

NOTICE OF MATERIAL CHANGE

DATE OF NOTICE: 11/30/2015

1. Name: Partners HealthCare System, Inc.

	Federal TAX ID #	MA DPH Facility ID #	NPI #
2.	04-3230035	N/A	N/A

CONTACT INFORMATION

3. Business Address 1: 800 Boylston Street

4. Business Address 2: Suite 1150

5. City: Boston

State: MA

Zip Code: 02199

6. Business Website: www.partners.org

7. Contact First Name: Brent

Contact Last Name: Henry

8. Title: Vice President and General Counsel

9. Contact Phone: 617-278-1065

Extension:

10. Contact Email: bhenry1@partners.org

DESCRIPTION OF ORGANIZATION

11. Briefly describe your organization.

Partners HealthCare System, Inc. ("PHS") is the parent organization of an integrated health system ("Partners HealthCare") founded by Brigham and Women's Hospital and Massachusetts General Hospital. In addition to its two academic medical centers, Partners HealthCare includes community hospitals, including Cooley Dickinson Hospital ("CDH"), and specialty hospitals, a managed care organization, community health centers, a physician network, home health and long-term care services and other health-related entities. Partners HealthCare is a national leader in biomedical research and the education of healthcare professionals.

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? No later than January 31, 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:

CDH will enter into a joint venture with a new subsidiary of Shields Health Care Group, Inc. The purpose of the joint venture will be to own and operate a DPH-licensed imaging clinic that will provide services such as PET/CT to patients, including patients of CDH.

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:

CDH and Shields seek to develop a clinic that will offer high-quality imaging such as PET/CT services and to provide those services in the most cost-efficient manner. The joint venture is expected to facilitate and improve patient care through improved access to imaging services and less disruption to continuity of care.

DEVELOPMENT OF THE MATERIAL CHANGE

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

None - based on executed agreements that are in place as of the date hereof.

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:

As of the date hereof, neither PHS nor CDH has made any other formal filings with, or has given any other written notices to, any state or federal agencies regarding the transaction that is the subject matter of this Notice.

On February 1, 2016, the joint venture will file a DoN application with DPH for a new PET/CT service.

SUPPLEMENTAL MATERIALS

18. Submit the following materials, if applicable, under separate cover to 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.

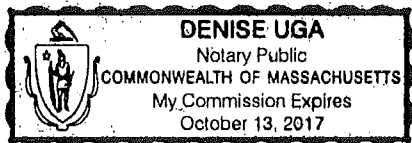
Signed on the 30th day of November, 2015, under the pains and penalties of perjury,

Signature: Brent L. Henry

Name: Brent L. Henry

Title: Vice President and General Counsel

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:



Denise Uga
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)