

UMASS MEMORIAL HEALTH CARE, INC.

**DON APPLICATION # -21042009-TS
TRANSFER OF SITE
UMASS MEMORIAL MEDICAL CENTER –
UNIVERSITY CAMPUS
AND
UMASS MEMORIAL MEDICAL CENTER –
MEMORIAL CAMPUS**

JUNE 29, 2021

BY

**UMASS MEMORIAL HEALTHCARE INC.
One Biotech Park, 365 Plantation Street
Worcester, MA 01605**

UMASS MEMORIAL HEALTH CARE, INC.
APPLICATION # -21042009-TS

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ATTACHMENT 1

DoN APPLICATION FORM



Massachusetts Department of Public Health

Determination of Need

Application Form

Version: 11-8-17

| | | | |
|-------------------|--|-------------------|--|
| Application Type: | Transfer of Site/Change in Designated Location | Application Date: | 06/28/2021 2:33 pm |
| Applicant Name: | UMass Memorial Health Care, Inc. | | |
| Mailing Address: | One Biotech Park, 365 Plantation Street | | |
| City: | Worcester | State: | Massachusetts |
| | | Zip Code: | 01605 |
| Contact Person: | David Bierschied | Title: | Director of Strategic Financial Planning |
| Mailing Address: | 306 Belmont Street | | |
| City: | Worcester | State: | Massachusetts |
| | | Zip Code: | 01605 |
| Phone: | 5083340463 | Ext: | |
| E-mail: | david.bierschied@umassmemorial.org | | |

Facility Information

List each facility affected and or included in Proposed Project

| | | | | |
|---|-------------------|---|--------------------------------------|---------------|
| 1 | Facility Name: | UMass Memorial Medical Center - University Campus | | |
| | Facility Address: | 55 Lake Avenue North | | |
| | City: | Worcester | State: | Massachusetts |
| | | | Zip Code: | 01655 |
| | Facility type: | Hospital | CMS Number: | 220163 |
| | | Add additional Facility | Delete this Facility | |
| 2 | Facility Name: | UMass Memorial Medical Center - Memorial Campus | | |
| | Facility Address: | 119 Belmont Street | | |
| | City: | Worcester | State: | Massachusetts |
| | | | Zip Code: | 01605 |
| | Facility type: | Hospital | CMS Number: | 220163 |
| | | Add additional Facility | Delete this Facility | |

1. About the Applicant

| | |
|---|--|
| 1.1 Type of organization (of the Applicant): | nonprofit |
| 1.2 Applicant's Business Type: | <input checked="" type="radio"/> Corporation <input type="radio"/> Limited Partnership <input type="radio"/> Partnership <input type="radio"/> Trust <input type="radio"/> LLC <input type="radio"/> Other |
| 1.3 What is the acronym used by the Applicant's Organization? | UMMHC |

- 1.4 Is Applicant a registered provider organization as the term is used in the HPC/CHIA RPO program? ☒ Yes ☐ No
- 1.5 Is Applicant or any affiliated entity an HPC-certified ACO? ☐ Yes ☒ No
- 1.6 Is Applicant or any affiliate thereof subject to M.G.L. c. 6D, § 13 and 958 CMR 7.00 (filing of Notice of Material Change to the Health Policy Commission)? ☒ Yes ☐ No
- 1.7 Does the Proposed Project also require the filing of a MCN with the HPC? ☐ Yes ☒ No
- 1.8 Has the Applicant or any subsidiary thereof been notified pursuant to M.G.L. c. 12C, § 16 that it is exceeding the health care cost growth benchmark established under M.G.L. c. 6D, § 9 and is thus, pursuant to M.G.L. c. 6D, §10 required to file a performance improvement plan with CHIA? ☐ Yes ☒ No

1.9 Complete the Affiliated Parties Form

2. Project Description

2.1 Provide a brief description of the scope of the project.

See Attached Narrative.

2.2 and 2.3 Complete the Change in Service Form

3. Delegated Review

3.1 Do you assert that this Application is eligible for Delegated Review? ☒ Yes ☐ No

3.1.a If yes, under what section?

4. Conservation Project

4.1 Are you submitting this Application as a Conservation Project? ☐ Yes ☒ No

5. DoN-Required Services and DoN-Required Equipment

5.1 Is this an application filed pursuant to 105 CMR 100.725: DoN-Required Equipment and DoN-Required Service? ☐ Yes ☒ No

6. Transfer of Ownership

6.1 Is this an application filed pursuant to 105 CMR 100.735? ☐ Yes ☒ No

7. Ambulatory Surgery

7.1 Is this an application filed pursuant to 105 CMR 100.740(A) for Ambulatory Surgery? ☐ Yes ☒ No

8. Transfer of Site

8.1 Is this an application filed pursuant to 105 CMR 100.745? ☒ Yes ☐ No

8.2 Current location of Site

Facility Name:

Physical Address:

















City:

State:

