



Robert Wood Johnson
Medical School

Alfred F. Tallia, M.D., M.P.H.
Professor and Chair

Department of Family Medicine and
Community Health
Rutgers, The State University of New Jersey
125 Patterson Street MEB 288
New Brunswick, NJ 08903

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p. 732-235-6029
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July 1, 2014

Pamela Orton, RN, MSN
Director, Office of Delivery System Innovation
Division of Medical Assistance and Health Services
Department of Human Services
State of New Jersey
7 Quakerbridge Plaza, Building 6
PO Box 712
Trenton, New Jersey 08625-0712

Dear Director Orton:

New Brunswick Health Partners is pleased to submit the enclosed application for certification as a New Jersey Medicaid Accountable Care Organization (ACO) pursuant to N.J.S.A. 30:4D-8.1 *et seq.*

New Brunswick Health Partners is a coalition of New Brunswick area healthcare provider and civic organizations, including Rutgers University, collaborating on this project and organized as a New Jersey non-profit.

We believe the certification of New Brunswick Health Partner's Medicaid ACO will represent an important step forward to improving the quality, capacity, and efficiency of the healthcare in the New Brunswick/Franklin Township, New Jersey area.

We look forward to your review of our application. Should you have any questions, we are available by telephone and at the address above to discuss them with you.

Sincerely,

Alfred F. Tallia, M.D., M.P.H.
Executive Director
New Brunswick Health Partners
Executive Director,
Robert Wood Johnson Partners

Encl.

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

Name of Organization: New Brunswick Health Partners, Inc.

Address: Rutgers Robert Wood Johnson Medical School
Medical Education Building Room 278
125 Patterson Street
New Brunswick New Jersey 08903

Primary Contact Person: Alfred F. Tallia, MD, MPH, Executive Director
Phone: 732-235-6029
FAX: Email: tallia@rwjms.rutgers.edu

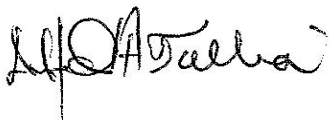
Proposed Area of Coverage: (include zip codes) New Brunswick and adjacent Franklin Township, New Jersey
08901, 08903, 08873

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.



Signature, Executive Director

07/02/2014

Date

**MEDICAID ACO DEMONSTRATION PROJECT
CERTIFICATION APPLICATION**

Applicant Information

Applicant Name: New Brunswick Health Partners

Address: MEB 288 125 Paterson Street, New Brunswick, New Jersey 08903

Phone: (732) 235-6030

Primary Applicant Contact: Alfred F. Tallia, MD, MPH, Executive Director

Proposed Coverage Area: City of New Brunswick, New Jersey and adjacent Franklin Township (zip codes 08901, 08903, 08873)

Website: www.rwjpartners.rutgers.edu

Date of Incorporation: June 27, 2014

Number of Full-time Staff: 15

Annual Budget: Approx. \$2.5 million

I. Introduction

New Brunswick Health Partners, Inc. (NBHP) seeks to be certified as a Medicaid ACO so that it may participate in the New Jersey Medicaid ACO Demonstration Project (N.J.S.A. 30:4D-8.1 et seq.).

NBHP is a New Jersey nonprofit corporation dedicated to improving the quality and accessibility of healthcare in New Brunswick and adjacent Franklin Township, New Jersey while lowering the cost of healthcare to patients and the public. Over the course of the past four years, Rutgers, The State University of New Jersey (Rutgers) and the Robert Wood Johnson University Hospital (RWJUH) and Health System have developed Robert Wood Johnson Partners (RWJP), a unique partnership between the state's flagship research university and a regionally renowned hospital and health system. RWJP was organized in May 2013 as a New Jersey limited liability company jointly owned by Rutgers and RWJUH, and began operations in January 2014 as an accountable care organization qualifying for

New Brunswick Health Partners Medicaid ACO Demonstration Project Certification Application

the Medicare Shared Saving Program (MSSP). RWJP has developed a broad provider membership of more than 600 physicians in central New Jersey including members of Rutgers Robert Wood Johnson Medical Group, Robert Wood Johnson Physician Enterprise, and community physicians throughout a 6 county region of central New Jersey.

Building on this activity, NBHP seeks to extend operations of RWJP and its collaborating members to the New Brunswick Medicaid community, while broadening participation to area providers and hospitals. NBHP will contract to obtain the services of RWJP to provide administrative and management services for its ACO.

NBHP is broadly composed of physicians, community providers and stakeholders, and includes representatives of the Eric B. Chandler Community Health Center (EBCHC), the federally qualified community health center of New Brunswick, Rutgers Robert Wood Johnson Medical Group, RWJUH, PSE&G Children's Specialized Hospital, and Saint Peters University Hospital (SPUH) and its Family Health Center at How Lane, who collectively make up more than 75% of the primary care Medicaid providers in New Brunswick. NBHP providers also include Rutgers Cancer Institute of New Jersey, Rutgers Child Health Institute, and Rutgers University Behavioral Healthcare (>40 Medicaid participating behavioral health providers including addiction services). The Civic League of Greater New Brunswick and VNA Health Group are unique social service/community organizations also represented in the governance of NBHP. Additionally, Rutgers will provide its healthcare and research expertise to help solve contemporary health care problems for the Medicaid population in the NBHP demonstration area.

NBHP has developed this broad expertise to provide the range of services needed, and to improve the quality and reduce the cost of care for its Medicaid beneficiaries. NBHP

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expects to use its governance structures, including its Board and committees, to oversee the required ACO functions, which will be executed through RWJP.

II. Organizational Overview

NBHP has deep roots in the health care innovation of its parent members. Rutgers Robert Wood Johnson Medical School's Department of Family Medicine and Community Health (DFMCH), the originator of RWJP and NBHP, has had over 15 years and more than \$30 million worth of competitively funded practice based research focused on building Patient Centered Medical Homes (PCMH). The DFMCH, a widely recognized national powerhouse of innovation, has conducted intervention trials in more than 1000 practices across the country resulting in more than 150 scientific publications. This work has been applied to the structure of RWJP, and will be applied more broadly to NBHP.

DFMCH is also the major provider of primary care services for Medicaid recipients in New Brunswick through the EBCHC. The 40 EBCHC primary care physicians are all faculty of RWJMS or members of its staff working under faculty supervision. EBCHC together with RWJUH are the primary providers of dental services for Medicaid recipients in the New Brunswick area. DFMCH also provides primary care services at the Rutgers Family Medicine at Monument Square (FMMS) office, 317 George Street, where more than 40 primary care physicians are located. FMMS also houses a nationally recognized special program for adults with developmental disabilities (PBS broadcast 2014), operated in conjunction with Rutgers Boggs Center, and a growing maternity care program; a majority of the patients of both programs are Medicaid recipients. Both EBCHC and FMMS have achieved National Committee on Quality Assurance recognition as advanced PCMHs, and are on a common electronic medical record, GE Centricity, supported by the University and

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linked to other healthcare facilities through RelayHealth and NJ Connect, the regional health information exchange.

In addition to EBCHC and FMMS, Saint Peter's Family Health Center (SPFHC), 123 How Lane, is also a participant in this application. SPFHC provides primary and preventative health care for children and adults, providing 50,543 mostly Medicaid visits annually, including > 6,000 adult patient visits. SPUH's on site For KEEPS program (Kids Embraced and Empowered through Psychological Services) is a short term acute partial-hospitalization state of the art unit. Also housed in SPFHC is the Dorothy B. Hersh Regional Child Protection Center which provides crisis intervention and child abuse assessments across 7 New Jersey counties. FMMS, SPFHC, and EBCHC have implemented numerous programs designed to increase the quality, capacity, and accessibility of healthcare, including: 1) care coordination, clinical and social interventions for complex patients, and 2) PCMH engagement initiatives for high risk patients. RWJP has also been instrumental in the advancement of NJ Connect, a web-based technology that allows providers in New Brunswick and elsewhere to access clinical data about their patients at the point of care.

Stable funding sources, a Rutgers academic base, an established coalition of healthcare organizations with a strong primary care base, and robust healthcare transformation programs make NBHP well-prepared to begin operating as a Medicaid ACO.

III. Non-Profit Status

NBHP is a nonprofit corporation formed in June 2014 under the laws of the State (See Exhibit 1). Rutgers, RWJ, and SPUH and their charitable affiliates, serve as NBHP's

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fiscal sponsors. Under the terms of an Administrative Services Letter Agreement (Exhibit 2), RWJP provides necessary administrative services for operations of NBHP.

IV. Designated Area

The NBHP ACO will serve the City of New Brunswick, New Jersey, and parts of adjacent Franklin Township, New Jersey. This area is comprised of the following zip codes: 08901, 08903, 08873. More than 6,000 Medicaid beneficiaries reside in this area.

V. NBHP Board Composition

The NBHP ACO will be governed by a Board of Trustees representing the full spectrum of healthcare providers and consumers in New Brunswick/adjacent Franklin Township. The NBHP Board is comprised of the following member groups from the area:

- Hospitals: four seats (each hospital selects one administrator and one provider)
- Rutgers University: three seats (at least one a physician provider)
- Physician providers: up to eight seats (at least one with expertise in chronic conditions)
- Behavioral health/social service (“partnering”) organizations: at least two seats
- Resident/consumer organizations: at least two seats.
- Executive Director

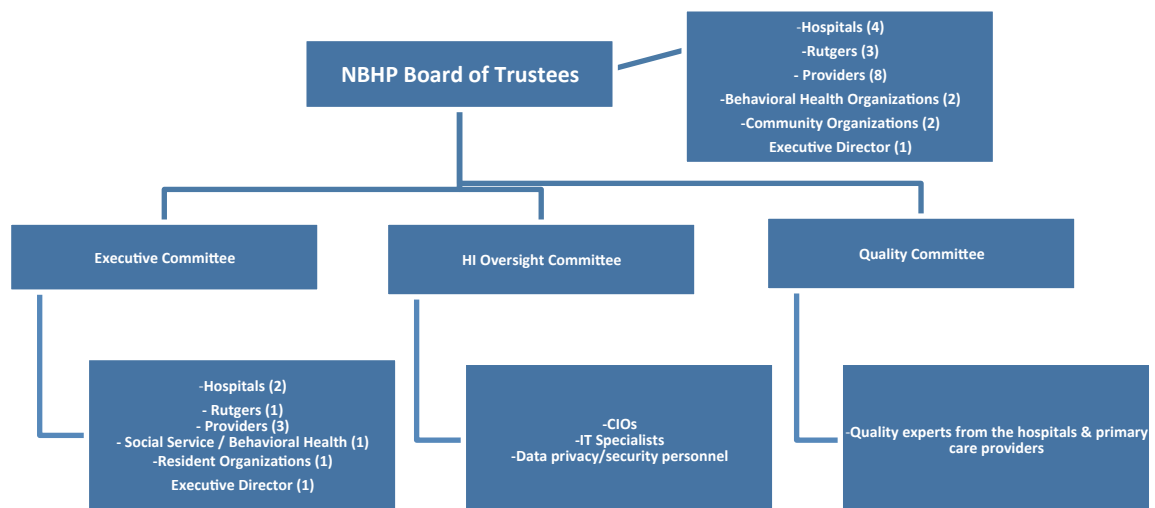
Board representatives are selected as described in Article III of the NBHP Bylaws, and serve in an organizational capacity, meaning they represent their employing/affiliated organizations in furtherance of the purposes of NBHP, not themselves (consistent with their fiduciary duties of care, loyalty and adherence to missions). Below is a chart of NBHP Board of Trustees (also Exhibit 4). As required by N.J.S.A. 30:4D-8.4(c)(2)(b), the NBHP Board includes two resident/consumer organizations capable of patient advocacy: 1) Civic League of Greater New Brunswick, a New Jersey nonprofit, nonpartisan membership organization, and 2) VNA Health Group, a New Jersey nonprofit social services entity. Both

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have sponsored community enhancing activities and social services support in New Brunswick and environs (see: Exhibits 5 & 6).

Governance

NBHP is governed by a Board of Trustees (“Board”) and managed by an Executive Director. The NBHP Board, consisting of the Executive Director and up to 19 other trustees representing New Brunswick area healthcare providers and consumers, meets quarterly and is responsible for providing oversight and strategic direction. The Board is served by three standing committees: the Executive (EC), the Health Information (HIC) Oversight, and the Quality (QC) Committees.



The EC is selected by the Board. The Board’s Chair, Vice Chair, Secretary, and Treasurer are elected from the EC. The EC meets monthly to review finances and operations, and makes recommendations to the Board based on its findings.

The HIC will meet every other month. It includes Chief Information Officers, attorneys, IT specialists, and data privacy / security personnel representing

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hospitals/Rutgers that participate in the HIE. The HIC is responsible for long-term plans for the HIE that accord with State and federal obligations, and all HIE-related agreements and policies. The QC manages quality issues related to programs and ACO related affairs, and interacts with RWJP Quality committee as described below.

NBHP's daily operations are managed by RWJP, its Executive Director and team. Other senior staff members include: Chief medical, information, and operating officers. The senior staff works as a team to make high-level program decisions. Staff are responsible for day-to-day program implementation and fulfilling reporting requirements report to these individuals (organizational chart, Exhibit 7).

VI. Support from Providers

The NBHP ACO has the full support of providers and other stakeholders as evidenced by the letters of support from: Hospitals (RWJUH, SPUH); Primary Care Providers (Rutgers RWJMS and the Rutgers RWJMG, EBCHC, SPFHC How Lane Clinic); Behavioral Health Organizations (Rutgers University Behavioral Health Care, Center for Great Expectations, Department of Psychiatry of RWJMG); Resident/Community Organizations (Greater New Brunswick Civic League, VNA Health Group); and, Health Plans (Horizon NJ Health) (Letters of Support, Exhibit 8). These organizations exceed requirements of N.J.S.A. 30:4D-8.4(c)(3) by representing all hospitals; more than 75 % of primary care providers; more than four behavioral health providers located in New Brunswick/Franklin Township, and two Community partners.

VII. Community Engagement Process

NBHP will actively engage the public with respect to its work to improve health access, outcomes, and costs, and to receive comments regarding its Gainsharing Plan. This

**New Brunswick Health Partners
Medicaid ACO Demonstration Project Certification Application**

commitment, required by N.J.S.A. 30:4D-8.4(c)(5), is embodied in Article V, of NBHP's Bylaws (Exhibit 3). The participating organizations, particularly Rutgers University, have a long history of community engagement. Rutgers RWJMS is the only school in the U.S. with community health as a core mission area. This includes sponsorship and support of EBCHC with its independent board of community based user members, and leadership in community health development initiatives for the city. Both New Brunswick hospitals have extensive community outreach programs in the New Brunswick/Franklin Township community, and have participated with Rutgers in community health assessments. Additionally, Rutgers and the two hospitals are participating in the NJ HotSpotting mapping initiative in conjunction with the Rutgers Center for State Health Policy. Rutgers' will provide extensive data information to inform the operations of the NBHP ACO. NBHP will maintain close ties with area residents and will collaborate with its member consumer organizations to develop a structured community engagement process. The two community organizations on NBHP's Board will serve as Community Liaisons, responsible for publicizing and facilitating public participation in the NBHP annual meeting, and ensuring that NBHP and its consumer organizations make available all required documents and responds to community requests for information.

NBHP will hold publicized, routine meetings for the public. Public representatives will have an opportunity to help develop NBHP healthcare goals and comment on the Gainsharing Plan. NBHP also expects that its Community Liaison may hold general, public information sessions. Public comments will be recorded and posted on NBHP's website and shared with Board. NBHP will develop a process for analyzing and responding to public feedback. NBHP will maintain hard copies of its Incorporation, Bylaws, Gainsharing Plan,

**New Brunswick Health Partners
Medicaid ACO Demonstration Project Certification Application**

and any ACO reporting requirements related to gainsharing and quality measures at its office and on its website, available for public inspection and copying at reasonable cost.

Process for Receiving and Distributing Gainsharing Payments

NBHP will develop a process for receipt and disbursement of gainsharing payments. NBHP will establish and maintain a bank account to be used exclusively for receiving and distributing gainsharing payments, earned by the ACO. Funds in the ACO account will be distributed pursuant to NBHP's State-approved Gainsharing Plan. Access to the ACO account will be limited to the NBHP Treasurer and Executive Director, with all transactions reported to the EC, with detailed account records retained for at least 5 years following Demonstration Project completion/termination. ACO members receiving a gainsharing payment will be required to sign a Participation and Disbursement Agreement that acknowledges receipt of funds and commits to their use in accordance with the Gainsharing Plan. NBHP is subject to extensive RWJP fiscal control policies (and those of their parent organizations, Rutgers and RWJUH) to safeguard funds. NBHP will follow these policies, while also developing internal controls to receive and distribute shared savings. RWJPs parent fiscal control policies are publically available. Following state certification, the NBHP Board will determine whether and how ACO shared savings will be distributed. The gainsharing plan will be ratified by the Board and submitted to the state for approval.

