

MASS GENERAL BRIGHAM INCORPORATED

**DON APPLICATION # MGB-20101916-TS
TRANSFER OF SITE
THE McLEAN HOSPITAL CORPORATION**

October 20, 2020

BY

**MASS GENERAL BRIGHAM INCORPORATED
800 BOYLSTON STREET, SUITE 1150
BOSTON, MA 02199**

**MASS GENERAL BRIGHAM INCORPORATED
DON APPLICATION # MGB-20101916-TS**

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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: 10/19/2020 4:49 pm

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:

Facility Address:

City: State: Zip Code:

Facility type: CMS Number:

2 Facility Name:

Facility Address:

City: State: Zip Code:

Facility type: CMS Number:

1. About the Applicant

1.1 Type of organization (of the Applicant):

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?

- 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?
- 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.

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?

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:

Physical Address:

City:	Belmont	State:	Massachusetts	Zip Code:	02478
Facility type:	Hospital				
8.3 Location of Proposed Site					
Facility Name:	McLean SouthEast				
Physical Address:	23 Isaac Street				
City:	Middleborough	State:	Massachusetts	Zip Code:	02346
Facility type:	Hospital				

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

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
<input type="checkbox"/> <input type="checkbox"/>	Construction Contract	\$120,000.00
<input type="checkbox"/> <input type="checkbox"/>	Architectural Cost and Engineering Cost	\$14,000.00
<input type="checkbox"/> <input type="checkbox"/>	Pre-filing Planning and Development Costs	\$1,000.00
<input type="checkbox"/> <input type="checkbox"/>		
<input type="checkbox"/> <input type="checkbox"/>		
<input type="checkbox"/> <input type="checkbox"/>		
<input type="checkbox"/> <input type="checkbox"/>		
<input type="checkbox"/> <input type="checkbox"/>		
<input type="checkbox"/> <input type="checkbox"/>		
<input type="checkbox"/> <input type="checkbox"/>		
	Total Cost	\$135,000.00

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:

\$135,000.00

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
- 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: 10/19/2020 4:49 pm

E-mail submission to
Determination of Need

Application Number: MGB-20101916-TS

Use this number on all communications regarding this application.

Community Engagement-Self Assessment form

ATTACHMENT 2

DoN TRANSFER OF SITE NARRATIVE

2. Project Description

Mass General Brigham Incorporated (“Applicant”) located at 800 Boylston Street, Suite 1150, Boston, MA 02199 is filing as Notice of Determination of Need (“Application”) with the Massachusetts Department of Public Health (“Department”) for a transfer of site by The McLean Hospital Corporation (“McLean” or “the Hospital”) involving its licensed main hospital located at 115 Mill Street, Belmont, MA 02478, and its licensed satellite, McLean Southeast (“McLean Southeast” or “MSE”) located at 23 Isaac Street, Middleborough, MA 02346. Specifically, the proposed project is for a transfer of site of four (4) licensed, but currently out-of-service, psychiatric beds from McLean to McLean Southeast (“Proposed Project”).

8. Transfer of Site

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 Determination of Need Application form, the following detailed information is provided relative to the transfer of site request:

1. **Description:** McLean Hospital is currently licensed by the Department to operate a total of 324 inpatient psychiatric beds, consisting of 294 beds at the main campus in Belmont and 30 beds at the Hospital’s satellite, McLean Southeast, in Middleborough. Established in 2014, MSE provides acute psychiatric treatment for individuals 16 and older that cannot safely function at a less-restrictive level of care. At this time, there is unmet demand in MSE’s geographic region for inpatient psychiatric treatment, especially within the context of COVID-19 social distancing protocols. For example, facilities may not be able to fully utilize all licensed beds where COVID precautions and social distancing prevents two patients from sharing a double room, thereby limiting overall bed availability. The Proposed Project seeks to relocate four currently out-of-service adult psychiatric beds from the Hospital to MSE to meet this demand. This relocation and reactivation of psychiatric beds will increase access to inpatient psychiatric services in Southeast MA, reducing wait times in community emergency departments. Moreover, the four beds will consist of two single rooms and one double room. This configuration will make efficient use of the MSE space, allowing expeditious transfers to MSE while ensuring adequate space to maintain COVID safety protocols for patients. Accordingly, the Applicant seeks approval from the Department to transfer four licensed, out-of-service psychiatric beds from the Hospital to MSE to appropriately address the need for additional inpatient psychiatric beds at MSE.
2. **Gross Square Feet (“GSF”):** Currently, the four psychiatric beds at the Hospital are maintained on the license as out-of-service. Accordingly, there is no associated GSF for the beds at the existing site. The GSF of the psychiatric service at the proposed site is approximately 14,555 square feet. The existing space at MSE is large enough to accommodate the requested four additional beds with minimal renovation.
3. **Primary Service Area Towns Served:** As the four psychiatric beds are out-of-service, there is not a Primary Service Area (“PSA”) associated with the beds. Following the transfer of site, the PSA will reflect that of the existing MSE patient panel. MSE patients are derived from the Top 10 cities/towns: Plymouth, Boston, Attleboro, Middleboro, North Attleboro, Vineyard Haven, Norton, Mansfield, Duxbury, and Weymouth. For a full list of

