

Attachment/Exhibit

1

Berkshire Health Systems' Patient Panel

Panel includes patients from Berkshire Medical Center, Fairview Hospital and Berkshire Faculty Services

FY2014 Unduplicated Patients by Age

Age Groups	Individual Patients
<18	8,381
18 - 44	35,598
45 - 64	37,482
65+	32,535
Grand Total	113,996

FY2015 Unduplicated Patients by Age

Age Groups	Individual Patients
<18	9,779
18 - 44	37,610
45 - 64	38,819
65+	32,492
Grand Total	118,700

FY2016 Unduplicated Patients by Age

Age Groups	Individual Patients
<18	10,604
18 - 44	37,663
45 - 64	38,912
65+	31,386
Grand Total	118,565

Attachment/Exhibit

2

with members of the lesbian, gay, bisexual, transgender, and intersex communities, to discuss what it means to be "out" in the Berkshires. Panelists include representatives from the Elizabeth Freeman Center, Berkshire Rainbow Seniors, the Berkshire Trans Group, the Live Out Loud Youth Project, and others. The event is presented by the Pittsfield Human Rights Commission. Information: Drew Herzig at drewherzig@yahoo.com.

LEE Program explores pain management

Dave Halley of Healing Hands Bodywork in Stockbridge will present strategies for managing chronic pain at home during a workshop from 6:30 to 7:30 p.m. at the Lee Library, 100 Main St. Halley will share proper stretching, relaxation and meditation techniques, trigger points, and more. A question and answer will follow.

This free program is open to the public. Information: Lee Library at 413-243-0385 or email rborsody@cwmar.org.

RICHMOND Japanese printmaking explored in lecture

Robert Boland Theatre in the Koussevitzky Arts Center.

Kerry Martel, RN, a school nurse at Capeless Elementary School, addressed the students.

Traditionally, nursing students have conducted an Honors or Pinning Ceremony to mark the passage of student nurse role to practice role.

The ceremony, sponsored by BCC's Student Nurse Organization, honored the following students who graduated on June 2.

Adams: Melissa Kimok-Braman.

Argyle, N.Y.: Brittany King.

Canaan, N.Y.: Morgan Hanson.

Cheshire: Kristen Marchetto, Shayla Moquin.

Dalton: Portia Adjei-Donkor, Danielle Fisher, Bintu Konteh, Andrew Voll.

Hinsdale: Amanda Gerry.

Hoosac Valley H announces Junior

CHESHIRE — Hoosac Valley Middle & High School announced Junior Awards during an awards ceremony.

Lee
Rob
Len
Brit
Nor
Paul
Law
Pitt
Moll
Arth
Bea
Mar
Brea
Chai
Jam
Gall
Heal
Lage
Dina
Shai
Savi
She
Trici
Sou
Lech
Wes
Jone

PUBLIC ANNOUNCEMENT CONCERNING A PROPOSED HEALTH CARE PROJECT

Shields PET-CT at Berkshire Medical Center, LLC ("Applicant") with a principal place of business at 700 Congress Street, Suite 204, Quincy, Massachusetts 02169 intends to file a Notice of Determination of Need with the Massachusetts Department of Public Health for the licensure of a clinic to provide PET/CT imaging one day per week at Berkshire Medical Center's ("BMC") Hillcrest Campus located at 165 Tor Court, Pittsfield, MA 01201 ("Project"). The total value of the project based on the maximum capital expenditure is \$556,454. The Applicant does not anticipate any price or service impacts on BMC's existing patient panel as a result of this transaction. Any ten Taxpayers of Massachusetts may register in connection with the intended Application or amendment by no later than 20 days of the filing of the Notice of Determination of Need by contacting the Department of Public Health, Determination of Need Program, 250 Washington Street, 6th Floor, Boston, MA 02108.

06/20/17



Want to wish someone a Happy Birthday?

Say Happy Birthday in the Eagle on the first of each month!

CALL FOR DEADLINES AND INFORMATION

SINGLE BOX

\$27⁵⁵

DOUBLE BOX

\$44⁰⁵

TRIPLE BOX

\$60⁵⁵

Includes photo, add color for an additional \$10

Submit online: We realize your photos are precious to you. Please send us an electronic version (.jpg or .tif format) to classifieds@newenglandnewspapers.com, or make a print of your original photo and send it to us. Stop by or send order form to "Happy Birthday Page", c/o Classified Department, The Berkshire Eagle, 75 South Church Street, Pittsfield, MA 01201 or email classifieds@newenglandnewspapers.com

D4 **IN ASSOCIATION** | The Berkshire Eagle | BerkshireEagle.com

to and with the benefit of all easements, restrictions, building and zoning laws, liens, attorney's fees and costs pursuant to M.G.L.Ch.183A, unpaid taxes, tax titles, water bills, municipal liens and assessments, rights of tenants and parties in possession.

TERMS OF SALE:

A deposit of FIVE THOUSAND DOLLARS AND 00 CENTS (\$5,000.00) in the form of a certified check, bank treasurer's check or money order will be required to be delivered at or before the time the bid is offered. The successful bidder will be required to execute a Foreclosure Sale Agreement immediately after the close of the bidding. The balance of the purchase price shall be paid within thirty (30) days from the sale date in the form of a certified check, bank treasurer's check or other check satisfactory to Mortgagee's attorney. The Mortgagee reserves the right to bid at the sale, to reject

**PUBLIC ANNOUNCEMENT CONCERNING
A PROPOSED HEALTH CARE PROJECT**

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06/20/17

Tuesday, June 20, 2017

ns available.

THERAPIST

l therapy for students to
y to perform daily living and
upational Therapist license
ns available.

nd benefits package.

e email resume to:

online at: www.hillcrestec.org

EOE

CHRIS PIZZELLO — THE ASSOCIATED PRESS

person to receive an Academy
Award, spoke Monday in Tel Aviv
Martin is in Israel to receive the
prestigious Morton E. Ruderman
Award for her lifelong activism
people with disabilities.

RETURN OF PUBLICATION

I, the undersigned, hereby certify under the pains and penalties of perjury, that I am employed by the publishers of the *Berkshire Eagle* and the following Public/Legal announcement was published in two sections of the newspaper on June 20, 2017 accordingly:

- 1) "Public Announcement Concerning a Proposed Health Care Project" page D4, Legal Notice Section.

(check one) ☒ Size at least two inches high by three columns wide
☐ Size at least three inches high by two columns wide

- 2) "Public Announcement Concerning a Proposed Health Care Project" page 63,
Berkshire Section. (Local)

(check one) ☒ Size at least ³~~two~~ inches high by three columns wide
☐ Size at least three inches high by two columns wide

Nancy McLean 6/20/17
Signature

Nancy McLean
Name

Public Notice Coordinator
Title
for New England
Newspapers, Inc.

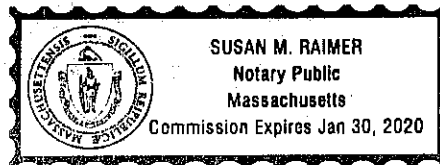
NEW ENGLAND NEWSPAPERS, INC.

AFFIDAVIT OF PUBLICATION

On this 20th day of June, 2017, I certify that the following document is true, exact, complete and unaltered copies published for Donoghue Barrett & Singal in the June 20th 2017 issue(s) of The Berkshire Eagle, a daily newspaper published in Pittsfield, Massachusetts presented to me by Nancy McLean, Public Notice Coordinator for New England Newspapers, Inc.