Commitment to the ACO Demonstration Project

NBHP is committed to being the Medicaid ACO for New Brunswick / Franklin, and agrees to be accountable for health outcomes, quality, cost, and access of resident Medicaid recipients for at least 3 years following certification. NBHP will comply with all requirements of the legislation and regulations (Commitment Letter, Exhibit 9).

**New Brunswick Health Partners
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VIII. Quality Measures, Patient Safety, and Patient Satisfaction Reporting

The NBHP will have processes for setting quality standards, monitoring care, receiving patient feedback, and addressing deficiencies. NBHP will establish a Quality Committee (QC) (Bylaws Exhibit 3) overseen by NBHP's CMO/Medical Director, will include primary care and specialty providers caring for chronic diseases among its members, and will establish its common set of quality measures. The QC will identify opportunities for improvement, review nationally recognized healthcare quality metrics and make recommendations to the NBHP Board. Once a set of measures for all participating providers is approved by the Board, NBHP will educate members on quality definition and monitoring. ACO participating providers will be required to sign a Participation and Disbursement Agreement that explicitly identifies the measures and their responsibility to comply with ACO policies, as well as State and federal laws regarding physician self-referrals and inappropriate reductions in care. The NBHP will objectively monitor the quality delivered by members through periodic informal and annual formal practice evaluations. NBHP will solicit patient feedback including feedback mechanisms such as an anonymous hotline reporting and surveys of patients. NBHP will promptly address any failures to meet required measures and resolve issues identified through internal monitoring or patient feedback. The QC will develop remediation policies to be adopted by the Board and shared with all ACO participating institutions and organizations. These policies will outline remedial actions that may be taken by the ACO and identify the types of deficiencies that warrant exclusion from the ACO. The NBHP ACO will utilize the capacities of RWJP in monitoring quality over the life of the Demonstration Project.

**New Brunswick Health Partners
Medicaid ACO Demonstration Project Certification Application**

TABLE OF EXHIBITS

1. Certificate of Incorporation
2. RWJP Management and Services Letter of Agreement
3. NBHP Bylaws
4. NBHP Board of Directors schematic
5. Organizational Information and Board of Directors list for Community Organizations: Civic League of Greater New Brunswick
6. Organizational Information and Board of Directors list for Community Organizations: Visiting Nurse Association Health Group
7. RWJP (Contracted Management and Service Delivery organization) Organizational Profile and Organizational Chart
8. Letters of Support:
 - a. Rutgers Robert Wood Johnson Medical School: Dr. Gracias, Dean
 - b. Rutgers Robert Wood Johnson Medical Group: Dr. Scardella, President
 - c. Eric B. Chandler Community Health Center: Sandra Adams, Director
 - d. Robert Wood Johnson University Hospital: Stephen Jones, CEO
 - e. St. Peter's University Hospital: Ronald C. Rak, CEO
 - f. PSE&G Children's Specialized Hospital: Amy Mansue, CEO
 - g. Rutgers University Behavioral Health: Christopher Kosseff, CEO
 - h. Center for Great Expectations: Margaret Wright, CEO
 - i. Civic League of Greater New Brunswick: C. Roy Epps, CEO
 - j. VNA Health Group, Steven Landers, M.D., M.P.H., CEO
 - k. Horizon NJ Health Blue Cross/Blue Shield: Dr. Mark Calderon, VP&CMO
 - l. New Jersey Healthcare Quality Institute: Linda Schwimmer, Vice President
9. Demonstration Project Commitment Letter

NP

**CERTIFICATE OF INCORPORATION
OF
NEW BRUNSWICK HEALTH PARTNERS, INC**

(A New Jersey Nonprofit Corporation)

**FILED
JUN 27 2014
STATE TREASURER**

THE UNDERSIGNED, of the age of eighteen years or older, being the sole incorporator of the Corporation (defined below), for the purpose of forming a nonprofit corporation pursuant to the provisions of the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A:1-1 *et seq.* (the "Act"), does hereby execute the following Certificate of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

0101032958

New Brunswick Health Partners, Inc.

SECOND: The purpose of the Corporation is to own and operate a Medicaid Accountable Care Organization to improve and have a positive impact upon the quality and efficiency of health care and the access to health care provided to Medicaid beneficiaries residing in the City of New Brunswick, New Jersey and parts of Franklin Township, New Jersey (zip codes 08901, 08903, and 08873), and for any activity within the purposes for which nonprofit corporations may be incorporated under the Act.

THIRD: The Corporation shall have no Members.

FOURTH: The method of electing Trustees of the Corporation shall be as set forth in the Bylaws of the Corporation.

FIFTH: The address of the Corporation's initial registered office is 411 Hackensack Avenue, Continental Plaza II, 5th Floor, Hackensack, New Jersey 07601, and the name of the Corporation's initial registered agent at such address is Steven R. Antico, Esq.

SIXTH: Subject to the provision of the Bylaws of the Corporation, the Corporation shall be governed by a Board of Trustees (the "Trustees") of the Corporation under the Act. The number of Trustees constituting the initial Board of Trustees of the Corporation is three (3). The names and addresses of the persons who are to serve as initial Trustees until their successors shall be appointed and qualified in accordance with the Bylaws of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Alfred F. Tallia, M.D., MPH	Rutgers Robert Wood Johnson Medical School Medical Education Building - Room 278 125 Paterson Street. New Brunswick, New Jersey 08903

2673149
4767545

Joshua M. Bershad, M.D., MBA

Robert Wood Johnson University Hospital
Administration Building -- Second Floor
One Robert Wood Johnson Place
New Brunswick, New Jersey 08901

Amy B. Mansuc

Children's Specialized Hospital
200 Somerset Street
New Brunswick, New Jersey 08901

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

Steven R. Antico, Esq.

Garfunkel Wild, P.C.
Continental Plaza II
411 Hackensack Avenue, 5th Floor
Hackensack, New Jersey 07601

EIGHTH: Upon the dissolution, liquidation, termination or winding up of the Corporation, whether voluntary, involuntary or by operation of law, the property and assets of the Corporation shall be distributed as set forth in the Bylaws of the Corporation.

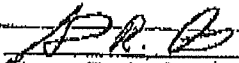
NINTH: Pursuant to Section 15A:2-8(c) of the Act, no Trustee or Officer of the Corporation shall be personally liable to the Corporation or its Members (if any) for damages for the breach of any duty owed to the Corporation or its Members (if any) except that a Trustee or officer shall not be relieved from liability for any breach of duty based upon an act or omission, (1) in breach of such person's duty of loyalty to the Corporation or its Members (if any); (2) not in good faith or involving a knowing violation of law; or (3) resulting in receipt by such person of an improper personal benefit. Nothing in this Article NINTH shall operate to diminish or effect any limitation of liability or limitation on liability which is conferred upon nonprofit corporations, societies or associations by N.J.S.A. 2A:53A-7.1.

TENTH: The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by, Section 15A:3-4 of the Act.

ELEVENTH: The duration of this Corporation is perpetual.

TWELFTH: The effective date of this Certificate of Incorporation shall be immediately upon filing with the Department of the Treasurer of the State of New Jersey.

IN WITNESS WHEREOF, the undersigned, as the incorporator of New Brunswick Health Partners, Inc., has executed this Certificate of Incorporation on the 27th day of June, 2014.

By: 
Steven R. Antico, Esq., Incorporator



Accountable Care for New Jersey

Alfred F. Tallia, MD, MPH
Executive Director

125 Patterson Street MEB 288
New Brunswick, NJ 08903
732-235-7654
rwppartners@rutgers.edu

July 2, 2014

LETTER OF AGREEMENT

Robert Wood Johnson Partners, LLC (“RWJP”) hereby agrees to offer management and health care delivery services to New Brunswick Health Partners, Inc. (“NBHP”) for purposes of operationalizing its participation in the New Jersey Medicaid Accountable Care Organization Demonstration project. The services will be provided at cost for a period of three (3) years, and may be renewed at terms mutually agreed upon by our two organizations.

Management and health care delivery services include day to day administration of operations, financial management, human resource management, information systems management, and utilization of service delivery systems owned or utilized by RWJP, pending agreement of third parties as required (collectively, the “Services”).

This Letter of Agreement may be terminated by either party: (a) with ninety days notification in writing; (b) immediately for cessation of operations by either party; (c) for a breach of this agreement; (d) a party commits or undertakes any act that could adversely affect or disrupt the business or reputation of the other party; and/or (e) a party is determined to have violated any federal, state or municipal laws or regulations. NBHP agrees to indemnify and hold RWJP harmless for any breach of this Letter of Agreement or for any actions or omissions of NBHP pursuant to this Letter of Agreement, including, but not limited to, RWJP’s provision of the Services. Both parties agree to abide by all applicable laws of the State of New Jersey, and to the Terms of the Medicaid Demonstration Project. This Letter of Agreement shall not confer any rights or remedies upon any person other than RWJP and NBHP and their respective successors and assigns. The terms of this Letter of Agreement may be memorialized in a definitive management and administrative services agreement.

This Letter of Agreement is subject to review and ratification by the RWJP’s Board of Managers and parent organizations, Rutgers, the State University of New Jersey, and the Robert Wood Johnson University Hospital and Health System. This review will take place at the next meeting of RWJP’s Board and Leadership.

A handwritten signature in black ink, appearing to read "Alfred F. Tallia".

07/02/2014

Alfred F. Tallia, M.D., M.P.H.
Executive Director

Date

BYLAWS
OF
NEW BRUNSWICK HEALTH PARTNERS, INC.
(a New Jersey Nonprofit Corporation)

ARTICLE I

NAME; PURPOSE

1. **NAME**. The name of this Corporation is NEW BRUNSWICK HEALTH PARTNERS, INC. (the "Corporation").

2. **PURPOSE**. The purpose of the Corporation is to own and operate a Medicaid Accountable Care Organization to improve and have a positive impact upon the quality and efficiency of health care and the access to health care provided to Medicaid beneficiaries residing in the City of New Brunswick, New Jersey and parts of Franklin Township, New Jersey (zip codes 08901, 08903, and 08873) (the "Designated Area"), and for any activity within the purposes for which nonprofit corporations may be incorporated under the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A:1-1 *et seq.* (the "Act"). The Corporation is committed to be accountable for the health outcomes, quality, cost, and access to health care of Medicaid beneficiaries residing in the Designated Area for a period of at least Three (3) years following certification.

ARTICLE II

NO MEMBERS

The Corporation shall not have any Members.

ARTICLE III

BOARD OF TRUSTEES

1. **POWERS**. The business of the Corporation shall be managed by its Board of Trustees (the "Board of Trustees" or the "Board"). All powers of the Corporation shall be vested in the Board of Trustees, which shall have charge, control and management of the property, business, affairs and funds of the Corporation and shall have the power and authority to perform all necessary and appropriate functions not otherwise inconsistent with these Bylaws, the Certificate of Incorporation, the Act and/or applicable law.

2. **NUMBER, QUALIFICATIONS AND COMPOSITION**. The Board of Trustees shall initially consist of the persons named thereto in the Certificate of Incorporation. From and after the organizational meeting of the Corporation, the Board of Trustees shall consist of Twenty (20) individuals (each of whom shall hereinafter be referred to as a "member of the Board of Trustees" or a "Trustee"), and the Board of Trustees shall be comprised as follows:

(a) One (1) of the Trustees shall be the Executive Director of the Corporation;

(b) Three (3) of the Trustees shall be tenured faculty member(s), Department Chair(s), executive(s), physician(s) and/or administrator(s) employed by Rutgers, The State University of New Jersey, an instrumentality of the State of New Jersey, and a body corporate and politic (“Rutgers”) (and such Trustees shall be referred to as the “Rutgers Trustees” or the “Category A Trustees”), *provided, that*, at least One (1) of such Rutgers Trustees must be a physician employed by Rutgers;

(c) Two (2) of the Trustees shall be, respectively, (i) a New Jersey-licensed physician credentialed and employed by, and (ii) an administrator employed by, Robert Wood Johnson University Hospital, Inc., a New Jersey nonprofit corporation (“Category B Trustees”);

(d) Two (2) of the Trustees shall be, respectively, (i) a New Jersey-licensed physician credentialed by, and (ii) an administrator employed by, St. Peter’s University Hospital, a New Jersey nonprofit corporation (“SPUH”) and/or St. Peter’s Hospital’s Family Health Center (located at 123 How Lane, New Brunswick, New Jersey 08901) (“Category C Trustees”);

(e) Eight (8) of the Trustees, shall be New Jersey-licensed physicians specializing in primary care or specialized care, and/or dentists, with practices that are located in the Designated Area (“Category D Trustees”);

(f) Two (2) of the Trustees shall represent social service/behavioral health agencies or organizations, such as legal aid, charitable and religious groups, and groups providing support for the needy and elderly (“Category E Trustees”); and

(g) Two (2) of the Trustees shall be employed by consumer organizations (but not the same consumer organization) capable of advocating on behalf of patients residing within the Designated Area (“Category F Trustees”), which currently are the Civic League of Greater New Brunswick, Inc., a New Jersey nonprofit corporation, and the First Baptist Church of Lincoln Gardens, a New Jersey nonprofit corporation, and, at all times, (i) at least One (1) of the organizations shall have extensive leadership involvement by individuals residing within the Designated Area, and shall have a physical location within the Designated Area, and, (ii) at least one (1) of the individuals representing a consumer organization shall be an individual who resides within the Designated Area.

Notwithstanding the foregoing, the composition of the Board of Trustees shall at all times comply with N.J.A.C. 10:79A-1.5(c)(3)(ii).

3. SELECTION AND ELECTION OF TRUSTEES.

(a) SELECTION. Potential Trustee candidates’ names shall be obtained from current Trustees and other interested individuals eligible to serve as Trustees in accordance with Article III, Section 2. In consultation with the relevant institutions and organizations named in Article III, Section 2, the Nominating Committee shall prepare a slate of nominees, which complies with the Board composition requirements set forth in Article III, Section 2. The full Board shall be notified of the Nominating Committee’s recommendations at least Ten (10) calendar days before the annual meeting (or, in the case of a vacant or new Board seat, before

any meeting at which a vote on Board membership occurs). Additional nominations for members of the Board may be submitted by Trustees from the floor at the annual meeting. All nominations shall be subject to the consent of the nominee.

(b) ELECTION BY CUMULATIVE VOTING. At all elections of the Board of Trustees, in the event that the number of Trustees nominated for any Trustee Category (i.e., Category A through F) exceeds the number of designated Trustee seats for such Category that are up for election, then each current Trustee is entitled to apportion, as he or she desires, as many votes equal to (i) One (1), multiplied by (ii) the number of Trustees in such Category. By way of example, in the event that the Nominating Committee nominates Eight (8) Category D Trustees, then the Trustees shall elect all Eight (8) Category D Trustees to the Board. However, in the event that the Nominating Committee nominates Ten (10) Category D Trustees, then each current Trustee, including each Trustee up for reelection as a Category D Trustee, shall vote for such Category D Trustees as set forth in the first sentence of this Section. By way of example, each current Trustee would have Ten (10) votes, and such Trustee could choose to vote all Ten (10) votes for one (1) Category D Trustee candidate, Five (5) each for Two (2) Category D Trustee candidates, or otherwise divide his or her Ten (10) votes whichever way among Category D Trustees he or she so desires.

4. NUMBER OF TRUSTEES. The number of Trustees may increase or decrease by majority approval of the Trustees, *provided, that*, such majority approval shall include the approval of (a) the Executive Director, and (b) a majority of the Rutgers Designees.

5. TERM OF OFFICE.

(a) TERMS. The initial three (3) members of the Board of Trustees set forth in the Certificate of Incorporation shall hold office until the first annual meeting of the Board of Trustees and until their successors shall have been elected and qualified; *provided, that*, an organizational meeting of the Corporation (which shall be deemed to be the first annual meeting of the Board of Trustees) shall be held to name the other Seventeen (17) Trustees, and all Trustees, at such organizational meeting, shall be divided, for purposes of the terms of such Trustee, into Class One Trustees or Class Two Trustees (as defined herein).

