



July 2, 2014

Valerie Harr, Director
Division of Medical Assistance and Health Services
NJ Department of Human Services
7 Quakerbridge Plaza
PO Box 712
Trenton, NJ 08625

Dear Ms. Harr:

Coastal Healthcare Coalition, Inc. is pleased to submit the enclosed application to become a participant in the New Jersey Medicaid ACO Demonstration Project. We believe that the collaboration of our three organizations makes our proposal particularly strong.

We believe that the ACO model is a key component to the future of quality healthcare in our region while at the same time reducing costs and increasing patient satisfaction. In that spirit we look forward to your review of this proposal and are available to you as a resource for any additional information you may need.

Thank you for your consideration.

Sincerely,

Steven M. Blumberg
Senior Vice President
AtlantiCare Health Solutions

Jon Regis, MD
President
Reliance Medical Group

Linda Flake
President/CEO
South Jersey Family
Medical Center, Inc.



2500 English Creek Avenue, Building 500, Suite 501, Egg Harbor Township, NJ 08234

Phone: 609-704-6904 ■ Fax: 609-704-7459



The Nursing Profession's Highest Honor

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

Name of Organization: Coastal Healthcare Coalition, Inc.

Address: 2500 English Creek Road, Building 500, Egg Harbor Township, NJ 08234

Primary Contact Person: Steven Blumberg

Phone: (609) 407-2396

FAX: (609) 272-6319

Email: Steven.Blumberg@atlanticare.org

Primary Contact Person: Vincent Papaccio

Phone: (215) 530-9104

E-mail: vpapacio@comcast.net

Primary Contact Person: Linda Flake

Phone: (609) 567-0434 Ext 4116

FAX: (609) 567- 1169

Email: LFlake@sjfmc.org

Proposed Area of Coverage: 08401, 08404, 08405, 08406

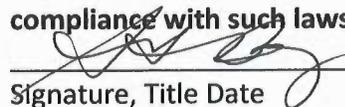
The narrative portion of the application shall not exceed 10 double-spaced type written pages with a 12 point font minimum.

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 Date

 509/Atlanticare 7/2/14
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.

NJ Medicaid ACO Narrative

I) Introduction and Organizational Overview

The Coastal Healthcare Coalition, Inc. was specifically created to meet the requirements of the New Jersey Medicaid ACO Demonstration Project. The Corporation consists of AtlantiCare, Reliance Medical Group and Southern Jersey Family Medical Centers, Inc. who are all equal partners in this project and will jointly oversee governance and operations.

Southern Jersey Family Medical Centers (Southern Jersey or SJFMC), the largest single provider of primary care to Medicaid, underinsured and uninsured patients in its service area, provides comprehensive primary and preventive health care services at seven (7) sites in Salem, Atlantic, and Burlington counties. The agency was incorporated as a 501-C-3 corporation in 1977 and its mission was and is to provide quality primary health services to the underserved, low-income, and vulnerable populations, regardless of ability to pay. For 37 years, as a federally qualified health center, Southern Jersey has sought to address the growing health care needs of service area residents with incomes 200% of poverty or below, and the migrant and seasonal farmworkers (MSFW) that migrate to the area following the eastern stream from Florida. Over the years, SJFMC has grown significantly, even during the most tumultuous times in the health care industry, beginning as a tiny site with seven employees and evolving into a large community health center with multiple locations and programs.

The mission of Southern Jersey is to provide and promote effective, high quality primary and preventative health and dental care services to the uninsured and medically underserved residents and MSFWs in Southern New Jersey, regardless of their ability to pay, and to eliminate barriers to care based upon race, religious belief, ethnicity, economic status, gender, disability, linguistic capability, culture, sexual preference, national origin and residential status.

Southern Jersey provides a cadre of primary care and support services including internal medicine, family practice, pediatrics, obstetrics/gynecology, dentistry, podiatry, case management, translation, outreach, transportation, social services, health education & promotion, eligibility assistance and 340b pharmacy assistance programs. The Center provides care in a culturally proficient manner that respects and appreciates the rich cultural, racial, and ethnic differences of its patient population. With a staff of over 250 employees, including physicians and clinical support staff, over 51,000 patients were served in 2013, generating approximately 165,000 visits.

The health center is an organized health care delivery model that has a community based board that sits at the apex and an organizational structure designed to support the operation. The service delivery model includes board certified physicians, nurse practitioners, registered nurses and other clinical support staff. In addition, extended hours are available at each site to enhance accessibility and availability to services.

Southern Jersey also has a formalized health care plan that targets specific health indices of the patient population it serves as determined by community needs assessments, patient feedback and community input. Southern Jersey's health care plan employs strategies that address these issues and will positively impact and improve the health status of the community. SJFMC's Quality Assurance Program promotes continuous quality improvement as a guiding principle in the Centers approach to operational and clinical management. The program ensures that constant attention is focused on areas deemed by the Quality Assurance Committee, HRSA, and several goals selected from the 2020 Healthy People Objectives, as key issues to be monitored to ensure optimal outcomes. SJFMC has met or exceeded many of the clinical objectives established for the QA Program. It is also important to note that SJFMC successfully participated in several quality of care initiatives including the Diabetes, Asthma, Obesity, and CAD Collaboratives, and the Stanford University Chronic Disease and Diabetes Self Management Programs. SJFMC is currently a demonstration

project for Medicare for implementation of the Patient Centered Medical Home. The application for certification is now pending. The Center has implemented both electronic medical and dental records.

Southern Jersey expanded its programs to Atlantic City in 2001. Recognizing that the health indices for the resident community in Atlantic City were disparate and in some cases, indicative of the health status of citizens in third world countries, SJFMC strategically decided to establish an operation there. Today, the Center operates two sites in Atlantic City and provides care to 16,000 patients in those locations. The majority of these patients are insured by Medicaid or a Medicaid Managed Care Plans; 36% are uninsured. SJFMC's primary goal for the city is to provide and promote health care services and healthy lifestyles designed to reduce disparities, improve health outcomes, and of course, improve the quality of life in that community.

In 2012, the US Department of Health and Human Services, Health Resources and Services Administration (HRSA)conducted an on-site performance review at SJFMC by a team from that governmental division and funding source. Compliance to HRSA requirements in the areas of governance, clinical quality and delivery, finance and administration were evaluated by the team through 19 comprehensive measures. SJFMC, the only health center in New Jersey, and one of few in the country, met all 19 requirements at the time of the visit. Southern Jersey has received many awards and recognition for the provision of services. Among them are: Cecelia B. Abhold Award for Excellence in Farmworker Health Services (3); the Puerto Rican Civic Association Award for Services; the National Association of Community Health Centers Service Award; NJPCA Community Health Center Champion Award; and the Pathstone Excellence Award for Community Service.

AtlantiCare is Southeastern New Jersey's largest and most prominent nonprofit healthcare system, employing over 5,100 team members and serving over 70 different locations in Atlantic, Cape May and Southern Ocean counties. It consists of AtlantiCare Regional Medical Center, AtlantiCare Health Services, AtlantiCare Behavioral Health, the AtlantiCare Foundation, AtlantiCare Health Engagement,

AtlantiCare IT and AtlantiCare Health Solutions. During the past decade AtlantiCare has seen significant growth as it developed a comprehensive health distribution network emphasizing community partnerships.

AtlantiCare's mission is to deliver health and healing to all people through trusting relationships. Its vision is to build healthy communities through a commitment to performance excellence. This is accomplished according to the values of integrity, respect, service, teamwork and safety. Following these principles, it has built an organization with a proven track record of success and has remained a regional leader in acute care services for over a century.

AtlantiCare Regional Medical Center has achieved Centers for Medicare and Medicaid Services national top ten percent performance in 2008 for patient care measures related to congestive heart failure, acute myocardial infarction and pneumonia. In addition it was recognized by the American Nurses' Credentialing Center as a Magnet nursing organization, receiving the nursing profession's highest honor for the third time. On multiple occasions AtlantiCare Home Health has been awarded HomeCare Elite™ status by OCS based on quality outcomes, quality improvement and financial performance. This designation places AtlantiCare Home Health in the top one hundred nationally out of 8,222 Medicare certified home health care agencies. Additionally AtlantiCare won the J.D. Power and Associates award in 2004, 2005 and 2006 and was named one of the top one hundred "most wired" health systems in the country by *Hospitals and Health Networks* magazine. In September 2010 *Modern Healthcare* announced that AtlantiCare is among those on its annual list of Best Places to Work in Healthcare. In February 2012 AtlantiCare received the 20th Annual Monroe E. Trout Premier Cares Award for serving complex, high need patients.

The definitive validation that AtlantiCare has been successful in carrying out its mission came on December 7, 2009 when President Barack Obama and United States Department of Commerce Secretary Gary Locke named AtlantiCare a recipient of the 2009 Malcolm Baldrige National Quality

Award. It is the nation's highest presidential honor awarded to organizations for quality and organizational performance excellence.

The history of Reliance Medical Group began over 25 years ago, when Jon M. Regis, M.D. answered a call from a local hospital requesting him to address the needs of pregnant women who were either uninsured or underinsured. It was through this proposition that Dr. Regis realized that he could achieve his life-long dream of ensuring that high-quality, cost-effective, comprehensive medical services were provided to all patients, particularly those residing in primarily urban populations, and regardless of an individual's ability to pay.