Zip Code:

| | | | |
|-------------------------------|---|-----------|---------------|
| Facility type: | Hospital | | |
| 8.3 Location of Proposed Site | | | |
| Facility Name: | UMass Memorial Medical Center - Memorial Campus | | |
| Physical Address: | 119 Belmont Street | | |
| City: | Worcester | State: | Massachusetts |
| | | Zip Code: | 01605 |
| Facility type: | Hospital | | |

| 8.4 Compare the scope of the project for each element below: | | |
|--|-------------------------|-------------------------|
| | Current Site | Proposed Site |
| Gross Square Feet | See Attached Narrative. | See Attached Narrative. |
| Primary Service Area Towns served | See Attached Narrative. | See Attached Narrative. |
| Patient Population (Demographics) | See Attached Narrative. | See Attached Narrative. |
| Patient Access | See Attached Narrative. | See Attached Narrative. |
| Impact on Price | See Attached Narrative. | See Attached Narrative. |
| Total Medical Expenditure | See Attached Narrative. | See Attached Narrative. |
| Provider Costs | See Attached Narrative. | See Attached Narrative. |
| Description | See Attached Narrative. | See Attached Narrative. |

| 8.5 Detail all Anticipated Capital Expenditures to be incurred as a result of the proposed Transfer of Site. | | |
|--|---------------------------------|------|
| Add Del Row | Anticipated Capital Expenditure | Cost |
|   | N/A | |
|   | | |
|   | | |
|   | | |
|   | | |
|   | | |
|   | | |
|   | | |
| | Total Cost | |

9. Research Exemption

9.1 Is this an application for a Research Exemption? ☐ Yes ☒ No

10. Amendment

10.1 Is this an application for a Amendment? ☐ Yes ☒ No

11. Emergency Application

11.1 Is this an application filed pursuant to 105 CMR 100.740(B)? ☐ Yes ☒ No

12. Total Value and Filing Fee

Enter all currency in numbers only. No dollar signs or commas. Grayed fields will auto calculate depending upon answers above.

Your project application is for: Transfer of Site/Change in Designated Location

12.1 Total Value of this project:

\$0.00

12.2 Total CHI commitment expressed in dollars: (calculated)

\$0.00

12.3 Filing Fee: (calculated)

\$0.00

12.4 Maximum Incremental Operating Expense resulting from the Proposed Project:

\$350,722.00

12.5 Total proposed Construction costs, specifically related to the Proposed Project, If any, which will be contracted out to local or minority, women, or veteran-owned businesses expressed in estimated total dollars.

13. Factors

Required Information and supporting documentation consistent with 105 CMR 100.210

Some Factors will not appear depending upon the type of license you are applying for.

Text fields will expand to fit your response.

Documentation Check List

The Check List below will assist you in keeping track of additional documentation needed for your application. Once you have completed this Application Form the additional documents needed for your application will be on this list. E-mail the documents as an attachment to: DPH.DON@state.ma.us

- ☒ Affidavit of Truthfulness Form
- ☐ Notification of Material Change
- ☒ Articles of Organization / Trust Agreement

Document Ready for Filing

When document is complete click on "document is ready to file". This will lock in the responses and date and time stamp the form.

To make changes to the document un-check the "document is ready to file" box. Edit document then lock file and submit

Keep a copy for your records. Click on the "Save" button at the bottom of the page.

To submit the application electronically, click on the "E-mail submission to Determination of Need" button.

This document is ready to file:



Date/time Stamp: 06/28/2021 2:33 pm

E-mail submission to
Determination of Need

Application Number: -21042009-TS

Use this number on all communications regarding this application.

☐ Community Engagement-Self Assessment form

ATTACHMENT 2

DoN NARRATIVE

2. Project Description

UMass Memorial Health Care, Inc. ("Applicant"), located at One Biotech Park, 365 Plantation Street, Worcester, MA 01605, is filing a Notice of Determination of Need ("Application") with the Massachusetts Department of Public Health ("Department") for a transfer of site by UMass Memorial Medical Center, Inc. ("UMMMC" or "Hospital") involving the Hospital's University Campus, located at 55 Lake Avenue North, Worcester, MA 01655 ("University Campus"), and the Hospital's Memorial Campus, located at 119 Belmont Street, Worcester, MA 01605 ("Memorial Campus"). Specifically, the proposed project is for a transfer of site of a linear accelerator ("linac") from University Campus to Memorial Campus ("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 information is provided relative to the transfer of site request:

1. **Description:** UMMC currently operates a linac at University Campus. The Applicant does not currently operate a linac at Memorial Campus. However, the Memorial Campus has an empty bunker from which the linac would operate. In addition, the Hospital will replace the existing linac that is at the University Campus upon transfer of the DoN right to operate to the Memorial Campus. The replacement of an existing linac is not a DoN event and as such the capital costs associated with acquiring the equipment are not counted for purposes of DoN. As a result, the project does not involve a significant capital expenditure.

