

PASSAIC COUNTY COMPREHENSIVE ACCOUNTABLE CARE ORGANIZATION, INC.

July 2, 2014

VIA FEDERAL EXPRESS

Pamela Orton, RN, MSN
Director, Officer of Delivery System Innovation
NJ DHS, Division of Medical Assistance and Health Services
5 Quakerbridge Plaza
Trenton, New Jersey 08619

Re: Medicaid ACO Application

Ms. Orton:

On behalf of the Passaic County Comprehensive Accountable Care Organization, Inc. ("PCC-ACO"), enclosed please find the application for certification as a Medicaid Accountable Care Organization under N.J.A.C. 10:79A et seq.

PCC-ACO is excited to submit the enclosed application and believes its certification as a Medicaid ACO is a significant step in improving the health and well-being of the residents of the City of Paterson.

If you have any questions with respect to the enclosed application, please feel free to contact me at (973) 754-2008.

Sincerely,



Howard Tepper

Encl.

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

Name of Organization: Passaic County Comprehensive
Accountable Care Organization, Inc

Address: 703 main Street
Paterson, NJ 07503

Primary Contact Person: Howard Tepper
Phone: 973-754-2775
FAX: 973-754-2009
Email: Tepper.H@SJHMC.ORG

Proposed Area of Coverage: (include zip codes) 07501, 07502, 07503

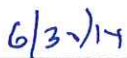
The narrative portion of the application shall not exceed 10 double-spaced type written pages with a 12 point font minimum.

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, Title 
Howard Tepper, President


Date

Applicant Information

Applicant Name: Passaic County Comprehensive Accountable Care Organization, Inc.

Address: 703 Main Street, Paterson, New Jersey 07503

Phone: (973) 754-2008

Primary Applicant Contact: Howard Tepper, PCC- ACO

Proposed Coverage Area: Central Paterson, New Jersey (zip codes 07501, 07502, 07503)

Projected Medicaid Membership: 15,000

Website: <https://stjosephshealth.org/pccc>

Date of Incorporation: July 2, 2014

PCC-ACO Application Proposal:

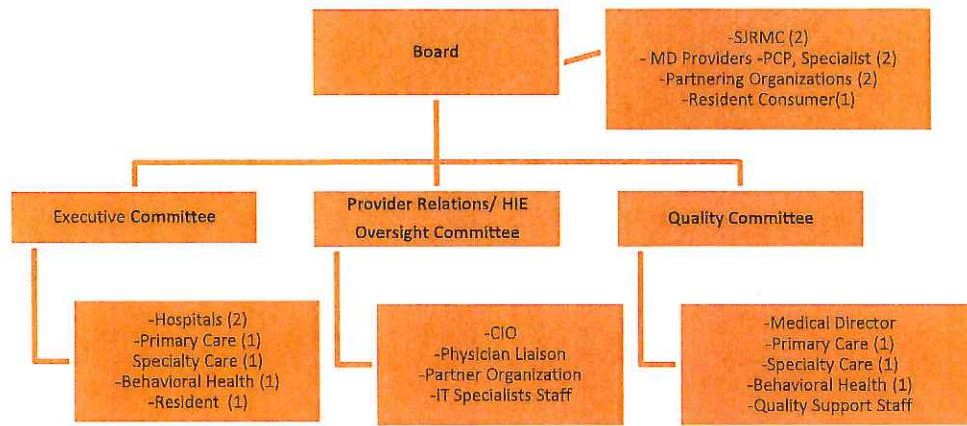
Passaic County Comprehensive Accountable Care Organization, Inc. (“PCC-ACO”) seeks to be certified as a Medicaid ACO so that it may participate in the New Jersey Medicaid ACO Demonstration Project (N.J.S.A. 30:4D-8.1 et seq. and N.J.A.C. 10:79A et. seq.)(the “Project”)

Established in June 2014, PCC-ACO is a newly formed New Jersey not-for-profit corporation founded by St. Joseph’s Regional Medical Center, Eva’s Village, Straight and Narrow, a member of Catholic Charities, and Harbor House. PCC-ACO is dedicated to improving the quality and accessibility of healthcare to Passaic County, New Jersey. Individually, all of the members are not-for-profit organizations dedicated to the provision of health and social services of the poor and underserved residents of the City of Paterson. Collectively, PCC-ACO services include acute care, emergency, primary care, subspecialty care, behavioral health and substance abuse services as well as homeless housing, adult and child care. By combining the resources and missions of these organizations, PCC-ACO will develop and expand existing programs (collectively the “Programs”) which will be accountable for improving the delivery and quality of our community’s health while reducing duplicative, ineffective, and costly services.

Governance

PCC-ACO is governed by a Board of Directors (“Board”) and managed by an Executive Director. The PCC-ACO Board consists of eight (8) members representing the City of Paterson providers and consumers. The Board will meet quarterly and is responsible for providing oversight and strategic direction for PCC-ACO. The Board is served by three (3) standing committees: the Executive Committee, the Quality Committee and the Provider Relations

Committee.



The Executive Committee consists of five (5) members as follows:

- one representative of St. Joseph’s Regional Medical Center (“SJRMC”);
- one partner organization representative;
- one primary care physician;

The Executive Committee will meet monthly to review Program financials and operations as well as make recommendations to the Board based on its findings.

The Physician Relations/HIE Committee consists of the Chief Information Officer, a partner physician, IT Integration Specialist, Compliance/Privacy Officer and a physician relations liaison. The HIE Committee will meet monthly to develop and review HIE integration issues including data security, patient privacy and quality. The group also handles communication with the physician’s offices.

The Quality Committee consists of the Medical Director, one primary care partner, one subspecialty care partner, one behavioral health partner, and quality staff. The Quality Committee meets monthly to review all performance data, develop and communicate performance policies and standards and policies as described below.

Gainsharing Plan Overview

Consistent with its bylaws and mission, the PCC-ACO will strive to facilitate optimal care for the low income residents of Central Paterson by increasing the awareness of the importance of proper diagnosis, adherence to evidence based medicine guidelines and self care in order to improve patient quality of life, increase accessibility, and reduce healthcare costs.

The PCCCC-ACO, will accomplish its mission through:

- 1) Development of provider partnerships focused on improved access and quality of care.

Together with the at least 75% of the primary care community, each of PCC-ACO's founding members offer a unique combination of health and social services which are essential to service the Medicaid population.

- SJRMC provides approximately 32,000 inpatient acute admissions, 150,000 emergency encounters, and 75,000 clinic services per year. Clinics include adult and pediatric primary care, general and high risk obstetrics, teen OB, dental, HIV, behavioral health and pediatric and adult subspecialty services. As the only hospital in the City of Paterson, and as the second largest Medicaid provider and largest Charity Care provider in the State of New Jersey, SJRMC is a major safety net facility for the community.
- Eva's Village is a uniquely progressive and comprehensive non-profit social service organization dedicated to fighting homelessness and poverty. Its mission is to feed the hungry, shelter the homeless, treat the addicted and provide medical and dental care to the poor with respect for the human dignity of each individual.

- Straight and Narrow is a residential and outpatient alcohol and addiction recovery center offering community oriented social, educational, health, individual and group peer support and other non-clinical needs of individuals required for sustained recovery. Activities conducted include: vocational/educational training, connection with needed services and resources, case advocacy, development of skills for self-care and recovery self-management, and development of social skills needed for successful recovery; wellness; and community living.
- 2) Exchange and integrate electronic health data among affiliated providers and partners to improve clinical care, communications and care coordination.
 - 3) Enhance multispecialty clinical and social services coordination specifically targeted to the highly complex chronic disease and elderly patients. PCC-ACO anticipates hiring a team of outpatient care navigators who will provide one-to-one member outreach, education and care coordination services.
 - 4) Expansion of self care education and support groups which will be multi-lingual and culturally sensitive.
 - 5) Increase access to services such as Primary Care, Episodic and Dental clinics.

It is anticipated that PCC-ACO will:

- 1) Reduce readmissions due to patient non-compliance;
- 2) Reduce emergency department visits by increasing outpatient access and education on early symptom identification; and

3) Increase patient satisfaction through personalized educational and communication tools that are age and language appropriate

Quality Plan

PCC-ACO will establish a Quality Committee which will be lead by its Medical Director. The Quality Committee shall be comprised of members with specializations in primary care, behavioral health, substance abuse and chronic disease management. The Quality Committee will also have a least one non-clinical community patient representative.

The Quality Committee will select a minimum of five measures from the Department approved quality measures to monitor and improve. Preventive and at-risk population measures selected will be those deemed most essential to improve the health of the Central Paterson community. Selected standards will include both patient satisfaction and clinical outcome measures which will be used to monitor effectiveness and appropriateness of service delivery.

PCC-ACO members will share patient specific performance data, which in addition to care coordination activities, will be used to aggregate provider performance and identify opportunities for improvement. A process will be put into place to report provider specific feedback and address deficiencies. All PCC-ACO's members eligible to receive a gainsharing payment will be required to sign a Participation Agreement that explicitly identifies the measures and their responsibility to comply with all PCC-ACO's policies, as well as State and Federal laws regarding physician self-referrals and inappropriate reductions in care.

Aggregated data will be routinely monitored and benchmarked to measure the overall PCC-ACO's performance as well as identify additional areas of improvement.

It is expected that final Quality Metrics, associated implementation plans, and monitoring policies will be put into place within six (6) months of Program approval.

Gainsharing Distributions

PCC-ACO's gainsharing plan requires that all affiliated partners actively participate in the care management of the Program's membership and will offer a financial reward for achievement of identified certain quality outcomes. Distributions will be calculated on a semi-annual basis and overseen by the PCC-ACO Quality Committee. Recognizing the importance of patient experience, a third party will be engaged to monitor patient satisfaction. Any provider not meeting minimum patient satisfaction thresholds will not be eligible for any distribution and counseled on satisfaction standards. Members unable or unwilling to meet minimum thresholds may be removed from the PCC-ACO partnership.

Disbursement of gainsharing dollars will be calculated net of any PCC-ACO investments required to meet the project goals.

PCC-ACO's process for receipt and disbursements of gainsharing payments will be overseen by the Executive Committee and documented in its Disbursements Policy. All transactions will be fully documented and recorded consistent with generally accepted accounting standards. Any PCC-ACO member eligible to receive a gainsharing payment from PCC-ACO will be required to sign a Participation Agreement that acknowledges receipt of funds and their commitment to the Gainsharing Program. In addition, to ensure that funds are safeguarded and as an affiliate of SJRMC, PCC-ACO will be subject to extensive fiscal control policies and its reporting structure. Further internal controls may also be adopted as necessary.

Over the course of the first year of the Project, it is anticipated that PCC-ACO's will begin shared savings discussions to partner with at least one of the major Medicaid HMO

carriers. Initial conversations with all four (4) of its market carriers have resulted in positive responses. Program features discussed include health information exchanges and clinical care management collaboration focusing on mutual population specific goals. Final shared savings programs for Project years 2 and 3 will be submitted to the State for review.

Community Input

As demonstrated in the attached Letters of Support, the formation of PCC-ACO is fully supported by the members of its community.

PCC-ACO will actively engage the public with respect to its work to impact health access, outcomes and costs, and to receive initial and ongoing comments regarding its Gainsharing Plan. Public engagement will be accomplished in multiple forums including public presentations, community focused groups, as well as through Board representation. This process will be overseen by PCC-ACO's Community Liaison, who will communicate Program activity and facilitate all community-based discussions. This person will also be responsible for providing feedback directly to the ACO Board for Program improvements and corrective actions, as necessary. All ACO organizational documents, certifications and community events will be documented and available for public review, as required.

Hospital Impact Analysis

As the only hospital in the Central Paterson service area (zip codes 07501, 07502, 07503) ("Service Region"), SJRMC anticipates that the Program will require approximately \$3,000,000 in new infrastructure investment including EMR and HIE interfaces and outpatient care managers and navigators. The proposed impact of the service changes to this population is anticipated to include a estimated 3% to 7% reduction in admissions and a 12%-35% reduction

in emergency visits. To financially manage this reduction, it is anticipated that the SJRMC will offset its revenue reductions with facility cost reductions, payor subsidy/care management support and private grants. A more specific analysis of the impact will be provided upon the submission of the detailed Shared Saving Plan on or before the end of the first Project year.

Commitment to the ACO Demonstration Project

PCC-ACO is committed to being the Medicaid ACO for the Greater Paterson Area, with an initial focus on the Central Paterson area with approximately 15,000 members. PCC-ACO agrees to be accountable for the health outcomes, quality, cost and access to care of Medicaid recipients residing in the Central Paterson Service Region for at least three (3) years following certification. In doing so, the PCC-ACO will comply with all requirements of the Medicaid ACO legislation and regulations.

