

**New Jersey Department of Human Services  
Division of Medical Assistance and Health Services  
Accountable Care Organization Certification  
Application Form**

Name of Organization: Healthy Greater Newark ACO

Address: 274 South Orange Avenue  
3rd Floor  
Newark, NJ 07103

Primary Contact Person: Keri Logosso-Misurell  
Phone: o: (973) 855-4835 c: (862) 754-4922  
FAX: N/A  
Email: klogosso@greaternewarkhcc.org

Proposed Area of Coverage: (include zip codes)

07103, 07108, 07112

The narrative portion of the application shall not exceed 10 double-spaced type written pages with a 12 point font minimum.

The following documents must be included along with the narrative in order to be considered for review (refer to N.J.A.C. 10:79A for specifics):

- ✓ Letter of Commitment with Original Signature
- ✓ Copy of the Certificate of Incorporation filed with the State
- ✓ Organization Bylaws
- ✓ List of Governing Board Members
- ✓ Letters of Support by required entities
- ✓ Quality Plan
- ✓ Gainsharing Plan (may be submitted up to 1 year after demonstration start date)

I attest the information contained in the ACO demonstration project certification application is accurate, complete, and truthful, that the signatory is familiar with the laws and regulations regarding the provision of healthcare services, and that the services are to be provided in compliance with such laws and regulations.

Keri Logosso-Misurell  
Signature, Title

7/7/14  
Date

Keri Logosso-Misurell, Executive Director

**Applicant Information**

**Applicant Name:** Healthy Greater Newark ACO

**Address:** 274 South Orange Ave, 3<sup>rd</sup> Floor, Newark NJ 07103

**Phone:** 973-855-4835

**Primary Applicant Contact:** Keri Logosso-Misurell, Esq.

**Proposed Coverage Area:** Newark, NJ (07103, 07108, 07112)

**Website:** [www.greaternewarkhcc.org](http://www.greaternewarkhcc.org)

**Date of Incorporation:** 7/3/14

**I. Introduction**

The Greater Newark Health Care Coalition (GNHCC) began as a CEO workgroup in 2008 when two of five hospitals in Newark abruptly closed. Together, the remaining hospital CEOs came together to preserve access to services, along with leadership from the federally qualified health centers, state and local departments of health, behavioral health providers, primary care providers, health lawyers and other key stakeholders. In 2010, the group incorporated the Greater Newark Health Care Coalition as a New Jersey nonprofit with 501(c)3 designation and expanded to include partners such as Prudential Financial, Horizon NJ Health, NJIT and New Jersey Medical School.

Over the past four years, GNHCC has undertaken diverse initiatives aimed at transforming healthcare and health outcomes for our region. Foremost among the priorities of GNHCC has been participation in the NJ Medicaid ACO Demonstration Project. GNHCC trustees participated in the drafting of the statute, GNHCC staff and partners responded to the regulations, and over the past two years, the organization has conducted intensive planning,

needs assessments, and capacity building in order to prepare this application and the work that will follow.

## **II. Organizational Overview**

GNHCC is notable for the enduring commitment from the area's healthcare leadership. The CEOs of the participating organizations remain dedicated to their roles as trustees of the organization, attending monthly GNHCC board meetings and participating actively in the work of the organization.

GNHCC has established a strong track record of collaboration among regional stakeholders across health and related disciplines. Member hospitals have been contributing claims data since 2010 (through 2013) to GNHCC's regional hospital claims database. This has allowed GNHCC to conduct "hotspotting" analyses, examining areas of highest need in terms of utilization, as well as clusters of disease.

In 2012, Essex County hospitals and health departments convened to analyze area health statistics and build a set of regional priorities. The recommendations from this meeting were incorporated into GNHCC hospitals' 2013 Community Health Needs Assessments (CHNA), and a second symposium was convened to report on CHNA priorities and discuss how clinical and public health partners can work together towards shared priorities. These meetings have also been used by health departments for their own accreditation processes.

Primary care is a regional priority, and the coalition convenes an annual Primary Care Summit, bringing together over 100 area primary care stakeholders to connect front line primary care providers with updates on policy and care transformation. NJIT is a trustee of GNHCC and home of the regional Health Information Exchange, the Highlander Health Data Network (HHDN), as well as NJHITEC, New Jersey's Regional Extension Center, which is an important

portal for primary care outreach and engagement. GNHCC hospitals and FQHCs exchange data via the HHDN, and NJHITEC physician members have access to the HIE via their NJHITEC physician portal. The infrastructure to collect and transmit data across diverse providers is strong, and GNHCC works closely with NJIT to continue to add new partners to the HIE (ex. behavioral health) and to continue to advance Meaningful Use.

### **III. Nonprofit Status**

The Healthy Greater Newark ACO is incorporated as a New Jersey nonprofit corporation, and is beginning the application for 501(c)3 designation from the IRS. Its sister organization, the Greater Newark Health Care Coalition, is also a New Jersey nonprofit and was granted 501(c)3 designation in May of 2012. GNHCC's treasurer, CEO of East Orange General Hospital, and his CFO manage the organization's finances, which are audited annually on a pro bono basis by Clifton Larsen Allen. Staff members are employed through the Visiting Nurses Association Health Group (VNAHG), and VNAHG is reimbursed by GNHCC for direct costs.

### **IV. Choosing a Designated Area in Greater Newark**

The Greater Newark area is very large and very heterogeneous. The City of Newark and contiguous urban communities in Essex County (Orange, East Orange, Irvington) have over 430,000 residents. CMS defines the Newark Hospital Referral Region to include Jersey City in Hudson County. As such, Jersey City Medical Center is a trustee of GNHCC and participates in key initiatives such as the Health Information Exchange.

GNHCC has examined ZIP codes to explore which areas would be best served by an ACO Demonstration project. The ZIPs of 07108, 07103, and 07112 have emerged as particularly high need, in terms of poverty and Medicaid eligibility, as well as having few health services (with the exception of hospitals), see Table 1. Based on an analysis of 2010-11 hospital claims

data, the highest number of cost “hotspots” are found in these ZIPs, and we are finding that treatable health conditions, like asthma, are also high in these areas. Of particular note is the correlation between ACSC conditions, like asthma, and area poverty level.

Table 1. City of Newark ZIP Codes

ZIP	ZIP population (2010)	% ZIP below FPL	TOTAL MEDICAID ELIGIBLE (2010)	% ZIP Medicaid eligible	ACSC as % all IP - Medicaid
07101	PO BOX		824	n/a	6.25%
07102	12,579	48	4,345	34.54%	10.85%
07103	32,698	50	14,232	43.53%	15.27%
07104	50,478	34	20,384	40.38%	10.13%
07105	46,983	23	9,882	21.03%	7.10%
07106	31,298	30	10,053	32.12%	13.34%
07107	37,650	38	15,918	42.28%	13.06%
07108	24,386	56	12,072	49.50%	16.48%
07112	26,417	30	9,536	36.10%	16.37%
07114	14,748	35	4,398	29.82%	14.63%

Newark has an opportunity to partner with a consortium of seven public elementary schools (both district and charter) that have identified health as a primary non-academic need of their students. The schools serve over 3,000 children and overlap with the designated ACO ZIP codes (07108, 07112) to be served by the ACO. A partnership between the ACO and the South Ward Alliance: Schools of Excellence represents an unprecedented cross-sector opportunity to impact both child health and academic outcomes, and reach families in the designated area who might not otherwise be engaged in healthcare except for emergent needs. This presents an important opportunity to work collaboratively for the common community we will serve to maximize resources being deployed across the designated area.

People in Newark experience a health burden as a result of poverty, social determinants, and access that is significant – and avoidable. This burden is especially apparent in the most

vulnerable neighborhoods. We believe that important strides could be made in community-based population health – and not waiting until people become the high utilizers of the future. This focus on care across the lifespan would present an opportunity for unique and lasting impact.

#### **V. ACO Governance Model**

The Healthy Greater Newark ACO was incorporated as a New Jersey nonprofit by the Greater Newark Health Care Coalition. GNHCC is deeply committed to the community-based ACO model outlined in the demonstration, but felt that the GNHCC board as currently constituted is unique among coalitions in New Jersey for the depth and breadth of commitment from executive leadership of healthcare organizations, and the GNHCC board as currently constituted would be an important support system for the ACO. Therefore, the decision was made not to disband the GNHCC board, but incorporate the Healthy Greater Newark ACO as an affiliated nonprofit membership organization with GNHCC as the sole member.

GNHCC reserves the following rights with respect to the Healthy Greater Newark ACO:

- 1) Approval and monitoring of all the Corporation's expenditures greater than \$75,000;
- 2) Disapproval of the Corporation's annual operating and capital budgets; 3) Adoption and amendment of this Certificate of Incorporation and adoption and amendment of substantive non-technical changes to the Corporation's bylaws; and 4) Removal of the Corporation's Executive Director, a trustee from position of officer, or any trustee by a vote of sixty-six (66) percent of the trustees present at a meeting with a Quorum present.

The ACO Board will be fully responsible for operational, clinical, and fiscal activities of the ACO, including creation and approval of the gain-sharing plan.

The Healthy Greater Newark ACO is governed by a Board of Trustees and managed by an Executive Director. The ACO Board will meet monthly, with no fewer than eight (8)

meetings per year. Required standing committees of the board include: Executive Committee (also responsible for finance and performance review of the Executive Director), Quality Committee, Community Engagement Committee, and Audit/Compliance Committee. The Community Engagement and Audit/Compliance Committees may include non-trustee members, and are encouraged to do so. Additional committees, such as Medical Utilization Review or Data, may be convened as appropriate.

The Executive Committee and Officers will be elected by the Board. Officers include: Chair, Vice Chair, Treasurer, and Secretary. The Executive Committee will meet monthly and will be staffed by the Executive Director.

The Quality Committee will carry out deliverables outlined in the quality plan. It will include clinical providers and will be staffed by the Medical Director.

The Community Engagement Committees will meet monthly and will be chaired by one of the community advocacy trustees. The chair and the committee will be responsible for recruiting and engaging non-trustee members, as well as engaging community constituents more broadly.

The Audit/Compliance Committee will meet at least quarterly, or more often as needed. This committee will include legal counsel, compliance officers, and financial officers of ACO organizations and may include members who are not trustees.

Day-to-day operations of the ACO will be managed by the Executive Director, and clinical operations, including the Quality Committee and development of the Quality Plan will be supervised by the Medical Director.

## **VI. Healthy Greater Newark ACO Board of Trustees**

The ACO will be governed by a board of trustees that represents the diverse partners and expertise of the organizations participating in the Demonstration. Trustees will sit on the Board in an individual capacity, not as member representatives. Trustees will be individually accountable to the ACO in their fiduciary responsibilities as trustees of the organization.

As required by N.J.S.A. 30:4D-8.4(2)(b), the ACO Board includes two consumer organizations capable of advocating with and on behalf of patients: 1) The Urban League of Essex County; and 2) Clear View Baptist Church. Both organizations have a physical location in the designated area, with extensive leadership and involvement from Greater Newark residents. Further, Rev. Eric Beckham of Clear View Baptist Church satisfies the additional requirements of N.J.S.A. 30:4D-8.4(2)(b) as he is a resident of the designated area and will serve as a voting representative on the ACO Board.

## **VII. Support from Providers**

This ACO is fortunate to have outstanding and deeply committed clinical partners across the spectrum of care. All general hospitals in the designated area, four (4) behavioral health providers, and over 75% of primary care providers have given their enthusiastic commitment to participate in the Demonstration. Letters of support have been provided by:

- Hospitals: University Hospital (UH), Newark Beth Israel Medical Center (NBIMC) & Children's Hospital of New Jersey (CHONJ), Saint Michael's Medical Center
- Primary Care Providers: Newark Community Health Centers (FQHC), City of Newark Department of Child & Family Well-Being FQHC, Rutgers – New Jersey Medical School, primary care staffs of UH, NBIMC & CHONJ

- Behavioral Health Providers: East Orange General Hospital, Rutgers – University Behavioral Healthcare, Integrity House
- Community Partners: Urban League of Essex County, Clear View Baptist Church, VNA Health Group
- Other: Camden Coalition of Healthcare Providers, NJHCQI, City of Newark – Office of the Mayor

### **VIII. Community Engagement Process**

GNHCC and organizations participating in the ACO have a strong track record of community engagement. Individually and collectively, the group has sought out community partners including public officials, community-based organizations, faith-based organizations, schools, and grassroots groups. The ACO will draw on these established relationships to recruit new partners and engage the public in the mission and functions of the ACO (ex. review of gain-sharing plan).

The community representatives on the Board, the Urban League of Essex County and Clear View Baptist Church will hold monthly meetings of the Community Engagement Committee, encouraging other community leaders to learn about and participate in the health promotion and quality improvement goals of the ACO. In addition, the Committee will be responsible for convening a quarterly public forum in order to directly engage community residents in the designated area by sharing updates on ACO activities and progress, and seeking resident feedback on health priorities.

