

**PARTNERS HEALTHCARE SYSTEM, INC.
DON APPLICATION # PHS-19070815-TS
ATTACHMENTS**

TRANSFER OF SITE

AUGUST 12, 2019

BY

**PARTNERS HEALTHCARE SYSTEM, INC.
800 BOYLSTON STREET, SUITE 1150
BOSTON, MA 02199**

**PARTNERS HEALTHCARE SYSTEM, INC.
DON APPLICATION # PHS-19070815-HS**

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2. Articles of Organization
3. Affidavit of Truthfulness and Compliance

Attachment/Exhibit

A

2. Project Description

Partners HealthCare System, Inc. (“Partners HealthCare” or “the Applicant”) located at 800 Boylston Street, Suite 1150, Boston, MA 02199 is filing a Notice of Determination of Need (“Application”) with the Massachusetts Department of Public Health (“Department”) for a transfer of site by The General Hospital Corporation d/b/a Massachusetts General Hospital (“MGH” or “the Hospital”) involving two of its licensed satellites: (1) Mass General/North Shore Center for Outpatient Care (“Danvers Satellite”) located at 102 Endicott Street, 1st and 2nd Floors, Danvers, MA 01923; and (2) MGH Radiation Oncology at Newton-Wellesley Hospital (“Newton Satellite”) located at 2014 Washington Street, South Wing, Basement Level, Newton, MA 02462. Specifically, the proposed project is for a transfer of site of a linear accelerator (“LINAC”) license from the Danvers Satellite to the Newton Satellite (“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:

- Description:** MGH is currently licensed by the Department to operate twelve LINAC units across four hospital campus/satellite locations as follows:

MGH Campus/Satellite Location	# of LINAC Licenses
1. MGH Main Hospital Campus	6
2. Danvers Satellite	4
3. Newton Satellite	1
4. Emerson Hospital MGH-Radiation Oncology Program Bethke Cancer Center	1

As outlined in the table above, the Danvers Satellite currently operates four LINAC units, with one unit that is underutilized. Due to recent upgrades in LINAC equipment that allow higher efficiency and throughput, as well as a slight decline in overall patient volume at the Danvers Satellite, the Applicant has determined that the site can support its current operations with three LINAC units. Accordingly, the Applicant determined that its patient panel need does not warrant continued operation of the fourth LINAC unit at the Danvers Satellite.

While the Danvers Satellite currently operates four LINACs, the Newton Satellite currently only has one LINAC. With this single unit, the Newton Satellite is operating above capacity, treating patients on an 11-hour per day schedule. The average wait time from simulation to treatment start is nearly 12 business days. In addition to capacity issues, the single unit creates downtime and patient treatment disruption issues. Currently, if there is downtime on the single LINAC unit at the Newton Satellite unexpectedly or for maintenance, patient treatments must be cancelled or delayed for the day, as there is no other unit at the site to transfer the patients to for radiation therapy services.

Moreover, volume at the Newton Satellite is projected to increase, with such growth attributed to Newton-Wellesley Hospital's ("NWH") recently expanded partnership with the Mass General Cancer Center ("MGCC"). Specifically, the Newton Satellite is co-located with and comprises part of the larger cancer center at NWH, now known as the MGCC at NWH. The Applicant anticipates that the increased cooperation between MGCC and NWH's oncology services, expansion of oncologic surgery at NWH, accessibility to multidisciplinary oncology care at NWH with multiple MGH cancer experts joining the faculty at the location, and access to clinical trials at NWH will result in increased demand for LINAC services, as part of the continuum of integrated oncology care. For instance, in Fiscal Year ("FY") 2018, the Newton Satellite performed 8,811 treatments using the LINAC unit, and the satellite is trending to perform 9,100 in FY2019.

To make efficient use of all LINAC capacity held by MGH, meet increased patient panel need, and reduce patient wait time and treatment disruption issues at the Newton Satellite, the Applicant seeks to relocate the right to operate one of the four approved LINAC units at the Danvers Satellite to the Newton Satellite. Following implementation of the Proposed Project, the Danvers Satellite will hold the right to operate three LINACs and the Newton Satellite will hold the right to operate two LINACs. As part of the proposed transfer of site, MGH will replace the LINAC unit. MGH currently operates a Varian Medical Systems 21EX (2005) model at the Danvers Satellite. This unit is now at the end of its useful life. With the transfer of site of the right to operate the LINAC unit from the Danvers Satellite to the Newton Satellite, MGH will replace the unit with a Varian Medical Systems TrueBeam model unit. This replacement unit will allow the Newton Satellite to operate a LINAC unit that conforms with current standards and can accommodate its operational needs.