ACO Quality Project Plan

TIMELINE	GOAL/OBJECTIVE	BENCHMARK
July 2014	Form a Quality Committee	Quality Committee will begin meeting monthly, as evidenced by meeting minutes
August 2014	Establish consensus around the Quality Committee's purpose, scope and decision-making structures	Quality Committee will present a vision statement, charter and goals to the full Board
September 2014	Establish a common set of quality standards for ACO members	Quality Committee will present quality measure recommendations to the Board
October 2014	Establish policies to address failures to meet required measures	Quality Committee will complete its proposed remediation policies
	Establish mechanisms for soliciting and responding to patient feedback	Quality Committee will prepare patient feedback proposal
November 2014	Seek Board approval for Quality Committee's proposals	Board approval of quality measures, remediation policies, and patient feedback proposal
	Educate members of the ACO on quality measures and policies	Quality Committee will conduct in-person training with ACO members; ACO members will sign Participation and Disbursement Agreements
January 2015	Measure the quality baseline for ACO providers	Conduct initial quality evaluation

NP

FILED
JUL 01 2014
STATE TREASURER

**CERTIFICATE OF INCORPORATION
OF
PASSAIC COUNTY COMPREHENSIVE
ACCOUNTABLE CARE ORGANIZATION, INC.**

0101032967

The undersigned, for the purpose of organizing a nonprofit corporation under the provisions and subject to the requirements of the laws of the State of New Jersey (particularly N.J.S.A. 15A:1-1 et seq., and known, identified, and referred to as the "New Jersey Nonprofit Corporation Act"), hereby certifies as follows:

1. The name of the corporation is:

PASSAIC COUNTY COMPREHENSIVE ACCOUNTABLE CARE ORGANIZATION, INC.

and it shall be referred to herein as the "Corporation."

2. The purpose for which the Corporation is organized is the operation of a Medicaid Accountable Care Organization.

3. The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding provision of any future United States revenue law (hereinafter referred to as the "Code").

4. (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Paragraph 2 hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not directly or indirectly participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) The Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

5. Upon the dissolution or liquidation of the Corporation, the Board of Trustees of the Corporation shall (after paying or making provision for the payment of all of the liabilities of the Corporation and except for any assets held upon condition, requiring return, transfer or other conveyance in the event of dissolution or liquidation, which assets shall be returned, transferred

or conveyed in accordance with such requirements), dispose of all of the remaining assets of the Corporation exclusively for the purposes of the Corporation by distributing the remaining assets exclusively for the purposes of the Corporation to such organization or organizations organized and operated exclusively for charitable, scientific, or education purposes and qualified as a tax-exempt organization or tax-exempt organizations described in Section 501(c)(3) of the Code, as the Board of Trustees of the Corporation shall determine. Any of such assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation in such manner, or to such tax-exempt organization or organizations described in Section 501(c)(3) of the Code as said court shall determine.

6. The Corporation shall have one or more Member(s), whose qualifications, rights and limitations shall be as set forth in the bylaws of the Corporation.

7. The number and method of electing trustees shall be as set forth in the bylaws of the Corporation.

8. The first board of trustees of the Corporation shall consist of the following three (3) trustees:

Howard Tepper
800 Main Street
Paterson, New Jersey 07503

Sr. Eileen Clifford, MD
800 Main Street
Paterson, New Jersey 07503

Deborah Hartel
800 Main Street
Paterson, New Jersey 07503

9. The address of the Corporation's initial registered office is St. Joseph's Regional Medical Center, 800 Main Street, Paterson, New Jersey 07503 and the name of the registered agent at that address is Francine Halushka Katz, Esq.

10. The incorporator's name and address are:

Howard Tepper
800 Main Street
Paterson, New Jersey 07503

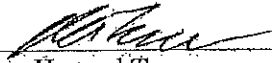
11. The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by N.J.S.A. 15A:3-4, and to the full extent otherwise permitted by law.

12. Pursuant to N.J.S.A. 15A:2-8(c), the trustees and officers of the Corporation shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, except that no trustee or officer shall be relieved from liability for any breach of duty based upon an act or omission: (a) in breach of such person's duty of loyalty to the Corporation; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt by such person of an improper personal benefit.

13. The duration of the Corporation shall be perpetual.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned incorporator has caused this certificate of incorporation to be signed this 1st th day of July, 2014.



Howard Tepper

BY-LAWS
PASSAIC COUNTY COMPREHENSIVE
ACCOUNTABLE CARE ORGANIZATION, INC.

ARTICLE I – NAME and PURPOSE

- Section 1: Name. The name of the organization shall be the **Passaic County Comprehensive Accountable Care Organization, Inc. (or PCC-ACO)**. It shall be a nonprofit corporation incorporated under the laws of the State of New Jersey.
- Section 2: Purpose. The **PCC-ACO** is organized exclusively for charitable, scientific and, educational purposes. Specifically, the **PCC-ACO** supports the work of healthcare providers in the County of Passaic who are dedicated to improving the health of the community by increasing access to healthcare, improving quality of care and patient outcomes and reducing unnecessary costs.

ARTICLE II – MEMBERSHIP

- Section 1: Eligibility and Approval. Application for membership shall be open to any individual or organization that supports the purpose statement in **Article 1, Section 2**. Membership shall be granted upon a majority vote of the Board, following a review of eligibility.
- Section 2: Dues. The Board of Directors (“Board”) may set dues schedules for memberships.
- Section 3: Renewal. Continuing membership is contingent upon meeting specific criteria, as determined by the Board.
- Section 4: Resignation and Termination. Any member may resign by filing a written resignation with the Secretary. A member can have its membership terminated by a majority vote of the membership or the Board.
- Section 5: Voting. Only organizational members that are located in or do business in the County of Passaic shall be permitted to vote.
- Section 6: Voting Member Classes. The **PCC-ACO** shall have four (4) classes of voting members: hospitals, primary care providers, partnering organizations and, resident organizations. Definitions of the classes will be set by the Board.
- Section 7: Voting Member Rights and Powers. Voting member classes shall have the power to elect representatives to the Board, as described in **Article IV, Section 5**, and to remove representatives, as described in **Article IV, Section 9**.

Voting members may make, amend and, repeal ByLaws, as described in Article VIII, Section I.

ARTICLE III – MEETINGS OF THE MEMBERS

- Section 1: Annual Meeting. An Annual meeting of the members may be held for the purpose of transacting and such business as may be properly brought before the membership.
- Section 2: Special Meetings. Special meetings may be called by a simple majority of the Board of Directors, or by a petition affirmed by twenty-five percent (25%) of the voting members.
- Section 3: Date and Location. The time and date of any meeting of members shall be set by the Board of Directors. Meetings shall be held in the County of Passaic.
- Section 4: Notice. Notice of a meeting shall be given to each member, in writing, which shall include email, not less than ten (10) days before the meeting.
- Section 5: Quorum. A majority of the members present at any properly announced meeting shall constitute a quorum.
- Section 6: Voting. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes places. . A member or his/her voting proxy may vote in person, by conference call or, in writing, which shall include email.
- Section 7: Open to Public. All member meetings are open to the public. The **PCC-ACO** shall receive public comment at its meetings. The **PCC-ACO** will seek to engage the public and members of the community so that it can have a positive impact on health access, outcomes and costs.

ARTICLE IV – BOARD OF DIRECTORS

- Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the **PCC-ACO** and delegates responsibility for day-to-day operations of the **PCC-ACO's** Executive Director and staff, Board members and, Committees. The Board shall have no fewer than eight (8) and no more than twenty (20) members. The Board receives no compensation other than reasonable expenses.
- Section 2: Board Composition. Only voting members are eligible to become Board members. The Board shall be composed of at least:

- two (2) representatives from St. Joseph’s Regional Medical Center
- one (1) primary care provider;
- one (1) sub-specialty physician;
- at least two (2) representatives from partnering organizations representing the interests of social services agencies and organizations; and
- at least one (1) individual living within the County of Passaic.

Section 3: Organizational Seats. Board members serve in an organizational capacity. If a Board member is unable to attend a meeting, another individual affiliated with the organization the Board member represents may attend and serve as a voting proxy.

Section 4: Meetings and Notice. The Board shall meet not fewer than four (4) times per year, at an agreed upon time and place. Notice of a meeting shall be given to each member, in writing, which shall include email, not less than ten days before the meeting. All Board meetings shall be open to the public.

Section 5: Board Elections. Each of the five (5) membership classes will meet independently to nominate class members for Board service. Primary care providers, sub-specialty physicians, partnering organizations and, resident organizations will select by majority vote the individuals who will represent the class on the Board.

St. Joseph’s Regional Medical Center will appoint two (2) persons to represent the hospital on the Board. As terms expire or vacancies arise, nominations for new members may be received from the Board and members of the **PCC-ACO**. New Board members shall be elected through a majority vote of the Board. Alternatively, a particular membership class may, of its own initiative, select an individual to represent the class by a majority vote of class members. The class must present a petition that certifies a majority vote occurred and requests the Board to appoint its chosen representative.

Section 6: Terms. All Board members shall serve three (3) year terms, but are eligible for re-election for a term of three (3) years. The **PCC-ACO** will randomly assign each initial Board member to a one (1), two (2), or three (3) year term, in order to have one-third (1/3) of the Board members’ terms end each year.

Section 7: Quorum and Voting. A majority of the members of the Board shall constitute a quorum for regularly-scheduled meetings. When a quorum is present, the affirmative vote of at least seventy-five percent (75%) of Board members is needed to approve any transaction of **PCC-ACO** business. A Board member or his/her voting proxy may vote in person, by conference call or, in writing, which shall include email.

Section 8: Officers and Duties. There will be a designated Board Chair at all times. The use of additional Board officers will be optional, as needed. If used, there will be up to four (4) officers of the Board, consisting of a Chair, Vice-Chair, Secretary and, Treasurer. The officers shall be elected by the Executive Committee in an annual vote, as described in Article V, Section 3. The duties are as follows:

The **Chair** shall convene regularly scheduled Board meetings and shall preside, or arrange for other members of the Executive Committee to preside, at each meeting in the following order: Vice-Chair, Secretary and, Treasurer. The Chair will also have the power to create committees on subjects and designate any Board member with pertinent interest to head such committees.

The **Vice-Chair** shall carry out special assignments as requested by the Board Chair. The Vice-Chair shall also understand the responsibilities of the Board Chair and be able to perform these duties in the Chair's absence.

The **Treasurer** shall make a report at each Board meeting. Treasurer shall chair the finance committee, if any, assist in the preparation of the budget, help develop fundraising plans and, make financial information available to Board members and the public.

The **Secretary** shall: (a) keep the minutes of the members' and of the Board meetings in one or more books provided for that purpose and make such minutes available to all Board members with reasonable notice; (b) see that all notices are duly given in accordance with the provisions of this Agreement or as required by law; (c) be custodian of the corporate records; and (d) in general, perform all duties incident to the office of Secretary and all other duties as from time to time may be assigned to him or her by the Board or the Chair.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing. A Board member may be terminated for excess absences from the Board if he/she has four unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths (3/4) vote of the remaining Board members or by a petition to the Board certifying a majority vote of class members.

Section 10: Special Meetings. The Board shall have the right to hold special meetings as it deems necessary to handle matters that arise between scheduled Board meetings. Any five (5) Board members can call a special meeting. Notice of a meeting shall be given to each Board member, in writing, which shall include email, not less than one business day before the meeting. A special meeting shall require a quorum of three-fourths of Board members to take action.

ARTICLE V – COMMITTEES

- Section 1: Committee Formation. The Board may create committees as needed. The Board Chair appoints all committee chairs.
- Section 2: Executive Committee Powers. Except for the power to amend the Articles of Incorporation and ByLaws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board and, is subject to the direction and control of the full Board.
- Section 3: Executive Committee Composition and Officers. The Executive Committee shall be composed of one (1) member from St. Joseph’s Regional Medical Center, one (1) member from a partnering organization and, one (1) member from the primary care provider class. Class delegates to the Executive Committee will be elected from among the members of the Board by majority vote. All delegates to the Executive Committee should be capable of performing the duties of an officer. The Executive Committee shall annually select the **PCC-ACO’s** four Officers (Chair, Vice-Chair, Secretary and, Treasurer) from among its members. The Executive Committee shall serve one (1) year terms.
- Section 4: Executive Committee Meetings and Absences. Meetings of the Executive Committee shall be held monthly. Executive Committee meetings will be open to all Board members. During any meeting, the Executive Committee may choose to enter “executive session”, at which time only the members of the Executive Committee and any invited guests will be allowed in the session. An Executive Committee member may be excused from the Executive Committee for excessive absences if he/she has five (5) unexcused absences from Executive Committee meetings in a year. A removed committee member will be replaced pursuant to the process described in **Article V, Section 3.**
- Section 5: Executive Committee Quorum and Voting. A majority of the members of the Executive Committee shall constitute a quorum for regularly schedule meetings. When a quorum is present, the affirmative vote of a majority of the members present is needed to approve any transaction of **PCC-ACO** business. An Executive Committee member of his/her voting proxy may vote in person, by conference call or, in writing, which shall include email.
- Section 6: Quality Committee. The Quality Committee shall address issues related to quality, including setting quality benchmarks, monitoring compliance among its participating providers and, addressing deficiencies.

