

APPLICATION FOR DETERMINATION OF NEED

EMERGENCY APPLICATION

**LIFESPAN OF MASSACHUSETTS, INC. –
TAUNTON, INC.**

DON APPLICATION # LMA-T-24102218-EA

**BY
LIFESPAN OF MASSACHUSETTS, INC.**

October 23, 2024

LIFESPAN OF MASSACHUSETTS, INC.
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Massachusetts Department of Public Health

Determination of Need

Application Form

Version: 11-8-17

| | | | |
|-------------------|---|-------------------|--------------------|
| Application Type: | Emergency Application | Application Date: | 10/23/2024 6:25 am |
| Applicant Name: | Lifespan of Massachusetts - Taunton, Inc. | | |
| Mailing Address: | 88 Washington Street | | |
| City: | Taunton | State: | Massachusetts |
| | | Zip Code: | 02780 |
| Contact Person: | Benjamin Wilson | Title: | Partner |
| Mailing Address: | 800 Boylston Street, Prudential Tower | | |
| City: | Boston | State: | Massachusetts |
| | | Zip Code: | 02199 |
| Phone: | 6179517336 | Ext: | |
| E-mail: | benjamin.wilson@ropesgray.com | | |

Facility Information

List each facility affected and or included in Proposed Project

| | | | |
|---|----------------------|--------------------------------------|---------------|
| 1 Facility Name: | Morton Hospital | | |
| Facility Address: | 88 Washington Street | | |
| City: | Taunton | State: | Massachusetts |
| | | Zip Code: | 02780 |
| Facility type: | Hospital | CMS Number: | 220073 |
| Add additional Facility | | Delete this Facility | |

1. About the Applicant

| | |
|---|--|
| 1.1 Type of organization (of the Applicant): | nonprofit |
| 1.2 Applicant's Business Type: | <input checked="" type="radio"/> Corporation <input type="radio"/> Limited Partnership <input type="radio"/> Partnership <input type="radio"/> Trust <input type="radio"/> LLC <input type="radio"/> Other |
| 1.3 What is the acronym used by the Applicant's Organization? | LMA-T |
| 1.4 Is Applicant a registered provider organization as the term is used in the HPC/CHIA RPO program? | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| 1.5 Is Applicant or any affiliated entity an HPC-certified ACO? | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| 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)? | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| 1.7 Does the Proposed Project also require the filing of a MCN with the HPC? | <input type="radio"/> Yes <input checked="" type="radio"/> No |

- 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? ☐ Yes ☒ No

1.9 Complete the Affiliated Parties Form

2. Project Description

2.1 Provide a brief description of the scope of the project.

See Project Narrative attached.

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? ☒ Yes ☐ No

3.1.a If yes, under what section? Emergency Application

4. Conservation Project

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

5.2 If yes, is Applicant or any affiliated entity thereof a HPC-certified ACO? ☐ Yes ☒ No

5.3 See section on DoN-Required Services and DoN-Required Equipment in the Application Instructions

6. Transfer of Ownership

6.1 Is this an application filed pursuant to 105 CMR 100.735? ☐ Yes ☒ No

7. Ambulatory Surgery

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

8. Transfer of Site

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

9. Research Exemption

9.1 Is this an application for a Research Exemption? ☐ Yes ☒ No

10. Amendment

10.1 Is this an application for a Amendment? ☐ Yes ☒ No

11. Emergency Application

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

11.2 Is the emergency situation due to a government declaration? ☐ Yes ☒ No

11.3 If No, Please describe the destruction/substantial damage to the Applicant's Health Care Facility and its impact upon public health.

See Project Narrative.

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: Emergency Application

| | |
|---|--------|
| 12.1 Total Value of this project: | \$0.00 |
| 12.2 Total CHI commitment expressed in dollars: (calculated) | \$0.00 |
| 12.3 Filing Fee: (calculated) | \$0.00 |
| 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.

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
- ☐ Certification from an independent Certified Public Accountant
- ☒ Articles of Organization / Trust Agreement

Document 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:



Date/time Stamp: 10/23/2024 6:25 am

E-mail submission to
Determination of Need

Application Number: LMA-T-24102218-EA

Use this number on all communications regarding this application.

☐ Community Engagement-Self Assessment form

APPENDIX 2: DON NARRATIVE

In accordance with 105 CMR 100.740, Lifespan of Massachusetts, Inc. of Massachusetts – Taunton, Inc. (“**Lifespan**” or the “**Applicant**”) files this Emergency Application for a Determination of Need (“**Application**”) with the Massachusetts Department of Public Health (“**Department**”) for a Substantial Change in Service. Capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Department’s regulations at 105 CMR 100 et seq.