Signature of Notary Public



My Commission Expires on _____

(Seal)

Donoghue Barrett & Singal

Berkshire PET CT Local Section

Nancy McLean,
Public Notice Coordinator for
New England Newspapers, Inc.,
Berkshire Eagle, 75 South Church Street,
Pittsfield, MA 01201 413-496-6260

Attachment/Exhibit

3



Massachusetts Department of Public Health
Determination of Need
Affidavit of Truthfulness and Compliance
with Law and Disclosure Form 100.405(B)

Version: DRAFT
3-22-17c

DRAFT

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: Shields PET-CT at Berkshire Medical Center, LLC

Applicant's Business Type: ☐ Corporation ☐ Limited Partnership ☐ Partnership ☐ Trust ☒ LLC

Is the Applicant the sole member or sole shareholder of the Health Facility(ies) that are the subject of this Application? ☒ Yes ☐ No

This document is ready to print: ☒

Date/time Stamp: 06/29/2017 1:36 pm

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. I have submitted the correct Filing Fee and understand it is nonrefundable pursuant to 105 CMR 100.405(B);
6. I have submitted the required copies of this application to the Determination of Need Program, and, as applicable, to all Parties of Record and other parties as required pursuant to 105 CMR 100.405(B);
7. I have caused, as required, notices of intent to be published and duplicate copies to be submitted to all Parties of Record, and all carriers or third-party administrators, public and commercial, for the payment of health care services with which the Applicant contracts, and with Medicare and Medicaid, as required by 105 CMR 100.405(C), et seq.;
8. I have caused proper notification and submissions to the Secretary of Environmental Affairs pursuant to 105 CMR 100.405(E) and 301 CMR 11.00;
9. 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);
10. 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;
11. 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;
12. I understand that, if Approved, the Applicant, as Holder of the DoN, shall become obligated to all Standard Conditions pursuant to 105 CMR 100.310, as well as any applicable Other Conditions as outlined within 105 CMR 100.000 or that otherwise become a part of the Final Action pursuant to 105 CMR 100.360;
13. Pursuant to 105 CMR 100.705(A), I certify that the Applicant has Sufficient Interest in the Site or facility; and
14. 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.

LLC

An authorized manager must sign. Attach a copy of the Certificate of Organization.

THOMAS A SHIELDS

Manager Name:

Signature:

Date:

6/29/17

Attachment/Exhibit

4

Fields Health Care Group LP

90257695

OR NO:	1875	NAME:	Commonwealth of MA	CHECK DATE:	6/21/2017
REFERENCE	INV DATE	INV DESCRIPTION	GROSS AMOUNT	DISCOUNT TAKEN	NET AMOUNT PAID
N 16 2017	6/16/2017	Berkshire PET-CT New JV - DON Filing Fee	1,112.91	0.00	1,112.91
TOTAL >			1,112.91	0.00	1,112.91

Fields Health Care Group LP

Santander Bank
5-7515/0110

90257695

Christy's Drive
Dorchester, MA 02301
d ID# 04-2974694
360002874

DATE	6/21/2017
AMOUNT	***1,112.91

One Thousand One Hundred Twelve and 91/100*****

THE Commonwealth of MA
ER

[Signature]

⑈90257695⑈ ⑆011075150⑆ 75860002874⑈

Attachment/Exhibit

5

Shields PET/CT at Berkshire Medical Center, LLC

**Analysis of the Reasonableness of
Assumptions Used For and
Feasibility of Projected Financials of
Shields PET/CT at Berkshire Medical Center, LLC
For the Years Ending December 31, 2017
Through December 31, 2021**

***Prepared by:
BDO USA, LLP
June 30, 2017***

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BDO CONSULTING
Heinz 57 Center
339 Sixth Avenue, 8th Floor
Pittsburgh, PA 15222

June 30, 2017

Mr. Jeff Ronner, CFO
Shields Health Care Group
Crown Colony Park
700 Congress Street, Suite 204
Quincy, MA 02169

RE: Shields PET/CT at Berkshire Medical Center, LLC

Dear Mr. Ronner:

We have performed an analysis of the financial projections prepared by Shields Health Care Group ("Shields") for Shields PET/CT at Berkshire Medical Center, LLC ("Shields Berkshire") detailing the projected operations of Shields Berkshire. This report details our analysis and findings with regards to the reasonableness of assumptions used in the preparation and feasibility of, the financial forecast prepared by the management of Shields ("Management") for the operation of Shields Berkshire. This report is to be used by Shields in its Determination of Need ("DON") Application - Factor 4(a) and should not be distributed for any other purpose.

I. EXECUTIVE SUMMARY

The scope of our analysis was limited to an analysis of the five year consolidated financial projections (the "Projections") prepared by Shields for the operation of Shields Berkshire, and the supporting documentation in order to render an opinion as to the reasonableness of assumptions used in the preparation and feasibility of the Projections.

Within the projected financial information, after adjustments, the Projections exhibit a cumulative cash surplus of approximately 7% of cumulative projected revenue for the project



for the five years from 2017 through 2021. Based upon our review of the relevant documents and analysis of the projected financial statements, we determined the project and continued operating surplus are reasonable expectations and based upon feasible financial assumptions. Accordingly, we determined that the Projections are feasible and sustainable and not likely to have a negative impact on the patient panel or result in a liquidation of assets of Shields Berkshire.

II. RELEVANT BACKGROUND INFORMATION

Shields was founded in 1972 as a family owned and operated nursing home. As Shields grew, the services offered expanded to include dialysis and MRI imaging centers. Today Shields operates over 30 facilities offering MRI, PET/CT, and radiation therapy services.

Berkshire is a 298-bed community hospital under the affiliation of Berkshire Healthcare Systems ("BHS"). BHS is a private, not-for-profit organization which provides comprehensive healthcare services in New England. Berkshire offers a full continuum of medical specialties, including anesthesiology, dentistry, emergency medicine, family medicine, internal medicine, neurology and neurosurgery, obstetrics and gynecology, ophthalmology, orthopedic surgery, otorhinolaryngology (ear, nose and throat), pathology, pediatrics, psychiatry, radiation oncology, radiology, rehabilitation, substance abuse, cardiac rehabilitation, a sleep lab and others. Berkshire also has a state-of-the-art diagnostic imaging department, with MRI, high-speed CT, ultrasound, x-ray, mammography and more, providing 24-hour service.

A teaching hospital affiliated with the University of Massachusetts Medical School, Berkshire is supported by a dedicated team of physicians and staff, focused on providing high quality,



compassionate primary and specialized health care services to the people of Berkshire County and surrounding communities.

III. SCOPE OF REPORT

The scope of this report is limited to an analysis of the five year financial projections prepared by Shields (the "Projections") and the supporting documentation in order to render an opinion as to the reasonableness of assumptions used in the preparation and feasibility of the Projections. Reasonableness is defined within the context of this report as supportable and proper, given the underlying information. Feasibility is defined as based on the assumptions used, the plan is not likely to result in a liquidation of the underlying assets or the need for reorganization.

