

**APPLICATION FOR DETERMINATION OF NEED
TRANSFER OF SITE
BOSTON MEDICAL CENTER, BOSTON MEDICAL CENTER –
SOUTH BAY, AND BOSTON MEDICAL CENTER –
CROSSTOWN**

DoN APPLICATION # BMCHS-22062406-TS

BY

**BMC HEALTH SYSTEM, INC.
ONE BOSTON MEDICAL CENTER PLACE
BOSTON, MA 02118**

June 24, 2022

BMC HEALTH SYSTEM, INC.
DoN Application # BMCHS-22062406-TS
Transfer of Site Project
Boston Medical Center, Boston Medical Center – South Bay, and
Boston Medical Center – Crosstown
June 24, 2022

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Attachment 1 – DoN Application Form



Massachusetts Department of Public Health

Determination of Need

Application Form

Version: 11-8-17

Application Type: Application Date: 06/24/2022 6:02 am

Applicant Name:

Mailing Address:

City: State: Zip Code:

Contact Person: Title:

Mailing Address:

City: State: Zip Code:

Phone: Ext: E-mail:

Facility Information

List each facility affected and or included in Proposed Project

1	Facility Name:	<input type="text" value="Boston Medical Center"/>		
	Facility Address:	<input type="text" value="One Boston Medical Center Place"/>		
	City:	<input type="text" value="Boston"/>	State:	<input type="text" value="Massachusetts"/>
			Zip Code:	<input type="text" value="02118"/>
	Facility type:	<input type="text" value="Hospital"/>	CMS Number:	<input type="text" value="22-0031"/>
		<input type="button" value="Add additional Facility"/>	<input type="button" value="Delete this Facility"/>	
2	Facility Name:	<input type="text" value="Boston Medical Center - South Bay"/>		
	Facility Address:	<input type="text" value="39B District Avenue"/>		
	City:	<input type="text" value="Dorchester"/>	State:	<input type="text" value="Massachusetts"/>
			Zip Code:	<input type="text" value="02125"/>
	Facility type:	<input type="text" value="New Hospital Satellite"/>	CMS Number:	<input type="text" value="N/A"/>
		<input type="button" value="Add additional Facility"/>	<input type="button" value="Delete this Facility"/>	
3	Facility Name:	<input type="text" value="Boston Medical Center - Crosstown"/>		
	Facility Address:	<input type="text" value="801 Massachusetts Avenue"/>		
	City:	<input type="text" value="Boston"/>	State:	<input type="text" value="Massachusetts"/>
			Zip Code:	<input type="text" value="02118"/>
	Facility type:	<input type="text" value="Hospital Satellite"/>	CMS Number:	<input type="text" value="22-0031"/>
		<input type="button" value="Add additional Facility"/>	<input type="button" value="Delete this Facility"/>	

1. About the Applicant

1.1 Type of organization (of the Applicant):

nonprofit

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

1.3 What is the acronym used by the Applicant's Organization?

BMCHS

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

☒ Yes ☐ No

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

☒ Yes ☐ No

1.5.a If yes, what is the legal name of that entity?

BMC Health System, Inc., inclusive of Boston Accountable Care Organization, Inc.; and BMC Integrated Care Services, 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 ☐ No

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

☐ Yes ☒ 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 Attached DoN Narrative (Attachment #2)

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?

Transfer of Site or change of a designated Location

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

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

8.2 Current location of Site

Facility Name:

See Attached DoN Narrative (Attachment #2)

Physical Address:

City:

Type first letter then scroll

State:

Massachusetts

Zip Code:

Facility type:

Select from dropdown list or enter type if not on list

8.3 Location of Proposed Site

Facility Name:

See Attached DoN Narrative (Attachment #2)

Physical Address:

City:

Type first letter then scroll

State:













Massachusetts

Zip Code:

Facility type:

Select from dropdown list or enter type if not on list

8.4 Compare the scope of the project for each element below:		
	Current Site	Proposed Site
Gross Square Feet	See Attached DoN Narrative (Attachment #2)	See Attached DoN Narrative (Attachment #2)
Primary Service Area Towns served	See Attached DoN Narrative (Attachment #2)	See Attached DoN Narrative (Attachment #2)
Patient Population (Demographics)	See Attached DoN Narrative (Attachment #2)	See Attached DoN Narrative (Attachment #2)
Patient Access	See Attached DoN Narrative (Attachment #2)	See Attached DoN Narrative (Attachment #2)
Impact on Price	See Attached DoN Narrative (Attachment #2)	See Attached DoN Narrative (Attachment #2)
Total Medical Expenditure	See Attached DoN Narrative (Attachment #2)	See Attached DoN Narrative (Attachment #2)
Provider Costs	See Attached DoN Narrative (Attachment #2)	See Attached DoN Narrative (Attachment #2)
Description	See Attached DoN Narrative (Attachment #2)	See Attached DoN Narrative (Attachment #2)

8.5 Detail all Anticipated Capital Expenditures to be incurred as a result of the proposed Transfer of Site.		
Add Del Row	Anticipated Capital Expenditure	Cost
 	Proposed South Bay Project: Cost of obtaining space, Construction Contract, and Architectural and Engineering Costs associated with renovations of space to accommodate services	\$10,207,025.00
 	Proposed South Bay Project: Pre- and Post-Filing Planning and Development Costs	\$12,115.00
 	Proposed Crosstown Project: Construction Contract and Architectural and Engineering Costs associated with renovations of space to accommodate services	\$10,606,697.00
 	Proposed Crosstown Project: Pre- and Post-Filing Planning and Development Costs	\$12,589.00
 		
 		
	Total Cost	\$20,838,426.00

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

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 Site/Change in Designated Location

12.1 Total Value of this project:

\$20,838,426.00

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:

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.

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

- ☒ Affidavit of Truthfulness Form
- ☐ Notification of Material Change
- ☒ 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: 06/24/2022 6:02 am

E-mail submission to
Determination of Need

Application Number: BMCHS-22062406-TS

Use this number on all communications regarding this application.