The transfer of site of the existing linac from University Campus to Memorial Campus is needed to maximize care coordination and patient experience for of the Hospital's patients. The linac is currently in operation at University Campus which is the busiest and most congested of the Hospital's campuses. Relocating the linac to Memorial Campus will provide continuity of care and improved experience for patients in a number of ways. Specifically, Memorial Campus currently provides oncology care that is not available at University Campus to patients with prostate, gynecological and urological cancers. With the operation of the linac at Memorial Campus, these patients will be able to receive all of their care in one location and reduce travel among campuses and simplify care plans, thereby increasing patient satisfaction. In addition, a new CT simulator is being installed to replace the existing unit at Memorial Campus. This will allow radiation therapy patients to receive a full complement of services at Memorial Campus, including consultation, simulation and treatment. In addition, the Memorial Campus would be able to care for inpatients and transfer patients in need of radiation therapy without the need to transfer patients to University Campus for radiation therapy. Moreover, following the transfer of site, there will be improved staffing efficiencies as staff will be at one location, and more timely interactions with the Hospitalists and other members of the care team due to a permanently staffed team at Memorial Campus. Accordingly, there is a need to transfer the site of the linac from University Campus to Memorial Campus to meet patient demand and improve care coordination and staffing patterns.

2. **Gross Square Feet ("GSF"):** Currently, the linac at University Campus and occupies approximately 654 GSF. Following the transfer of site, the linac will be located in an

existing vault space at Memorial Campus that is approximately 618 GSF.

3. **Primary Service Area Towns Served:** Both University Campus and Memorial Campus are located in Worcester, MA. Accordingly, the Primary Service Area (“PSA”) of University Campus and Memorial Campus is the same. The cities and towns in the PSA include the following: Auburn, Barre, Charlton, Clinton, Douglas, Dudley, Fitchburg, Gardner, Grafton, Holden, Leicester, Leominster, Marlborough, Millbury, North Grafton, Northborough, Oxford, Rutland, Shrewsbury, Southbridge, Spencer, Sterling, Sutton, Webster, West Boylston, Westborough, and Worcester.
4. **Patient Population Demographics:** The Applicant reviewed information regarding the patient panel that currently receives radiation treatment on the linac. Based on Fiscal Year (“FY”) 2020 data, approximately 51.5% of the patient panel is female, and 48.5% is male. With regard to age, a majority of the patient panel is 65+ (55.3% in FY20) and those ages 0-64 make up the remaining 44.7%. The following table demonstrates the race and ethnicity of the patient panel for FY20.

| | FY20 |
|---------------------------|-------|
| Race/Ethnicity | |
| Asian | 3.1% |
| Black or African American | 4.4% |
| White | 84.3% |
| All Other ¹ | 8.3% |

As all of the Hospital’s patients utilize the existing linac, the Applicant anticipates the patient panel following the transfer of site of the linac to resemble the existing demographics.

5. **Patient Access:** The proposed transfer of site will improve access to linac services at Memorial Campus and will not have an adverse effect on patient access at University Campus. Outpatients in the Gyn Oncology and Urology departments who require linac services currently must travel to University Campus for these services, resulting in fragmented care. In addition, prostate surgery is only available at Memorial Campus. Following the transfer of site, these patients will be able to receive the full complement of services in a single location, resulting in improved access to services and greater patient satisfaction.
6. **Impact on Price:** The proposed transfer of site will have no impact on price. The Applicant currently provides linac services at University Campus. Following the transfer of site, the Hospital will operate the linac at Memorial Campus. All pricing will remain consistent with current charges for this service upon implementation of the Proposed Project.
7. **Total Medical Expenditure:** There will be no impact on total medical expenditure associated with the Proposed Project. The relocated linac will meet continued demand for the service by the Hospital’s patients.

¹ Due to HIPAA privacy concerns around small patient counts, All Other includes the following categories: American Indian or Alaska Native, Hispanic/Latino, Native Hawaiian or Other Pacific Islander, Other, Unknown, and those who declined to respond.

8. **Provider Costs:** The linac is currently operated by the Hospital at the University Campus. Following the transfer of site, there will be a reduction in operating expenses for University Campus and an increase in operating expenses at Memorial Campus due to incremental new staffing costs to provide this new service at Memorial Campus.
9. **Documentation of Sufficient Interest in the Proposed Site:** Memorial Campus is owned by the Hospital and is appropriately zoned to provide healthcare services, including operation of the linac.

ATTACHMENT 3

AFFILIATED PARTIES FORM



Massachusetts Department of Public Health

Determination of Need

Affiliated Parties

Version: DRAFT
3-15-17

DRAFT

Application Date: 06/29/2021

Application Number: -21042009-TS

Applicant Information

Applicant Name: UMass Memorial Health Care, Inc.