The full ACO Board will hold one annual public meeting, to coincide with the presentation of the gain-sharing plan (and subsequent results) for public comment.

The quarterly forums and annual public meeting will be publicized and meeting minutes will be posted on the ACO website, as well as other public documents as outlined in N.J.S.A. 30:4(D).

**IX. Commitment to ACO Demonstration Project**

The Healthy Greater Newark ACO is committed to participating in the full Demonstration. The ACO agrees to be accountable for the health outcomes, quality, cost, and access to care of Medicaid recipients residing in the designated area for at least three years following certification. In doing so, the ACO will comply with all requirements of the Medicaid ACO legislation and regulations.

**X. Gainsharing**

The Healthy Greater Newark ACO will open a dedicated bank account to receive and disburse gain-sharing funds, which will be distributed according to the gain-sharing plan to be developed and adopted by the ACO board, and vetted through a public engagement process. Access to the account will be limited to the Executive Director and all deposits and withdrawals will be presented to the Board for review. All organizations receiving gain-sharing payments from the account will sign a release acknowledging receipt of funds and confirming their use for the activities approved in the gain-sharing agreement.

The gain-sharing plan will be submitted to the Department for approval within 12 months of certification.

**XI. Quality Measures, Patient Safety, and Patient Satisfaction**

The Quality Committee of the Healthy Greater Newark ACO will be responsible for generating quality standards, monitoring progress towards those goals by ACO members, receiving patient feedback, and addressing deficiencies. The Quality Committee will be staffed

by the Medical Director and will include physician trustees as well as additional clinical or non-clinical trustees to be identified as outline in the quality plan.

The participating hospitals are presently connected via the regional HIE, the Highlander Health Data Network (HHDN). HHDN conducts real-time data exchange across partner hospitals, and is capable of extracting many of the Demonstration quality measures automatically across the network, and additional measures via site-specific EMR extraction. Some measures, such as CAHPS, may be reported via third-party collection such as Press-Ganey. HHDN is housed at NJIT, which is also the home of New Jersey's regional extension center, NJ-HITEC, and is uniquely positioned to work with both the HIE and EMR to track quality data.

The Quality Committee will develop policies to govern intervals for data tracking and reporting, and will work with ACO staff to design and implement a technical assistance process at the outset of the ACO, including a guided partner self-assessment and ongoing support for quality assurance and quality improvement. The Medical Utilization Committee will assist in reviewing data and ensuring that providers are delivering appropriate, timely care. In addition, ACO staff will work with the Quality Committee and the Board to identify and create opportunities for peer support and learning within the ACO. The Quality Committee will develop a policy for remediation in event of failure to meet required measures or deficiencies in patient experience, which will be ratified by the full Board.

ACO staff will work with the Quality Committee and Community Engagement Committee on patient experience, including a mechanism for patients to anonymously provide feedback.

## Healthy Greater Newark ACO Application

### Attachments

1. Letter of Commitment with Original Signature
2. Copy of Certificate of Incorporation filed with State
3. Organization Bylaws
4. List of Governing Board Members
5. Letters of Support by required entities
6. Quality Plan

**Attachment 1:**  
**Letter of Commitment with Original Signature**

July 7, 2014

Jennifer Velez, Esq.  
Commissioner, NJ Department of Human Services  
222 South Warren Street  
PO Box 700  
Trenton, NJ 08625-700

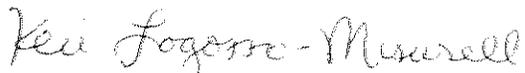
Dear Commissioner Velez:

I am pleased to submit the enclosed application for certification as a New Jersey Medicaid Accountable Care Organization (ACO), pursuant to N.J.S.A. 10:79A-1.5 et seq.

The certification of the Healthy Greater Newark Medicaid ACO will represent an important step forward in improving the quality, capacity and efficiency of the healthcare system in Greater Newark, New Jersey.

We look forward to your review of our application. Should you have any questions, I am available to discuss them with you.

Sincerely,



Keri Logosso-Misurell, Esq.  
Executive Director, Healthy Greater Newark Medicaid ACO  
274 South Orange Avenue  
3<sup>rd</sup> Floor  
Newark, NJ 07103  
t: (973) 855-4835  
c: (862) 754-4922  
[klogosso@greaternewarkhcc.org](mailto:klogosso@greaternewarkhcc.org)  
[www.greaternewarkhcc.org](http://www.greaternewarkhcc.org)

**Attachment 2:**

**Copy of Certificate of Incorporation filed with State**

**CERTIFICATE OF INCORPORATION**  
**OF**  
**HEALTHY GREATER NEWARK ACO, INC.**

The undersigned, being of the age of eighteen years or over, for the purpose of forming a nonprofit corporation pursuant to Title 15A of the New Jersey Revised Statutes, as it may be amended from time to time, known as the "New Jersey Nonprofit Corporation Act" (the "Act"), does hereby execute the following Certificate of Incorporation:

FIRST:       The name of this Corporation is "Healthy Greater Newark ACO, Inc."

SECOND:     (A)    The Corporation is organized and shall be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including without limitation for the purposes more particularly set forth below in this Article SECOND.

              (B)    More specifically, the Corporation's purposes include but are not limited to participation in the New Jersey Medicaid Accountable Care Organization demonstration project.

THIRD:       As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers:

              1.     To solicit and receive contributions, donations, bequests and devises of real or personal property;

              2.     To make contributions, grants, loans, guarantees and other payments of money and extensions of credit to any organization, public or private, or individual;

              3.     To make and perform contracts and incur liabilities;

4. To delegate functions, conduct its activities through other organizations and individuals and to become a member of any committee or other organization;

5. To accept, acquire, receive, take, and hold by bequest, devise, grant, purchase, gift, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated;

6. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law or this certificate of incorporation;

7. To borrow money and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment of property acquired or for any of the other purposes of the Corporation, and to secure the payment of any obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired;

8. To invest and reinvest its funds in such common or preferred stocks, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Code Section 501(c)(3); and

9. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate of incorporation, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt from federal income tax under Code Section 501(c)(3) and by an organization contributions to which are deductible under Code Sections 170, 2055(a)(2) and 2522(a)(2).

FOURTH: The following provisions shall govern the organization, operation and dissolution of the corporation:

1. The Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (a) prevent it from obtaining exemption from federal income taxation as a corporation described in Code Section 501(c)(3), or (b) cause it to lose such exempt status;

2. The Corporation shall not be operated for the purpose of carrying on a trade or business for profit;

3. No part of the net earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no trustee or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation;

4. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;

5. Notwithstanding any other provision of this certificate of incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Code Section 501(c)(3), or by an organization contributions to which are deductible under Code Sections 170, 2055(a)(2), and 2522(a)(2), nor shall the Corporation carry on, otherwise than as an insubstantial part of its activities, activities that are not in furtherance of the purposes specified in Article SECOND of this Certificate of Incorporation;

6. During any period in which the Corporation may be classified as a private foundation within the meaning of Code Section 509, the Corporation shall distribute its income at such times and in such manner as to avoid taxation under Code Section 4942, and the Corporation shall not engage in any act of self-dealing (as defined in Code Section 4941(d)), shall not retain any excess business holdings (as defined in Code Section 4943(c)), shall not make any investments in such manner as to subject the Corporation to tax under Code Section 4944, and shall not make any taxable expenditures (as defined in Code Section 4945(d)); and

7. In the event of a liquidation, dissolution, termination or winding up of the Corporation, whether voluntary, involuntary or by operation of law, the Board of Trustees shall, after provision for all liabilities, distribute any remaining assets or property of the Corporation for one or more exempt purposes within the meaning of Code Section 501(c)(3) to the Greater Newark Health Care Coalition, Inc., provided it still qualifies under Code Section 501(c)(3), or otherwise such organization or organizations then located in the United States and qualified under Code Section 501(c)(3), or to a state or local government for a public purpose, as the Board of Trustees shall deem appropriate. Any such assets not so disposed of shall be disposed of by the Superior Court of New Jersey, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

FIFTH: The sole member of the Corporation is the Greater Newark Health Care Coalition, Inc., a New Jersey nonprofit corporation, tax exempt under Code section 501(c)(3), having its principal office in Newark, New Jersey (the "Greater Newark Health Care Coalition"), and its corporate successor by merger, consolidation, or otherwise.

SIXTH: The method of electing the additional trustees of the Corporation, the terms of their incumbency, their voting rights and their qualifications shall be set forth in the bylaws of the Corporation. The Corporation's bylaws shall provide the number of the trustees of the Corporation, which number may be changed from time to time by resolution of the Board of Trustees without requiring an amendment of such bylaw provision, or as otherwise provided in the Corporation's bylaws.

SEVENTH: The place in which the operations of the Corporation are principally to be conducted is the State of New Jersey, but the operations of the Corporation shall not be limited to such territory.

EIGHTH: The number of trustees constituting the first Board of trustees shall be fourteen (14) and the names and addresses of the initial trustees are as follows:

<u>Name</u>	<u>Address</u>
Neveen Elkholy, DO	444 William St, East Orange NJ 07017
Jeremias Murillo, MD	201 Lyons Ave, Newark NJ 07112
Kathy Opromollo	205 South Orange Ave, Newark NJ 07103
Rosemarie Rosati, MSW	183 South Orange Ave, Newark NJ 07103
Robert Budsock	103 Lincoln Park, PO Box 510, Newark NJ 07101
Vivian Fraser	508 Central Ave, Newark NJ 07107
Eric Beckham	314 Hobson St, Newark NJ 07112
Sherl Brand, RN	176 Riverside Ave, Red Bank NJ 07701
Tomas Gregorio	211 Warren St, Newark NJ 07103
Hanaa Hamdi	183 South Orange Ave, Newark NJ 07103
Douglas Zehner	201 Lyons Ave, Newark NJ 07112
Trina Parks	300 Central Ave, East Orange NJ 07018
Chantal Brazeau, MD	183 South Orange Ave, Newark NJ 07103
Susan Walsh, MD	355 Grand St, Jersey City NJ 07302
Denise Rodgers, MD	65 Bergen St, Newark NJ 07107

NINTH: Pursuant to N.J.S.A. 15A:5-19(b), the following management powers of the Corporation's Board of Trustees shall be vested in the Board of Trustees of the Greater Newark Health Care Coalition, as sole member of the Corporation, except to the extent such management powers are from time to time delegated by the Board of Trustees of the Greater Newark Health Care Coalition to the Board of Trustees of the Corporation:

1. Approval and monitoring of all the Corporation's expenditures greater than \$75,000;
2. Disapproval of the Corporation's annual operating and capital budgets;
3. Adoption and amendment of this Certificate of Incorporation and adoption and amendment of substantive non-technical changes to the Corporation's bylaws.
4. Removal of the Corporation's Executive Director, a trustee from position of officer, or any trustee by a vote of sixty-six (66) percent of the trustees present at a meeting with a Quorum present.

In exercising its approval authority with respect to the actions described above in this Article NINTH, the Greater Newark Health Care Coalition's approval will not be unreasonably withheld or delayed, and will be determined based on its reasonable determination that the action being taken is furthering the Corporation's mission.

TENTH: A trustee or officer of the Corporation shall not be personally liable to the Corporation or its member for damages for breach of any duty owed to the Corporation or its member, except that a trustee or officer shall not be relieved of liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the Corporation or its member, (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such person of an improper personal benefit.

ELEVENTH: The address of the registered office of the Corporation, as well as the name of the registered agent at such address upon whom service of process against the Corporation may be served, are as follows:

Todd C. Brower  
McCarter & English, LLP  
Four Gateway Center  
100 Mulberry Street  
Newark, NJ 07102

TWELFTH: The name and address of the incorporator is as follows:

Keri Logosso-Misurell  
Greater Newark Health Care Coalition  
274 South Orange Avenue, 3<sup>rd</sup> Floor  
Newark, NJ 07103

THIRTEENTH: The duration of the Corporation shall be perpetual.

FOURTEENTH: This Certificate of Incorporation shall become effective upon filing with the New Jersey Department of the Treasury.

IN WITNESS WHEREOF, the undersigned has hereto signed this Certificate of Incorporation on the 3 day of July, 2014.

Keri Logosso-Misurell  
Keri Logosso-Misurell, Incorporator

**Attachment 3:**  
**Organization Bylaws**

BYLAWS OF

Healthy Greater  
Newark ACO, Inc.

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## BYLAWS OF

### Healthy Greater Newark ACO, Inc.

#### ARTICLE I DEFINITIONS

As used herein, the terms hereunder are defined as follows:

Section 1.1 Act. “Act” means the New Jersey Nonprofit Corporation Act (N.J.S.A. 15A:1.1, et. seq.), as the same has been amended to date, and as the same may be amended or replaced from time to time by future New Jersey legislation.