Dr. Regis recognized the opportunity to practice medicine within the community, while also being able to give back to the people who were the true fabric of it. As a result, dedicated to the principle that *"Access To Quality Healthcare Is a Right, Not A Privilege,"* Dr. Regis established RELIANCE MEDICAL GROUP, a wide-range, progressive, multi-specialty medical practice composed of a diverse, qualified team of medical professionals that are committed to rendering a complete menu of primary care services, such as Ob/Gyn, Pediatric, Family Medicine & Internal Medicine.

Today, Reliance Medical Group owns and operates several medical practices within various counties throughout New Jersey (i.e., Atlantic, Cape May, Camden, Mercer, and Monmouth). During the past several years, the Reliance organization has experienced significant growth and it remains fiscally strong by staying abreast (and ahead of) clinical and business changes in the healthcare delivery system. Reliance continues to review practice acquisition opportunities in New Jersey, and is also exploring the possibility of adding other sites and services throughout the state, including an Urgent Care Center.

In addition to providing medical services, Reliance also performs the administrative, financial, billing/collection, and other functions necessary and associated with operating such

an extended practice at its corporate offices. Further, Reliance engages the latest technology involved in delivering a total spectrum of care and, as such, Reliance's medical offices utilize Electronic Health Records and the organization has obtained the status of being certified as a "Patient-Centered Medical Home".

Reliance has also entered into a jointly-sponsored program with Stockton College and Philadelphia University to develop a satellite campus in Atlantic City that will provide education of Physician Assistant students (the first class is slated for July 2015).

Further distinguishing Reliance within the healthcare industry, is its ability and resources to contract with hospitals, municipalities, school districts and public entities to provide much needed medical services in a coordinated and comprehensive manner. As such, Reliance's administrators, practitioners and support staff have extensive experience in serving the needs of many.

Reliance occupies a unique position in the healthcare marketplace and has presented an innovative healthcare delivery system by educating and training its staff, and ultimately raising the level of healthcare consciousness within the population it serves. Reliance seeks to accomplish its mission by building and strengthening coalitions among healthcare providers, institutions and government entities, and has had the privilege of working together with healthcare leaders in an effort to provide continued solutions to the management of quality care.

Although Reliance appears to be well on its way to being the largest, or one of the largest, independent private physician group practices in New Jersey, its focus and primary concern continues to be providing its patients with exceptional and compassionate healthcare.

As the needs of the surrounding communities continue to grow, so too does Reliance's commitment to pursue inventive, cost-effective strategies. Through its dedicated staff,

Reliance's founding vision continues to strengthen its pledge of serving the needs of patients and ensuring that they always benefit from the access to affordable and quality managed healthcare upon which they can rely.

Reliance is, without doubt, firmly positioned at the forefront of today and tomorrow's healthcare design, and remains recognized as a leader in developing and implementing community-based healthcare delivery systems that involve primary care medicine.

II) Non Profit Status

The Coastal Healthcare Coalition, Inc. is a newly formed not for profit corporation created for the purpose of fulfilling the requirements of the New Jersey Medicaid ACO Demonstration Project. It is owned by Reliance Medical Group, Southern Jersey Family Medical Centers, Inc. and AtlantiCare. The corporation was filed with the State of New Jersey on July 3, 2014. A copy of the Certificate of Incorporation and Corporate Bylaws are included in the attachments.

III) Designated Area

The designated area will be a portion of Absecon Island. The area will specifically include all of the City of Atlantic City (08401, 08404, 08405) and Ventnor City (08406). The total number of Medicaid cases for AtlantiCare Regional Medical Center in 2013 for Atlantic City was 14,004 and for Ventnor City cases totaled 643.

IV) Board Composition and Governance

The Coastal Healthcare Coalition, Inc. will be equally owned by Reliance Medical Group, Southern Jersey Family Medical Centers, Inc. and AtlantiCare. They will each receive two appointments to the Board. One of the appointees to the Board will be a Primary Care Physician. The Board will have the authority to set policy and oversee day to day operations. At a minimum it will create a Quality Subcommittee and other subcommittees if needed. The Organization Bylaws and list of Governing Board Members is included in the attachments.

V) Support from Providers

The Coastal Healthcare Coalition, Inc. has broad-based support throughout the community. The letters of support are included in the attachments. With the assembling of this diverse group, the Coastal Healthcare Coalition, Inc. successfully meets the specific requirements of the Medicaid ACO regulations which mandate all of the general hospitals, four qualified behavioral health care providers and more than seventy five percent of the primary care providers. Supporters include:

Hospitals: AtlantiCare Regional Medical Center City Division

Primary Care Providers: Reliance Medical Group, Southern Jersey Medical Centers, Inc., AtlantiCare Physicians Group, AtlantiCare Special Care Center, AtlantiCare Mission Health

Behavioral Health Organizations: AtlantiCare Behavioral Health, Jewish Family Services, Family Service Association and Mental Health Association in Atlantic County

Community Organizations: City of Atlantic City, Atlantic County Government, Senator Jim Whelan, Assemblyman Vince Mazzeo, United Way, AtlantiCare Home Health

Health Plans: Horizon

VI) Community Engagement

The Coastal Healthcare Coalition, Inc. will make community engagement a high priority. The initial phase will consist of a series of focus groups to listen to members of the community and establish an internal list of topics to be vetted by the Board. After thorough review, the recommendations will be utilized to form an agenda and discussion points for larger public meetings to gauge the pulse of the community.

Subsequently the Coastal Healthcare Coalition, Inc. will establish a consumer advisory board consisting of patients and their family members. The board will meet quarterly and offer an opportunity to provide feedback to the parent Board and staff. Additionally, the Coastal Healthcare Coalition, Inc. will make regular use of customer surveys administered via telephone, the Internet, in-person, and/or in writing to receive community feedback from stakeholders and patients. It will also continue to use focus groups to receive input from the community when appropriate.

All of these strategies will be utilized to ensure that community stakeholders have meaningful involvement in the functioning of the Medicaid ACO as it is launched, grows, and evolves. The Coastal Healthcare Coalition, Inc. intends to use its vast experience in community outreach to be certain that the ACO is integrated into the broader health care community in Atlantic City and Ventnor City.

VII) Gainsharing Plan

Pursuant to N.J.S.A. 30:4D-8.1 et seq., the corporation will submit its Gainsharing plan to the New Jersey Department of Human Services within one year of acceptance into the New Jersey Medicaid ACO Demonstration Project.

VIII) Quality Plan

The Coastal Healthcare Coalition, Inc. will make healthcare quality a cornerstone of its mission. It will strive to achieve the Triple Aim goal of increased quality in care, decreased cost and increased patient satisfaction. The corporation will particularly rely on the expertise of AtlantiCare in achieving quality benchmarks due to its national reputation in healthcare quality established through its journey to achieve the 2009 Malcolm Baldrige National Quality Award. In addition, AtlantiCare will be able to leverage its ongoing affiliation with the prestigious Premier Health Care Alliance to keep abreast of national trends in healthcare quality.

The Board of Directors will create a Quality Subcommittee which will consist of members from all three ACO participating organizations. The Subcommittee will meet regularly to set goals, establish procedures and protocols and oversee the quality of the Demonstration Project. In addition the Subcommittee will identify pathways for process improvement such as PDCA/PDMAI and Six Sigma techniques.

Another resource which will be readily available to the Corporation will be AtlantiCare's Special Care Center. Since 2007 the SCC has demonstrated a keen understanding of the health needs of individuals with multiple uncontrolled chronic conditions, as illustrated by the improved clinical outcomes, reduced hospital utilization, lower total costs of care, and significant reduction in racial and

ethnic health disparities. While the health and clinical outcomes of the SCC speak for themselves, AtlantiCare is most proud that the patient satisfaction of SCC patients has shown marked improvement compared to their experiences prior to enrolling in the SCC. According to the CG-CAHPS survey, SCC patients indicate satisfaction levels 30-40 percentage points higher than their previous experiences on measures such as access and timeliness of care, respect for the patient, time spent with the provider, communication, and coordination of care between the primary care team and specialists. These high patient satisfaction rates demonstrate AtlantiCare's and the SCC's aptitude at understanding the needs of the targeted population and customizing the SCC care paradigm to meet the unique challenges faced by these patients

IX) Commitment to ACO Demonstration

The Coastal Healthcare Coalition, Inc. is committed to the region of the City of Atlantic City and Ventnor City to provide accountable care to the residents enrolled in Medicaid for the duration of the three year New Jersey Medicaid ACO Demonstration Project. The Coastal Healthcare Coalition will rely on its combined decades of excellence in health care delivery to achieve the triple aim goal of providing increased quality of care, decreased cost and increased patient satisfaction. A letter of commitment is provided in the attachment.



July 2, 2014

Valerie Harr, Director
Division of Medical Assistance and Health Services
NJ Department of Human Services
7 Quakerbridge Plaza
PO Box 712
Trenton, NJ 08625

Dear Ms. Harr:

Coastal Healthcare Coalition, Inc. is firmly committed to participating in the New Jersey Medicaid ACO Demonstration Project. Collectively our fine organizations have provided high quality health care to the most vulnerable residents in our community for decades. Our organizations have a long standing record of collaboration and look forward to supporting the ACO objectives throughout the duration of this three year pilot project.

