- | --- |
|  | **Land Costs** |
|  | Land Acquisition Cost |  |  |  |
|  | Site Survey and Soil Investigation |  |  |  |
|  | Other Non-Depreciable Land Development |  |  |  |
|  | Total Land Costs |  |  |  |
|  | **Construction Contract (including bonding cost)** |
|  | Depreciable Land Development Cost |  |  |  |
|  | Building Acquisition Cost |  |  |  |
|  | Construction Contract (including bonding cost) |  |  |  |
|  | Fixed Equipment Not in Contract |  |  |  |
|  | Architectural Cost (Including fee, Printing, supervision etc.) and Engineering Cost |  |  |  |
|  | Pre-filing Planning and Development Costs |  |  |  |
|  | Post-filing Planning and Development Costs |  |  |  |
| Add/Del Rows | Other (specify) |
|  | Net Interest Expensed During Construction |  |  |  |
|  | Major Movable Equipment |  |  |  |
|  | Total Construction Costs |  |  |  |
|  | **Financing Costs:** |
|  | Cost of Securing Financing (legal, administrative, feasibility studies, mortgage insurance, printing, etc |  |  |  |
|  | Bond Discount |  |  |  |
|  | Other (specify |  |  |  |
|  | Total Financing Costs |  |  |  |
|  | **Estimated Total Capital Expenditure** |  |  |  |

**Documentation Check List**

The Check List below will assist you in keeping track of additional documentation needed for your application.

Once you have completed this Application Form the additional documents needed for your application will be on this list. E-mail the documents as an attachment to: DPH.DON@state.ma.us

Copy of Notice of Intent: check

Affidavit of Truthfulness Form: check

Scanned copy of Application Fee Check: check

Affiliated Parties Table Question 1.9: check

Change in Service Tables Question 2.2 and 2.3: check

Certification from an independent Certified Public Accountant: check

Notification of Material Change: unchecked

Articles of Organization/Trust Agreement: check

**Documentation Ready for Filing**

When document is complete click on “document is ready to file”. This will lock in the responses and date and time stamp the form.

To make changes to the document un-check the “document is ready to file” box. Edit document then lock file and submit

Keep a copy for your records. Click on the “Save” button at the bottom of the page.

To submit the application electronically, click on the “E-mail submission to Determination of Need” button.

This document is ready to file? Yes Date/time Stamp: 02/15/2024 9:50 am

E-mail submission to Determination of Need

**Application Number: UMMHC-24021420-TO**

**Use this number on all communications regarding this application.**