

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@state.ma.us. 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@state.ma.us;

Office of the Attorney General
HCD-6D-NOTICE@state.ma.us;

Center for Health Information and Analysis
CHIA-Legal@state.ma.us

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: _____

1.	Name:	The Trustees of Noble Hospital, Inc. d/b/a Noble Hospital
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2.	Federal TAX ID #	MA DPH Facility ID #	NPI #
	22-2537423	2076	1700816048

Contact Information			
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3.	Business Address 1:	115 West Silver Street				
4.	Business Address 2:					
5.	City:	Westfield	State:	MA	Zip Code:	01085-3693
5.	Business Website:	www.noblehospital.org				
7.	Contact First Name:	Ronald	Contact Last Name:	Bryant		
8.	Title:	President and Chief Executive Officer				
9.	Contact Phone:	413-568-2811	Extension:	5008		
10.	Contact Email:	rbryant@noblehealth.org				

Description of Organization	
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11.	<p><i>Briefly describe your organization.</i></p> <p>The Trustees of Noble Hospital, Inc. and Subsidiaries ("Noble") consists of three (3) not-for-profit corporations located in Westfield, Massachusetts.</p> <p>The Trustees of Noble Hospital, Inc. ("the "Hospital") is a not-for-profit, charitable 501(c)(3) community-based hospital. The Hospital provides inpatient, outpatient and emergency care services for residents of the greater Westfield community. The Hospital was established in 1893. The Hospital's mission is to deliver the highest quality health care through a broad range of services to the community. Reimbursements for services provided to patients are covered by Medicare, Medicaid and other contracted insurance programs. The Hospital's primary service area is the towns of Westfield, Southwick, Russell, Feeding Hills, West Springfield, Southampton, Chicopee, Agawam, Huntington, and Granville.</p> <p>Noble Visiting Nurse and Hospice Services, Inc. is a not-for-profit, charitable 501(c)(3) community-based home health care and hospice agency, whose primary purpose is to provide home health services and promote and maintain community health to the city of Westfield and surrounding communities.</p> <p>Westfield Medical Corporation ("WMC") is a not-for-profit, charitable 501(c)(3) physician practice that provides medical services to residents of the great Westfield community. WMC employs (26) physicians, (1) physician-assistant, and (6) nurse practitioners, with the following specialties: Primary Care (16) of which 4 are family medicine and 12 are internal medicine; hospitalists (10), general surgery (2), gastroenterology (2), neurology (1) pulmonology (1) and cardiology (1).</p>
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Type of Material Change			
12.	<p>Check the box that most accurately describes the proposed Material Change involving a Provider or Provider Organization:</p> <p>A Merger or affiliation with, or Acquisition of or by, a Carrier; <input checked="" type="checkbox"/> 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.</p>		
13.	<table border="1"> <tr> <td>What is the proposed effective date of the proposed Material Change?</td> <td>On or about June 30, 2015</td> </tr> </table>	What is the proposed effective date of the proposed Material Change?	On or about June 30, 2015
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Material Change Narrative			
14.	<p><i>Briefly</i> describe the nature and objectives of the proposed Material Change:</p> <p>Noble and Baystate Health, Inc. (“Baystate”) have agreed to a series of actions to make an informed decision concerning the signing of a Definitive Agreement, pursuant to which Baystate would acquire Noble. Pursuant to the proposed transaction, Baystate would become the sole corporate member of Noble. The Board of Noble has voted unanimously in support of the proposed transaction.</p> <p>The objective of the proposed transaction is to maintain and enhance the availability of high-quality, affordable healthcare in western Massachusetts. Due to its small size and limited resources, Noble faces certain financial and operating challenges, including pressures on operating margins and limited access to capital; demand by healthcare consumers and payors for access to subspecialty services and the latest clinical technologies; changes relating to the provision of, and payment for, services based on outcomes; and recruitment of qualified physicians and other employees. The parties believe that the clinical and financial resources of Baystate will not only enhance Noble’s ability to meet such challenges, but also will yield economic and operational efficiencies and enhanced clinical offerings that will allow for the continuing delivery of high-quality, cost-effective healthcare to patients in the Noble service area.</p> <p>Under the proposed transaction, Baystate has agreed that Noble shall be operated as an acute care community hospital with a separate license, including inpatient medical/surgical beds and an emergency room for a period of at least five (5) years following the closing of the affiliation transaction. The service mix provided at Noble may be modified within that five-year period, taking into account the needs of the patient community, staffing, resources, and costs. Baystate has also agreed to make a capital commitment to Noble which will average \$1 million per year for a five (5) year period following closing of the potential affiliation, which may be partially funded by Noble to the extent it is profitable during that five-year time period.</p>		
15.	<p><i>Briefly</i> describe the anticipated impact of the proposed Material Change:</p> <p>The proposed transaction will enhance and maintain access to cost-efficient, high-quality primary and secondary health care services in the Noble service area. It will help ensure that high-quality healthcare services will continue to be provided, for at least five (5) years, at Noble. Baystate’s investment of economic and noneconomic resources in Noble will improve the quality of care delivered at Noble substantially above levels which would exist absent a transaction. The integration of Noble into the Baystate regional health system over time through the use of the same clinical protocols, care pathways, and electronic records system will support the delivery of the full continuum of care for the community through improved integration of area physicians in the Noble service area. As a result, the proposed transaction is anticipated to improve population health.</p>		