☐ Community Engagement-Self Assessment form

Attachment 2 – DoN Narrative

2. PROJECT DESCRIPTION

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

BMC Health System, Inc. (“Applicant”), located at One Boston Medical Center Place, Boston, MA 02118, is filing a Notice of Determination of Need (“DoN”) (“Application”) with the Massachusetts Department of Public Health (“Department”) for a Transfer of Site by Boston Medical Center (“BMC” or “the Hospital”), located at One Boston Medical Center Place, Boston, MA 02118. As an overview, the Applicant requests approval for two (2) distinct projects: one project involving BMC’s licensed main hospital and a new hospital satellite to be located at 39B District Avenue, Dorchester, MA 02125 (“South Bay Satellite”); and a second project involving BMC’s licensed main hospital and its existing licensed hospital satellite, BMC Crosstown, located at 801 Massachusetts Avenue, Boston, MA 02118 (“Crosstown Satellite”). Specifically, this Application requests approval for the following:

- (1) Transfer of Site of outpatient physical therapy (“PT”) and occupational therapy (“OT”) services from BMC’s main hospital Preston Family Building, located at 732 Harrison Avenue, Boston, MA 02118, to its new South Bay Satellite (“Proposed South Bay Project”); and
- (2) Transfer of Site of outpatient pediatric primary care, pediatric psychiatry, adolescent primary care, and STAR (Services for Trauma and Resources for families) unit services from BMC’s main hospital Yawkey Building, located at 850 Harrison Avenue, Boston, MA 02118, and pediatric neurology services from BMC’s main hospital Shapiro Building, located at 725 Albany Street, Boston, MA 02118, to BMC’s Crosstown Satellite (“Proposed Crosstown Project”).

Collectively, these component projects are the “Proposed Project.”

8. TRANSFER OF SITE – PROPOSED SOUTH BAY PROJECT

8.2 Current Location of Site

Facility Name: Boston Medical Center
Physical Address: Preston Family Building, 732 Harrison Avenue
City: Boston
State: MA
Zip Code: 02118
Facility Type: Hospital

8.3 Location of Proposed Site

Facility Name: BMC – South Bay
Physical Address: 39B District Avenue
City: Dorchester
State: MA
Zip Code: 02125
Facility Type: Hospital Satellite

8.4 Compare the scope of the project for each element below.

In compliance with the requirements set forth at 105 C.M.R. 100.745(D) and the DoN Application Form, the following detailed information is provided relative to the Transfer of Site request:

1. Description

BMC currently provides outpatient PT and OT services to patients at its main hospital. The Hospital's PT and OT services currently are located on the first floor of BMC's Preston Family Building at 732 Harrison Avenue, Boston, MA 02118, adjacent to the Doctors Office Building. Following approval of the Hospital's previous DoN Project #4-3C32 in 2014, and in furtherance of vacating its East Newton Campus, BMC sold the Doctors Office Building and entered into a lease for certain space within the building through 2022. The approaching end of the Doctors Office Building lease now necessitates that BMC's PT and OT services be moved out of the Preston Family Building to permit relocation of certain services being displaced from the Doctors Office Building.

To this point, the Applicant notes that the Hospital currently operates an outpatient retail pharmacy in the leased space within the Doctors Office Building that primarily services patients seeking outpatient care in the nearby buildings. The upcoming end of the Doctors Office Building lease requires that the outpatient retail pharmacy services be moved out of the building; however, as outpatient services will continue to be present in the adjacent Preston Family Building, the Applicant has identified a need for continued operation of the pharmacy to support BMC patients utilizing the outpatient services within the building. In light of these circumstances, the Applicant has determined that relocation of pharmacy services from the Doctors Office Building to the first floor of the Preston Family Building is necessary.

To complete the relocation of pharmacy services, the Applicant proposes to relocate PT and OT services from the first floor of the Preston Family Building to a new BMC satellite. The Applicant notes that BMC has recently been presented with an opportunity to enter into a lease for space at South Bay Center, which is conveniently located approximately one (1) mile from BMC's main hospital. BMC is planning to establish a new, outpatient hospital satellite in the South Bay leased space, which is the proposed new site for PT and OT services.

Based on discussions with the Department's DoN Program, although the relocation of the Hospital's pharmacy services from the Doctors Office Building to the Preston Family Building constitutes an Immaterial Change to BMC's previously-approved DoN Project #4-3C32¹, the Applicant has the right to request effectuation of the Proposed South Bay Project through the Transfer of Site mechanism. To this point, the Applicant notes that the Proposed South Bay Project constitutes a Transfer of Site or Change of Designated Location of a Health Care Facility, as it involves the relocation of a part of the Hospital from the licensed main hospital to a new hospital satellite.² Moreover, no Substantial Capital Expenditure or Substantial Change in Service will result from the Proposed South Bay Project, either when considered alone or when consolidated with the Proposed Crosstown Project; as detailed below and in the DoN Application Form, the anticipated capital expenditure associated with the Proposed Project (i.e., the anticipated capital expenditure associated with the combined Proposed South Bay Project and Proposed Crosstown Project) is below the current expenditure minimum that would require a full DoN review. Accordingly, the Applicant seeks approval from the Department to move forward with implementation of the Proposed South Bay Project as a Transfer of Site.

2. Gross Square Feet ("GSF")

The Hospital's PT and OT services currently occupy 9,423 GSF within the Preston Family Building. Following the Transfer of Site, these outpatient services will be located at BMC's new South Bay Satellite. The services will occupy 10,102 GSF at the new South Bay Satellite.