(b) CLASSES OF TRUSTEES. Ten (10) Trustees (“Class One Trustees”) shall hold office for the initial term of Two (2) years beginning on the date of the first annual meeting, and thereafter the Class One Trustees shall hold office for a period of Three (3) years and until their successors have been duly appointed and qualified. The other Ten (10) Trustees (“Class Two Trustees”) shall hold office for the initial term of Three (3) years beginning on the date of the organizational meeting, and thereafter the Class Two Trustees shall hold office for a period of Three (3) years and until their successors have been duly appointed and qualified. There shall be no limit on the number of successive terms that a Trustee may serve. To the extent possible, the Trustees of any Category shall be divided evenly between Class One Trustees and Class Two Trustees (e.g., four (4) Category D Trustees shall be Class One Trustees and four (4) Category D Trustees shall be Class Two Trustees).

6. VACANCIES. Subject to Article III, Section 2, whenever a vacancy shall occur in the Board of Trustees as the result of death, incapacity, resignation or removal of a Trustee,

the remaining Trustees acting by majority vote, shall appoint a new Trustee to serve the remainder of the term.

7. REMOVAL OF TRUSTEES. The Board, by majority approval, may (a) remove Trustees for cause, and/or (b) suspend Trustees pending a final determination that cause exists for removal. Trustees may not be removed without cause.

8. MEETINGS.

(a) TIME. Meetings shall be held at such time as the Board shall fix, except that the organizational meeting of a newly elected Board (i.e., to elect the other Seventeen (17) Trustees) shall be held as soon after its election as the Trustees may conveniently assemble. Notwithstanding the foregoing, the Board of Trustees shall meet no less frequently than quarterly. The annual meeting of the Board of Trustees shall be open to the public.

(b) PLACE. Meetings shall be held at such place within the State of New Jersey and within the Designated Area, as shall be fixed by the Board.

(c) CALL. No call shall be required for regular or special meetings for which the time and place have been fixed. Special meetings may be called by the Executive Director or by a majority of the Trustees.

(d) NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER OF NOTICE. At least Ten (10) days' notice shall be furnished for all annual and regular meetings of the Board of Trustees either personally, by regular mail or overnight courier, or by electronic mail to each Trustee at such Trustee's home or business address or electronic mail address on file with the Corporation, provided that (i) notice shall not be required if such meeting has been scheduled by resolution of the Board at a duly constituted meeting at least Fifteen (15) days in advance, and (ii) a meeting may be held without notice if all Trustees sign a written waiver of notice, which waiver may be given before or after such meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice unless the stated purpose of such attendance is to protest the lack or insufficiency of notice. A special meeting may be called by the Executive Director or by a majority of the Trustees and be held on at least two (2) days' advance notice by either personally, by regular mail or overnight courier, or by electronic mail to each Trustee at such Trustee's home or business address or electronic mail address on file with the Corporation. The notice of meeting shall state the time and place of the meeting and, in the case of a special meeting, the purpose or purposes thereof. No other business, not set forth in the notice thereof, shall be conducted at a special meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of the meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed Ten (10) days in any one adjournment.

9. QUORUM AND ACTION. A majority of the entire Board, or of any Committee thereof, shall constitute a quorum. The act of the majority present at a meeting at which a quorum is present shall be the act of the Board or the Committee, unless the act of a greater number is required by the Act, the Certificate of Incorporation, or these Bylaws.

10. CONFLICTS OF INTEREST. The Corporation is committed to being accountable and transparent in all of its transactions and operations. No contract or other transaction between the Corporation and One (1) or more of its Trustees, or between the Corporation and any domestic or foreign corporation, firm, corporate business entity or association of any type or kind in which One (1) or more of its Trustees are trustees or directors or are otherwise interested, shall be void or voidable solely by reason of the common trusteeship or interest, or solely because the Trustee or Trustees are present at the meeting of the Board or a Committee thereof which authorizes or approves the contract or transaction, or solely because the Trustee's or Trustees' votes are counted for that purpose, if the contract or other transaction is fair and reasonable as to the Corporation at the time it is authorized, approved or ratified and the fact of the common trusteeship or interest is disclosed or known to the Board or Committee and the Board or Committee authorizes, approves, or ratifies the contract or transaction (a) by unanimous written consent, provided that at least one (1) Trustee so consenting is disinterested, or (b) by affirmative vote of a majority of the disinterested Trustees, even though the disinterested Trustees be less than a quorum. Common or interested Trustees may be counted in determining the presence of a quorum at a Board or Committee meeting at which a contract or transaction described in this Section is authorized, approved or ratified.

11. COMPENSATION. All Trustees shall serve without monetary compensation for their duties as Trustees. By resolution of the Board, the Trustees may be paid their actual expenses of attendance at each meeting of the Board or its Committees, provided, that, no such expenses shall be paid for by the Corporation, if such Trustee is reimbursed for or paid such expenses by his or her sponsoring organization.

12. ACTION WITHOUT A MEETING. Any action required or permitted to be taken at any meeting of the Board of Trustees or any Committee thereof may be taken without a meeting if a written consent to such action is signed by all members of the Board of Trustees or of such Committee. Such written consent or consents shall be filed with the minutes or proceedings of the Board or Committee.

13. TELEPHONE MEETING. Any or all Trustees may participate in a meeting of the Board or a Committee of the Board by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other.

14. PRESUMPTION OF ASSENT. A Trustee of the Corporation who is present at a meeting of the Board at which any action is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forwards such dissent by registered mail to the Secretary of the Corporation immediately following adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

15. QUALIFICATIONS AND NUMBER. Trustees shall be at least eighteen years of age. Trustees need not be citizens of the United States or residents of the State of New Jersey.

16. COMMITTEES.

(a) COMMITTEES; GENERAL AUTHORITY. Subject to the remainder of this Section 16, the Board of Trustees, by resolution adopted by a majority of the entire Board of Trustees, shall appoint the following Committees: (i) two (2) Committees composed solely of Trustees, which shall be (A) an Executive Committee, and (B) a Nominating Committee; and (ii) two (2) Committees that may be composed of Trustees and other persons, which shall be (A) a Health Information Oversight Committee; and (B) a Quality Committee; provided, that, each Committee must have at least one (1) or more members. To the extent provided in the resolution, each Committee shall have and may exercise all the authority of the Board, except that no Committee shall take any action which may not be delegated pursuant to the provisions of the Act. Actions taken at a meeting of any Committee shall be reported to the Board at its next meeting following the Committee meeting; except that, when the meeting of the Board is held within two (2) days after the Committee meeting, the report shall, if not made at the first meeting, be made to the Board at its second meeting following the Committee meeting.

(b) EXECUTIVE COMMITTEE. The Executive Committee shall be comprised of (i) One (1) Category A Trustee; (ii) one (1) Category B Trustee, (iii) One (1) Category C Trustee, (iv) Three (3) Category D Trustees, (v) one (1) Category E Trustee, (vi) One (1) Category F Trustee, and (vii) the Executive Director. The Executive Committee shall meet on a monthly basis in the first (1st) year of operation, and thereafter no less than quarterly, to review the Corporation's finances and program operations, and shall makes recommendations to the Board based upon its findings.

(c) HEALTH INFORMATION OVERSIGHT COMMITTEE. The Health Information Committee shall meet every other month. The members of the Health Information Committee are anticipated to include Chief Information Officers, attorneys, information technology specialists, and data privacy/security personnel representing each of the hospitals and Rutgers' schools, institutions or components that participate in the Central New Jersey Regional Health Information Exchange ("HIE"), called NJ Connect. The Health Information Committee is responsible for developing long-term plans for the HIE that comply with State and federal obligations, and approving all HIE-related agreements and policies.

(d) QUALITY COMMITTEE. The Quality Committee shall manage quality issues related to the Corporation's programs, and shall interact with the Quality Committee of RWJ Partners, LLC ("RWJP"). The Quality Committee will establish a common set of quality measures for the Corporation and its programs and participating providers. The Quality Committee will be overseen by the Corporation's Director for Clinical Programs. The Quality Committee shall include the Medical Director, primary care physicians, and at least one (1) physician who specializes in chronic diseases. The Quality Committee will work with New Brunswick area providers to identify opportunities for improvement, review nationally recognized healthcare quality metrics and make recommendations to the Board of the Trustees. The Quality Committee will develop remediation policies to be adopted by the Board of Trustees and shared with all institutions and organizations associated with the Corporation. These policies will outline remedial actions that may be taken by the Corporation and identify the types of deficiencies that warrant exclusion from the Corporation's Accountable Care Organization.

(e) NOMINATING COMMITTEE. The Nominating Committee shall meet at reasonable periods of time before any meeting(s) at which Trustees will be elected in order to recommend a slate of Trustee nominees in accordance with Article III, Section 3. The Nominating Committee shall consist of at least three (3) Trustees. The Nominating Committee shall be charged with the responsibility of: (i) reviewing and, if necessary, making recommendations to the Board concerning the personnel policies of the Corporation, including employment practices, employee benefits, employee health and welfare services, retirement and personnel relations; (ii) reviewing and reporting on issues related to compliance of the personnel policies with all federal, state, and local laws; (iii) nominating qualified individuals to the Board in accordance with Article III, Section 3; and (iv) making other appropriate reports and recommendations to the full Board.

ARTICLE IV

OFFICERS

1. OFFICERS. The Board of Trustees shall elect or appoint an Executive Director (who shall also serve as the President), whose election or appointment must be approved by a majority of Category A Trustees. The Board of Trustees shall elect or appoint one (1) or more Vice Presidents, who shall have such duties, powers and functions as provided herein and/or in the resolutions appointing such Officer(s). The Board of Trustees shall elect or appoint a Medical Director, and may also elect or appoint a Director of Research, Director of Technology and Information, Director of Clinical Programs, and Director of Behavioral Health, who shall have such duties, powers and functions as provided herein and/or in the resolutions appointing such Director(s). The Executive Committee shall elect or appoint the Chairman of the Board of Trustees, the Vice Chairman of the Board of Trustees, a Secretary, and Treasurer, all of which must be members of the Executive Committee, who shall have such duties, powers and functions as provided herein and/or in the resolutions appointing such Officer(s).

2. EXECUTIVE DIRECTOR. The Executive Director shall manage the day-to-day affairs of the Corporation.

3. MULTIPLE OFFICES. Any two (2) or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law or by these Bylaws to be executed, acknowledged, or verified by two (2) or more officers.

4. NO CONTRACT RIGHTS. Election of an officer shall not of itself create contract rights.

5. TERM. Each officer shall hold office for the term for which he/she is elected or appointed and until his/her successor has been elected or appointed and qualified.

6. REMOVAL. Any officer elected or appointed by the Board of Trustees may be removed by the Board with or without cause at any time, provided that removal of the Executive Director/President without cause shall require approval of a majority of Category A Trustees.

7. RESIGNATION. Any officer may resign by written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified in the notice of resignation.

8. VACANCY. In the event of the death, resignation or removal of an officer, the Board of Trustees or the Executive Committee (depending on who has the right to appoint such Officer in accordance with Article IV, Section 1), in its sole discretion, may elect or appoint a successor to fill the unexpired term.

9. COMPENSATION. The compensation of all officers, if any, shall be fixed by the Board of Trustees.

10. CHECKS/CONTRACTS. All checks, drafts or demands for money and notes of the Corporation shall be signed by such Officer or Officers or such other person or persons as the Board may from time to time designate. The Board may in any instance designate the Officers and agents who shall have the authority to execute any contract, conveyance or other instrument on behalf of the Corporation, or may ratify or confirm any execution. When the execution of any document, instrument or agreement has been authorized without specification of the executing Officers or agents, the Executive Director/President may execute the same in the name and on behalf of the Corporation.

ARTICLE V

ANTITRUST COMPLIANCE; PUBLIC PARTICIPATION

1. ANTITRUST COMPLIANCE. The Corporation and its participants are committed to strict adherence of state and federal anti-trust laws. 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, N.J.S.A. 56:9-1 *et seq.* The Corporation acknowledges that the Medicaid Accountable Care Organization Demonstration Project protects the Corporation and its participants from antitrust liability under the state action doctrine only in connection with their activities as a Medicaid Accountable Care Organization. The Corporation will not negotiate rates for services provided by its participating providers with any public or private payer.

2. PUBLIC PARTICIPATION. The Corporation shall engage the public with respect to its accountable care organization's work to have a positive impact on health access, outcomes, and costs, and to receive comments regarding the Gainsharing Plan. Without limiting the generality of the foregoing, the Corporation shall (a) make available to the public for inspection and copying at a reasonable cost: (i) the Corporation's Certificate of Incorporation, Bylaws, and Gainsharing Plan; and (ii) the Corporation's reporting requirements related to Gainsharing and quality measures. The Corporation should make documents available to the public on-line where feasible. In addition, the Two (2) consumer organizations on the Board of Trustees and Executive Committee will serve as Community Liaisons, responsible for: publicizing and facilitating public participation in the Corporation's annual meeting; and ensuring that the Corporation makes available all publicly available documents. The Community

Liaison may also hold general, public information sessions. The Corporation will develop a process for analyzing and responding to public feedback.

ARTICLE VI

BOOKS AND RECORDS; REGISTERED OFFICE AND AGENT

The Corporation shall keep books and records of account and shall keep minutes of the proceedings of its Board of Trustees and of any Committee having the authority of the Board of Trustees. The books, records, and minutes of the Corporation may be kept outside the State of New Jersey.

ARTICLE VII

CORPORATE SEAL

The corporate seal shall be in such form as the Board of Trustees shall prescribe.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall be fixed, and shall be subject to change, by the Board of Trustees.

ARTICLE IX

DISTRIBUTION OF ASSETS

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed as follows:

1. First, to the payment of the debts, liabilities, and obligations of the Corporation and the expenses of liquidation;
2. Second, to the setting up of any reserves that the Board determines are appropriate for any contingent or unforeseen liabilities or obligations of the Corporation; and
3. The remaining property and assets of the Corporation shall be distributed entirely to one or more organizations selected by the Board of Trustees, which are organized and operated exclusively for charitable, educational, religious or scientific purposes so as to qualify as exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"), or to the federal government, or to the State or local government, for a public purposes. Any such property and assets not so disposed of by direction of the Board of Trustees shall be disposed of by a court of competent jurisdiction in New Jersey to one or more charitable organizations qualified under Section 501(c)(3) of the Code to be used in such manner as in the judgment of the court will best accomplish the general purposes for which the Corporation was organized. In no event will any part of the property or assets of the

Corporation be distributed to any Trustee or Officer of the Corporation or to any other individual.

ARTICLE X

INDEMNIFICATION OF CORPORATE AGENTS

1. DEFINITIONS. As used in this Article:

(a) “corporate agent” means (i) any person who is or was a Trustee or an Officer of the Corporation (including, without limitation, the Executive Director, Medical Director, Director of Research, Director of Technology and Information, Director of Clinical Programs, and Director of Behavioral Health), or a member of any Committee of the Board, and (ii) any Trustee or Officer who is or was a Trustee, officer, trustee, employee or agent of any other enterprise serving as such at the request of the Corporation;

(b) “other enterprise” means any domestic or foreign corporation, other than the Corporation, and any partnership, joint venture, sole proprietorship, trust or other enterprise, whether or not for profit, served by a corporate agent;

(c) “expenses” means reasonable costs, disbursements and counsel;

(d) “liabilities” means amounts paid or incurred in satisfaction of settlements, judgments, fines and penalties; and

(e) “proceeding” means any pending, threatened or completed civil, criminal, administrative or arbitrative action, suit or proceeding, and any appeal therein and any inquiry or investigation which could lead to such action, suit or proceeding.

2. PROCEEDINGS BY OTHERS. The Corporation shall indemnify a corporate agent against his or her expenses and liabilities in connection with any proceeding involving the corporate agent by reason of his being or having been such a corporate agent, other than a proceeding by or in the right of the Corporation (as contemplated by Section 3, below), if:

(a) Such corporate agent acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation; and

(b) With respect to any criminal proceeding, such corporate agent had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such corporate agent did not meet the applicable standards of conduct set forth in Sections 2(a) and 2(b) of this Article.

Notwithstanding the above, no indemnification shall be made to or on behalf of a corporate agent if a judgment or other final adjudication adverse to the corporate agent establishes that his or her acts or omissions: (1) were in breach of his or her duty of loyalty to the Corporation; (2) were not in good faith or involved in a knowing violation of law; or (3) resulted in receipt by the corporate agent of an improper personal benefit.

3. PROCEEDING BY CORPORATION. The Corporation shall indemnify a corporate agent against his or her expenses in connection with any proceeding by or in the right of the Corporation to procure a judgment in its favor which involves the corporate agent by reason of such corporate agent's being or having been such corporate agent, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation. However, in such proceeding no indemnification shall be provided in respect of any claim, issue or matter as to which such corporate agent shall have been adjudged to be liable for negligence or misconduct, unless and only to the extent that the court in which such proceeding was brought shall determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, such corporate agent is fairly and reasonably entitled to indemnification for such expenses as the court shall deem proper. Notwithstanding the above, no indemnification shall be made to or on behalf of a corporate agent if a judgment or other final adjudication adverse to the corporate agent establishes that his acts or omissions: (1) were in breach of his or her duty of loyalty to the Corporation; (2) were not in good faith or involved in a knowing violation of law; or (3) resulted in receipt by the corporate agent of an improper personal benefit.