We believe that the ACO model is a key component to the future of quality healthcare in our region. And the excellent working relationship we have enjoyed over the years gives us great confidence that they will be able to implement this new paradigm of care in a manner which will meet the Triple Aim goal of increased quality, decreased cost and improved patient satisfaction. We look forward to enhanced health care service to the greater Atlantic City and Ventnor region and embrace the challenges ahead.

Sincerely,

Steven M. Blumberg
Senior Vice President
AtlantiCare Health Solutions

Jon Regis, MD
President
Reliance Medical Group

Linda Flake
President/CEO
South Jersey Family
Medical Center, Inc.



2500 English Creek Avenue, Building 500, Suite 501, Egg Harbor Township, NJ 08234

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Division of Medical Assistance and Health Services
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Phone: 609-704-6904 ■ Fax: 609-704-7459



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CERTIFICATE OF INCORPORATION
OF
COASTAL HEALTHCARE COALITION, INC.

The undersigned, being over the age of 18 years, in order to form a Corporation pursuant to the provisions of the New Jersey Non-Profit Corporation Act, Title 15A of the New Jersey Statutes, does hereby certify:

FIRST: **Name.** The name of the corporation is Coastal Healthcare Coalition, Inc. (the “Corporation”).

SECOND: **Purpose.** The Corporation is organized and operated exclusively for charitable, education and scientific purposes for the benefit of its members and the communities in which they serve. The Corporation is established with the following specific purpose: To participate in the New Jersey Medicaid ACO Demonstration Project, as further defined in N.J.S.A. 30:4D-8.1 et seq., and enable its members and participating health care providers to become collectively accountable for improving the quality and reducing the cost of health care. More specifically, the Corporation shall collaborate and share governance with licensed health care professionals and providers to create a new health delivery system that promotes accountability for a defined populations and coordinates health related services, emphasizes patient-centeredness and engagement, encourages and supports investment in infrastructure, promotes evidence-based medicine, redesigns care processes to enhance quality, improve outcomes and increase the overall value of care and promotes and administers models of payment for health services which align incentives towards achievement of those outcomes.

THIRD: **Members.** The Corporation shall have three members:

- a) AtlantiCare Health Solutions, Inc.

- b) Southern Jersey Family Medical Centers, Inc.
- c) Reliance Medical Group, LLC

FOURTH: **Address.** The address of the Corporation’s initial registered office is 2500 English Creek Avenue, Building 500, Egg Harbor Township, NJ 08234, and the name of the Corporation’s initial registered agent at such address is Alexander D. Sharnoff, Esq.

FIFTH: **Directors.** The Corporation shall be governed by its Directors. The number of its Directors and the method of selecting such Directors shall be set forth in the Bylaws.

The initial Directors shall consist of six (6) individuals. Their names and addresses are as follows:

1. Steven M. Blumberg
2500 English Creek Avenue, Building 500
Egg Harbor Township, NJ 08234
2. Anthony Macchiavelli, M.D.
1925 Pacific Avenue
Atlantic City, NJ 08401
3. Linda Flake, MBA
1 White Horse Centre
Hammonton, NJ 08037
4. Yasser Soliman, M.D., Rph, MBA

1 White Horse Centre
Hammonton, NJ 08037

5. Jon Regis, M.D.

22 N. Franklin Ave.
Pleasantville, NJ 08232

6. Vincent Papaccio

22 N. Franklin Ave.
Pleasantville, NJ 08232

SIXTH: Restrictions:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private individual, officer, director or member, 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 its purposes.

(b) The Corporation shall not have or issue capital stock or shares.

SEVENTH: Incorporator. The name of the Incorporator is Alexander D. Sharnoff, Esq., whose address is AtlantiCare, 2500 English Creek Ave., Building 500, Suite 501, Egg Harbor Township, NJ 08234.

EIGHTH: Dissolution.

(a) Upon the dissolution, liquidation, termination or winding up of the affairs of the Corporation, whether voluntarily, involuntarily or by operation of law, the

directors of the Corporation, after paying or making provision for the payment of all of the liabilities of the Corporation, shall appropriately distribute all of the property and assets of the Corporation to the Members provided that at such time the Members are organized and operated exclusively for charitable, educational or scientific purposes and qualifies as an exempt organization under Section 501(c)(3) of the Code.

(b) Any such property and assets not disposed of as provided for herein, shall be distributed by a New Jersey Court of competent jurisdiction to charitable organizations located in Atlantic County that in the Court's judgment will best accomplish the general purposes for which the Member was organized. Such charitable organizations shall qualify as exempt organizations under Section 501(c)(3) of the Code. In no event shall any part of the property or assets of the Corporation be distributed to any director or officer of the Corporation or to any other individual.

NINTH: Indemnification.

(a) The Corporation shall have the authority to indemnify every corporate agent as provided for in N.J.S.A. 15A:3-4, and to the full extent otherwise permitted by law.

(b) A Director or officer of the Corporation, whether serving with or without compensation, shall not be personally liable to the Corporation or its Members for damages for breach of any duty owed to the Corporation or its Members; provided, however, that this provision shall not relieve a director or officer from liability for any breach of duty based on an act or omission (i) in breach of such person's duty of loyalty

to the Corporation or its Members; (ii) not in good faith or involving a knowing violation of law; or (iii) resulting in receipt by such person of an improper personal benefit.

TENTH: **Amendments.** A recommendation to AtlantiCare Health Solutions, Inc., to alter, amend or restate the Certificate of Incorporation and the Bylaws of the Corporation may be made by the Board of Directors at any meeting of the Board by the affirmative vote of at least three-quarters (3/4) of the total voting Directors in office, provided that five (5) days' prior written notice of the meeting is given to the Directors and the notice of the meeting includes the proposed changes. The Bylaws and/or the Certificate of Incorporation may also be altered, amended, or restated by AtlantiCare Health Solutions, Inc.

IN WITNESS WHEREOF, the undersigned Incorporator has signed this Certificate of Incorporation as of this 3rd day of July, 2014.

Alexander D. Sharnoff, Esq.

BYLAWS

OF

**COASTAL HEALTHCARE
COALITION, INC.**

July 3, 2014

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**BYLAWS
OF
ATLANTICARE HEALTH SOLUTIONS, INC.**

**ARTICLE I
NAME**

The name of the corporation shall be Coastal Healthcare Coalition, Inc. (the “Corporation”).

**ARTICLE II
DEFINITIONS**

The following words and phrases used in these Bylaws shall have the following meanings:

Accountable Care means the organization and delivery of health care through licensed health care professionals and institutional providers to a defined population with emphasis upon evidence based medicine and best practices coordinated through electronic infrastructure to obtain high quality and cost effective health care.

ACO means an Accountable Care Organization.

ACO Participant means a health care provider or supplier who serves as part of the ACO network, who may take on financial risk through the reimbursement methodology of the ACO, and who shares in the shared savings or risk compensation taken on by the ACO.

Clinical Integration Procedures means activities, standards, programs, policies, procedures, rules, goals and objectives established by the Corporation and applied to ACO Participants for the purpose of creating a clinically integrated health care delivery system for the purpose of providing cost effective and high quality health care. Clinical Integration Procedures relate to and are essential to the following functions: medical case management, utilization review and management, quality improvement, best medical practices, evidence based medical programs, recommended practice guidelines, credentialing, provider education and selection, electronic medical information systems, complaint tracking, grievance procedures, and other similar programs which the Corporation may deem as such.

Physicians means licensed New Jersey physicians.

Provider Participation – or Participating Provider- means the inclusion of Physicians and other providers and/or suppliers in the provider network of the Corporation pursuant to provider agreements which incorporate Clinical Integration Procedures.

Majority Vote of the Members means a simple majority vote of all of the Members, (ex., two-thirds (2/3) vote of the initial 3 Members).

Super Majority Vote of the Board means a three-quarter ($\frac{3}{4}$) vote of all of the Directors then in office.

ARTICLE III PURPOSES

The Corporation shall be formed for any lawful purpose under the New Jersey Nonprofit Corporation Act, under N.J.S.A. 15A (the “Act”), other than for pecuniary profit, as shall be specifically set forth in the Corporation’s Certificate of Incorporation as the same may be amended from time to time. The Corporation is formed with the intent to participate in the New Jersey Medicaid ACO Demonstration Project in accordance with N.J.S.A. 30:4D-8.1 et seq., and enable its Members and participating providers to become collectively accountable for improving the quality and reducing the cost of health care for the communities in which they serve. The Corporation shall function as an ACO. More specifically, the Corporation shall collaborate and share governance with licensed health care professionals and institutional health care providers to create a new health delivery system that promotes accountability for a defined populations and coordinates health related services, emphasizes patient-centeredness and engagement, encourages and supports investment in infrastructure, promotes evidence-based medicine, redesigns care processes to enhance quality, improve outcomes and increase the overall value of care and promotes and administers models of payment for health services which align incentives towards achievement of those outcomes.

