

AMENDED AND RESTATED RULES AND REGULATIONS

OF

UNIVERSITY PHYSICIAN ASSOCIATES

OF NEW JERSEY, INC.

A NON-PROFIT CORPORATION

(the "Corporation")

The following rules and regulations are hereby specifically made applicable to the Corporation, its Board of Directors and its Participants. Unless otherwise defined herein, the defined terms used herein shall have the same meaning ascribed thereto in the Corporation's By-Laws, as in effect as of the date hereof, or as hereafter amended from time to time.

1. ELECTION PROCEDURES

A. In connection with elections by Voting Participants in the Corporation of representatives to the Board of Directors of the Corporation, the following rules and regulations shall apply:

i. During the month of August in each year, the Corporation shall confirm (x) with the Dean of the School the complete list of Clinical Departments within NJMS as of the most recently ended fiscal year, and (y) with the Corporation's Chief Financial Officer (a) the total collections for each Clinical Department for the most recently ended fiscal year of the Corporation, and (b) the percentage, broken down by Clinical Department, of collections received by the Corporation in the most recently ended fiscal year of the Corporation. The Executive Committee of UPA will develop a list of Voting Participants in each Clinical Department of NJMS, as confirmed by each Clinical Department Chair, based upon the official records of NJMS and the billing records of the Corporation.

ii. Prior to, or at the September Board meeting each year, the Executive Committee will advise the Board of Directors in writing of the allocation of Voting Participant representatives to the Board of Directors. The allocation will be based on (x) the

number of Voting Participants in each Clinical Department as such number is determined pursuant to Article II, Section 2 of the Corporation's By-Laws, (y) the collections received from each Clinical Department, and (z) the other criteria prescribed in Article III, Section 3(a)(i), (ii) and (iii) of the Corporation's By-Laws.

(a) Should a Clinical Department lose or gain Voting Participant representation on the Board of Directors based on a new allocation, an election within each affected Clinical Department shall be held for all Director positions for that Department, in accordance with these Rules and Regulations. The term of office for each Director shall be as provided in Article III, Sections 3 and 4 of the Corporation's By-Laws. The Board will approve the term of office for Directors to be elected each year, bearing in mind the goal of continuity of representation within each Clinical Department, and accordingly staggering the terms of Directors in Clinical Departments entitled to elect more than one Director.

(b) At the September Board meeting, the Board will confirm the allocation of Voting Participant representatives to the Board, as presented by the Executive Committee.

iii. By the first Friday in October, the Board will provide notice of the upcoming election to the Voting Participants in their respective Clinical Department, and will open nominations. The notice of such election shall be given in writing to each Voting Participant at his or her address (which may be such Participant's home, office or email address, as permitted by the By-Laws) as designated on the books of the Corporation, along with a nomination form to be provided by the Corporation. The notice shall also advise the Voting Participants within each Clinical Department as to the number of Directors to be elected by that Clinical Department in the subject year, based upon the allocations confirmed by the Board.

(a) Nominations for Directors must be in writing, and delivered by email, by interoffice mail, or in person, to the Executive Director of the Corporation. Subject to the following sentence, each Voting Participant may nominate only one person who is from the same Clinical Department as the nominator, and who has agreed to be nominated as a representative of that Clinical Department. If the subject Clinical Department has been allocated more than one Director to be elected in the subject election, then a Voting Participant may nominate that number of persons equal to the number of Directors to be elected that year

by the subject Clinical Department, provided that the nominees otherwise meet the criteria in the preceding sentence.

(b) The Corporation's Executive Officers will confirm each nominee's qualification under the By-laws to serve as a Director. Provided that the Executive Officers confirm that a nominee is qualified, then the Executive Officers shall then confirm each nominee's willingness to serve. A Nominee must confirm his/her acceptance of his/her nomination to the Corporation's Executive Director by the close of nominations on the third Friday in October. After the nominations are closed, if the number of nominees is the same as the number of representatives to be elected, it shall be so confirmed by the Corporation's Executive Director, and the election in that Department shall be declared as completed. When all nominations have been received and verified by the Executive Director of the Corporation, ballots shall be distributed to the Voting Participants by the Corporation. The ballots shall be sent either by mail to each Voting Participant at his/her address of record on the corporate books, or by use of an electronic or other similar voting system adopted by the Corporation as of this date or in the future. The ballots shall be distributed by the Corporation by the first of November.

iv. The election shall be concluded by the third Thursday in November. The election shall be conducted by written or electronic ballot or by such other means of gathering votes in a protected manner as such system may be or hereafter adopted by the Corporation. The Voting Participants shall indicate their choice for their representative to the Board of Directors. If the Clinical Department is entitled to more than one representative on the Board, the Voting Participants in that Clinical Department shall vote for the number of representatives to be elected that year.

(a) The ballot shall be placed in a plain, sealed envelope, or submitted through the electronic or other voting system as may be or hereafter adopted by the Corporation, without any signature or other identification. If submitted by paper envelope, the envelope shall be sealed and then placed in another envelope which shall also be sealed and bear the name of the Voting Participant and Clinical Department. The ballots (whether paper or electronic or otherwise), shall be sent to the Executive Director of the Corporation by interoffice or other means of transmission provided by the subject voting system by each Voting Participant before the close of business on the third Thursday in November. The ballots shall be opened or read and counted by the Executive Director in the presence of one representative

from the Dean's office and one representative from the Corporation. The results of the elections shall be sent in writing or through the voting system adopted by the Corporation by the Executive Director to all Board Members and Chairs of the Clinical Departments for dissemination to the Voting Participants.

v. The Voting Participant in a Clinical Department receiving the highest number of votes cast by Voting Participants in that Clinical Department shall be the designated representative of that Clinical Department. In the event a Clinical Department is entitled to have more than one representative on the Board of Directors elected in that year, the Voting Participants receiving the next greatest number of votes at an election shall be the additional representatives of that Clinical Department on the Board of Directors until all vacancies are filled. There shall be a run-off election in the event of a tie vote for the last open position. The run-off election will be conducted by sealed ballot in the same manner provided in Subclause (iv) above following the original election, and the Corporation shall work with the subject Department in efforts to conduct the run-off election prior to the December Board meeting referenced in Subclause (vi) below.

vi. The President of the Corporation shall call a meeting (which may be a regularly scheduled Board meeting) of the newly elected Directors in December. If it is a year where there is to be an election of Board officers, the election shall be presided over by the outgoing President and all outgoing officers shall continue to serve until newly elected officers take office.

