



MASSACHUSETTS
HEALTH POLICY COMMISSION

HEALTH POLICY COMMISSION NOTICE OF MATERIAL CHANGE FORM

Health Policy Commission
50 Milk Street, 8th Floor
Boston, MA 02109

GENERAL INSTRUCTIONS

The attached form should be used by a Provider or Provider Organization to provide a Notice of Material Change (“Notice”) to the Health Policy Commission (“Commission”), as required under M.G.L. c. 6D, § 13 and 958 CMR 7.00, Notices of Material Change and Cost and Market Impact Reviews. To complete the Notice, it is necessary to read and comply with 958 CMR 7.00, a copy of which may be obtained on the Commission’s website at www.mass.gov/hpc. Capitalized terms in this Notice are defined in 958 CMR 7.02. Additional sub-regulatory guidance may be available on the Commission’s website (e.g., Technical Bulletins, FAQs). For further assistance, please contact the Health Policy Commission at HPC-Notice@mass.gov. This form is subject to statutory and regulatory changes that may take place from time to time.

REQUIREMENT TO FILE

This Notice must be submitted by any Provider or Provider Organization with \$25 million or more in Net Patient Service Revenue in the preceding fiscal year that is proposing a Material Change, as defined in 958 CMR 7.02. Notice must be filed with the Commission not fewer than 60 days before the consummation or closing of the transaction (i.e., the proposed effective date of the proposed Material Change).

SUBMISSION OF NOTICE

One electronic copy of the Notice, in a portable document form (pdf), should be submitted to the following:

Health Policy Commission: HPC-Notice@mass.gov;

Office of the Attorney General: HCD-6D-NOTICE@mass.gov;

Center for Health Information and Analysis: Legal@chiamass.gov

PRELIMINARY REVIEW AND NOTICE OF COST AND MARKET IMPACT REVIEW

If the Commission considers the Notice to be incomplete, or if the Commission requires clarification of any information to make its determination, the Commission may, within 30 days of receipt of the Notice, notify the Provider or Provider Organization of the information or clarification necessary to complete the Notice.

The Commission will inform each notifying Provider or Provider Organization of any determination to initiate a Cost and Market Impact Review within 30 days of its receipt of a completed Notice and all required information, or by a later date as may be set by mutual agreement of the Provider or Provider Organization and the Commission.

CONFIDENTIALITY

Information on this Notice form itself shall be a public record and will be posted on the Commission’s website. Pursuant to 958 CMR 7.09, the Commission shall keep confidential all nonpublic information and documents obtained in connection with a Notice of Material Change and shall not disclose the information or documents to any person without the consent of the Provider or Payer that produced the information or documents, except in a Preliminary Report or Final Report of a Cost and Market Impact Review if the Commission believes that such disclosure should be made in the public interest after taking into account any privacy, trade secret or anti-competitive considerations. The confidential information and documents shall not be public records and shall be exempt from disclosure under M.G.L. c. 4, § 7 cl. 26 or M.G.L. c. 66, § 10.

NOTICE OF MATERIAL CHANGE

Date of Notice: 10/24/2023

1. Name: Dana-Farber Cancer Institute, Inc.

Federal TAX ID #	MA DPH Facility ID #	NPI #
04-226-0340	2335	1851333686

Contact Information

3. Business Address 1: 450 Brookline Avenue

4. Business Address 2:

5. City: Boston State: MA Zip Code: 02215

6. Business Website: dana-farber.org

7. Contact First Name: Jennifer Contact Last Name: Willcox

8. Title: Senior Vice President, General Counsel & Chief Governance Officer

9. Contact Phone: 617-632-3606 Extension:

10. Contact Email: JenniferN_Willcox@dfci.harvard.edu

Description of Organization

11. Briefly describe your organization.

Dana-Farber Cancer Institute, Inc. ("Dana-Farber") is a nonprofit, acute care cancer hospital and research institute. Founded in 1947, Dana-Farber has been committed to multi-disciplinary activities that encourage collaboration between laboratory scientists and clinical oncology practitioners in order to promote comprehensive, integrated programs in basic and clinical research, training, and patient care. Dana-Farber is a principal teaching affiliate of Harvard Medical School, a federally designated Center for AIDS Research, and a founding member of the Dana-Farber/Harvard Cancer Center, a federally designated comprehensive cancer center.

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?

Upon receipt of all required regulatory approvals and subject to the occurrence of certain conditions precedent in applicable agreements.