¹ On April 14, 2014, BMC received approval for Project #4-3C32 from the DoN Program. Specifically, the approval authorized new construction and renovation to permit the relocation of patient services sited at BMC's East Newton Campus. As approved, Project #4-3C32 allowed BMC to discontinue patient services at BMC's East Newton Campus and centralize operation of all BMC's inpatient and interventional care and most of its ambulatory care on a single campus. The sale of the Doctors Office Building, located adjacent to BMC's former East Newton Pavilion Building, was a result of the sale of the East Newton Pavilion Building and done in furtherance of the East Newton Campus closure under Project #4-3C32. Given that (1) the relocation of pharmacy services out of the Doctors Office Building is a direct result of the sale of the Doctors Office Building and necessary in order to continue implementation of Project #4-3C32, (2) the relocation configuration was unforeseeable at the time of the original DoN (as the Hospital did not know at the time of the original DoN filing or the sale of the Doctors Office Building what spaces it might be able to secure for facilitating relocation out of the Doctors Office Building at the end of its lease in 2022), and (3) the proposed increase in the maximum capital expenditure associated with the pharmacy relocation is significantly less than 10% of the inflated adjusted total expenditure, such relocation falls within the scope of the Notice of DoN as previously approved by the Department and is reasonable. Accordingly, the relocation of pharmacy services from the Doctors Office Building to the Preston Family Building constitutes an Immaterial Change to BMC's previously-approved DoN Project #4-3C32.

² Pursuant to MGL Ch. 111 s. 25B, "Health Care Facility" is defined to include "a hospital or clinic . . . and any part of such facilities."

3. Primary Service Area (“PSA”) Towns Served

The table below outlines the PSA for BMC’s PT and OT services at its main hospital. Specifically, Table 1 provides the cities and towns from which 75% of BMC’s PT and OT patients originate. As an overview, the PSAs for these services are mainly comprised of Boston and the neighboring cities and towns. Given that the South Bay Satellite will be located approximately 1.4 miles from BMC’s licensed main hospital, the Applicant does not anticipate any changes to the PSA for BMC’s PT and OT services following the Transfer of Site.

Table 1: PSAs – BMC Main Hospital (FY2021)					
PT			OT		
City/Town	Count	%	City/Town	Count	%
Dorchester	1,505	27.1%	Dorchester	239	20.2%
Boston	876	15.8%	Boston	203	17.1%
Roxbury	606	10.9%	Roxbury	87	7.3%
Mattapan	157	2.8%	Brockton	42	3.5%
Quincy	152	2.7%	Quincy	42	3.5%
Brockton	151	2.7%	Mattapan	37	3.1%
Jamaica Plain	150	2.7%	Chelsea	30	2.5%
Cambridge	136	2.5%	Lynn	29	2.4%
Hyde Park	123	2.2%	Randolph	27	2.3%
Roslindale	88	1.6%	Cambridge	25	2.1%
Randolph	88	1.6%	Jamaica Plain	24	2.0%
Lynn	83	1.5%	Revere	22	1.9%
Revere	82	1.5%	Brighton	21	1.8%
All Other	1,348	24.3%	Roslindale	19	1.6%
TOTAL	5,545	100%	Hyde Park	19	1.6%
			Malden	18	1.5%
			Everett	17	1.4%
			All Other	285	24.0%
			TOTAL	1,186	100%

4. Patient Population Demographics

The Applicant reviewed the BMC main hospital PT and OT patient panels for FY2021. Table #2 below outlines the demographics for these patient populations. Given that the proposed new South Bay Satellite will be located approximately 1.4 miles from BMC’s main hospital, the Applicant does not anticipate any significant changes to the patient panel demographics for BMC’s PT and OT services following the Transfer of Site.

Table 2: Demographics – BMC Main Hospital (FY2021)				
Demographic	PT		OT	
	Count	%	Count	%
Total Unique Patients	5,545		1,186	
Gender				
Female	3,689	66.5%	610	51.4%
Male & Other/Unknown ³	1,856	33.5%	576	48.6%
Age				
0-17	151	2.7%	243	20.5%
18-64	4,432	79.9%	800	67.5%
65+	962	17.3%	143	12.1%
Race/Ethnicity⁴				
American Indian/Alaska Native	26	0.5%	–	–
Asian	243	4.4%	54	4.6%
Black/African American	2,663	48.0%	439	37.0%
Hispanic/Latino	891	16.1%	246	20.7%
Native Hawaiian/Pacific Islander	14	0.3%	–	–
White/Caucasian	968	17.5%	284	23.9%
Other ⁵	740	13.3%	163	13.7%
Payer Mix				
Commercial ⁶	1,733	31.3%	337	28.4%
HMO/POS	492	8.9%	83	7.0%
PPO	342	6.2%	85	7.2%
Other ⁷	899	16.2%	169	14.2%
MassHealth	691	12.5%	139	11.7%
Managed Medicaid	1,614	29.1%	425	35.8%
Commercial Medicare	647	11.7%	84	7.1%
Medicare Fee-for-Service	479	8.6%	95	8.0%
Free Care/Health Safety Net	107	1.9%	17	1.4%
Other ⁸	247	4.9%	89	7.5%

³ For the PT service line, “Male” and “Other/Unknown” have been combined for confidentiality due to regulations related to data with counts <11. For the OT service line, all patients identified as either Male or Female.

⁴ Race/ethnicity data is based on patient self-reporting. For patients that reported multiple races, the primary race (the race selected first) was utilized for purposes of this data pull.

⁵ For the OT service line, “Other” includes: “Other”, “American Indian/Alaska Native”, and “Native Hawaiian/Pacific Islander” for confidentiality due to regulations related to data with counts <11.

⁶ “Commercial” includes: Aetna, Allways Health Partners, Blue Cross Blue Shield, BMC HealthNet, Cigna, Fallon, Harvard Pilgrim Health Care, Tufts, United, and Other Commercial Plan.

⁷ Please note that in some instances, the Applicant is not able to easily isolate whether a Commercial plan is HMO/POS or PPO/Indemnity. In these instances, in an effort to offer a complete payer mix for the patient panel, “Commercial – Other” has been provided as an alternative category.

⁸ “Other” includes: Workers Comp, Motor Vehicle Accident, Government Other (e.g., Corrections, TriCare, VA), COVID-19 HRSA Uninsured Treatment Fund, International, Other Payer, and Not Specified.