Development of the Material Change	
16.	Describe any other Material Changes you anticipate making in the next 12 months:
	None
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:
	Simultaneously with the filing of the application, Noble and/or Baystate will file applicable notices with the Department of Public Health (and the applicable Regional Health Office) and the Public Health Commission, the Division of Medical Assistance (MassHealth), the office of the Attorney General and the Center for Health Information and Analysis, as required. Due to the size of the proposed transaction, the parties will not be making a Hart-Scott-Rodino filing with federal regulators.

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 19th day of March, 2015, under the pains and penalties of perjury.

Signature: *Ronald P. Bryant*

Name: Ronald P. Bryant

Title: President and Chief Executive Officer

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:



Nicole C. Pepin
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)

EXPLANATIONS AND DEFINITIONS

1.	Name	Legal business name as reported with Internal Revenue Service. This may be the parent organization or local Provider Organization name.
2.	Federal TAX ID #	9-digit federal tax identification number also known as an employer identification number (EIN) assigned by the internal revenue service.
	MA DPH Facility ID #	If applicable, Massachusetts Department of Public Health Facility Identification Number.
	National Provider Identification Number (NPI)	10-digit National Provider identification number issued by the Centers for Medicare and Medicaid Services (CMS). This element pertains to the organization or entity directly providing service.
3.	Business Address 1:	Address location/site of applicant
4.	Business Address 2:	Address location/site of applicant continued often used to capture suite number, etc.
5.	City, State, Zip Code	Indicate the City, State, and Zip Code for the Provider Organization as defined by the US Postal Service.
6.	Business Website:	Business website URL
7.	Contact Last Name, First Name	Last name and first name of the primary administrator completing the registration form.
8.	Title:	Professional title of the administrator completing the registration form.
9.	Contact Telephone and Extension	10-digit telephone number and telephone extension (if applicable) for administrator completing the registration form
10.	Contact Email:	Contact email for administrator
11.	Description of Organization:	Provide a brief description of the notifying organization's ownership, governance, and operational structure, including but not limited to Provider type (acute Hospital, physician group, skilled nursing facilities, independent practice organization, etc.), number of licensed beds, ownership type (corporation, partnership, limited liability corporation, etc.), service lines and service area(s).
12.	Type of Material Change	<p>Indicate the nature of the proposed Material Change.</p> <p><i>Definitions of terms:</i> "Carrier", an insurer licensed or otherwise authorized to transact accident or health insurance under M.G.L. c. 175; a nonprofit Hospital service corporation organized under M.G.L. c. 176A; a nonprofit medical service corporation organized under M.G.L. c. 176B; a health maintenance organization organized under M.G.L. c. 176G; and an organization entering into a preferred provider arrangement under M.G.L. c. 176I; provided, that this shall not include an employer purchasing coverage or acting on behalf of its</p>