Contact Person: David Bierschied

Title: Director of Strategic Planning

Phone: 5083340463

Ext:
































E-mail: david.bierschied@umassmemorial.org





Affiliated Parties

1.9 Affiliated Parties:

List all officers, members of the board of directors, trustees, stockholders, partners, and other Persons who have an equity or otherwise controlling interest in the application.

| Add/ Del Rows | Name (Last) | Name (First) | Mailing Address | City | State | Affiliation | Position with affiliated entity (or with Applicant) | Stock, shares, or partnership | Percent Equity (numbers only) | Convictions or violations | List other health care facilities affiliated with | Business relationship with Applicant |
|---|----------------|-----------------|-----------------------|-----------|-------|----------------------------------|---|-------------------------------------|--|---------------------------------|---|---|
| <input type="checkbox"/> <input type="checkbox"/> | Siegrist | Richard | 97 Worcester Street | Boston | MA | UMass Memorial Health Care, Inc. | Officer | | 0% | No | UMass Memorial Medical Center, Inc. | No |
| <input type="checkbox"/> <input type="checkbox"/> | Pawlicki | Raymond | 23 Marlborough Street | Boston | MA | UMass Memorial Health Care, Inc. | Trustee | | 0% | No | UMass Memorial Medical Center, Inc. | No |
| <input type="checkbox"/> <input type="checkbox"/> | Dickson, MD | Eric | 93 Mirick Road | Princeton | MA | UMass Memorial Health Care, Inc. | Officer & Trustee | | 0% | No | UMass Memorial Medical Center, Inc., UMass Memorial Medical Group, Inc. | Yes |
| <input type="checkbox"/> <input type="checkbox"/> | Meigar | Sergio | 71 Clubhouse Way | Sutton | MA | UMass Memorial Health Care, Inc. | Officer | | 0% | No | UMass Memorial Medical Center, Inc., Health Alliance Home Health and Hospice, Inc. Marlborough Hospital, Community Healthlink, Inc., UMass Memorial HealthAlliance - Clinton Hospital, Inc. | Yes |
| <input type="checkbox"/> <input type="checkbox"/> | Brown | Douglas | 92 Bullard Street | Sherborn | MA | UMass Memorial Health Care, Inc. | Officer | | 0% | No | UMass Memorial Medical Center, Inc., Community Healthlink, Inc., UMass Memorial HealthAlliance - Clinton Hospital, Inc., Marlborough Hospital | Yes |
| <input type="checkbox"/> <input type="checkbox"/> | Eshghi | Katharine | 16 Oak Meadow Road | Lincoln | MA | UMass Memorial Health Care, Inc. | Officer | | 0% | No | UMass Memorial Medical Center, Inc. | Yes |

| Add/ Del Rows | Name (Last) | Name (First) | Mailing Address | City | State | Affiliation | Position with affiliated entity (or with Applicant) | Stock, shares, or partnership | Percent Equity (numbers only) | Convictions or violations | List other health care facilities affiliated with | Business relationship with Applicant |
|--|----------------|-----------------|--------------------------------|--------------|-------|----------------------------------|---|-------------------------------------|--|---------------------------------|---|---|
|   | O'Brien | Michael | 7 Witherbee Lane | Southborough | MA | UMass Memorial Health Care, Inc. | Trustee | | 0% | No | UMass Memorial Medical Center, Inc. | No |
|   | McMurray | Jean | 35 Heritage Drive | Whitinsville | MA | UMass Memorial Health Care, Inc. | Trustee | | 0% | No | UMass Memorial Medical Center, Inc. | No |
|   | Benjamin, MD | Evan | 108 Chandler Street, Unit 2 | Boston | MA | UMass Memorial Health Care, Inc. | Trustee | | 0% | No | UMass Memorial Medical Center, Inc. | No |
|   | Guardiola | Elvira | 122 Sterling Street, #1 | Worcester | MA | UMass Memorial Health Care, Inc. | Trustee | | 0% | No | UMass Memorial Medical Center, Inc. | No |
|   | Bovenzi | Leslie | 560 Goodrich Street | Lunenburg | MA | UMass Memorial Health Care, Inc. | Trustee | | 0% | No | UMass Memorial Medical Center, Inc., HealthAlliance Home Health and Hospice, Inc. | No |
|   | Johnson, MD | Mark | 29 Peakham Road | Sudbury | MA | UMass Memorial Health Care, Inc. | Trustee | | 0% | No | UMass Memorial Medical Center, Inc. | Yes |
|   | Kane | Nancy | 109 Wilderness Drive, Unit 117 | Naples | FL | UMass Memorial Health Care, Inc. | Trustee | | 0% | No | UMass Memorial Medical Center, Inc. | No |
|   | Bennett | Richard | 19 Mark Avenue | Webster | MA | UMass Memorial Health Care, Inc. | Trustee | | 0% | No | UMass Memorial Medical Center, Inc. | No |
|   | Thomsen | Rosemary | 118 Kirkstall Road | Newton | MA | UMass Memorial Health Care, Inc. | Trustee | | 0% | No | UMass Memorial Medical Center, Inc. | No |
|   | Young, MD | Linda | 11 Otsego Road | Worcester | MA | UMass Memorial Health Care, Inc. | Officer & Trustee | | 0% | No | UMass Memorial Medical Center, Inc., UMass Memorial Medical Group, Inc. | No |
|   | Collins, MD | Michael | 72 Flagg Street | Worcester | MA | UMass Memorial Health Care, Inc. | Trustee | | 0% | No | UMass Memorial Medical Center, Inc. | No |
|   | Flotte, MD | Terence | 122 Paxton Road | Holden | MA | UMass Memorial Health Care, Inc. | Trustee | | 0% | No | UMass Memorial Medical Center, Inc., UMass Memorial Medical Group, Inc., UMass Medical School | No |
|   | Paulhus | Robert | 10 Lartridge Lane | Ashland | MA | UMass Memorial Health Care, Inc. | Trustee | | 0% | No | UMass Memorial Medical Center, Inc., UMass Memorial HealthAlliance - Clinton Hospital, Inc. | No |
|   | Murphy | Michael | 72 Fox Run Road | Bolton | MA | UMass Memorial Health Care, Inc. | Trustee | | 0% | No | UMass Memorial Medical Center, Inc., Marlborough Hospital | No |
|   | Shea | John | 39 Coventry Road | Worcester | MA | UMass Memorial Health Care, Inc. | Trustee | | 0% | No | UMass Memorial Medical Center, Inc., Community Healthlink, Inc. | No |
|   | King, PhD | Jean | 29 Castle Road | Northboro | MA | UMass Memorial Health Care, Inc. | Trustee | | 0% | No | UMass Memorial Medical Center, Inc. | No |
|   | Knox | Peter | 3157 Seafarer Way | Suamico | WI | UMass Memorial Health Care, Inc. | Trustee | | 0% | No | UMass Memorial Medical Center, Inc. | No |
|   | Mailman | Susan | 24Holden Street | Worcester | MA | UMass Memorial Health Care, Inc. | Trustee | | 0% | No | UMass Memorial Medical Center, Inc. | No |