4. SUCCESSFUL DEFENSE. The Corporation shall indemnify a corporate agent against expenses to the extent that such corporate agent has been successful on the merits or otherwise in any proceeding referred to in Section 2 or 3 of this Article or in defense of any claim, issue or matter therein.

5. AUTHORIZATION OF INDEMNIFICATION. Any indemnification under Section 2 of this Article and, unless ordered by a court, under Section 3 of this Article, may be made by the Corporation only as authorized in a specific case upon a determination that indemnification is proper in the circumstances because the corporate agent met the applicable standard of conduct set forth in Section 2 or Section 3 of this Article. Such determination shall be made:

(a) By the Board of Trustees or a Committee thereof at a meeting at which is present a quorum determined without including Trustees who were parties to or otherwise involved in the proceeding, acting by a majority vote of Trustees who were not parties to or otherwise involved in the proceeding; or

(b) If the quorum is not obtainable, or, even if obtainable and the quorum of the Board of Trustees or Committee by a majority vote of the disinterested Trustees directs, by independent legal counsel, in a written opinion, the counsel to be designated by the Board of Trustees.

6. WHEN PAYABLE. Expenses incurred by a corporate agent in connection with a proceeding may be paid by the Corporation in advance of the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the corporate agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as provided in this Article.

7. APPLICATION TO COURT.

(a) If the Corporation upon application of a corporate agent has failed or refused to provide indemnification as required under Section 4 of this Article or permitted under Sections 2, 3, and 6 of this Article, a corporate agent may apply to a court for an award of indemnification by the corporation, and the court:

(i) may award indemnification to the extent authorized under Sections 2 and 3 of this Article and shall award indemnification to the extent required under Section 4 of this Article, notwithstanding any contrary determination which may have been made under Section 5 of this Article; and

(ii) may allow reasonable expenses to the extent authorized by, and subject to the provisions of, Section 6 of this Article, if the court shall find that the corporate agent has by the agent's pleadings or during the course of the proceeding raised genuine issues of fact or law.

(b) Application for indemnification may be made:

(i) in the civil action in which the expenses were or are to be incurred or other amounts were or are to be paid; or

(ii) to the Superior Court in a separate proceeding.

(c) If the application is for indemnification arising out of a civil action, it shall set forth reasonable cause for the failure to make application for the relief in the action or proceeding in which the expenses were or are to be incurred or other amounts were or are to be paid. The application shall set forth the disposition of any previous application for indemnification and shall be made in the manner and form as may be required by the applicable rules of the court or, in the absence thereof, by direction of the court to which it is made. The application shall be upon notice to the Corporation. The court may also direct that notice shall be given at the expense of the Corporation to all other persons as it may designate in the manner as it may require.

8. INSURANCE. The Board of Trustees may cause the Corporation to purchase and maintain insurance on behalf of any corporate agent against any expenses incurred in any proceeding and any liabilities asserted against such corporate agent in his or her capacity as corporate agent, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

9. EXERCISE OF AUTHORITY. The powers granted by this Article may be exercised by the Corporation notwithstanding the absence of any provision in its Certificate of Incorporation or Bylaws authorizing the exercise of these powers.

10. WITNESS. This Article does not limit the Corporation's power to pay or reimburse expenses incurred by a corporate agent in connection with the corporate agent's appearance as a witness in a proceeding at a time when the corporate agent has not been made a party to the proceeding

11. LIMITATIONS. The indemnification and advancement of expenses provided by or granted pursuant to the other Sections of this Article shall not exclude any other rights to which a corporate agent may be entitled under a certificate of incorporation, bylaw, agreement, or otherwise; provided that no indemnification shall be made to or on behalf of a corporate agent if a judgment or other final adjudication adverse to the corporate agent establishes that his acts or omissions (1) were in breach of his duty of loyalty to the corporation or its members, (2) were not in good faith or involved a knowing violation of law, or (3) resulted in receipt by the corporate agent of an improper personal benefit.

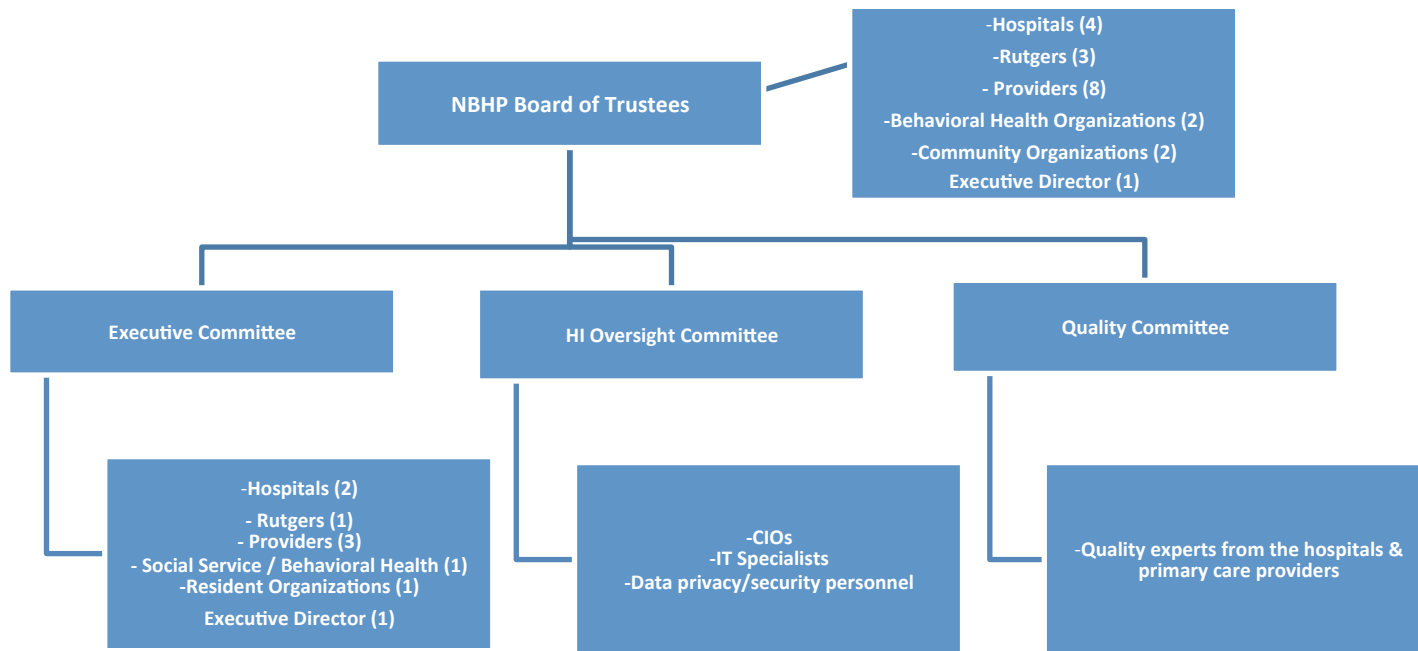
12. BY AGREEMENT. Except as required by Section 4 of this Article, no indemnification shall be made or expenses advanced by the Corporation under this Section, and none shall be ordered by a court, if that action would be inconsistent with a provision of the Certificate of Incorporation, a Bylaw, a Resolution of the Board of Trustees, an agreement or other proper corporate action in effect at the time of the accrual of the alleged cause of action asserted in the proceeding, which prohibits, limits or otherwise conditions the exercise of indemnification powers by the Corporation or the rights of indemnification to which a corporate agent may be entitled.

ARTICLE XI

AMENDMENT OF BYLAWS

The initial Bylaws shall be adopted by the Board of Trustees at its organization meeting. Thereafter, the Board shall have the power to modify, and/or terminate the Bylaws, provided, that, any such modification or termination shall be approved by at least a majority of the Category A Trustees.

New Brunswick Health Partners Board and Standing Committees



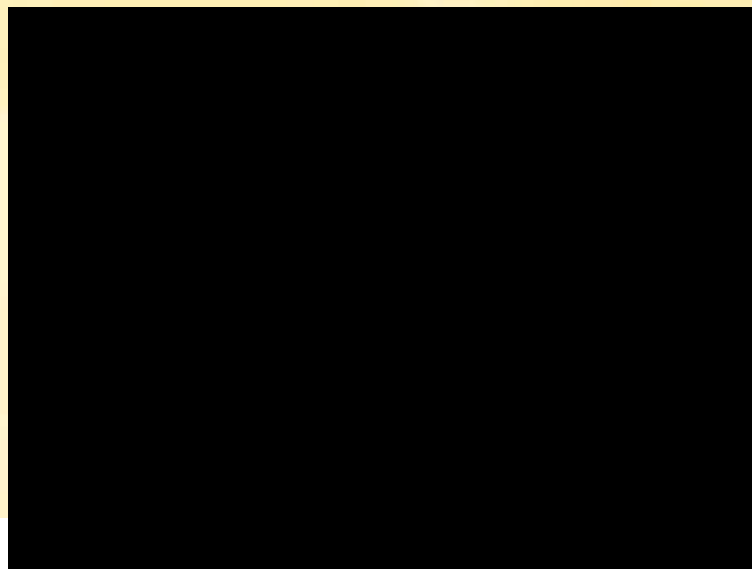
NBHP Board of Trustees

Type of Organization	Name of Organization	Representative (Title)
Medicaid ACO	New Brunswick Health Partners	Alfred Tallia, MD (Executive Director)
Hospital	PSE&G Children's Specialized Hospital	Amy Mansue (President and CEO)
Hospital	Saint Peter's University Hospital	Kenneth Sable, MD (EVP and COO)
Primary care provider	Rutgers Robert Wood Johnson Medical School	Eric Jahn, MD (Physician)
Primary care provider	Robert Wood Johnson University Hospital	Joshua Bershad, MD (Senior VP, Medical Affairs and CMO)
Community organization	Civic League of Greater New Brunswick	C. Roy Epps, Ph.D (President and CEO)
Behavioral Health Provider	The Center for Great Expectations	Margaret Wright (President and CEO)
Partnering organization	Visiting Nurse Association Health Group	Steven Landers, MD (CEO)
TO BE EXPANDED		

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Welcome to The Civic League of Greater New Brunswick



Our Mission

Civic League of Greater New Brunswick is a not-for-profit community-based organization, operated to strengthen African American families and other minority family groups...

[Read more...](#)

The League Supports & Conducts Programs That Include:

What We Do

The League is also committed to providing quality customer service to its clients by diversifying programs and delivering services to meet the changing needs of families.

- **Our Goal** - Develop sustainable youth development programs & measure the impact of activities and outcomes by the year 2020

- **Who** - African American, Latinos and other minority populations. Ages 8 to 15 year old males and females

- Education, Training & Employment
 - Housing & Economic Empowerment
 - Health Care & Wellness
 - Enhancing The Stability & Growth of Families Within The Community
 - Improving Overall Quality of Life
- Why** - Minimize intra & inter racial conflicts. Improve the low self-esteem/-respect/-confidence. Reduce the fear of the future by offering positive, achievable strategies.
 - What** - Program activities and discussions on living with and promoting diversity while fighting intolerance. Skill development workshops; conflict resolution(peer/family), behavior modification (time management) and family support resources issues
 - How** - By partnering with the New Brunswick public schools, corporations

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Our Programs

Elementary After School Programs

Serving more than 200 in the New Brunswick elementary schools.
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Middle School Extended Day

Focuses on homework, academic achievement, and enrichment activities.
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Summer Programming

Four week academic and career exploratory experience for Middle School students.
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Accelerator Project

Assists high school students recoup credits via the PLATO on-line program.
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OUR MISSION



The Civic League of Greater New Brunswick is a not-for-profit community-based organization, operated to strengthen African American families and other minority family groups. This is accomplished by advocating, promoting and providing community-based services that empower families and improve their quality of life.

The League supports and conducts programs in the areas of education, training, health care, employment, housing and economic empowerment with the aim of enhancing the stability and growth of families within their communities. This aim is accomplished in conjunction with corporations, human service agencies, churches, community organizations, schools and volunteers.



VISION 2020 STATEMENT

The genesis of the idea of addressing the most critical issues confronting our youth, in particular black youth, comes from the feeling that we may be leaving African Americans behind in view of the fact that educators, politicians, business leaders, etc. are addressing the issues affecting "Minorities" or "People of Color." In this spirit, there is probably legitimate reason in addressing the problem from a universal perspective or approach, but we must be careful not to ignore the data and reality of African Americans and their plight, especially in light of the changing demographics in New Brunswick and in the nation.

JOIN OUR NEWSLETTER

Signup to Receive the Latest Civic League News & Events via Email.

Email *
(required)

Name
(optional)

First

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GET CONNECTED

It is believed “that we can only eat an elephant one bite at a time;” therefore, the League must be realistic in its efforts to address the issues of youth. Program efforts must be targeted and expand the program activities from there. A solid, successful approach to addressing the issues of African American youth becomes a model for a successful approach to addressing the issue as it affects other cultural groups. Remember, the good thing about this approach is that it doesn't eliminate the League's overall approach to addressing quality of life issues for all people in New Brunswick. The focus on youth could be an important addendum to the League's mission.

Goal

To develop sustainable youth development programs to meet identified individual and group needs and to measure the impact of activities and outcomes, longitudinally, by the year 2020.

Who

- African American, Latinos and other minority populations;
- Ages; 8 to 15 year old males and females
- Trained volunteers and staff in the classroom, after school and weekends.

Why

- Minimize intra & inter racial conflicts;
- Improve the low self-esteem/-respect/-confidence of selected individuals and groups;
- Reduce the fear of the future by offering positive, achievable strategies;
- Develop a positive support system through individual and group activities.

What

- Program activities and discussions on living with and promoting diversity while fighting intolerance;
- Skill development workshops;
- Conflict resolution (peer/family), behavior modification (time management) and family support resources issues.

How

- By partnering with the New Brunswick public schools, corporations and other community resources to support this long term initiative;
- By identifying financial resources to engage a professional grant writer/or team to facilitate the cultivation and funding of the decade long Vision 2020 Program.



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Visiting Nurse Association Health Group
2012 ANNUAL REPORT



2012-2112
Embarking on Our Second Century of Care

MESSAGE FROM VNA HEALTH GROUP LEADERS

Dear Friends,

The year 2012 was a milestone year for Visiting Nurse Association Health Group. Through multiple events and observances, our organization celebrated the 100-year anniversary of the founding of VNA Health Group. We looked back at the VNA's rich history, raised awareness of the VNA and its vital mission of keeping people healthy in communities across the state of New Jersey, and increased opportunities for the community to contribute philanthropic support.

In addition to our Centennial, we had much to celebrate in 2012. We provided home health care, hospice care and community-based care to more than 124,000 individuals throughout the state. True to our mission, we served people of all ethnicities and economic levels, never turning away anyone who was unable to pay for care. This was made possible through the generous support of our community, the continued commitment of our boards of trustees and volunteers, and the dedication of our employees.

We now look ahead to our next century of service, fulfilling the vision of Geraldine Thompson, our founder, to keep our community healthy. The future holds great promise. With the dramatic increase in the aging baby boomer population, changes in healthcare finance and policy, and consumer preference for being cared for at home, keeping people healthy at home is more relevant than ever before. With your continued support, VNA Health Group will be there for you, your family, your neighbors, and your community. We are pleased to present you with a recap of the year's major achievements and want to express how grateful we are to you for your continued and generous support.

Thank you so much,



Steven Landers, MD, MPH
President and Chief Executive Officer



James S. Vaccaro III, Chairman
VNA Health Group Board of Trustees



Mindy Minerva, Chairman
VNA Health Group Foundation
Board of Trustees



Dorothy P. Bowers Chairman,
VNA of Central Jersey Board of Trustees

Steven H. Landers, MD, MPH
President & CEO
VNA Health Group

James S. Vaccaro, III
Chairman
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VNACJ, Inc.
Board of Trustees

Mindy Minerva
Chairman
VNAHG Foundation
Board of Trustees

OPERATIONAL HIGHLIGHTS 2012

The past year was one of both celebration and change for VNA Health Group. The organization enjoyed a year-long observance of its 100th Anniversary, paying tribute to community-based care through regional and national events. Significant external and internal changes also took place during the year. VNA continued to respond to national and statewide healthcare reform while undertaking organizational changes in leadership and structure. The organization welcomed a new President/CEO and a new Chairman of the Board, and carried out a complete organizational redesign. In 2012:

- VNA Health Group provided care for more than **124,000** individuals — an **increase of more than 4%** — and a total of nearly **900,000** episodes of care.
- The number of patients admitted for home care and hospice services **increased** by **2.7%** over the previous year to **29,668** patients served.
- The **OSCARS** (Outstanding, Sensitivity, Communication, Attitude, Respect, Service) Program made its debut in April 2012. The program was created to recognize **outstanding job performance** by both clinical and non-clinical staff. Over **70** employees were nominated by managers and peers.
- As a result of an intensive survey process, VNA Health Group was awarded accreditation for the period 2012–2015 by the **Community Health Accreditation Program, CHAP**
- VNA Health Group was voted a **2012 Best Place to Work** by *NJ Biz*, a statewide business publication.