This report is based upon historical and prospective financial information provided to us by Management. If BDO had audited the underlying data, matters may have come to our attention that would have resulted in our using amounts that differ from those provided. Accordingly, we do not express an opinion or any other assurances on the underlying data presented or relied upon in this report. We do not provide assurance on the achievability of the results forecasted by Shields because events and circumstances frequently do not occur as expected, and the achievement of the forecasted results are dependent on the actions, plans, and assumptions of management. We reserve the right to update our analysis in the event that we are provided with additional information.



IV. SOURCES OF INFORMATION UTILIZED

In formulating our opinions and conclusions contained in this report, we reviewed documents produced by Management. The documents and information upon which we relied are identified below or are otherwise referenced in this report:

1. Berkshire PET DoN Five Year Projection prepared May 15, 2017;
2. Berkshire PET DoN Application provided June 14, 2017;
3. Determination of Need Application Instructions dated March 2017;
4. Draft Determination of Need, provided June 29, 2017;
5. Mobile PET/CT Pad Lease Agreement between Berkshire Medical Center, Inc. and the Joint Venture;
6. Shields Healthcare Group company website www.shields.com; and
7. Berkshire Health Systems company website www.berkshirehealthsystems.org.

V. REVIEW OF THE PROJECTIONS

This section of our report summarizes our review of the reasonableness of the assumptions used and feasibility of the Projections. The following table presents the key metrics, as defined below, which compares the operating results of the Projections for the fiscal years 2017 through 2021.



Berkshire & Shields PET/CT JV
Summary of Ratios - As Provided
Projected for the Years-Ended December 31, 2017 through 2021

<u>Ratio</u>	Year 1	Year 2	Year 3	Year 4	Year 5
<u>Liquidity Ratios</u>					
Current Ratio	10.84	12.79	14.03	13.80	13.57
Sales/Receivables	8.05	8.05	8.05	8.05	8.05
Sales/Working Capital	2.69	2.40	2.18	2.21	2.26
<u>Leverage Ratios</u>					
Fixed Assets/Tangible Net Worth	0.32	0.27	0.23	0.20	0.17
Total Assets	\$848,382	\$876,655	\$908,553	\$865,450	\$822,348
<u>Operating Ratios</u>					
Net Profit Margin	41.09%	47.19%	47.19%	47.19%	47.19%
EBIDA	\$625,155	\$713,282	\$713,282	\$713,282	\$713,282
EBIDA Margin	43.26%	49.36%	49.36%	49.36%	49.36%

The Key Metrics fall into three primary categories: liquidity, leverage, and operating. Liquidity metrics, such as the Current Ratio, Sales to Receivables, and Sales to Working Capital ratios measure the quality and adequacy of assets to meet current obligations as they come due. Leverage metrics, such as the Fixed Assets to Tangible Worth ratio and Total Assets measure the company's ability to take on and service debt obligations. Operating metrics, such as earnings before interest, depreciation, and amortization ("EBIDA"), EBIDA Margin, and Net Profit Margin are used to assist in the evaluation of management performance in how efficiently resources are utilized. Additionally, certain metrics can be applicable to multiple categories. The table below shows how each of the Key Metrics are calculated.



Key Metric	Calculation
<u>Liquidity Ratios</u>	
Current Ratio	Current Assets Divided by Current Liabilities
Sales/Receivables	Net Sales Divided by Trade Receivables
Sales/Working Capital	Net Sales Divided by Net Working Capital
<u>Leverage Ratios</u>	
Fixed Assets/Tangible Net Worth	Net Fixed Assets Divided by Tangible Net Worth
Total Assets	Total Assets of the Company
<u>Operating Ratios</u>	
EBIDA	Earnings Before Interest, Depreciation and Amortization
EBIDA Margin	Earnings Before Interest, Depreciation and Amortization Divided by Net Revenue
Net Profit Margin	Net Profit Divided by Net Revenue

1. Revenues

We analyzed the revenues identified by Shields Berkshire in the Projections. Based upon our discussions with Management, the projected volume, payer mix, and reimbursement rate for services performed were based upon actual operating results of a similar PET/CT unit at the existing Berkshire facility ("Prior PET/CT Unit"). In order to determine the reasonableness of the projected revenues, we reviewed the underlying assumptions upon which Management relied.

Based upon our review of patient volumes for the prior three years at the Prior PET/CT Unit, Management selected the most recent year as the base patient volume and did not apply growth in volume to the Projections. We tested this by adjusting the patient volume to a three year average of historical activity and applying a compound annual growth rate ("CAGR") to the volume each year of the Projections. We calculated the CAGR based upon the prior three years of patient activity of the Prior PET/CT Unit. Based upon our analysis, adjusting the patient volume from a prior year static amount, to a three year average grown at a historical CAGR, resulted in an insignificant increase in revenues.

Next, we reviewed the Projections to determine the reasonableness of the reimbursement rate selected for the years 2017 through 2021. Management provided us with the supporting information used to prepare the Projections for the fiscal years-ending 2017 through 2021. Included in the supporting information was a summary of the payer mix and reimbursement rates based on the Prior PET/CT Unit. In order to determine the appropriate rate that Shields Berkshire can expect to be reimbursed, we calculated the weighted reimbursement rate based on the total patient mix of the Prior PET/CT Unit as of December 31, 2016. Based upon our calculations, we determined the projected reimbursement rate provided by Management is reasonable.

Based upon the foregoing, it is our opinion that the revenue growth projected by Management reflects a reasonable estimation of future revenues of Shields Berkshire based upon historical activity of the Prior PET/CT Unit.

2. Operating and Selling, General, and Administrative Expenses

We analyzed each of the categorized operating expenses for reasonableness and feasibility as it related to the projected revenue of Shields Berkshire. Based upon our analysis, the Projections included bad debt expense significantly higher in first year to account for Medicare and Medicaid services which would not be reimbursable for the first three weeks of operations until accreditation was obtain from the American College of Radiology ("ACR").

According to the ACR:

Effective January 1, 2012 all providers that bill for CT, MRI, breast MRI, nuclear medicine and PET under part B of the Medicare physician fee schedule must be accredited in order

to receive reimbursement for the technical component from Medicare. In addition, a number of other payers are now requiring accreditation.

...

If a mobile unit is owned and operated by a single entity, they must have their own supervising and interpreting physicians in order to be accredited as one facility. If a mobile unit is owned by a single entity and services multiple sites with different supervising and interpreting physicians, the unit must be accredited as separate facilities.

The ACR website states, "Accreditation evaluation [is] typically completed within 60 days or less of image submission." Based upon our discussions with Management, when applying for accreditation for other similar projects, the prior three joint ventures have obtained accreditation in under two weeks. Accordingly, we determined Management's three week estimate to obtain accreditation included in the Projections is reasonable.

The next adjustment we considered related to salaries and benefits expense of the Company. Management projected these expenses would remain static during the five year period presented. This determination was made based upon the industry environment in which Shields Berkshire would be operating. Due to static or declining reimbursement rates, Shields is consistently implementing cost reduction procedures to improve quality and efficiency in order to offset inflationary cost increases, strengthen margins, and maintain market competitiveness. In spite of the Company's efforts, we determined the assumption to maintain static salaries and benefits is unreasonable and have made adjustments to grow salaries and benefits by the same compound growth rate we relied upon when projecting indicated growth in revenue (see discussion supra).