ARTICLE IV MEMBERS

A. The Corporation shall have three members: AtlantiCare Health Solutions, Inc., Southern Jersey Family Medical Centers, Inc., and Reliance Medical Group, LLC, (each a “Member”, collectively the “Members”).

1. **Member Powers.** Each Member has certain individual and collective powers and rights over the Corporation as the same may be amended from time to time.

2. **Membership Meetings.** The annual membership meeting of the Members shall be held on the day and at the hour designated by the Board of Directors. At such meeting, the Members shall vote on the election of Directors and shall transact such other business as shall properly come before the Members.

3. **Special Meetings.** Special meetings of the Members may be called upon by the President of the Corporation or any Member. The business transacted at a special meeting shall be limited to the business set forth in the notice of meeting.

4. Notice of Meetings. At least ten (10) days prior written notice shall be given by the Secretary of the Corporation of the time, place and purpose of the annual meeting of the Members. Special meetings of the Members shall be held upon not less than two (2) days prior notice. Notice shall be given personally, by telephone, by facsimile or by recognized overnight courier to each Member's designated legal counsel. Such notice shall specify the time, place and purpose of the meeting.

5. Powers Reserved to the Members.

A. The following powers and rights are reserved to the Members and shall be exercised only upon a Majority Vote of the Members:

a) The power to amend, alter, or restate the Corporation's Certificate of Incorporation and Bylaws, including the power to approve any amendments to the Certificate of Incorporation and/or Bylaws that may be proposed by the Board of Directors, before they become effective.

b) The power to change the mission, the purpose, philosophy or objectives of the Corporation.

c) The power to consolidate or merge the Corporation with another entity or to acquire the assets of another corporation or entity, to create a subsidiary corporation or entity, to enter into a joint venture with one or more entities.

d) The power to determine the number of Directors that constitute the Board of Directors.

e) The power to approve the selection of Directors by the Board and the power to remove any Director without cause and replace the Director for the unexpired term.

f) The power to approve the operating and capital budgets of the Corporation recommended by the Board of Directors.

g) The power to approve the election, re-election, appointment, and reappointment by the Board of Directors of the Chair, the President and all other officers, the power to remove the Chair, the President or any officer without cause and the power to replace the Chair, the President or any officer for the unexpired term.

h) The power to approve the incurrence of debt (in excess of \$50,000 in the aggregate) and non-budgeted expenditures.

i) The power to approve the Corporation's borrowing of money and issuance of indebtedness in the amount of \$100,000 or more, whether in a single transaction or a series of related transactions, whether or not such borrowings are to be secured by a mortgage,

pledge or other lien, on the Corporation's current or future real property, personal property or endowment funds.

j) The power to approve any charitable donation by the Corporation in an amount exceeding \$10,000 per donor or in an amount exceeding \$50,000 in the aggregate during any one fiscal year.

k) The power to approve any transfer other than charitable donations of the Corporation's asset unless specifically authorized in the Corporation's approved budgets.

l) The power to compel the transfer of any asset held in the name of the Corporation or owned, in whole or in part, by the Corporation to the Members or to any entity related to the Corporation in which the receiving Member is the sole member; provided that the Member or other entity is then tax exempt pursuant to the provisions of Section 501 (c)(3) of the Internal Revenue Code.

B. The following powers and rights are reserved to each Member, and shall be exercised by formal written notice of the Member unilaterally exercising such power:

a) The power to dissolve the Corporation at any time upon not less than sixty (60) days' written notice to the other Members.

C. The following powers and rights are reserved to AtlantiCare Health Solutions, Inc., and shall be unilaterally exercised by formal written notice of AtlantiCare Health Solutions, Inc., to the other Members:

a) The power to dissolve the Corporation upon not less than thirty (30) days' written notice in the event that AtlantiCare Health Solutions, Inc., or its sole member, AtlantiCare Health System, Inc., fails to provide formal approval allowing AtlantiCare Health Solutions, Inc., to become a Member of the Corporation, with such approval sought and obtained, or rejected, through a formal vote of each entity's respective governing body.

ARTICLE V BOARD OF DIRECTORS

A. Number, Election, Composition, Term, Resignation and Removal

1. Number of Directors and Election. The Corporation shall have a Board of Directors (the "Board of Directors" or "Board") of at least six (6) voting Directors with two (2) Directors selected by each Member. The number of Directors constituting the initial Board of Directors shall be six (6) persons named in the Corporation's Certificate of Incorporation and thereafter such persons nominated by the Board or any Member and approved by a Majority Vote of the Members.

2. **Composition of the Board.** The Board shall be composed of at least two (2) representatives from each Member.

3. **Term of Office.** Except as set forth herein to the contrary, and except in the event of any vacancies on the Board, each Director shall hold office for a term of three (3) years, provided, however, that the terms of Directors serving on the Board shall be staggered so that in each year one-third (1/3) of the Directors shall be elected.

4. **Resignation and Removal.** Any Director may resign from the Board at any time by giving written notice to the Members. Acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed from office without cause by vote of a Majority Vote of the Members, at any time.

5. **Vacancies.** Any vacancy occurring among the Directors shall be filled by a Majority Vote of the Members, after receiving nominations from the Board or absent such nominations, upon nominations from any Member.

B. Authority of the Board

The activities and affairs of the Corporation shall be managed by the Board of Directors. Subject to the powers reserved to the Members, the Board shall have the power to do and perform all acts and functions not inconsistent with the Act, the Certificate of Incorporation, and these Bylaws, including, but not limited to:

- a) The right to approve any distributions from gainsharing endeavors.
- b) The power to approve Provider Participation Criteria.

C. Quorum

The presence of at least one (1) Physician Director and one (1) Director from each Member from roster Directors then in office, and a total of five (5) Directors, shall constitute a quorum for the transaction of business at any meeting of the Board. If at any meeting of the Board, there shall be less than a quorum present, a majority of those present may adjourn the meeting.

D. Manner of Acting

1. **Formal Action.** The affirmative vote of a majority of the Directors of the Board present at a meeting at which a quorum is present shall be the act of the Board.

2. **Informal Action.** No action of the Board shall be valid unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing (setting forth the action to be taken) shall be signed by all the members of the Board.

3. Telephonic Meeting. Unless otherwise prohibited by applicable law, members of the Board may participate in any meeting of the Board by means of conference telephone or similar communications device whereby all persons participating in such meeting can hear and communicate with one another. Participation in a meeting pursuant to this Section shall constitute personal presence at such meeting.

4. Super Majority Action. The affirmative vote of at least two-thirds (2/3) of the total number of Directors then in office at a meeting at which a quorum is present shall be required for all actions except those accomplished through the Reserve Powers of the Members, and including.

a) Recommendation to the Members of: (i) the operating and capital budget and (ii) incentive metrics and methodologies.

b) Selection of the Corporation's officers, annually and in the event of a vacancy, subject to approval by the Members.

c) Selection and removal of ACO Participants based upon stipulated criteria.

d) Monitoring of provider performance and providing appropriate feedback.

e) Creating and terminating, by resolution of the Board, committees of the Board, and establishing and revising the membership, responsibilities, and authority of committees of the Board, and filling vacancies in said committees.

E. Regular Meetings

Regular meetings of the Board of Directors, including the annual meeting, shall be held at such time and place as the Board may determine by resolution.

F. Special Meetings

Special meetings of the Board, for any purpose or purposes, may be called upon notice as provided for in these Bylaws by any Member, five (5) Directors, or the President. Special meetings shall be held at such time and place as is specified in the notice of meeting. Action at a special meeting shall be limited to the purpose or purposes set forth in the notice of meeting.

G. Notice; Waivers of Notice of Board Meetings; Adjournments

Notice of regular meetings of the Board shall be given on at least five (5) days' notice to the address of record of the Director on the books of the Corporation. Notice of special meetings shall be given on no less than two (2) days' notice. Notice of a meeting need not be given to any Director who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting the lack of notice, prior to the conclusion of the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice unless the stated purpose of such attendance is to protest the lack or insufficiency of notice. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjournment and if the period of adjournment does not exceed ten (10) days in any one adjournment.

H. Minutes of the Board Meeting

Minutes of the meetings of the Board shall be made available upon request to all Directors. Directors shall receive such information as fiduciaries of the Corporation and shall maintain the confidentiality of Board information as appropriate and as in their best judgment protects the Corporation in furtherance of its purposes.

ARTICLE VI OFFICERS

A. Designation, Authority, Election and Term, Vacancies, Removal, Compensation

1. **Designation.** The Officers of the Board of Directors shall be a Chair, one or more Vice Chairs as the Board of Directors may elect, a Treasurer, and a Secretary ("Board Officers"). The Officers of the Corporation shall be a President, one or more Vice Presidents, Secretary, and such assistant secretaries as the President shall appoint ("Corporate Officers") (collectively herein Board Officers and Corporate Officers may be referred to as "Officers"). Election of all Officers is subject to approval of the Members.