As described more fully below, the Applicant believes an Emergency Situation exists relating to the imminent closure of certain Health Care Facilities licensed to Norwood Hospital located at 70 Walnut Street in Foxborough, Massachusetts (the “**Satellites**”), Norwood Hospital Cancer Care Center and Foxboro. To avoid the imminent closure of these Health Care Facilities and abandonment of the DoN-Required Equipment located at the Satellites, the Applicant respectfully submits this request for approval of the transfer the hospital operations of the Satellites to Morton Hospital, the addition of the Satellites to the Morton Hospital License, and the approval for Morton Hospital to operate the DoN-Required Equipment and DoN-Required Services for the existing computed tomography equipment (“**CT**”) and linear accelerator (“**LINAC**”).

A. Identity of the Applicant

The Applicant is a Massachusetts nonprofit corporation that operates an acute care hospital, Morton Hospital, acquired as of October 1, 2024, as part of the Steward Health Care System, LLC (“**Steward**”) bankruptcy. The Applicant is the subsidiary of Lifespan of Massachusetts, Inc., an affiliate of Brown University Health, which is the nonprofit parent of an integrated academic health care delivery system serving a population of over 1.6 million patients in Rhode Island and southeastern Massachusetts. Brown University Health’s affiliates provide comprehensive inpatient and outpatient medical, surgical, and psychiatric services, for adults and children, through four hospital campuses, approximately 50 off-campus ambulatory locations, and 83 physician practice locations in Rhode Island and Massachusetts. Brown University Health is the primary teaching affiliate of Brown University’s Warren Alpert Medical School, and recently entered into a renewed and strengthened academic affiliation with Brown University. Brown University Health also operates Gateway Healthcare, Inc., which provides community-based behavioral health services; Lifespan Physician Group, Inc., a multi-specialty physician practice; and Coastal Medical Physicians, Inc., a value-based primary care driven medical practice.

Morton Hospital is an acute-care hospital licensed by the Department pursuant to G.L. ch. 111, § 51. Morton operates 144 beds and offers emergency care, general acute care, behavioral health and psychiatry, cardiology, cancer care, wound care, imaging services, and a variety of surgical services including vascular surgery, breast surgery, general surgery, orthopedic surgery, and podiatric surgery.

B. Nature of the Emergency Situation

On October 7, 2024, Steward filed a notice with the United States Bankruptcy Court for the Southern District of Texas, stating that it was abandoning Norwood Hospital and its four affiliated

clinics, including the Satellites.¹ Steward proposes to permanently close these Health Care Facilities by the time its current hospital license expires on November 5, 2024.

Norwood Hospital Cancer Care Center is an approximately 10,600 sq. ft. cancer care facility with a LINAC used in the provision of oncology care and related treatments. Based on the diligence information provided by Steward, in FY23, 8,254 medical oncology chemotherapy treatments were provided at the cancer care facility, as well as 3,300 radiation therapy treatments. Foxboro is an approximately 19,800 sq. ft. medical office building, which includes subleased space, which subleases with providers including Stewardship Health. There is also CT located at the Satellites, as well as a variety of other non-DoN equipment, including radiology and infusion equipment. Approximately 4,411 CT scans were provided at the Satellites in FY23. There are currently long-term leases in place at the Satellites. Steward plans to abandon the property and all equipment at the Satellites by November 5.

These Satellites provide vital care to Foxborough and the surrounding areas. Closure of the Satellites will cause disruptions to patient care for these patients, impacting a vulnerable population and resulting in continuity of care issues for patients who depend on regular access to treatments or who are on rigorous treatment plans, including oncology patients. Additionally, closure of these Satellites would substantially impact public health and would mean that patients will need to travel farther and wait longer to access care.

C. Nature, scope, location, and projected costs of the Proposed Project

To address the Emergency Situation described above, the Applicant proposes a Substantial Change in Service in which (a) the hospital operations of the Satellites are transferred to Morton Hospital, (b) the Satellites are added to the Morton Hospital License, and (c) Morton Hospital will operate the DoN-Required Equipment and DoN-Required Services for the existing CT and LINAC services (the “**Proposed Project**”). The Applicant anticipates making offers of employment to all Steward and Steward Medical Group employees and to the professional staff, including the physician primarily located there who oversees the cancer center. This includes making offers of employment to employees represented by the SEIU and Massachusetts Nurses Association, and it is expected that those employees will be covered by the collective bargaining agreements between Morton Hospital and each of the unions. Morton Hospital will be responsible for ensuring adequate staffing of the Satellites once they are added to its license. Additionally, the Applicant commits to use reasonable efforts to ensure continuity of care in radiation therapy in the event the LINAC is replaced.

The Total Value of the Proposed Project is \$0. The Proposed Project involves no Capital Expenditure and does not involve a Transfer of Ownership.