(a) Directors elected by Voting Participants shall begin their terms at the start of the Board meeting in January. New officers shall take office on the first day of the new year.

vii. The names of the elected Board of Directors and officers shall be announced to the Participants at the Annual Meeting of Participants and by electronic methods.

B. In connection with biennial elections by Clinical Department Chairs of representatives to the Board of Directors of the Corporation, the following rules and regulations shall apply:

i. By the second Friday in November of every odd-numbered year, the Dean shall hold a meeting of the Chairs of all Clinical Departments of NJMS for purposes of

electing representatives to the Board of Directors of the Corporation. Notice of such meeting shall be given by the first Friday of October in each year, and shall be given in writing by the Dean to each Chair of a Clinical Department of NJMS, at his or her address (which may be such Chair's home, office or email address, as permitted by the By-Laws) as designated on the books of the Clinical Department or the books of NJMS maintained for purposes of recording addresses of Chairs.

ii. At the meeting to be held for the election of Directors as described in the preceding paragraph, a quorum of the Clinical Departmental Chairs shall be determined by the Dean. The Dean shall accept nominations, regardless of whether such nominations are written or oral. Acting or interim Chairs serving as elected Departmental Board representatives shall not be eligible to be elected to a Chair representative seat.

iii. When all nominations for Directors representing the Chairs of Clinical Departments have been received by the Dean, ballots shall be distributed to the Chairs present at such meeting, upon which the Chairs shall indicate their choice for three representatives to the Board of Directors of the Corporation. The ballots need not be signed, and shall be returned to the Executive Director of the Corporation for tabulation.

iv. The three (3) Chairs of Clinical Departments receiving the highest number of votes cast by the Chairs shall be the designated representatives of the Chairs on the Board of Directors of the Corporation. There shall be run-off election in the event of a tie vote for any position.

v. Directors elected by the Chairs shall begin their terms at the start of the January Board meeting in those years when Chair representatives are elected to the Board.

2. BILLING AND COLLECTION PROCEDURES

A. Every Participant acknowledges that as a condition of his/her employment with the NJMS, the Participant, in accepting such employment, has thereby assigned to, and authorized the Corporation to bill for, all of the Participant's patient care services that are subject to UPA billing in accordance with the Plan as detailed in Article II, Section I of the By-Laws. Further, all full time Faculty Members/Participants in the Corporation shall be required, as a condition to participation in the Corporation, to inform the Corporation of all income generated from patient care activities that are required to be billed through the Corporation absent an approved exception, as provided in the last sentence of this paragraph. Further, each Participant shall execute such documentation as may be requested by the Corporation from time to time confirming such assignment and authorization. Any exception to the Corporation billing for every Participant's patient care services must be approved by the Corporation in accordance with its By-Laws and the Affiliation Agreement.

B. Every Participant seeking an exception to the foregoing billing requirement must apply for such exception to the Corporation, which exception must be approved by both the Board of Directors and the Dean. Any approved exception is valid for only one year, and if the Participant desires to preserve the exception for a subsequent year, the Participant must seek approval anew for that next year. Failure to have an active approved billing exception while not billing for all of one's covered activities through UPA shall be deemed non-compliance with such Participant's obligations to UPA.

C. If a Department Chair or the head of a Division, Group or Inter-Departmental Program unilaterally authorizes, without Board approval, whether by express approval or acquiescence, a Participant of the subject Department, Division, Group, or Inter-Departmental Program to bill and collect for medical services outside of the Corporation's system, without a formal exception having been granted, then the costs incurred by the Corporation to investigate the matter, and to recover monies which should have been taxed pursuant to the formula set forth in the By-Laws, may be recovered or offset from/against disbursements or allocations otherwise due to the Department, Division, Group, Inter-Departmental Program and/or the individual Participant, as further detailed in Section 4 of these Rules and Regulations. Further, pending the subject investigation, all or a portion of the disbursements may be withheld from the subject Department, Division, Group, Inter-Departmental Program and/or the individual Participant, as determined by the Review Committee; provided, such action shall be ratified by the Board at its next meeting.

D. If a Participant leaves the School, and is subsequently found by the Review Committee to have been non-compliant in his/her billing practices and/or obligations to the

Corporation, then, upon confirmation by the Corporation's Board, the subject Participant shall not receive any tail distributions that such Participant would have otherwise been eligible to receive, effective as of the date the subject Participant left the School's faculty.

E. Where a collection issue is raised by any Participant or Participant(s) who individually or collectively hold(s) at least 60% of the uncollected charges associated with a patient agree to pursue a collection action, then he (or they) may direct the Corporation to pursue collection, notwithstanding that the other Participants rendering care and billing for that patient may not support the action. The Corporation shall not, however, proceed unless the Participant(s) agree to advance all costs and fees incurred in the pursuit of collection of such charges; and further, the Participant(s) agree to indemnify the Corporation from any legal fees, expert fees, court costs, disbursements and/or losses it may incur in such an action.

F. In providing billing, collection and managerial services to its Participants, the Corporation shall retain the services of an Executive Director, who shall serve as the Administrator of the Corporation's day-to-day business activities and who shall perform the services of the Executive Director described in a contract approved by the Executive Committee of the Corporation. The Executive Director shall become an ex-officio member of the Board of Directors of the Corporation, and shall become an ex-officio member of the Finance Committee and other Committees of the Board of Directors of the Corporation. These appointments shall terminate at such time that the Executive Director is no longer employed by the Corporation.

3. ACCOUNTING AND DISBURSEMENT PROCEDURES; TAIL POLICIES

A. i. In accordance with the provisions of the Corporation's By-Laws and the Affiliation Agreement, the Corporation shall utilize the gross collections of the Participants in applying the percentages for Corporation overhead, the Dean's fund, the Departmental fund and malpractice coverage and other Corporation taxes as determined by the Board.

ii. Formulas for Distribution of Earnings

a. Departments: Departments must submit, no less frequently than biennially, their distribution formulas to the Dean and the Board through its Finance Committee for approval.

i. Department formulas shall be reviewed and voted upon by each Department at least once every two years on a cycle determined by the Board. Further, if requested by either the Corporation Board or the University, a Department shall review its formula

once each year. Notwithstanding the foregoing, upon request of at least one-third of the Voting Participants within a Department, the Department shall review its formula at any time. Any such interim Department formula review shall otherwise comply with the requirements of these Rules and Regulations and the By-Laws. Each formula review, whether initiated by the Board, the University or Participants, shall include a discussion of the Department's faculty practice expenses and the financial support that it provides itself and that which is provided by the University and the Corporation.