5. Patient Access

The Proposed South Bay Project will ensure continued access to PT and OT services for the Hospital's patient panel. As noted above, the proposed Transfer of Site of PT and OT services from BMC's main hospital to the new South Bay Satellite is necessary to ensure patient access to these services given the approaching end of BMC's Doctors Office Building leasehold. Moreover, the Applicant highlights the accessibility of the proposed new South Bay Satellite. Located approximately one (1) mile from BMC's main hospital, the proposed new South Bay Satellite is conveniently located off I-93, US 1, and Route 3 and is easily accessible by public transportation. The proposed new South Bay Satellite is within walking distance of the Andrew Square MBTA Station on the Red Line (0.6 miles) as well as the Newmarket MBTA Stop on the Fairmount Commuter Rail Line (0.1 miles). Several MBTA bus lines also have stops nearby the proposed new South Bay Satellite. The proposed new South Bay Satellite is at ground level, ensuring access for persons with disabilities. The proposed new South Bay Satellite is easily navigable and offers free garage and lot parking spaces. Given these factors, the Applicant anticipates that the Proposed South Bay Project will allow patients the convenience of receiving services in an integrated outpatient care setting close to home and close to BMC's main hospital.

6. Impact on Price

The Applicant does not anticipate that the Proposed South Bay Project will have any impact on price. The Applicant currently provides PT and OT services at BMC's main hospital. Following the Transfer of Site, the Hospital will offer these services at the new South Bay Satellite. All pricing will remain consistent with current charges for these services upon implementation of the Proposed South Bay Project.

7. Total Medical Expenditure

There is no anticipated impact on total medical expenditure associated with the Proposed South Bay Project. The relocated PT and OT services will meet continued patient demand. Moreover, as noted above, no change will occur with respect to the price of the services following relocation.

8. Provider Costs

PT and OT are existing services provided by the Applicant at BMC's main hospital. Following the Transfer of Site, the Hospital will offer these services at the new South Bay Satellite. Accordingly, the Applicant does not anticipate that the Proposed South Bay Project will result in any increase in operational costs.

As outlined in the DoN Application Form, the capital expenditure associated with the Proposed South Bay Project is anticipated to be \$10,219,140. This anticipated capital expenditure includes the cost of obtaining the new South Bay Satellite building as well as the construction costs associated with building out the space to accommodate the relocated PT and OT services. The Applicant notes that the anticipated capital expenditure for the Proposed South Bay Project does not exceed the threshold for outpatient projects, either when considered alone or when consolidated with the Proposed Crosstown Project. Accordingly, the Proposed Project does not rise to the level of a substantial capital expenditure.

9. Documentation of Sufficient Interest in the Proposed Site

The Hospital has entered into a lease agreement for the proposed new South Bay Satellite. This space is appropriately zoned to provide healthcare services, including PT and OT services. Upon approval of the Proposed Project, the Applicant will pursue architectural plan review, custom retrofit the space, and proceed with licensure.

8. TRANSFER OF SITE – PROPOSED CROSSTOWN PROJECT

8.2 Current Location of Site

Facility Name: Boston Medical Center

Physical Address: Yawkey Building, 850 Harrison Avenue & Shapiro Building, 725 Albany Street

City: Boston

State: MA

Zip Code: 02118

Facility Type: Hospital

8.3 Location of Proposed Site

Facility Name: BMC – Crosstown

Physical Address: 801 Massachusetts Avenue

City: Boston

State: MA

Zip Code: 02118

Facility Type: Hospital Satellite

8.4 Compare the scope of the project for each element below.

In compliance with the requirements set forth at 105 C.M.R. 100.745(D) and the DoN Application Form, the following detailed information is provided relative to the Transfer of Site request:

1. Description

BMC currently provides outpatient pediatric primary care, pediatric psychiatry, pediatric neurology, adolescent primary care, and STAR unit services to patients at its main hospital. The Hospital's pediatric primary care, pediatric psychiatry, adolescent primary care, and STAR unit services currently are located on the sixth floor of BMC's Yawkey Building at 850 Harrison Ave, Boston, MA 02118, and the Hospital's pediatric neurology services currently are located on the eighth floor of BMC's Shapiro Building at 725 Albany Street, Boston, MA 02118. As part of its long-range planning processes to right-size its campus to match the evolving healthcare landscape and provide high-quality, cost-effective, and efficient patient care, the Applicant proposes to transfer and co-locate these services on the seventh floor of BMC's licensed Crosstown satellite, located at 801 Massachusetts Ave, Boston, MA 02118.

The Applicant notes that it has historically undertaken a measured approach of renovation and new construction to ensure the Hospital's sustainability as an academic medical center providing exceptional care to its patient panel. Since 2000, the Applicant has worked continuously to right-size BMC's campus to match the ever-evolving healthcare landscape through careful building resource and site planning. These efforts have focused on maximizing use of existing building square footage with strategic renovations and additions, adaptively reusing historic buildings for non-clinical uses, carefully aligning uses that need to be on campus and those that can be off campus, and reserving building new facilities where existing building resources prove to be deficient or significant changes in its patient panel volume demand it. As the Applicant looks forward to a new decade, it remains dedicated to this measured approach, and, as part of such,

has identified a need for strategic space modifications to leverage the highest and best use of building resources, establish centralized services and complementary use adjacencies, and drive operational efficiency, all in an effort to meet patient demand for high-quality, integrated services.

The Proposed Crosstown Project is part of this forward-looking measured approach. The Applicant has identified a need to shift certain outpatient clinics to its Crosstown Satellite in order to address space constraints driven by increased demand, support a team-based model of integrated care, and improve campus use adjacencies. To this end, the Applicant proposes implementation of the Proposed Crosstown Project. Upon implementation of the Proposed Project, the Hospital's pediatric primary care, pediatric psychiatry, pediatric neurology, adolescent primary care, and STAR unit services will all be conveniently co-located on the seventh floor of the Crosstown Satellite, across the street from BMC's main hospital. By addressing care fragmentation and allowing patients to receive a full complement of comprehensive, integrated pediatric and adolescent care on a single floor within one building, the Proposed Crosstown Project will improve access and the patient care experience. The Applicant anticipates that the Proposed Crosstown Project will allow the Hospital to maximize clinical space and redesign patient throughput, thereby reducing the need for travel between BMC's various buildings and improving access for patients. Additionally, the Proposed Crosstown Project will increase collaboration among providers that is anticipated to lead to improved coordination of care that creates efficiencies in care processes and facilitates improved health outcomes.