Section 1.2 Articles. “Articles” means the Articles of Incorporation of the Corporation, as amended from time to time.

Section 1.3 Board. “Board” means the Board of Trustees of the Corporation, as the same may be constituted from time to time.

Section 1.4 Bylaws. “Bylaws” means the Bylaws of the Corporation, as amended from time to time.

Section 1.5 Community. “Community” means the geographic area covered by the Healthy Greater Newark ACO, namely the zip codes enumerated in the North and East Wards of the city of Newark.

Section 1.6 Corporation. “Corporation” means Healthy Greater Newark ACO Inc., a New Jersey nonprofit corporation.

Section 1.7 Ex-Officio Trustee. “Ex-Officio Trustee” means an individual who serves on the Board in a non-voting capacity at the pleasure of the remaining members of the Board by virtue of his or her position, as provided by these Bylaws.

Section 1.8 Independent Trustee. “Independent Trustee” means a Trustee who has not, either for him/herself, nor any family member, received compensation from or engaged in transactions with the Corporation or a related entity within the previous three (3) years.

Section 1.9 Individual. “Individual” means a natural person.

Section 1.10 Officer. “Officer” means an individual Trustee that is voted by the Board as Chairperson, Executive Director, Medical Director, Treasurer, or Secretary of the Corporation from time to time in accordance with applicable provisions of the Articles of Incorporation and Bylaws.

Section 1.11 Operating Officer. “Operating Officer” means an individual that is employed by the Corporation as Executive Director, and individuals employed in other positions from time to time in accordance with applicable provisions of the Bylaws.

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Section 1.12 Parent. “Parent” means the parent corporation and sole member, the Greater Newark Health Care Coalition, Inc.

Section 1.13 Quorum. A “Quorum” is the number of Trustees necessary for the transaction of business at all meetings of the Members of the Board. Unless otherwise specified in the Bylaws, at a meeting of the Board, a Quorum shall mean the presence, of a majority of the Trustees entitled to vote at such meeting. A Quorum must be maintained for the duration of a meeting, with the exception of brief interruptions when a Trustee must excuse him/herself for not more than ten minutes during any meeting.

Section 1.14 Sector. “Sector” means a distinct segment of community interest, as represented by its members and as determined by the Board.

Section 1.15 Trustee. “Trustee” means an individual who serves on the Board as either an Ex-Officio Trustee or Undesignated Trustee (subsequently defined).

Section 1.16 Undesignated Trustee. “Undesignated Trustee” means an individual who serves on the Board in a voting capacity by nomination of the Committee on Trustees, and selected from the required Sectors as provided by these Bylaws.

Section 1.17 Written Notice. “Written Notice” means notice provided by any form of mail, including electronic mail.

## ARTICLE II NAME, MISSION, PRINCIPAL OFFICE

Section 2.1 Name. This Corporation shall be known as **Healthy Greater Newark ACO, Inc.**

Section 2.2 Mission. The Corporation is organized and shall be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). More specifically, the Corporation’s purposes include but are not limited to participation in the New Jersey Medicaid Accountable Care Organization demonstration project, namely: to engage the public with respect to its work, to have a positive impact on health access, outcomes, and costs, and to receive public comments regarding its gainsharing plan.

Section 2.3 Principal Office. The Corporation shall have its principal office within the County of Essex, State of New Jersey, and it may also maintain offices at such other places as the Board may from time to time designate.

## ARTICLE III SOLE MEMBER

Section 3.1 The Member. The sole Member of the Corporation shall be the Parent having its principal office at 274 South Orange Ave, 3<sup>rd</sup> Floor Newark, New Jersey 07103, and

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its corporate successors by merger, consolidation or otherwise. There shall be no other members of the Corporation.

Section 3.2 Reserved Powers. The Member of the Corporation reserves the following powers:

- (a) Approval and monitoring of all the Corporation's expenditures greater than \$75,000;
- (b) Disapproval of the Corporation's annual operating and capital budgets;
- (c) Adoption and amendment of the Corporation's Certificate of Incorporation and adoption and amendment of substantive non-technical changes to these Bylaws;
- (d) Removal of the Corporation's Executive Director, a Trustee from a position of officer, or any Trustee by a vote of sixty-six (66%) percent at a meeting held with a Quorum present.

In exercising its approval authority with respect to the actions described above in this Section 3.2, the Member's approval will not be unreasonably withheld or delayed, and will be determined based on its reasonable determination that the action being taken is furthering the Corporation's mission.

#### **ARTICLE IV** **TRUSTEES**

Section 4.1 Powers. Subject to the limitation of the Certificate of Incorporation of the Corporation, these Bylaws, and the laws of the State of New Jersey, the business and affairs of the Corporation shall be managed by the Board. The Board is empowered on behalf of the Corporation to do and perform all acts reasonably necessary, appropriate, or incident to the accomplishment of the purposes of the Corporation.

Section 4.2 Number of Trustees. The number of Trustees on the Board who are entitled to vote shall be a minimum of twelve (12) and a maximum of seventeen (17). All voting Trustees shall have equal voting rights. In the event that the Board shall, at any time, determine to decrease the number of Trustees, such determination shall not shorten the term of any such incumbent Trustee.

Section 4.3 Composition of the Board. Trustees are to be appointed and described herein. They are appointed by the Board and act in their individual capacity, independently, and in the best interest of the Corporation, not as representatives of their employers or any other entity. The Executive & Finance Committee may nominate to the Board individuals from the following Sectors, so long as an affirmative vote of fifty-one percent (51%) of the Trustees at a Board meeting at which a Quorum is present is received for each nominee:

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SECTORS:

- Health Care Providers (including but not limited to hospitals, physicians, dentists, behavioral health providers and medical school representatives)
- Social Services Agencies or Organizations
- Consumer Organizations
- Community Organizing Entities, Faith-Based Organizations, and Grassroots Leadership Development Entities

The Board shall contain a minimum of one (1) primary care physician Trustee, two (2) consumer organization Trustees, including one (1) Trustee residing in the designated area, two (2) social services agency Trustees, one (1) behavioral health provider Trustee, one (1) hospital Trustee, and one (1) specialty physician representative Trustee.

Section 4.4 Nomination and Election of Trustees. The initial Board shall be appointed as indicated in the Corporation's Certificate of Incorporation. Upon the expiration of the term of each Trustee, the Executive & Finance Committee, after consulting with and receiving recommendations from each affected Sector, shall recommend at least one (1) nominee to fill each vacated seat on the Board. No later than ten (10) days prior to the annual meeting of the Board, the Secretary shall apprise the Board of such nominations. An affirmative vote of fifty-one percent (51%) of the Trustees present at a Board meeting at which a Quorum is present shall be required for the election of a Trustee.

Section 4.5 Term of Trustees. The Board, at its first meeting following the adoption of these Bylaws, by an affirmative vote of fifty-one percent (51%) of the Trustees present at a Board meeting at which a Quorum is present, shall divide the Trustees, other than Ex-Officio Trustees, into three (3) groups, as nearly equal in number as possible (hereinafter the Trustees in these three (3) groups, and their successors, shall be referred to as "Group 1 Trustees", "Group 2 Trustees", and "Group 3 Trustees" respectively). The term of office of the initial Group 1 Trustees shall expire at the Board's second annual meeting of the Board of Trustees; the term of office of the initial Group 2 Trustees shall expire at the third annual meeting of the Board; and the term of office of the initial group 3 Trustees shall expire at the fourth annual meeting of the Board. Thereafter, the successor Trustees shall be elected to hold office for a term of three (3) years.

Section 4.6 Disqualification of Trustee. By an affirmative vote of sixty-six percent (66%) of the Board, provided a Quorum is present, any Trustee may be disqualified and removed for the following causes: (a) breach of fiduciary duty to the Corporation; (b) conflict of interest; (c) the conviction of a crime other than traffic violations; (d) mental incapacity; (e) absences amounting to greater than three (3) Board meetings in any year; and (f) any conduct unbecoming a Trustee of the Board as reasonably determined by the Executive & Finance Committee. Such removal shall require the approval of the Parent by an affirmative vote of fifty-one percent (51%) of its board of trustees. In addition to the foregoing, the Parent may disqualify and remove any Trustee, for the above named causes, by an affirmative vote of sixty-six percent (66%) of its Board of Trustees.

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Section 4.7 Vacancies in Seats on the Board. In the event any vacancy shall occur in a seat on the Board because of the death, resignation, incapacity to act or disqualification of an Undesignated Trustee as set forth above, the Executive & Finance Committee shall nominate a successor Trustee pursuant to the terms of Section 4.4 above.

Section 4.8 Resignation. Any Trustee may resign at any time effective upon receipt of Written Notice by the Corporation unless otherwise specified in such notice.

Section 4.9 Regular Meetings. Regular meetings of the Board shall be held monthly, unless otherwise determined by the Board, provided at least eight (8) such meetings are held during a calendar year. Ten (10) business days' Written Notice shall be given for meetings of the Board. Notices shall be directed to the address designated by the Trustee for that purpose, or, if none is designated, to the last known address of the Trustee. The annual meeting of the Board shall be held on every anniversary of the first meeting of the Board. Any business may be transacted at any regular meeting of the Board.

Section 4.10 Attendance. Trustees are required to be physically present for greater than fifty percent (50%) of all regular meetings in a calendar year. There will be a maximum of two (2) instances per calendar year where a Trustee may attend a meeting by teleconference or other electronic means.

Section 4.11 Special Meetings. Special meetings of the Board for any purpose or purposes may be held at any time on the call of the Chairperson or at the request in writing of any Trustee. Each Trustee shall be served at least ten (10) business days' Written Notice of the proposed meeting by mail or electronic mail at his or her last address on record with the Secretary. Such notice shall state the date, time and place of the meeting and the purpose or purposes for which it is proposed to be held.

Section 4.12 Place of Meetings. Meetings of the Board shall be held at any place within the State of New Jersey, as may be designated by the Board from time to time.

Section 4.13 Waiver of Notice. The notice required for any regular or special meeting of the Board may be waived in writing by a Trustee either before or after the meeting. Attendance of a Trustee at any meeting of the Board shall constitute a waiver of notice or such meeting, except where the Trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any Trustee failing to designate his or her address to the Secretary, or a change of address, shall be deemed to have waived notice of such meeting except at the address on record with the Secretary.

Section 4.14 Action Without Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if all the Trustees shall consent in writing to such action, in accordance with, and to the extent permitted by N.J.S.A. 15A: 6-7. Such action by written consent shall have the same force and effect as the unanimous vote of the Trustees.

Section 4.15 Transaction of Business. A meeting of Trustees shall conduct business only if a Quorum of Trustees shall be present.

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Section 4.16 Voting. An affirmative majority vote of at least fifty one percent (51%) of the Trustees present at a Board meeting at which a Quorum is present shall be necessary for the passage of any resolution, unless otherwise provided by law or by the Certificate of Incorporation or by these Bylaws. In the event of a tie vote, a Special Meeting of the Board may be called in accordance with Section 4.11 above for the purpose of a re-vote on the outstanding issue.

Section 4.17 Conduct of Meetings. The Chairperson of the Corporation, or in his or her absence, the Vice Chairperson, shall act as Chairperson at every meeting of the Board. The Secretary of the Corporation, or in the Secretary's absence, any person appointed by the Chairperson of the meeting, shall act as Secretary of the meeting. The first order of each meeting shall be the setting of the agenda for the meeting.

Section 4.18 Compensation of Trustees. The Corporation shall not pay any compensation to Trustees for services to the Corporation. A Trustee may, however, upon resolution of the Board, be reimbursed for any reasonable and necessary expenditures incurred by that Trustee in connection with the conduct of the business of this Corporation.

Section 4.19 Administration. The Board, by an affirmative vote of at least fifty-one percent (51%) of the Trustees present at a Board meeting at which a Quorum is present, provided that representation from at least three (3) Sectors is present, may appoint an Executive Director, who will be employed and compensated by the Corporation under terms and conditions determined by the Board. The Executive Director will be the Chief Executive Officer of the Corporation, fully accountable to the Board and responsible for the general operational management of the business and affairs of the Corporation, as may be prescribed by the Board, from time to time, in its sole discretion.

## **ARTICLE V** **COMMITTEES**

Section 5.1 Standing Committees - Designation and Membership. The Corporation will have the following standing committees, with Members appointed to such committees in accordance with these Bylaws:

**Executive & Finance Committee**

**Quality Committee**

**Community Outreach Committee**

**Audit & Compliance Committee**

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The Board may add additional standing committees and task forces as it may deem necessary. Each standing committee shall consist of one (1) or more Trustees of the Corporation, one (1) of whom shall serve as the chairperson of the committee, and, with respect to certain committees set forth below, one (1) or more persons who are not Trustees. The Executive Director of the Corporation will be a non-voting ex-officio member of all such committees and task forces. Each standing committee shall have and exercise authority to the extent provided in these Bylaws, which shall include the authority to appoint, with Board approval, special task forces or subcommittees, as such standing committees may, in their discretion, deem necessary to achieve their goals and objectives. Each standing committee, except the Executive & Finance Committee, may include any individual, within or outside the Corporation who is approved by the Board for membership on such committee.