CELEBRATING OUR CENTENNIAL 1912–2012

In 2012, VNAHG celebrated its 100th Anniversary, a major milestone. Highlights included a spectacular Centennial Gala on June 23, 2012 that drew more than 530 attendees and raised nearly \$550,000; publication of a beautiful commemorative book, “100 Faces of Caring”; and a VNAHG historical exhibit which began on Ellis Island and traveled throughout New Jersey.



3,755

Patients receive home care and hospice care each day (average daily census)

29,668

Total patients in 2012 received home care and hospice care

124,129

Total individuals enrolled in community health programs

891,179

Total episodes of care were delivered by VNA Health Group



Hurricane Sandy Donations: Stevens Institute intern Tom Phillips, left, and VNAHG maintenance team members (l to r) Ed Jones, Steve Louth, and Ted Giannechini collected supplies donated by generous friends and family members near and far.



VNA Hospice Children's Day: "Hearts of Remembrance" Children's Day is a volunteer driven event which allowed 29 children and their guardians to attend grief support camp after experiencing the death of a loved one.



Flu Shots: VNA Health Group nurses attended numerous health fairs after Superstorm Sandy to ensure community members were receiving their flu and pneumonia shots.

COMMUNITY BENEFIT AND COMMUNITY-BASED PROGRAMS

"Community benefit" conveys an organization's commitment to the well-being of individuals in the communities it serves. It offers the possibility of healthier lives to people, families and children who are challenged by poverty, disability and lack of access to care. Direct and indirect funding and services that make up VNA community benefit include charity care; unreimbursed care; in-kind donations; government, private, and corporate funding; research and education; scholarships; and free community health activities. In 2012, VNAHG provided more than **\$12.6** million in community benefit and community-based programs for those who needed them most.

Community Benefit Highlights in 2012:

- VNAHG staff presented **health education programs** to **11,500** individuals at conferences, community groups, health fairs, clubs and churches throughout the year.
- **4,000** adults and children were **immunized** against flu and pneumonia.
- Through the **Cancer Education and Early Detection Program (CEED)**, **850** uninsured Monmouth County residents received free cancer screenings.
- **4,964** individuals received **HIV/AIDS services** including prevention, education, treatment adherence, case management and home care.

- **36,784** mothers and children received nutrition education and healthcare referrals with more than **151,000** visits through the **Special Supplemental Nutrition Program for Women, Infants, and Children (WIC)**. Over **\$14 million** worth of vouchers were given to provide children with healthy and nutritious foods required for essential and adequate growth and development.
- At the **8th Annual Children's Day**, held at the Rumson home of Liz & Tom Thees, **29** children and their families participated in grief support activities organized by hospice professionals and trained volunteers.
- Through the **Healthy Families** program, **7,200** nursing visits were provided to **516** families, including first-time mothers. The visits provide parent education, healthcare, welfare and public assistance.
- **1,015** of the most vulnerable and disenfranchised members of the community — residents of boarding homes, motels, and homeless shelters — received **Mobile Outreach nursing care and support**.
- Supportive services through the **School-Based Youth Services Program**, were provided to **424** students at Asbury Park High School.
- Advanced practice nurses provided school-based health services to **2,076** students in **5** school districts. An estimated **30,000** hours of school absenteeism were prevented.
- Health screenings, health education and nursing assessments were provided to **2,400** seniors through the **Senior Wellness Program**.



Laque and Ben:

"We are more confident now."

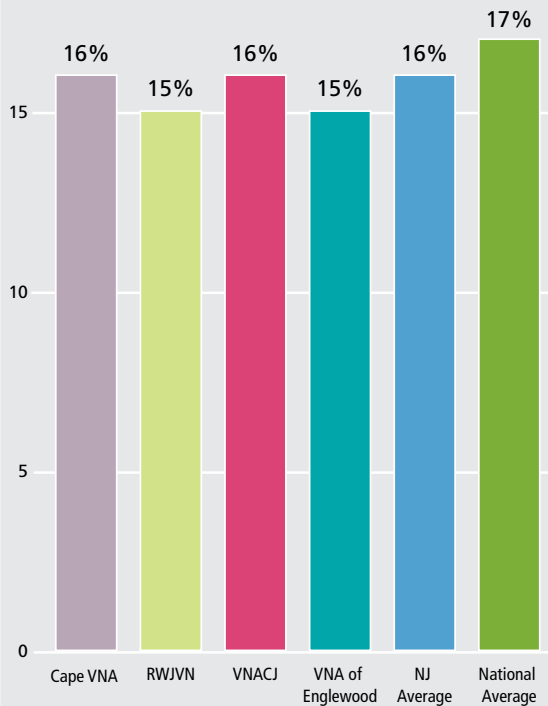
Laque: "When we found out I was pregnant, we were uneasy and uncomfortable with the idea. We didn't know if we would be able to handle this huge responsibility and change in our lives. Becoming a young parent changes everything, and that is very nerve-wracking.

"We spent a lot of time working with Dawn Ellis, our Healthy Families family support worker, whom we affectionately call Miss Dawn. We began to be more relaxed and comfortable about this new chapter in our lives. We became excited and more confident. We felt like 'we can do this'."

Ben: "Miss Dawn has helped empower us as parents and also as individuals. Her belief in us gave Laque the courage to go back to school for forensic science, and I have been working two jobs and applying to colleges.

"We feel so blessed to have each other, our baby Cherish, and especially Miss Dawn!"

2012 Acute Care Hospitalization Rate*



The Acute Care Hospitalization Rate measures how often patients were admitted to the hospital while under the care of the home health team. Lower numbers are better for this measure. VNA Health Group members are all below the national average and are at or below the New Jersey state average.

*Centers for Medicare & Medicaid Services Home Health Compare

OUTCOMES OF EXCELLENCE

VNAHG's ongoing commitment to outstanding, patient-centered care continues to be our guide for decision-making, resulting in better outcomes and better health for patients and individuals at home and in communities.

Here are a few outcomes from 2012 that measure VNA Health Group's health care performance:

Reducing Rehospitalization

Heart failure patients utilizing VNA Health Group in-home telehealth monitoring reported a **11.39%** acute care hospitalization rate compared to the 2012 national average of **27.24%**

Better Outcomes for Mothers and Children

The subsequent birth rate of teens age 15–19 participating in the VNAHG Nurse-Family Partnership Program was **7%** as compared to the New Jersey state target of **20%**.

90% of new mothers enrolled in the VNAHG Women, Infants and Children (WIC) nutrition program initiated breastfeeding.

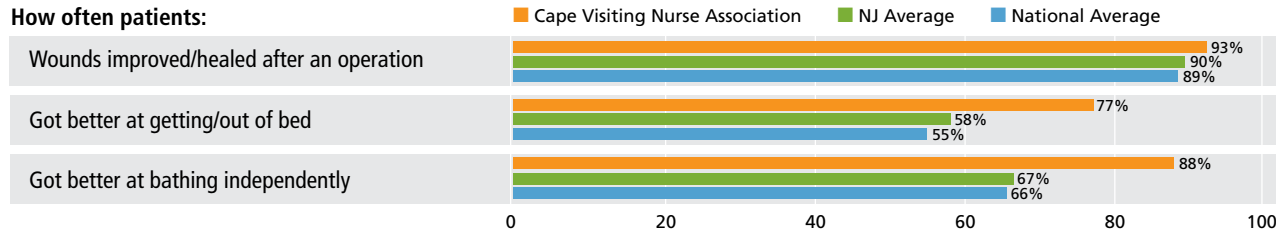
Better Outcomes for Adults

In 2012, VNA Health Group focused on the chronic disease population, particularly those with heart failure. Best practice information was shared, staff were educated, and heart failure signs and the signs and symptoms of shortness of breath were monitored. All VNAHG members reported a higher percentage than the New Jersey average outcome of **70%** for improved breathing in patients:

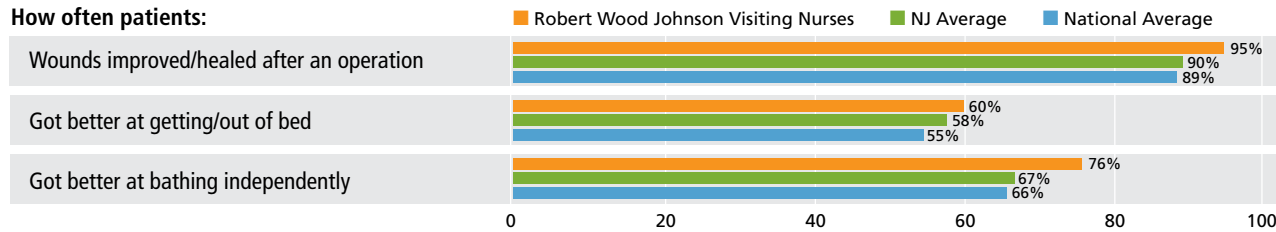
- Cape Visiting Nurse Association: **83%**
- Robert Wood Johnson Visiting Nurses: **78%**
- Visiting Nurse Association of Central Jersey: **74%**
- Visiting Nurse Association of Englewood: **82%**

How Does VNA Health Group compare?

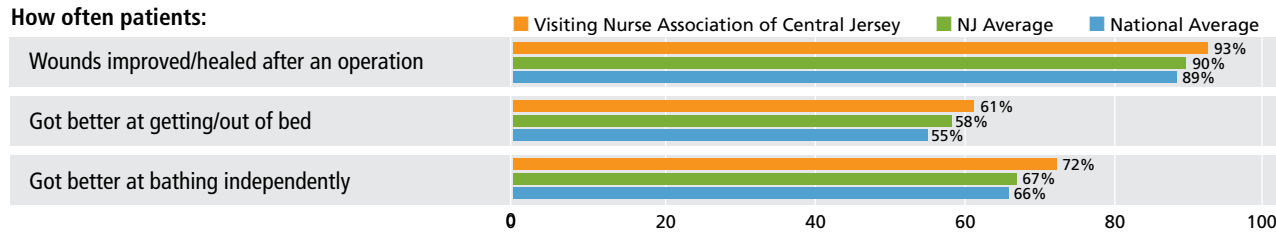
Cape Visiting Nurse Association



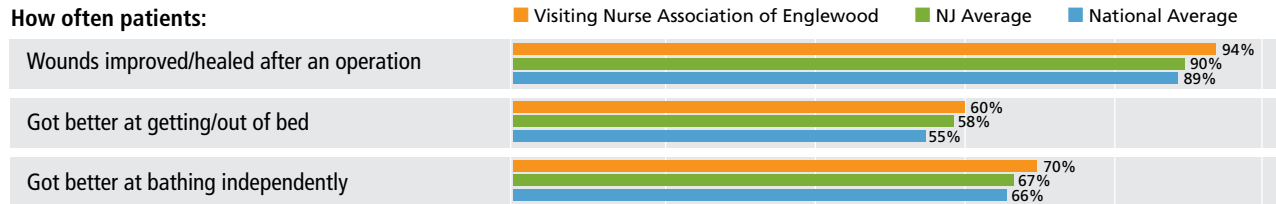
Robert Wood Johnson Visiting Nurses



Visiting Nurse Association of Central Jersey



Visiting Nurse Association of Englewood



June:

“The VNA sent me a ray of sunshine.”

“Last year was very hard for me. I had cared for my husband through a lengthy illness. The day after his funeral, Hurricane Sandy came through and destroyed most of my house. I went to live temporarily with my daughter. About three weeks later, while I was out shopping, I had a stroke. My legs went numb and my feet went right out from under me. I went first to the hospital and then to a rehab facility. As the days passed, I became very depressed.

“When I was discharged to in-home rehab, there was no question that I wanted the VNA. I have been a volunteer for years at the VNA thrift shop in Manasquan, and have heard a lot about the organization’s wonderful work. What I didn’t realize is the dramatic impact one dedicated person can have on your life. My physical therapist, Mary Lore, was a ray of sunshine. We had a lot of laughs as we worked together on the exercises that gave me back the use of my legs. One time shortly after Mary left, my daughter walked in and said, ‘You look so cheerful. Mary must have been here.’

“I’m looking forward to returning to work at the Thrift Shop soon. I’m back in my own house now, and I wake up every day with a smile.”

*Centers for Medicare & Medicaid Services Home Health Compare



INNOVATIONS

In 2012, VNA Health Group continued to evolve as a regional leader of home health, hospice and community care through the use of innovative care delivery initiatives and state-of-the-art technology.

- VNA Health Group played a collaborative role as a member of task forces designed to reduce hospital readmission rates at Monmouth Medical Center, CentraState Medical Center, and Saint Peter's University Hospital.
- In a joint program with a major medical insurance company, VNAHG provided "Transitions of Care" nursing to **118** Managed Medicare patients and reduced the patients' 30-day readmission rates to **7.63%**.
- VNAHG contracted with two insurance companies to provide **3,968** individuals with nursing assessments.
- Advanced Practice Nurses provided at-home nursing assessments and lab screenings for **294** Managed Medicaid patients in 21 counties.
- In 2012, VNA Health Group partnered with **14** providers in three counties which included acute care hospitals, home health agencies, and community partners/Offices on the Aging to apply for the Center for Medicare & Medicaid Innovations Community Based Care Transitions program. The goal of the demonstration program is to improve transitions of beneficiaries between care settings, improve quality of care for patients in the surrounding communities, reduce readmissions for high risk beneficiaries by **20%** and document measurable savings to the Medicare program.
- VNAHG developed an evidence-based coaching model to teach patients and families how to keep healthy and improve the management of their conditions. This care coordination begins in the hospital and transitions to the home.
- VNAHG deployed more than **500** Android tablets and **100** smart phones to field clinicians and home health aides to increase usability, portability and speed for completing documentation.
- **50%** of VNAHG's computer infrastructure was moved to a new internal cloud to reduce cost and enhance our information technology systems.

A TRIBUTE TO EXCELLENCE

VNA HEALTH GROUP AWARDS

John C. Archibald

VNA of Central Jersey Board of Trustees

Judith Stanley Coleman Award

for Exceptional Community Service

Margaret Walsh

VNA of Central Jersey Volunteer

Rosemary Cook Volunteer Leadership Award

VNA HEALTH GROUP EMPLOYEE RECOGNITION AWARDS

Colleen Nelson, RN, BSN

Marcia Granucci Leadership Award

Geraldine Wilkins, CHHA

Home Health Aide of the Year

Leanna R. Hubert, RN

Nurse of the Year

Fatoumata Niang, CHHA

Home Health Aide "Rookie of the Year"

Linda Rose Duddy

Doris A. Septen Employee of the Year

Khalid Hameed, PT

Rehabilitative Therapist of the Year

Karen L. Ventriglia, MSW, LSW

Social Worker of the Year

STATE AND REGIONAL AWARDS

Pauline R. DePalma, BSW

Manager of Volunteers

New Jersey Hospice & Palliative Care Organization

Volunteer Manager of the Year



Doris Septen, left, who was a longtime VNA employee, presented the 2012 Doris Septen Employee of the Year Award to Linda Duddy.



Patricia Rusca, RN, BSN, vice president, compliance and quality, congratulates high school seniors (l to r) Heather Altardo, Susanna Cruz, and Lauren Heddy, who received VNA Health Group nursing scholarships.



Colleen Nelson, RN, BSN, vice president, children and family health, center, received the Marcia Granucci Award for excellence in community-based nursing leadership. She is congratulated by Michael Granucci, left, and Theresa Beck, right, retired chief mission officer.

NURSES' DAY CELEBRATION 2012

VNA Health Group celebrates Nurses' Day each May during National Nurses' Week. In 2012, more than 350 nurses gathered to celebrate their chosen vocation of nursing and to receive accolades for their hard work and dedication. They paid a special tribute to Florence Nightingale by reading her pledge, lighting candles and renewing their commitment to nursing. The organization recognized its Nurse of the Year and Home Health Aide of the Year, and presented DAISY awards to a number of nurses who went "above and beyond." Nurses who earned bachelor's and master's degrees during the year were also honored. Six scholarship award winners were announced, including recipients of the Marcia Granucci Scholarship, the Violet Yurowski Scholarship, and the Visiting Nurse Association Health Group Nursing Scholarships.



