



The Commonwealth of Massachusetts
Executive Office of Health and Human Services
Department of Public Health
250 Washington Street, Boston, MA 02108-4619
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Maura T. Healey

Governor

Kimberley Driscoll

Lieutenant Governor

Kiame Mahaniah, MD, MBA

Secretary

Robert Goldstein, MD, PhD

Commissioner

December 11, 2025

Francis Smith

Vice President Strategic Transactions

Associate General Counsel

UMass Memorial Health

365 Plantation Street, 3rd Floor

Worcester, MA 01605

VIA Email: frank.smith@umassmemorial.org

Notice of Final Action: UMass Memorial Health Care, Inc- # UMMH-25021208-HE

Dear Attorney Smith,

At their meeting of December 10, 2025, the Commissioner and the Public Health Council, acting together as the Department, voted pursuant to M.G.L. c.111, §25C and the regulations adopted thereunder, to approve the Determination of Need (DoN) application filed by UMass Memorial Health Care, Inc. for Substantial Change in Service, and Substantial Capital Expenditure to: 1) acquire one single-gantry proton beam therapy unit; 2) establish a Proton Therapy Service; and 3) expand the UMass Memorial Medical Center Cancer Center at Marlborough ("UMMMC Cancer Center") to provide comprehensive Proton Therapy Services located at Marlborough Hospital, 157 Union Street, Marlborough, MA 01752 ("Proposed Project"). This Notice of Final Action incorporates by reference the Staff Report and the Public Health Council proceedings concerning this application.

This application was reviewed pursuant to M.G.L. c. 111, §25C and the regulatory provisions of 105 CMR 100.000 et seq. Based upon a review of the materials submitted, the Department found that the Applicant has met each DoN factor and approves this Determination of Need application subject to all standard conditions (105 CMR 100.310) and pursuant to 105 CMR 100.360, subject to Other Conditions listed below. The Total Value for the Proposed Project is \$53,598,043.

In compliance with the provisions of 105 CMR 100.310(A)(2) and (11), the Holder shall submit an acknowledgment of receipt to the Department (attached) and include a written attestation of participation or intent to participate in MassHealth.

In compliance with 105 CMR 100.310(A)(12), which requires a report to the Department, at a minimum on an annual basis, including the measures related to achievement of the DoN factors for a period of five years from completion of the Proposed Project, the Holder shall address its assertions with respect to all the applicable factors.

Please notify the DoN Program at DPH.DON@mass.gov confirming the Project's completion (closure of transaction and licensure/approval date) to determine the annual DoN reporting timeline.

Other Conditions to the DoN

1. Factor 6: CHI Contribution

- a. Of the total required CHI contribution of \$2,679,902.15.
 - i. \$649,876.27 will be directed to the CHI Statewide Initiative.
 - ii. \$1,949,628.82 will be dedicated to local Health Priority approaches.
 - iii. \$80,397.06 will be designated as the administrative fee.
- b. To comply with the Holder's obligation to contribute to the CHI Statewide Initiative, the Holder must submit a check for \$649,876.27 to Health Resources in Action (the fiscal agent for the CHI Statewide Initiative) **within 30 days** from the date of the Notice of Approval.
 - i. Payments should be made out to:
Health Resources in Action, Inc. (HRiA)
2 Boylston Street, 4th Floor
Boston, MA 02116
Attn: MACHHAF c/o Bora Toro
DoN project #: UMMH-25021208-HE
 - ii. Please send a PDF image of the check or **confirmation of payment** to DONCHI@Mass.gov and dongrants@hria.org. If you should have any questions or concerns regarding the payment, please contact the CHI team at DONCHI@Mass.gov.

2. Factor 1(a): The Holder shall report on the following:

- a. Number of PBT patients by the following age populations:
 - Birth-21
 - 22-64
 - 65+
- b. Patient origin for the PBT service stratified by Massachusetts county or State of residence if outside of Massachusetts; and

- c. Treatments by ICD- 10 codes including staging and also, differentiating the patients needing retreatments specifically where “*cumulative critical structure dose exceeds tolerance dose.*”
3. **Factor 1(b) and Factor 2:** The Holder shall track and report the following:
 - a. Payer-mix based on charges for the PBT service, the LINAC Service and the payer-mix overall for UMMHC;
 - b. Total number of patients who meet the Medical Necessity Criteria for PBT service pursuant to the CMS Local Coverage Determination Letter L35075 or any successor CMS Coverage Guidance;
 - c. Total percentage of PBT patients denied coverage by payer; and
 - d. Number of PBT patients referred to the Applicant’s Financial Assistance Program.

If the Department determines the Holder’s payer-mix for the PBT service is materially different from the overall UMMHC payer-mix overall, the Holder shall provide the Department with an explanation of such differences to allow the Department to determine whether the differences are the result of determinations outside the control of the Holder. If the Department determines the payer-mix differences are not due to forces outside the Holder’s control, the Holder shall develop a plan as agreed to with the Department to address such payer-mix disparities.

4. **Factor 3:** The Holder shall comply with federal, state, and local requirements, including licensure requirements applicable to facility, program, and service closure as set forth in Code of Massachusetts Regulations Title 105. Should the DoN program determine the Holder has failed to comply with such requirements, the Holder shall report to the Department on why the Department should find that the Holder remains in compliance with the terms and conditions of the Notice of Determination of Need. Upon review, the Department may revoke its DoN approval pursuant to 105 CMR 100.640(A) and may not accept additional DoN Applications from UMMHC until the Holder is found to have remedied compliance issues cited by the Department.

Ongoing compliance with the conditions and all terms of the DoN is, pursuant to the Regulation, a precondition to the filing of any future DoN by the Holder.

Sincerely,



Teryl Smith
Director, Bureau of Health Care Safety and Quality

cc:

Jaclyn Gagné, Chief Deputy General Counsel
Stephen Davis, Director, Division of Health Care Facility Licensure and Certification
Judy Bernice, Division of Health Care Facility Licensure and Certification
Hilary Ward, Health Care Facility Licensure and Certification
Samuel Louis, Office of Health Equity
Katherine Mills, Health Policy Commission
Roxanne Rocco, Center for Medicaid and Medicare Services
Christopher King, Executive Office of Health and Human Services
Tomaso Calicchio, Executive Office of Health and Human Services
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Karina Mejias, Executive Office of Health and Human Services
Pavel Terpelets, Executive Office of Health and Human Services
Elizabeth Almanzor, Center for Health Information Analysis