2. **Authority.** The duties and authority of the Officers shall be determined by the Board of Directors from time to time and shall include the following:

a) **Chair.** The Chair of the Board of Directors of the Corporation shall be an officer of the Board, call and preside at the annual meeting and all regular and special meetings of the Board and shall be an ex-officio member of all Board Committees.

b) **President.** The President of the Corporation shall be an officer of the Corporation, shall be appointed pursuant to the approval of the Board of Directors and of the Members, and shall report to the Board of Directors. The President may enter into and execute in the name of the Corporation contracts or other instruments in the regular course of business or contracts or other instruments not in the regular course of business which are authorized, either generally or specifically, by the Board if such authority is reserved to it. Notwithstanding the above, contracts related to payment for healthcare services, e.g. shared savings or other quality incentives, must be approved by the Corporation's Board of Directors and the Members. The

President shall have the general powers and duties usually vested in the office of president of a corporation and such other duties as may be conferred upon him by the Board from time to time.

c) Secretary/Treasurer. The Secretary/Treasurer of the Board of Directors shall be an officer of the Board, cause notices of all meetings to be served as prescribed in these Bylaws and shall keep or cause to be kept the minutes of all meetings of the Board. The Secretary/Treasurer shall have charge of the seal of the Corporation. The Secretary/Treasurer shall have the custody of the funds and securities of the Corporation and shall keep or cause to be kept regular books of account for the Corporation. The Secretary/Treasurer shall perform such other duties and possess such other powers as may be delegated by the Board.

d) Other officers of the Board such as Assistant Secretaries and Treasurers. Assistant Secretaries and Treasurers, if elected, shall have such duties and possess such authority as may be delegated to them by the Board.

3. Election and Term. The Chair and the Board Officers shall be elected by the Board of Directors at the annual meeting of the Board, subject to the approval of the Member, to hold office for a term of two (2) years and/or until their successors have been duly appointed and qualified or until death, resignation or removal. No Board Officer may serve more than two (2) consecutive terms in the same office. All Officers of the Corporation shall be appointed for approval at the annual meeting of the Board, to hold office for a term of one (1) year and until their successors have been duly appointed and qualified or until death, resignation or removal. Election or appointment of a Corporate Officer shall not in itself create any contract or employment rights in such person. The vacancies in any of the Board Officer positions may be filled at any meeting of the Board. Vacancies in any office appointed by the President of the Corporation shall be filled by appointment of the President. All Board Officers must be members in good standing on the Board to be eligible for election/appointment as Officers. All Board Officers shall have demonstrated their interest in becoming an Officer.

4. Vacancies. Any vacancy occurring in office, whether due to resignation, death, removal, disqualification, or otherwise, shall be filled by the Board, subject to the approval by the Member. During the temporary absence of any officer, the Board may delegate his authority and responsibilities to another officer. The Member may reject any such temporary replacement.

5. Removal. Once a quorum has been established, the Board, at any time, may remove any officer, with or without cause, by majority vote of the Directors, subject to the approval by the Member.

6. Compensation. The officers of the Corporation shall serve without salary or other compensation, except as may be specifically fixed from time to time by the Executive Compensation Committee of the Member.

ARTICLE VII COMMITTEES

The Board may from time to time, by resolution, establish such standing or special committees as it deems appropriate (each a “Committee”). The Committees shall have and may exercise such powers as shall be conferred by these Bylaws or authorized by the resolution of the Board. The Board shall have the power at any time to change the membership, the responsibility and authority, or fill vacancies in or dissolve any Committees that it creates by resolution. The Chairperson shall recommend to the Board the membership and chairperson of each Board committee unless otherwise specified in these Bylaws. The membership of Board committees to the extent possible shall be constituted where at least fifty (50%) percent of its members shall be Directors, unless otherwise specifically stated herein. Committees may have members who are not Directors. If committees are empowered by the Board to take action only Director members shall have a vote. Committees shall limit their activities to the purposes for which they are appointed. They shall have no power to act except as specifically conferred by action of the Board.

E. Meetings of Committees

The Committees of the Board shall meet as necessary. Meetings of all Committees may be called by the respective chairperson, the Chairperson of the Board, or any two (2) members thereof on at least two (2) days written or oral notice. A majority of a committee shall constitute a quorum unless otherwise specified in these Bylaws. Once a quorum is present, the act of a majority of the members present in person shall be the act of the committee. The committees shall keep minutes of their meetings and shall report the same to the Board on or before the next meeting of the Board.

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify any present or former Director, officer, employee, committee member and other corporate agent of the Corporation as defined in, and to the full extent permitted by §15A:3-4 of the New Jersey Nonprofit Corporation Act, as the same may be amended from time to time. Such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of the Board of Directors or otherwise. The Board may cause the Corporation to purchase and maintain insurance on behalf of any corporate agent (including a committee member) relative to the indemnification provided by this Article.

ARTICLE IX EXERCISE OF CORPORATION’S SHAREHOLDER OR MEMBERSHIP RIGHTS

The rights and powers of the Corporation, if any, as shareholder in or member of another corporation or other entity shall be exercised by the Corporation’s Board of Directors, subject to a Majority Vote of the Members. The Corporation’s Board may authorize an officer of the Corporation to vote, represent and otherwise exercise on its behalf all such rights and powers as may exist in the Corporation by reason of the Corporation’s ownership of shares in another corporation or rights of membership in another entity; provided, however, that the Board shall

specify and direct the action to be taken on its behalf, and no action shall be taken contrary to such direction without the express consent of the Board, subject to the approval by the Member of the Corporation.

ARTICLE X AMENDMENTS

A recommendation to the Members to alter, amend or restate the Certificate of Incorporation and/or the Bylaws of the Corporation may be made at any meeting of the Board where a quorum is present by the affirmative vote of at least three quarters (3/4) of the total number of Directors then in office, provided that five (5) days prior written notice is given and the notice contains the proposed change. The Members, through Simple Majority Vote of the Members, may alter, amend or restate the Certificate of Incorporation and/or the Bylaws, with or without Board recommendation.

ARTICLE XI CONTRACTS, CHECKS, DEPOSITS AND CONTRIBUTIONS

A. Contracts

The Board may authorize, consistent with the powers reserved to the Members, any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

B. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

C. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

D. Contributions

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes of for any special purpose of the Corporation, subject to any legal obligations of the Corporation to make clear to the donor that the Corporation is not an organization contributions to which are federally tax-deductible.

**ARTICLE XII
MISCELLANEOUS**

A. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Directors. The books and records of the Corporation may be inspected by any Director for any proper purpose at any reasonable time.

B. Seal

The seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation and the state and year of its incorporation as shown in detail by the impression thereof.

C. Fiscal Year

The fiscal year of the Corporation shall end on December 31st each year.

D. Parliamentary Code

All meetings of the Board and committees thereof shall be conducted in accordance with *Robert's Rules of Order*, Revised, except where these Bylaws contain inconsistent provisions, in which case these Bylaws shall govern.

E. Force and Effect of Bylaws

These Bylaws are subject to the provisions of the Act and the Certificate of Incorporation as they may be amended from time to time. If any provision of these Bylaws is inconsistent with the provisions of the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern.

Coastal Healthcare Coalition, Inc.

Board of Directors

AtlantiCare:

Steven Blumberg

Senior VP & Executive Director of AtlantiCare Health Solutions

Anthony J. Macchiavelli, M.D.

APG Hospitalists

Reliance Medical Center:

Jon Regis, M.D.

President/CEO

Vincent Papaccio

Executive Vice President/COO

Southern Jersey Family Medical Centers, Inc.:

Linda Flake, MBA

President/CEO

Yasser Soliman, M.D., Rph, MBA

CMO/VP Medical Director

AtlantiCare

June 26, 2014

Valerie Harr, Director
Division of Medical Assistance and Health Services
NJ Department of Human Services
7 Quakerbridge Plaza
PO Box 712
Trenton, NJ 08625

Dear Ms. Harr:

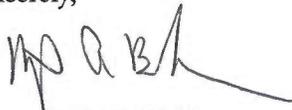
AtlantiCare Regional Medical Center enthusiastically supports the joint application of AtlantiCare, Reliance Medical Center and South Jersey Family Medical Centers to become a participant in the New Jersey Medicaid ACO Demonstration Project.

Collectively these fine organizations have provided high quality health care to the most vulnerable residents in our community for decades. Our organization has a long standing record of collaboration with them and commits to supporting the ACO objectives throughout the duration of this three year pilot project.

AtlantiCare Regional Medical Center will provide timely information to meet the ACO's reporting requirements, share patient medical information pursuant to necessary data sharing agreements and work to improve health outcomes and quality while reducing unnecessary and inefficient spending. In addition, our organization will abide by all federal and state laws governing privacy, access to care and responsibility for treatment and referral decisions. AtlantiCare Regional Medical Center will also abide by the ACO's antitrust compliance policy and participate in the annual evaluation.

In closing, let me once again express our strong support for this application. We believe that the ACO model is a key component to the future of quality healthcare in our region. And the excellent history of the participating organizations gives us great confidence that they will be able to implement this new paradigm of care in a manner which will meet the Triple Aim goal of increased quality, decreased cost and improved patient satisfaction.

Sincerely,



Margaret A. Belfield
Chief Operating Officer

MAB:ajl



AtlantiCare Regional Medical Center
Mainland Campus
65 West Jimmie Leeds Road, Pomona, NJ 08240

Phone: 609-652-1000



The Nursing Profession's Highest Honor



SOUTHERN JERSEY FAMILY MEDICAL CENTERS, INC.