D. Demonstration that the Proposed Project will address the Emergency Situation, and that without issuance of a Notice of Determination of Need, the public health will be measurably harmed.

The Proposed Project, if completed expeditiously, would allow the Applicant to assume operation of the Satellites so as to prevent their closure, preserve access to vital services, and preserve

¹ See Notice of Closure of Norwood Hospital Facilities and Abandonment Of Property In Connection Therewith (Docket 2803).

important union jobs in the region. Timely approval of this Application is critical to prevent closure of the Satellites, which would disrupt patient care for a vulnerable population that depends on reliable access to treatment.

APPENDIX 3:
AFFIDAVIT OF TRUTHFULNESS



Massachusetts Department of Public Health

Determination of Need

Affidavit of Truthfulness and Compliance

with Law and Disclosure Form 100.405(B)

Version: 7-6-17

Instructions: Complete Information below. When complete check the box "This document is ready to print:". This will date stamp and lock the form. Print Form. Each person must sign and date the form. When all signatures have been collected, scan the document and e-mail to: **dph.don@state.ma.us** Include all attachments as requested.

Application Number: Original Application Date:

Applicant Name:

Application Type:

Applicant's Business Type: ☒ Corporation ☐ Limited Partnership ☐ Partnership ☐ Trust ☐ LLC ☐ Other

Is the Applicant the sole member or sole shareholder of the Health Facility(ies) that are the subject of this Application? ☒ Yes ☐ No

The undersigned certifies under the pains and penalties of perjury:

1. The Applicant is the sole corporate member or sole shareholder of the Health Facility[ies] that are the subject of this Application;
2. I have been informed of the contents of 105 CMR 100.000, the Massachusetts Determination of Need Regulation;
3. I understand and agree to the expected and appropriate conduct of the Applicant pursuant to 105 CMR 100.800;
4. I have been informed of the contents of this application for Determination of Need including all exhibits and attachments, and certify that all of the information contained herein is accurate and true;
5. I have submitted the correct Filing Fee and understand it is nonrefundable pursuant to 105 CMR 100.405(B);
6. I have submitted the required copies of this application to the Determination of Need Program, and, as applicable, to all Parties of Record and other parties as required pursuant to 105 CMR 100.405(B);
7. I have been informed that, as required, notices of intent to be published and duplicate copies to be submitted to all Parties of Record, and all carriers or third-party administrators, public and commercial, for the payment of health care services with which the Applicant contracts, and with Medicare and Medicaid, as required by 105 CMR 100.405(C), et seq.;
8. I have been informed that proper notification and submissions to the Secretary of Environmental Affairs pursuant to 105 CMR 100.405(E) and 301 CMR 11.00;
9. If subject to M.G.L. c. 6D, § 13 and 958 CMR 7.00, I have submitted such Notice of Material Change to the HPC - in accordance with 105 CMR 100.405(G);
10. Pursuant to 105 CMR 100.210(A)(3), I certify that both the Applicant and the Proposed Project are in material and substantial compliance and good standing with relevant federal, state, and local laws and regulations, as well as with all Notices of Determination of Need issued in compliance with 105 CMR 100.00.
11. I have been informed of the contents of and understand the limitations on solicitation of funding from the general public prior to receiving a Notice of Determination of Need as established in 105 CMR 100.415;
12. I understand that, if Approved, the Applicant, as Holder of the DoN, shall become obligated to all Standard Conditions pursuant to 105 CMR 100.310, as well as any applicable Other Conditions as outlined within 105 CMR 100.000 or that otherwise become a part of the Final Action pursuant to 105 CMR 100.360;
13. Pursuant to 105 CMR 100.705(A), I certify that the Applicant has Sufficient Interest in the Site or facility; and
14. Pursuant to 105 CMR 100.705(A), I certify that the Proposed Project is authorized under applicable zoning by-laws or ordinances, whether or not a special permit is required; or,
 - a. If the Proposed Project is not authorized under applicable zoning by-laws or ordinances, a variance has been received to permit such Proposed Project; or,
 - b. The Proposed Project is exempt from zoning by-laws or ordinances.

Corporation:

Attach a copy of Articles of Organization/Incorporation, as amended

Sarah Frost Sarah Frost Oct 23, 2024
Sarah Frost (Oct 23, 2024 08:16 EDT)

CEO for Corporation Name: Signature: Date

Marcia Neiberg Marcia Neiberg Oct 23, 2024

Board Chair for Corporation Name: Signature: Date

APPENDIX 4:
ARTICLES OF INCORPORATION

Articles of Incorporation

https://corp.sec.state.ma.us/CorpWeb/CorpSearch/CorpSearchRedirector.aspx?Action=PDF&Path=CORP_DRIVE1/2024/0906/002990063/0001/202491262350_1.pdf