2. **Gross Square Feet:** Currently, the LINAC unit operates at the Danvers Satellite in a space that is 720 gross square feet ("GSF"); 528 GSF are dedicated to the treatment room vault and 192 GSF are dedicated to the control room. Following the transfer of site, the LINAC unit will be located at the Newton Satellite in the Basement Level directly adjacent to the one existing LINAC unit and associated support spaces. The Applicant will accommodate the new LINAC unit at the Newton Satellite by expanding the current radiation oncology space laterally. The new LINAC unit will occupy 1,008 GSF, which space will be comprised of a 726 GSF treatment room vault and a 282 GSF control room.
3. **Primary Service Area Towns Served:** The LINAC unit currently operates at the Danvers Satellite. The Primary Service Area ("PSA") of the Danvers Satellite is composed of Danvers and the neighboring communities. The cities and towns in the Danvers Satellite PSA include: Lynn, Revere, Peabody, Beverly, Salem, Gloucester, Saugus, Danvers, Marblehead, Swampscott, Lynnfield, Middleton and Nahant. The proposed new location for the LINAC unit is at the Newton Satellite. It is located in Newton, with its PSA made up of Newton and the neighboring communities. The cities and towns in the Newton Satellite PSA include the following: Newton, Framingham, Waltham, Natick, Needham, Norwood, Wellesley and Weston.
4. **Patient Population Demographics:** The LINAC service provides radiation therapy services to those patients in need of such services. The Danvers Satellite, which currently operates four LINACs, is located on the North Shore of Massachusetts in Danvers. In contrast, the Newton Satellite, which currently operates one LINAC, is located in Newton. Given the geographic location and driving distance between the two MGH satellites, the patient populations served by the LINAC service at these two satellites do not overlap. However, as discussed below, the proposed transfer of the right to operate a LINAC unit

will ensure there is sufficient capacity available to provide LINAC services to both patient populations; it will improve access to LINAC services for patients residing in the Newton Satellite service area while leaving access to LINAC services for patients residing in the Danvers Satellite service area largely unchanged. This Proposed Project will result in a more efficient and productive use of existing resources for the Applicant's patient panel.

Please note that while the patient populations served by the LINAC service at the two satellites do not overlap, there are no significant demographic differences between the two populations. Moreover, the top disease sites treated by the two satellites are similar, as evidenced by the table below:

By Disease Group, Largest to Smallest			
Danvers Satellite		Newton Satellite	
Breast	26%	Breast	35%
Lung	16%	Genitourinary	17%
Secondary	15%	Secondary	14%
Genitourinary	12%	Gastrointestinal	11%
Head and Neck	10%	Lung	7%
Gastrointestinal	9%	Head and Neck	6%
Central Nervous System	4%	Lymphoma	4%
Lymphoma	3%	Skin	3%
Skin	3%	Central Nervous System	2%
Gynecological	2%	Gynecological	1%

The patients served by the MGH radiation oncology programs in Danvers and Newton come to treatment via several channels. The primary driver of this patient distribution is oncologic surgery. If patients are able to have surgery they need at the Danvers or Newton Satellite, they typically elect to receive their radiation therapy locally and close to home as well. The presence of an array of multidisciplinary clinics at both MGH radiation oncology satellite locations also attracts patients, who recognize the opportunity to receive recommendations that are of a team of oncology specialists rather than of a single practitioner.

- 5. Patient Access:** While the Danvers Satellite currently has four LINACs, they are not fully utilized. Accordingly, the proposed transfer of site of the fourth LINAC license from the Danvers Satellite to the Newton Satellite will not adversely affect patient access at the Danvers Satellite. Patients presenting at the Danvers Satellite will continue to have access to LINAC services via three units with no disruption, as the three units have adequate capacity to meet demand.

Additionally, the Applicant notes that the transfer of site of the right to operate the LINAC unit to the Newton Satellite will improve access to LINAC services for individuals residing in this area. The patient population served by the LINAC service at the Newton Satellite consists of those patients in the greater Newton area, as detailed above. The cities and towns that make up the Newton Satellite PSA are collectively home to more than 355,000 individuals. Following the proposed transfer of site of the LINAC unit authority, the unit-to-individual ratio for the Newton Satellite's PSA will be roughly one LINAC per 177,500 service area residents, which is a vast improvement from the current ratio of 1:355,000

and brings the Newton Satellite ratio closer to the Danvers Satellite ratio (the cities and towns that make up the Danvers Satellite PSA are collectively home to nearly 432,000 individuals, which translates into a ratio of 1:144,000 based on utilization of three LINAC units).