Corporate Office

1 White Horse Centre • Hammonton, NJ 08037-1875

609-567-0434 • Fax: 609-567-1169

Email: sjfmcc@sjfmcc.org

<http://www.sjfmcc.org>

June 26, 2014

Atlantic City Center

1301 Atlantic Avenue
Atlantic City, NJ 08401-7212
Tel. 609-572-0000
Fax 609-572-0039

Burlington Center

651 High Street
Burlington, NJ 08016-2737
Tel. 609-386-0775
Fax 609-386-4372

Buttwood Center

600 Pemberton
Browns-Mills Rd.
P.O. Box 248
Pemberton, NJ 08068-0248
Tel. 609-894-1100
Fax 609-894-1110

Hammonton Center

860 S. White Horse Pike
Hammonton, NJ 08037-2018
Tel. 609-567-0200
Fax 609-567-1951

Hammonton Dental Center

860 S. White Horse Pike
2nd Floor
Hammonton, NJ 08037-2018
Tel. 609-561-9150
Fax 609-561-9383

Pleasantville Center

932 South Main Street
Pleasantville, NJ 08232-3646
Tel. 609-383-0880
Fax 609-383-0658

Salem Center

238 East Broadway
Salem, NJ 08079-1108
Tel. 856-935-7711
Fax 856-935-9123

**Women & Children's
Health Pavilion**

1125 Atlantic Avenue
Atlantic City, NJ 08401-4806
Tel. 609-348-0066
Fax 609-348-1157

Valerie Harr, Director
Division of Medical Assistance and Health Services
NJ Department of Human Services
7 Quakerbridge Plaza
PO Box 712
Trenton, NJ 08625

Dear Ms. Harr:

Southern Jersey Family Medical Centers (SJFMC) enthusiastically supports the joint application of AtlantiCare, Reliance Medical Center and South Jersey Family Medical Centers to become a participant in the New Jersey Medicaid ACO Demonstration Project. Collectively these fine organizations have provided high quality health care to the most vulnerable residents in our community for decades. Our organization has a long standing record of collaboration with them and commits to supporting the ACO objectives throughout the duration of this three year pilot project.

SJFMC will provide timely information to meet the ACO's reporting requirements, share patient medical information pursuant to necessary data sharing agreements and work to improve health outcomes and quality while reducing unnecessary and inefficient spending. In addition, our organization will abide by all federal and state laws governing privacy, access to care and responsibility for treatment and referral decisions. SJFMC will also abide by the ACO's antitrust compliance policy and participate in the annual evaluation.

In closing, let me once again express our strong support for this application. We believe that the ACO model is a key component to the future of quality healthcare in our region. And the excellent history of the participating organizations gives us great confidence that they will be able to implement this new paradigm of care in a manner which will meet the Triple Aim goal of increased quality, decreased cost and improved patient satisfaction.

Sincerely,

Linda Y. Flake, MBA
President/CEO



AtlantiCare Regional Medical Center

AtlantiCare Behavioral Health

AtlantiCare Foundation

AtlantiCare Health Plans

AtlantiCare Health Services

InfoShare

June 27, 2014

Valerie Harr, Director
Division of Medical Assistance and Health Services
NJ Department of Human Services
7 Quakerbridge Plaza
PO Box 712
Trenton, NJ 08625

Dear Ms. Harr:

AtlantiCare Physician Group (APG) enthusiastically supports the joint application of AtlantiCare, Reliance Medical Center and South Jersey Family Medical Centers to become a participant in the New Jersey Medicaid ACO Demonstration Project. Collectively, these fine organizations have provided high quality health care to the most vulnerable residents in our community for decades. Our organization has a long standing record of collaboration with them and commits to supporting the ACO objectives throughout the duration of this three year pilot project.

APG will provide timely information to meet the ACO's reporting requirements, share patient medical information pursuant to necessary data sharing agreements and work to improve health outcomes and quality while reducing unnecessary and inefficient spending. In addition, our organization will abide by all federal and state laws governing privacy, access to care and responsibility for treatment and referral decisions. APG will also abide by the ACO's antitrust compliance policy and participate in the annual evaluation.

In closing, let me once again express our strong support for this application. We believe that the ACO model is a key component to the future of quality healthcare in our region. And the excellent history of the participating organizations gives us great confidence that they will be able to implement this new paradigm of care in a manner which will meet the Triple Aim goal of increased quality, decreased cost and improved patient satisfaction.

Sincerely,

Jatin Motiwal, Vice President
AtlantiCare Physician Group

AtlantiCare

COMMUNITY HEALTH SERVICES

June 26, 2014

Valerie Harr, Director
Division of Medical Assistance and Health Services
NJ Department of Human Services
7 Quakerbridge Plaza
PO Box 712
Trenton, NJ 08625

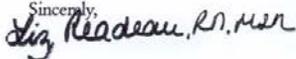
Dear Ms. Harr:

Atlanticare Community Health Services enthusiastically supports the joint application of AtlantiCare, Reliance Medical Center and South Jersey Family Medical Centers to become a participant in the New Jersey Medicaid ACO Demonstration Project. Collectively these fine organizations have provided high quality health care to the most vulnerable residents in our community for decades. Our organization has a long standing record of collaboration with them and commits to supporting the ACO objectives throughout the duration of this three year pilot project.

Atlanticare Community Health Services will provide timely information to meet the ACO's reporting requirements, share patient medical information pursuant to necessary data sharing agreements and work to improve health outcomes and quality while reducing unnecessary and inefficient spending. In addition, our organization will abide by all federal and state laws governing privacy, access to care and responsibility for treatment and referral decisions. AtlantiCare Community Health Services will also abide by the ACO's antitrust compliance policy and participate in the annual evaluation.

In closing, let me once again express our strong support for this application. We believe that the ACO model is a key component to the future of quality healthcare in our region. And the excellent history of the participating organizations gives us great confidence that they will be able to implement this new paradigm of care in a manner which will meet the Triple Aim goal of increased quality, decreased cost and improved patient satisfaction.

Sincerely,



Elizabeth Readeau, MSN, RN, NE-BC
Executive Director
AtlantiCare Community Health Services



1401 Atlantic Avenue, Suite 2600, Atlantic City, NJ 08401

Phone: 609-572-6055 • Fax: 609-572-6033



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AtlantiCare

SPECIAL CARE CENTER

June 26, 2014

Valerie Harr, Director
Division of Medical Assistance and Health Services
NJ Department of Human Services
7 Quakerbridge Plaza
PO Box 712
Trenton, NJ 08625

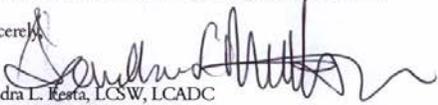
Dear Ms. Harr:

The AtlantiCare Special Care Center enthusiastically supports the joint application of AtlantiCare, Reliance Medical Center and South Jersey Family Medical Centers to become a participant in the New Jersey Medicaid ACO Demonstration Project. Collectively these fine organizations have provided high quality health care to the most vulnerable residents in our community for decades. Our organization has a long standing record of collaboration with them and commits to supporting the ACO objectives throughout the duration of this three year pilot project.

The AtlantiCare Special Care Center will provide timely information to meet the ACO's reporting requirements, share patient medical information pursuant to necessary data sharing agreements and work to improve health outcomes and quality while reducing unnecessary and inefficient spending. In addition, our organization will abide by all federal and state laws governing privacy, access to care and responsibility for treatment and referral decisions. The AtlantiCare Special Care Center will also abide by the ACO's antitrust compliance policy and participate in the annual evaluation.

In closing, let me once again express our strong support for this application. We believe that the ACO model is a key component to the future of quality healthcare in our region. And the excellent history of the participating organizations gives us great confidence that they will be able to implement this new paradigm of care in a manner which will meet the Triple Aim goal of increased quality, decreased cost and improved patient satisfaction.

Sincerely,


Sandra L. Resta, LCSW, LCADC
Administrative Director
AtlantiCare Special Care Center



HealthPlex Special Care Center

1401 Atlantic Avenue, Suite 2500 • Atlantic City, NJ 08401
Phone: 609-572-8800 • Fax: 609-441-7093



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RELIANCE

MEDICAL GROUP

June 26, 2014

Valerie Harr, Director
Division of Medical Assistance and Health Services
NJ Department of Human Services
7 Quakerbridge Plaza
PO Box 712
Trenton, NJ 08625

Dear Ms. Harr:

Reliance Medical Group, LLC enthusiastically supports the joint application of AtlantiCare, Reliance Medical Center and South Jersey Family Medical Centers to become a participant in the New Jersey Medicaid ACO Demonstration Project. Collectively these fine organizations have provided high quality health care to the most vulnerable residents in our community for decades. Our organization has a long standing record of collaboration with them and commits to supporting the ACO objectives throughout the duration of this three year pilot project.

Reliance Medical Group will provide timely information to meet the ACO's reporting requirements, share patient medical information pursuant to necessary data sharing agreements and work to improve health outcomes and quality while reducing unnecessary and inefficient spending. In addition, our organization will abide by all federal and state laws governing privacy, access to care and responsibility for treatment and referral decisions. Reliance Medical Group will also abide by the ACO's antitrust compliance policy and participate in the annual evaluation.