the cities/ towns within McLean Southeast's PSA representing 75% of this site's patient panel, see Exhibit 1.

4. **Patient Population Demographics:** The Applicant reviewed the McLean Southeast patient panel for FY19. Of MSE's 1,022 patients, approximately 54% are female and 46% are male. Age data indicates a majority of MSE's patient panel are ages 17-64 (95.7%). Table 1 below provides the race/ethnicity of MSE's patient panel.

Table 1: McLean Southeast Patient Panel by Race	
	FY19
American Indian or Alaska Native / Hispanic or Latino / Native Hawaiian or Other Pacific Islander ¹	1.0%
Asian	2.7%
Black or African-American	4.6%
White	83.6%
All Other ²	8.1%

Further, as race and ethnicity are collected in variety of ways, with respect to patient ethnicity, approximately 4.5% of MSE patients identify as Hispanic. Finally, the average length of stay at MSE is 9.06 days. The Applicant anticipates the FY19 MSE patient panel accurately reflects the MSE patient panel of the four additional psychiatric beds.

5. **Patient Access:** The Proposed Project will improve access to inpatient psychiatric services for the Applicant's patient panel, particularly with respect to patients residing in MSE's PSA. Through the transfer of site, the currently out-of-service beds will become operational, thereby increasing access to inpatient psychiatric care. This increased access will contribute to decreased ED boarding times through more timely access to psychiatric beds, ensuring patients receive the proper psychiatric health care in the appropriate setting.³ Accordingly, the Proposed Project will have a positive impact on access to inpatient psychiatric services.
6. **Impact on Price:** The proposed transfer of site will have no impact on price. The Applicant and McLean Southeast currently provide inpatient psychiatric services. All pricing will remain consistent with current charges for such services upon implementation of the Proposed Project.
7. **Total Medical Expenditure:** There will be no impact on total medical expenditure associated with the Proposed Project. The relocated psychiatric beds will meet demand for inpatient psychiatric services. Moreover, as described above, no change will occur with respect to the price of the services offered.

¹ Due to HIPAA privacy requirements concerning low patient counts, data representing patients who identified as either American Indian or Alaska Native, Hispanic or Latino, or Native Hawaiian or Other Pacific Islander have been aggregated.

² All Other includes: Other, Unknown, and those who declined to respond.

³ See, e.g., Kimberly Nordstrom, MD, JD, et al., *Boarding Mentally Ill Patients in Emergency Departments: An American Psychiatric Association Resource Document*, 20 W. J. EMERGENCY MED. 690 (2019).

8. **Provider Costs**: MSE currently operates 30 adult psychiatric beds. Accordingly, the Transfer of Site will result in a proportional increase in operational costs to accommodate the four additional beds. As outlined in the DoN Application Form, the capital expenditure associated with the Proposed Project is \$135,000 to renovate existing space at MSE to accommodate four additional psychiatric beds. The Applicant notes that the estimated capital expenditure does not exceed the threshold for inpatient projects and therefore, the Project does not rise to the level of a substantial capital expenditure.
9. **Documentation of Sufficient Interest in the Proposed Site**: MSE is appropriately zoned to provide inpatient services and the Hospital owns the licensed facility.

ATTACHMENT 3

ARTICLES OF ORGANIZATION

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE
MICHAEL J. CONNOLLY, Secretary
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

ARTICLE I

The name of the corporation is:

MGH/BRIGHAM HEALTH CARE SYSTEM, INC.

ARTICLE II

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

- (i) To organize, operate and support a comprehensive health care system, including without limitation hospital and other health care services for all persons, and education and research for the prevention, diagnosis, treatment and cure of all forms of human illness:
- (ii) to improve the health and welfare of all persons: (iii) to operate for the benefit of and to support The Massachusetts General Hospital, The Brigham Medical Center, Inc., their respective affiliated corporations and such other charitable, scientific or educational organizations which are or are affiliated with teaching hospitals in the Greater Boston Area: and (iv) to carry on any other activity that may lawfully be carried on by a corporation formed under Chapter 180 of the Massachusetts General Laws which is exempt under section 501(c)(3) of the Internal Revenue Code.

