

NOTICE OF MATERIAL CHANGE

DATE OF NOTICE: 09/23/2015

1. Name: **Berkshire Medical Center, Inc.**

	Federal TAX ID #	MA DPH Facility ID #	NPI #
2.	04-279-1396	2313	1295765261

CONTACT INFORMATION

3. Business Address 1: **725 North Street**

4. Business Address 2:

5. City: **Pittsfield** State: **MA** Zip Code: **01201**

6. Business Website: **<http://www.berkshirehealthsystems.org/BMC>**

7. Contact First Name: **David** Contact Last Name: **Phelps**

8. Title: **President and Chief Executive Officer**

9. Contact Phone: **413-447-2743** Extension:

10. Contact Email: **dphelps@bhs1.org**

DESCRIPTION OF ORGANIZATION

11. Briefly describe your organization.

See Attachment

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? **See Attachment**

MATERIAL CHANGE NARRATIVE

14. *Briefly* describe the nature and objectives of the proposed Material Change, including whether any changes in Health Care Services are anticipated in connection with the proposed Material Change:

Berkshire and Dana Farber Cancer Institute, Inc., ("DFCI"), Brigham and Women's Hospital, Inc. ("BWH"), Brigham and Women's Physicians Organization, Inc. ("BWPO") propose to enter into a Membership Agreement ("Membership Agreement") pursuant to which Berkshire will become a member of the Dana-Farber/Brigham and Women's Cancer Care Collaborative (the "Collaborative"). The Collaborative is designed to share and disseminate best practices with respect to patient care, clinical operations, and scientific research to facilitate the provision of high-quality, cost-effective oncology care. Under the Membership Agreement, DFCI, BWH, and BWPO will provide certain consulting services, educational services, and clinical support services (e.g., second opinions, tumor board conferences, lectures) to Berkshire.

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:

The parties anticipate that this change will disseminate best practices more broadly and help sustain a high level of quality oncology care at Berkshire. Because of those benefits, the geographic distance between the parties and existing patterns of patient choice, the parties do not expect the Membership Agreement to have a material change on referral patterns related to oncology services.

DEVELOPMENT OF THE MATERIAL CHANGE

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

Berkshire has not entered into any agreements that would result in a material change in the next twelve months.

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:

Not applicable.

Attachment to Notice of Material Change Form
Berkshire Medical Center, Inc.
Federal Tax ID # 04-279-1396

Description of Organization

Response to Question No. 11 – Briefly describe your organization. A 293-bed private, non-profit hospital located in Berkshire County with antecedents reaching back to the 19th century, Berkshire Medical Center (“Berkshire”) has long been dedicated to the mission of improving the health of all who live or work in the region without regard to their ability to pay. With responsibility for meeting the healthcare needs of the 130,000 residents of Berkshire County and surrounding areas of New York, Vermont and Connecticut, Berkshire, together with other providers in the community—both affiliated and independent, offers a wide array of programs that focus on prevention and wellness, in addition to clinical intervention. That commitment is made more critical because the Berkshire region is facing significant economic and social challenges and has, compared to the rest of the Commonwealth, a higher than average population of lower income residents with greater health risks. Berkshire provides a broad range of inpatient and outpatient services, sponsors four free-standing graduate medical education programs and is a teaching affiliate of the University of Massachusetts Medical School and the University of New England College of Osteopathic Medicine. In pursuing its goal of providing the highest quality of care, Berkshire has been recognized with the Healthgrades® Distinguished Hospital Award for Clinical Excellence four times, including each of the last three years and was also named a 100 Top Hospital by Truven Health Analytics in 2014. Berkshire’s commitment to excellence is also reflected in its cancer care programs, including its recent development of a state-of-the-art cancer care center to expand and house its cancer care services in a single location. The Berkshire cancer care programs have long been recognized by a variety of third-party evaluators, including the Commission on Cancer of the American College of Surgeons that has awarded Berkshire accreditation with commendation for its care of cancer patients.

Type of Material Change

Response to Question No. 13 – What is the proposed effective date of the proposed Material Change? Promptly following completion of all HPC required reviews.

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]

Print this page, sign, notarize, and submit as a .PDF separately from the writable portion (p. 4-5) of the Notice of Material Change form. 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.

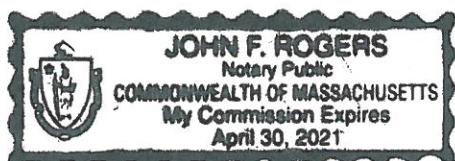
Signed on the 23 day of September, 2015, under the pains and penalties of perjury.

Signature: David E. Phelps

Name: David E. Phelps

Title: President and Chief Executive Officer

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:



[Signature]
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)