



The Commonwealth of Massachusetts
Executive Office of Health and Human Services
Department of Public Health
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July 10, 2025

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VIA Email: Crystal.Bloom@huschblackwell.com

Notice of Final Action: UMass Memorial Health Care, Inc- UMMHC- 25012116-TO

Dear Attorney Bloom,

At their meeting of July 9, 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 the Transfer of Ownership of Marlborough Hospital, Inc. 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 \$122,294,056.

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

In establishing Conditions, the DoN Program ("Program") notes the Holder stated throughout the DoN Application the intent to allow care to be maintained, enhanced, and expanded in the Marlborough Hospital community and to provide local access to high-quality specialty care for the community.

1. To establish adherence to this intention as outlined in the Application on the proposed transfer of ownership, as a condition of approval, the Holder must maintain all essential services at the Marlborough Hospital Campus for a minimum of 5 years post DoN approval.
2. In doing so and to allow for Program monitoring of the Applicant's commitment to maintaining all essential services after the merger of Marlborough Hospital with UMMMC, the Holder must report on the following at the Marlborough Hospital Campus
 - a. On a quarterly basis, the Holder will inform the Program of any anticipated material or prolonged reduction of any essential service at the Marlborough Hospital Campus during the upcoming quarter, and the rationale for such reduction. The Holder will provide an analysis of utilization patterns over a minimum of the previous five years, budgeted and actual Full Time Equivalent (FTE) staffing for each of the services referenced for reduction, a data supported assessment of community need, and a justification for the reduction of the service, including alternatives considered and alternative sites where access can be reasonably assured for its Patient Panel. Following a notice of anticipated material or prolonged reduction of any essential service at the Marlborough Hospital Campus, the Holder may be referred to the Public Health Council for review of the long-term implications of such reduction and compliance with the DoN approval.
 - b. As part of its annual reporting, the Holder will report on specific actions taken to provide the Marlborough Hospital Campus patients with the opportunity to participate in existing UMMHC programs to increase access and reduce the overall cost of care. The reporting shall include the number of patients by program and include estimated cost savings of participation in each program.
 - c. The Holder shall provide, in its annual report to the Department, reporting on its proposed measures to assess the impact of the Proposed Project, including (1) clinical quality metrics such as patient

mortality; (2) patient safety, as measured by Patient Safety Indicator (PSI) events; and (3) health equity, as measured by the MassHealth health equity incentive program metrics.

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,

Dennis Renaud

Director, Determination of Need Program

cc:

Teryl Smith, Director, Bureau of Health Care Safety and Quality
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
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