93-349060

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R.A.

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P.C.

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

ARTICLE III

If the corporation has one or more classes of members, 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 designation of classes of members, if any, the manner of election or appointment, the term of office, and the qualifications and rights of members are set forth in the by-laws of the Corporation.

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 Continuation Sheets IV-A through IV-D attached hereto and incorporated herein by reference.

* 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.

MGH/BRIGHAM HEALTH CARE SYSTEM, INC.

IV. Other Lawful Provisions for Conduct and Regulation of the Business and Affairs of the Corporation, for its Voluntary Dissolution, and for Limiting, Defining and Regulating the Powers of the Corporation and of its Trustees and Members.

4.1. The corporation shall have in furtherance of its corporate purposes all of the powers specified in Section 6 of Chapter 180 and in Sections 9 and 9A of Chapter 156B of the Massachusetts General Laws (except those provided in paragraph (m) of said Section 9) as now in force or as hereafter amended, and may carry on any operation or activity referred to in Article 2 to the same extent as might an individual, either alone or in a joint venture or other arrangement with others, or through a wholly or partly owned or controlled corporation; provided, however, that no such power shall be exercised in a manner inconsistent with said Chapter 180 or any other chapter of the Massachusetts General Laws or which would deprive it of exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code.

4.2. The by-laws may authorize the trustees to make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law, the articles of organization or the by-laws requires action by the members.

4.3. Meetings of the members may be held anywhere in the United States.

4.4. No trustee or officer of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as such trustee or officer notwithstanding any provision of law imposing such liability, except to the extent that such exemption from liability is not permitted under Chapter 180 of the Massachusetts General Laws.

4.5.(a) The corporation shall, to the extent legally permissible, indemnify each person who serves as one of its members, trustees or officers, or who serves at its request as a member, trustee or officer of another organization or in a capacity with respect to any employee benefit plan (each such person being called in this Section 4.5 a "Person") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and

counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or, to the extent that such matter relates to service at the request of the corporation for another organization or an employee benefit plan, in the best interests of such organization or of the participants or beneficiaries of such employee benefit plan. Such best interests shall be deemed to be the best interests of the corporation for the purposes of this Section 4.5.

(b) Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by any Person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification, (a) by a disinterested majority of the trustees then in office; or (b) by a majority of the disinterested trustees then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class.

(c) Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under this Section 4.5. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

(d) The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Section shall affect any other rights to indemnification to which any Person or other corporate personnel may be entitled by contract or otherwise under law.

(e) As used in this Section 4.5, the term "Person" includes such Person's respective heirs, executors and administrators, and

a "disinterested" member, trustee or officer is one against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is not then pending.

4.6.(a) No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any trustee, officer or member of this corporation, or any concern in which any such trustee, officer or member has any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, act or other transaction (collectively called a "transaction") of this corporation, and

(1) such transaction shall not be in any way invalidated or otherwise affected by that fact; and

(2) no such trustee, officer, member or concern shall be liable to account to this corporation for any profit or benefit realized through any such transaction;

provided, however, that such transaction either was fair at the time it was entered into or is authorized or ratified either (i) by a majority of the trustees who are not so interested and to whom the nature of such interest has been disclosed, or (ii) by vote of a majority of each class of members of the corporation entitled to vote for trustees, at any meeting of members the notice of which, or an accompanying statement, summarizes the nature of such transaction and such interest. No interested trustee or member of this corporation may vote or may be counted in determining the existence of a quorum at any meeting at which such transaction shall be authorized, but may participate in discussion thereof.

(b) For purposes of this Section 4.6, the term "interest" shall include personal interest and also interest as a trustee, officer, stockholder, shareholder, director, member or beneficiary of any concern; and the term "concern" shall mean any corporation, association, trust, partnership, firm, person or other entity other than this corporation.

(c) No transaction shall be avoided by reason of any provisions of this paragraph 4.6 which would be valid but for such provisions.

4.7. No part of the assets or net earnings of the corporation shall inure to the benefit of any member, officer or trustee of the corporation or any individual; 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 by Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or

intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

4.8. If and so long as the corporation is a private foundation (as that term is defined in Section 509 of the Internal Revenue Code), then notwithstanding any other provisions of the articles of organization or the by-laws of the corporation, the following provisions shall apply:

- A) the income of the corporation for each taxable year shall be distributed at such time and in such manner as not to subject the corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, and
- B) 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 subject the corporation to tax under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

4.9. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of pursuant to Massachusetts General Laws, Chapter 180, Section 11A, to The Massachusetts General Hospital and The Brigham Medical Center, Inc. if exempt from taxation as organizations described in Section 501(c)(3) of the Internal Revenue Code or, if both are not, to one or more organizations with similar purposes and similar tax exemption.