ARTICLE VI – CONFLICT OF INTEREST

- Section 1: The **PCC-ACO** is committed to being accountable and transparent in all of its transactions and operations.
- Section 2: Each Board member, **PCC-ACO** staff member or, member of a committee with governing Board delegated powers, shall annually sign a statement which affirms such person has disclosed any actual or potential conflicts of interest and has agreed to comply with the **PCC-ACO's** Conflict of Interest policy.

ARTICLE VII – ANTI-TRUST COMPLIANCE

- Section 1: The **PCC-ACO** and its members are committed to strict adherence to the spirit and letter of State and Federal anti-trust laws. The **PCC-ACO** acknowledges that the Medicaid Accountable Care Organization (ACO) Demonstration Project protects the **PCC-ACO** and its members from antitrust liability under the State action doctrine only in connection with their activities as a Medicaid ACO.
- Section 2: The **PCC-ACO** shall not negotiate the payment rates of its members with any managed care organization. Members shall not share sensitive pricing information with one another and shall not reach any agreements (expressed or implied) that restrict competition or in any way impair the ability of members to exercise independent business judgment in matters that affect competition.
- Section 3: The **PCC-ACO** shall not restrict members from contracting or sharing data with payers, and shall not restrict payers from incentivizing patient to go to certain providers or require payers to contract with certain non-ACO providers.
- Section 4: The **PCC-ACO** shall educate its employees, managers, contractors and agents about any and all new laws pertaining to civil and criminal penalties for violations of the New Jersey Antitrust Act.

ARTICLE VIII – AMENDMENTS

- Section 1: The ByLaws may be amended or repealed, or new laws may be adopted, by two-thirds (2/3) majority of the entire Board of Directors, or of the members entitled to vote. The vote must be in writing, which shall include email, or in person.

**PASSAIC COUNTY COMPREHENSIVE
ACCOUNTABLE CARE ORGANIZATION, INC.**

<u>Board Member</u>	<u>Affiliations</u>	<u>Representation</u>
Howard Tepper	- SJRMC, VP Physician & Ambulatory Svc	SJRMC
Deborah Hartel	- SJRMC -Harbor House	SJRMC
Eileen Clifford,MD	-SJRMC -Eva's Village	Affiliated Organization
Joseph Duffy	-Straight and Narrow, Catholic Charities	Affiliated Organization
Samir Zaina, MD	-Family Practice Physician	Primary Care Physician
Michael Lamacchia, MD	-SJRMC, Chairmen of Pediatrics -Infectious Disease Physician	Subspecialty Physician
Linda Smith, CSW	SJRMC, Case Manager Paterson Board of Social Service	Community Rep.
Sister Fran Demarest	SJRMC Director of Community Medicine	SJRMC



June 26, 2014

Howard Tepper
Passaic County Comprehensive Care ACO
703 Main Street
Paterson, NJ 07503

Re. Letter of Support for Passaic County Comprehensive Care ACO's Medicaid Accountable Care Organization Application

Dear Howard,

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

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

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

As PCCC ACO develops its Medicaid ACO, the Quality Institute will continue to provide these services and more to support its efforts. PCCC ACO has committed to be an active member of the Affiliated ACOs during our next program year (2014-15). We strongly believe in PCCC ACO's goals of improving the quality, capacity, and

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, Penucci, 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
CHE-Trinity Health

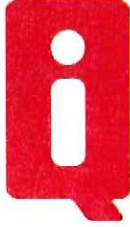
Michael A. Sedrish, MD
Medical Director
MediSys Management

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.njhccqi.org

NEW JERSEY
HEALTH CARE
QUALITY
INSTITUTE



Quality
powered.

efficiency of the health care system in Paterson, New Jersey and are proud to support the formation of its Medicaid ACO.

Sincerely,

A handwritten signature in black ink, appearing to read "Linda Schwimmer".

Linda Schwimmer
Vice President
New Jersey Health Care Quality Institute



The Board of Chosen Freeholders
County of Passaic

THEODORE O. BEST, JR.
FREEHOLDER DEPUTY DIRECTOR

Tel: 973-225-5427
Fax: 973-742-3746

June 26, 2014

To the New Jersey Department of Human Services:

Re. Letter of Support for Passaic County Comprehensive Care ACO's Medicaid
Accountable Care Organization Application

Passaic County Board of Chosen Freeholders strongly supports the Passaic County Comprehensive Care ACO's ("PCCC ACO") application to participate in the Medicaid Accountable Care Organization Demonstration Project established by NJ P.L. 2011, Chapter 114. We believe that Passaic County Comprehensive ACO is firmly committed to providing high-quality, cost-effective health care to the most vulnerable patients residing in the City of Paterson through collaboration, the use of data, and patient-centered care.

We strongly believe in Passaic County Comprehensive Care ACO's goals of improving the quality, capacity, and efficiency of the Health Care System in Paterson, New Jersey and are proud to support these goals by the formation of its Medicaid ACO.

Sincerely,

Theodore O. Best, Jr. Deputy Director
Passaic County Freeholder

Greater Paterson Chamber of Commerce

June 26, 2014

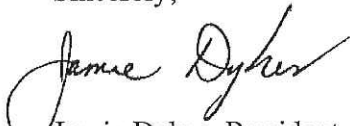
To the New Jersey Department of Human Services:

Re. Letter of Support for Passaic County Comprehensive Care ACO's
Medicaid Accountable Care Organization Application

The Greater Paterson Chamber of Commerce strongly supports the Passaic County Comprehensive Care ACO's ("PCCC ACO") application to participate in the Medicaid Accountable Care Organization Demonstration Project established by NJ P.L. 2011, Chapter 114. We believe that PCCC ACO is firmly committed to providing high-quality, cost-effective health care to the most vulnerable patients residing in the City of Paterson through collaboration, the use of data, and patient-centered care.

We strongly believe in PCCC ACO goals of improving the quality, capacity, and efficiency of the health care system in Paterson, New Jersey and are proud to support these goals by the formation of its Medicaid ACO.

Sincerely,



Jamie Dykes, President



BOYS & GIRLS CLUB
OF PATERSON & PASSAIC
Great Futures Start Here

BOARD OF DIRECTORS

June 26, 2014

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Claudia Molloy
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Dennis Oberle

Dallas Reed

William Rush

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Benjie Wimberly

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Bennie Cook

Michael DellaTorre

Ron Van Rensalier

Assemblyman *Gary S. Schaer*

EXECUTIVE DIRECTOR

Peter Thornton

Re. Letter of Support for Passaic County Comprehensive Care ACO's
Medicaid Accountable Care Organization Application

To the New Jersey Department of Human Services:

The Boys and Girls Club of Paterson and Passaic strongly supports the Passaic County Comprehensive Care ACO's ("PCCC ACO") application to participate in the Medicaid Accountable Care Organization Demonstration Project established by NJ P.L 2011, Chapter 114. We believe that PCCC ACO is firmly committed to providing high-quality, cost-effective health care to the most vulnerable patients residing in the City of Paterson through collaboration, the use of data, and patient-centered care.

We strongly believe in PCCC ACO goals of improving the quality, capacity, and efficiency of the health care system in Paterson, New Jersey and are proud to support these goals by the formation of its Medicaid ACO.

Sincerely,

Peter Thornton
Executive Director



Serving Passaic County as Visiting Homemaker Service Since 1954

June 26, 2014

Re. Letter of Support for Passaic County Comprehensive Care ACO's Medicaid Accountable Care Organization Application

To the New Jersey Department of Human Services:

HomeCare Options strongly supports the Passaic County Comprehensive Care ACO's ("PCCC ACO") application to participate in the Medicaid Accountable Care Organization Demonstration Project established by NJ P.L 2011, Chapter 114. We believe that PCCC ACO is firmly committed to providing high-quality, cost-effective health care to the most vulnerable patients residing in the City of Paterson through collaboration, the use of data, and patient-centered care.

We strongly believe in PCCC ACO goals of improving the quality, capacity, and efficiency of the health care system in Paterson, New Jersey and are proud to support these goals by the formation of its Medicaid ACO.

Sincerely,

A handwritten signature in cursive script that reads "Alexis Barry".

Alexis Barry RN, MPA
Executive Director
HomeCare Options



152 Market Street, Suite 208, Paterson, NJ 07505 • Phone (973) 881-8914 • Fax (973) 881-8059 •
www.paterson-education.org

Board of Directors

7/2/2014

Jamie Dykes
Chair, Greater
Paterson Chamber
of Commerce

To The New Jersey Department of Human Services

Stacey Tsapatsaris
Secretary, Greco
Realty

Re. Letter of Support for Passaic County Comprehensive Care ACO's Medicaid
Accountable Care Organization Application

Michelle Abel
Treasurer, PNC
Bank

Paterson Education Fund strongly supports the Passaic County Comprehensive Care ACO's ("PCCC ACO") application to participate in the Medicaid Accountable Care Organization Demonstration Project established by NJ P.L. 2011, Chapter 114. We believe that PCCC ACO is firmly committed to providing high-quality, cost-effective health care to the most vulnerable patients residing in the City of Paterson through collaboration, the use of data, and patient-centered care.

Eddie Gonzalez
NJCDC

Alveria Spencer
Family Intervention
Services

Paterson Education Fund (PEF) was founded in 1983 as a not-for-profit organization whose mission is to stimulate community action for change so that the Paterson Public Schools ensure that all Paterson children achieve high standards. PEF's Goals are:

Don Vanderbeck
CJ Vanderbeck &
Son, Inc.

- To build our community's civic capacity to support, monitor and advocate education reform.
- To educate and enable community leadership to understand and act on changing education needs.
- To provide a forum for the community to effectively participate in the decision-making processes concerning education.

Dr. Donnie Evans
State District
Superintendent
(Ex-Officio)

PEF's activities build and nourish a constituency for systematic school reform by educating the community on the importance of high standards and expectations in providing quality education for all children. PEF also works with community partners to identify and remove non-academic barriers so that Paterson children and their families can thrive.

We strongly believe in PCCC ACO goals of improving the quality, capacity, and efficiency of the health care system in Paterson, New Jersey and are proud to support these goals by the formation of its Medicaid ACO. We believe that PCCC ACO and PEF's missions are linked in the work to provide the city of Paterson with resources that build capacity and promote wellbeing. PEF fully supports this proposal.

Sincerely,

A handwritten signature in blue ink that reads "Rosie Grant".

Rosie Grant
Executive Director



June 26, 2014

New Jersey Department of Human Services
PO Box 700
Trenton, New Jersey 08625-0700

**Re: Letter of Support for Passaic County Comprehensive Care ACO's
Medicaid Accountable Care Organization Application**

To the New Jersey Department of Human Services:

New Jersey Community Development Corporation strongly supports the Passaic County Comprehensive Care ACO's ("PCCC ACO") application to participate in the Medicaid Accountable Care Organization Demonstration Project established by NJ P.L 2011, Chapter 114. We believe that PCCC ACO is firmly committed to providing high-quality, cost-effective health care to the most vulnerable patients residing in the City of Paterson through collaboration, the use of data, and patient-centered care.

We strongly believe in PCCC ACO goals of improving the quality, capacity, and efficiency of the health care system in Paterson, New Jersey and are proud to support these goals by the formation of its Medicaid ACO.

Please feel free to call my cell at 973-413-1600 if you would like to discuss further, or email me at rguarasci@njcdc.org.

Sincerely,

A handwritten signature in black ink that reads "Robert F. Guarasci".

Robert Guarasci
CEO



United Way
of Passaic County

Center City Mall
Upper Level
301 Main Street
Paterson, NJ 07505

P. 973-279-8900
F. 973-279-0059

June 26, 2014

Re. Letter of Support for Passaic County Comprehensive Care ACO's Medicaid
Accountable Care Organization Application

To the New Jersey Department of Human Services:

United Way of Passaic County strongly supports the Passaic County Comprehensive Care ACO's ("PCCC ACO") application to participate in the Medicaid Accountable Care Organization Demonstration Project established by NJ P.L 2011, Chapter 114. We believe that PCCC ACO is firmly committed to providing high-quality, cost-effective health care to the most vulnerable patients residing in the City of Paterson through collaboration, the use of data, and patient-centered care.