Section 5.2 Ad Hoc Committees. The Board from time to time may establish various ad hoc committees by resolution of at least fifty-one percent (51%) of the Trustees present at the Board meeting at which a Quorum is present. Each ad hoc committee shall consist of one (1) or more of the Trustees of the Corporation, and, except as otherwise provided in such resolution, may include any individual, within or outside of the Corporation who is approved by the Board for membership on such committee. Committee chairs shall be appointed by the Chairperson of the Board.

Section 5.3 General Powers and Limitation of Committees. All standing and ad hoc committees shall be directed by and accountable to the Board. Unless otherwise provided by these Bylaws or by resolution of the Board, each such committee shall be responsible for making suggestions and recommendations to the Board; provided, however, that such committee shall not under any circumstances have the power or authority to:

- (a) Amend the Certificate of Incorporation;
- (b) Adopt an agreement of merger or consolidation;
- (c) Recommend the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
- (d) Recommend dissolution of the Corporation or revocation of dissolution;
- (e) Amend the Bylaws of the Corporation; and
- (f) Fill vacancies in the Board.

Section 5.4 Operating Philosophy. The operating philosophy of each committee and task force shall be based upon the mission of the Corporation and its underlying beliefs and values, including decision making by consensus, to the extent practicable, unless otherwise provided in these Bylaws.

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Section 5.5 Executive & Finance Committee.

There shall be an Executive & Finance Committee of the Board, which may, subject to the limitations provided by law or these Bylaws, exercise such power and authority as may be granted by the Board in the management of the business and affairs of the Corporation between meetings of the Board.

(a) Specific Powers. The Executive & Finance Committee shall also have the exclusive authority to conduct performance evaluations of the Executive Director and oversee the development, implementation and administration of the Corporation's human resources and personnel policies, including fringe benefit programs, wage and salary administration, and staffing requirements. The Executive & Finance Committee shall be responsible for originating discussion of legal and ethical issues of the Corporation and reporting to the full board on these issues. The authority herein granted to the Executive & Finance Committee shall not relieve the Board of any responsibility imposed upon it by law. The Executive & Finance Committee shall make a full report of all of its actions at the next meeting of the Board. Meetings of the Executive & Finance Committee may be held at such time and place as may be, from time to time, determined by the Executive & Finance Committee. Fifty percent (50%) of the members of the Executive & Finance Committee present shall constitute a Quorum for the transaction of business at a meeting, and the act of the majority of the Committee members present at any meeting at which there is a Quorum shall be the act of the Committee, except as may be otherwise specifically provided for by statute or by these Bylaws.

(b) Size and Composition. The Executive & Finance Committee shall consist of five (5) to seven (7) Trustees, which shall include the Chairperson, Executive Director, Medical Director, Secretary and Treasurer. The Chairperson shall annually propose non-officer Trustees to serve as members of the Executive & Finance Committee, subject to approval by the Trustees at the annual meeting. Vacancies may be filled at any meeting of the Board.

(c) Meetings. The Executive & Finance Committee shall meet regularly, as scheduled by the Chairperson, and at such time and place as he or she shall appoint. At least ten (10) business days' notice of the time and place of the meeting shall be given to each member of this Committee. The Executive Director shall be entitled to receive such notice of, and to attend, each meeting of the Executive & Finance Committee. Members of the Executive & Finance Committee may participate in any meeting of the Executive & Finance Committee by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section and paragraph constitutes presence in person at the meeting. Written minutes of all Executive & Finance Committee meetings shall be delivered to the Board within ten (10) days after such meeting. The Board may ratify any action by the Executive & Finance Committee and take action thereon no later than the next regular scheduled Board meeting.

Section 5.6 Audit & Compliance Committee. There shall be an Audit & Compliance Committee, primarily comprised of independent Trustees appointed by the Board. The Audit & Compliance Committee shall be responsible for overseeing the hiring and supervision of external auditors, and shall assure the independence of these auditors. It shall meet with the auditor and

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ensure that an audit, 990 tax filing and all required documents are completed and filed in a timely manner. It shall be responsible for monitoring the Corporation's accounting policies and principles, and the Corporation's internal financial controls processes. It shall oversee all internal audit functions, risk management policies, and shall oversee all financial reporting and disclosure processes. It shall oversee all regulatory compliance, corporate ethics, and whistleblower protection processes. This Committee shall be chaired by the Treasurer. Trustees and non-Trustees may serve on the Audit & Compliance Committee.

Section 5.7 Quality Committee. The Quality Committee shall consist of the Medical Director, primary care physicians, and no less than one physician specializing in chronic diseases. The Quality Committee shall address issues related to quality, including setting quality benchmarks and addressing deficiencies thereto.

Section 5.8 Community Outreach Committee. The Community Outreach Committee shall develop a process for engaging members of the Community to develop health care goals and receive public comments with respect to the gainsharing plan.

## **ARTICLE VI** **OFFICERS**

Section 6.1 Officer Election. The Officers of the Corporation shall be a Chairperson, Vice-Chairperson, Treasurer, and Secretary, no more than two (2) of whom shall be from the same Sectors of the Corporation. Such Officers shall be elected by the Board at its annual meeting from among the Trustees who have been nominated by the Executive & Finance Committee, and shall hold office until the next annual meeting of the Board and until his or her successor has been duly elected and qualified, or until his or her death, resignation or removal.

Section 6.2 Term of Officers. Officers shall be elected to serve three (3) year terms, and no Officer may serve more than two (2) successive three (3) year terms.

Section 6.3 Removal or Resignation. By an affirmative vote of sixty-six percent (66%) of the Board, provided a Quorum is present, any Officer may be disqualified and removed for the following causes: (a) breach of fiduciary duty to the Corporation; (b) conflict of interest; (c) the conviction of a crime other than traffic violations; (d) mental incapacity; (e) absences amounting to greater than three (3) Board meetings in any year; and (f) any conduct unbecoming an Officer as reasonably determined by the Executive & Finance Committee. Such removal shall require the approval of the Parent by an affirmative vote of fifty-one percent (51%) of its board of trustees. In addition to the foregoing, the Parent may disqualify and remove any Officer for the above named causes, by an affirmative vote of sixty-six percent (66%) of the Board. Any Officer may resign from his or her office at any time, such resignation to take effect upon receipt of Written Notice thereof by the Secretary of the Corporation unless otherwise specified in the resignation. Acceptance shall not be necessary to render the resignation effective.

Section 6.4 Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by an affirmative vote of the Trustees present at a Board meeting at which a Quorum is present that has been called for such purpose.

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Section 6.5 Chairperson. The Chairperson shall preside over all meetings of the Trustees. The Chairperson shall perform such other duties as may be specified from time to time by the Parent.

Section 6.6 Executive Director. The Executive Director shall perform administrative functions for the Corporation and attend meetings of the Board and Executive & Finance Committee.

Section 6.7 Medical Director. The Medical Director shall be responsible for overseeing the Corporation's quality performance and its obligation to provide access to medically necessary care.

Section 6.8 Treasurer. The Treasurer shall have custody of the funds and other property of the Corporation; shall keep accurate records of all property, receipts and disbursements of the Corporation in financial books to be maintained for that purpose; shall deposit all assets in the name and to the credit of the Corporation with such depository or depositories as shall be designated by the Trustees; shall disburse the funds of the Corporation; and shall render to the Trustees such reports as they shall prescribe. Only Trustees are eligible to be Treasurer.

Section 6.9 Secretary. The Secretary shall give notice of each meeting of the Trustees or committees of the Corporation as to which notice is required; shall record minutes of such meeting in books kept for that purpose; shall have custody of the records of the Corporation; and shall perform such other duties as may be specified from time to time by the Trustees. The Secretary may delegate the duties to another person but will remain ultimately responsible for the performance of those duties.

Section 6.10 Compensation of Officers. No Officer of this Corporation, other than the Operating Officers, shall receive compensation for his or her services in such capacity. An Officer may, however, upon resolution of the Board, be reimbursed for any reasonable and necessary expenditures incurred by that Officer in connection with the conduct of the business of this Corporation.

## **ARTICLE VII** **GAINSHARING PLAN**

Section 7.1 Gainsharing Plan. Within one (1) year of July 7, 2014, the Corporation shall adopt a gainsharing plan pursuant to the requirements of N.J.S.A. 10:79A-1.1 eq. seq., in order to share savings achieved by the Corporation's participation in the Medicaid ACO demonstration project.

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**ARTICLE VIII**  
**COMPLIANCE POLICIES**

Section 8.1 Compliance Policy. The Board shall adopt the following policies:

- (a) Antitrust Policy
- (b) Confidentiality Policy
- (c) Conflict of Interest Policy
- (d) HIPAA Compliance Policy
- (e) Core Compliance & Whistleblower Policy
- (f) Anti-Nepotism Policy

Such policies may be adopted and amended by an affirmative vote of fifty-one percent (51%) of the Board at a meeting where a Quorum is present.

**ARTICLE IX**  
**INDEMNIFICATION: TRUSTEE, OFFICER, EMPLOYEE, NON-TRUSTEE VOLUNTEER,  
COMMITTEE OR TASK FORCE MEMBER, OR AGENT OF THE CORPORATION**

Section 9.1 Indemnification. To the fullest extent permitted by and in accordance with the New Jersey Non-Profit Corporation Act, specifically N.J.S.A. 15A:3-4, the Corporation shall indemnify each Trustee, Officer, employee, non-trustee volunteer, committee or task force member, or agent of the Corporation (and his/her heirs, executors, administrators and/or legal fiduciaries) against all expenses and liabilities actually and reasonably incurred by such person in connection with or rising out of activities performed on behalf of the Corporation (whether or not such person continues to be a Trustee, Officer, Employee, non-trustee volunteer, committee or task force member, or agent of the Corporation, at the time of incurring such expenses and liability). Such expenses and liabilities shall include, but are not limited to judgments, reasonable settlements, court costs and attorney's fees.

Each such Trustee, Officer, employee, non-trustee volunteer, committee or task force member, or agent of the Corporation shall be so indemnified or reimbursed for all actions, unless it has been shown that such person has not acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to a criminal action or proceeding, if the person had no knowledge, or reasonable cause to believe, that his or conduct was unlawful.

Section 9.2 Indemnification: Expense Advances. The right to indemnification conferred in Section 6.1 shall be a contract right and shall include the right to be paid by the

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Corporation the expenses incurred in defending any such proceeding in advance of its final disposition, if authorized by the Board in the specific case, upon receipt by the Corporation of an undertaking, by or on behalf of such Trustee, Officer, employee, non-trustee volunteer, committee or task force member, or agent of the Corporation, to repay all amounts so advanced, if it is ultimately determined that the Trustee, Officer, employee, non-trustee volunteer, committee or task force member, or agent of the Corporation is not entitled to be indemnified under Section 6.1 or otherwise.

Section 9.3 Indemnification Hereunder Not Exclusive. The indemnification or advancement of expenses provided in this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Certificate of Incorporation, these Bylaws or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

## **ARTICLE X** **INSURANCE**

Section 10.1 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee, non-trustee volunteer, or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, Officer, employee, non-trustee volunteer, or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability as provided in Article VI above.

## **ARTICLE XI** **FINANCES**

Section 11.1 Funds. It shall be the duty of the Board to provide adequate funds for the operations of the Corporation by means consonant with the tax exempt status of the Corporation.

Section 11.2 Depositories. The Treasurer, or authorized designee, shall invest or deposit all funds of the Corporation as directed by the Board.

Section 11.3 Expenses. All proper expenses of the Corporation are subject to the approval of the Board. Upon such approval, the expenses shall be paid from the funds of the Corporation.

Section 11.4 Assets. The assets received by the Corporation shall be used only for the purposes of the Corporation.

Section 11.5 Books and Records. Books and records of the Corporation shall be set up in a manner which shall produce proper records for reports to the government and to the Board and enable an accurate audit of the finances of the Corporation.

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Section 11.6 Audit. The financial transaction of the Corporation, as well as its books and accounts, shall be audited annually by an independent certified public accountant or firm of certified public accountants selected by the Board of Trustees.

Section 11.7 Corporate Administration. The Board shall have the power to employ suitable custodians, accountants, counsel, administrative staff and agents and to pay their reasonable expenses and compensation.

Section 11.8 Fiscal Year. The fiscal year of the Corporation shall be the one-year period ending on December 31st of each year.