Similar to the Proposed South Bay Project, the Applicant asserts that the Proposed Crosstown Project constitutes a Transfer of Site or Change of Designated Location of a Health Care Facility, as it involves the relocation of a part of the Hospital from the licensed main hospital to a hospital satellite.⁹ Additionally, the Applicant notes that no Substantial Capital Expenditure or Substantial Change in Service will result from the Proposed Crosstown Project, either when considered alone or when consolidated with the Proposed South Bay Project; as detailed below and in the DoN Application Form, the anticipated capital expenditure associated with the Proposed Project (i.e., the anticipated capital expenditure associated with the combined Proposed South Bay Project and Proposed Crosstown Project) is below the current expenditure minimum that would require a full DoN review. Given these factors, the Applicant seeks approval from the Department to move forward with implementation of the Proposed Crosstown Project as a Transfer of Site.

2. Gross Square Feet ("GSF")

The Hospital's pediatric primary care, pediatric psychiatry, adolescent primary care, and STAR unit services currently occupy 21,096 GSF within the Yawkey Building, and the Hospital's pediatric neurology services occupy 4,321 GSF within the Shapiro Building. Following the Transfer of Site, all of these outpatient services will be co-located within BMC's Crosstown Satellite. These services will occupy 25,985 GSF on the seventh floor the Crosstown Satellite.

3. Primary Service Area ("PSA") Towns Served

The table below outlines the PSA for BMC's pediatric primary care, pediatric psychiatry, adolescent primary care, STAR unit, and pediatric neurology services at its main hospital. Specifically, Table 3 provides the cities and towns from which 75% of BMC's pediatric primary

⁹ Pursuant to MGL Ch. 111 s. 25B, "Health Care Facility" is defined to include "a hospital or clinic . . . and any part of such facilities."

care, pediatric psychiatry, adolescent primary care, STAR unit, and pediatric neurology patients originate. Given that the Crosstown Satellite is conveniently located across the street from BMC's licensed main hospital, the Applicant does not anticipate any changes to the PSA for BMC's pediatric primary care, pediatric psychiatry, adolescent primary care, STAR unit, and pediatric neurology services following the Transfer of Site.

Table 3: PSAs – BMC Main Hospital (FY2021)

Pediatric Primary Care			Pediatric Psychiatry			Adolescent Primary Care		
City/Town	Count	%	City/Town	Count	%	City/Town	Count	%
Dorchester	3,128	24.7%	Dorchester	251	21.5%	Dorchester	764	25%
Boston	1,015	8.0%	Boston	142	12.1%	Roxbury	259	8.5%
Roxbury	990	7.8%	Roxbury	57	4.9%	Boston	216	7.1%
Mattapan	762	6.0%	Mattapan	50	4.3%	Mattapan	204	6.7%
Hyde Park	693	5.5%	New Bedford	39	3.3%	Hyde Park	175	5.7%
Brockton	671	5.3%	Revere	37	3.2%	Brockton	135	4.4%
Randolph	421	3.3%	Roslindale	35	3.0%	Randolph	93	3.0%
Cambridge	334	2.6%	Hyde Park	34	2.9%	Cambridge	73	2.4%
Quincy	316	2.5%	Brockton	34	2.9%	Quincy	70	2.3%
Roslindale	305	2.4%	Quincy	29	2.5%	Jamaica Plain	70	2.3%
Malden	246	1.9%	Jamaica Plain	28	2.4%	Roslindale	59	1.9%
Jamaica Plain	241	1.9%	Chelsea	25	2.1%	Malden	59	1.9%
Lynn	200	1.6%	Randolph	21	1.8%	Everett	54	1.8%
Everett	199	1.6%	Lynn	18	1.5%	Lynn	44	1.4%
All Other	3,155	24.9%	Cambridge	17	1.5%	Stoughton	38	1.2%
TOTAL	12,676	100%	Fall River	14	1.2%	TOTAL	2,313	100%
			Waltham	11	0.9%			
			Malden	11	0.9%			
			Milton & West Roxbury ¹⁰	21	1.8%			
			All Other	874	25.2%			
			TOTAL	1,169	100%			

¹⁰ For the pediatric psychiatry service line, Milton and Roxbury have been combined for confidentiality due to regulations related to data with counts <11.

STAR Unit			Pediatric Neurology					
City/Town	Count	%	City/Town	Count	%	(Continued)		
						City/Town	Count	%
Dorchester	37	20.3%	Dorchester	321	14.0%	Attleboro	17	0.7%
Boston	15	8.2%	Boston	205	9.0%	Lowell	17	0.7%
Lynn	11	6.0%	Brockton	92	4.0%	Framingham	16	0.7%
Roxbury	76	41.8%	Roxbury	81	3.5%	Stoughton	15	0.7%
Brockton			Chelsea	77	3.4%	Milton	14	0.6%
Mattapan			Revere	72	3.1%	Fitchburg	13	0.6%
Chelsea			Mattapan	63	2.8%	Burlington	13	0.6%
Malden			Hyde Park	60	2.6%	Wilmington	12	0.5%
Fall River			Lynn	56	2.4%	Westford	12	0.5%
Cambridge			Quincy	51	2.2%	Haverhill	11	0.5%
Randolph			New Bedford	48	2.1%	Pepperell	11	0.5%
Roslindale			Fall River	40	1.7%	North Attleboro	11	0.5%
Everett			Everett	36	1.6%	Braintree	11	0.5%
Jamaica Plain ¹¹			Randolph	34	1.5%	Waltham	90	3.6%
All Other	43	23.6%	Woburn	29	1.3%	Gardner		
TOTAL	182	100%	Taunton	26	1.1%	Brighton		
			Roslindale	26	1.1%	Billerica		
			Malden	24	1.0%	North Reading		
			Jamaica Plain	23	1.0%	Medford		
			Springfield	21	0.9%	Rockland		
			Winthrop	20	0.9%	Groton		
			Lawrence	20	0.9%	Townsend		
			Cambridge	19	0.8%	Reading ¹²		
			Somerville	19	0.8%	All Other	560	24.5%
			TOTAL			2,286	100%	

4. Patient Population Demographics

The Applicant reviewed the BMC main hospital pediatric primary care, pediatric psychiatry, adolescent primary care, STAR unit, and pediatric neurology patient panels for FY2021. Table #4 below outlines the demographics for these patient populations. Given that the Crosstown Satellite is located across the street from BMC's main hospital, the Applicant does not anticipate any significant changes to the patient panel demographics for BMC's pediatric primary care, pediatric psychiatry, adolescent primary care, STAR unit, and pediatric neurology services following the Transfer of Site.