We strongly believe in PCCC ACO goals of improving the quality, capacity, and efficiency of the health care system in Paterson, New Jersey and are proud to support these goals by the formation of its Medicaid ACO.

Sincerely,

A handwritten signature in black ink, appearing to read "Yvonne Zuidema", written over a horizontal line.

Yvonne Zuidema, President and CEO
United Way of Passaic County



MEMORANDUM OF PARTICIPATION

Date: June 30, 2014

To: Eva's Village, Straight and Narrow, Inc, Harbor House, Inc

From: William A. McDonald

Re: Medicaid ACO Partnership and Application

St. Joseph's Regional Medical Center ("SJPMC") would like to invite you to partner with us in the application to the State of New Jersey for the establishment of a Medicaid Accountable Care Organization ("Medicaid-ACO") whose mission will be to improve the health care coordination for the residents of the City of Paterson. The name of the Medicaid-ACO shall be the Passaic County Comprehensive Care Accountable Care Organization, Inc. ("PCCC-ACO"). Due July 7, 2014, the application is for a three year pilot program with the State of New Jersey's Department of Health and Human Services which will allow hospitals and health services partners to work together to implement activities which will improve health outcomes and quality for our community while reducing unnecessary and inefficient spending.

Key program regulatory requirements include the following:

- The program include a minimum of 5,000 Medicaid/ Medicaid HMO participants as defined by specific zip codes,
- Affiliations with 75% of the Primary Care Physicians and at least four behavioral health specialists in those zip codes
- Provide timely information to meet State reporting requirements, including quality measures and patient experience findings which will be further defined and agreed to by partner affiliates,
- Abide by all federal and state laws governing privacy, access to care, and responsibility for treatment and referral decisions.

As such, we request that all partners commit to:

- Share patient medical information with other PCCC-ACO members, pursuant to necessary data sharing agreements, for the purpose of enhancing the quality of patient care, tracking and follow up and coordination;
- Participate in the PCCC-ACO for the full length of the Medicaid ACO Demonstration Project;
- Abide by the PCCC-ACO's anti-trust compliance policy; and
- Cooperate with and participate in the States annual evaluations.

For this demonstration program, SJRMC is proposing an initial focus on the Central Paterson Community (zip code 07501,07502, 07503) which is estimated to have a least 15,000 Medicaid/Medicaid HMO residents and to invite 75% of the physicians on the attached provider list to participate. For further program details, attached is a copy of the DRAFT application.

In addition, PCCC-ACO would like to include your organization as part of its leadership team as it represents an important link to many of our proposed members.

If agreed, PCCC-ACO is requesting that your organization sign below as an indication of your organization's intent to work together with us in developing and implementing the Medicaid-ACO. This Memorandum of Understanding (MOU) is not, nor is it intended to constitute, a legally binding agreement to consummate any transaction with SJRMC. The terms of this MOU are: (a) generally an expression of mutual intent and (b) not legally binding on any party. However, if you choose to participate in the Medicaid-ACO, legally binding documents will need to be executed by the parties related to the governance of PCCC-ACO and to permit the exchange of clinical data. These documents will be forwarded to you at a later date.

If you have any questions with respect to the subject of this MOU, please feel free to contact Howard Tepper at (973) 754-2008.

[SIGNATURE PAGE FOLLOWS]

Name of Organization: Harbor House, Inc.

Deborah Hertel
Name:

President, BOT
Title:

Deborah Hertel
Signature

Date: 7/2/14

Mailing Address:

Phone Number:

Email Address:

Fax Number:

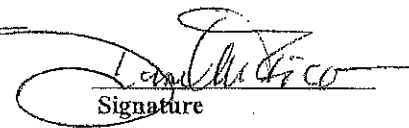
PLEASE RETURN by July 2, 2014 to

TO: Cindy Johnson by email at johnsonc@sjhmc.org or fax at (973) _____

Name of Organization: Eva's Village

Donna M. Fico
Name:

Director
Title:


Signature

Date: 7-1-14

Mailing Address: 393 Main Street

Phone Number: 973-523-6220

Email Address: donna.fico@evasvillage.org

Fax Number: 973-825-7297

PLEASE RETURN by July 2, 2014 to

TO: Cindy Johnson by email at johnsoncy@sjhmc.org or fax at (973) _____

Name of Organization: STRAIGHT AND NARROW, INC.

Joseph F. Duffy
Name:

Executive Director
Title:


Signature

Date: 6/25/14

Mailing Address: PO BOX 2738 - 508 Straight Street
Paterson, NJ 07509-2738

Phone Number: 973-345-6000

Email Address: jduffy@straightandnarrowinc.org

Fax Number: 973-345-7279

PLEASE RETURN by _____, 2014 to

TO: _____ by email at _____ or fax at
(973) _____



St Joseph's
Regional Medical Center

MEMORANDUM OF PARTICIPATION

Date: June 23, 2014

To: Samir Zaina, MD

From: Howard Tepper, SJRMC VP Physician Services and CEO PCCC ACO

Re: Medicaid ACO Partnership and Application

St. Joseph's Regional Medical Center (SJRMC) would like to invite you to partner with us in the application to the State for the establishment of a Medicaid Accountable Care Organization ("Medicaid-ACO") whose mission will be to improve the health care coordination for the residents of the City of Paterson. Due July 7, 2014, the application is for a three year pilot program with the State of NJ's Department of Health and Human Services which will allow hospitals and health services partners to work together to implement activities which will improve health outcomes and quality for our community while reducing unnecessary and inefficient spending.

Key program regulatory requirements include the following:

- The program include a minimum of 5,000 Medicaid/ Medicaid HMO participants as defined by specific zip codes,
- Affiliations with 75% of the Primary Care Physicians and at least four behavioral health specialists in those zip codes
- Provide timely information to meet State reporting requirements, including quality measures and patient experience findings which will be further defined and agreed to by partner affiliates,
- Abide by all federal and state laws governing privacy, access to care, and responsibility for treatment and referral decisions.

As such, we request that all partners commit to:

- Share patient medical information with other PCCC-ACO members, pursuant to necessary data sharing agreements, for the purpose of enhancing the quality of patient care, tracking and follow up and coordination,
- Participate in the PCCC-ACO for the full length of the Medicaid ACO Demonstration Project,
- Abide by the PCCC-ACO's anti-trust compliance policy, and
- Cooperate with and participate in the States annual evaluations.

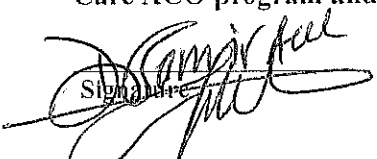
For this demonstration program, SJRMC is proposing an initial focus on the Central Paterson Community (zip code 07501,07502, 07503) which is estimated to have a least 15,000 Medicaid/ Medicaid HMO residents and to invite 75% of the physicians on the attached provider list to participate. For further program details, attached is a copy of the DRAFT application.

If agreed, PCCC-ACO is requesting your signature below as an indication of your intent to work together with us in developing and implementing the Program. This Memorandum of Understanding (MOU) is not, nor is it intended to constitute, a legally binding agreement to consummate any transaction with SJRMC. The terms of this MOU are: (a) generally an expression of mutual intent and (b) not legally binding on any party. However, if you choose to participate in the Program, legally binding documents will need to be executed by the parties to permit the exchange of clinical data. These documents will be forwarded to you at a later date.

There is no charge for your organization to participate in this Program.

If you have any questions with respect to the subject of this MOU, please feel free to contact me at (973) 754-2008.

I, Dr. Samir Zaina, am willing to participate in the Passaic County Comprehensive Care ACO program and intend to comply with the program as outlined above.


Signature

1699906354
NPI #

6/27/2014
Date

Practice Name and Address:

1020 Main Street, Suite C
Paterson, NJ 07503

Phone Number: 862-336-1200

Email Address:



MEMORANDUM OF PARTICIPATION

Date: July 2, 2014

Re: Medicaid ACO Partnership and Application

St. Joseph's Regional Medical Center ("SJPMC") agrees that the following faculty practice physicians will participate in the Passaic County Comprehensive Accountable Care Organization ("PCC-ACO") whose mission is to improve the health care coordination for the residents of the City of Paterson. We understand that the program is for a three year pilot program with the State of New Jersey's Department of Health and Human Services which will allow hospitals and health services partners to work together to implement activities which will improve health outcomes and quality for our community while reducing unnecessary and inefficient spending.

Key program regulatory requirements include the following:

- The program include a minimum of 5,000 Medicaid/ Medicaid HMO participants as defined by specific zip codes,
- Affiliations with 75% of the Primary Care Physicians and at least four behavioral health specialists in those zip codes
- Provide timely information to meet State reporting requirements, including quality measures and patient experience findings which will be further defined and agreed to by partner affiliates,
- Abide by all federal and state laws governing privacy, access to care, and responsibility for treatment and referral decisions.

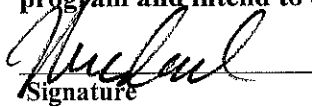
As such, we commit to:

- Share patient medical information with other PCC-ACO members, pursuant to necessary data sharing agreements, for the purpose of enhancing the quality of patient care, tracking and follow up and coordination;

- Participate in the PCC-ACO for the full length of the Medicaid ACO Demonstration Project;
- Abide by the PCC-ACO's anti-trust compliance policy; and
- Cooperate with and participate in the States annual evaluations.

It is understood that the demonstration program, will initially focus on the Central Paterson Community (zip code 07501,07502, 07503) which is estimated to have a least 15,000 Medicaid/Medicaid HMO residents. The physicians listed on Exhibit A hereto shall participate in the PCC-ACO.

I, William A. Mc Donald, President and CEO of St. Joseph's Regional Medical Center, approve the participation of the physicians listed in Exhibit A in the Passaic County Comprehensive ACO program and intend to comply with the program as outlined above.


Signature

NPI # 1669462420

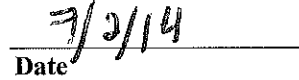

Date

EXHIBIT A

Passaic County Comprehensive Care ACO - Participating Physicians

Specialty Gr	Specialty_1_Descr	Full_Name	Phone	AGE	Address	Zip	City
Internal Med		ANAND K KUMAR MD	9737544200	64	21 MARKET ST	7501	PATERSON
		DAVID PAUL BLEEKER MD	9737544200	61	21 MARKET ST	7501	PATERSON
		IRINA A KHEYFETS MD	9737544200	62	21 MARKET ST	7501	PATERSON
		ISHA GUPTA MD	9737542000	33	703 MAIN ST	7503	PATERSON
		NATASHA TILLUCKDHARRY MD	9737542323	31	703 MAIN ST	7503	PATERSON
		NAZIA KHAN MD	9737542000	31	703 MAIN ST	7503	PATERSON
		POOJA S MEHTA MD	9737542000	33	703 MAIN ST	7503	PATERSON
		SOURAV SEN MD	9737542000	34	703 MAIN ST	7503	PATERSON
Internal Med Total			8				
OB/GYN	Obstetrics & Gynecology						
		EVELYN W WHITE MD	9737542000	51	703 MAIN ST	7503	PATERSON
		MAGED W BOGHDA DY MD	9737542000	57	703 MAIN ST	7503	PATERSON
		NATALIE IRENE BILENKI MD	9737544200	62	21 MARKET ST	7501	PATERSON
		PETER BALAZS MD	9737542000	33	703 MAIN ST	7503	PATERSON
OB/GYN Total			4				
Pediatrics	Pediatrician						
		ANGELA LIJOI GUNN MD	9737542580	55	641 MAIN ST	7503	PATERSON
		HELEN M BALUYOT MD	9737542580	54	641 MAIN ST	7503	PATERSON
		APARNA MALLIK MD	9737542000	62	703 MAIN ST	7503	PATERSON
		KATERINA K HARWOOD MD	9737542000	43	703 MAIN ST	7503	PATERSON
		MONIQUE G SEVERE MD	9737542000	45	703 MAIN ST	7503	PATERSON
		ROGER CAMBA TENGSON JR MD	9737542000	54	703 MAIN ST	7503	PATERSON
		ANGELA LIJOI GUNN MD	9737542580	55	641 MAIN ST	7503	PATERSON
		CLAUDIA KIM MD	9737542580	34	641 MAIN ST	7503	PATERSON
Pediatrics Total			8				
Psychiatry							
		ERICA RAE SCHIFFMAN MD	9737542000	52	703 MAIN ST	7503	PATERSON
		ELISHEVA BERMAN MD	9737542645	32	703 MAIN ST	7503	PATERSON
		SAMUEL SEBASTIANNE SOSTRE MD	9737542000	44	703 MAIN ST	7503	PATERSON
		TEISSY MEZA PHD	9737542000	36	703 MAIN ST	7503	PATERSON
		LAUREN D LAPORTA MD	9737542323	52	703 MAIN ST	7503	PATERSON
		MARCIA RIBALTA MD	9737542323	59	703 MAIN ST	7503	PATERSON
		AUDREY EVE LONGSON DO	9737542000	34	703 MAIN ST	7503	PATERSON
Psychiatry Total			7				

PASSAIC COUNTY COMPREHENSIVE ACCOUNTABLE CARE ORGANIZATION, INC.