Finally, because we considered the impact of a revenue adjustment, we determined it was appropriate to adjust variable expenses contained in the Projections in order to determine the collective impact on the cash flows of Shields Berkshire. Accordingly, we analyzed the Projections and identified the variable expenses within. Utilizing the percentage of revenues included in the Projections prepared by Management, we applied the same percentage of revenues to the adjusted revenue in order to determine the adjusted variable expenses.

Based upon the changes we made to the net revenues and the operating expenses of Shields Berkshire, we determined the differences in cumulative revenue and cumulative cash flow over the projection period were immaterially different to what was projected by Management. Accordingly, it is our opinion that the operating expenses projected by Management are reasonable in nature.

3. Capital Expenditures and Cash Flows

We reviewed the capital expenditures and future cash flows of Shields Berkshire in order to determine whether sufficient funds would be reinvested to sustain the operations of Shields Berkshire and whether the cash flow would be able to support that reinvestment.

Based upon our review of the Projections and our discussions with Management, it is our understanding that all of the medical equipment, docking space, and other fixed assets are leased by Shields Berkshire from Berkshire Medical Center, LLC. The capital expenditures and property, plant, and equipment included in the Projections relate to preparing the space for use rather than the purchasing of imaging and medical equipment to support operations.



Accordingly, we determined that the pro-forma capital expenditures and resulting impact on the cash flows of Shields Berkshire are reasonable.

VI. FEASIBILITY

We analyzed the Projections and Key Metrics for Shields Berkshire and the impact of the adjustments we determined to be appropriate, as described above, upon the Projections and Key Metrics. In preparing our analysis we considered multiple sources of information including historical operations of the Prior PET/CT Unit. It is important to note that the Projections do not account for any anticipated changes in accounting standards. These standards, which may have a material impact on individual future years, are not anticipated to have a material impact on the aggregate Projections.

Within the Projections, after adjustments, Shields Berkshire exhibits a cumulative cash surplus, after any scheduled distributions, of approximately 7% of cumulative projected revenue for the project for the five years from 2017 through 2021. Based upon our discussions with Management, it is our understanding that distributions could be reduced in the event of a business downturn or interruption to increase the cash reserves of Shields Berkshire. Based upon our review of the relevant documents and analysis of the projected financial statements, we determined the project and continued operating surplus are reasonable expectations and based upon feasible financial assumptions. Accordingly, we determined that the Projections are feasible and sustainable and not likely to have a negative impact on the patient panel or result in a liquidation of assets of Shields Berkshire.

Respectively submitted,



Joshua Lefcowitz, CPA/ABV/CFF, CVA, CFE, ASA
BDO Consulting Managing Director

Attachment/Exhibit

6



MASSACHUSETTS
HEALTH POLICY COMMISSION

NOTICE OF MATERIAL CHANGE FORM

Health Policy Commission
50 Milk Street, 8th Floor
Boston, MA 02109

440637

GENERAL INSTRUCTIONS

The attached form should be used by a Provider or Provider Organization to provide a Notice of Material Change ("Notice") to the Health Policy Commission ("Commission"), as required under M.G.L. c. 6D, § 13 and 958 CMR 7.00, Notices of Material Change and Cost and Market Impact Reviews. To complete the Notice, it is necessary to read and comply with 958 CMR 7.00, a copy of which may be obtained on the Commission's website at www.mass.gov/hpc. Capitalized terms in this Notice are defined in 958 CMR 7.02. Additional sub-regulatory guidance may be available on the Commission's website (e.g., Technical Bulletins, FAQs). For further assistance, please contact the Health Policy Commission at HPC-Notice@state.ma.us. This form is subject to statutory and regulatory changes that may take place from time to time.

REQUIREMENT TO FILE

This Notice must be submitted by any Provider or Provider Organization with \$25 million or more in Net Patient Service Revenue in the preceding fiscal year that is proposing a Material Change, as defined in 958 CMR 7.02. Notice must be filed with the Commission not fewer than 60 days before the consummation or closing of the transaction (i.e., the proposed effective date of the proposed Material Change).

SUBMISSION OF NOTICE

One electronic copy of the Notice, in a portable document form (pdf), should be submitted to the following:

Health Policy Commission HPC-Notice@state.ma.us;

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

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

PRELIMINARY REVIEW AND NOTICE OF COST AND MARKET IMPACT REVIEW

If the Commission considers the Notice to be incomplete, or if the Commission requires clarification of any information to make its determination, the Commission may, within 30 days of receipt of the Notice, notify the Provider or Provider Organization of the information or clarification necessary to complete the Notice.

The Commission will inform each notifying Provider or Provider Organization of any determination to initiate a Cost and Market Impact Review within 30 days of its receipt of a completed Notice and all required information, or by a later date as may be set by mutual agreement of the Provider or Provider Organization and the Commission.

CONFIDENTIALITY

Information on this Notice form itself shall be a public record and will be posted on the Commission's website. Pursuant to 958 CMR 7.09, the Commission shall keep confidential all nonpublic information and documents obtained in connection with a Notice of Material Change and shall not disclose the information or documents to any person without the consent of the Provider or Payer that produced the information or documents, except in a Preliminary Report or Final Report of a Cost and Market Impact Review if the Commission believes that such disclosure should be made in the public interest after taking into account any privacy, trade secret or anti-competitive considerations. The confidential information and documents shall not be public records and shall be exempt from disclosure under M.G.L. c. 4, § 7 cl. 26 or M.G.L. c. 66, § 10.

NOTICE OF MATERIAL CHANGE

DATE OF NOTICE:

1. Name: **Berkshire Medical Center, Inc.**

Federal TAX ID #	MA DPH Facility ID #	NPI #
042 79 1396	VQKK	1295765261

CONTACT INFORMATION

3. Business Address 1: **725 North Street**

4. Business Address 2:

5. City: **Pittsfield** State: **MA** Zip Code: **01201**

6. Business Website: **berkshirehealthsystems.org**

7. Contact First Name: **Darlene** Contact Last Name: **Rodowicz**

8. Title: **Chief Financial Officer**

9. Contact Phone: **413-447-2809** Extension:

10. Contact Email: **DRodowicz@bhs1.org**

DESCRIPTION OF ORGANIZATION

11. Briefly describe your organization.

Berkshire Medical Center, Inc. ("BMC") is a not-for profit acute care community hospital serving Berkshire county. BMC offers a full continuum of medical specialties, including anesthesiology, dentistry, emergency medicine, family medicine, internal medicine, around the clock neurology and neurosurgery, obstetrics and gynecology, ophthalmology, orthopaedic surgery, otorhinolaryngology (ear, nose and throat), pathology, pediatrics, psychiatry, radiation oncology, radiology, rehabilitation, substance abuse, cardiac rehabilitation, a sleep lab and diagnostic imaging. BMC's physicians and staff are focused on delivering these services in a high quality, compassionate manner.