II. All Department formulas shall comply in all respects with federal and state requirements. Each Participant's faculty practice revenues (x) shall be set in advance, and (y) shall not be determined in a manner that takes into account the volume or value of any referrals or other business generated by the Participant.

III. All Departments shall at all times comply with the "Procedures and Documents Related to conducting a Department Distribution Formula Vote" attached hereto as Exhibit 3.A.ii. If a Department is unable to develop and agree upon a formula by a two-thirds (2/3) vote by December 1 preceding the calendar year for which the formula applies, the Board shall have the power to implement a default distribution of all funds less ten (10%) percent of net collections attributable to the Participants within the Department (after allocation of amounts payable to the NJMS and the Corporation, and less any operating expenses, taxes per the Affiliation Agreement, and any overhead expenses paid by UPA on behalf of any such Department) (the "Withheld Funds"). Any such decision by the UPA Board shall be made after the Finance Committee formally presents the delinquent Department to the Board. The Withheld Funds will remain in a non-interest bearing escrow account until such time as an approved Department Formula is in place, and no interest shall be accrued on such withheld Funds to the Participants during any such period of escrow.

IV. In the event a formula is not approved on or before June 1 of the calendar year for which the formula applies, UPA may withhold an additional five (5%) percent of the Department's collections, for a total of fifteen (15%) percent withheld and escrowed monthly. In the event a formula is not approved on or before the following December 1 of the calendar year for which the formula applies, UPA may withhold an additional five (5%) percent of the Department's collections, for a total of twenty (20%) percent withheld and escrowed monthly, such twenty (20%) percent to be escrowed indefinitely until a formula is approved. If by June first of the second year no formula has been approved, 25% shall be withheld, but only 20% shall be escrowed, the additional 5% being paid to the Corporation for its expenses in administering and maintaining the

escrow fund. In all cases, such withheld funds shall be maintained in non-interest bearing accounts.

V. Upon approval of the Department formula by the subject Department and then the Finance Committee, all Withheld Funds (excluding operating, taxes and overhead expenses paid by UPA on behalf of the Department) shall be distributed to the respective Department and its Participants consistent with such formula, other than the five (5%) percent paid to UPA as provided in the preceding paragraph. Any expenses and/or taxes paid by the Corporation on behalf of a Department shall be subject to prior approval by the Finance Committee and affirmed by the Executive Committee.

VI. In the event a Participant leaves during the period of time during which funds were withheld, only upon approval of the Department formula, shall distributions to such Participant (if any) which would have been made during the period of time no Department formula was in place, be released to the Participant.

b. Divisions. When a physician joins the faculty of NJMS, he/she is assigned to a Department (e.g. surgery, pediatrics, obstetrics/gynecology, etc.) Further, at the direction of the Department Chair, the physician may be assigned to a functional division within the Department (each a "Division"). The Chair will notify the Corporation when a Participant is assigned to a Division. To the extent that the revenue from the Division is shared amongst its member/Participants, those Division Participants shall adopt a formula for such distributions and allocations of expenses in the same manner herein prescribed for Department members as provided in Section 3.A.ii and Exhibit 3.A.ii, provided that in all cases, the Division formula must not conflict with, and shall be subordinate to, the Department formula. Further, the Division formula must not violate any provision of the By-Laws, the Affiliation Agreement, these Rules and Regulations, or any federal, state or local law, rule or regulation regarding the allocation of expenses and revenues from medical services. At least seven (7) days prior to voting upon a formula, the Division shall submit the proposed formula to the Chair of the Division's Department for comment; however, subject to the mandates of this paragraph, the Division is not required to incorporate or respond to input from the Chair. The Division's formula shall be disclosed to the Board, and shall be subject to approval as outlined above, but Department members that are not part of the subject Division shall not be entitled to access to information regarding the Division's formula. If a Participant maintains that he/she has been improperly assigned to a Division by his/her Chair, the Participant may appeal such assignment to the Executive Committee.

c. Group. If Participants voluntarily form a Group within a Department (or across more than one Department) to share revenues and expenses generated and

incurred, respectively, by the Group, that formula shall be adopted, and distributions and expenses managed, in the same manner prescribed for Department Formula as set forth in this Section 3.A.ii and Exhibit 3.A.ii, subject to the following sentence. For Group allocation of distributions and/or expenses, unanimous consent of all Group members shall be required. In all cases, the Group formula must not conflict with, and shall be subordinate to, the Department formula. Further, the Group formula must not violate any provision of the By-Laws, the Affiliation Agreement, these Rules and Regulations, or any federal, state or local law, rule or regulation regarding the allocation of expenses and revenues from medical services. The Group's formula shall be disclosed to the Board, and shall be subject to approval as outlined above, but Department members that are not part of the subject Group shall not be entitled to access to information regarding the Group's formula. For the avoidance of doubt, neither the Corporation nor the University can compel a Group to review its formula, annually or otherwise.

I. By way of example, if the Department formula allocates \$50,000 to each of Dr. X and Dr. Y, Drs. X and Y may then form a Group, within which they agree to allocate \$40,000 to Dr. X and \$60,000 to Dr. Y. The Group formula will not alter the overall Department formula.

II. Further, expenses may be allocated within a Group in a similar manner, which may not be inconsistent with a Department Formula. For example, if Group members establish an office and agree to share the lease expenses through allocation of Department formula distributions, they may do so upon notice to the Department Chair and the Corporation. However, once such an arrangement is made, even if one Group member elects to resign from the Group or leaves the faculty, that member will still be accountable for his share of the agreed upon Group expense allocation, and the Corporation shall appropriate portion from his Corporation revenues in accordance therewith, for the longer of (x) one year from the date of his departure from the Group or (y) the expiration of any contractual obligations assumed by the Group members (e.g. a lease). Upon the expiration of the current term of any such contractual obligation, if the contract is renewed, the member who departed the Group shall have no further obligation as to any such renewal term unless the Group members unanimously agreed otherwise. Further, if the remaining Group members admit a new member to the Group, then the remaining members shall use their best efforts to cause the new member to assume any remaining obligations of the departing member, and shall seek the release of the departing member from any remaining obligations. In no event will a departing member be responsible for any share of new expenses or obligations incurred or assumed by the Group following his departure. If a departing member, or remaining Group members, maintain that the other is not acting in accordance with this provision, either may seek appeal to the Finance Committee.