July 2, 2014

VIA FEDERAL EXPRESS

Pamela Orton, RN, MSN
Director, Officer of Delivery System Innovation
NJ DHS, Division of Medical Assistance and Health Services
5 Quakerbridge Plaza
Trenton, New Jersey 08619

Re: Medicaid ACO Application

Ms. Orton:

On behalf of the Passaic County Comprehensive Accountable Care Organization, Inc. ("PCC-ACO"), enclosed please find the application for certification as a Medicaid Accountable Care Organization under N.J.A.C. 10:79A et seq.

PCC-ACO is excited to submit the enclosed application and believes its certification as a Medicaid ACO is a significant step in improving the health and well-being of the residents of the City of Paterson.

If you have any questions with respect to the enclosed application, please feel free to contact me at (973) 754-2008.

Sincerely,



Howard Tepper

Encl.

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

Name of Organization:

Address:

Primary Contact Person:

Phone:

FAX:

Email:

Proposed Area of Coverage: (include zip codes)

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, Title


Howard Tepper, President

Date

6/3/14

APPLICATION DEADLINE – 60 days after regulations are effective. Note: All applications will be posted on the DHS-DMAHS website and open for public comment for 30 days.

Applicant Information

Applicant Name: Passaic County Comprehensive Accountable Care Organization, Inc.

Address: 703 Main Street, Paterson, New Jersey 07503

Phone: (973) 754-2008

Primary Applicant Contact: Howard Tepper, PCC- ACO

Proposed Coverage Area: Central Paterson, New Jersey (zip codes 07501, 07502, 07503)

Projected Medicaid Membership: 15,000

Website: <https://stjosephshealth.org/pccc>

Date of Incorporation: July 2, 2014

PCC-ACO Application Proposal:

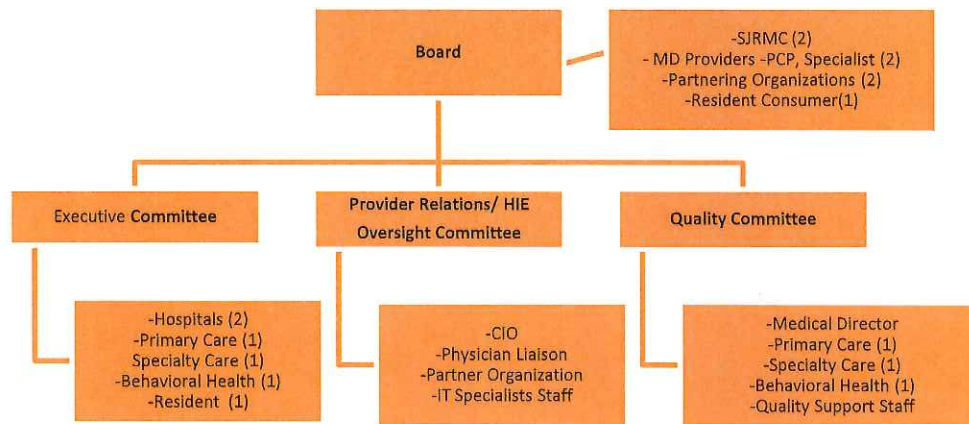
Passaic County Comprehensive Accountable Care Organization, Inc. (“PCC-ACO”) seeks to be certified as a Medicaid ACO so that it may participate in the New Jersey Medicaid ACO Demonstration Project (N.J.S.A. 30:4D-8.1 et seq. and N.J.A.C. 10:79A et. seq.)(the “Project”)

Established in June 2014, PCC-ACO is a newly formed New Jersey not-for-profit corporation founded by St. Joseph’s Regional Medical Center, Eva’s Village, Straight and Narrow, a member of Catholic Charities, and Harbor House. PCC-ACO is dedicated to improving the quality and accessibility of healthcare to Passaic County, New Jersey. Individually, all of the members are not-for-profit organizations dedicated to the provision of health and social services of the poor and underserved residents of the City of Paterson. Collectively, PCC-ACO services include acute care, emergency, primary care, subspecialty care, behavioral health and substance abuse services as well as homeless housing, adult and child care. By combining the resources and missions of these organizations, PCC-ACO will develop and expand existing programs (collectively the “Programs”) which will be accountable for improving the delivery and quality of our community’s health while reducing duplicative, ineffective, and costly services.

Governance

PCC-ACO is governed by a Board of Directors (“Board”) and managed by an Executive Director. The PCC-ACO Board consists of eight (8) members representing the City of Paterson providers and consumers. The Board will meet quarterly and is responsible for providing oversight and strategic direction for PCC-ACO. The Board is served by three (3) standing committees: the Executive Committee, the Quality Committee and the Provider Relations

Committee.



The Executive Committee consists of five (5) members as follows:

- one representative of St. Joseph’s Regional Medical Center (“SJRMC”);
- one partner organization representative;
- one primary care physician;

The Executive Committee will meet monthly to review Program financials and operations as well as make recommendations to the Board based on its findings.

The Physician Relations/HIE Committee consists of the Chief Information Officer, a partner physician, IT Integration Specialist, Compliance/Privacy Officer and a physician relations liaison. The HIE Committee will meet monthly to develop and review HIE integration issues including data security, patient privacy and quality. The group also handles communication with the physician’s offices.

The Quality Committee consists of the Medical Director, one primary care partner, one subspecialty care partner, one behavioral health partner, and quality staff. The Quality Committee meets monthly to review all performance data, develop and communicate performance policies and standards and policies as described below.

Gainsharing Plan Overview

Consistent with its bylaws and mission, the PCC-ACO will strive to facilitate optimal care for the low income residents of Central Paterson by increasing the awareness of the importance of proper diagnosis, adherence to evidence based medicine guidelines and self care in order to improve patient quality of life, increase accessibility, and reduce healthcare costs.

The PCCCC-ACO, will accomplish its mission through:

- 1) Development of provider partnerships focused on improved access and quality of care.

Together with the at least 75% of the primary care community, each of PCC-ACO's founding members offer a unique combination of health and social services which are essential to service the Medicaid population.

- SJRMC provides approximately 32,000 inpatient acute admissions, 150,000 emergency encounters, and 75,000 clinic services per year. Clinics include adult and pediatric primary care, general and high risk obstetrics, teen OB, dental, HIV, behavioral health and pediatric and adult subspecialty services. As the only hospital in the City of Paterson, and as the second largest Medicaid provider and largest Charity Care provider in the State of New Jersey, SJRMC is a major safety net facility for the community.
- Eva's Village is a uniquely progressive and comprehensive non-profit social service organization dedicated to fighting homelessness and poverty. Its mission is to feed the hungry, shelter the homeless, treat the addicted and provide medical and dental care to the poor with respect for the human dignity of each individual.

- Straight and Narrow is a residential and outpatient alcohol and addiction recovery center offering community oriented social, educational, health, individual and group peer support and other non-clinical needs of individuals required for sustained recovery. Activities conducted include: vocational/educational training, connection with needed services and resources, case advocacy, development of skills for self-care and recovery self-management, and development of social skills needed for successful recovery; wellness; and community living.
- 2) Exchange and integrate electronic health data among affiliated providers and partners to improve clinical care, communications and care coordination.
 - 3) Enhance multispecialty clinical and social services coordination specifically targeted to the highly complex chronic disease and elderly patients. PCC-ACO anticipates hiring a team of outpatient care navigators who will provide one-to-one member outreach, education and care coordination services.
 - 4) Expansion of self care education and support groups which will be multi-lingual and culturally sensitive.
 - 5) Increase access to services such as Primary Care, Episodic and Dental clinics.

It is anticipated that PCC-ACO will:

- 1) Reduce readmissions due to patient non-compliance;
- 2) Reduce emergency department visits by increasing outpatient access and education on early symptom identification; and

3) Increase patient satisfaction through personalized educational and communication tools that are age and language appropriate

Quality Plan

PCC-ACO will establish a Quality Committee which will be lead by its Medical Director. The Quality Committee shall be comprised of members with specializations in primary care, behavioral health, substance abuse and chronic disease management. The Quality Committee will also have a least one non-clinical community patient representative.

The Quality Committee will select a minimum of five measures from the Department approved quality measures to monitor and improve. Preventive and at-risk population measures selected will be those deemed most essential to improve the health of the Central Paterson community. Selected standards will include both patient satisfaction and clinical outcome measures which will be used to monitor effectiveness and appropriateness of service delivery.

PCC-ACO members will share patient specific performance data, which in addition to care coordination activities, will be used to aggregate provider performance and identify opportunities for improvement. A process will be put into place to report provider specific feedback and address deficiencies. All PCC-ACO's members eligible to receive a gainsharing payment will be required to sign a Participation Agreement that explicitly identifies the measures and their responsibility to comply with all PCC-ACO's policies, as well as State and Federal laws regarding physician self-referrals and inappropriate reductions in care.

Aggregated data will be routinely monitored and benchmarked to measure the overall PCC-ACO's performance as well as identify additional areas of improvement.

It is expected that final Quality Metrics, associated implementation plans, and monitoring policies will be put into place within six (6) months of Program approval.

Gainsharing Distributions

PCC-ACO's gainsharing plan requires that all affiliated partners actively participate in the care management of the Program's membership and will offer a financial reward for achievement of identified certain quality outcomes. Distributions will be calculated on a semi-annual basis and overseen by the PCC-ACO Quality Committee. Recognizing the importance of patient experience, a third party will be engaged to monitor patient satisfaction. Any provider not meeting minimum patient satisfaction thresholds will not be eligible for any distribution and counseled on satisfaction standards. Members unable or unwilling to meet minimum thresholds may be removed from the PCC-ACO partnership.

Disbursement of gainsharing dollars will be calculated net of any PCC-ACO investments required to meet the project goals.

PCC-ACO's process for receipt and disbursements of gainsharing payments will be overseen by the Executive Committee and documented in its Disbursements Policy. All transactions will be fully documented and recorded consistent with generally accepted accounting standards. Any PCC-ACO member eligible to receive a gainsharing payment from PCC-ACO will be required to sign a Participation Agreement that acknowledges receipt of funds and their commitment to the Gainsharing Program. In addition, to ensure that funds are safeguarded and as an affiliate of SJRMC, PCC-ACO will be subject to extensive fiscal control policies and its reporting structure. Further internal controls may also be adopted as necessary.

Over the course of the first year of the Project, it is anticipated that PCC-ACO's will begin shared savings discussions to partner with at least one of the major Medicaid HMO

carriers. Initial conversations with all four (4) of its market carriers have resulted in positive responses. Program features discussed include health information exchanges and clinical care management collaboration focusing on mutual population specific goals. Final shared savings programs for Project years 2 and 3 will be submitted to the State for review.

Community Input

As demonstrated in the attached Letters of Support, the formation of PCC-ACO is fully supported by the members of its community.

PCC-ACO will actively engage the public with respect to its work to impact health access, outcomes and costs, and to receive initial and ongoing comments regarding its Gainsharing Plan. Public engagement will be accomplished in multiple forums including public presentations, community focused groups, as well as through Board representation. This process will be overseen by PCC-ACO's Community Liaison, who will communicate Program activity and facilitate all community-based discussions. This person will also be responsible for providing feedback directly to the ACO Board for Program improvements and corrective actions, as necessary. All ACO organizational documents, certifications and community events will be documented and available for public review, as required.

Hospital Impact Analysis

As the only hospital in the Central Paterson service area (zip codes 07501, 07502, 07503) ("Service Region"), SJRMC anticipates that the Program will require approximately \$3,000,000 in new infrastructure investment including EMR and HIE interfaces and outpatient care managers and navigators. The proposed impact of the service changes to this population is anticipated to include a estimated 3% to 7% reduction in admissions and a 12%-35% reduction

in emergency visits. To financially manage this reduction, it is anticipated that the SJRMC will offset its revenue reductions with facility cost reductions, payor subsidy/care management support and private grants. A more specific analysis of the impact will be provided upon the submission of the detailed Shared Saving Plan on or before the end of the first Project year.

Commitment to the ACO Demonstration Project

PCC-ACO is committed to being the Medicaid ACO for the Greater Paterson Area, with an initial focus on the Central Paterson area with approximately 15,000 members. PCC-ACO agrees to be accountable for the health outcomes, quality, cost and access to care of Medicaid recipients residing in the Central Paterson Service Region for at least three (3) years following certification. In doing so, the PCC-ACO will comply with all requirements of the Medicaid ACO legislation and regulations.