TYPE OF MATERIAL CHANGE

12. Check the box that most accurately describes the proposed Material Change involving a Provider or Provider Organization:

- ☐ A Merger or affiliation with, or Acquisition of or by, a Carrier;
- ☐ A Merger with or Acquisition of or by a Hospital or a hospital system;
- ☐ Any other Acquisition, Merger, or affiliation (such as a Corporate Affiliation, Contracting Affiliation, or employment of Health Care Professionals) of, by, or with another Provider, Providers (such as multiple Health Care Professionals from the same Provider or Provider Organization), or Provider Organization that would result in an increase in annual Net Patient Service Revenue of the Provider or Provider Organization of ten million dollars or more, or in the Provider or Provider Organization having a near-majority of market share in a given service or region;
- ☐ Any Clinical Affiliation between two or more Providers or Provider Organizations that each had annual Net Patient Service Revenue of \$25 million or more in the preceding fiscal year; provided that this shall not include a Clinical Affiliation solely for the purpose of collaborating on clinical trials or graduate medical education programs; and
- ☒ Any formation of a partnership, joint venture, accountable care organization, parent corporation, management services organization, or other organization created for administering contracts with Carriers or third-party administrators or current or future contracting on behalf of one or more Providers or Provider Organizations.

13. What is the proposed effective date of the proposed Material Change? **No later than January 30, 2017**

MATERIAL CHANGE NARRATIVE

14. *Briefly* describe the nature and objectives of the proposed Material Change, including any exchange of funds between the parties (such as any arrangement in which one party agrees to furnish the other party with a discount, rebate, or any other type of refund or remuneration in exchange for, or in any way related to, the provision of Health Care Services) and whether any changes in Health Care Services are anticipated in connection with the proposed Material Change:

Berkshire Medical Center will enter into a joint venture with a new subsidiary of Shields Health Care Group, Inc. The purpose of the joint venture will be the owning and operating of a DPH-licensed clinic providing PET/CT services to the hospital's patients and its service area.

15. *Briefly* describe the anticipated impact of the proposed Material Change, including but not limited to any anticipated impact on reimbursement rates, care referral patterns, access to needed services, and/or quality of care:

The parties will work to ensure that quality services are continued to be provided in the most cost efficient manner. The clinic will also meet the demand of the patient population and Berkshire Medical Center for diagnostic imaging. The joint venture is expected to facilitate and improve patient care through the use of advanced technology and increased access to imaging services and less disruption to continuity of care.

DEVELOPMENT OF THE MATERIAL CHANGE

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

None known at this time.

17. Indicate the date and nature of any applications, forms, notices or other materials you have submitted regarding the proposed Material Change to any other state or federal agency:

A DoN filing for a new PET/CT service will be made on, or about, February 1, 2017.

SUPPLEMENTAL MATERIALS

18. Submit the following materials, if applicable, under separate cover to HPC-Notice@state.ma.us.

The Health Policy Commission shall keep confidential all nonpublic information, as requested by the parties, in accordance with M.G.L. c. 6D, § 13(c), as amended by 2013 Mass. Acts, c. 38, § 20 (July 12, 2013).

- a. Copies of all current agreement(s) (with accompanying appendices and exhibits) governing the proposed Material Change (e.g., definitive agreements, affiliation agreements);
- b. A current organizational chart of your organization
- c. Any analytic support for your responses to Questions 14 and 15 above.

[Remainder of this page intentionally left blank]

This signed and notarized Affidavit of Truthfulness and Proper Submission is required for a complete submission.

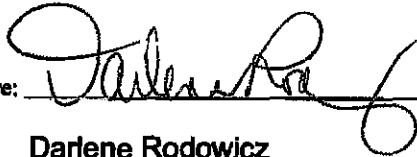
AFFIDAVIT OF TRUTHFULNESS AND PROPER SUBMISSION

I, the undersigned, certify that:

1. I have read 958 CMR 7.00, Notices of Material Change and Cost and Market Impact Reviews.
2. I have read this Notice of Material Change and the information contained therein is accurate and true.
3. I have submitted the required copies of this Notice to the Health Policy Commission, the Office of the Attorney General, and the Center for Health Information and Analysis as required.

Signed on the 29th day of November, 2016, under the pains and penalties of perjury.

Signature: _____



Name: _____

Darlene Rodowicz

Title: _____

Chief Financial Officer

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:



CHERYL L. MASELLI
Notary Public
Commonwealth of Massachusetts
My Commission Expires
March 2, 2018



Notary Signature

Copies of this application have been submitted electronically as follows:

Office of the Attorney General (1)

Center for Health Information and Analysis (1)

EXPLANATIONS AND DEFINITIONS

1.	Name	Legal business name as reported with Internal Revenue Service. This may be the parent organization or local Provider Organization name.
2.	Federal TAX ID #	9-digit federal tax identification number also known as an employer identification number (EIN) assigned by the internal revenue service.
	MA DPH Facility ID #	If applicable, Massachusetts Department of Public Health Facility Identification Number.
	National Provider Identification Number (NPI)	10-digit National Provider identification number issued by the Centers for Medicare and Medicaid Services (CMS). This element pertains to the organization or entity directly providing service.
3.	Business Address 1	Address location/site of applicant
4.	Business Address 2	Address location/site of applicant continued often used to capture suite number, etc.
5.	City, State, Zip Code	Indicate the City, State, and Zip Code for the Provider Organization as defined by the US Postal Service.
6.	Business Website	Business website URL
7.	Contact Last Name, First Name	Last name and first name of the primary administrator completing the registration form.
8.	Title:	Professional title of the administrator completing the registration form.
9.	Contact Telephone and Extension	10-digit telephone number and telephone extension (if applicable) for administrator completing the registration form
10.	Contact Email	Contact email for administrator
11.	Description of Organization	Provide a brief description of the notifying organization's ownership, governance, and operational structure, including but not limited to Provider type (acute Hospital, physician group, skilled nursing facilities, independent practice organization, etc.), number of licensed beds, ownership type (corporation, partnership, limited liability corporation, etc.), service lines and service area(s).

Indicate the nature of the proposed Material Change.

Definitions of terms:

12. Type of Material Change
- "Carrier", an insurer licensed or otherwise authorized to transact accident or health insurance under M.G.L. c. 175; a nonprofit Hospital service corporation organized under M.G.L. c. 176A; a nonprofit medical service corporation organized under M.G.L. c. 176B; a health maintenance organization organized under M.G.L. c. 176G; and an organization entering into a preferred provider arrangement under M.G.L. c. 176I; provided, that this shall not include an employer purchasing coverage or acting on behalf of its employees or the employees of one or more subsidiaries or affiliated corporations of the employer; provided that, unless otherwise noted, the term "Carrier" shall not include any entity to the extent it offers a policy, certificate or contract that provides coverage solely for dental care services or vision care services.

"Hospital", any hospital licensed under section 51 of chapter 111, the teaching hospital of the University of Massachusetts Medical School and any psychiatric facility licensed under section 19 of chapter 19.

"Net Patient Service Revenue", the total revenue received for patient care from any third party Payer net of any contractual adjustments. For Hospitals, Net Patient Service Revenue should be as reported to the Center under M.G.L. c. 12C, § 8. For other Providers or Provider Organizations, Net Patient Service Revenue shall include the total revenue received for patient care from any third Party payer net of any contractual adjustments, including: (1) prior year third party settlements; and (2) premium revenue, which means per-member-per-month amounts received from a third party Payer to provide comprehensive Health Care Services for that period, for all Providers represented by the Provider or Provider Organization in contracting with Carriers, for all Providers represented by the Provider or Provider Organization in contracting with third party Payers..

"Provider", any person, corporation, partnership, governmental unit, state institution or any other entity qualified under the laws of the Commonwealth to perform or provide Health Care Services.