Centennial Gala: (L to r) Honoree Peter Carton, VNA Health Group Vice Chair Denise Devine, Honoree and Foundation Trustee Nancy Mulheren, and VNA President & CEO Dr. Steven Landers.



Salute to Volunteers: Pauline DePalma, manager of volunteers, center front, enjoys an "Around the World"-themed appreciation dinner with VNA Health Group hospice volunteers.



Hospice Holiday Tree Lighting: Vinny Tavormina, center, pictured here with his family, lit the hospice tree in memory of his wife, Elaine.

THE POWER OF PHILANTHROPY

Throughout the history of VNA Health Group, friends, donors, and supporters have made generous gifts to sustain the mission of caring for people, irrespective of their circumstances, and deliver groundbreaking advances in the way nurses provide care in patients' homes and in the community.

Highlights of Your Generosity in 2012:

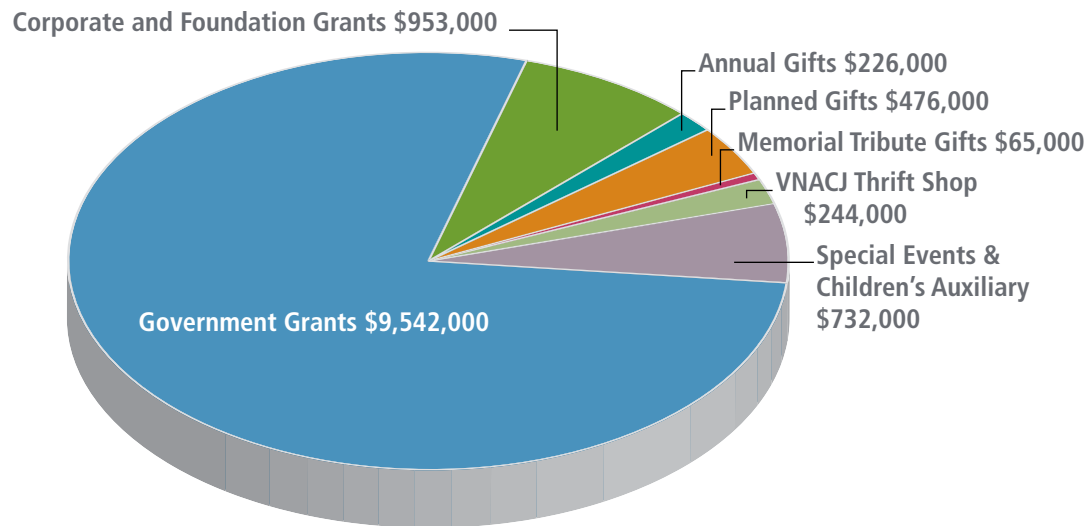
- Over **\$12.2 million** in contributions and grants were given to VNA Health Group in 2012.
- The VNACJ Thrift and Consignment Shop contributed **\$244,000**, its largest donation to date, to fund care for individuals in need.
- The Centennial Celebration Gala raised **\$548,000**, becoming the largest fundraiser in VNA history.
- Private corporations and foundations awarded grants in the amount of **\$953,000** in support of community-based programs.
- The Hospice Tree Lighting and Holiday Dinner Dance collectively raised **\$76,000** to benefit hospice patients and families.
- The Children's Auxiliary raised **\$57,000** to benefit children's programs through their annual family event, "Halloween Fest" at Riverwind, and their popular "Power of the Purse."
- Contributors near and far donated **\$200,000** to VNA Health Group's Hurricane Sandy Relief Fund. Gifts came from VNA trustees, employees, loyal supporters, local businesses and other VNAs across the country.

VNA Health Group volunteers are an essential complement to VNA health care professionals, administrators, office staff and patients. In 2012, they donated **6,500** hours of their time to a variety of projects. They visited **294** hospice patients, made **663** bereavement calls, assembled hospice charts and assisted with special events. Volunteers play an instrumental role in both the annual "Hearts of Remembrance" Children's Day and the "Seasons of Hope" program, which in 2012 provided more than **600** families with holiday gifts.



\$12.2 Million

Sources of Contributed Funds



Maria:

"Thank you for your years of love and care."

"We have been patients as a family with Cape Visiting Nurse Association on and off for the last ten years, and in that time we have never had a complaint. The nurses are caring and compassionate and steadfast in promoting their patients' wellbeing. The aides are cheerful, caring, gentle and — most important — reliable.

"Our nurse Nancy gives her all to make sure her patients receive the care they need from doctors, labs, and even social services—anything that may be beneficial to their health and their lives. She does not falter until that goal is reached.

"When Frank, my father, was admitted to hospice, we told the VNA we wanted Denise to return as his aide. She is giving, patient, warm, reliable and caring. He is very comfortable and relaxed with her. And in a time like this, 'little' things mean a lot. My mother was a great cook, and since her passing we have truly missed her Italian meatballs. I could not get the recipe right, but Denise can, thank goodness!

"Thank you again, Cape Visiting Nurse Association, for the years of love and care. We are deeply appreciative of all you did for our family through the years and are still doing today."



Annual Golf Classic: Joe Sodano, committee chair, left, and Bridget Murphy, chief philanthropy officer, right, congratulate the winners of the Robert C. Stanley Memorial Cup.



Centennial Gala: (L to r) Gala chairs Billy and Lynn Spector, Anne and Tony Gargano, and Kathy and Bob Dibble enjoyed a star-spangled evening.



Hospice Tree Lighting: The Calvin Ringers from the First Presbyterian Church at Red Bank presented music of the season.

SPECIAL EVENTS

26TH ANNUAL GOLF CLASSIC

August 6, 2012
Hollywood Golf Club, Deal

Joseph Sodano, *Chairman*

COMMITTEE:

Robert A. Bennett
Alex Binder
Winfield Boileau
Peter Carton
Doug Ewertsen
Fred Fabozzi
Jay Feigus
James Hickey
Michael Jensen
Chris Kaeli
Sam Kinney
Todd Laliberte
Frank Male, Jr.
Sean McMahon
Bridget Murphy
Kerry Parker
Kevin Rogers
Michael Serlucy
Ken Simels
Jason Welch

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Homecare Homebase
Infoscreen
Loving Care Agency, Inc.
Annette Marchionni
McBee Associates, Inc.
McKesson Medical-Surgical
Medline Foundation
NACR
New Jersey Natural Gas Company
OceanFirst Foundation
Palisades Medical Center
RBC Wealth Management
Rudnick, Addonizio, & Pappa
Saint Peter's Healthcare System
Schafer Cullen Capital Management, Inc.
Smith, Bell & Thompson, Inc.
Springpoint Senior Living
Sunnymeath Asset Management, Inc.
Superior Data Corp.
Visiting Physician Services, PC
Wells Fargo Insurance Services USA, Inc.
York-Jersey Underwriters, Inc.

2012 HALLOWEEN FEST AT RIVERWIND

October 14, 2012
Riverwind Estate, Middletown

*Presented by the
VNA Health Group Children's Auxiliary*

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Thompson Memorial Home, LLC
The Hon. Blanquita B. Valenti
Mr. and Mrs. Timothy Williams
Mr. and Mrs. Edward Wise

**6TH ANNUAL HOLIDAY
DINNER DANCE**

**December 1, 2012
Spring Lake Golf Club**

Honoring Frank & Diane Vigilante

Mr. and Mrs. William J. Egan III
Co-Chairmen

Mr. and Mrs. Kevin Wheat
Co-Chairmen

Dr. and Mrs. Vincent Zales
Co-Chairmen

COMMITTEE:

Mr. and Mrs. Gary Lington
Mr. and Mrs. P.J. McMennamin
Mayor Jennifer Naughton
Mr. and Mrs. Michael Scotto

SPONSORS:

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CBIZ-EAO Benefits
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Gibbons, P.C.
MagnaCare
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RBC Wealth Management
Mr. and Mrs. Ulrich Rudow
St. Catharine and St. Margaret Parish
TD Bank
Mr. and Mrs. Frank S. Vigilante
Visiting Nurse Service of New York

POWER OF THE PURSE

**April 26, 2012
David Burke Fromagerie, Rumson**

*Presented by the
VNA Health Group Children's Auxiliary*

SPONSORS:

Judy and John Angelo, Cowen Foundation
Michelle and Chris Barber
Alexander Baret
Broad Waverly Staffing Services
Cooper Electric Supply Company
Sara and Dennis Devine
Liz and John Devlin
Jill and Jamie Drummond
Danielle and Greg Greene
Entertain with Jane
Karen Herbstman
Tara and David Iwan
Clair and H. Woody Knopf
Mindy and Daniel Minerva
Kathleen Croddick Molyneaux
Jennifer and Jesse Muscarello
Navesink Foundation
Anne and Brian Riddle
Jeanne and Frank Shanley
Shore Digital Commerce Consulting, LLC
Springpoint Senior Living
Lauren and Trip Wolfe



Holiday Dinner Dance: honorees Frank and Diane Vigilante, center, with their family.



Vanessa and Sandy Mulheren enjoyed "Halloween Fest" with their son, Cash.



Marianne Avigdor, VNAHG Foundation trustee, makes a bid at the "Power of the Purse" event.



(L to r) Bridget Murphy, chief philanthropy officer; Dorothy Silady, president of the VNACJ Thrift Shop; Kevin Rogers; and Mindy Minerva, VNAHG Foundation chair, with 2012's record-setting check from the thrift shop.



VNACJ Thrift & Consignment Shop volunteers help shoppers make some stunning purchases.



Volunteer Lorraine Grogan, left, helps regular customer Jackie DeLeeuw, right, shop for a child's shirt.

VNA OF CENTRAL JERSEY THRIFT & CONSIGNMENT SHOP

On April 1, 1960, VNA founder Geraldine Thompson cut the ceremonial ribbon to open the MCOSS Thrift Shop, now the VNACJ Thrift and Consignment Shop. After only 16 months of business, the volunteer-driven thrift and consignment shop was able to donate \$2,500 to agency services and programs. Since the shop's founding, its volunteers have donated a total of more than 700,000 hours and contributed more than 4 million dollars.

In 2012, the shop's board of managers announced a donation of \$244,000, their largest ever. With more than 200 volunteers and a well known tagline, "Where what you purchase to wear, turns into care," the VNACJ Thrift and Consignment Shop is in every respect a thriving community institution.

VNACJ THRIFT & CONSIGNMENT SHOP BOARD OF MANAGERS

Dorothy J. Silady, *President*

Jacqueline Zurla, *Vice President*

Roberta Butler, *Secretary*

Eleanor A. Domke, *Recording Secretary*

Patricia Kutz, *Treasurer*

Vita L. Leach, *Publicity*

Linda Jensen, *Coordinator*

Paula A. Foley

Mary Ann Ierley

Maureen Jamieson

Kathy L. Keleher

Catherine Kerris

Carol Maccanico

Christine Marchgraber

Helenbeth Matyas

Margaret Meehan

Faith L. Nolfi

Marilyn J. Perro

Mary Plasse

Anne Post

CHILDREN'S AUXILIARY

The Children's Auxiliary was founded in 1992 to develop a permanent endowment fund specifically to support services for children. The auxiliary currently has 24 members whose goal is to raise funds to ensure that all children receive the care that they need. Auxiliary members have hosted many successful events including the a Halloween-themed children's fair, fashion shows, cocktail parties and a ladies' night out and purse auction. In 2012, the Children's Auxiliary raised \$57,000 through the "Halloween Fest" at the Riverwind estate in Middletown and the "Power of the Purse" event at David Burke Fromagerie in Rumson.

CHILDREN'S AUXILIARY COMMITTEE

Nikie Sourlis, *Chairman*

Laura Balestro

Michelle Barber

Ana Blank

Tracy Cornette

Sarah Devine

Jill Drummond

Danielle Devine Greene

Lisa Halikias

Taryn Iwan

Kristen Masserio

Kathy Palmeri

Anne Riddle

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Lauren Wolfe

Heather Yockel

Dray Zanetich



Power of the Purse: Members of the Children's Auxiliary Power of the Purse Committee hold some of the gorgeous designer handbags that were auctioned at the event.



(L to r) Nancy Montserrat; Nikie Sourlis, Children's Auxiliary chairman; Nancy Mulheren, VNAHG Foundation trustee; and Carmela Tedesco, special events manager, enjoy a beautiful afternoon at "Halloween Fest."



Children's Auxiliary members prepare for the Power of the Purse event.

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Through their generous support of our services and programs, Corporate Mission Partners are an important component of the support VNA Health Group receives from the community at large.

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In the tradition of Geraldine L. Thompson, VNA founder, members of the Legacy Society are individuals who are interested in the agency's future and dedicated to its mission. The Society was established to honor those who designate the agency as the recipient of a bequest or other planned gift in their estate plan.

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Mrs. Louanne Pillsbury Christie
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in memory of Jean H. Wetzel

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Estate of Ellen Adams
Estate of Judith Stanley Coleman
Estate of Jason M. Elsas, Jr.
Estate of Morton Luxembourg
Estate of Rosalee Simon

*deceased



The Supplemental Nutrition Program for Women, Infants, and Children (WIC) hosts a "Cooking Matters" nutrition education program at the grocery store.



VNAHG's Nurse-Family Partnership is a maternal/child health program for first-time moms that fosters long-term success and independence.



VNA Health Group's Special Child Health Services and Early Intervention are programs that help children with special needs and their families.

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U.S. Department of Agriculture

State of NJ — Department of Health & Senior Services
Supplemental Nutrition Program — Women, Infants, and Children (WIC)

U.S. Department of Housing & Urban Development

Community Development Block Grant/County of Monmouth, NJ
Emergency Shelter Grant Program
Health Assessments for the Homeless

U.S. Department of Health & Human Services

Health Resources & Services Administration
Bureau of Primary Health Care
HIV/AIDS Bureau
Mobile Outreach Clinic Program*

State of NJ — Department of Health & Senior Services

Cancer Education & Early Detection
Comprehensive Cancer Control Plan
Early Intervention Program
Health Facility Emergency Preparedness
HIV/AIDS Health Services
HIV Home Care Program
Special Child Health Services

State of NJ — Department of Children & Families

Child & Parent Program/CAPP
Healthy Families
Mobile Outreach Clinic Program*
Nurse-Family Partnership Monmouth County
Nurse-Family Partnership Middlesex County
School-Based Youth Services Program — Asbury Park
Speech Pathology/Day Care

State of NJ — Department of Health & Senior Services

Respite Care Program Burlington County
Respite Care Program Gloucester County

Burlington County Board of Chosen Freeholders, NJ Department of Human Services

Office on Aging/Applicants for Older Americans
Office on Aging/Social Service Block Grant

Monmouth County Board of Chosen Freeholders, NJ Department of Human Services

Division of Mental Health & Addiction Services/Mobile Outreach Services
Division of Social Services/Community Health Nursing & Home Care Intake Coordination
Division of Social Services/Special Child Health Services
Division of Social Services/Primary & Preventative Health Services
Office on Aging/Health Screening & Health Education Services
Office on Aging/Preventative Physical Health Services for Senior Citizens

Middlesex County Board of Chosen Freeholders, NJ Department of Human Services

Community-Based Care Management Services for HIV/AIDS
Personal Assistance Services (PASP) for Persons with Physical Disabilities

** For the first six months of 2012, the State of NJ-Department of Children and Families funded the VNAHG Mobile Outreach Clinic. The second six-month period was funded by the U.S. Department of Health and Human Services.*

We have made every attempt to ensure the accuracy of these lists and ask that you please email us at info@vnahg.org or call 732.224.6780 if you find an error or omission.

LETTERS OF APPRECIATION

Mrs. LaLore, our Early Intervention service coordinator, was always compassionate, professional, and understanding. I am definitely one very satisfied mother and speak very highly of the Early Intervention services my son was given. He blossomed because of everyone and their support.

- Trudie C.

Our family thanks VNA of Englewood from the bottom of our heart for all you did to make our mother's last days ones of comfort and dignity.

-Family of Ramona C.

I am writing to you with great thanks for the superb care you provided to Mary. Bernadette and Melissa showed Mary the utmost respect and care daily. Sara and Sally, her nurses, were superb with Mary and our entire family.

-Family of Mary M.

BEING IN THE GLOBAL OPTIONS PROGRAM HAS CHANGED MY LIFE & ABILITY TO DEAL WITH EVERY DAY LIVING. IF IT WASN'T FOR DALE, MY SOCIAL WORKER, AND HER DETERMINATION THINGS WOULD BE VERY DIFFERENT.

-John H.