ACO Quality Project Plan

TIMELINE	GOAL/OBJECTIVE	BENCHMARK
July 2014	Form a Quality Committee	Quality Committee will begin meeting monthly, as evidenced by meeting minutes
August 2014	Establish consensus around the Quality Committee's purpose, scope and decision-making structures	Quality Committee will present a vision statement, charter and goals to the full Board
September 2014	Establish a common set of quality standards for ACO members	Quality Committee will present quality measure recommendations to the Board
October 2014	Establish policies to address failures to meet required measures	Quality Committee will complete its proposed remediation policies
	Establish mechanisms for soliciting and responding to patient feedback	Quality Committee will prepare patient feedback proposal
November 2014	Seek Board approval for Quality Committee's proposals	Board approval of quality measures, remediation policies, and patient feedback proposal
	Educate members of the ACO on quality measures and policies	Quality Committee will conduct in-person training with ACO members; ACO members will sign Participation and Disbursement Agreements
January 2015	Measure the quality baseline for ACO providers	Conduct initial quality evaluation



June 26, 2014

Howard Tepper
Passaic County Comprehensive Care ACO
703 Main Street
Paterson, NJ 07503

Re. Letter of Support for Passaic County Comprehensive Care ACO's Medicaid
Accountable Care Organization Application

Dear Howard,

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

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

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

As PCCC ACO develops its Medicaid ACO, the Quality Institute will continue to provide these services and more to support its efforts. PCCC ACO has committed to be an active member of the Affiliated ACOs during our next program year (2014-15). We strongly believe in PCCC ACO's goals of improving the quality, capacity, and

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
CHE-Trinity 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.njhqcqi.org

NEW JERSEY
HEALTH CARE
QUALITY
INSTITUTE



Quality
powered.

efficiency of the health care system in Paterson, New Jersey and are proud to support the formation of its Medicaid ACO.

Sincerely,

Linda Schwimmer
Vice President
New Jersey Health Care Quality Institute



The Board of Chosen Freeholders
County of Passaic

THEODORE O. BEST, JR.
FREEHOLDER DEPUTY DIRECTOR

Tel: 973-225-5427
Fax: 973-742-3746

June 26, 2014

To the New Jersey Department of Human Services:

Re. Letter of Support for Passaic County Comprehensive Care ACO's Medicaid
Accountable Care Organization Application

Passaic County Board of Chosen Freeholders strongly supports the Passaic County Comprehensive Care ACO's ("PCCC ACO") application to participate in the Medicaid Accountable Care Organization Demonstration Project established by NJ P.L. 2011, Chapter 114. We believe that Passaic County Comprehensive ACO is firmly committed to providing high-quality, cost-effective health care to the most vulnerable patients residing in the City of Paterson through collaboration, the use of data, and patient-centered care.

We strongly believe in Passaic County Comprehensive Care ACO's goals of improving the quality, capacity, and efficiency of the Health Care System in Paterson, New Jersey and are proud to support these goals by the formation of its Medicaid ACO.

Sincerely,

Theodore O. Best, Jr. Deputy Director
Passaic County Freeholder



June 26, 2014

To the New Jersey Department of Human Services:

Re. Letter of Support for Passaic County Comprehensive Care ACO's
Medicaid Accountable Care Organization Application

The Greater Paterson Chamber of Commerce strongly supports the Passaic County Comprehensive Care ACO's ("PCCC ACO") application to participate in the Medicaid Accountable Care Organization Demonstration Project established by NJ P.L 2011, Chapter 114. We believe that PCCC ACO is firmly committed to providing high-quality, cost-effective health care to the most vulnerable patients residing in the City of Paterson through collaboration, the use of data, and patient-centered care.

We strongly believe in PCCC ACO goals of improving the quality, capacity, and efficiency of the health care system in Paterson, New Jersey and are proud to support these goals by the formation of its Medicaid ACO.

Sincerely,

A handwritten signature in cursive script that reads "Jamie Dykes".

Jamie Dykes, President



BOYS & GIRLS CLUB
OF PATERSON & PASSAIC
Great Futures Start Here

BOARD OF DIRECTORS

June 26, 2014

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Michael Della Torre
Ron Van Rensalier

Assemblyman *Gary S. Schaer*

EXECUTIVE DIRECTOR

Peter Thornton

Re. Letter of Support for Passaic County Comprehensive Care ACO's
Medicaid Accountable Care Organization Application

To the New Jersey Department of Human Services:

The Boys and Girls Club of Paterson and Passaic strongly supports the Passaic County Comprehensive Care ACO's ("PCCC ACO") application to participate in the Medicaid Accountable Care Organization Demonstration Project established by NJ P.L 2011, Chapter 114. We believe that PCCC ACO is firmly committed to providing high-quality, cost-effective health care to the most vulnerable patients residing in the City of Paterson through collaboration, the use of data, and patient-centered care.

We strongly believe in PCCC ACO goals of improving the quality, capacity, and efficiency of the health care system in Paterson, New Jersey and are proud to support these goals by the formation of its Medicaid ACO.

Sincerely,


Peter Thornton
Executive Director



Serving Passaic County as Visiting Homemaker Service Since 1954

June 26, 2014

Re. Letter of Support for Passaic County Comprehensive Care ACO's Medicaid Accountable Care Organization Application

To the New Jersey Department of Human Services:

HomeCare Options strongly supports the Passaic County Comprehensive Care ACO's ("PCCC ACO") application to participate in the Medicaid Accountable Care Organization Demonstration Project established by NJ P.L 2011, Chapter 114. We believe that PCCC ACO is firmly committed to providing high-quality, cost-effective health care to the most vulnerable patients residing in the City of Paterson through collaboration, the use of data, and patient-centered care.

We strongly believe in PCCC ACO goals of improving the quality, capacity, and efficiency of the health care system in Paterson, New Jersey and are proud to support these goals by the formation of its Medicaid ACO.

Sincerely,

A handwritten signature in cursive script that reads "Alexis Barry".

Alexis Barry RN, MPA
Executive Director
HomeCare Options



152 Market Street, Suite 208, Paterson, NJ 07505 • Phone (973) 881-8914 • Fax (973) 881-8059 •
www.paterson-education.org

Board of Directors 7/2/2014

Jamie Dykes
Chair, Greater
Paterson Chamber
of Commerce

To The New Jersey Department of Human Services

Stacey Tsapatsaris
Secretary, Greco
Realty

Re. Letter of Support for Passaic County Comprehensive Care ACO's Medicaid
Accountable Care Organization Application

Michelle Abel
Treasurer, PNC
Bank

Paterson Education Fund strongly supports the Passaic County Comprehensive Care ACO's ("PCCC ACO") application to participate in the Medicaid Accountable Care Organization Demonstration Project established by NJ P.L 2011, Chapter 114. We believe that PCCC ACO is firmly committed to providing high-quality, cost-effective health care to the most vulnerable patients residing in the City of Paterson through collaboration, the use of data, and patient-centered care.

Eddie Gonzalez
NJCDC

Alveria Spencer
Family Intervention
Services

Paterson Education Fund (PEF) was founded in 1983 as a not-for-profit organization whose mission is to stimulate community action for change so that the Paterson Public Schools ensure that all Paterson children achieve high standards. PEF's Goals are:

Don Vanderbeck
CJ Vanderbeck &
Son, Inc.

- To build our community's civic capacity to support, monitor and advocate education reform.
- To educate and enable community leadership to understand and act on changing education needs.
- To provide a forum for the community to effectively participate in the decision-making processes concerning education.

Dr. Donnie Evans
State District
Superintendent
(Ex-Officio)

PEF's activities build and nourish a constituency for systematic school reform by educating the community on the importance of high standards and expectations in providing quality education for all children. PEF also works with community partners to identify and remove non-academic barriers so that Paterson children and their families can thrive.

We strongly believe in PCCC ACO goals of improving the quality, capacity, and efficiency of the health care system in Paterson, New Jersey and are proud to support these goals by the formation of its Medicaid ACO. We believe that PCCC ACO and PEF's missions are linked in the work to provide the city of Paterson with resources that build capacity and promote wellbeing. PEF fully supports this proposal.

Sincerely,

A handwritten signature in blue ink that reads "Rosie Grant".

Rosie Grant
Executive Director



June 26, 2014

New Jersey Department of Human Services
PO Box 700
Trenton, New Jersey 08625-0700

**Re: Letter of Support for Passaic County Comprehensive Care ACO's
Medicaid Accountable Care Organization Application**

To the New Jersey Department of Human Services:

New Jersey Community Development Corporation strongly supports the Passaic County Comprehensive Care ACO's ("PCCC ACO") application to participate in the Medicaid Accountable Care Organization Demonstration Project established by NJ P.L 2011, Chapter 114. We believe that PCCC ACO is firmly committed to providing high-quality, cost-effective health care to the most vulnerable patients residing in the City of Paterson through collaboration, the use of data, and patient-centered care.

We strongly believe in PCCC ACO goals of improving the quality, capacity, and efficiency of the health care system in Paterson, New Jersey and are proud to support these goals by the formation of its Medicaid ACO.

Please feel free to call my cell at 973-413-1600 if you would like to discuss further, or email me at rguarasci@njcdc.org.

Sincerely,

A handwritten signature in black ink that reads "Robert Guarasci". The signature is written in a cursive style.

Robert Guarasci
CEO



United Way
of Passaic County

Center City Mall
Upper Level
301 Main Street
Paterson, NJ 07505

P. 973-279-8900
F. 973.279.0059

June 26, 2014

Re. Letter of Support for Passaic County Comprehensive Care ACO's Medicaid
Accountable Care Organization Application

To the New Jersey Department of Human Services:

United Way of Passaic County strongly supports the Passaic County Comprehensive Care ACO's ("PCCC ACO") application to participate in the Medicaid Accountable Care Organization Demonstration Project established by NJ P.L 2011, Chapter 114. We believe that PCCC ACO is firmly committed to providing high-quality, cost-effective health care to the most vulnerable patients residing in the City of Paterson through collaboration, the use of data, and patient-centered care.

We strongly believe in PCCC ACO goals of improving the quality, capacity, and efficiency of the health care system in Paterson, New Jersey and are proud to support these goals by the formation of its Medicaid ACO.

Sincerely,

A handwritten signature in black ink, appearing to read "Yvonne Zuidema", written over a horizontal line.

Yvonne Zuidema, President and CEO
United Way of Passaic County

NP

FILED
JUL 01 2014
STATE TREASURER

CERTIFICATE OF INCORPORATION
OF
PASSAIC COUNTY COMPREHENSIVE
ACCOUNTABLE CARE ORGANIZATION, INC.

0101032967

The undersigned, for the purpose of organizing a nonprofit corporation under the provisions and subject to the requirements of the laws of the State of New Jersey (particularly N.J.S.A. 15A:1-1 et seq., and known, identified, and referred to as the "New Jersey Nonprofit Corporation Act"), hereby certifies as follows:

1. The name of the corporation is:

PASSAIC COUNTY COMPREHENSIVE ACCOUNTABLE CARE ORGANIZATION, INC.

and it shall be referred to herein as the "Corporation."

2. The purpose for which the Corporation is organized is the operation of a Medicaid Accountable Care Organization.

3. The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding provision of any future United States revenue law (hereinafter referred to as the "Code").

4. (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Paragraph 2 hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not directly or indirectly participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) The Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

5. Upon the dissolution or liquidation of the Corporation, the Board of Trustees of the Corporation shall (after paying or making provision for the payment of all of the liabilities of the Corporation and except for any assets held upon condition, requiring return, transfer or other conveyance in the event of dissolution or liquidation, which assets shall be returned, transferred

or conveyed in accordance with such requirements), dispose of all of the remaining assets of the Corporation exclusively for the purposes of the Corporation by distributing the remaining assets exclusively for the purposes of the Corporation to such organization or organizations organized and operated exclusively for charitable, scientific, or education purposes and qualified as a tax-exempt organization or tax-exempt organizations described in Section 501(c)(3) of the Code, as the Board of Trustees of the Corporation shall determine. Any of such assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation in such manner, or to such tax-exempt organization or organizations described in Section 501(c)(3) of the Code as said court shall determine.

6. The Corporation shall have one or more Member(s), whose qualifications, rights and limitations shall be as set forth in the bylaws of the Corporation.