¹¹ For the STAR unit service line, these cities/towns have been combined for confidentiality due to regulations related to data with counts <11.

¹² For the pediatric neurology service line, these cities/towns have been combined for confidentiality due to regulations related to data with counts <11.

Table 4: Demographics – BMC Main Hospital (FY2021)										
Demographic	Pediatric Primary Care		Pediatric Psychiatry		Adolescent Primary Care		STAR Unit		Pediatric Neurology	
	Count	%	Count	%	Count	%	Count	%	Count	%
Total Unique Patients	12,676		1,169		3,061		182		2,286	
Gender										
Female	6,413	50.6%	589	50.4%	1,995	65.2%	110	60.4%	1,066	46.6%
Male & Other/Unknown ¹³	6,263	49.4%	580	49.6%	1,066	34.8%	72	39.6%	1,220	53.4%
Age										
0-17	11,358	89.6%	943	80.7%	1,468	48.0%	134	73.6%	1,801	78.8%
18-64	1,292	10.2%	226	19.3%	1,593	52.0%	48	26.4%	485	21.2%
65+ ¹⁴	26	0.2%	0	0.0%	–	–	0	0.0%	0	0.0%
Race/Ethnicity¹⁵										
American Indian/Alaska Native	18	0.1%	–	–	–	–	0	0.0%	–	–
Asian	401	3.2%	23	2.0%	96	3.1%	–	–	58	2.5%
Black/African American	6,967	55.0%	432	37.0%	1,689	55.2%	75	41.2%	611	26.7%
Hispanic/Latino	1,073	8.5%	173	14.8%	265	8.7%	38	20.9%	350	15.3%
Native Hawaiian/Pacific Islander	25	0.2%	–	–	–	–	0	0.0%	–	–
White/Caucasian	1,054	8.3%	263	22.5%	339	11.1%	26	14.3%	653	28.6%
Other ¹⁶	3,138	24.8%	278	23.8%	672	22.0%	43	23.6%	614	26.9%

¹³ For the pediatric primary care, pediatric psychiatry, and adolescent primary care service lines, “Male” and “Other/Unknown” have been combined for confidentiality due to regulations related to data with counts <11. For the STAR unit and pediatric neurology service lines, all patients identified as either Male or Female.

¹⁴ For the adolescent primary care service line, “18-64” and “65+” have been combined for confidentiality due to regulations related to data with counts <11 such that the “18-64” category actually includes patients 18 years of age and older. For all other service lines, either no patients were 65+ or >11 patients were 65+, in which case, the data detail is provided.

¹⁵ Race/ethnicity data is based on patient self-reporting. For patients that reported multiple races, the primary race (the race selected first) was utilized for purposes of this data pull.

¹⁶ For the pediatric psychiatry, adolescent primary care, and pediatric neurology service lines, “Other” includes: “Other”, “American Indian/Alaska Native”, and “Native Hawaiian/Pacific Islander” for confidentiality due to regulations related to data with counts <11. For the STAR unit service line, Other” includes: “Other” and “Asian” for confidentiality due to regulations related to data with counts <11.

Payer Mix										
Commercial ¹⁷	3,093	24.4%	294	25.1%	972	31.8%	38	20.9%	716	31.3%
HMO/POS	1,000	7.9%	126	10.8%	360	11.8%	–	–	300	13.1%
PPO	753	5.9%	79	6.8%	289	9.4%	–	–	215	9.4%
Other ¹⁸	1,340	10.6%	89	7.6%	323	10.6%	–	–	201	8.8%
MassHealth	1178	9.3%	130	11.1%	246	8.0%	17	9.3%	235	10.3%
Managed Medicaid	8,050	63.5%	690	59.0%	1,742	56.9%	125	68.7%	1,283	56.1%
Commercial Medicare	11	0.1%	–	–	–	–	–	–	–	–
Medicare Fee-for-Service	36	0.3%	–	–	–	–	–	–	17	0.7%
Free Care/Health Safety Net	23	0.2%	–	–	33	1.1%	–	–	–	–
Other ¹⁹	285	2.2%	55	4.7%	68	2.2%	2	1.1%	35	1.5%

5. Patient Access

The Applicant anticipates that the Proposed Crosstown Project will improve access to pediatric primary care, pediatric psychiatry, adolescent primary care, STAR unit, and pediatric neurology services for the Hospital's patient panel. As noted above, the proposed Transfer of Site of these services from various buildings within BMC's main hospital to the Crosstown Satellite will help address care fragmentation and allow patients to receive a full complement of comprehensive, integrated pediatric and adolescent care on a single floor within one building. Such co-location of services will improve the patient care experience. The Applicant anticipates that the Proposed Crosstown Project will reduce the need for travel between BMC's various buildings, increase collaboration among providers, promote better coordination of care, create greater efficiencies in care processes, and, overall, improve access for patients.

¹⁷ "Commercial" includes: Aetna, Allways Health Partners, Blue Cross Blue Shield, BMC HealthNet, Cigna, Fallon, Harvard Pilgrim Health Care, Tufts, United, and Other Commercial Plan.

¹⁸ Please note that in some instances, the Applicant is not able to easily isolate whether a Commercial plan is HMO/POS or PPO/Indemnity. In these instances, in an effort to offer a complete payer mix for the patient panel, "Commercial – Other" has been provided as an alternative category. However, for confidentiality due to regulations related to data with counts <11, the breakdown of Commercial plans is not provided for the STAR unit service line.