		<p>employees or the employees of one or more subsidiaries or affiliated corporations of the employer; provided that, unless otherwise noted, the term "Carrier" shall not include any entity to the extent it offers a policy, certificate or contract that provides coverage solely for dental care services or visions care services.</p> <p>"Hospital", any hospital licensed under section 51 of chapter 111, the teaching hospital of the University of Massachusetts Medical School and any psychiatric facility licensed under section 19 of chapter 19.</p> <p>"Net Patient Service Revenue", the total revenue received for patient care from any third party Payer net of any contractual adjustments. For Hospitals, Net Patient Service Revenue should be as reported to the Center under M.G.L. c. 12C, § 8. For other Providers or Provider Organizations, Net Patient Service Revenue shall include the total revenue received for patient care from any third Party payer net of any contractual adjustments, including: (1) prior year third party settlements; and (2) premium revenue, which means per-member-per-month amounts received from a third party Payer to provide comprehensive Health Care Services for that period, for all Providers represented by the Provider or Provider Organization in contracting with Carriers, for all Providers represented by the Provider or Provider Organization in contracting with third party Payers..</p> <p>"Provider", any person, corporation, partnership, governmental unit, state institution or any other entity qualified under the laws of the Commonwealth to perform or provide Health Care Services.</p> <p>"Provider Organization", any corporation, partnership, business trust, association or organized group of persons, which is in the business of health care delivery or management, whether incorporated or not that represents one or more health care Providers in contracting with Carriers or third-party administrators for the payments of Heath Care Services; provided, that a Provider Organization shall include, but not be limited to, physician organizations, physician-hospital organizations, independent practice associations, Provider networks, accountable care organizations and any other organization that contracts with Carriers for payment for Health Care Services.</p>
13.	Proposed Effective Date of the Proposed Material Change	Indicate the effective date of the proposed Material Change. NOTE: The effective date may not be fewer than 60 days from the date of the filing of the Notice.
14.	Description of the Proposed Material Change	Provide a brief narrative describing the nature and objectives of the proposed Material Change. Include organizational charts and other supporting materials as necessary to illustrate the proposed change in ownership, governance or operational structure.

15.	Impact of the Proposed Material Change	<p>Provide a brief description of any analysis conducted by the notifying organization as to the anticipated impact of the proposed Material Change including, but not limited to, the following factors, as applicable:</p> <ul style="list-style-type: none"> • Costs • Prices, including prices of the Provider or Provider Organization involved in the proposed Merger, Acquisition, affiliation or other proposed Material Change • Utilization • Health Status Adjusted Total Medical Expenses • Market Share • Referral Patterns • Payer Mix • Service Area(s) • Service Line(s) • Service Mix
16.	Future Planned Material Changes	<p>Provide a brief description of the nature, scope and dates of any pending or planned Material Changes within the 12 months following the date of the notice.</p>
17.	Submission to Other State or Federal Agencies	<p>Indicate the date and nature of any other applications, forms, notices or other materials provided to other state for federal agencies relative to the proposed Material Change, including but not limited to the Department of Public Health (e.g., Determination of Need Application, Notice of Intent to Acquire, Change in Licensure), Massachusetts Attorney General (e.g., notice pursuant to G.L. c. 180, §8A(c)), U.S. Department of Health and Human Services (e.g., Pioneer ACO or Medicare Shared Savings Program application) and Federal Trade Commission/Department of Justice (e.g., Notification and Report Form pursuant to 15 U.S.C. sec. 18a).</p>