d. Inter-Departmental Programs: To the extent that the revenue from an Inter-Departmental Program is shared amongst its member/Participants, those Inter-Departmental Program Participants shall adopt a formula for such distributions and allocations of expenses in the same manner herein prescribed for Department members as provided in Section 3.A.ii and Exhibit 3.A.ii, provided that in all cases, the Inter-Departmental Program formula must not conflict with, and shall be subordinate to, the formulae adopted by the subject Participants' Departments of primary appointment. Further, the Inter-Departmental Program formula must not violate any provision of the By-Laws, the Affiliation Agreement, these Rules and Regulations, or any federal, state or local law, rule or regulation regarding the allocation of expenses and revenues from medical services. The Inter-Departmental Program's formula shall be disclosed to the Board, and shall be subject to approval as outlined above, but Department members that are not part of the subject Inter-Departmental Program shall not be entitled to access to information regarding the Inter-Departmental Program's formula.

e. If at the beginning of a calendar year, a Division, Inter-Departmental Program or Group does not have a valid formula in place, then the Corporation shall distribute funds per the prevailing formula then in effect. By way of example, if a Division fails to adopt an active formula, the applicable Departmental formula shall be used to determine distributions until a new Division formula is approved.

iii. Tail Policies

a. Department. As part of each Department's formula, each Department shall adopt a tail policy to address distributions and allocations in relation to departing members. The tail policy shall be presented to, and voted upon, by the Voting Participants within a Department together with the overall Department formula. If (x) a Department formula fails to include a tail policy, (y) a Department specifically so states in its formula, or (z) a Department is newly formed, in each case the following default policy shall apply:

I. The Corporation shall continue to distribute the departing member's share of collections for one year after the effective date of the member's resignation, after which all collections shall revert to the Department. The Department shall be responsible for notifying the Corporation upon a member's departure, and further, the Department shall notify the Corporation as to (x) the effective date of the resignation, and (y) the one year anniversary of the date, to ensure appropriate disbursement of Department collections in accordance with the preceding sentence. All such

notices must be provided by the Department to the Corporation at least thirty (30) days prior to the effective date.

II. The departing member's share will be equal to the residual net collections after all faculty taxes and sharing formulae are applied. Faculty taxes will be defined as Corporation and University taxes, and any other standard deductions assessed against all Department Participants.

III. If a departing physician is still receiving funds on a guarantee, all collections will revert to the guarantor effective as of the date of the physician's resignation. Nonetheless, funds in excess of the guarantee payments will be allocated in accordance with the default tail policy prescribed above.

IV. If the departing member does not participate in the monthly collection process, then such member's patient billing will be sent to collections in accordance with the Corporation's standard procedures then in effect.

V. Subject to the following sentence, the Corporation will make monthly payments to the departing member for the one year period following the effective date of his/her resignation. If, however, the monies that would be disbursed in a given month (except the last month of the twelve month period) are less than \$50.00, then the Corporation may hold such payment until the following month(s) when these sums equal or exceed, in the aggregate, \$50.00. If after three years, \$50 has not accrued, the monies being held in the name of the Participant shall be paid to the Departmental fund.

VI. The Corporation shall issue an accounting to the departing member and to the subject Department of the disbursements made to the departing member at the time the disbursement is made.

b. Division. Each Division that distributes monies to its members as herein prescribed shall also adopt a tail policy (or accept the default policy provided above) in the same manner as prescribed for Department tail policies.

B. In addition, specific requirements and guidelines for accounting and disbursement of funds collected and otherwise received by Departments, Divisions, Groups, Inter-Departmental Programs and/or Practice Groups shall be as follows:

i. **Recognized Accounts.** Funds covered by these requirements and guidelines shall be maintained in one of the following types of accounts (together the “Recognized Accounts”):

- a. Departmental 7% Accounts;
- b. Voluntary Departmental Accounts;
- c. Voluntary Division Accounts;
- d. Voluntary Group Accounts;
- e. Voluntary Inter-departmental Program Accounts; and.
- f. Voluntary Practice Accounts.

ii. **Establishing Recognized Accounts.** To establish a Recognized Account, the following authorizations are required to be submitted to the Corporation:

- a. Departmental 7% Account: Chair’s authorization and designation of authorized signatories for requests for disbursements and/or transfers to the subject account (as provided in Subsection (iii) below)
- b. Voluntary Departmental Accounts and Voluntary Division Accounts: Chair’s authorization and designation of authorized signatories for requests for disbursements and/or transfers to the subject account (as provided in Subsection (iii) below);
- c. Voluntary Inter-Departmental Program Accounts: The authorization of each participating Department’s Chair and designation of authorized signatories for requests for disbursements and/or transfers to the subject account (as provided in Subsection (iii) below);
- d. Voluntary Group Accounts: All Group Members’ authorization and designation of authorized signatories for requests for disbursements and/or transfers to the subject account (as provided in Subsection (iii) below), with a copy of the notice to the Corporation being provided to the Group’s Department Chair; and

- e. Voluntary Practice Accounts: Subject Department Chair's authorization and designation of authorized signatories for requests for disbursements and/or transfers to the subject account (as provided in Subsection (iii) below).

iii. Required Signatures and Certification.

- a. For each request for a disbursement or transfer of funds from a Recognized Account, two signatures are required as specified herein below. In all cases, all requests for disbursements and transfers from a Recognized Account must bear the signature of two different persons as specified in this Subsection (c). The authorized signatories are as follows:

ACCOUNT TYPE	PRIMARY SIGNATORY	VALIDATING SIGNATORY
Department 7% Account	Chair (or his/her designee)	Department Administrator or a designated assistant
Voluntary Department Account	Chair (or his/her designee) or Departmental designee	Department Administrator or a designated assistant
Voluntary Division Account	Division Chief (or his/her designee)	Department Administrator, or a designated Division Support Staff, or a similarly designated Division member
Voluntary Group Account	Group Member, as confirmed by all Group Members (with a secondary Group Member designated as alternate Primary Signatory)	Department Administrator, Assistant or other Group Member designated by Primary Signatory (who shall not be either Group Member designated as Primary or secondary signatory)
Voluntary Inter-Departmental Account	If there is no formal School appointed chief of the Inter-Departmental program, who would be Primary Signatory if so appointed, a Participant in the subject Inter-Departmental Program confirmed by Participants in each Formula approval process until the next Primary Signatory is confirmed in the same manner. Participants shall also confirm a back up, alternate Primary Signatory.	Department Administrator, Assistant or Participant in Inter-Departmental Program designated by the Primary Signatory (who shall not be either the Primary or alternate signatory)