¹⁹ "Other" includes: Workers Comp, Motor Vehicle Accident, Government Other (e.g., Corrections, TriCare, VA), COVID-19 HRSA Uninsured Treatment Fund, International, Other Payer, and Not Specified. For the pediatric psychiatry and STAR unit service lines, "Other" includes: "Other", "Commercial Medicare", "Medicare Fee-for-Service", and "Free Care/Health Safety Net" for confidentiality due to regulations related to data with counts <11. For the adolescent primary care service line, "Other" includes Other", "Commercial Medicare", and "Medicare Fee-for-Service" for confidentiality due to regulations related to data with counts <11. For the pediatric neurology service line, "Other" includes Other", "Commercial Medicare", and "Free Care/Health Safety Net" for confidentiality due to regulations related to data with counts <11.

6. Impact on Price

The Applicant does not anticipate that the Proposed Crosstown Project will have any impact on price. The Applicant currently provides pediatric primary care, pediatric psychiatry, adolescent primary care, STAR unit, and pediatric neurology services at BMC's main hospital. Following the Transfer of Site, the Hospital will offer these services at the Crosstown Satellite. All pricing will remain consistent with current charges for these services upon implementation of the Proposed Crosstown Project.

7. Total Medical Expenditure

There is no anticipated impact on total medical expenditure associated with the Proposed Crosstown Project. The relocated pediatric primary care, pediatric psychiatry, adolescent primary care, STAR unit, and pediatric neurology services will meet continued patient demand. Moreover, as noted above, no change will occur with respect to the price of the services following relocation.

8. Provider Costs

Pediatric primary care, pediatric psychiatry, adolescent primary care, STAR unit, and pediatric neurology are existing services provided by the Applicant at BMC's main hospital. Following the Transfer of Site, the Hospital will offer these services at the Crosstown Satellite. Accordingly, the Applicant does not anticipate that the Proposed Crosstown Project will result in any increase in operational costs. Rather, the Applicant notes that a potential impact of the Proposed Crosstown Project is a reduction in provider costs, as centralization of services and complementary use adjacencies drive operational efficiency.

As outlined in the DoN Application Form, the capital expenditure associated with the Proposed Crosstown Project is anticipated to be \$10,619,286. This anticipated capital expenditure includes the construction costs associated with renovating the space to accommodate the relocated pediatric primary care, pediatric psychiatry, pediatric neurology services, adolescent primary care, and STAR unit services. The Applicant notes that the anticipated capital expenditure for the Proposed Crosstown Project does not exceed the threshold for outpatient projects, either when considered alone or when combined with the Proposed South Bay Project. Accordingly, the Proposed Project does not rise to the level of a substantial capital expenditure.

9. Documentation of Sufficient Interest in the Proposed Site

The Hospital owns the Crosstown Satellite, which is appropriately zoned to provide healthcare services, including pediatric primary care, pediatric psychiatry, pediatric neurology services, adolescent primary care, and STAR unit services. Upon approval of the Proposed Project and completion of architectural plan review and construction/renovation, the Applicant will proceed with licensure for the relocated services on the 7th floor of the Crosstown Satellite.

Attachment 3 – Articles of Organization

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

Examiner

Name
Approved

ARTICLE I

The exact name of the corporation is:

BMC Health System, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

See Article II continuation sheet.

C ☐

P ☐

M ☐

R.A. ☐

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

P.C.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

The corporation will not have members.

ARTICLE IV

****Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:**

See Article IV Continuation Sheet.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

**** If there are no provisions, state "None".**

Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

The effective date shall be **July 1, 2013**.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in *Massachusetts* is:

One Boston Medical Center Place, Boston, MA 02118

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President			

Treasurer: **See Article VII Continuation Sheet.**

Clerk:

Directors:
(or officers
having the
powers of
directors)

c. The fiscal year of the corporation shall end on the last day of the month of:

September

d. The name and business address of the resident agent, if any, of the corporation is:

N/A

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/WE, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 19th day of June, 2013.

By: 

David Beck

**One Boston Medical Center Place
Boston, MA 02118**

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

Article II Continuation Sheet

The corporation is organized and shall be operated exclusively for the benefit of Boston Medical Center Corporation, Boston Medical Center Health Plan, Inc., and other **BMC Health System, Inc.**, affiliates and entities as may be formed or determined by the corporation from time to time, and it shall have the following charitable, educational, and scientific purposes:

(A) (i) overseeing the operations of charitable hospitals for the surgical and medical treatment and care of the sick and injured; (ii) overseeing the operations of other services associated with charitable hospitals, including, but not limited to, health plans, medical centers, accountable care organizations, affiliated physician services organizations, laboratories, clinics, post-acute care facilities and other medical, surgical, dental, educational and scientific and research facilities and home health agencies; (iii) providing and enhancing access to effective, efficient and high quality health care services for low-income, underserved, disabled, elderly and other vulnerable residents of Boston and surrounding communities; (iv) the advancement of the knowledge and practice of, and education and research in, medicine, surgery, nursing and all other subjects relating to the care, treatment and healing of humans; and (v) the improvement of public health in cooperation with federal, state, municipal and other health departments and officers;

(B) the cooperation with, contribution to and support of other organizations in promoting the purposes of this corporation, including the support of all corporations affiliated with this corporation that are determined to be exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and the doing of all things incidental to the foregoing; and

(C) to do all things necessary and proper to carry out the purposes for which the corporation is organized and to have and exercise all the powers conferred by the laws of the Commonwealth of Massachusetts upon corporations organized under Chapter 180 of the General Laws as they may be now or hereinafter amended, and that are not inconsistent with Section 501(c)(3) of the Internal Revenue Code.

Consistent with the above, and in support of its charitable purposes, the corporation shall have and may exercise in pursuance of its corporate purposes, without limitation, each of the following powers:

1. to solicit and receive gifts and donations from individuals and organizations, and to accumulate funds for the support of the charitable activities of the corporation, and to expend the principal or income or both in carrying out the purposes of the corporation.
2. to purchase, receive, take by grant, gift, devise, bequest or otherwise, lease or acquire, own, hold, improve, employ, use and deal in and with real or personal property, or any interest therein, wherever situated.
3. to sell, convey, lease, exchange, transfer or otherwise dispose of or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.