Section 11.9 Checks, etc. All checks, drafts, and orders for payment of money shall be signed in the name of the Corporation by such officer or officers or agent or agents as the Board shall from time to time designate for that purpose.

## **ARTICLE XII** **ANTI-TRUST**

Section 12.1 Compliance. The Corporation and its members are committed to strict adherence to the spirit and letter of state and federal anti-trust laws. The Corporation acknowledges that the Medicaid Accountable Care Organization (ACO) Demonstration Project protects the Corporation and its members from antitrust liability under the state action doctrine only in connection with their activities as a Medicaid ACO.

Section 12.2 Competition. The Corporation shall not negotiate the payment rates of its members with any managed care organization. Members shall not share sensitive pricing information with one another and shall not reach any agreements – express or implied – that restrict competition or in any way impair the ability of members to exercise independent business judgment in matters that affect competition.

Section 12.3 Activity. The Corporation shall not restrict members from contracting or sharing data with payers, and shall not restrict payers from incentivizing patients to go to certain providers or require payers to contract with certain non-ACO providers.

Section 12.4 Education. The Corporation shall educate its employees, managers, contractors, and agents about any and all laws pertaining to civil and criminal penalties for violations of the New Jersey Antitrust Act.

## **ARTICLE XIII** **AMENDMENTS**

Section 13.1 Amendment of Bylaws. Substantive, non-technical amendments to these Bylaws must be approved by an affirmative vote of sixty-six percent (66%) of the Parent's Board of Trustees. Non-substantive, technical amendments to these Bylaws may be made by an affirmative vote of fifty-one percent (51%) of the Board.

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**ARTICLE XIV**  
**DISSOLUTION**

Section 14.1 Notice of Dissolution. Notice shall be given to all Trustees and shall state that the purpose of the meeting is to vote on dissolution of the Corporation. The notice shall include a copy of the summary of the plan of distribution of assets.

Section 14.2 Discretionary Dissolution of Corporation. A dissolution of the Corporation shall be authorized by the affirmative vote of sixty-six percent (66%) of the Trustees present and entitled to vote thereon at a duly constituted Board meeting, provided that a Quorum is present and that the proposed dissolution has been reviewed during at least two (2) consecutive such Board meetings held for such purpose. The Board shall adopt a resolution that the Corporation be dissolved and that a plan of distribution of assets be implemented.

Section 14.3 Dissolution Procedure. If the dissolution is approved as provided in these Bylaws, the Corporation shall cease to conduct its affairs except as may be necessary for the winding up of the Corporation and the Corporation shall be dissolved as provided by law.

Section 14.4 Distribution of Assets. In the event of dissolution, all assets of this Corporation, real and personal, shall be distributed in accordance with the Certificate of Incorporation.

**ARTICLE XV**  
**NONDISCRIMINATION**

Section 15.1 Nondiscrimination Policy. The Trustees and Operating Officers shall be elected, and persons shall be served by this Corporation, entirely and solely on a nondiscriminatory basis without regard to age, sex, race, religion, nation origin, handicap status and sexual orientation.

**ARTICLE XVI**  
**REFERENCE TO INTERNAL REVENUE CODE**

Section 16.1 IRS Code. Any reference to these Bylaws to a provision of the Internal Revenue Code shall refer to that provision in the Internal Revenue Code of 1986 as amended, or the corresponding provision of any future United States internal revenue law.

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I, \_\_\_\_\_, Secretary of Healthy Greater Newark ACO, Inc., hereby certify that the above Bylaws were duly adopted by the Board of Trustees of said Corporation and included in the Minutes as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
SECRETARY

**Attachment 4:**  
**List of Governing Board Members**

## Health Greater Newark ACO Board of Trustees

Designation	Trustee
Primary Care Physician	Neveen Elkholy (Newark Community Health Centers)
Specialty Physician	Jerry Murillo (Newark Beth Israel Medical Center)
Hospital Representative	Kathy Opromollo (University Hospital)
Behavioral Health Representative	Rosemarie Rosati (University Behavioral HealthCare)
Social Service Organization / Substance Abuse Representative	Bob Budsock (Integrity House)
Community Organization with extensive leadership in area & capable of advocating for patients in designated area - with physical office in designated area	Vivian Fraser (Urban League)
Community Organization with extensive leadership in area & capable of advocating for patients in designated area - individual who resides in designated area	Eric Beckham (Pastor - Clear View Baptist Church)
VNA / Home Visit Expertise	Sherl Brand (Visiting Nurse Association Health Group)
IT Expertise	Tom Gregorio (New Jersey Innovation Institute, New Jersey Institute of Technology)
Public Health / Epidemiologist	Hanaa Hamdi (Rutgers New Jersey Medical School)
Financial Expertise	Doug Zeher (Newark Beth Israel Medical Center)
Behavioral Health	Trina Parks (East Orange General Hospital)
New Jersey Medical School	Chantal Brazeau (Rutgers New Jersey Medical School)
Primary Care Physician/ Hospital	Susan Walsh (Jersey City Medical Center)
Rutgers University	Denise Rodgers (Rutgers University)
Ex-Officio	Keri Logosso-Misurell

**Attachment 5:**  
**Letters of Support by required entities**



274 South Orange Ave, 3<sup>rd</sup> Floor  
Newark, NJ 07103

June 27, 2014

Jennifer Velez, Esq.  
Commissioner, NJ Department of Human Services  
222 South Warren Street  
PO Box 700  
Trenton, NJ 08625-700

Re: Greater Newark Medicaid ACO Behavioral Health Provider Letter of Support

Dear Commissioner Velez,

As Executive Director of the Greater Newark Healthcare Coalition I am very pleased to provide the following letter of commitment to participate in the Medicaid ACO Demonstration Project in Greater Newark on behalf of the Board of Trustees of GNHCC.

GNHCC partners have been part of the Medicaid ACO Demonstration since its inception, and are fully committed to supporting the success of the initiative in Newark. GNHCC oversees the regional Health Information Exchange and will align these and other endeavors in support of the ACO. We look forward to working closely with partners locally and across the state in support of our common goals to improve outcomes for the people we serve.

Through this letter, we commit to participate in the Healthy Greater Newark ACO in the following ways:

1. Commitment to participate in the program for the full length of the Demonstration Project (up to 3 years);
2. Commitment to support the Demonstration Project objectives;
3. Commitment to provide timely information to meet the ACO's reporting requirements, including quality measures;
4. Commitment to share patient medical information with participating ACO members, pursuant to necessary data sharing agreements, including objectives, including patient care, tracking, follow-up and coordination;
5. Our acknowledgement that, notwithstanding any Demonstration Project objectives, the provider shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment and referrals to providers participating in the ACO if treatment or referral to outside providers is medically indicated;



6. Our acknowledgement that, consistent with Demonstration Project objectives, the provider shall not organize his or her care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending;
7. **Commitment to abide by the ACO's antitrust compliance policy; and**
8. Our commitment to cooperate with and participate in the annual evaluation

Please feel free to follow up if I can answer any additional questions. Our team looks forward to participating in a successful Medicaid ACO Demonstration.

Sincerely,

A handwritten signature in cursive script, appearing to read "MKyle", is written in black ink.

Michael Anne Kyle, MSN, RN



# UNIVERSITY HOSPITAL

Newark, New Jersey

[www.uhnj.org](http://www.uhnj.org)

Office of the President and CEO  
Phone: 973-972-5658  
Fax: 973-972-6943

150 Bergen Street, Room D - 346  
PO Box 27050  
Newark, NJ 07101-6750

June 26, 2014

Jennifer Velez, Esq.  
Commissioner, NJ Department of Human Services  
222 South Warren Street  
PO Box 700  
Trenton, NJ 08625-700

Re: Greater Newark Medicaid ACO Hospital Participant Letter of Support

Dear Commissioner Velez,

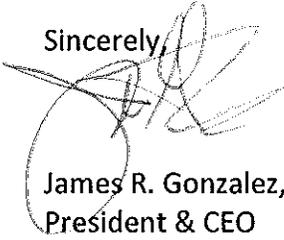
As President and CEO of University Hospital, I am pleased to present the following letter of commitment to participate in the Medicaid ACO Demonstration Project in Greater Newark.

Through this letter, my staff and I commit to participate in the Healthy Greater Newark ACO in the following ways:

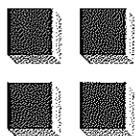
1. Commitment to participate in the program for the full length of the Demonstration Project (up to 3 years);
2. Commitment to support the Demonstration Project objectives;
3. Commitment to provide timely information to meet the ACO's reporting requirements, including quality measures;
4. Commitment to share patient medical information with participating ACO members, pursuant to necessary data sharing agreements, including objectives, including patient care, tracking, follow-up and coordination;
5. My providers' acknowledgement that, notwithstanding any Demonstration Project objectives, the provider shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment and referrals to providers participating in the ACO if treatment or referral to outside providers is medically indicated;
6. My providers' acknowledgement that, consistent with Demonstration Project objectives, the provider shall not organize his or her care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending;
7. **Commitment to abide by the ACO's antitrust compliance policy;** and
8. My organization's commitment to cooperate with and participate in the annual evaluation.

Please feel free to follow up if I can answer any additional questions. Our team looks forward to participating in a successful Medicaid ACO Demonstration.

Sincerely,

A handwritten signature in black ink, appearing to read 'J. Gonzalez', written over the word 'Sincerely,'.

James R. Gonzalez, MPH, FACHE  
President & CEO



**Newark Beth Israel Medical Center**  
**Children's Hospital of New Jersey**  
Barnabas Health

JOHN A. BRENNAN, MD, MPH  
President and Chief Executive Officer  
Newark Beth Israel Medical Center  
Children's Hospital of New Jersey  
Executive Vice President, Barnabas Health

BARRY H. OSTROWSKY  
President and Chief Executive Officer  
Barnabas Health

June 24, 2014

Jennifer Velez, Esq.  
Commissioner, NJ Department of Human Services  
222 South Warren Street  
PO Box 700  
Trenton, NJ 08625-700

Re: Greater Newark Medicaid ACO Qualified Primary Care Physician Letter of Support

Dear Commissioner Velez,

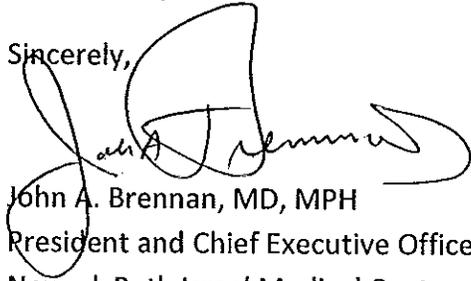
As President and Chief Executive Officer of Newark Beth Israel Medical Center and Children's Hospital of New Jersey, and Executive Vice President of Barnabas Health, I am pleased to present the following letter of support for the Medicaid ACO on behalf of our institution's qualified primary care physicians, according to the definition outlined in the Medicaid ACO Demonstration Project. Through this letter, my staff and I commit to participate in the Healthy Greater Newark ACO in the following ways:

1. Commitment to participate in the program for the full length of the Demonstration Project (up to 3 years);
2. Commitment to support the Demonstration Project objectives;
3. Commitment to provide timely information to meet the ACO's reporting requirements, including quality measures;
4. Commitment to share patient medical information with participating ACO members, pursuant to necessary data sharing agreements, including objectives, including patient care, tracking, follow-up and coordination;
5. The provider's acknowledgement that, notwithstanding any Demonstration Project objectives, the provider shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment and referrals to providers participating in the ACO if treatment or referral to outside providers is medically indicated;
6. The provider's acknowledgement that, consistent with Demonstration Project objectives, the provider shall not organize his or her care delivery to reduce access to

- care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending;
7. **Commitment to abide by the ACO's antitrust compliance policy;** and
  8. The provider's commitment to cooperate with and participate in the annual evaluation.

Please feel free to follow up if I can answer any additional questions. Our team looks forward to participating in a successful Medicaid ACO Demonstration.

Sincerely,

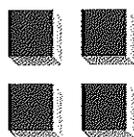
A handwritten signature in black ink, appearing to read "John A. Brennan". The signature is fluid and cursive, with a large initial "J" and "B".