Voluntary Practice Accounts	The Chair or the Practice's designee, who must be a Voting Participant, as the Primary Signatory, with an alternate Signatory also designated by the Practice and also a Voting Participant	Department Administrator, Assistant in the Department through which the Practice is maintained or another Participant in the Practice designated by the Primary Signatory (who shall not be either the Primary or alternate signatory)
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b. The designee for the Primary Signatory must be a Voting Participant, and a sample of all authorized signatories' signatures must be on file with the Corporation.

c. Both the Primary Signatory and Validating Signatory submitting the Check Request are thereby certifying to the Corporation that the subject expense complies with these Rules and Regulations, and all other Corporation governing documents, and has been incurred by the subject Department, Division, Group, Inter-Departmental Program or Participant as stated in the subject form. Any party submitting a request for reimbursement that is false, overstated, or otherwise in violation of these Rules and Regulations or any other Corporation governing document, and/or any IRS rules and regulations shall be liable to the Corporation for all amounts, fines, interest, and penalties related to or arising from the improper request, all legal or other professional fees incurred by the Corporation as a result of such improper request, as well as any applicable taxes and/or penalties imposed by the IRS or any State taxing authority.

iv. **Processing of Requests.** All requests for disbursements and/or transfers must be presented on the Corporation's Check Request Form as then in effect. All requests will be forwarded to the main business office of the Corporation. The request will be processed by the business office provided it (i) does not exceed the current balance in the subject Recognized Account from which the funds are to be drawn, (ii) meets the guidelines for expenditures set forth in Subsection (g) below, (iii) bears the requisite signatures, in accordance with Subsection (c) above, and (iv) is supported with appropriate documentation as provided in Subsection (e) below. If an expenditure appears to be extraordinary, in type or amounts or otherwise questionable in the reasonable judgment of the Corporation, then the Executive Director shall present the subject request to the Finance Committee for prior

review before processing the subject Check Request. Further, subject to the following sentence, all requests for reimbursement against, or payment of, an invoice must be submitted in a timely manner; and in no event will a request for reimbursement be accepted if presented more than one (1) year after the subject expense was incurred. No requests for advances will be honored. The Finance Committee may grant exceptions to the preceding prohibitions, in its sole, but reasonable judgment if requested by the primary signatory to the Check Request, or at the request of the Executive Director.

v. **Supporting Documentation; Designated Recipient.** Each Check Request Form shall be accompanied by:

- a. Originals or copies of receipts or bills
- b. If the request is for partial payment of a bill, the copy or original of the entire bill must be attached.
- c. Copies (printed) of a computer screen from an on-line banking or credit card statement will be accepted in lieu of (i) above if the screen shot has been expanded to show detail for the subject charge for which reimbursement or payment is sought.
- d. Taxi business card receipts are acceptable supporting documentation.
- e. Cash gratuities for which reimbursement is sought must be supported with documentation.
- f. Each element of the expense must set forth the amount, location (as applicable), identity of the persons taking part in the activity and their business relationship, as well as the business purpose.
- g. Transfers to School Banner Accounts are acceptable if they are for School salaries, and appropriately documented.
- h. Transfers to School Banner Accounts to cover negative balances are permitted if appropriately documented, not from a restricted or special purpose Recognized Account, and approved by the Finance Committee.

i. Transfers within a Department's Corporation account for, or to the School for, salaries must be identified as salary transfers, and appropriately documented.

j. The payee on Check Requests for rendering of services (such as music or other entertainment services for an event, or for janitorial services) must be the service provider or vendor, and cannot be paid by a Participant from his/her own account for later reimbursement.

k. Honoraria and awards must be paid directly to the recipient, and cannot be paid by a Participant from his/her own account for later reimbursement.

For the avoidance of doubt, the Corporation shall have the right to review documentation submitted with each Check Request, and to request additional supporting documentation as it deems necessary in its reasonable judgment.

vi. Participants. Participants may receive a reimbursement for an eligible expense, as set forth herein, provided the Participant complies with the following IRS rules:

(a) The Participant must have incurred legitimate business expenses (such expenses are described in Subsection (g) below) in connection with the performance of his or her duties;

(b) The expense must be substantiated within a "reasonable period of time"¹ after the expense was paid or incurred and

(c) The Participant must return any reimbursements which are in excess of the expenses incurred within a "reasonable period of time"² after the expense is paid or incurred.

Some expenses listed in Subsection (vii) below may be appropriately incurred by a Department, Division, Inter-Departmental Program or Group, but not by an individual Participant.

¹ Under current regulations, the IRS deems 60 days to be "reasonable."

² Under current regulations, the IRS deems 120 days to be "reasonable."

vii. **Disbursement Guidelines.** Below are guidelines that apply to disbursements of funds for expenses, as applicable, for a Department, Division, Inter-Departmental Program, Group Fund, or for expenses incurred directly by a Participant. Disbursement of Department, Division, Inter-Departmental Program, Group Funds and funds for a Participant, will be approved for “ordinary and necessary”³ expenses in carrying out the duties and activities of the subject Department, Division, Inter-Departmental Program, Group or Participant.

In general, disbursement approval will be granted for the following categories of expenses:

(a) **Travel:** The following travel expenses may be reimbursed if the expenses are business-related and “ordinary” and “necessary,” note the substantiation requirements relating to Travel expenses as set forth above:

- (1) **Transportation expenses:** Travel by plane, car, train, or bus to a business destination.
- (2) **Taxi, Bus, Airport Limousine:** Allowable reimbursements are for the costs of these types of expenses taken for business purposes. This can include, for instance, transportation expenses between a hotel and meeting when away from home on business.
- (3) **Car Expenses:** Operating and maintaining a car while traveling away from home for business. Allowable expenses are actual expenses or the standard IRS mileage rate, tolls and parking.
- (4) **Lodging and Meals:** If the business-related travel is overnight, then the reasonable cost of lodging and meals is allowed.
- (5) **Other:** Other similar “ordinary and necessary” expenses related to business travel.

³ Under current regulations, the IRS considers an expense as “ordinary” if it is common and accepted in the particular industry. It considers a “necessary” expense as one that is appropriate and helpful in the trade or business. This has been interpreted as requiring the funds to have a business purpose and not be used for personal or private gain.

(b) Meals: Reasonable expenses for meals will be allowed if traveling away from home (see above discussion under Travel) or if the meals are business-related entertainment (see below discussion under Entertainment).

(c) Entertainment Expenses: Business-related entertainment expenses may be reimbursed if the expenses are “ordinary and necessary” and are either “directly-related” or “associated with” a business purpose. This generally means (1) that the main purpose of the entertainment activity was the active conduct of business, or (2) the entertainment was associated with the active conduct of business and was directly before or after a substantial business discussion.