In sum, the Applicant determined that the Danvers Satellite can continue to support its patient panel needs with three LINAC units, while the Newton Satellite has experienced increased demand that requires an additional LINAC unit. The Danvers service area will not be negatively impacted by the proposed transfer of site, while the Newton service area will have the increased capacity needed to mitigate existing wait times and meet projected demand. Specifically, expansion of radiation oncology services at the Newton Satellite will facilitate more rapid access to treatment for patients in the Newton service area, through decreased wait times between consult and treatment with additional LINAC capacity. Moreover, patients will have increased access to comprehensive radiation oncology expertise in their community without having to visit MGH in downtown Boston or other sites further away from home.

6. **Impact on Price:** The proposed transfer of site will have no impact on price. The Hospital currently offers LINAC services at both the Danvers Satellite and the Newton Satellite. All pricing will remain consistent with current charges upon approval.
7. **Total Medical Expenditure:** There will be no impact on total medical expenditure associated with the proposed transfer of site. The relocated LINAC unit will begin providing services at the Newton Satellite in order to meet demand. Moreover, as noted above, no change will occur with respect to the price of LINAC services.
8. **Provider Costs:** The LINAC service is an existing service operated by the Applicant. The transfer of site will not result in an increase in the Applicant's costs to operate the LINAC. Operational costs of the additional LINAC unit at the Newton Satellite will be similar to those associated with the LINAC unit currently located at the Danvers Satellite. Moreover, the additional capacity at the Newton Satellite will allow operations to return to regular business hours at 8 hours per day versus the current 11-12 hour extended day, which will allow for proportional cost efficiencies with staffing (e.g., the Applicant will not need to increase physician staffing at the Newton Satellite to accommodate the expansion).

As outlined in the DoN Application Form, the cost associated with the Proposed Project is estimated at \$6,270,000. This estimated capital expenditure represents the construction costs associated with expanding space and renovating existing space at the Newton Satellite to accommodate the second LINAC unit. This estimated capital expenditure does not include equipment costs related to adding a second LINAC unit at the Newton Satellite, which are estimated at \$3,310,000, as such costs are permitted as replacement. The Applicant notes that the estimated capital expenditure does not exceed the threshold for outpatient projects and, therefore, the Proposed Project does not rise to the level of a substantial capital expenditure.

9. **Documentation of Sufficient Interest in the Proposed Site:** NWH is appropriately zoned to provide medical services and leases the required space to MGH for operation of its radiation oncology satellite, which includes provision of LINAC services.

Attachment/Exhibit

B

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.

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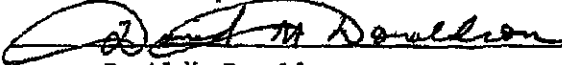
See Continuation Sheet VII(b) attached hereto and incorporated herein by reference.

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
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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 1933.

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

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 180, Section 7 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this
18th day of March, in the year 1994

H. Richard Nesson

President/~~President~~

Daniel M. [unclear]

Clerk/~~Clerk~~

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SECRETARY OF STATE
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CORPORATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT
(General Laws, Chapter 180, Section 7)

I hereby approve the within articles of amendment
and, the filing fee in the amount of \$ 15
having been paid, said articles are deemed to have been
filed with me this 18th
day of March 1994

Michael Joseph Connolly
MICHAEL J. CONNOLLY
Secretary of State

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF AMENDMENT TO BE SENT

TO: *John E. Beard*
Ropes & Gray
One International Place, Boston 02110
Telephone *617-951-7411*

Copy Made

(collectively, the "Partners 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; and in furtherance of the foregoing purposes to:

(a) Serve as the controlling and coordinating organization for the Partners Affiliated Corporations in order to assure the consistency and appropriateness of their respective missions, activities, governance and administration;

(b) Solicit and receive devises of real property and grants, donations and bequests of money and other property to be used to further the foregoing purposes and those of the Partners Affiliated Corporations; and

(c) Support the Partners Affiliated Corporations by loan, lease or donation of funds or other assets, by guaranty of obligations or by other action.