"Provider Organization", any corporation, partnership, business trust, association or organized group of persons, which is in the business of health care delivery or management, whether incorporated or not that represents one or more health care Providers in contracting with Carriers or third-party administrators for the payments of Health Care Services; provided, that a Provider Organization shall include, but not be limited to, physician organizations, physician-hospital organizations, independent practice associations, Provider networks, accountable care organizations and any other organization that contracts with Carriers for payment for Health Care Services.

13.	Proposed Effective Date of the Proposed Material Change	Indicate the effective date of the proposed Material Change. NOTE: The effective date may not be fewer than 60 days from the date of the filing of the Notice.
14.	Description of the Proposed Material Change	Provide a brief narrative describing the nature and objectives of the proposed Material Change, including any exchange of funds between the parties (such as any arrangement in which one party agrees to furnish the other party with a discount, rebate, or any other type of refund or remuneration in exchange for, or in any way related to, the provision of Health Care Services). Include organizational charts and other supporting materials as necessary to illustrate the proposed change in ownership, governance, or operational structure.
15.	Impact of the Proposed Material Change	<p>Provide a brief description of any analysis conducted by the notifying organization as to the anticipated impact of the proposed Material Change including, but not limited to, the following factors, as applicable:</p> <ul style="list-style-type: none"> • Costs • Prices, including prices of the Provider or Provider Organization involved in the proposed Merger, Acquisition, affiliation or other proposed Material Change • Utilization • Health Status Adjusted Total Medical Expenses • Market Share • Referral Patterns • Payer Mix • Service Area(s) • Service Line(s) • Service Mix

-
16. **Future Planned Material Changes** Provide a brief description of the nature, scope and dates of any pending or planned Material Changes, occurring between the notifying organization and any other entity, within the 12 months following the date of the notice.
-
17. **Submission to Other State or Federal Agencies** Indicate the date and nature of any other applications, forms, notices or other materials provided to other state or federal agencies relative to the proposed Material Change, including but not limited to the Department of Public Health (e.g., Determination of Need Application, Notice of Intent to Acquire, Change in Licensure), Massachusetts Attorney General (e.g., notice pursuant to G.L. c. 180, §8A(e)), U.S. Department of Health and Human Services (e.g., Pioneer ACO or Medicare Shared Savings Program application) and Federal Trade Commission/Department of Justice (e.g., Notification and Report Form pursuant to 15 U.S.C. sec. 18a).
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MASSACHUSETTS
HEALTH POLICY COMMISSION

NOTICE OF MATERIAL CHANGE FORM

Health Policy Commission
50 Milk Street, 8th Floor
Boston, MA 02109

440653

GENERAL INSTRUCTIONS

The attached form should be used by a Provider or Provider Organization to provide a Notice of Material Change ("Notice") to the Health Policy Commission ("Commission"), as required under M.G.L. c. 6D, § 13 and 958 CMR 7.00, Notices of Material Change and Cost and Market Impact Reviews. To complete the Notice, it is necessary to read and comply with 958 CMR 7.00, a copy of which may be obtained on the Commission's website at www.mass.gov/hpc. Capitalized terms in this Notice are defined in 958 CMR 7.02. Additional sub-regulatory guidance may be available on the Commission's website (e.g., Technical Bulletins, FAQs). For further assistance, please contact the Health Policy Commission at HPC-Notice@state.ma.us. This form is subject to statutory and regulatory changes that may take place from time to time.

REQUIREMENT TO FILE

This Notice must be submitted by any Provider or Provider Organization with \$25 million or more in Net Patient Service Revenue in the preceding fiscal year that is proposing a Material Change, as defined in 958 CMR 7.02. Notice must be filed with the Commission not fewer than 60 days before the consummation or closing of the transaction (i.e., the proposed effective date of the proposed Material Change).

SUBMISSION OF NOTICE

One electronic copy of the Notice, in a portable document form (pdf), should be submitted to the following:

Health Policy Commission HPC-Notice@state.ma.us;

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

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

PRELIMINARY REVIEW AND NOTICE OF COST AND MARKET IMPACT REVIEW

If the Commission considers the Notice to be incomplete, or if the Commission requires clarification of any information to make its determination, the Commission may, within 30 days of receipt of the Notice, notify the Provider or Provider Organization of the information or clarification necessary to complete the Notice.

The Commission will inform each notifying Provider or Provider Organization of any determination to initiate a Cost and Market Impact Review within 30 days of its receipt of a completed Notice and all required information, or by a later date as may be set by mutual agreement of the Provider or Provider Organization and the Commission.

CONFIDENTIALITY

Information on this Notice form itself shall be a public record and will be posted on the Commission's website. Pursuant to 958 CMR 7.09, the Commission shall keep confidential all nonpublic information and documents obtained in connection with a Notice of Material Change and shall not disclose the information or documents to any person without the consent of the Provider or Payer that produced the information or documents, except in a Preliminary Report or Final Report of a Cost and Market Impact Review if the Commission believes that such disclosure should be made in the public interest after taking into account any privacy, trade secret or anti-competitive considerations. The confidential information and documents shall not be public records and shall be exempt from disclosure under M.G.L. c. 4, § 7 cl. 26 or M.G.L. c. 66, § 10.

NOTICE OF MATERIAL CHANGE

DATE OF NOTICE:

1. Name: **Shields Health Care Group, Inc.**

	Federal TAX ID #	MA DPH Facility ID #	NPI #
2.	04-3164965	N/A	N/A

CONTACT INFORMATION

3. Business Address 1: **700 Congress Street**

4. Business Address 2:

5. City: **Quincy** State: **MA** Zip Code: **02169**

6. Business Website: **www.shields.com**

7. Contact First Name: **Thomas** Contact Last Name: **Shields**

8. Title: **President and CEO**

9. Contact Phone: **617-376-7400** Extension:

10. Contact Email: **tommy@shields.com**

DESCRIPTION OF ORGANIZATION

11. Briefly describe your organization.

Shields Health Care Group, Inc. ("Shields") through its subsidiary entities and affiliates, provides advanced diagnostic imaging services throughout Massachusetts, including MRI, PET/CT, and radiation therapy services. Shields uses the top-of-the-line, premiere technology from major technology manufacturers, which provide higher resolution images than those of traditional units.

TYPE OF MATERIAL CHANGE

12. Check the box that most accurately describes the proposed Material Change involving a Provider or Provider Organization:

- ☐ A Merger or affiliation with, or Acquisition of or by, a Carrier;
- ☐ A Merger with or Acquisition of or by a Hospital or a hospital system;
- ☐ Any other Acquisition, Merger, or affiliation (such as a Corporate Affiliation, Contracting Affiliation, or employment of Health Care Professionals) of, by, or with another Provider, Providers (such as multiple Health Care Professionals from the same Provider or Provider Organization), or Provider Organization that would result in an increase in annual Net Patient Service Revenue of the Provider or Provider Organization of ten million dollars or more, or in the Provider or Provider Organization having a near-majority of market share in a given service or region;
- ☐ Any Clinical Affiliation between two or more Providers or Provider Organizations that each had annual Net Patient Service Revenue of \$25 million or more in the preceding fiscal year; provided that this shall not include a Clinical Affiliation solely for the purpose of collaborating on clinical trials or graduate medical education programs; and
- ☒ Any formation of a partnership, joint venture, accountable care organization, parent corporation, management services organization, or other organization created for administering contracts with Carriers or third-party administrators or current or future contracting on behalf of one or more Providers or Provider Organizations.