7. The number and method of electing trustees shall be as set forth in the bylaws of the Corporation.

8. The first board of trustees of the Corporation shall consist of the following three (3) trustees:

Howard Tepper
800 Main Street
Paterson, New Jersey 07503

Sr. Eileen Clifford, MD
800 Main Street
Paterson, New Jersey 07503

Deborah Hartel
800 Main Street
Paterson, New Jersey 07503

9. The address of the Corporation's initial registered office is St. Joseph's Regional Medical Center, 800 Main Street, Paterson, New Jersey 07503 and the name of the registered agent at that address is Francine Halushka Katz, Esq.

10. The incorporator's name and address are:

Howard Tepper
800 Main Street
Paterson, New Jersey 07503

11. The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by N.J.S.A. 15A:3-4, and to the full extent otherwise permitted by law.

12. Pursuant to N.J.S.A. 15A:2-8(c), the trustees and officers of the Corporation shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, except that no trustee or officer shall be relieved from liability for any breach of duty based upon an act or omission: (a) in breach of such person's duty of loyalty to the Corporation; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt by such person of an improper personal benefit.

13. The duration of the Corporation shall be perpetual.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned incorporator has caused this certificate of incorporation to be signed this 1st th day of July, 2014.


Howard Tepper

BY-LAWS
PASSAIC COUNTY COMPREHENSIVE
ACCOUNTABLE CARE ORGANIZATION, INC.

ARTICLE I – NAME and PURPOSE

- Section 1: Name. The name of the organization shall be the **Passaic County Comprehensive Accountable Care Organization, Inc. (or PCC-ACO)**. It shall be a nonprofit corporation incorporated under the laws of the State of New Jersey.
- Section 2: Purpose. The **PCC-ACO** is organized exclusively for charitable, scientific and, educational purposes. Specifically, the **PCC-ACO** supports the work of healthcare providers in the County of Passaic who are dedicated to improving the health of the community by increasing access to healthcare, improving quality of care and patient outcomes and reducing unnecessary costs.

ARTICLE II – MEMBERSHIP

- Section 1: Eligibility and Approval. Application for membership shall be open to any individual or organization that supports the purpose statement in **Article 1, Section 2**. Membership shall be granted upon a majority vote of the Board, following a review of eligibility.
- Section 2: Dues. The Board of Directors (“Board”) may set dues schedules for memberships.
- Section 3: Renewal. Continuing membership is contingent upon meeting specific criteria, as determined by the Board.
- Section 4: Resignation and Termination. Any member may resign by filing a written resignation with the Secretary. A member can have its membership terminated by a majority vote of the membership or the Board.
- Section 5: Voting. Only organizational members that are located in or do business in the County of Passaic shall be permitted to vote.
- Section 6: Voting Member Classes. The **PCC-ACO** shall have four (4) classes of voting members: hospitals, primary care providers, partnering organizations and, resident organizations. Definitions of the classes will be set by the Board.
- Section 7: Voting Member Rights and Powers. Voting member classes shall have the power to elect representatives to the Board, as described in **Article IV, Section 5**, and to remove representatives, as described in **Article IV, Section 9**.

Voting members may make, amend and, repeal ByLaws, as described in Article VIII, Section I.

ARTICLE III – MEETINGS OF THE MEMBERS

- Section 1: Annual Meeting. An Annual meeting of the members may be held for the purpose of transacting and such business as may be properly brought before the membership.
- Section 2: Special Meetings. Special meetings may be called by a simple majority of the Board of Directors, or by a petition affirmed by twenty-five percent (25%) of the voting members.
- Section 3: Date and Location. The time and date of any meeting of members shall be set by the Board of Directors. Meetings shall be held in the County of Passaic.
- Section 4: Notice. Notice of a meeting shall be given to each member, in writing, which shall include email, not less than ten (10) days before the meeting.
- Section 5: Quorum. A majority of the members present at any properly announced meeting shall constitute a quorum.
- Section 6: Voting. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes places. . A member or his/her voting proxy may vote in person, by conference call or, in writing, which shall include email.
- Section 7: Open to Public. All member meetings are open to the public. The **PCC-ACO** shall receive public comment at its meetings. The **PCC-ACO** will seek to engage the public and members of the community so that it can have a positive impact on health access, outcomes and costs.

ARTICLE IV – BOARD OF DIRECTORS

- Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the **PCC-ACO** and delegates responsibility for day-to-day operations of the **PCC-ACO's** Executive Director and staff, Board members and, Committees. The Board shall have no fewer than eight (8) and no more than twenty (20) members. The Board receives no compensation other than reasonable expenses.
- Section 2: Board Composition. Only voting members are eligible to become Board members. The Board shall be composed of at least:

- two (2) representatives from St. Joseph’s Regional Medical Center
- one (1) primary care provider;
- one (1) sub-specialty physician;
- at least two (2) representatives from partnering organizations representing the interests of social services agencies and organizations; and
- at least one (1) individual living within the County of Passaic.

Section 3: Organizational Seats. Board members serve in an organizational capacity. If a Board member is unable to attend a meeting, another individual affiliated with the organization the Board member represents may attend and serve as a voting proxy.

Section 4: Meetings and Notice. The Board shall meet not fewer than four (4) times per year, at an agreed upon time and place. Notice of a meeting shall be given to each member, in writing, which shall include email, not less than ten days before the meeting. All Board meetings shall be open to the public.

Section 5: Board Elections. Each of the five (5) membership classes will meet independently to nominate class members for Board service. Primary care providers, sub-specialty physicians, partnering organizations and, resident organizations will select by majority vote the individuals who will represent the class on the Board.

St. Joseph’s Regional Medical Center will appoint two (2) persons to represent the hospital on the Board. As terms expire or vacancies arise, nominations for new members may be received from the Board and members of the **PCC-ACO**. New Board members shall be elected through a majority vote of the Board. Alternatively, a particular membership class may, of its own initiative, select an individual to represent the class by a majority vote of class members. The class must present a petition that certifies a majority vote occurred and requests the Board to appoint its chosen representative.

Section 6: Terms. All Board members shall serve three (3) year terms, but are eligible for re-election for a term of three (3) years. The **PCC-ACO** will randomly assign each initial Board member to a one (1), two (2), or three (3) year term, in order to have one-third (1/3) of the Board members’ terms end each year.

Section 7: Quorum and Voting. A majority of the members of the Board shall constitute a quorum for regularly-scheduled meetings. When a quorum is present, the affirmative vote of at least seventy-five percent (75%) of Board members is needed to approve any transaction of **PCC-ACO** business. A Board member or his/her voting proxy may vote in person, by conference call or, in writing, which shall include email.

Section 8: Officers and Duties. There will be a designated Board Chair at all times. The use of additional Board officers will be optional, as needed. If used, there will be up to four (4) officers of the Board, consisting of a Chair, Vice-Chair, Secretary and, Treasurer. The officers shall be elected by the Executive Committee in an annual vote, as described in Article V, Section 3. The duties are as follows:

The **Chair** shall convene regularly scheduled Board meetings and shall preside, or arrange for other members of the Executive Committee to preside, at each meeting in the following order: Vice-Chair, Secretary and, Treasurer. The Chair will also have the power to create committees on subjects and designate any Board member with pertinent interest to head such committees.

The **Vice-Chair** shall carry out special assignments as requested by the Board Chair. The Vice-Chair shall also understand the responsibilities of the Board Chair and be able to perform these duties in the Chair's absence.

The **Treasurer** shall make a report at each Board meeting. Treasurer shall chair the finance committee, if any, assist in the preparation of the budget, help develop fundraising plans and, make financial information available to Board members and the public.

The **Secretary** shall: (a) keep the minutes of the members' and of the Board meetings in one or more books provided for that purpose and make such minutes available to all Board members with reasonable notice; (b) see that all notices are duly given in accordance with the provisions of this Agreement or as required by law; (c) be custodian of the corporate records; and (d) in general, perform all duties incident to the office of Secretary and all other duties as from time to time may be assigned to him or her by the Board or the Chair.

Section 9: Resignation, Termination and, Absences. Resignation from the Board must be in writing. A Board member may be terminated for excess absences from the Board if he/she has four unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths (3/4) vote of the remaining Board members or by a petition to the Board certifying a majority vote of class members.

Section 10: Special Meetings. The Board shall have the right to hold special meetings as it deems necessary to handle matters that arise between scheduled Board meetings. Any five (5) Board members can call a special meeting. Notice of a meeting shall be given to each Board member, in writing, which shall include email, not less than one business day before the meeting. A special meeting shall require a quorum of three-fourths of Board members to take action.

ARTICLE V – COMMITTEES

- Section 1: Committee Formation. The Board may create committees as needed. The Board Chair appoints all committee chairs.
- Section 2: Executive Committee Powers. Except for the power to amend the Articles of Incorporation and ByLaws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board and, is subject to the direction and control of the full Board.
- Section 3: Executive Committee Composition and Officers. The Executive Committee shall be composed of one (1) member from St. Joseph’s Regional Medical Center, one (1) member from a partnering organization and, one (1) member from the primary care provider class. Class delegates to the Executive Committee will be elected from among the members of the Board by majority vote. All delegates to the Executive Committee should be capable of performing the duties of an officer. The Executive Committee shall annually select the **PCC-ACO’s** four Officers (Chair, Vice-Chair, Secretary and, Treasurer) from among its members. The Executive Committee shall serve one (1) year terms.
- Section 4: Executive Committee Meetings and Absences. Meetings of the Executive Committee shall be held monthly. Executive Committee meetings will be open to all Board members. During any meeting, the Executive Committee may choose to enter “executive session”, at which time only the members of the Executive Committee and any invited guests will be allowed in the session. An Executive Committee member may be excused from the Executive Committee for excessive absences if he/she has five (5) unexcused absences from Executive Committee meetings in a year. A removed committee member will be replaced pursuant to the process described in Article V, Section 3.
- Section 5: Executive Committee Quorum and Voting. A majority of the members of the Executive Committee shall constitute a quorum for regularly schedule meetings. When a quorum is present, the affirmative vote of a majority of the members present is needed to approve any transaction of **PCC-ACO** business. An Executive Committee member of his/her voting proxy may vote in person, by conference call or, in writing, which shall include email.
- Section 6: Quality Committee. The Quality Committee shall address issues related to quality, including setting quality benchmarks, monitoring compliance among its participating providers and, addressing deficiencies.

ARTICLE VI – CONFLICT OF INTEREST

- Section 1: The **PCC-ACO** is committed to being accountable and transparent in all of its transactions and operations.
- Section 2: Each Board member, **PCC-ACO** staff member or, member of a committee with governing Board delegated powers, shall annually sign a statement which affirms such person has disclosed any actual or potential conflicts of interest and has agreed to comply with the **PCC-ACO's** Conflict of Interest policy.

ARTICLE VII – ANTI-TRUST COMPLIANCE

- Section 1: The **PCC-ACO** and its members are committed to strict adherence to the spirit and letter of State and Federal anti-trust laws. The **PCC-ACO** acknowledges that the Medicaid Accountable Care Organization (ACO) Demonstration Project protects the **PCC-ACO** and its members from antitrust liability under the State action doctrine only in connection with their activities as a Medicaid ACO.
- Section 2: The **PCC-ACO** shall not negotiate the payment rates of its members with any managed care organization. Members shall not share sensitive pricing information with one another and shall not reach any agreements (expressed or implied) that restrict competition or in any way impair the ability of members to exercise independent business judgment in matters that affect competition.
- Section 3: The **PCC-ACO** shall not restrict members from contracting or sharing data with payers, and shall not restrict payers from incentivizing patient to go to certain providers or require payers to contract with certain non-ACO providers.
- Section 4: The **PCC-ACO** shall educate its employees, managers, contractors and, agents about any and all new laws pertaining to civil and criminal penalties for violations of the New Jersey Antitrust Act.

ARTICLE VIII – AMENDMENTS

- Section 1: The ByLaws may be amended or repealed, or new laws may be adopted, by two-thirds (2/3) majority of the entire Board of Directors, or of the members entitled to vote. The vote must be in writing, which shall include email, or in person.