2. Delete Section 4.5. of Article IV.

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

~~XXXXXXXXXXXX~~

SIGNED UNDER THE PENALTIES OF PERJURY, this 29TH day of May, 1998

Paulo The _____, *President ~~XXXXXXXXXXXX~~

Ernest M. Haddad _____, Secretary
*~~XXXXXXXXXXXX~~

*Delete the inapplicable words.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT
(General Laws, Chapter 180, Section 7)

819730

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 15⁰⁰ having been paid, said articles are deemed to have been filed with me this 2ND day of JUNE 19 98.

SECRETARY OF
THE COMMONWEALTH

98 JUN -2 AM 9:52

Effective date: _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Ernest M. Haddad, Esq.
Partners HealthCare System, Inc.
800 Boylston Street, Ste. 1150
Boston, MA 02199

Telephone: (617) 278-1065

Signature
HG

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF AMENDMENT (General Laws, Chapter 180, Section 7)

042

Name Approved

We, Samuel O. Thier, M.D., President / ~~Secretary~~

and Ernest M. Haddad, Secretary / ~~President~~

of Partners HealthCare System, Inc.
(Exact name of corporation)

located at 800 Boylston Street, Suite 1150, Boston, MA 02199
(Address of corporation in Massachusetts)

do hereby certify that these Articles of Amendment affecting articles numbered:

II

(Number those articles 1, 2, 3, and/or 4 being amended)

of the Articles of Organization were duly adopted at a meeting held on May 3 19 99, by vote of:

293 members, ~~XXXXXX~~

being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation ~~XXXXXX~~

Delete Article II and insert in place thereof the following:

Article II

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

- (i) To organize, operate, coordinate and support a comprehensive integrated health care delivery system (the "System") that provides, without limitation, hospital, physician 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 serve as the controlling and coordinating organization for the System and its member institutions and entities including Brigham and Women's/Faulkner Hospitals, Inc., The Massachusetts General Hospital, The North Shore Medical Center, Inc., Newton-Wellesley Health Care System, Inc., and such other hospital, physician, charitable, scientific, educational,

- C
- P
- M
- R.A.

3

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

research and other institutions and entities that are controlled, directly or indirectly, through sole corporate membership, stock ownership or otherwise, by the Corporation (collectively, the "Affiliated Organizations"); (iv) to assist and support the Affiliated Organizations in fulfilling their respective purposes, missions and objectives in a manner consistent with the purposes, missions and objectives of the Corporation and the System; and (v) 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; and in furtherance of the foregoing purposes to:

(a) Solicit and receive devises of real property and grants, donations and bequests of money and other property to be used to further the foregoing purposes; and

(b) Support the Affiliated Organizations by loan; lease or donation of funds or other assets; and

(c) Support the Affiliated Organizations by guaranty of the obligations of the Affiliated Organizations or by other action.

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

~~Not effective after 10/1/2000~~

SIGNED UNDER THE PENALTIES OF PERJURY, this 24th day of May, 19 99.

Paul J. Omer

~~President or Vice-President~~

James M. Haddad

Secretary
~~or Clerk or Assistant Clerk~~

*Delete the inapplicable words.

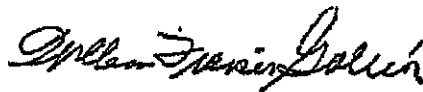
660922

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT
(General Laws, Chapter 180, Section 7)

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 15.00 having been paid, said articles are deemed to have been filed with me this 20th day of May 19 99.

Effective date: _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

99 MAY 28 AM 9:24

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Mary LaLonde
Partners HealthCare System
Office of the General Counsel
50 Staniford St., 10th Floor
Boston, MA 02114
Telephone: 617-726-5315



**The Commonwealth of Massachusetts
William Francis Galvin**

Minimum Fee: \$15.00

Secretary of the Commonwealth, Corporations Division
One Ashburton Place, 17th floor
Boston, MA 02108-1512
Telephone: (617) 727-9640

Articles of Amendment

(General Laws, Chapter 180, Section 7)

Identification Number: 043230035

We, BRENT L. HENRY ___ President Vice President,

and MARY C. LALONDE ___ Clerk Assistant Clerk,

of PARTNERS HEALTHCARE SYSTEM, INC.

located at: 800 BOYLSTON ST., SUITE 1150 BOSTON, MA 02199 USA

do hereby certify that these Articles of Amendment affecting articles numbered:

___ Article 1 Article 2 ___ Article 3 ___ Article 4

(Select those articles 1, 2, 3, and/or 4 that are being amended)

of the Articles of Organization were duly adopted at a meeting held on 4/19/2016, by vote of: 197 members, 0 directors, or 0 shareholders, being at least two-thirds of its members/directors (legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote therein):

ARTICLE I

The exact name of the corporation, *as amended*, is:
(Do not state Article I if it has not been amended.)

ARTICLE II

The purpose of the corporation, *as amended*, is to engage in the following business activities:
(Do not state Article II if it has not been amended.)

THE PURPOSE OF THE CORPORATION IS TO ENGAGE IN THE FOLLOWING ACTIVITIES: (I) TO ORGANIZE, OPERATE, COORDINATE AND SUPPORT A COMPREHENSIVE INTEGRATED HEALTH CARE DELIVERY SYSTEM (THE "SYSTEM") THAT PROVIDES, WITHOUT LIMITATION, HOSPITAL, PHYSICIAN 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 AND TO CONDUCT AND SUPPORT EDUCATION, RESEARCH AND OTHER ACTIVITIES RELATING THERE TO; (III) TO SERVE AS THE CONTROLLING AND COORDINATING ORGANIZATION FOR THE SYSTEM AND ITS MEMBER INSTITUTIONS AND ENTITIES INCLUDING BRIGHAM AND WOMEN'S HEALTH CARE, INC., THE MASSACHUSETTS GENERAL HOSPITAL, NSMC HEALTH CARE, INC., NEWTON WELLESLEY HEALTH CARE SYSTEM, INC., PARTNERS COMMUNITY PHYSICIANS ORGANIZATION, INC., PARTNERS CONTINUING CARE, INC., NEIGHBORHOOD HEALTH PLAN, INC. AND SUCH OTHER HOSPITAL, PHYSICIAN, CHARITABLE, SCIENTIFIC, E

DUCATIONAL, RESEARCH AND OTHER INSTITUTIONS AND ENTITIES THAT ARE CONTROLLED, DIRECTLY OR INDIRECTLY, THROUGH SOLE CORPORATE MEMBERSHIP, STOCK OWNERSHIP OR OTHERWISE, BY THE CORPORATION (COLLECTIVELY, THE "AFFILIATED ORGANIZATIONS"); (IV) TO ASSIST AND SUPPORT THE AFFILIATED ORGANIZATIONS IN FULFILLING THEIR RESPECTIVE PURPOSES, MISSIONS AND OBJECTIVES IN A MANNER CONSISTENT WITH THE PURPOSES, MISSIONS AND OBJECTIVES OF THE CORPORATION AND THE SYSTEM; AND (V) 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; AND IN FURTHERANCE OF THE FOREGOING PURPOSES TO: (A) SOLICIT AND RECEIVE DEVICES OF REAL PROPERTY AND GRANTS, DONATIONS AND BEQUESTS OF MONEY AND OTHER PROPERTY TO BE USED TO FURTHER THE FOREGOING PURPOSES; AND (B) SUPPORT THE AFFILIATED ORGANIZATIONS BY LOAN, LEASE OR DONATION OF FUNDS OR OTHER ASSETS; AND (C) SUPPORT THE AFFILIATED ORGANIZATIONS BY GUARANTY OF THE OBLIGATIONS OF THE AFFILIATED ORGANIZATIONS OR BY OTHER ACTION.

ARTICLE III

A corporation may have one or more classes of members. *As amended*, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications 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:

ARTICLE IV

As amended, 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 business entity, or of its directors or members, or of any class of members, are as follows:
(If there are no provisions state "NONE")

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

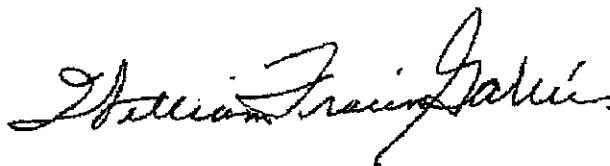
Later Effective Date:

Signed under the penalties of perjury, this 20 Day of April, 2016, BRENT L. HENRY, its ,
President / Vice President,
MARY C. LALONDE, Clerk / Assistant Clerk.

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

April 20, 2016 04:09 PM

A handwritten signature in cursive script, reading "William Francis Galvin".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Attachment/Exhibit

C



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, MD

CEO for Corporation Name: _____ Signature:  Date: _____

Scott M. Sperling _____ Signature: _____ Date: 07/31/2019

Board Chair for Corporation Name: _____ Signature: _____ Date: _____

This document is ready to print:

Date/time Stamp: 07/09/2019 9:48 am

*been informed of the contents of
 **have been informed that
 ***issued in compliance with 105 CMR 100.000, the Massachusetts Determination of Need Regulation effective January 27, 2017 and amended December 28, 2018