| | | | | | | | | | | | | |
|---|---------|-------|------------------|--------|----|----------------------------------|---------|--|----|----|-------------------------------------|----|
|   | Bennett | David | 7 Mt. View Drive | Paxton | MA | UMass Memorial Health Care, Inc. | Trustee | | 0% | No | UMass Memorial Medical Center, Inc. | No |
|   | | | | | MA | | | | | | | |

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Edit document then lock file and submit Keep a copy for your records. Click on the "Save" button at the bottom of the page.

To submit the application electronically, click on the"E-mail submission to Determination of Need" button.


This document is ready to file:
☒

Date/time Stamp: 06/28/2021 2:43 pm

E-mail submission to
Determination of Need

ATTACHMENT 4

ARTICLES OF ORGANIZATION


Examiner

The Commonwealth of Massachusetts


William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)


Name
Approved

ARTICLE I

The exact name of the corporation is:

UMass Memorial Health Care, Inc.

ARTICLE II

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

See page 2a attached hereto and made a part hereof.

C ☐
P ☒
M ☐
R.A. ☐

97063009


P.C.

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.

ARTICLE III

A corporation may have one or more classes of members. If it does, 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 corporation shall have no members.

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 pages 4a-4d attached hereto and made a part hereof.

ARTICLE V

The 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 on the following page, have been duly elected.

***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.

CONTINUATION PAGES

ARTICLES OF ORGANIZATION OF UMASS MEMORIAL HEALTH CARE, INC.

2. The purpose of the corporation is to engage in the following activities:
- (1) To develop and coordinate an integrated health care delivery system that includes multiple health care providers and provides opportunities for and supports medical education and training; to support the advancement of the knowledge and practice of, and education and research in, medicine, surgery, nursing and all other subjects relating to the care, treatment and healing of humans and in that connection to support promote and enhance the academic medical programs and activities of the University of Massachusetts Medical School; to improve the health and welfare of all persons; to develop, sponsor and promote services and programs that are charitable, scientific or educational and that address the physical and mental needs of the community at large, provided that the corporation shall operate exclusively for the benefit of UMass Memorial Medical Center, Inc. and other charitable organizations or hospitals that are controlled by or under common control with the corporation in the conduct of their charitable, educational and scientific functions, and provided further, that the corporation shall not engage in the practice of medicine.
 - (2) To receive in trust or otherwise and from whatever source, and administer, gifts, legacies and devises, grants and grants-in-aid, whether unrestricted or for specific purposes; to cooperate with, contribute to and support other organizations in promoting the purposes of this corporation, including all corporations affiliated with this corporation that are determined to be exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"); and to do all things incidental to the foregoing;
 - (3) To conduct any business that may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts and that is not inconsistent with this corporation's qualification as an organization described in Section 501(c)(3) of the Code.

4. 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 (if any) or any class of 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 inconsistent with the exemption from federal income tax to which the corporation shall be entitled under Section 501(c)(3) of the Internal Revenue Code.