In addition to the foregoing, the following expense categories and guidelines apply to all Check Requests for reimbursement:

<u>Dues/Fees</u>	Any hospital staff dues, professional society dues, professional license fees.
<u>Subscriptions</u>	Costs for professional books and subscriptions to professional magazines and/or journals related to business.
<u>Continuing Education/Conferences</u>	Registration and related fees for seminars, continuing education, business-related conferences and convention fees.
<u>Honoraria & Awards</u>	The reasonable expenses of professional guests at NJMS and affiliates, and in appropriate circumstances, faculty, house staff, students or other professionals. The Corporation will issue a corresponding 1099 Statement
<u>Costs of Publications</u>	Printing, photograph and art work expenses necessary for professional publications and exhibits
<u>Faculty Development</u>	Reasonable business-related expenses for travel, meetings and other expenses related to faculty recruitment, development and invited professional guests.
<u>Equipment and Supplies</u>	Reasonable business-related expenses for the subject Department, Division, Inter-Departmental Program and/or Group and its members, including books and equipment.
<u>Salaries and Services</u>	Reasonable compensation for personal services actually rendered for the subject Department, Division, Inter-Departmental Program or

	Group will be allowed. Salary support for Chairs or, without specific written permission in advance from the Corporation's Executive Director, for any member of the Chair's family, is not permitted from Department funds or, similarly for the Head of a Division, Group, or Inter-Departmental Program, without specific written permission in advance from the Corporation Executive Director, for any member of such Head's family, from the funds of the subject Division, Group or Inter-Departmental Program. Certain such reimbursements may be paid through the Corporation's or the University's payroll system, in accordance with the agreements between the Corporation and the University as then in effect, or through disbursement of Departmental, Division, Group, or Inter-Departmental Program Funds, provided the same have first been approved in writing as provided above. In all cases, in order for compensation to be paid, services must be actually rendered and must be approved as set forth above.
<u>Education</u>	Reasonable business-related purchases of equipment, supplies and services which support the educational mission of the Department.
<u>Charitable Donations</u>	Donations to 501(c)(3) organizations that further the exempt purposes of the Corporation, School and/or a Department, Division, Group and/or Inter-Departmental Program are permitted. If donations are made to non - 501(c)(3) organizations, then the donations must be made for projects that will further the exempt purposes of the Corporation, University, School, and/or a particular Department, Division, Group and/or Inter-Departmental Program and control and discretion must be retained and due diligence conducted to ensure the funds are used for 501(c)(3) purposes. Records documenting this must also be retained. In all events, donations must be made in accordance with IRS guidelines, and must be approved in advance in writing by the Dean of NJMS.
<u>Other</u>	Reasonable expenses for other "ordinary and necessary" items that are business-related may also be approved.

viii. **Overdraw.** If a Department, Division, Inter-Departmental Program, Group or Practice overdraws its accounts with the Corporation, then the Corporation may offset from future receipts generated by the Department's, Division's, Inter-Departmental

Program's, Group's or Practice's Participants until the overdraw is recovered. If such an overdraw occurs, the Corporation shall notify the impacted Department, Division, Inter-Departmental Program, Group or Practice, and shall include in that notice the Corporation's offset in accordance with the preceding sentence. The Finance Committee shall be notified of such at its next meeting for further appropriate action as deemed necessary.

ix. **Accounting.** A Voting Participant may review at the Corporation's offices a summary of the Corporation-funded expenses of his Department, Division, Inter-Departmental Program or Group upon written request to the Corporation.

4. GUIDELINES FOR PARTICIPANT COMPLIANCE

In order to determine whether a Participant has complied with his or her obligations to report and bill all patient-care income to and through the Corporation, the Board of Directors of the Corporation has appointed a Review Committee. The Review Committee is authorized to obtain, accept and review information relating to compliance by Participants, including, where deemed appropriate, tax, accounting and outside billing records, and to report matters of non-compliance to the Executive Committee and the Board.

A. Audits and Other Sources of Information; Costs of Audit, Investigation and Collection.

i. The Review Committee may arrange for periodic random audits by an independent third party of the relevant billing records of Participants. If there is a question of compliance, then other books, records and tax returns of Participants may be reviewed. Participants are required to cooperate with such audits.

ii. The Review Committee shall review information furnished to it pursuant to a random audit or otherwise, or information of which any member of the Review Committee becomes aware through public disclosure.

iii. In connection with its review of an alleged violation or other billing irregularity brought before the Review Committee, the Review Committee may request financial information from the Participant, and such Participant shall be obligated to provide such information to the Review Committee, and the Review Committee may arrange for an audit by an independent third party of the books, records and tax returns of the Participant. The cost of reviewing information in an audit will be borne by the Corporation if the audit is random or if the Participant is found to be in compliance with his or her obligations. If a Participant is determined by the Board not to be in compliance with his or her obligations, the cost of reviewing information and the

expenses of the audit will be borne by the subject Participant. Without limiting the foregoing, the Corporation shall be entitled to recover from any Participant for whom an audit must be conducted, and non-compliance is found, all costs and fees of professionals involved, including, without limitation, time expended by the Corporation's Board, Committee members, and staff, and all costs and fees of outside accountants, attorneys and other consultants. The Corporation is hereby authorized in such cases to secure reimbursement for all such costs and expenses by any means it may adopt, in its sole discretion, including, without limitation, deducting the same from the Participant's distributions or allocations. The Corporation is entitled to charge interest on funds, at the rate of prime as published in the Wall Street Journal plus two (2%) percent as of the date the monies were first diverted from the Corporation, or the maximum rate allowed by law, which ever is lower (the "Interest Rate") due as a result of such compliance violations, and the Corporation may also, upon approval of the Board, fine Participants for their noncompliance.

iv. The Review Committee shall not take action with respect to information received from an anonymous source or on the condition that the source not be disclosed if the alleged infraction cannot be corroborated through another source, or information which does not contain specific details as to the Participant involved, the type and location of activity involved, the manner in which the information was obtained and the signature of the person providing the information.

v. Until the matter is referred to the Executive Committee or Board for further action, the Review Committee shall retain as confidential the identity of any Participant and other details involved in an inquiry, although the substance of the basis for an allegation of non-compliance may be disclosed by the Committee as appropriate in reporting the matter to the Board, and to present the matter for a vote as to a particular course of action, in accordance with this Section 4. Notwithstanding the above, once the Board confirms non-compliance, absent the Participant's full cooperation to resolve the pending violation, the name of the Participant shall be provided to the Dean of the School, and each January, the list of willfully non-compliant Participants shall be circulated to all Voting Participants.