4.10. All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (ii) to the General Laws of The Commonwealth of Massachusetts, or any chapter thereof, shall be deemed to refer to said General Laws or chapter as now in force or hereafter amended; and (iii) to particular sections of the Internal Revenue Code or said General Laws shall be deemed to refer to similar or successor provisions hereafter adopted.

MGH/BRIGHAM HEALTH CARE SYSTEM, INC.

Continuation Sheet VII(b)

	Name	Residence or Post Office Address
<u>Officers</u>		
Vice-President	J. Robert Buchanan, M.D.	25 Commonwealth Avenue Boston, MA 02116.
President	H. Richard Nesson, M.D.	565 Boylston Street Brookline, MA 02146
Treasurer	Richard A. Spindler	210 Schoolmaster Lane Dedham, MA 02026
Clerk	David M. Donaldson	22 Weston Road Lincoln Center, MA 01773
<u>Trustees</u>		
	W. Gerald Austen, M.D.	163 Wellesley Street Weston, MA 02193
	Eugene Braunwald, M.D.	75 Scotch Pine Road Weston, MA 02193
	J. Robert Buchanan, M.D.	25 Commonealth Avenue Boston, MA 02116
	Francis H. Burr	44 Prince Street Beverly, MA 01915
	Ferdinand Colloredo-Mansfeld	Winthrop Street Hamilton, MA 01982

MGH/BRIGHAM HEALTH CARE SYSTEM, INC.

Continuation Sheet VII(b)

Name	Residence or Post Office Address
John H. McArthur	Fowler 10 Soldiers Field Boston, MA 02134
H. Richard Nesson, M.D.	565 Boylston Street Brookline, MA 02146
Richard A. Spindler	210 Schoolmaster Lane Dedham, MA 02026

ARTICLE V

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 below, have been duly elected.

ARTICLE VI

The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if a later date is desired, specify date, (not more than 30 days after date of filing).

The information contained in ARTICLE VII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

ARTICLE VII

a. The post office address of the initial principal office of the corporation IN MASSACHUSETTS is:

c/o Ropes & Gray, One International Place, Boston, MA 02110

b. The name, residence and post office address of each of the initial directors and following officers of the corporation are as follows:

NAME	RESIDENCE	POST OFFICE ADDRESS
------	-----------	---------------------

President: See Continuation Sheet VII(b) attached hereto and incorporated herein by reference.

Treasurer:

Clerk:

Directors: (or officers having the powers of directors).

NAME	RESIDENCE	POST OFFICE ADDRESS
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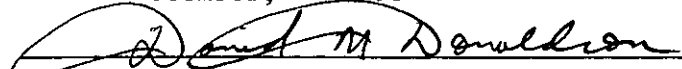
See Continuation Sheet VII(b) attached hereto and incorporated herein by reference.

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 of the corporation, if any, is:

I/We the below-signed INCORPORATORS 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 principal 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 names 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 9th day of December, 19 93



David M. Donaldson

Ropes & Gray
One International Place
Boston, MA 02110

NOTE: If an already-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.

SECRETARY OF STATE
RECEIVED

1993 DEC 15 PM 1:39

CORPORATION DIVISION

449104

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$35.00 having been paid, said articles are deemed to have been filed with me this 15TH day of December 1993.

Effective date

Michael Joseph Connolly

MICHAEL J. CONNOLLY
Secretary of State

A PHOTOCOPY OF THESE ARTICLES OF ORGANIZATION SHALL BE RETURNED

TO: David M. Donaldson, Esq.
Ropes & Gray
One International Place, Boston, MA 02110
Telephone: (617) 951-7250

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: 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

Anne Klibanski, M.D.	<i>Anne Klibanski</i>	October 19, 2020
CEO for Corporation Name:	Signature:	Date
Scott M. Sperling		
Board Chair for Corporation Name:	Signature:	Date

This document is ready to print: Date/time Stamp:

*been informed of the contents of
 **have been informed that
 ***issued in compliance with 105 CMR 100.00, the Massachusetts Determination of Need Regulation effective January 27, 2017 and amended December 28, 2018



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: 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;~~^{***}
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Corporation:
 Attach a copy of Articles of Organization/Incorporation, as amended

Anne Klibanski, M.D.
 _____ Signature: _____ Date _____
 CEO for Corporation Name:

Scott M. Sperling
 _____ Signature: *Scott Sperling* Date October 19, 2020
 Board Chair for Corporation Name:

This document is ready to print: Date/time Stamp:

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