I WOULD LIKE TO THANK JANE WHO DID ALL OF THE "LEG WORK" TO GET MY MOM STARTED ON HOSPICE AND CAROL, WHO TOOK THE TIME TO DISCUSS MY MOM'S CONDITION, HUGGED ME WHEN I CRIED AND PROVIDED SUPPORT NOT ONLY FOR THE PATIENT, BUT THE PATIENTS' LOVED ONES.

-MARYANNE R.

Some people make the world a better place just by being in it, and so it is with my visiting nurse, Sheryl. Her empathy & compassion fostered an assurance that everything would be fine. She looked after me as if I had been her own mother.

-Nancy S.

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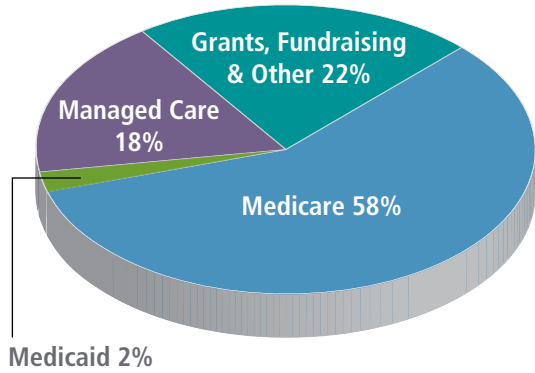
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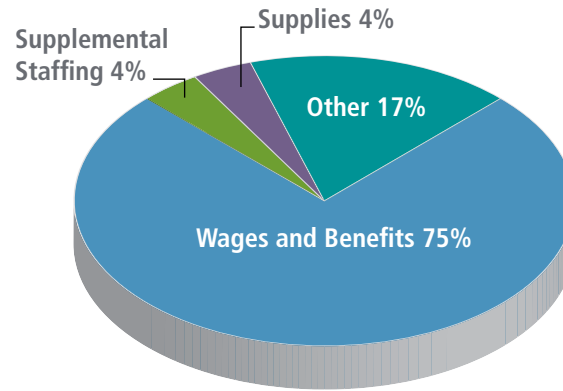
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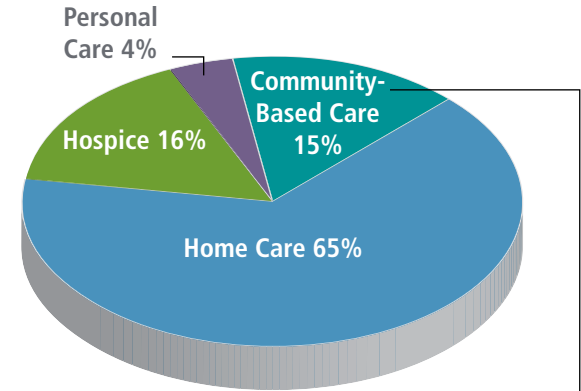
2012 Revenue



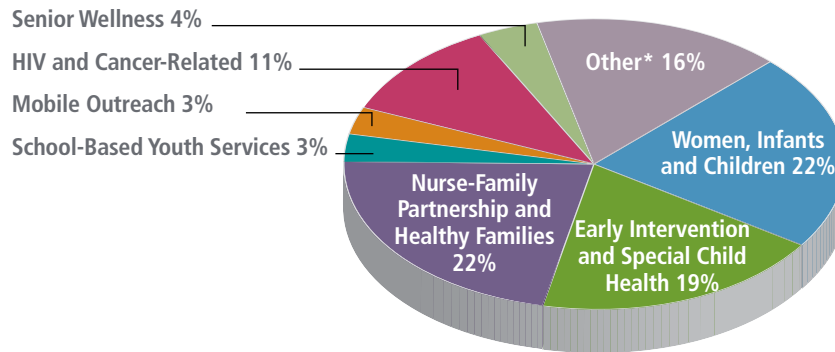
2012 Expenses



Uses of Revenue



Community-Based Care Programs & Services



*includes Respite Care, Public Health Nursing, Preventive Care, Maternal Child Health and Case Management Services and Programs

SUPERSTORM SANDY

On October 29, 2012, the New Jersey coastline was pummeled by Superstorm Sandy, the second worst hurricane-type event in recorded history. More than 2.6 million people lost power and 346,000 homes were damaged — of which 22,000 were rendered uninhabitable. Sandy's wide path of destruction made it one of New Jersey's most significant disasters. As has been the case throughout VNA history, staff went "above and beyond" to prepare for the storm and then provide care for patients and the community. VNA staffed nine shelters, provided 1,000 hours of service and — most important — cared for 3,500 patients throughout the state. Friends and strangers near and far contributed money, food, clothing, supplies, and time. Members of VNA's staff donated 442 vacation days valued at \$16,000 to help their colleagues adversely affected by the storm.



Olivia Glah, RN, BSN, ran out of gas while on her rounds. To care for her patients, she walked from 8:30 a.m. to 5:30 p.m. carrying 60 pounds of supplies.



Special Delivery: Mavis Doozie, RN, left, delivered baby Saed in a car stuck in Newark's gridlocked traffic in the aftermath of Hurricane Sandy. His parents are Charmania Florence, center, and Qaadir Brooks, right. Doozie was recognized by radio station 7100.



Marion Norman, APN, RN, a Keansburg school nurse practitioner, discovered that many of her school children were evacuated to the shelter where she was volunteering. The children and parents felt at ease seeing a familiar face.



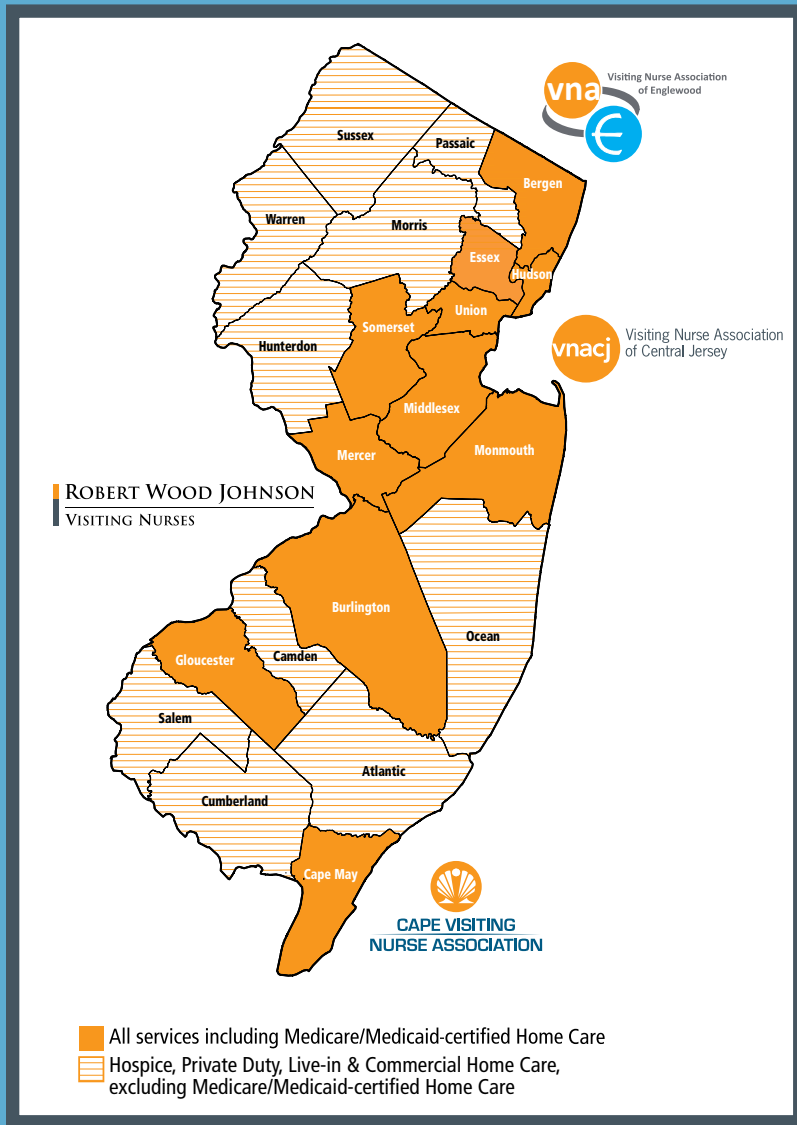
Catherine Donahue, APN, a VNAHG school-based nurse practitioner, found 91-year old Benito confused and disoriented outside the Monmouth University shelter clinic where she was assisting. He is diabetic and has a pacemaker. Catherine discovered his blood sugar level was dangerously low. She immediately went to work to raise his levels and prescribed insulin to be delivered to the shelter.



Fred Ledger, manager of purchasing, had no experience working with generators but knew he had to act when the generator for VNAHG's Red Bank headquarters malfunctioned. Fred replaced the fuel pump, wired the pump shut and jump-started the generator with his car to power the building.



Darlene Cadigan, RN, spent more than 80 hours at shelters during the weeks following Hurricane Sandy. Cadigan brought supplies, comfort and support for people who were feeling anxious and hopeless.



VISITING NURSE ASSOCIATION HEALTH GROUP PROGRAMS & SERVICES

In-Home Services

Home Health Care
 Hospice
 Palliative Care
 Home Health Aides
 Home Infusion/IV Therapy
 Physical Therapy
 Occupational Therapy
 Speech Pathology
 Medical Social Work
 Nutrition Counseling
 Private Duty Services
 Nursing
 Home Health Aides
 Live-In Caregivers
 Telehealth
 Emergency Response Systems
 Volunteer Program

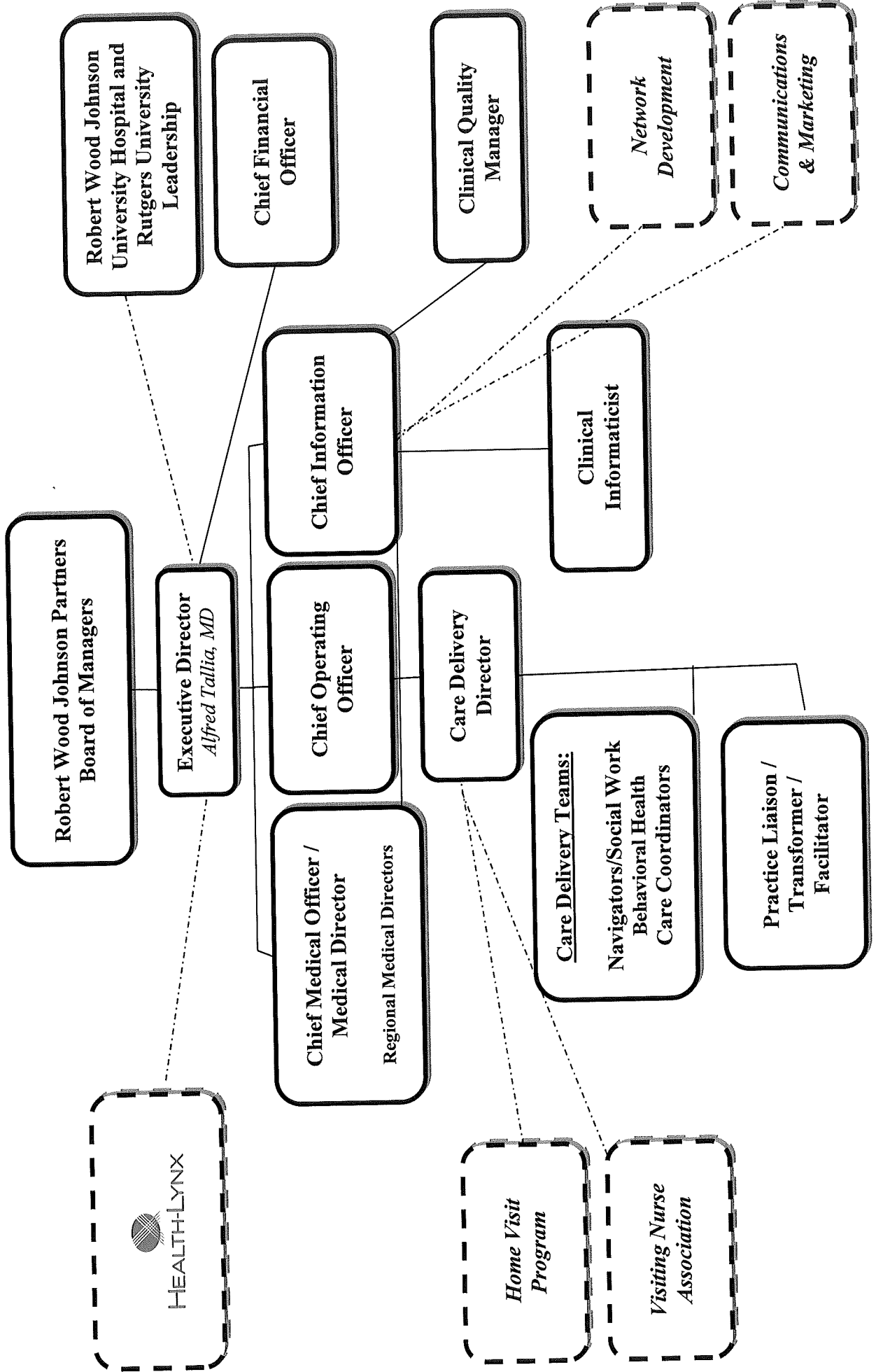
Community-Based Programs

Bereavement Counseling
 Cancer Education and Early Detection
 Case Management Services for Long-term Care
 Chronic Disease Self-Management
 Community Health Education
 Healthy Families
 HIV/AIDS Services
 Immunization Programs
 Maternal Child Health
 Mobile Outreach Clinic Program
 Nurse-Family Partnership
 Primary and Prenatal Care
 Public Health Programs
 Special Child Health Services/Early Intervention
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125 Paterson Street, Suite 1400
New Brunswick, NJ 08903-0019

p. 732-235-6300
f. 732-235-6315

July 1, 2014

Commissioner Jennifer Velez
NJ Department of Human Services
Capital Place One
222 South Warren Street
P.O. Box 700
Trenton, NJ 08625-0700

Dear Commissioner Velez:

The Rutgers Robert Wood Johnson Medical School is pleased to support the application of New Brunswick Health Partners for participation in the state Medicaid ACO Demonstration Project. This important project will provide vital services to the citizens of New Brunswick and adjacent Franklin Township.

As a major provider of health care services to these communities through our Rutgers Robert Wood Johnson Medical Group and the Eric B. Chandler Community Health Center, we are committed to solving the twin challenges of improving quality of care while controlling costs. We are the only medical school in the country with community health as a specific mission area, and this application and its resulting initiatives will assist us in achieving success in this mission.

Please know that we stand ready to contribute the expertise and support of our clinicians and researchers to this worthwhile project.

Sincerely,



Vicente H. Gracias, MD
Interim Dean

Date: June 24, 2014

The New Jersey Department of Human Services
Capital Place One
222 South Warren Street
P.O. Box 700
Trenton, NJ 08625-0700

Re: Letter of Support for New Brunswick Health Partners Medicaid Accountable Care Organization.

Rutgers, Robert Wood Johnson Medical School strongly supports the formation of New Brunswick Health Partners (NBHP), a Medicaid Accountable Care Organization (ACO) to serve the City of New Brunswick, New Jersey and parts of adjacent Franklin Township, New Jersey.

Our organization looks forward to partnering with NBHP as a member of its Accountable Care Organization. We support NBHP's goals of increasing access to primary care, improving health outcomes and quality for vulnerable populations, and reducing unnecessary and inefficient spending of Medicaid funds. We commit to the following in order to participate in NBHP:

- Working to improve health outcomes and quality while reducing unnecessary and inefficient spending.
- Providing timely information to meet NBHP's reporting requirements, including quality measures and patient experience findings.
- Sharing patient medical information with other NBHP members, pursuant to necessary data sharing agreements, for the purpose of enhancing the quality of patient care, tracking, follow-up, and coordination.
- Abiding by all federal and state laws governing privacy, access to care, and responsibility for treatment and referral decisions.
- Participating in the NBHP for the full length of the Medicaid ACO Demonstration Project.
- Abiding by NBHP's anti-trust compliance policy.
- Cooperating with and participating in the annual evaluation.

Our organization is proud to support the formation of NBHP which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in New Brunswick and parts of Franklin Township, New Jersey.

Sincerely,



Anthony T. Scardella, M.D.
Senior Associate Dean for Clinical Affairs
President, Rutgers, Robert Wood Johnson Medical Group

Date: July 2, 2014

Re: Letter of Support for New Brunswick Health Partners Medicaid Accountable Care Organization.

To the New Jersey Department of Human Services:

The Eric B. Chandler Health Center strongly supports the formation of New Brunswick Health Partners (NBHP), a Medicaid Accountable Care Organization (ACO) to serve the City of New Brunswick, New Jersey and parts of adjacent Franklin Township, New Jersey.