vi. In cases where the Committee has received information and considers it appropriate to inquire as to the accuracy of that information, the Committee shall contact the Participant involved and meet with the Participant to discuss the substance of the allegation of noncompliance, giving the Participant an adequate opportunity to explain relevant details as to the activity and the source and amount of income.

vii. At any time during an inquiry as to noncompliance, the Participant involved may settle with the Review Committee, subject to confirmation of the proposed settlement

by the Board, and agree to pay (in full or in installments) to the Corporation amounts which are due pursuant to the allocation of receipts described in the Affiliation Agreement. If the Review Committee determines that it is appropriate, interest may be charged, at the Interest Rate, on amounts owed pursuant to this payment agreement, and fines may be assessed, again subject to Board Confirmation.

viii. Notwithstanding the foregoing, if the Participant in question has previously been found to have been in violation of the Corporation's billing and collections policies and procedures, any such settlement must include the interest, fines and administrative assessments, including without limitation, legal, accounting and consulting fees and costs, as outlined in Subsection 4(A)(iii), absent approval of a waiver from the Corporation's Board of Directors. Further, any such settlement for a Participant with more than one violation of the Corporation's billing and collection policies must be approved by the Board.

B. Executive Committee and Board Action.

i. If the Review Committee determines that the Participant has not complied with his or her obligations to report income, and a settlement is not reached by the Review Committee with the Participant, then the Review Committee shall refer the matter to the Executive Committee of the Board for its review, accompanied by the Review Committee's recommendations. If the Executive Committee of the Board determines that the Participant has not complied with his or her obligations to report income, the Executive Committee shall refer the matter to the Board for its review, accompanied by the Review Committee's and the Executive Committee's recommendations.

ii. In the event the Board determines after review and investigation that there is proof, supported by documentation which is found to be adequate by the Board, that a Participant has not complied with his or her obligations to the Corporation, the Board shall be entitled to take such action as it deems necessary and appropriate to ensure compliance or to suspend or terminate such Participant's participation in the Plan except that such Participant shall nevertheless continue to be required to bill and collect for patient services through the Corporation. In such event, the Corporation may elect to assume directly, or through a third party, responsibility for Participant's charge submission at the Participant's sole express. In addition to any other action deemed appropriate by the Board in these circumstances, the Board shall be entitled to take the following actions, which are not mutually exclusive:

- (a) Refer the matter to the Dean of NJMS for appropriate action;

- (b) Refer the matter to the Compliance Office of the University;
- (c) Report the matter to Faculty Counsel;
- (d) Impose interest charges on amounts owed by the Participant to the Corporation for more than thirty (30) days after the Board determination that the Participant has failed to comply. Payments of these interest charges shall be allocated in the same manner as professional fees from outside activities are allocated under the Affiliation Agreement;
- (e) The Board may determine by vote to recommend to the Dean that the Participant's employment with the University be terminated for cause;
- (f) Secure reimbursement from the Participant of all administrative costs and expenses, as well as all legal, accounting and/or consulting fees and court costs incurred by the Corporation in investigating and pursuing the subject violation and recovery of the monies due the Corporation;
- (g) Impose monetary fines, in addition to any monies owed to the Corporation, as determined by the Review Committee and confirmed by the Executive Board, on a Participant who owes amounts to the Corporation after the determination that the subject Participant has failed to comply. These fines shall be paid to the Corporation to defray its costs of operation and enforcement of the Corporation's policies. For each subsequent failure to comply, these fines will escalate as follows:
 - (I) For the first subsequent infraction, the fine will be equal to the greater of (x) ten (10%) percent of the aggregate monies diverted from the Corporation's collections, as determined by the Review Committee, and (y) \$10,000.
 - (II) For the second subsequent infraction, the fine will be equal to the greater of (x) thirty (30%) percent of the

aggregate monies diverted from the Corporation's collections, as determined by the Review Committee, and (y) \$30,000.

- (III) For the third subsequent infraction, the fine will be equal to the greater of (x) fifty (50%) percent of the aggregate monies diverted from the Corporation's collections, and (y) \$50,000.

For any subsequent infraction, fines will be assessed as determined by the Executive Committee, and confirmed by the Board, which in no event will be less than \$50,000.

The Corporation shall have the right to secure payment of all fines, costs, interests and fees due pursuant to this Section (b) by any means the Corporation may adopt, in its sole discretion, including without limitation, by deducting such sums from disbursements and allocations otherwise payable to the Participant, until all monies due the Corporation have been fully recovered. This right of deduction is in addition to, and not in lieu of, other means to secure payment of the sums due.

In each such instance, the taxation assessed on the monies recovered from the Participant will be at the normal on-system taxation rate prevailing at the time of the clinical activity in question, and not at the off-system rate. Notwithstanding the preceding sentence, the monies received by the Corporation to recover its costs and expenses in pursuing the subject violation, including without limitation the fines collected, shall be retained by the Corporation.

While the Review Committee and/or the Corporation Board may recommend waiving or reducing the fine imposed for the first and/or second infractions, the fine imposed in the event of a third or subsequent infractions cannot be waived or reduced without a two-thirds affirmative vote of the Board; and

(IV) For a Participant who has failed to bill and collect properly through the Corporation more than once, suspend the voting rights, if any, of the subject Participant, and upon approval of the Executive Committee, suspend the Participant's right to receive disbursements or allocations from the Corporation pending restitution to the Corporation for all monies, interest and fines that may be due to the Corporation.

C. Recovery of Costs and Fees. For all monies due to the Corporation under this Section 4, the Corporation may pursue all remedies available to it under these Rules and

Regulations, including, without limitation, the right to sue the Participant to recover all such costs, professional fees, expenses, fines, and interest. In any such action, the Corporation shall be entitled to recover its legal fees and all other costs incurred in such action. The Board is hereby authorized in such cases to secure reimbursement for all such costs and expenses by means it may adopt, in its sole discretion, including, without limitation, deducting the same from the Participant's distributions or allocations.

D. Billing and Coding Violations. If a Participant violates billing and/or coding procedures adopted by the Corporation, the Corporation may on its own initiative, or at the request of the Dean or the Department Chair or a University Compliance Officer (i) suspend billing and/or clinical revenue distributions to the subject Participant until the Participant demonstrates his ability and willingness to follow the subject procedures, and/or (ii) ask the Dean to impose sanctions on the subject Participant. Such suspension will be ratified by a vote of the Board at its next meeting.