4. to purchase, take, receive, subscribe for or otherwise to acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares or other securities or interests issued by others, whether engaged in similar or different business, governmental or other activities.
5. to make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations in, all or any of its property or interest therein wherever situated.
6. to lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.
7. to carry on its operations and have offices and exercise the powers granted by these Articles of Organization in any jurisdiction within or without the United States.
8. to make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof.

Article IV Continuation Sheet

Other Lawful Provisions

- A. The corporation may be a partner, either general or limited, in any enterprise which it would have power to conduct by itself.
- B. The corporation shall have the powers to solicit and receive contributions from any source and to hold, in trust or otherwise, funds received by gift or bequest.
- C. Meetings of the directors may be held anywhere in the United States.
- D. Notwithstanding anything else herein provided, the corporation is organized and shall be organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, as said terms have been and shall be defined pursuant to Sections 170(c) and 501(c)(3) of the Internal Revenue Code. All powers of this corporation shall be exercised only in such manner as will assure the operation of this corporation exclusively for said purposes, as so defined, it being the intention that this corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistently with such intention. The corporation may (subject to the foregoing sentence) exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed, including the foregoing powers and all powers conferred from time to time by the laws of the Commonwealth of Massachusetts upon corporations organized under or subject to Chapter 180 of the General Laws of the Commonwealth, provided that:
 - (i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.
 - (ii) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code) and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- E. In the event that the corporation is a private foundation within the meaning of Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of these Articles of Organization or the by-laws of the corporation, the following provisions shall apply:
 - (i) The corporation shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code; and

- (ii) The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.
- F. Except as may be otherwise required or permitted by law, the corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts pursuant to Section 11A of Chapter 180 of the General Laws. In the event of any liquidation, dissolution, termination or winding up of the corporation (whether voluntary, involuntary or by operation of law), the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable or scientific institutions or organizations:
 - (i) that are created and organized for nonprofit purposes similar to those of the corporation;
 - (ii) that qualify as exempt from income tax under Section 501(c)(3) of the Internal Revenue Code; and
 - (iii) contributions which are deductible under Section 170(c) of the Internal Revenue Code, as designated by a majority of the total number of the directors of the corporation, in such proportions and in such manner as may be determined in such vote; provided that the corporation's property may be applied to charitable, scientific or educational purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction in the property may direct.
- G. No officer or director shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as an officer or director, notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate the liability of an officer or director, to the extent that such liability is imposed by applicable law:
 - (i) for any breach of the officer's or director's duty of loyalty to the corporation;
 - (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
 - (iii) for any transaction from which the officer or director derived an improper personal benefit.

If Chapter 180 of the General Laws is amended to authorize corporate action further eliminating or limiting the personal liability of officers or directors, then the liability of an officer or director of the corporation shall be eliminated or limited to the fullest extent permitted by Chapter 180 of the General Laws, as so amended from time to time.

Article VII Continuation Sheet**Officers and Trustees**

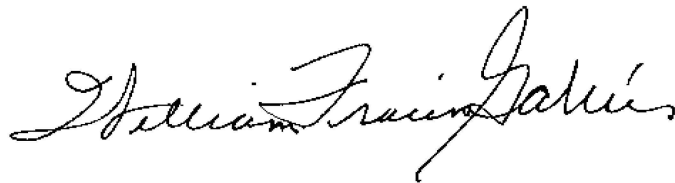
TITLE	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
OFFICERS			
Chair	Edmond English	10 Stonegate Road Hopkington, MA 01748	
President	Kathleen Walsh	12 Marvin Road Wellesley, MA 02481	
Treasurer	Richard W. Silveria	40 School Street Dunstable, MA 01827	
Clerk	David Beck	50 Mount Vernon Street Boston, MA 02108	
TRUSTEES			
Trustee	David Ament	37 Circuit Road Chestnut Hill, MA 02467	
Trustee	Jack Cradock	47 Paine Street Winthrop, MA 02152	
Trustee	William R. Creevy, M.D.	1 Buckingham Terrace Wellesley, MA 02482	
Trustee	Edmond English	10 Stonegate Road Hopkington, MA 01748	
Trustee	Peggy Koenig	209 Ridgeway Road Weston, MA 02493	
Trustee	Mark Nunnelly	61 Farm Street Dover, MA 02030	
Trustee	David Passafaro	1946 Washington Street, #330 Auburndale, MA 02466	
Trustee	James Phalen	64 Seabury Point Road Duxbury, MA 02332	
Trustee	Martha Samuelson	17 Winthrop Street Newton, MA 02465	

Trustee	Richard Slifka	776 Boylston St, Unit E10E Boston, MA 02190
Trustee	Kate Walsh	12 Marvin Road Wellesley, MA 02481

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

June 19, 2013 10:14 AM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized 'G' at the end.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Attachment 4 – Affidavit of Truthfulness and Compliance



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: BMCHS-22062406-TS Original Application Date: 6/24/2022

Applicant Name: BMC Health System, Inc.

Application Type: Transfer of Site/Change in Designated Location

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

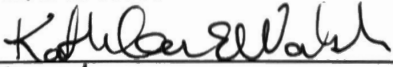
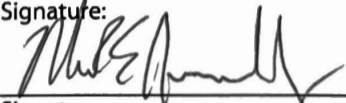
Is the Applicant the sole member or sole shareholder of the Health Facility(ies) that are the subject of this Application? ☒ Yes ☐ No

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 read 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 read 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. 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);
6. 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 previously issued Notices of Determination of Need and the terms and conditions attached therein;
7. I have read 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;
8. Pursuant to 105 CMR 100.705(A), I certify that the Applicant has Sufficient Interest in the Site or facility; and
9. 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

Kathleen Walsh		6/24/2022
CEO for Corporation Name:	Signature:	Date
Mark Nunnally		6/24/2022
Board Chair for Corporation Name:	Signature:	Date

This document is ready to print: ☒

Date/time Stamp: 06/06/2022 2:06 pm

* been informed of the contents of

** have been informed that

*** issued in compliance with 105 CMR 100.000, the Massachusetts Determination of Need regulation effective January 27, 2017 and amended December 28, 2018