In closing, let me once again express our strong support for this application. We believe that the ACO model is a key component to the future of quality healthcare in our region. And the excellent history of the participating organizations gives us great confidence that they will be able to implement this new paradigm of care in a manner which will meet the Triple Aim goal of increased quality, decreased cost and improved patient satisfaction.

Very truly yours,



JON M. REGIS, M.D.
PRESIDENT/CEO



FAMILY SERVICE ASSOCIATION

Serving South Jersey Since 1909

Providing services for children, youth, and adults with a mission to
"strengthen individuals and families"

- individual, family & group counseling
- community based services
- child abuse prevention services
- Bargain Boutique Thrift Store
- mental health & psychiatric services
- employee assistance program
- family preservation services

Corporate Headquarters: 3073 English Creek Avenue, Suite 3, Egg Harbor Township NJ 08234 · Phone: 609 569-0239 * Fax: 609 569-1942

BOARD OF TRUSTEES

FAMILY SERVICE ASSOCIATION

Kathy Mullins
Chairperson

FAMILY SERVICE DEVELOPMENT

Vanessa Reale-Jones,
Chairperson

FAMILY SERVICE ENTERPRISE

Evelynn Caterson,
Chairperson

- Carrie Becker
- Marilyn Doley
- John Donnelly, Esq.
- Robert Fatzinger
- Dianna Fauntleroy, Esq.
- Dr. Robert Hill
- Brian K. Jackson
- Dr. Richard Lolla
- Deb Renaud
- Jerry Shockey
- Cindy Stone
- Lawrence Stroud
- Reverend Louis Strugala
- Andrea Worrall

Cindy Herdman Ivins
President, CEO

HONORARY

- Martin Blumberg
- Anne Ronne
- Dorothy Thomas

www.fsasi.org



June 26, 2014

Valerie Harr, Director
Division of Medical Assistance and Health Services
NJ Department of Human Services
7 Quakerbridge Plaza
PO Box 712
Trenton, NJ 08625

Dear Ms. Harr:

Family Service Association of South Jersey enthusiastically supports the joint application of AtlantiCare, Reliance Medical Center and South Jersey Family Medical Centers to become a participant in the New Jersey Medicaid ACO Demonstration Project. Collectively these partner organizations have provided high quality health care to the most vulnerable residents in our community for decades. Our organization has a long standing record of collaboration with them and commits to supporting the ACO objectives throughout the duration of this three year pilot project.

Family Service Association will provide timely information to meet the ACO's reporting requirements, share patient medical information pursuant to necessary data sharing agreements and work to improve health outcomes and quality while reducing unnecessary and inefficient spending. In addition, our organization will abide by all federal and state laws governing privacy, access to care and responsibility for treatment and referral decisions. Family Service Association will also abide by the ACO's antitrust compliance policy and participate in the annual evaluation.

In closing, let me once again express our strong support for this application. We believe that the ACO model is a key component to the future of quality healthcare in our region. And the excellent history of the participating organizations gives us great confidence that they will be able to implement this new paradigm of care in a manner which will meet the Triple Aim goal of increased quality, decreased cost and improved patient satisfaction.

Sincerely,

Cindy Herdman Ivins
President/CEO



Mental Health Association
in Atlantic County

June 25, 2014

Valerie Harr, Director
Division of Medical Assistance and Health Services
NJ Department of Human Services
7 Quakerbridge Plaza
PO Box 712
Trenton, NJ 08625

Dear Ms. Harr:

The Mental Health Association in Atlantic County enthusiastically supports the joint application of AtlantiCare, Reliance Medical Center and South Jersey Family Medical Centers to become a participant in the New Jersey Medicaid ACO Demonstration Project. We have seen firsthand how these organizations have collectively provided quality health care and support services to the most vulnerable residents in our community for many years. MHAAC has a long standing record of collaboration with them and commits to supporting the ACO objectives throughout the duration of this three year pilot project.

The Mental Health Association will provide timely information to meet the ACO's reporting requirements, share customer information pursuant to necessary data sharing agreements. In addition, our organization will abide by all federal and state laws governing privacy, access to care and responsibility for treatment and referral decisions. MHA will also abide by the ACO's antitrust compliance policy and participate in the annual evaluation.

In closing, let me once again express our strong support for this application. We believe that the ACO model is a key component to filling the gaps in healthcare for those we serve in our region.

Sincerely,

Sincerely yours,

Victoria Phillips
Executive Director

4 East Jimmie Leeds Rd Suite 8, Galloway NJ 08205
609-652-3800 Fax: 609-652-3801
www.MHAAC.info



June 26, 2014

Valerie Harr, Director
Division of Medical Assistance and Health Services
NJ Department of Human Services
7 Quakerbridge Plaza
PO Box 712
Trenton, NJ 08625

Dear Ms. Harr:

AtlantiCare Behavioral Health is a strong supporter of the joint application of AtlantiCare, Reliance Medical Center and South Jersey Family Medical Centers to become a participant in the New Jersey Medicaid ACO Demonstration Project. Collectively these fine organizations have provided high quality health care to the most vulnerable residents in our community for decades. Our organization has a long standing record of collaboration with them to provide the comprehensive care needed by the individuals served and commits to supporting the ACO objectives throughout the duration of this three year pilot project.

AtlantiCare Behavioral Health will support this initiative by providing timely information to meet the ACO's reporting requirements, share patient medical information pursuant to necessary data sharing agreements and work to improve health outcomes and quality while reducing unnecessary and inefficient spending. In addition, our organization will abide by all federal and state laws governing privacy, access to care and responsibility for treatment and referral decisions. AtlantiCare Behavioral Health will also abide by the ACO's antitrust compliance policy and participate in the annual evaluation.

Our organization is a strong supporter for this application and the ACO model that is an integral part of organizing healthcare to insure comprehensive quality healthcare for our community. The history of excellent care and collaboration of the participating organizations provide a strong foundation to support the successful implementation of this new paradigm of care which will meet the Triple Aim goal of increased quality, decreased cost and improved patient satisfaction.

Sincerely,

A handwritten signature in blue ink that reads "Julie Drew".

Julie Drew, LCSW, MPA
System Executive Director - AtlantiCare Behavioral Health

Administration & Finance
Airport Commerce Center
6550 Delilah Road, Suite 301 • Egg Harbor Twp., NJ 08234

Phone: 609-645-7600 • Fax: 609-646-5725
A division of AtlantiCare Health System





OF ATLANTIC & CAPE MAY COUNTIES

607 N. Jerome Avenue
Margate, NJ 08402-1527
(609) 822-1108
(609) 822-1106 Fax
www.jfsatlantic.org

June 26, 2014

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Ms. Valerie Harr, Director
Division of Medical Assistance and Health Services
NJ Department of Human Services
7 Quakerbridge Plaza
PO Box 712
Trenton, NJ 08625

Dear Ms. Harr:

Jewish Family Service of Atlantic and Cape May Counties enthusiastically supports the joint application of AtlantiCare, Reliance Medical Center and South Jersey Family Medical Centers to become a participant in the New Jersey Medicaid ACO Demonstration Project. Collectively these fine organizations have provided high quality health care to the most vulnerable residents in our community for decades. Our organization has a long standing record of collaboration with all of them in a variety of projects and commits to supporting the ACO objectives throughout the duration of this three year pilot project. We have worked collaboratively in behavioral health and medical initiatives prioritizing services to vulnerable populations.

Our organization will provide timely information to meet the ACO's reporting requirements, share patient medical information pursuant to necessary data sharing agreements and work to improve health outcomes and quality while reducing unnecessary and inefficient spending. In addition, our organization will abide by all federal and state laws governing privacy, access to care and responsibility for treatment and referral decisions. Jewish Family Service will also abide by the ACO's antitrust compliance policy and participate in the annual evaluation.

In closing, let me once again express our strong support for this application. We believe that the ACO model is a key component to the future of quality healthcare in our region. And the excellent history of the participating organizations gives us great confidence that they will be able to implement this new paradigm of care in a manner which will meet the Triple Aim goal of increased quality, decreased cost and improved patient satisfaction.

Please do not hesitate to contact me if you need any additional information at asteinberg@jfsatlantic.org or (609) 822-1108.

Sincerely,

Andrea Steinberg, LCSW
Executive Director



STATE OF NEW JERSEY

JIM WHELAN
SENATOR, 2ND DISTRICT
SenWhelan@njleg.org

VINCE MAZZEO
ASSEMBLYMAN, 2ND DISTRICT
AsmMazzeo@njleg.org

June 26, 2014

Valerie Harr, Director
Division of Medical Assistance and Health Services
NJ Department of Human Services
7 Quakerbridge Plaza
PO Box 712
Trenton, NJ 08625

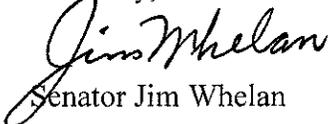
Dear Ms. Harr:

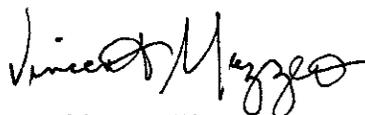
We enthusiastically support the joint application of AtlantiCare, Reliance Medical Center and South Jersey Family Medical Centers to become a participant in the New Jersey Medicaid ACO Demonstration Project. Collectively these fine organizations have provided high quality health care to the most vulnerable residents in our community for decades. Our office has a long standing record of collaboration with them and commits to supporting the ACO objectives throughout the duration of this three year pilot project.

