

# NOTICE OF MATERIAL CHANGE

DATE OF NOTICE: 10/30/2015

1. Name: VHS Acquisition Subsidiary Number 9, Inc. d/b/a MetroWest Medical Center

2.	Federal TAX ID #	MA DPH Facility ID #	NPI #
	62-1861200	2020 and 2039	1740252592

## CONTACT INFORMATION

3. Business Address 1: 115 Lincoln Street
4. Business Address 2:
5. City: Framingham State: MA Zip Code: 01702
6. Business Website: www.mwmc.com
7. Contact First Name: Barbara Contact Last Name: Doyle
8. Title: Chief Executive Officer
9. Contact Phone: 508-383-1012 Extension:
10. Contact Email: Barbara.Doyle@mwmc.com

## DESCRIPTION OF ORGANIZATION

11. Briefly describe your organization.

MetroWest Medical Center ("MWMC") is a community medical center consisting of two campuses: (1) Framingham Union Campus in Framingham, MA (DPH #2020); and (2) Leonard Morse Campus in Natick, MA (DPH #2039). Both campuses have a full service ED, inpatient, and outpatient medical surgical services. Framingham Union campus offers inpatient pediatric services and obstetrics; Leonard Morse campus offers inpatient and outpatient behavioral health services. MWMC generates approximately \$250M in annual net revenue and \$20M of EBITDA. MWMC is a wholly owned subsidiary of publicly-traded, Dallas-based Tenet Healthcare Corporation.

## 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? January 1, 2016

#### MATERIAL CHANGE NARRATIVE

14. Briefly describe the nature and objectives of the proposed Material Change, including whether any changes in Health Care Services are anticipated in connection with the proposed Material Change:

MetroWest Medical Center (MWMC) intends to join BIDCO as a participating provider as of January 1, 2016 ("Effective Date"), for the purpose of aligning risk among our hospital, physicians, and BIDCO ACO affiliate members, and implementing shared care management programs across all BIDCO providers. MWMC will become a member of BIDCO, and after the Effective Date will join BIDCO payor contracts as contracts come up for renewal. Once MWMC is participating in a BIDCO risk contract, BIDCO will integrate clinical care data from MWMC into its data warehouse, where the information will be utilized to improve patient care quality and efficiency, and where MWMC will also receive reports and analytics to help meet these goals. Care management programs and best practices will be integrated across the BIDCO network, including at MWMC, with the goal of continuously using information on best practices to effectuate improvements based on feedback from local physicians and hospitals.

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:

MWMC joining the BIDCO network will bring about many beneficial opportunities for care improvement and efficiency in the provision of patient care and other services, both for current providers and for any new providers in the BIDCO network. Each organization brings its unique experience and success in the management of patients, with MWMC having experience with risk contract management through its experience with PHO physicians at a local level, and BIDCO having successful experience in the management of total medical expense ("TME") and extensive work in the implementation of care management programs at a system level. Synergy across the BIDCO network will allow for continuous improvement in the management of medical cost trends, allowing payors to maintain lower premium increases for the benefit of health care consumers. In addition, shared clinical information through EHRs promotes better clinical integration and management of patient health, both in terms of cost and quality of care provided. Infrastructure is more easily coordinated and distributed when providers are working together using similar processes, accessing uniform systems, and following coordinated care pathways and protocols.

#### DEVELOPMENT OF THE MATERIAL CHANGE

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

MetroWest Medical Center anticipates completion of an affiliation agreement with Beth Israel Deaconess Medical Center to become MetroWest's academic partner for tertiary and quaternary care within the next twelve 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:

None.

**SUPPLEMENTAL MATERIALS**

**18. Submit the following materials, if applicable, under separate cover to [HPC\\_Notice@state.ma.us](mailto:HPC_Notice@state.ma.us).**

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

**[Remainder of this page intentionally left blank]**

Print this page, sign, notarize, and submit as a .PDF separately from the writable portion (p. 4-5) of the Notice of Material Change form. 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.

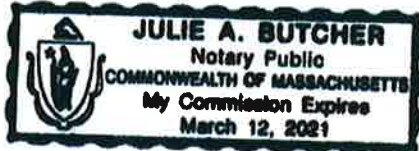
Signed on the 29 day of October, 2015, under the pains and penalties of perjury.

Signature: *Barbara Doyle*

Name: Barbara Doyle

Title: Chief Executive Officer, MetroWest Medical Center

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:



*Julie A. Butcher*  
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)