Our organization looks forward to partnering with NBHP as a member of its Accountable Care Organization. We support NBHP's goals of increasing access to primary care, improving health outcomes and quality for vulnerable populations, and reducing unnecessary and inefficient spending of Medicaid funds. We commit to the following in order to participate in NBHP:

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- Abiding by all federal and state laws governing privacy, access to care, and responsibility for treatment and referral decisions.
- Participating in the NBHP for the full length of the Medicaid ACO Demonstration Project.
- Abiding by NBHP's anti-trust compliance policy.
- Cooperating with and participating in the annual evaluation.

Our organization is proud to support the formation of NBHP which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in New Brunswick and parts of Franklin Township, New Jersey.

Sincerely,


Sandra Adams
Executive Director/CEO

June 25, 2014

RE: Letter of Support for New Brunswick Health Partners Medicaid Accountable Care Organization

To: New Jersey Department of Human Services:

Robert Wood Johnson University Hospital strongly supports the formation of New Brunswick Health Partners (NBHP), a Medicaid Accountable Care Organization (ACO), to serve the City of New Brunswick, New Jersey and parts of adjacent Franklin Township, New Jersey.

Our organization looks forward to partnering with NBHP as a member of its Accountable Care Organization. We support NBHP's goals of increasing access to primary care, improving health outcomes and quality for vulnerable populations, and reducing unnecessary and inefficient spending of Medicaid funds. We commit to the following in order to participate in NBHP:

- Working to improve health outcomes and quality while reducing unnecessary and inefficient spending;
- Providing timely information to meet NBHP's reporting requirements, including quality measures and patient experience findings;
- Sharing patient medical information with other NBHP members, pursuant to necessary data sharing agreements, for the purpose of enhancing the quality of patient care, tracking, follow-up, and coordination;
- Abiding by all federal and state laws governing privacy, access to care, and responsibility for treatment and referral decisions;
- Participating in the NBHP for the full length of the Medicaid ACO Demonstration Project;
- Abiding by NBHP's anti-trust compliance policy; and
- Cooperating with and participating in the annual evaluation.

Our organization is proud to support the formation of NBHP which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in New Brunswick and parts of Franklin Township, New Jersey.

Sincerely,



Stephen K. Jones
President and CEO



Office of the President
254 Easton Avenue
New Brunswick, N.J. 08901
Phone: 732-745-8600
www.saintpetershcs.com

July 2, 2014

Re: Letter of Support for New Brunswick Health Partners Medicaid Accountable Care Organization

To the New Jersey Department of Human Services:

Saint Peter's Healthcare System strongly supports the formation of New Brunswick Health Partners (NBHP), a Medicaid Accountable Care Organization (ACO) to serve the City of New Brunswick, New Jersey, and parts of adjacent Franklin Township, New Jersey.

Our organization looks forward to partnering with NBHP as a member of its Accountable Care Organization. We support NBHP's goals of increasing access to primary care, improving health outcomes and quality for vulnerable populations, and reducing unnecessary and inefficient spending of Medicaid funds. We commit to the following in order to participate in NBHP:

- Working to improve health outcomes and quality while reducing unnecessary and inefficient spending.
- Providing timely information to meet NBHP's reporting requirements, including quality measures and patient experience findings.
- Sharing patient medical information with other NBHP members, pursuant to necessary data sharing agreements, for the purpose of enhancing the quality of patient care, tracking, follow-up, and coordination.
- Abiding by all federal and state laws governing privacy, access to care, and responsibility for treatment and referral decisions.
- Participating in the NBHP for the full length of the Medicaid ACO Demonstration Project.
- Abiding by NBHP's anti-trust compliance policy.
- Cooperating with and participating in the annual evaluation.

Our organization is proud to support the formation of NBHP, which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in New Brunswick and parts of Franklin Township, New Jersey.

Sincerely,

A handwritten signature in black ink, appearing to read "Ronald C. Rak". The signature is fluid and cursive, with a large initial "R" and a distinct "C" and "R" at the end.

Ronald C. Rak, JD
President and CEO
Saint Peter's Healthcare System



June 24, 2014

The Honorable Jennifer Velez, Commissioner
Department of Human Services
222 South Warren Street, P.O. Box 700
Trenton, NJ 08625

Amy B. Mansue
President and CEO
Children's Specialized Hospital
200 Somerset Street
New Brunswick, NJ 08901

Re: Letter of Support for New Brunswick Health Partners Medicaid Accountable Care Organization.

Dear Commissioner *Jen* Velez:

Children's Specialized Hospital strongly supports the formation of New Brunswick Health Partners (NBHP), a Medicaid Accountable Care Organization (ACO) to serve the City of New Brunswick, New Jersey and parts of adjacent Franklin Township, New Jersey.

Our organization looks forward to partnering with NBHP as a member of its Accountable Care Organization. We support NBHP's goals of increasing access to primary care, improving health outcomes and quality for vulnerable populations, and reducing unnecessary and inefficient spending of Medicaid funds. We commit to the following in order to participate in NBHP:

- Working to improve health outcomes and quality while reducing unnecessary and inefficient spending.
- Providing timely information to meet NBHP's reporting requirements, including quality measures and patient experience findings.
- Sharing patient medical information with other NBHP members, pursuant to necessary data sharing agreements, for the purpose of enhancing the quality of patient care, tracking, follow-up, and coordination.
- Abiding by all federal and state laws governing privacy, access to care, and responsibility for treatment and referral decisions.
- Participating in the NBHP for the full length of the Medicaid ACO Demonstration Project.
- Abiding by NBHP's anti-trust compliance policy.
- Cooperating with and participating in the annual evaluation.

Our organization is proud to support the formation of NBHP which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in New Brunswick and parts of Franklin Township, New Jersey.

Sincerely,

Amy B. Mansue
Amy B. Mansue
President and CEO

Date: June 24, 2014

1-888-CHILDREN (244-5373) www.childrens-specialized.org

RUTGERS
University Behavioral
Health Care

Christopher Kosseff
President and CEO, University Behavioral Health Care
Rutgers, The State University of New Jersey
671 Hoes Lane West
Piscataway, NJ 08855-1392

ubhc.rutgers.edu
kosseff@ubhc.rutgers.edu
p. 732-235-5800
f. 732-235-4594

Date: June 24, 2014

Re: Letter of Support for New Brunswick Health Partners Medicaid Accountable Care Organization.

To the New Jersey Department of Human Services:

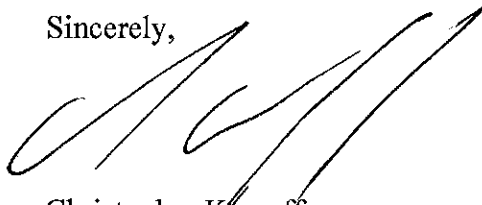
Rutgers University Behavioral Health Care strongly supports the formation of New Brunswick Health Partners (NBHP), a Medicaid Accountable Care Organization (ACO) to serve the City of New Brunswick, New Jersey and parts of adjacent Franklin Township, New Jersey.

Our organization looks forward to partnering with NBHP as a member of its ACO. We support NBHP's goals of increasing access to primary care, improving health outcomes and quality for vulnerable populations, and reducing unnecessary and inefficient spending of Medicaid funds. We commit to the following in order to participate in NBHP:

- Working to improve health outcomes and quality while reducing unnecessary and inefficient spending.
- Providing timely information to meet NBHP's reporting requirements, including quality measures and patient experience findings.
- Sharing patient medical information with other NBHP members, pursuant to necessary data sharing agreements, for the purpose of enhancing the quality of patient care, tracking, follow up, and coordination.
- Abiding by all federal and state laws governing privacy, access to care, and responsibility for treatment and referral decisions.
- Participating in the NBHP for the full length of the Medicaid ACO Demonstration Project.
- Abiding by NBHP's anti-trust compliance policy.
- Cooperating with and participating in the annual evaluation.

Our organization is proud to support the formation of NBHP which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in New Brunswick and parts of Franklin Township, New Jersey.

Sincerely,



Christopher Kosseff
President and CEO



June 24, 2014

Re: Letter of Support for New Brunswick Health Partners Medicaid AccountableCare Organization.

To the New Jersey Department of Human Services:

The Center for Great Expectations strongly supports the formation of New Brunswick Health Partners (NBHP), a Medicaid Accountable Care Organization (ACO) to serve the City of New Brunswick, New Jersey and parts of adjacent Franklin Township, New Jersey.

Our organization looks forward to partnering with NBHP as a member of its Accountable Care Organization. We support NBHP's goals of increasing access to primary care, improving health outcomes and quality for vulnerable populations, and reducing unnecessary and inefficient spending of Medicaid funds. We commit to the following in order to participate in NBHP:

- Working to improve health outcomes and quality while reducing unnecessary and inefficient spending.
- Providing timely information to meet NBHP's reporting requirements, including quality measures and patient experience findings.
- Sharing patient medical information with other NBHP members, pursuant to necessary data sharing agreements, for the purpose of enhancing the quality of patient care, tracking, follow-up, and coordination.
- Abiding by all federal and state laws governing privacy, access to care, and responsibility for treatment and referral decisions.
- Participating in the NBHP for the full length of the Medicaid ACO Demonstration Project.
- Abiding by NBHP's anti-trust compliance policy.
- Cooperating with and participating in the annual evaluation.

Our organization is proud to support the formation of NBHP which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in New Brunswick and parts of Franklin Township, New Jersey.

Sincerely,

Peg Wright
President/CEO

Date: 6/24/14



Civic League of Greater New Brunswick, Inc.

47-49 THROOP AVENUE
NEW BRUNSWICK, NEW JERSEY 08901

Phone: (732) 247-9066

FAX: (732) 247-3646

www.civicleague.com

GAIL REYNOLDS, Ed.D.
Chairperson

C. ROY EPPS
President/CEO

June 30, 2014

New Jersey Department of Human Services
222 South Warren Street
PO Box 700
Trenton, NJ 08625-0700

RE: Letter of Support for New Brunswick Health Partners Medicaid Accountable Care Organization

The Civic League of Greater New Brunswick, a non-profit community-based organization, strongly supports the formation of New Brunswick Health Partners (NBHP), a Medicaid Accountable Care Organization (ACO) to serve the city of New Brunswick, New Jersey and parts of adjacent Franklin Township, New Jersey.

The Civic League, an advocate for the low and moderate income population in the greater New Brunswick area and its environs, looks forward to partnering with NBHP as a member of its Accountable Care Organization. We support NBHP's goals of increasing access to primary care, improving health outcomes and quality for vulnerable populations, and reducing unnecessary and inefficient spending of Medicaid funds. The Civic League is committed to the following in order to participate in NBHP:

- Providing a principal representative of the Civic League as a voting member of the NBHP Board of Trustees;
- Participating in NBHP ACO for the full length of the Medicaid ACO Demonstration Project;
- Working with NBHP on developing a process to engage community members;
- Assisting health care providers in improving health outcomes and quality of care; and
- Cooperating with and participating in the annual evaluation.

The Civic League is very pleased to support the formation of NBHP, which we believe represents an important step forward in improving the quality, capacity, and efficiency of the healthcare system in New Brunswick and parts of Franklin Township, New Jersey.

Sincerely,

C. Roy Epps
President/CEO

July 2, 2014

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

Re: New Brunswick Health Partners ACO 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 for the New Brunswick Health Partners.

With the largest presence in central New Jersey, VNA Health Group has provided home health, hospice, and community-based services throughout the community for over 100 years, caring for over 120,000 individuals each year. VNA Health Group looks forward to the commitment of continuing the relationship with the New Brunswick Health Partners as a key partner for the Accountable Care Organization.

Through this letter, my staff and I commit to participate in the New Brunswick Health Partners 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;

176 Riverside Avenue Red Bank NJ 07701 • Tel: 800.862.3330 • www.vnahg.org • Accredited by CHAP

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



Horizon Blue Cross Blue Shield of New Jersey*

Mark Calderon, M.D.
Vice President
Chief Medical Officer

Horizon NJ Health

210 Silvia Street
West Trenton, NJ 08628
Trenton, NJ 08628
Phone: (609) 718-9186
Fax: (609) 538-1714
mark_calderon@horizonNJhealth.com
www.horizonNJhealth.com

Alfred F. Tallia, MD, MPH
Executive Director
RWJ Partners
Accountable Care for New Jersey
RWJ University Hospital &
Rutgers, the State University of New Jersey

RE: Letter of support for application to form a Medicaid ACO

Dear Dr. Tallia:

The Medicaid ACO demonstration project provides the New Jersey Medicaid program an opportunity to explore innovative system re-design including; testing the ACO as an alternative to managed care; evaluating how care management and care coordination could be delivered to high risk, high cost utilizers; stretching the role of Medicaid beyond just medical services but to integrate social services; and, testing payment reform models including pay for performance metrics and incentives.

Horizon NJ Health is pleased to support New Brunswick Health Partners on their application to form a Medicaid ACO serving New Brunswick and parts of adjacent Franklin Township as a response to the New Jersey State Medicaid ACO demonstration project. We will look to 2015 to begin a deeper discussion as to how our respective organizations can best collaborate.

Horizon NJ Health looks forward to connecting our members with this network and integrating clinical care with community-based health resources.

Sincerely,

Mark Calderon, MD
Vice President, Chief Medical Officer



June 26, 2014

Pam Orton, RN, MSN
Director, Office of Delivery System Innovation
NJ DHS, Division of Medical Assistance and Health Services
P.O. Box 712
Trenton, NJ 08625-0712

Re. Letter of Support for New Brunswick Health Partners' Medicaid Accountable Care Organization Application

Dear Ms. Orton,

The New Jersey Health Care Quality Institute strongly supports the New Brunswick Health Partners' application to participate in the Medicaid Accountable Care Organization Demonstration Project established by NJ P.L 2011, Chapter 114. We believe that New Brunswick Health Partners is firmly committed to providing high-quality, cost-effective health care to the most vulnerable patients residing in New Brunswick and parts of adjacent Franklin Township through collaboration, the use of data, and patient-centered care. We also believe that New Brunswick Health Partners 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. New Brunswick Health Partners 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 New Brunswick Health Partners develops its Medicaid ACO, the Quality Institute will continue to provide these services and more to support its efforts. New Brunswick Health Partners has committed to be an active member of the Affiliated

Leonard Leto
*Chairman of the Board
NJ Health Care Quality Institute*

*NJ State Health Benefits Plan
(Retired)*

Robert "Rob" Andrews
*Former Congressman, NJ
1st 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.njhcqi.org

NEW JERSEY
HEALTH CARE
QUALITY
INSTITUTE



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powered.

ACOs during our next program year (2014-15). We strongly believe in their goals of improving the quality, capacity, and efficiency of the health care system in New Brunswick, New Jersey and parts of adjacent Franklin Township, New Jersey and are proud to support the formation of their Medicaid ACO.

Sincerely,

Linda Schwimmer
Vice President
New Jersey Health Care Quality Institute

Pamela Orton, RN, MSN
Director, Office of Delivery System Innovation
Division of Medical Assistance and Health Services
Department of Human Services
State of New Jersey
7 Quakerbridge Plaza, Building 6
PO Box 712
Trenton, New Jersey 08625-0712

July 7, 2014

Letter of Commitment, New Brunswick Health Partners

Dear Director Orton:

As part of New Brunswick Health Partners application to New Jersey's Medicaid Accountable Care Organization Demonstration Project, I, Alfred Tallia, M.D., M.P.H. as Executive Director, expressly affirm on behalf of New Brunswick Health Partners that:

- i. Information contained in the New Brunswick Health Partners 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;
- ii. New Brunswick Health Partners will be accountable for the health outcomes, quality, cost, and access to care of Medicaid beneficiaries;
- iii. New Brunswick Health Partners will participate in the Demonstration Project for at least three years following certification;
- iv. New Brunswick Health Partners will comply with the Demonstration Project requirements set forth by the Act and this chapter;
- v. That New Brunswick Health Partners shall function in accordance with all applicable State and Federal laws and regulations, including, but not limited to, laws and regulations designed to protect Medicaid beneficiaries' ability to access medically necessary care and HIPAA requirements protecting the privacy and security of protected health information;
- vi. New Brunswick Health Partners is committed to ensuring the use of electronic prescribing and electronic medical records by health care providers located in the designated area and expressly affirms that the ACO has existing or planned infrastructure, such as information technology, that enables the ACO to collect and share data among its members;
- vii. New Brunswick Health Partners acknowledges its affirmative obligation to notify the Department within 30 days of any material changes to its certification application any time during the certification process and following certification;
- viii. New Brunswick Health Partners has included all necessary documents with its application, including its bylaws, Articles of Incorporation, list of members, letters of support, and relevant policies and agreements.