John A. Brennan, MD, MPH

President and Chief Executive Officer

Newark Beth Israel Medical Center and Children's Hospital of New Jersey

Executive Vice President, Barnabas Health



# Newark Beth Israel Medical Center Children's Hospital of New Jersey

Barnabas Health

JOHN A. BRENNAN, MD, MPH  
President and Chief Executive Officer  
Newark Beth Israel Medical Center  
Children's Hospital of New Jersey  
Executive Vice President, Barnabas Health

BARRY H. OSTROWSKY  
President and Chief Executive Officer  
Barnabas Health

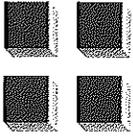
## APRN Listing Name

## Department

## Collaborating Physician

### Medicine:

Rashmi Aggarwal, APRN MD	Medicine	Suganthini Umakanthan,
Ann Bag-ao, APRN	Medicine	Mark Zucker, MD
Gail Baker, APRN	Medicine	Najam Wasty, MD
Fleeta A. Burgess-Okolie, APRN	Medicine	Eric Wasserman, MD
Lisa M. Cassidy, APRN	Medicine	Robert Lahita, MD, PhD
Howard Castillo, APRN	Medicine	Pankaj Madan, MD
Joanne Chichetti, APRN	Medicine	Christina Migliore, MD
Artemio S. David, Jr., APRN MD	Medicine	Mark Zucker, MD
Fatima De La Cruz, APRN	Medicine	Suganthini Umakanthan,
Nolleca Forbes-Thomas, APRN	Medicine	Marc Cohen, MD
Arlene L. Fredericks, APRN	Medicine	Robert Lahita, MD, PhD
Calvin George, APRN	Medicine	Marc Cohen, MD
Nyhra Goldfinger, APRN	Medicine	Robert Lahita, MD, PhD
Nelson P. Gramatica, APRN	Medicine	Mark Zucker, MD
Vera Hou, APRN	Medicine	Sunil Patel, MD
Mini Jijo, APRN	Medicine	Mark Zucker, MD
Valsamma Joseph, APRN	Medicine	Eric Wasserman, MD
Christine K. Kosmides, APRN	Medicine	Robert Lahita, MD, PhD
Anthony Martin, APRN	Medicine	Robert Lahita, MD, PhD
Jennifer McCarthy, APRN	Medicine	Alice Cohen, MD
Claire Murphy, APRN	Medicine	Mark Zucker, MD
Janet C. Ofori, APRN	Medicine	Stephen Rothbart, MD
Daisy Seby, APRN	Medicine	Mark Zucker, MD
Gracia Simms, APRN	Medicine	Marc Cohen, MD
Maria V. Solon, APRN	Medicine	Sunil Patel, MD
Renee E. Terry, APRN MD	Medicine	Robert Lahita, MD, PhD
Indira Thumpayil, APRN	Medicine	Mark Zucker, MD
Alexander J. Welch, APRN	Medicine	Suganthini Umakanthan,
		Robert Lahita, MD, PhD
		Anjum Tanwir, MD

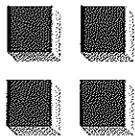


**Newark Beth Israel Medical Center**  
**Children's Hospital of New Jersey**  
Barnabas Health

JOHN A. BRENNAN, MD, MPH  
President and Chief Executive Officer  
Newark Beth Israel Medical Center  
Children's Hospital of New Jersey  
Executive Vice President, Barnabas Health

BARRY H. OSTROWSKY  
President and Chief Executive Officer  
Barnabas Health

<b>Name</b>	<b>Department</b>	<b>Collaborating Physician</b>
<b>Pediatrics:</b>		
Cathleen Cahill, APRN	Pediatrics	Nwando Anyaoku, MD
Marianne Connelly, APRN	Pediatrics	Peri Kamalakar, MD
Mary Lambert, APRN	Pediatrics	Rajiv Verma, MD
Juliana Sarpong, APRN	Pediatrics	Morris Cohen, MD
Diane B. Stewart, APRN	Pediatrics	Dennis Brenner, MD



**Newark Beth Israel Medical Center**  
**Children's Hospital of New Jersey**  
 Barnabas Health

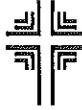
JOHN A. BRENNAN, MD, MPH  
 President and Chief Executive Officer  
 Newark Beth Israel Medical Center  
 Children's Hospital of New Jersey  
 Executive Vice President, Barnabas Health

BARRY H. OSTROWSKY  
 President and Chief Executive Officer  
 Barnabas Health

**Physician Roster**

**Hospital-Based**

<b>Name</b>	<b>Specialty</b>	<b>Office Address</b>
Anyaoku, Nwando	Pediatrics	201 Lyons Avenue, Newark, NJ 07112
Gururajaroo, Lakshmi	Pediatrics	201 Lyons Avenue, Newark, NJ 07112
Jaffery, Fatema	Pediatrics	201 Lyons Avenue, Newark, NJ 07112
Majisu, Claire	Pediatrics	201 Lyons Avenue, Newark, NJ 07112
Neal, Wendy	Pediatrics	201 Lyons Avenue, Newark, NJ 07112
Orleans, Genevieve	Pediatrics	201 Lyons Avenue, Newark, NJ 07112
Rosenblatt, Joshua	Pediatrics	201 Lyons Avenue, Newark, NJ 07112
Sicat, Jon	Medicine/Pediatrics	201 Lyons Avenue, Newark, NJ 07112
Wallach, Melissa	Medicine/Pediatrics	201 Lyons Avenue, Newark, NJ 07112
Weiner, Monica	Pediatrics	201 Lyons Avenue, Newark, NJ 07112
Ayub, Muhammed	Medicine	201 Lyons Avenue, Newark, NJ 07112
Koduah, Doris	Medicine	201 Lyons Avenue, Newark, NJ 07112
Civunigunta, Narendra	Medicine	201 Lyons Avenue, Newark, NJ 07112
Grover, Manisha	Medicine	201 Lyons Avenue, Newark, NJ 07112
Raina, Shirin	Medicine	201 Lyons Avenue, Newark, NJ 07112
Rice, Fabian	Medicine	201 Lyons Avenue, Newark, NJ 07112
Rosier, Eric	Medicine	201 Lyons Avenue, Newark, NJ 07112
Singh, Anil	Medicine	201 Lyons Avenue, Newark, NJ 07112
Srivastava, Sushama	Medicine	201 Lyons Avenue, Newark, NJ 07112
Vavilathota, Jayachandra	Medicine	201 Lyons Avenue, Newark, NJ 07112
Chaudhari, Sameer	Medicine	201 Lyons Avenue, Newark, NJ 07112
Kim, Se-Min	Medicine	201 Lyons Avenue, Newark, NJ 07112
Ambarus, Tatiana	Obstetrics	201 Lyons Avenue, Newark, NJ 07112
Caban, Julio	Obstetrics	201 Lyons Avenue, Newark, NJ 07112
Gupta, Shalini	Obstetrics	201 Lyons Avenue, Newark, NJ 07112
Hatchard, John	Obstetrics	201 Lyons Avenue, Newark, NJ 07112
Shoshilos, Anna	Obstetrics	201 Lyons Avenue, Newark, NJ 07112
Vaydovsky, Joseph	Obstetrics	201 Lyons Avenue, Newark, NJ 07112



**Saint Michael's**  
**MEDICAL CENTER**  
A MEMBER OF CATHOLIC HEALTH EAST

David A. Ricci  
*President & Chief Executive Officer*

June 23, 2014

Jennifer Velez, Esq.  
Commissioner, NJ Department of Human Services  
222 South Warren Street  
PO Box 700  
Trenton, NJ 08625-700

Re: Greater Newark Medicaid ACO Hospital Participant Letter of Support

Dear Commissioner Velez,

As President and CEO of Saint Michael's Medical Center, a 357-bed regional tertiary-care, teaching, and research center in the heart of Newark's business and educational district, I am pleased to present the following letter of commitment to participate in the Medicaid ACO Demonstration Project in Greater Newark.

Through this letter, my staff and I commit to participate in the Healthy Greater Newark ACO in the following ways:

1. Commitment to participate in the program for the full length of the Demonstration Project (up to 3 years);
2. Commitment to support the Demonstration Project objectives;
3. Commitment to provide timely information to meet the ACO's reporting requirements, including quality measures;
4. Commitment to share patient medical information with participating ACO members, pursuant to necessary data sharing agreements, including objectives, including patient care, tracking, follow-up and coordination;
5. My providers' acknowledgement that, notwithstanding any Demonstration Project objectives, the provider shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment

and referrals to providers participating in the ACO if treatment or referral to outside providers is medically indicated;

6. My providers' acknowledgement that, consistent with Demonstration Project objectives, the provider shall not organize his or her care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending;
7. **Commitment to abide by the ACO's antitrust compliance policy;** and
8. My organization's commitment to cooperate with and participate in the annual evaluation.

Please feel free to follow up if I can answer any additional questions. Our team looks forward to participating in a successful Medicaid ACO Demonstration.

Sincerely,



David A. Ricci



Newark Community Health Centers, Inc.



2011

June 25, 2014

Jennifer Velez, Esq.  
Commissioner, NJ Department of Human Services  
222 South Warren Street  
PO Box 700  
Trenton, NJ 08625-700

Re: Greater Newark Medicaid ACO Hospital Participant Letter of Support

Dear Commissioner Velez,

As President and Chief Executive Officer of Newark Community Health Centers, Inc. (NCHC), I am pleased to present the following letter of commitment to participate in the Medicaid ACO Demonstration Project in Greater Newark.

NCHC is a network of federally qualified health care centers that has been providing comprehensive primary care services to children and adults who reside in the City of Newark and surrounding communities for over twenty-seven years. With seven health centers located in Newark, East Orange, Orange, and Irvington, NCHC's goal is to meet the healthcare needs of the communities in which we serve and help people live stronger, healthier and happier lives.

Through this letter, my staff and I commit to participate in the Healthy Greater Newark ACO in the following ways:

1. Commitment to participate in the program for the full length of the Demonstration Project (up to 3 years);
2. Commitment to support the Demonstration Project objectives;
3. Commitment to provide timely information to meet the ACO's reporting requirements, including quality measures;
4. Commitment to share patient medical information with participating ACO members, pursuant to necessary data sharing agreements, including objectives, including patient care, tracking, follow-up and coordination;
5. My providers' acknowledgement that, notwithstanding any Demonstration Project objectives, the provider shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment

We Care. Your Health Comes First With Us.

Corporate Office: 741 Broadway, Newark, New Jersey 07104 Phone: 800.994.NCHC (6242) Fax: 973.483.3787 www.nchcfqhc.org



Newark Community Health Centers, Inc.



and referrals to providers participating in the ACO if treatment or referral to outside providers is medically indicated;

6. My providers' acknowledgement that, consistent with Demonstration Project objectives, the provider shall not organize his or her care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending;
7. Commitment to abide by the ACO's antitrust compliance policy; and
8. My organization's commitment to cooperate with and participate in the annual evaluation.

Please feel free to follow up if I can answer any additional questions. Our team looks forward to participating in a successful Medicaid ACO Demonstration.

Sincerely,

A handwritten signature in cursive script that reads "Pamela Clarke".

Pamela Clarke, PhD, MBA  
President and Chief Executive Officer

# Newark

Luis A. Quintana  
Mayor

---

**Department of Child and Family Well-Being**

110 William Street  
Newark, New Jersey 07102  
973-733-5310  
Fax 973-733-3648  
email: williamsonlt@ci.newark.nj.us

**L'Tanya L. Williamson**  
Director, Child and Family Well-Being

June 26<sup>th</sup>, 2014

Jennifer Velez, Esq.  
Commissioner, NJ Department of Human Services  
222 South Warren Street  
PO Box 700  
Trenton, NJ 08625-700

Re: Greater Newark Medicaid ACO Qualified Primary Care Physician Letter of Support

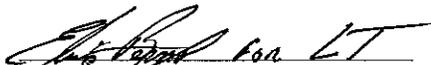
Dear Commissioner Velez,

As Director of The City of Newark, Department of Child and Family Well-Being, I am pleased to present the following letter of support for the Medicaid ACO on behalf of our institution's qualified primary care physicians, according to the definition outlined in the Medicaid ACO Demonstration Project. Through this letter, my staff and I commit to participate in the Healthy Greater Newark ACO in the following ways:

1. Commitment to participate in the program for the full length of the Demonstration Project (up to 3 years);
2. Commitment to support the Demonstration Project objectives;
3. Commitment to provide timely information to meet the ACO's reporting requirements, including quality measures;
4. Commitment to share patient medical information with participating ACO members, pursuant to necessary data sharing agreements, including objectives, including patient care, tracking, follow-up and coordination;
5. The provider's acknowledgement that, notwithstanding any Demonstration Project objectives, the provider shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment and referrals to providers participating in the ACO if treatment or referral to outside providers is medically indicated;
6. The provider's acknowledgement that, consistent with Demonstration Project objectives, the provider shall not organize his or her care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending;
7. Commitment to abide by the ACO's antitrust compliance policy; and
8. The provider's commitment to cooperate with and participate in the annual evaluation.

Please feel free to follow up if I can answer any additional questions. Our team looks forward to participating in a successful Medicaid ACO Demonstration.