E. Department, Division, Inter-Departmental Program and Group Accountability.

i. If a Department Chair, or the Head of Group, Division or Inter-Departmental Program permits a Participant to violate procedures, whether by tacit approval, or active consent, the Department, Division, Inter-Departmental Program and/or Group, as applicable, may be held jointly and severally accountable for all costs, expenses, fees and losses incurred by the Corporation together with the Participant. For the avoidance of doubt, if (by way of example) a Division is charged under this Section with permitting a Participant to violate the Corporation's billing and collections procedures, only the Division head and the Participant(s) involved will be held accountable; the Department of which the Division forms a part will not be charged as a whole. Further, any findings by the Review Committee that impact multiple members of a Department, Division, Inter-Departmental Program and/or Group, shall first be referred to the Board with the Review Committee's recommendations before any action is taken.

ii. If a Department, Division, Inter-Departmental Program or Group, or its members is/are found by the Board to be in habitual violation of the Corporation's policies or procedures and such violations lead to administrative costs and expenses to the Corporation, including, but not limited to, legal, accounting and/or other related fees, then the Board may charge the relevant Department, Division, Inter-Departmental Program or Group for such expenses, and may, in its sole discretion, impose interest and fines, too, for such conduct.

iii. If any special compliance audit is undertaken by the Corporation, all costs associated therewith shall be borne by the Corporation unless the subject Department, Division, Inter-Departmental Program or Group is found to be out of compliance, in which event all such

fees, costs and expenses associated therewith shall be borne by the subject Department, Division, Inter-Departmental Program or Group.

iv. For all monies due to the Corporation under this Subsection 4.E, the Corporation may pursue all remedies available to it under these Rules and Regulations, including, without limitation, the right to sue the Department, Division, Inter-Departmental Program or Group to recover all such costs. In any such action, the Corporation shall be entitled to recover its attorneys' and other professional fees and all other costs so incurred. The Board is hereby authorized in such cases to secure reimbursement for all such fees, costs and expenses by any means it may adopt, in its sole discretion, including, without limitation, deducting the same from the distributions or allocations otherwise due to the subject Department, Division, Inter-Departmental Program or Group.

EXHIBIT 3.A.ii.

Procedures Related to Conducting a Department Distribution Formula Vote

- * UPA will notify the Department of the requirement for a Distribution Formula vote sixty (60) days prior to its deadline.
- * The Departmental budget must be presented to the faculty within 90 days preceding the departmental formula vote]
- * The Department Representative(s) will call a meeting of the Department Faculty to establish the Department Distribution Formula for the upcoming calendar year no later than November 1st of the prior calendar year.
- * Notice of the meeting is to be provided by the Department Representative(s) at least seven (7) days prior to the meeting. Each such notice shall include, in its entirety, the proposed formula, including without limitation the proposed tail policy (or intent to apply the default tail policy) to be considered at the meeting. If the formula to be considered is the same formula that has been in effect, a copy of that formula shall be included with the notice.
- * A quorum of Voting Participants consisting of at least two-thirds (2/3) of the Voting Participants of the Department is required for a valid vote.
- * Only Voting Participants for the current year (confirmed as of June 30) and who are currently still full-time faculty members are allowed to vote on formulas.
- * Written unsigned ballots will be used for any vote and the ballots will be counted in the presence of all present.
- * An affirmative vote of at least two-thirds (2/3) majority of the Voting Participants present is required for Departmental approval.
- * Formulas approved by the Department are to be submitted to the Finance Committee for approval. Approved formulas will then be submitted to the Dean of the NJMS for his final approval. Following approval by the Dean, the formula shall be submitted to the Corporation Board for its consideration. If the Dean does not act upon a submission within twenty (20) days, then the formula may then be referred to the Corporation's Board. If two-thirds (2/3) of the Corporation's Board votes to approve the formula, then such formula shall be deemed accepted by both UPA and the University.
- * For the purposes of confirming the quorum required for a Department vote, the Voting Participants in that Department as of June 30 shall be the number considered. However, if after June 30, more than twenty (20) percent of the Department members resign or are transferred from the Department, then upon request from the Department Chair, or more than [a majority][two-thirds] of the remaining members, the number required for a quorum in the subject Department shall be adjusted (reduced) accordingly. If any Voting Participant of the Department informs UPA, at least 14 days Inter-Departmental Program
- * Division Formula: Division formula shall be presented to and voted upon by its members in the same manner prescribed herein above for Department formulae.

Group Formula

A functional Group of Participants seeking a special distribution for its members may do so provided that:

- (a) The proposed formula is not in conflict with the Department's policies.
- (b) Unanimous approval is required
- (c) Requirements for approval of Group formulas shall follow the same rules and voting procedures as the Department Distribution Formula, except as to (b) above, including the requirement that the subject formula shall require approval of the Finance Committee, and the Dean of the NJMS.
- (d) Any Group formula so adopted shall be reviewed, and re-approved by the Group Participants, and then the Finance Committee and the Dean of the NJMS, as prescribed above.

Sample Ballot:

Check "Yes" if you agree with the Departmental/Group Formula as presented Yes ____

Check "No" if you disagree with the Departmental/Group Formula as presented No ____

Date: _____

Please attach the notification of meeting, sign-in sheets and ballots related to the Departmental/Group Formula vote along with the approved formula for approval of the UPA Finance Committee and the Dean's Office.

Send notification of meeting, sign-in sheets and ballots, along with the Department/Group Formula:

UPA

Bldg. 12, Room 1205

Newark, New Jersey 07107

I, _____ and _____

[Print Name of Chair or Designee]

[Print Name of Department/Group Representative]

hereby attest and certify that following attached documents are true and correct and are in accordance with UPA Rules and Regulations.

Meeting Attendance Form

Total Departmental/Group Voting Participants _____

Signatures

1.	31.	61.
2.	32.	62.
3.	33.	63.
4.	34.	64.
5.	35.	65.
6.	36.	66.
7.	37.	67.
8.	38.	68.
9.	39.	69.
10.	40.	70.
11.	41.	71.
12.	42.	72.
13.	43.	73.
14.	44.	74.
15.	45.	75.
16.	46.	76.
17.	47.	77.
18.	48.	78.
19.	49.	79.
20.	50.	80.
21.	51.	81.
22.	52.	82.
23.	53.	83.
24.	54.	84.
25.	55.	85.
27.	57.	87.
26.	56.	86.

28.	58.	88.
29.	59.	89.
30	60.	90.