13. What is the proposed effective date of the proposed Material Change? **No later than January 30, 2017**

MATERIAL CHANGE NARRATIVE

14. *Briefly* describe the nature and objectives of the proposed Material Change, including any exchange of funds between the parties (such as any arrangement in which one party agrees to furnish the other party with a discount, rebate, or any other type of refund or remuneration in exchange for, or in any way related to, the provision of Health Care Services) and whether any changes in Health Care Services are anticipated in connection with the proposed Material Change:

Through the creation of a new subsidiary entity, Shields will enter into a joint venture with Berkshire Medical Center, Inc. ("BMC"). The purpose of the joint venture will be the owning and operating of a DPH-licensed clinic providing PET/CT services to BMC patients.

15. *Briefly* describe the anticipated impact of the proposed Material Change, including but not limited to any anticipated impact on reimbursement rates, care referral patterns, access to needed services, and/or quality of care:

The parties will work to ensure that quality services are continued to be provided in the most cost efficient manner. The clinic will also meet the demand of the patient population and health care providers for diagnostic imaging. The joint venture is expected to facilitate and improve patient care through the use of advanced technology and increased access to imaging services and less disruption to continuity of care.

DEVELOPMENT OF THE MATERIAL CHANGE

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

None known.

17. Indicate the date and nature of any applications, forms, notices or other materials you have submitted regarding the proposed Material Change to any other state or federal agency:

A DoN filing for a new PET/CT service will be made on, or about, February 1, 2017.

SUPPLEMENTAL MATERIALS

18. Submit the following materials, if applicable, under separate cover to HPC-Notice@state.ma.us.

The Health Policy Commission shall keep confidential all nonpublic information, as requested by the parties, in accordance with M.G.L. c. 6D, § 13(c), as amended by 2013 Mass. Acts, c. 38, § 20 (July 12, 2013).

- a. Copies of all current agreement(s) (with accompanying appendices and exhibits) governing the proposed Material Change (e.g., definitive agreements, affiliation agreements);
- b. A current organizational chart of your organization
- c. Any analytic support for your responses to Questions 14 and 15 above.

[Remainder of this page intentionally left blank]

This signed and notarized Affidavit of Truthfulness and Proper Submission is required for a complete submission.

AFFIDAVIT OF TRUTHFULNESS AND PROPER SUBMISSION

I, the undersigned, certify that:

1. I have read 958 CMR 7.00, Notices of Material Change and Cost and Market Impact Reviews.
2. I have read this Notice of Material Change and the information contained therein is accurate and true.
3. I have submitted the required copies of this Notice to the Health Policy Commission, the Office of the Attorney General, and the Center for Health Information and Analysis as required.

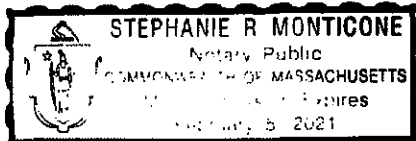
Signed on the 2 day of November, 20 16, under the pains and penalties of perjury.

Signature: _____

Name: Thomas A. Shields

Title: President

FORM MUST BE NOTARIZED IN THE SPACE PROVIDED BELOW:



Notary Signature

Copies of this application have been submitted electronically as follows:

Office of the Attorney General (1)

Center for Health Information and Analysis (1)

EXPLANATIONS AND DEFINITIONS

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

“Hospital”, any hospital licensed under section 51 of chapter 111, the teaching hospital of the University of Massachusetts Medical School and any psychiatric facility licensed under section 19 of chapter 19.

“Net Patient Service Revenue”, the total revenue received for patient care from any third party Payer net of any contractual adjustments. For Hospitals, Net Patient Service Revenue should be as reported to the Center under M.G.L. c. 12C, § 8. For other Providers or Provider Organizations, Net Patient Service Revenue shall include the total revenue received for patient care from any third Party payer net of any contractual adjustments, including: (1) prior year third party settlements; and (2) premium revenue, which means per-member-per-month amounts received from a third party Payer to provide comprehensive Health Care Services for that period, for all Providers represented by the Provider or Provider Organization in contracting with Carriers, for all Providers represented by the Provider or Provider Organization in contracting with third party Payers..

“Provider”, any person, corporation, partnership, governmental unit, state institution or any other entity qualified under the laws of the Commonwealth to perform or provide Health Care Services.

“Provider Organization”, any corporation, partnership, business trust, association or organized group of persons, which is in the business of health care delivery or management, whether incorporated or not that represents one or more health care Providers in contracting with Carriers or third-party administrators for the payments of Health Care Services; provided, that a Provider Organization shall include, but not be limited to, physician organizations, physician-hospital organizations, independent practice associations, Provider networks, accountable care organizations and any other organization that contracts with Carriers for payment for Health Care Services.

13.	Proposed Effective Date of the Proposed Material Change	<p>Indicate the effective date of the proposed Material Change.</p> <p>NOTE: The effective date may not be fewer than 60 days from the date of the filing of the Notice.</p>
14.	Description of the Proposed Material Change	<p>Provide a brief narrative describing the nature and objectives of the proposed Material Change, including any exchange of funds between the parties (such as any arrangement in which one party agrees to furnish the other party with a discount, rebate, or any other type of refund or remuneration in exchange for, or in any way related to, the provision of Health Care Services). Include organizational charts and other supporting materials as necessary to illustrate the proposed change in ownership, governance, or operational structure.</p>
15.	Impact of the Proposed Material Change	<p>Provide a brief description of any analysis conducted by the notifying organization as to the anticipated impact of the proposed Material Change including, but not limited to, the following factors, as applicable:</p> <ul style="list-style-type: none"> • Costs • Prices, including prices of the Provider or Provider Organization involved in the proposed Merger, Acquisition, affiliation or other proposed Material Change • Utilization • Health Status Adjusted Total Medical Expenses • Market Share • Referral Patterns • Payer Mix • Service Area(s) • Service Line(s) • Service Mix

- | | | |
|-------|---|--|
| 16. | Future Planned Material Changes | Provide a brief description of the nature, scope and dates of any pending or planned Material Changes, occurring between the notifying organization and any other entity, within the 12 months following the date of the notice. |
| <hr/> | | |
| 17. | Submission to Other State or Federal Agencies | Indicate the date and nature of any other applications, forms, notices or other materials provided to other state or federal agencies relative to the proposed Material Change, including but not limited to the Department of Public Health (e.g., Determination of Need Application, Notice of Intent to Acquire, Change in Licensure), Massachusetts Attorney General (e.g., notice pursuant to G.L. c. 180, §8A(c)), U.S. Department of Health and Human Services (e.g., Pioneer ACO or Medicare Shared Savings Program application) and Federal Trade Commission/Department of Justice (e.g., Notification and Report Form pursuant to 15 U.S.C. sec. 18a). |
| <hr/> | | |

Attachment/Exhibit

7

CERTIFICATE OF ORGANIZATION

OF

SHIELDS PET-CT AT BERKSHIRE MEDICAL CENTER, LLC

(Pursuant to the provisions of Section 12 of the
Massachusetts Limited Liability Company Act)

To the State Secretary
Commonwealth of Massachusetts

It is hereby certified that:

FIRST: The name of the limited liability company (the "Company") is:

Shields PET-CT at Berkshire Medical Center, LLC

SECOND: The address of the office of the Company in the Commonwealth of
Massachusetts, required to be maintained by the provisions of Section 5 of the Massachusetts Limited
Liability Company Act, and where the records are to be kept as prescribed by the provisions of Section 9 of
said Act, is:

**700 Congress Street – Suite 204,
Quincy, Massachusetts 02169.**

THIRD: The name and the address within the Commonwealth of Massachusetts of the
resident agent for service of process for the Company are:

**Shields Health Care Group, Inc.
700 Congress Street – Suite 204
Quincy, Massachusetts 02169.**

FOURTH: The Company is not to have a specific date of dissolution.