As the elected representatives for the Second Legislative District, we have seen firsthand the immense need of this project in our district. We are encouraged that these fine organizations have committed their talent and resources to a model which will improve the quality of healthcare in our region while decreasing costs and improving patient satisfaction.

Once again, let us express our strong support for this application. We believe that the ACO model is a key component to the future of quality healthcare in our region. And the excellent history of the participating organizations gives us great confidence that they will be able to successfully implement this new paradigm of care.

Sincerely,


Senator Jim Whelan


Assemblyman Vince Mazzeo

June 30, 2014

Valerie Harr, Director
Division of Medical Assistance and Health Services
NJ Department of Human Services
7 Quakerbridge Plaza
PO Box 712
Trenton, NJ 08625

Dear Ms. Harr:

Atlantic County enthusiastically supports the joint application of AtlantiCare, Reliance Medical Center and South Jersey Family Medical Centers to become a participant in the New Jersey Medicaid ACO Demonstration Project. Collectively these fine organizations have provided high quality health care to the most vulnerable residents in our community for decades. Atlantic County has a long standing record of collaboration with them and commits to supporting the ACO objectives throughout the duration of this three year pilot project.

As a community provider, Atlantic County has seen firsthand the immense need of this very vulnerable population. We are encouraged that these organizations have committed their talent and resources to a model which will improve the quality of healthcare in our region while decreasing costs and improving patient satisfaction.

We believe that the ACO model is a key component to the future of quality healthcare in our region. The excellent history of the participating organizations gives us great confidence that they will be able to successfully implement this new paradigm of care.

Sincerely,

Dennis Levinson
County Executive

jkd

CITY OF ATLANTIC CITY

Donald A. Guardian
Mayor



CITY HALL – SUITE 706
1301 Bacharach Boulevard
Atlantic City, New Jersey 08401.
Telephone: (609) 347-5400
Fax: (609) 347-5638

July 1, 2014

Valerie Harr, Director
Division of Medical Assistance and Health Services
NJ Department of Human Services
7 Quakerbridge Plaza
PO Box 712
Trenton, NJ 08625

Dear Ms. Harr:

City of Atlantic City enthusiastically supports the joint application of AtlantiCare, Reliance Medical Center and South Jersey Family Medical Centers to become a participant in the New Jersey Medicaid ACO Demonstration Project. Collectively these fine organizations have provided high quality health care to the most vulnerable residents in our community for decades. Our organization has a long standing record of collaboration with them and commits to supporting the ACO objectives throughout the duration of this three year pilot project.

As a community provider, the City of Atlantic City has seen firsthand the immense need of this very vulnerable population. We are encouraged that these fine organizations have committed their talent and resources to a model which will improve the quality of healthcare in our region while decreasing costs and improving patient satisfaction.

Once again, let me express our strong support for this application. We believe that the ACO model is a key component to the future of quality healthcare in our region. The excellent history of the participating organizations gives us great confidence that they will be able to successfully implement this new paradigm of care.

Sincerely,

A handwritten signature in black ink that reads "Donald A. Guardian".

Donald A. Guardian
Mayor

**United Way
of Greater Philadelphia
and Southern New Jersey**
in Atlantic County

4 East Jimmie Leeds Road, Suite 10
Galloway, NJ 08205
tel 609-404-4483



June 27, 2014

Valerie Harr, Director
Division of Medical Assistance and Health Services
NJ Department of Human Services
7 Quakerbridge Plaza
PO Box 712
Trenton, NJ 08625

Dear Ms. Harr:

On behalf of United Way of Greater Philadelphia and Southern New Jersey (UWGPSNJ), I am writing this letter in support of the joint application of AtlantiCare, Reliance Medical Center and South Jersey Family Medical Centers to become a participant in the New Jersey Medicaid ACO Demonstration Project. Collectively these organizations have provided high quality health care to the most vulnerable residents in our community for decades. Our organization has had opportunities to collaborate with them and is well aware of the valuable services they provide for our community. They are an excellent candidate for this three year pilot project.

UWGPSNJ has seen firsthand the immense need of this very vulnerable population. We are encouraged that these organizations have committed their talent and resources to a model which will improve the quality of healthcare in our region while decreasing costs and improving patient satisfaction.

UWGPSNJ is aware of the benefits of a coordinated system of care and the value it brings to producing successful patient outcomes. I hope that you will strongly consider this joint application of AtlantiCare, Reliance Medical Center and South Jersey Family Medical Centers.

Sincerely,

A handwritten signature in blue ink that reads "Fran Wise". The signature is written in a cursive, flowing style.

Fran Wise
Director of Community Investments
Atlantic and Cape May Counties



June 26, 2014

Valerie Harr, Director
Division of Medical Assistance and Health Services
NJ Department of Human Services
7 Quakerbridge Plaza
PO Box 712
Trenton, NJ 08625

Dear Ms. Harr:

AtlantiCare HomeCare enthusiastically supports the joint application of AtlantiCare, Reliance Medical Center and South Jersey Family Medical Centers to become a participant in the New Jersey Medicaid ACO Demonstration Project. Collectively these fine organizations have provided high quality health care to the most vulnerable residents in our community for decades. Our organization has a long standing record of collaboration with them and commits to supporting the ACO objectives throughout the duration of this three year pilot project.

AtlantiCare HomeCare will provide timely information to meet the ACO's reporting requirements, share patient medical information pursuant to necessary data sharing agreements and work to improve health outcomes and quality while reducing unnecessary and inefficient spending. In addition, our organization will abide by all federal and state laws governing privacy, access to care and responsibility for treatment and referral decisions. AtlantiCare HomeCare will also abide by the ACO's antitrust compliance policy and participate in the annual evaluation.

In closing, let me once again express our strong support for this application. We believe that the ACO model is a key component to the future of quality healthcare in our region. And the excellent history of the participating organizations gives us great confidence that they will be able to implement this new paradigm of care in a manner which will meet the Triple Aim goal of increased quality, decreased cost and improved patient satisfaction.

Sincerely,

Ellen Wolownik, RN BS MBA
Executive Director
AtlantiCare HealthCare at Home



6550 Delilah Road, Suite 304 ■ Egg Harbor Township, NJ 08234

Phone: 609-484-7300 ■ Fax: 609-407-5384

2007 HomeCare Elite Top Agency
2006 HomeCare Elite Top 500 Agency

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Home Care Program



Horizon Blue Cross Blue Shield of New Jersey*



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

Horizon NJ Health

210 Silvia Street
West Trenton, NJ 08628
Trenton, NJ 08628
Phone: (609) 718-9186

mark_calderon@horizonNJhealth.com
www.horizonNJhealth.com

July 2, 2014

Valerie Harr, Director
Division of Medical Assistance and Health Services
NJ Department of Human Services
7 Quakerbridge Plaza
PO Box 712
Trenton, NJ 08625

Dear Ms. Harr:

Horizon NJ Health supports the joint application of AtlantiCare, Reliance Medical Center and South Jersey Family Medical Centers to become a participant in the New Jersey Medicaid ACO Demonstration Project. Collectively, these organizations have provided high quality health care to the most vulnerable residents in our community for decades. Our organization has a long standing record of collaboration with them and commits to supporting the ACO objectives throughout the duration of this three year pilot project.

As a community provider, Horizon NJ Health has seen firsthand the immense need of this very vulnerable population. We are encouraged that these organizations have committed their resources to a model which will improve the quality of healthcare in our region while decreasing costs and improving patient satisfaction. We will look to 2015 to begin a deeper discussion as to how our respective organizations can best collaborate with the ACO.

Horizon NJ Health looks forward to the possibility of connecting our members with AtlantiCare, Reliance Medical Center and South Jersey Family Medical Centers Medicaid ACO and integrating clinical care with community-based health resources.

Sincerely,

Mark Calderon, MD
VP, Chief Medical Officer, HNJJH

Coastal Healthcare Coalition, Inc.

Quality Plan

The Coastal Healthcare Coalition, Inc. is committed to implementing the highest quality standards in its Medicaid ACO demonstration project. The core philosophy will be to meet the Triple Aim goals of increased health care quality, decreased costs and increased patient satisfaction. To ensure that these goals receive the highest level of attention, the Board of Directors will establish a Quality Subcommittee. The Subcommittee will meet regularly and consist of representation from all three ACO partner organizations. Members will be selected based on specific areas of expertise including quality assurance, primary and specialty care, finance, management and community engagement. The duties of the Quality Subcommittee will include but not be limited to the following:

- Establish quality metrics
- Create a scorecard
- Establish pathways for process improvement such as PDMAI/PDCA and Six Sigma techniques
- Implement mechanisms for feedback from consumers including the creation of a Consumer Advisory Board. In addition to the CAB, focus groups and regular consumer surveys by telephone, internet and in person will be utilized
- Leverage partners for best practices such as the Malcolm Baldrige National Quality Committee and the Premier Health Care Alliance