Sincerely,

  
L'Tanya L. Williamson, Director

Robert L. Johnson, MD, FAAP  
The Sharon and Joseph L. Muscarelle Endowed Dean

June 9, 2014

Jennifer Velez, Esq.  
Commissioner, NJ Department of Human Services  
222 South Warren Street  
PO Box 700  
Trenton, NJ 08625-700

Re: Greater Newark Medicaid ACO Qualified Primary Care Physician Letter of Support

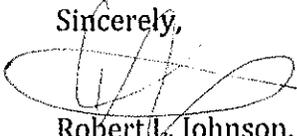
Dear Commissioner Velez,

As Dean of Rutgers New Jersey Medical School, I am pleased to present the following letter of support for the Medicaid ACO on behalf of our institution's qualified primary care physicians, according to the definition outlined in the Medicaid ACO Demonstration Project. Through this letter, my staff and I commit to participate in the Healthy Greater Newark ACO in the following ways:

1. Commitment to participate in the program for the full length of the Demonstration Project (up to 3 years);
2. Commitment to support the Demonstration Project objectives;
3. Commitment to provide timely information to meet the ACO's reporting requirements, including quality measures;
4. Commitment to share patient medical information with participating ACO members, pursuant to necessary data sharing agreements, including objectives, including patient care, tracking, follow-up and coordination;
5. The provider's acknowledgement that, notwithstanding any Demonstration Project objectives, the provider shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment and referrals to providers participating in the ACO if treatment or referral to outside providers is medically indicated;
6. The provider's acknowledgement that, consistent with Demonstration Project objectives, the provider shall not organize his or her care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending;
7. **Commitment to abide by the ACO's antitrust compliance policy;** and
8. The provider's commitment to cooperate with and participate in the annual evaluation.

Please feel free to follow up if I can answer any additional questions. Our team looks forward to participating in a successful Medicaid ACO Demonstration.

Sincerely,

A handwritten signature in black ink, appearing to read 'R. Johnson', written over a horizontal line.

Robert L. Johnson, MD, FAAP  
The Sharon and Joseph L. Muscarelle Endowed Dean  
Rutgers New Jersey Medical School

Re: Greater Newark Medicaid ACO Qualified Primary Care Physicians

List of Primary Care Physicians associated with project.

Pediatricians

Madolene A. Aliparo

Sophia Chen

Hugh E. Evans

Chitra R. Reddy

Joseph V. Schwab

Indra Taneja

Hana A. Tanuos

Internal Medicine

Nelson Aluya

Alla Fayingersh

Iris C. Herrera

Ana Natale-Pereira

Ob-Gyn

Theodore Barrett

Jenna Bellish

Damali Cambell

Pierre Lespinasse

Lisa Pompeo

Natalie E. Roche

Jennifer Schwab

**EAST ORANGE  
GENERAL HOSPITAL**

June 26, 2014

Jennifer Velez, Esq.  
Commissioner, NJ Department of Human Services  
222 South Warren Street  
PO Box 700  
Trenton, NJ 08625-700

Re: Greater Newark Medicaid ACO Behavioral Health Provider Letter of Support

Dear Commissioner Velez,

As President and CEO of East Orange General Hospital, I am pleased to present the following letter of commitment to participate in the Medicaid ACO Demonstration Project in Greater Newark.

The 211-bed East Orange General Hospital is the only independent, fully accredited, acute-care hospital in Essex County and is a recognized leader in behavioral health services, dialysis, wound care, Physical and Cardiac Rehabilitation, emergency services, and family health care. In addition to providing comprehensive primary care and specialty services, the hospital continues to expand by adding new services, technology and community-based wellness programs in keeping with its more than 100-year tradition of excellence, compassion and exceeding patient expectations.

Through this letter, my staff and I commit to participate in the Healthy Greater Newark ACO in the following ways:

1. Commitment to participate in the program for the full length of the Demonstration Project (up to 3 years);
2. Commitment to support the Demonstration Project objectives;
3. Commitment to provide timely information to meet the ACO's reporting requirements, including quality measures;
4. Commitment to share patient medical information with participating ACO members, pursuant to necessary data sharing agreements, including objectives, including patient care, tracking, follow-up and coordination;

5. The provider's acknowledgement that, notwithstanding any Demonstration Project objectives, the provider shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment and referrals to providers participating in the ACO if treatment or referral to outside providers is medically indicated;
6. The provider's acknowledgement that, consistent with Demonstration Project objectives, the provider shall not organize his or her care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending;
7. **Commitment to abide by the ACO's antitrust compliance policy;** and
8. The provider's commitment to cooperate with and participate in the annual evaluation.

Please feel free to follow up if I can answer any additional questions. Our team looks forward to participating in a successful Medicaid ACO Demonstration.

Sincerely,

A handwritten signature in black ink, appearing to read 'K. Slavin', with a large, stylized flourish extending from the end.

Kevin J. Slavin  
President & CEO



BEHAVIORAL HEALTH SERVICE PROVIDERS

Ambrose Mgbako, M.D
Dharamsi Shah, M.D
Ellis Charles, M.D
Rowena Francisco, M.D
Joy Robertson, M.D
Joseph Buceta, M.D
Linda Gable- Gaston, APN
Valentina Som, APN

Family Health Center Providers

Chamain Austin, M.D
Berman Saunders, M.D
Alina Tyndall, M.D
Audrey Hinds, M.D
Jennifer Rudd, M.D

June 11, 2014

Jennifer Velez, Esq.  
Commissioner  
New Jersey Department of Human Services  
222 South Warren Street  
PO Box 700  
Trenton, NJ 08625-700

Re: Greater Newark Medicaid ACO Behavioral Health Provider Letter of Support

Dear Commissioner Velez:

As CEO of Rutgers University Behavioral Health Care (UBHC), I am pleased to present the following letter of commitment to participate in the Medicaid ACO Demonstration Project in Greater Newark.

As you know, UBHC is now part of Rutgers University and is New Jersey's largest behavioral health organization. In Newark we provide emergency screening services, mobile outreach for youth, partial hospital, outpatient and grant-funded residential services.

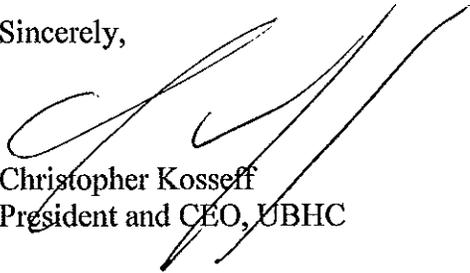
Through this letter, my staff and I commit to participate in the Healthy Greater Newark ACO in the following ways:

1. Commitment to participate in the program for the full length of the Demonstration Project (up to 3 years);
2. Commitment to support the Demonstration Project objectives;
3. Commitment to provide timely information to meet the ACO's reporting requirements, including quality measures;
4. Commitment to share patient medical information with participating ACO members, pursuant to necessary data sharing agreements, including objectives, including patient care, tracking, follow up and coordination;
5. The provider's acknowledgement that, notwithstanding any Demonstration Project objectives, the provider shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment and referrals to providers participating in the ACO if treatment or referral to outside providers is medically indicated;
6. The provider's acknowledgement that, consistent with Demonstration Project objectives, the provider shall not organize his or her care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending;
7. Commitment to abide by the ACO's antitrust compliance policy; and

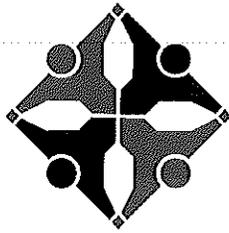
8. The provider's commitment to cooperate with and participate in the annual evaluation.

Please feel free to follow up if I can answer any additional questions. Our team looks forward to participating in a successful Medicaid ACO Demonstration.

Sincerely,

A handwritten signature in black ink, appearing to read 'C. Kosseff', written over the typed name and title.

Christopher Kosseff  
President and CEO, UBHC



# INTEGRITY HOUSE

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*Founded in 1968 by David H. Kerr*

June 23, 2014

Jennifer Velez, Esq.  
Commissioner, NJ Department of Human Services  
222 South Warren Street  
PO Box 700  
Trenton, NJ 08625-700

Re: Greater Newark Medicaid ACO Behavioral Health Provider Letter of Support

Dear Commissioner Velez,

As President and CEO of Integrity House, I am pleased to present the following letter of commitment to participate in the Medicaid ACO Demonstration Project in Greater Newark.

Integrity House has been in the Newark community for over 43 years and is currently the largest licensed agency in the city serving those plagued by substance abuse and co-occurring disorders. Integrity offers a full continuum of care including Residential, Halfway House, and Outpatient services. At Integrity, we are committed to helping clients and their families through comprehensive therapeutic community addictions treatment and recovery support. Integrity House has specialized staff with strong experience in substance abuse and mental health treatment. This includes the Director of Substance Abuse Counseling Brian Gamarello, LCADC, therapists Joseph Butler, LCSW, Charlotte Forrest, LCSW, Lurlene Holder, LCSW, Thomas Coleman, Practicing Psychologist, Stuart Diaz, LCSW, and Joseph Sweeney, LCADC, LCSW.

Through this letter, my staff and I commit to participate in the Healthy Greater Newark ACO in the following ways:

1. Commit to participate in the program for the full length of the Demonstration Project (up to 3 years);
2. Commit to support the Demonstration Project objectives;
3. Commit to provide timely information to meet the ACO's reporting requirements, including quality measures;
4. Commit to share patient medical information with participating ACO members, pursuant to necessary data sharing agreements, including objectives, patient care, tracking, follow-up and coordination;

Integrity, Inc. • 103 Lincoln Park • PO Box 510 • Newark, New Jersey 07101

Newark (973) 623-0600  
fax (973) 623-1862

Secaucus (201) 583-7100  
fax (201) 583-7114

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Residential  
Treatment

Adolescent  
Residential  
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Outpatient  
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Partial  
Day  
Treatment

Adult  
Opioid  
Treatment

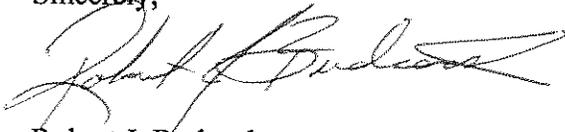
Prevention  
Services

Outpatient  
Treatment

5. Acknowledge that, notwithstanding any Demonstration Project objectives, Integrity House shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment and referrals to providers participating in the ACO if treatment or referral to outside providers is medically indicated;
6. Acknowledge that, consistent with Demonstration Project objectives, Integrity House shall not organize care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending;
7. **Commit to abide by the ACO's antitrust compliance policy;** and
8. Cooperate with and participate in the annual evaluation.

Please feel free to follow up if I can answer any additional questions. Our team looks forward to participating in a successful Medicaid ACO Demonstration.

Sincerely,

A handwritten signature in black ink, appearing to read "Robert J. Budsock". The signature is fluid and cursive, with a large initial "R" and "B".

Robert J. Budsock  
President and CEO



Urban League of  
Essex County

508 Central Avenue  
Newark, NJ 07103

(973) 624-9535 Tel.  
(973) 624-9597 Fax

www.ulec.org

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*President & CEO*  
Vivian Cox Fraser

June 30, 2014

Jennifer Velez, Esq.  
Commissioner, NJ Department of Human Services  
222 South Warren Street  
PO Box 700  
Trenton, NJ 08625-700

Dear Commissioner Velez,

As President and CEO of the Urban League of Essex County, I am pleased to present the following letter of commitment to participate in the Medicaid ACO Demonstration Project in Greater Newark.

The Urban League of Essex County was founded in 1917 by William Ashby, the first black social worker in New Jersey. We are an affiliate of the National Urban League, the nation's oldest and largest community-based movement devoted to empowering African Americans to enter the economic and social mainstream. The mission of the Urban League movement is to enable African Americans and other disadvantaged minorities to secure economic self-reliance, parity, power and civil rights. We implement our mission through effective programs and services, bridge-building and advocacy.

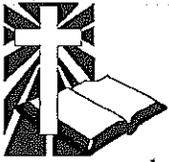
Through this letter, my staff and I commit to participate in the Healthy Greater Newark ACO in the following ways:

- Commitment to participate in the program for the full length of the Demonstration Project (up to 3 years);
- Commitment to serve as a community advocacy trustee on the Community Engagement Committee and chair the committee as required;
- Commitment to support the Demonstration Project objectives;
- Commitment to provide timely information to meet the ACO's reporting requirements, including quality measures;
- Commitment to abide by the ACO's antitrust compliance policy; and
- Commitment to cooperate with and participate in the annual evaluation.

Please feel free to follow up if I can answer any additional questions. Our team looks forward to participating in a successful Medicaid ACO Demonstration.