FIFTH: The Manager of the Company is:

NAME

ADDRESS

Shields Health Care Group, Inc.

**700 Congress Street – Suite 204
Quincy, Massachusetts 02169**

SIXTH: The name and the address of each person authorized to execute any documents to
be filed with the office of the Secretary of State of the Commonwealth of Massachusetts are:

NAME

ADDRESS

Thomas A. Shields

**700 Congress Street – Suite 204
Quincy, Massachusetts 02169**

William Demianiuk

**700 Congress Street – Suite 204
Quincy, Massachusetts 02169**

SEVENTH: The general character of the Company's business is as follows:

To engage in any or all lawful activities for which limited liability companies may be organized under the Massachusetts Limited Liability Company Act, including but not limited to the acquisition, ownership, development, and management of advanced medical imaging facilities.

EIGHTH: The name and address of each person authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property recorded with a registry of deeds or district office of the land court are:

NAME

ADDRESS

Thomas A. Shields

**700 Congress Street – Suite 204
Quincy, Massachusetts 02169**

William Demianluk

**700 Congress Street – Suite 204
Quincy, Massachusetts 02169**

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, the person whose signature appears below does hereby affirm and execute this Certificate of Organization as an authorized person this 15 day of June, 2017.




Name: Thomas A. Shields
Title: Authorized Person

CONSENT OF RESIDENT AGENT:

Shields Health Care Group, Inc., resident agent of the above-referenced limited liability company, consents to its appointment as resident agent pursuant to G.L., c 156C § 12.

SHIELDS HEALTH CARE GROUP, INC.



By: Thomas A. Shields
Its: President

CONSENT TO USE NAME

The undersigned, being the President of Shields Health Care Group, Inc., and the Authorized Signatory for its affiliated companies:

Shields PET Service of Boston, LLC
Shields PET Service of Cape Cod, LLC
Shields Health Care Group, LP
Shields Health Care of Leominster, LLC
Shields Healthcare of Brighton, LLC
Shields Healthcare of Brockton, Inc.
Shields Healthcare of Cambridge, Inc.
Shields Healthcare of Dartmouth, Inc.
Shields Healthcare of Springfield, LLC
Shields Healthcare of Suffolk, Inc.
Shields Healthcare of Weymouth, Inc.
Shields Healthcare of Winchester, LLC
Shields Healthcare of Worcester, LLC
Shields Imaging of Lowell, LLC
Shields Imaging of Lowell General Hospital, LLC
Shields Imaging of Eastern Massachusetts, LLC
Shields Imaging of Marlborough, LLC
Shields Imaging of Massachusetts, LLC
Shields Imaging of Massachusetts II, LLC
Shields Imaging of Massachusetts III, LLC
Shields Imaging of New England, LLC
Shields Imaging of South Shore, LLC
Shields Imaging of Springfield, LLC
Shields Imaging of the North Shore, LLC
Shields Imaging of Winchester, LLC
Shields Imaging of Worcester, LLC
Shields Imaging Services, LLC
Shields MRI & Imaging Center of Cape Cod, LLC
Shields MRI of Framingham, LLC
Shields PET/CT at Cooley Dickinson Hospital, LLC
Shields Sturdy PET-CT, LLC
Shields Signature Imaging, LLC
Shields Imaging at Anna Jaques Hospital, LLC

does hereby consent to the use of the name, "SHIELDS PET-CT AT BERKSHIRE MEDICAL CENTER, LLC" by Shields PET-CT at Berkshire Medical Center, LLC, a limited liability company seeking to organize and do business in the Commonwealth of Massachusetts.

IN WITNESS WHEREOF, said corporation has caused this Consent to be executed this 15th day of June 2017.

Shields Health Care Group, Inc.

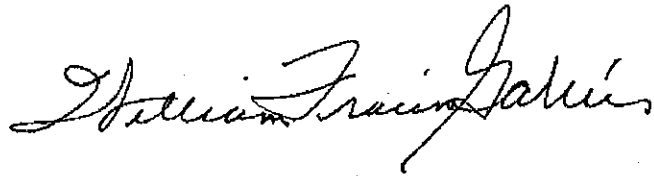
By: 

Thomas A. Shields, Pres.
And Authorized Signatory
For All Above-Referenced Entities

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 15, 2017 03:37 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Attachment/Exhibit

8

References

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Attachment/Exhibit

9

Cancer Center
Patient and Family Advisory Council
Meeting Agenda
6/20/2017

- I. Wishing Well Update
- II. PET Scan Update
- III. Introduction – Viktoria Seavey
- IV. Intuitive Painting session

**Cancer Center Patient and Family Advisory Council
Meeting Minutes**

DATE: 6/20/17

TIME STARTED: 4:30pm

TIME ENDED: 6:00pm

Aaron Crow	P											
Sue Gazzillo	P											
Elaine Kalinowsky	P											
Kelly Kennedy	P											
Linda Sullivan	P											
Chris Quillen	P											
Maureen Riley Moriarty	P											
Josette Pavlick	P											

P= Present A= Absent E= Excused

NEW BUSINESS		
Wishing Well Update	Sue Gazzillo	<ul style="list-style-type: none"> Sue showed the members of the PFAC the wishing well that was recently constructed by the husband of our lab manager. The wishing well will be used by patients to celebrate the end of treatment, or other milestones in their Cancer journey, by either taking a stone with an inspiring message or leaving something for someone else
PET Scan U	Sue Gazzillo	<ul style="list-style-type: none"> As part of a joint venture between Shields and BHS, and pending approval of a Determination of Need proposal by the DPH, the PET machine will be relocated from BMC to the Cancer Center. The same single day of service will be provided, but will potentially provide longer hours of service on that one day. Sue then asked for any feedback. The only feedback provided was a comment that this will be a benefit to the patients to have the machine right at the Cancer Center.
Introduction – Viktoria Seavey	Sue Gazzillo	<ul style="list-style-type: none"> Introduced Viktoria Seavey, who will be leading Intuitive painting sessions here at the Cancer Center for patients. Viktoria is a Lifestyle coach, originally from Hungary, has Bachelor of Arts degree in Social & Family Education and is certified as a Health Coach by the Institute for Integrative Nutrition. Her background enables her to incorporate psychological principles and health and lifestyle counseling into her coaching.
Intuitive Painting	Viktoria Seavey	<ul style="list-style-type: none"> Viktoria led the group through an Intuitive Painting session. Starting with a brief meditation, the focus of the session was on the process and getting in touch with emotions and then letting those emotions drive your painting.