**PASSAIC COUNTY COMPREHENSIVE
ACCOUNTABLE CARE ORGANIZATION, INC.**

<u>Board Member</u>	<u>Affiliations</u>	<u>Representation</u>
Howard Tepper	- SJRMC, VP Physician & Ambulatory Svc	SJRMC
Deborah Hartel	- SJRMC -Harbor House	SJRMC
Eileen Clifford,MD	-SJRMC -Eva's Village	Affiliated Organization
Joseph Duffy	-Straight and Narrow, Catholic Charities	Affiliated Organization
Samir Zaina, MD	-Family Practice Physician	Primary Care Physician
Michael Lamacchia, MD	-SJRMC, Chairmen of Pediatrics -Infectious Disease Physician	Subspecialty Physician
Linda Smith, CSW	SJRMC, Case Manager Paterson Board of Social Service	Community Rep.
Sister Fran Demarest	SJRMC Director of Community Medicine	SJRMC



MEMORANDUM OF PARTICIPATION

Date: June 30, 2014

To: Eva's Village, Straight and Narrow, Inc, Harbor House, Inc

From: William A. McDonald

Re: Medicaid ACO Partnership and Application

St. Joseph's Regional Medical Center ("SJPMC") would like to invite you to partner with us in the application to the State of New Jersey for the establishment of a Medicaid Accountable Care Organization ("Medicaid-ACO") whose mission will be to improve the health care coordination for the residents of the City of Paterson. The name of the Medicaid-ACO shall be the Passaic County Comprehensive Care Accountable Care Organization, Inc. ("PCCC-ACO"). Due July 7, 2014, the application is for a three year pilot program with the State of New Jersey's Department of Health and Human Services which will allow hospitals and health services partners to work together to implement activities which will improve health outcomes and quality for our community while reducing unnecessary and inefficient spending.

Key program regulatory requirements include the following:

- The program include a minimum of 5,000 Medicaid/ Medicaid HMO participants as defined by specific zip codes,
- Affiliations with 75% of the Primary Care Physicians and at least four behavioral health specialists in those zip codes
- Provide timely information to meet State reporting requirements, including quality measures and patient experience findings which will be further defined and agreed to by partner affiliates,
- Abide by all federal and state laws governing privacy, access to care, and responsibility for treatment and referral decisions.

As such, we request that all partners commit to:

- Share patient medical information with other PCCC-ACO members, pursuant to necessary data sharing agreements, for the purpose of enhancing the quality of patient care, tracking and follow up and coordination;
- Participate in the PCCC-ACO for the full length of the Medicaid ACO Demonstration Project;
- Abide by the PCCC-ACO's anti-trust compliance policy; and
- Cooperate with and participate in the States annual evaluations.

For this demonstration program, SJRMC is proposing an initial focus on the Central Paterson Community (zip code 07501,07502, 07503) which is estimated to have a least 15,000 Medicaid/Medicaid HMO residents and to invite 75% of the physicians on the attached provider list to participate. For further program details, attached is a copy of the DRAFT application.

In addition, PCCC-ACO would like to include your organization as part of its leadership team as it represents an important link to many of our proposed members.

If agreed, PCCC-ACO is requesting that your organization sign below as an indication of your organization's intent to work together with us in developing and implementing the Medicaid-ACO. This Memorandum of Understanding (MOU) is not, nor is it intended to constitute, a legally binding agreement to consummate any transaction with SJRMC. The terms of this MOU are: (a) generally an expression of mutual intent and (b) not legally binding on any party. However, if you choose to participate in the Medicaid-ACO, legally binding documents will need to be executed by the parties related to the governance of PCCC-ACO and to permit the exchange of clinical data. These documents will be forwarded to you at a later date.

If you have any questions with respect to the subject of this MOU, please feel free to contact Howard Tepper at (973) 754-2008.

[SIGNATURE PAGE FOLLOWS]

Name of Organization: Harbor House, Inc.

Deborah Hertel
Name:

President, BOT
Title:

Deborah Hertel
Signature

Date: 7/2/14

Mailing Address:

Phone Number:

Email Address:

Fax Number:


PLEASE RETURN by July 2, 2014 to

TO: Cindy Johnson by email at johnsoncy@sjhmc.org or fax at (973) _____

Name of Organization: Eva's Village

Donna M. Fico
Name:

Director
Title:


Signature

Date: 7-1-14

Mailing Address: 393 Main Street

Phone Number: 973-523-6220

Email Address: donna.fico@evasvillage.org

Fax Number: 973-825-7297

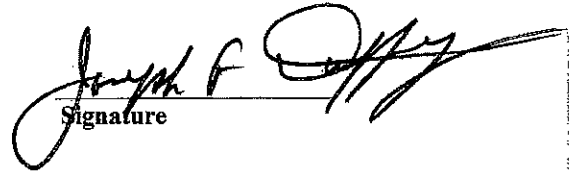
PLEASE RETURN by July 2, 2014 to

TO: Cindy Johnson by email at johusoney@sjhmc.org or fax at (973) _____

Name of Organization: STRAIGHT AND NARROW, INC.

Joseph F. Duffy
Name:

Executive Director
Title:


Signature

Date: 6/25/14

Mailing Address: PO BOX 2738 - 508 Straight Street
Paterson, NJ 07509-2738

Phone Number: 973-345-6000

Email Address: jduffy@straightandnarrowinc.org

Fax Number: 973-345-7279

PLEASE RETURN by _____, 2014 to

TO: _____ by email at _____ or fax at
(973) _____



St Joseph's
Regional Medical Center

MEMORANDUM OF PARTICIPATION

Date: June 23, 2014

To: Samir Zaina, MD

From: Howard Tepper, SJRMC VP Physician Services and CEO PCCC ACO

Re: Medicaid ACO Partnership and Application

St. Joseph's Regional Medical Center (SJRMC) would like to invite you to partner with us in the application to the State for the establishment of a Medicaid Accountable Care Organization ("Medicaid-ACO") whose mission will be to improve the health care coordination for the residents of the City of Paterson. Due July 7, 2014, the application is for a three year pilot program with the State of NJ's Department of Health and Human Services which will allow hospitals and health services partners to work together to implement activities which will improve health outcomes and quality for our community while reducing unnecessary and inefficient spending.

Key program regulatory requirements include the following:

- The program include a minimum of 5,000 Medicaid/ Medicaid HMO participants as defined by specific zip codes,
- Affiliations with 75% of the Primary Care Physicians and at least four behavioral health specialists in those zip codes
- Provide timely information to meet State reporting requirements, including quality measures and patient experience findings which will be further defined and agreed to by partner affiliates,
- Abide by all federal and state laws governing privacy, access to care, and responsibility for treatment and referral decisions.

As such, we request that all partners commit to:

- Share patient medical information with other PCCC-ACO members, pursuant to necessary data sharing agreements, for the purpose of enhancing the quality of patient care, tracking and follow up and coordination,
- Participate in the PCCC-ACO for the full length of the Medicaid ACO Demonstration Project,
- Abide by the PCCC-ACO's anti-trust compliance policy, and
- Cooperate with and participate in the States annual evaluations.

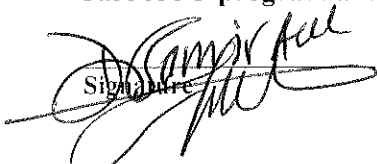
For this demonstration program, SJRMC is proposing an initial focus on the Central Paterson Community (zip code 07501,07502, 07503) which is estimated to have a least 15,000 Medicaid/Medicaid HMO residents and to invite 75% of the physicians on the attached provider list to participate. For further program details, attached is a copy of the DRAFT application.

If agreed, PCCC-ACO is requesting your signature below as an indication of your intent to work together with us in developing and implementing the Program. This Memorandum of Understanding (MOU) is not, nor is it intended to constitute, a legally binding agreement to consummate any transaction with SJRMC. The terms of this MOU are: (a) generally an expression of mutual intent and (b) not legally binding on any party. However, if you choose to participate in the Program, legally binding documents will need to be executed by the parties to permit the exchange of clinical data. These documents will be forwarded to you at a later date.

There is no charge for your organization to participate in this Program.

If you have any questions with respect to the subject of this MOU, please feel free to contact me at (973) 754-2008.

I, Dr. Samir Zaina, am willing to participate in the Passaic County Comprehensive Care ACO program and intend to comply with the program as outlined above.

Signature


1699906354
 NPI #

6/27/2014
 Date

Practice Name and Address:

1020 Main Street, Suite C
 Paterson, NJ 07503

Phone Number: 862-336-1200

Email Address:



MEMORANDUM OF PARTICIPATION

Date: July 2, 2014

Re: Medicaid ACO Partnership and Application

St. Joseph's Regional Medical Center ("SJPMC") agrees that the following faculty practice physicians will participate in the Passaic County Comprehensive Accountable Care Organization ("PCC-ACO") whose mission is to improve the health care coordination for the residents of the City of Paterson. We understand that the program is for a three year pilot program with the State of New Jersey's Department of Health and Human Services which will allow hospitals and health services partners to work together to implement activities which will improve health outcomes and quality for our community while reducing unnecessary and inefficient spending.

Key program regulatory requirements include the following:

- The program include a minimum of 5,000 Medicaid/ Medicaid HMO participants as defined by specific zip codes,
- Affiliations with 75% of the Primary Care Physicians and at least four behavioral health specialists in those zip codes
- Provide timely information to meet State reporting requirements, including quality measures and patient experience findings which will be further defined and agreed to by partner affiliates,
- Abide by all federal and state laws governing privacy, access to care, and responsibility for treatment and referral decisions.


As such, we commit to:

- Share patient medical information with other PCC-ACO members, pursuant to necessary data sharing agreements, for the purpose of enhancing the quality of patient care, tracking and follow up and coordination;

- Participate in the PCC-ACO for the full length of the Medicaid ACO Demonstration Project;
- Abide by the PCC-ACO's anti-trust compliance policy; and
- Cooperate with and participate in the States annual evaluations.

It is understood that the demonstration program, will initially focus on the Central Paterson Community (zip code 07501,07502, 07503) which is estimated to have a least 15,000 Medicaid/Medicaid HMO residents. The physicians listed on Exhibit A hereto shall participate in the PCC-ACO.

I, William A. Mc Donald, President and CEO of St. Joseph's Regional Medical Center, approve the participation of the physicians listed in Exhibit A in the Passaic County Comprehensive ACO program and intend to comply with the program as outlined above.


Signature

NPI # 1669462420

7/2/14

Date

EXHIBIT A

Passaic County Comprehensive Care ACO - Participating Physicians							
Specialty Gr	Specialty_1_Descrip	Full_Name	Phone	AGE	Address	Zip	City
Internal Med		ANAND K KUMAR MD	9737544200	64	21 MARKET ST	7501	PATERSON
		DAVID PAUL BLEEKER MD	9737544200	61	21 MARKET ST	7501	PATERSON
		IRINA A KHEYFETS MD	9737544200	62	21 MARKET ST	7501	PATERSON
		ISHA GUPTA MD	9737542000	33	703 MAIN ST	7503	PATERSON
		NATASHA TILLUCKDHARRY MD	9737542323	31	703 MAIN ST	7503	PATERSON
		NAZIA KHAN MD	9737542000	31	703 MAIN ST	7503	PATERSON
		POOJA S MEHTA MD	9737542000	33	703 MAIN ST	7503	PATERSON
		SOURAV SEN MD	9737542000	34	703 MAIN ST	7503	PATERSON
Internal Med Total			8				
OB/GYN	Obstetrics & Gynecology						
		EVELYN W WHITE MD	9737542000	51	703 MAIN ST	7503	PATERSON
		MAGED W BOGHADY MD	9737542000	57	703 MAIN ST	7503	PATERSON
		NATALIE IRENE BILENKI MD	9737544200	62	21 MARKET ST	7501	PATERSON
		PETER BALAZS MD	9737542000	33	703 MAIN ST	7503	PATERSON
OB/GYN Total			4				
Pediatrics	Pediatrician						
		ANGELA LIJOI GUNN MD	9737542580	55	641 MAIN ST	7503	PATERSON
		HELEN M BALUYOT MD	9737542580	54	641 MAIN ST	7503	PATERSON
		APARNA MALLIK MD	9737542000	62	703 MAIN ST	7503	PATERSON
		KATERINA K HARWOOD MD	9737542000	43	703 MAIN ST	7503	PATERSON
		MONIQUE G SEVERE MD	9737542000	45	703 MAIN ST	7503	PATERSON
		ROGER CAMBA TENGSON JR MD	9737542000	54	703 MAIN ST	7503	PATERSON
		ANGELA LIJOI GUNN MD	9737542580	55	641 MAIN ST	7503	PATERSON
		CLAUDIA KIM MD	9737542580	34	641 MAIN ST	7503	PATERSON
Pediatrics Total			8				
Psychiatry							
		ERICA RAE SCHIFFMAN MD	9737542000	52	703 MAIN ST	7503	PATERSON
		ELISHEVA BERMAN MD	9737542645	32	703 MAIN ST	7503	PATERSON
		SAMUEL SEBASTIANNE SOSTRE MD	9737542000	44	703 MAIN ST	7503	PATERSON
		TEISSY MEZA PHD	9737542000	36	703 MAIN ST	7503	PATERSON
		LAUREN D LAPORTA MD	9737542323	52	703 MAIN ST	7503	PATERSON
		MARCIA RIBALTA MD	9737542323	59	703 MAIN ST	7503	PATERSON
		AUDREY EVE LONGSON DO	9737542000	34	703 MAIN ST	7503	PATERSON
Psychiatry Total			7				