Sincerely,

Vivian Cox Fraser  
President & CEO



# Clear View Baptist Church

314-320 Hobson Street, Newark, New Jersey 07112

Church Phone: (973) 926-0471

Fax Phone: (973) 926-4470

[www. Clearviewnewark.com](http://www.Clearviewnewark.com)



*Rev. Eric M. Beckham, Pastor*

*JOE FEZYN*  
Chairman Board of Deacons

*BRIAN LITTLE*  
Chairman Board of Trustees

*J OASIN JOHNSON*  
Church Clerk

June 26, 2014

Jennifer Velez, Esq.  
Commissioner, NJ Department of Human Services  
222 South Warren Street  
PO Box 700  
Trenton, NJ 08625-700

Re: Greater Newark Medicaid ACO Letter of Support

Dear Commissioner Velez

It has come to my attention that the Greater Newark Healthcare Coalition is launching a Medicaid ACO in Greater Newark. I am pleased to write this letter in support of their application to certify the "Healthy Greater Newark ACO". It is my hope that this endeavor will contribute towards improved quality and outcomes for healthcare in our region, which is among the 10 most expensive in the nation. The Healthy Greater Newark ACO will be an asset to our constituents and a catalyst for collaboration among numerous partners wishing to contribute to a healthy, vibrant, and financially stable community.

As Senior Pastor of Clear View Baptist Church, and as a resident in the South Ward of Newark, I have been actively involved in serving this community for the past twenty years. Our congregation has been involved in numerous outreach activities such as a food pantry, soup kitchen, HIV ministry, Cancer ministry, and others. As well, the church has provided support to numerous neighborhood based organizations and events. Clear View's health and wellness ministry has partnered with seven other South Ward churches and the Newark Beth Israel Medical Center in an annual weight loss challenge and preventative wellness programs.

I look forward to supporting the Healthy Greater Newark ACO and helping them to increase access to care, improve quality of care and patient outcomes for vulnerable populations, and reduce ineffective spending. Please do not hesitate to reach out if I can offer additional information.

Sincerely,

Rev. Eric Beckham, M.Div., MFT  
Pastor



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Steven H. Landers, MD, MPH  
*President and CEO*

June 30, 2014

Jennifer Velez, Esq.  
Commissioner, NJ Department of Human Services  
222 South Warren Street  
PO Box 700  
Trenton, NJ 08625-700

Re: Greater Newark Medicaid ACO Behavioral Health Provider Letter of Support

Dear Commissioner Velez,

As President and CEO of Visiting Nurse Association Health Group I am pleased to present the following letter of commitment to participate in the Medicaid ACO Demonstration Project in Greater Newark.

As New Jersey's largest nonprofit community health provider for home health and hospice, we have served the community for over 100 years, caring for over 120,000 individuals each year. VNA Health Group has been part of the Greater Newark Health Care Coalition collaboration since its inception in 2009. We look forward to the commitment of continuing the relationship with GNHCC as a key partner for the Accountable Care Organization.

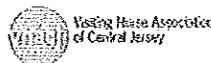
Through this letter, my staff and I commit to participate in the Healthy Greater Newark ACO in the following ways:

1. Commitment to participate in the program for the full length of the Demonstration Project (up to 3 years);
2. Commitment to support the Demonstration Project objectives;
3. Commitment to provide timely information to meet the ACO's reporting requirements, including quality measures;
4. Commitment to share patient medical information with participating ACO members, pursuant to necessary data sharing agreements, including objectives, including patient care, tracking, follow-up and coordination;
5. The provider's acknowledgement that, notwithstanding any Demonstration Project objectives, the provider shall retain responsibility for medically appropriate treatment and referral decisions, document the basis for such decisions, and not limit treatment and referrals to providers participating in the ACO if treatment or referral to outside providers is medically indicated;

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ROBERT WOOD JOHNSON  
VISITING NURSES



6. The provider's acknowledgement that, consistent with Demonstration Project objectives, the provider shall not organize his or her care delivery to reduce access to care or increase costs, but instead shall work to improve health outcomes and quality while reducing unnecessary and inefficient spending;
7. **Commitment to abide by the ACO's antitrust compliance policy;** and
8. The provider's commitment to cooperate with and participate in the annual evaluation.

Please feel free to follow up if I can answer any additional questions. Our team looks forward to participating in a successful Medicaid ACO Demonstration.

Sincerely,

A handwritten signature in black ink, appearing to read 'SL', written in a cursive style.

Steven Landers



**Camden Coalition of  
Healthcare Providers**  
www.camdenhealth.org

Dr. Jeffrey Brenner  
800 Cooper Street, Suite 700  
Camden, NJ 08102

June 24, 2014

Jennifer Velez, Esq.  
Commissioner, NJ Department of Human Services  
222 South Warren Street  
PO Box 700  
Trenton, NJ 08625-700

Re: Greater Newark Medicaid ACO Letter of Support

Dear Commissioner Velez

I was delighted to learn that the Greater Newark Healthcare Coalition is launching a Medicaid ACO in Greater Newark. I am pleased to write this letter in support of their application to certify the "Healthy Greater Newark ACO". This endeavor is an essential step towards improving quality and reducing costs of healthcare in our region, which is among the 10 most expensive in the nation. The Healthy Greater Newark ACO will be an asset to our constituents and a catalyst for collaboration across the many partners who want to contribute to a healthy, vibrant, and financially stable community.

The Camden Coalition of Healthcare Providers is a nonprofit, membership organization dedicated to improving the quality and accessibility, while lowering the cost, of healthcare in Camden, New Jersey. For over a decade, CCHP has implemented numerous programs designed to further this mission, including: 1) Care Management Initiatives that provides care coordination for complex patients, 2) Clinical Redesign that provides technical assistance to primary care providers (PCPs) that care for complex patients; 3) the Camden Health Information Exchange (HIE), a web-based technology that allows providers in Camden to access detailed clinical data about their patients.

I look forward to supporting the Healthy Greater Newark ACO and helping them to increase access to care, improve quality of care and patient outcomes for vulnerable populations, and reduce ineffective spending. Please do not hesitate to reach out if I can offer additional information.

Sincerely,

A handwritten signature in black ink, appearing to read "Jeff Brenner", is written over the typed name.

Dr. Jeffrey Brenner  
Executive Director  
Camden Coalition of Healthcare Providers

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June 26, 2014

Keri Logosso-Misurell, Esq.  
Executive Director, Medicaid ACO  
Greater Newark Healthcare Coalition  
274 South Orange Ave, 3<sup>rd</sup> Floor  
Newark, NJ 07103

Re. Letter of Support for Healthy Greater Newark ACO's Medicaid Accountable  
Care Organization Application

Dear Keri,

The New Jersey Health Care Quality Institute strongly supports the Healthy Greater Newark ACO's application to participate in the Medicaid Accountable Care Organization Demonstration Project established by NJ P.L 2011, Chapter 114. We believe that the Healthy Greater Newark ACO is firmly committed to providing high-quality, cost-effective health care to the most vulnerable patients residing in Greater Newark through collaboration, the use of data, and patient-centered care. We also believe that Healthy Greater Newark ACO will be able to build the necessary relationships with managed care organizations to finance that mission.

For the past three years, the Quality Institute has provided technical assistance, expert resources, and a network for learning among community health care coalitions interested in implementing payment and delivery system reforms – like the Medicaid ACO model – through our program, the Affiliated ACOs. Through the Greater Newark Healthcare Coalition, Healthy Greater Newark ACO is an active member of the Affiliated ACOs, which is funded in part by The Nicholson Foundation.

Through the Affiliated ACOs we have not only connected our members with best-practices from around the country in care-coordination, analytics, business planning, and patient engagement, but we have also focused on engaging the Medicaid Managed Care Organizations (MCOs) so that New Jersey's ACOs can reach financial sustainability. We have held ongoing meetings between key MCO executives and some of our member organizations, and have laid the groundwork for our individual members to negotiate contracts with the state's MCOs that will support this Demonstration Project.

As the Greater Newark Healthcare Coalition develops its Medicaid ACO, the Quality Institute will continue to provide these services and more to support its efforts. Healthy Greater Newark ACO has committed to be an active member of the Affiliated ACOs during our next program year (2014-15). We strongly believe in the

Leonard Leto  
Chairman of the Board  
NJ Health Care Quality Institute

NJ State Health Benefits Plan  
(Retired)

Robert "Rob" Andrews  
Former Congressman, NJ  
1<sup>st</sup> Congressional District  
Of Counsel, Dilworth Paxson, LLP

Andrea W. Aughenbaugh, RN CEO,  
NJ State Nurses Association (Retired)

James J. Florio  
Former Governor of New Jersey  
Senior Partner, Florio, Perrucci, Steinhardt  
& Fader, LLC

Heather Howard, J.D.  
Former NJ Health Commissioner  
Director of State Health Reform Assistance  
Network,  
Woodrow Wilson School of Public &  
International Affairs.

Fred M. Jacobs, M.D., J.D.  
Former NJ Health Commissioner  
Executive Vice President & Chair of  
Department of Medicine,  
St. George's University School of Medicine

George R. Laufenberg, CEBS  
Administrative Manager  
New Jersey Carpenters Fund

Louis Marturana  
PSE&G (Retired)

Suzanne M. Miller, Ph.D.  
Director, Behavioral Center of Excellence  
in Breast Cancer  
Fox Chase Cancer Center

Judith M. Persichilli  
President Emeritus  
CHETrinity Health

Michael A. Sedrish, MD  
Medical Director  
MediSys Management

David L. Knowlton  
President & CEO  
NJ Health Care Quality Institute

Phone 609-303-0373  
Fax 609-303-0458

238 West Delaware Avenue  
Pennington, NJ 08534  
www.njhqci.org

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Healthy Greater Newark ACO goals of improving the quality, capacity, and efficiency of the health care system in Greater Newark, New Jersey and are proud to support the formation of its Medicaid ACO.

Sincerely,

Linda Schwimmer  
Vice President  
New Jersey Health Care Quality Institute



**RAS J. BARAKA**  
**MAYOR - ELECT**  
**NEWARK, NEW JERSEY 07102**

**CITY HALL ROOM 304**  
**920 BROAD STREET**  
**NEWARK, NEW JERSEY 07102**  
**(973) 733-3794**

Mayor-Elect Ras Baraka  
City of Newark  
920 Broad Street  
Newark, NJ 07102

June 26, 2014

Jennifer Velez, Esq.  
Commissioner, NJ Department of Human Services  
222 South Warren Street  
PO Box 700  
Trenton, NJ 08625-700

Re: Greater Newark Medicaid ACO Letter of Support

Dear Commissioner Velez

I was delighted to learn that the Greater Newark Healthcare Coalition is launching a Medicaid ACO in the City of Newark. I am pleased to write this letter in support of their application to certify the "Healthy Greater Newark ACO." This endeavor is an essential step towards improving quality and reducing costs of healthcare in our region, which is among the 10 most expensive in the nation. The Healthy Greater Newark ACO will be an asset to our constituents and a catalyst for collaboration across the many partners who want to contribute to a healthy, vibrant, and financially stable community.

The health and well-being of the Newark community is an important priority of my administration. The City of Newark was a founding member of the Greater Newark Healthcare Coalition, and I look forward to continuing to work closely with our healthcare stakeholders to improve outcomes for our residents.

I look forward to supporting the Healthy Greater Newark ACO and helping them to increase access to care, improve quality of care and patient outcomes for vulnerable populations, and reduce ineffective spending. Please do not hesitate to reach out if I can offer additional information.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ras J. Baraka', written over a horizontal line.

Ras J. Baraka, Mayor Elect

**Attachment 6:**  
**Quality Plan**

## Healthy Greater Newark ACO Quality Plan

<b>TIMELINE</b>	<b>GOAL/OBJECTIVE</b>	<b>BENCHMARK</b>
Q1	Form a Quality Committee	Quality Committee will begin meeting monthly, as evidenced by meeting minutes
Q1	Work with HIE (NJIT) and clinical partners on existing and projected capacity for collection of Quality Measures	HIE Committee of GNHCC and ACO Quality Committee will develop outline for data collection
Q1	Establish consensus around the Quality Committee's purpose, scope and decision-making structures	Quality Committee will present a vision statement, charter and goals to the full Board
Q1	Establish a common set of quality standards for ACO members	Quality Committee will present quality measure recommendations to the Board
Q2	Align quality measures with deliverables for gainsharing plan	Quality Committee and Medical Director will work with Executive Director and full Board to ensure programmatic goals and evaluation (quality measures) are aligned
Q2	Establish policies to address failures to meet required measures	Quality Committee will complete its proposed remediation policies
Q2	Establish mechanisms for soliciting and responding to patient feedback	Quality Committee will prepare patient feedback proposal, with input from Community Engagement Committee
Q2	Seek Board approval for Quality Committee's proposals	Board approval of quality measures, remediation policies, and patient feedback proposal
Q3/Q4	Educate members of the ACO on quality measures and policies	Quality Committee will conduct in-person training with ACO members; ACO members will sign Participation and Disbursement Agreements
Q3/Q4	Retain third-party vendors as needed to support the ACO's quality efforts	Execute contracts for services with vendors
End of Year 1	Measure the quality baseline for ACO providers	Conduct initial quality evaluation