4.2. The trustees may make, amend or repeal the by-laws in whole or in part.

4.3. The Corporation shall have no members. Any action or vote required or permitted to be taken by members may be taken by the same percentage of the trustees.

4.4. No trustee or officer of the corporation shall be personally liable to the corporation 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 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.

(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" trustee 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 or officer of this corporation, or any concern in which any such trustee or officer 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 or officer 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 by a majority of the trustees who are not so interested and to whom the nature of such interest has been disclosed. No interested trustee 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 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 under 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 UMass Memorial Medical Center, Inc. so long as it is then exempt from Federal income tax under Section 501(c)(3) of the Code and otherwise 50% to the University of Massachusetts and 50% to one or more corporations exempt from Federal income tax under Section 501(c)(3) of the Code or an instrumentality of The Commonwealth of Massachusetts selected by a majority of the Trustees then in office.

4.10. The corporation shall not discriminate in administering its policies and programs or in the employment of its personnel on the basis of race, color, religion, national or ethnic origin, sex, handicap or otherwise.

4.11. 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.

The name, residential address and post office address of each trustee and officer of the corporation is as follows:

| | <u>Name</u> | <u>Residential Address</u> | <u>Post Office Address</u> |
|--|-----------------------|--|---|
| President and Chief Executive Officer: | Peter H. Levine, M.D. | 9 Aylesbury Road Worcester, MA 01609 | 119 Belmont Street Worcester, MA 01605 |
| Treasurer: | Arthur R. Russo, M.D. | 12 Massachusetts Avenue Worcester, MA 01609 | 55 Lake Avenue North Worcester, MA 01655 |
| Secretary: | Arthur R. Russo, M.D. | 12 Massachusetts Avenue Worcester, MA 01609 | 55 Lake Avenue North Worcester, MA 01655 |
| Trustees: | Peter H. Levine, M.D. | 9 Aylesbury Road Worcester, MA 01609 | 119 Belmont Street Worcester, MA 01605 |
| | Arthur R. Russo, M.D. | 12 Massachusetts Avenue Worcester, MA 01609 | 55 Lake Avenue North Worcester, MA 01655 |

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

N/A

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation *in Massachusetts* is:

55 Lake Avenue North
Worcester, MA 01655

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

NAME

RESIDENTIAL ADDRESS

POST OFFICE ADDRESS

President:

Treasurer:

Clerk:

Directors:

(or officers
having the
powers of
directors)

See page 7a attached hereto and made a part hereof.

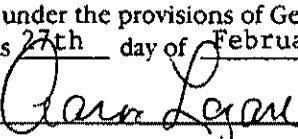
c. The fiscal year of the corporation shall end on the last day of the month of: September

d. The name and business address of the resident agent, if any, of the corporation is: N/A

I/We, the below signed incorporator(s), 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 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 name(s) 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 27th day of February, 1997.


Peter H. Levine, M.D.


Aaron Lazare, M.D.

Memorial Health Care, Inc.
119 Belmont Street
Worcester, MA 01605-2982

University of Massachusetts Medical Center
55 Lake Avenue North
Worcester, MA 01655

Note: If an 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.

567909

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

SECRETARY OF
THE COMMONWEALTH
97 MAR -4 PM 12:04
CORPORATION DIVISION

I hereby certify that, upon examination of these 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 4th day of MARCH 19 97.

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Anne P. Ogilby, Esq.

Ropes & Gray

One International Place

Boston, MA 02110

Telephone: (617) 951-7000



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: 043358566

We, ERIC DICKSON, MD ☒ President ☐ Vice President,

and KATHARINE ESHGHI ☐ Clerk ☒ Assistant Clerk ,

of UMASS MEMORIAL HEALTH CARE, INC.

located at: ONE BIOTECH PARK 365 PLANTATION ST. WORCESTER , MA 01605 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 12/11/2019 , by vote of: 0 members, ☒ 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 CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (THE "CODE"), AND IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR THE BENEFIT OF, TO PERFORM THE FUNCTIONS OF OR TO CARRY OUT THE PURPOSES OF UMASS MEMORIAL MEDICAL CENTER, INC., MARLBOROUGH HOSPITAL, UMASS MEMORIAL HEALTH ALLIANCE-CLINTON HOSPITAL, INC., UMASS MEMORIAL MEDICAL GROUP, INC., UMASS MEMORIAL BEHAVIORAL HEALTH SYSTEM, INC., UMASS MEMORIAL COMMUNITY HOSPITALS, INC., UMASS MEMORIAL HEALTH VENTURES, INC., UMASS MEMORIAL REALTY, INC., COMMUNITY HEALTHLINK, INC., CENTRAL NEW ENGLAND HEALTHALLIANCE, INC., HEALTHALLIANCE HOME HEALTH AND HOSPICE, INC. AND SUCH OTHER AFFILIATED CHARITABLE ORGANIZATIONS OR HOSPITALS THAT (I) ARE EXEMPT FROM TAXATION UNDER SECTION 501(C)(3) OF THE CODE AND (II) ARE CLASSIFIED AS OTHER THAN PRIVATE FOUNDATIONS UNDER SECTION 509(A)(1) OR 509(A)(2) OF THE CO

