

November 3, 2017

Via Email

Nora Mann, Esq., Program Director  
Determination of Need Program  
Department of Public Health  
250 Washington Street  
Boston, MA 02108

**D O N O G H U E  
B A R R E T T  
& S I N G A L**

Re: Application Number – BMC-17110316-AM  
Request for Approval of Immaterial Change to Determination of Need Project #4-3C32, Boston Medical Center, Inc.

Dear Attorney Mann:

We write on behalf of Boston Medical Center (the "Applicant"). The Applicant is the holder of approved Determination of Need ("DoN") Project #4-3C32 ("Project"). The Project involved new construction and renovation at the Applicant's Menino Campus to transfer all patient services offered at the East Newton Campus, consolidating all of the Applicant's operations at the Menino Campus. In accordance with 105 C.M.R. 100.635(A)(1), the Applicant requests approval for an insignificant change to the DoN relative to the approved method of financing. We offer the following information.

On April 14, 2014, the Applicant received approval for the Project from the DoN Program. Specifically, the approval authorized new construction and renovation of space at the Applicant's Menino Campus to permit the transfer of patient services currently sited at the Applicant's East Newton Campus. The construction and renovation allows the Applicant to discontinue all patient services at its East Newton Campus and centralize all inpatient and interventional care and most ambulatory services on a single campus. The total approved gross square feet ("GSF") is 425,723 GSF, which includes of 115,286 GSF of new construction and 310,437 GSF of renovation. The approved maximum capital expenditure ("MCE") associated with the Project is \$165,023,924 in November 2013 dollars.

On March 12, 2015, the Applicant received approval for a significant amendment to the Project. The amendment provided for a change in the method of financing as the Project will be financed in part through tax exempt bonds rather than solely equity. In addition, the Project was amended to reflect certain changes in scope and building design. As a result of these changes the DoN approval was amended to allow for an increase in the MCE to \$250,479,809 (December 2014 dollars) and to amend the GSF to provide for 138,480 GSF of new construction and 365,387 GSF of renovation. On July 16, 2016, the Applicant received approval for an immaterial change to reflect a further change to the proposed method of financing to allow for a change in the balance of bond and equity financing.

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DONOGHUE  
BARRETT  
& SINGAL

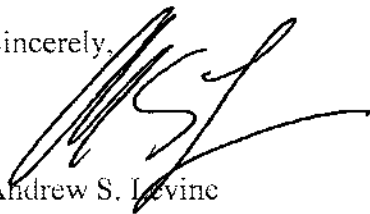
On March 20, 2017, the Applicant received approval for a minor change to the scope of the Project along with accompanying changes to the MCE and total GSF of the Project. The amended MCE is \$269,479,809 (January 2017 dollars) or an increase of \$19,443,099 from the prior approved MCE. The amended GSF approved for renovation is 405,667 GSF.

The Applicant now requests approval for an insignificant change to allow for additional financing of the Project through tax exempt bonds, which is considered an insignificant change under the regulations. The existing approval provided for the Applicant to finance \$139,301,809 of the MCE through tax exempt financing and the remainder of the MCE to be funded through an equity contribution. The Applicant intends to increase the amount of the MCE to be financed by \$19,443,099, resulting in a total of \$158,744,908 to be financed with tax exempt bonds.

With this change, the Applicant also seeks to increase the MCE by \$215,747 to provide for the costs of securing financing, resulting in an amended MCE of \$269,695,556. This represents a 0.08% increase in the MCE. The inflation adjusted MCE is \$273,420,211.24 (October 2017 dollars). The requested increase in the MCE for the Project is within the inflation adjustment is provided for in 105 CMR 100.310(1); therefore, the small increase in the MCE meets the regulatory definition of an immaterial change.

The affidavit of Truthfulness is attached. We thank you for your attention to this matter. Please do not hesitate to contact Crystal Bloom, Esq. or me if you have any questions regarding this request.

Sincerely,



Andrew S. Levine

Enclosure

cc: R. Rodman, Esq.  
M. Begley  
E. Weinstein, Esq.



**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](mailto: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 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

*Type name here*

CEO for Corporation Name:	Signature:	Date
<i>James S Phelan</i>	<i>[Signature]</i>	<i>11/3/2017</i>
Board Chair for Corporation Name:	Signature:	Date

This document is ready to print:

Date/time Stamp:



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Type name here Kathleen E. Walsh Signature: Kate Walsh Date: 11/3/2017  
 CEO for Corporation Name: \_\_\_\_\_ Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Type name here \_\_\_\_\_ Signature: \_\_\_\_\_ Date: \_\_\_\_\_  
 Board Chair for Corporation Name: \_\_\_\_\_ Signature: \_\_\_\_\_ Date: \_\_\_\_\_

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Date/Time Stamp: