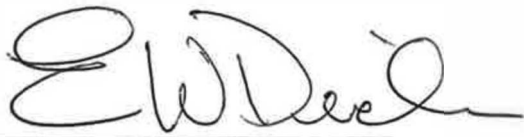


**Acknowledgment of Receipt of Determination of Need and  
Attestation Regarding Participation in MassHealth**

Pursuant to 105 C.M.R. § 100.310(A)(2) we, the undersigned chief executive officer and board chair of UMass Memorial Health Care, Inc. (the "Holder"), hereby acknowledge that the Holder is in receipt of the Determination of Need Notice of Final Action, dated May 17, 2021, issued by the Massachusetts Department of Public Health (the "Department") with respect to Application No. 20121712-TO. Although this attestation was not provided to the Department and to all Parties of Record within thirty (30) days of the Determination of Need Notice of Final Action, the Department is aware of the delay and we attest that the Holder has been in compliance with all other conditions since the issuance of the DoN.

In addition, pursuant to 105 CMR 100.310(A)(11), we hereby attest that UMass Memorial Health – Harrington Hospital, Inc. f/k/a Harrington Memorial Hospital, Inc. (the Health Care Facility or Facilities for which the Notice of Determination has been issued) participates in MassHealth pursuant to 130 CMR 400.000 through 499.000.

IN WITNESS WHEREOF, the undersigned have duly executed this Attestation on September 24, 2021.

A handwritten signature in dark ink, appearing to read 'EWD', written over a horizontal line.

By its Chief Executive Officer

A handwritten signature in dark ink, appearing to read 'R. L. Spina', written over a horizontal line.

By its Board Chair



**The Commonwealth of Massachusetts**  
**Executive Office of Health and Human Services**  
**Department of Public Health**  
**250 Washington Street, Boston, MA 02108**

**CHARLES D. BAKER**  
Governor

**KARYN E. POLITO**  
Lieutenant Governor

**MARYLOU SUDDERS**  
Secretary

**MONICA BHAREL, MD, MPH**  
Commissioner

Tel: 617-624-6000  
[www.mass.gov/dph](http://www.mass.gov/dph)

May 17, 2021

Kathleen G. Healy, Partner  
Verrill  
One Federal Street, 20th Floor  
Boston, MA 02110

VIA EMAIL: [khealy@verrill-law.com](mailto:khealy@verrill-law.com)

RE: Notice of Final Action DoN #20121712-TO

Dear Ms. Healy,

At their meeting of May 12, 2021, the Commissioner and the Public Health Council, acting together as the Department, voted pursuant to M.G.L. c.111, §51 and 105 CMR 100.000, to approve the Determination of Need application filed by UMass Memorial Health Care, Inc. (UMMHC or Applicant) located at One Biotech Park, 365 Plantation Street Worcester, MA 01605 for a proposed Transfer of Ownership to acquire ownership interest in Harrington Health Care System (HHCS), which is in turn the parent of Harrington Memorial Hospital, Inc., which operates an acute care, community hospital with campuses in Southbridge, and Webster, MA. This Notice of Final Action incorporates by reference the Staff Report, and the Public Health Council proceedings concerning this application.

This Application was reviewed pursuant to M.G.L. c. 111, § 51, and the regulatory provisions of 105 CMR 100.000. Based upon a review of the materials submitted, the Department found that the Applicant has met each DoN factor and approves this Determination of Need application for a Transfer of Ownership subject to all applicable standard conditions (105 CMR 100.310) and pursuant to 105 CMR 100.360, subject to Other Conditions listed below.<sup>1</sup> The total capital expenditure for the Proposed Project is \$143,325,965.00.

In compliance with the provisions of 105 CMR 100.310(A)(2) and (11) the Holder shall submit an acknowledgment of receipt to the Department (attached) and also include a written attestation of participation or intent to participate in MassHealth.

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<sup>1</sup> A Determination of Need Application for a Transfer of Ownership pursuant to 105 CMR 100.735 is exempt from the Determination of Need Factors (5) and (6), unless otherwise specified.

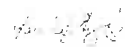
In compliance with the provisions of 105 CMR 100.310(A)(12), which require a report to the Department, at a minimum on an annual basis, including the measures related to achievement of the DoN factors for a period of five years from completion of the Proposed Project, the Holder shall address its assertions with respect to all the factors.

**Other Conditions:**

1. The Holder will inform the Department of any plans to change or close any services including, but not limited to any decrease of behavioral health services and/or inpatient behavioral health beds at Harrington Memorial Hospital. In such circumstances of any changes to services, the Holder will provide a justification for the reduction or discontinuation of the service, including but not limited to an analysis of utilization patterns and Patient Panel need for such service and an analysis sufficient for DoN staff to determine that the proposed reduction or closure will not have a negative impact on access for patients in the HHCS service area.
2. The Holder will notify the Department should HHCS propose discontinuing its participation in the MassHealth ACO Program, and in such notice the Holder will provide an explanation sufficient for DoN staff to determine that its patients who are enrolled in the MassHealth ACO Program will maintain access to services within the HHCS service area.
3. The Holder shall provide, in its annual report to the Department, reporting on its proposed measures to assess the impact of the Proposed Project.

Ongoing compliance with the conditions and all terms of the DoN is, pursuant to the Regulation, a precondition to the filing of any future DoN by the Holder.

Sincerely,  
Lara Szent-Gyorgyi



Director  
Determination of Need Program

cc:  
Elizabeth Kelley, Bureau of Health Care Safety and Quality  
Sherman Lohnes, Division of Health Care Facility Licensure and Certification  
Daniel Gent, Division of Health Care Facility Licensure and Certification  
Rebecca Rodman, General Counsel's Office  
Samuel Louis, Office of Health Equity  
Mary Byrnes, Center for Health Information Analysis  
Pavel Terpelets, MassHealth  
Katherine Mills, Health Policy Commission  
Ben Wood, Office of Community Health Planning  
Eric Gold, Attorney General's Office