DE (COLLECTIVELY, THE "SUPPORTED ORGANIZATIONS"). IN THIS CAPACITY, THE CORPORATION WILL ENGAGE IN THE FOLLOWING ACTIVITIES: (1) TO DEVELOP AND COORDINATE AN INTEGRATED HEALTH CARE DELIVERY SYSTEM THAT INCLUDES MULTIPLE HEALTH CARE PROVIDERS AND PROVIDES OPPORTUNITIES FOR AND SUPPORTS MEDICAL EDUCATION AND TRAINING; TO SUPPORT THE ADVANCEMENT OF THE KNOWLEDGE AND PRACTICE OF, AND EDUCATION AND RESEARCH IN, MEDICINE, SURGERY, NURSING AND ALL OTHER SUBJECTS RELATING TO THE CARE, TREATMENT AND HEALING OF HUMANS AND IN THAT CONNECTION TO SUPPORT, PROMOTE AND ENHANCE THE ACADEMIC MEDICAL PROGRAMS AND ACTIVITIES OF THE UNIVERSITY OF MASSACHUSETTS MEDICAL SCHOOL; TO IMPROVE THE HEALTH AND WELFARE OF ALL PERSONS; TO DEVELOP, SPONSOR AND PROMOTE SERVICES AND PROGRAMS THAT ARE CHARITABLE, SCIENTIFIC OR EDUCATIONAL AND THAT ADDRESS THE PHYSICAL AND MENTAL NEEDS OF THE COMMUNITY AT LARGE, PROVIDED THAT THE CORPORATION SHALL NOT ENGAGE IN THE PRACTICE OF MEDICINE; (2) TO RECEIVE IN TRUST OR OTHERWISE AND FROM WHATEVER SOURCE, AND ADMINISTER, GIFTS, LEGACIES AND DEVICES, GRANTS AND GRANTS-IN-AID, WHETHER UNRESTRICTED OR FOR SPECIFIC PURPOSES; TO COOPERATE WITH, CONTRIBUTE TO AND SUPPORT THE SUPPORTED ORGANIZATIONS IN PROMOTING THE PURPOSES OF THIS CORPORATION, AND TO DO ALL THINGS INCIDENTAL TO THE FOREGOING; AND (3) TO CONDUCT ANY BUSINESS THAT MAY LAWFULLY BE CARRIED ON BY A CORPORATION FORMED UNDER CHAPTER 180 OF THE GENERAL LAWS OF MASSACHUSETTS AND THAT IS NOT INCONSISTENT WITH THIS CORPORATION'S QUALIFICATION AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE.

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")

ARTICLE 4 OF THE CORPORATION'S ARTICLES REMAIN UNCHANGED EXCEPT ARTICLE 4.9 OF THE CORPORATION'S ARTICLES IS AMENDED AS FOLLOWS: 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 UMASS MEMORIAL MEDICAL CENTER, INC. SO LONG AS IT IS THEN EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE AND OTHERWISE 50% TO THE UNIVERSITY OF MASSACHUSETTS AND 50% TO ONE OR MORE SUPPORTED ORGANIZATIONS THAT ARE THEN EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE AND ARE SELECTED BY A MAJORITY OF THE TRUSTEES THEN IN OFFICE OR, IF NONE OF SUCH ENTITIES ARE THEN EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE, TO SUCH ONE OR MORE OTHER ENTITIES EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE CODE OR AN INSTRUMENTALITY OF THE COMMONWEALTH OF MASSACHUSETTS SELECTED BY A MAJORITY OF THE TRUSTEES THEN IN OFFICE.

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 12 Day of December, 2019, ERIC DICKSON, MD , its ,
President / Vice President,
KATHARINE ESHGHI , 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:

December 12, 2019 03:50 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive, flowing style with a large initial 'W' and 'G'.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



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: 043358566

We, ERIC DICKSON, MD ☒ President ☐ Vice President,

and KATHARINE ESHGHI ☐ Clerk ☒ Assistant Clerk ,

of UMASS MEMORIAL HEALTH CARE, INC.