Material Change Narrative

14. *Briefly* describe the nature and objectives of the proposed Material Change, including any exchange of funds between the parties (such as any arrangement in which one party agrees to furnish the other party with a discount, rebate, or any other type of refund or remuneration in exchange for, or in any way related to, the provision of Health Care Services) and whether any changes in Health Care Services are anticipated in connection with the proposed Material Change:

Dana-Farber, Beth Israel Deaconess Medical Center, Inc. ("BIDMC"), and Harvard Medical Faculty Physicians at Beth Israel Deaconess Medical Center, Inc. ("HMFP") plan to enter into a clinical collaboration to provide coordinated and integrated cancer care for adults on the Longwood medical campus (the "Collaboration"). In connection with the Collaboration, Dana-Farber will own and operate a new freestanding dedicated cancer hospital (the "Cancer Center") under its license. Subject at all times to patient choice, individual provider judgment, and payor requirements, as part of the Collaboration, Dana-Farber will serve as the preferred provider of medical oncology and infusion services and BIDMC/HMFP will serve as the preferred provider of surgical oncology services. HMFP will provide clinical cancer pathology, clinical cancer radiology, and certain other physician services to Dana-Farber pursuant to a professional services agreement. Certain physician leaders will hold dual roles within the Dana-Farber and BIDMC Departments of Pathology and Radiology. Dana-Farber and BIDMC will jointly coordinate each hospital's technical radiation therapy services on the Longwood medical campus through a contractual joint venture and Dana-Farber, BIDMC, and HMFP will jointly form a physician organization to provide professional radiation oncology services on the Longwood medical campus. Beth Israel Lahey Health, Inc. will provide Dana-Farber access to its electronic health record system. Each organization will remain fully independent, including executive leadership, boards of trustees, and philanthropy and the individual governing bodies of each of the parties will maintain ultimate oversight of their respective organizations, including all clinical operations. The parties will form a steering committee to oversee the Collaboration.

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 Collaboration would create a new clinical collaboration among Dana-Farber, BIDMC, and HMFP for the provision of adult cancer care services on the Longwood medical campus. As such, it is anticipated that the Collaboration may alter care referral patterns, with some cancer care shifting from higher-priced health systems/providers to relatively lower-priced providers. Dana-Farber will continue to contract with payors independently from both BIDMC and HMFP. The Collaboration is not expected to have any material impact on reimbursement rates.

The Collaboration will increase access to high-quality tertiary and quaternary adult oncology services for the highest acuity patients with the most complex diagnoses, which is the primary objective for the Cancer Center. The Collaboration is also anticipated to increase the quality and efficiency of oncology services provided on the Longwood medical campus by combining the parties' respective cancer expertise in interconnected facilities, as well as through measures such as integrated clinical protocols and electronic health records and required adherence to certain performance and quality standards.

Development of the Material Change

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

There are no other Material Changes anticipated in the next 12 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:

With regard to the proposed Material Change, Dana-Farber will submit a Determination of Need application with the Massachusetts Department of Public Health concurrently with its submission of this Notice of Material Change. A Notice of Intent of its Determination of Need application was submitted by Dana-Farber with the Department of Public Health on October 10, 2023.

Dana-Farber will also need to submit other land use and environmental approvals with other state agencies, including the Boston Planning & Development Agency, Zoning Board of Appeal and Massachusetts Environmental Policy Act Office.

Supplemental Materials

18. Submit the following materials, if applicable, under separate cover to HPC-Notice@mass.gov.

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; and
- c. Any analytic support for your responses to Questions 14 and 15 above.

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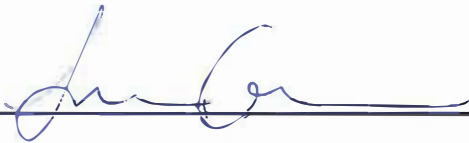
This signed and notarized Affidavit of Truthfulness and Proper Submission is required for a complete submission.

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.

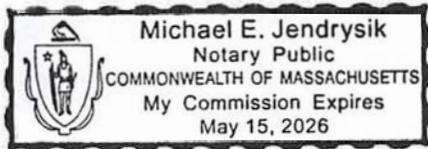
Signed on the 20 day of October, 2023, under the pains and penalties of perjury.

Signature: 

Name: Dana-Farber Cancer Institute, Inc.

Title: President and Chief Executive Officer

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:




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)