located at: ONE BIOTECH PARK 365 PLANTATION ST. WORCESTER , MA 01605 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 6/10/2020 , by vote of: 0 members, x 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 CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (THE "CODE"), AND IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR THE BENEFIT OF, TO PERFORM THE FUNCTIONS OF OR TO CARRY OUT THE PURPOSES OF UMASS MEMORIAL MEDICAL CENTER, INC., MARLBOROUGH HOSPITAL, UMASS MEMORIAL HEALTH ALLIANCE-CLINTON HOSPITAL, INC., UMASS MEMORIAL MEDICAL GROUP, INC., COMMUNITY HEALTHLINK, INC., CENTRAL NEW ENGLAND HEALTHALLIANCE, INC., HEALTHALLIANCE HOME HEALTH AND HOSPICE, INC. AND SUCH OTHER AFFILIATED CHARITABLE ORGANIZATIONS OR HOSPITALS THAT (I) ARE EXEMPT FROM TAXATION UNDER SECTION 501(C)(3) OF THE CODE AND (II) ARE CLASSIFIED AS OTHER THAN PRIVATE FOUNDATIONS UNDER SECTION 509(A)(1) OR 509(A)(2) OF THE CODE (COLLECTIVELY, THE "SUPPORTED ORGANIZATIONS"). IN THIS CAPACITY, THE CORPORATION WILL ENGAGE IN THE FOLLOWING ACTIVITIES: (1) TO DEVELOP AND COORDINATE AN INTEG

RATED HEALTH CARE DELIVERY SYSTEM THAT INCLUDES MULTIPLE HEALTH CARE PROVIDERS AND PROVIDES OPPORTUNITIES FOR AND SUPPORTS MEDICAL EDUCATION AND TRAINING; TO SUPPORT THE ADVANCEMENT OF THE KNOWLEDGE AND PRACTICE OF, AND EDUCATION AND RESEARCH IN, MEDICINE, SURGERY, NURSING AND ALL OTHER SUBJECTS RELATING TO THE CARE, TREATMENT AND HEALING OF HUMANS AND IN THAT CONNECTION TO SUPPORT, PROMOTE AND ENHANCE THE ACADEMIC MEDICAL PROGRAMS AND ACTIVITIES OF THE UNIVERSITY OF MASSACHUSETTS MEDICAL SCHOOL; TO IMPROVE THE HEALTH AND WELFARE OF ALL PERSONS; TO DEVELOP, SPONSOR AND PROMOTE SERVICES AND PROGRAMS THAT ARE CHARITABLE, SCIENTIFIC OR EDUCATIONAL AND THAT ADDRESS THE PHYSICAL AND MENTAL NEEDS OF THE COMMUNITY AT LARGE, PROVIDED THAT THE CORPORATION SHALL NOT ENGAGE IN THE PRACTICE OF MEDICINE; (2) TO RECEIVE IN TRUST OR OTHERWISE AND FROM WHATEVER SOURCE, AND ADMINISTER, GIFTS, LEGACIES AND DEVICES, GRANTS AND GRANTS-IN-AID, WHETHER UNRESTRICTED OR FOR SPECIFIC PURPOSES; TO COOPERATE WITH, CONTRIBUTE TO AND SUPPORT THE SUPPORTED ORGANIZATIONS IN PROMOTING THE PURPOSES OF THIS CORPORATION, AND TO DO ALL THINGS INCIDENTAL TO THE FOREGOING; AND (3) TO CONDUCT ANY BUSINESS THAT MAY LAWFULLY BE CARRIED ON BY A CORPORATION FORMED UNDER CHAPTER 180 OF THE GENERAL LAWS OF MASSACHUSETTS AND THAT IS NOT INCONSISTENT WITH THIS CORPORATION'S QUALIFICATION AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE.

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 11 Day of June, 2020, ERIC DICKSON, MD, its ,
President / Vice President,
KATHARINE ESHGHI, 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:

June 11, 2020 01:52 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive, flowing style with a large initial 'W' and 'G'.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

ATTACHMENT 5

AFFIDAVIT OF TRUTHFULNESS AND COMPLIANCE



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: -21042009-TS Original Application Date: 06/29/2021

Applicant Name: UMass Memorial Health Care, Inc.

Application Type: Transfer of Site/Change in Designated Location

Applicant's Business Type: ☒ Corporation ☐ Limited Partnership ☐ Partnership ☐ Trust ☐ LLCe ☐ 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.e The Applicant is the sole corporate member or sole shareholder of the Health Facility[ies] that are the subject of this Application;

2.e I have read 105 CMR 100.000, the Massachusetts Determination of Need Regulation;

3.e I understand and agree to the expected and appropriate conduct of the Applicant pursuant to 105 CMR 100.800;

4.e 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.e 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.e 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 ~~alle previously issued~~ ^{***}Notices of Determination of Need ~~and the terms and Conditions attached therein;~~

7.e 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.e Pursuant to 105 CMR 100.705(A), I certify that the Applicant has Sufficient Interest in the Site or facility; and

9.e 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

Eric Dickson, M.D. Signature:  Date: 6/29/21

CEO for Corporation Name: Richard Siegrist Signature:  Date: 6/24/2021e

Board Chair for Corporation Name: Signature: Date:

This document is ready to print: ☐

Date/time Stamp:

*been informed of the contents of

**have been informed that

***issued in compliance with 105 CMR 100.00, the Massachusetts Determination of Need Regulation effective January 27, 2017 and amended December 28, 2018