

**CORPORATE INTEGRITY AGREEMENT
BETWEEN THE
OFFICE OF INSPECTOR GENERAL
OF THE
DEPARTMENT OF HEALTH AND HUMAN SERVICES
AND
AMERICAN MEDICAL RESPONSE, INC.**

I. PREAMBLE

American Medical Response, Inc. (AMR) hereby enters into this Corporate Integrity Agreement (CIA) with the Office of Inspector General (OIG) of the United States Department of Health and Human Services (HHS) to promote compliance with the statutes, regulations, and written directives of Medicare, Medicaid, and all other Federal health care programs (as defined in 42 U.S.C. § 1320a-7b(f)) (Federal health care program requirements). Contemporaneously with this CIA, AMR is entering into a Settlement Agreement with the United States.

Prior to the effective date of this CIA, AMR established a corporate compliance program that applies to all AMR subsidiaries and facilities. AMR's compliance program includes written policies and procedures, an education and training component, mechanisms for the ongoing monitoring and auditing of AMR operations to assess compliance, mechanisms for employees and agents to report incidents of noncompliance in an anonymous way, disciplinary actions for individuals violating compliance policies and procedures, and oversight of the compliance program by the AMR Compliance Officer and Compliance Committee. AMR shall continue the operation of its compliance measures in accordance with the terms set forth below for the term of this CIA. AMR may modify its voluntary compliance measures as appropriate, but, at a minimum, AMR shall ensure that during the term of this CIA, it shall comply with the integrity obligations enumerated in this CIA.

II. TERM AND SCOPE OF THE CIA

A. The period of the compliance obligations assumed by AMR under this CIA shall be five years from the effective date of this CIA, unless otherwise specified. The effective date shall be the date on which the final signatory of this CIA executes this CIA (Effective Date). Each one-year period, beginning with the one-year period following the Effective Date, shall be referred to as a "Reporting Period."

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B. Sections VII, VIII, IX, X, and XI shall expire no later than 120 days after
OIG's receipt of: (1) AMR's final Annual Report; or (2) any additional materials
submitted by AMR pursuant to the OIG's request, whichever is later.

C. The scope of this CIA shall be governed by the following definitions:

1. "Arrangements" shall mean every arrangement or transaction that:
involves, directly or indirectly, the offer, payment, solicitation, or receipt of
anything of value; and is between AMR and any actual or potential source
of health care business or referrals to AMR or any actual or potential
recipient of health care business or referrals from AMR. The term "source"
shall mean any physician, contractor, vendor, agent, or healthcare facility
(e.g., hospital or nursing facility) and the term "health care business or
referrals" shall be read to include referring, recommending, arranging for,
ordering, leasing, or purchasing of any good, facility, item, or service for
which payment may be made in whole or in part by a Federal health care
program.

2. "Covered Persons" includes:

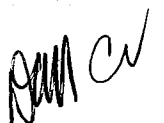
a. all owners (other than shareholders who: (1) have an ownership
interest of less than 5% and (2) acquired the ownership interest
through public trading), officers, directors, and employees of AMR;

b. all officers and employees of Emergency Medical Services
Corporation (EMSC), and/or Emergency Medical Services, L.P.
(EMS), who are involved in the management, operations, or
compliance program of AMR; and

c. all contractors, subcontractors, agents, and other persons who
perform billing or coding functions on behalf of AMR.

d. all contractors, subcontractors, agents, and other persons who
provide patient care items or services in (1) an AMR facility or (2) a
vehicle owned or leased by AMR.

Notwithstanding the above, the term "Covered Persons" does not include part-time
or per diem employees, contractors, subcontractors, agents, and other persons who are not
reasonably expected to work more than 160 hours per year in either an AMR facility or a



vehicle owned or leased by AMR, except that any such individuals shall become "Covered Persons" at the point when they work more than 160 hours during the calendar year.

3. "Arrangements Covered Persons" includes each Covered Person involved with the development, approval, management, or review of AMR's Arrangements, as such term is defined in Section II.C of the CIA.

4. "Covered Contractor" includes any independent contractor or subcontractor (who is not a Covered Person) and their employees that is engaged by AMR to provide patient care items or services.

AMR has represented that it does not control Covered Contractors and that it is unable to compel their compliance with the requirements set forth in this CIA. For purposes of this CIA, AMR agrees to use its best efforts to promote compliance by Covered Contractors with Federal health care program requirements by undertaking the following obligations. AMR shall:

(a) within 120 days after the Effective Date and annually thereafter by the anniversary of the Effective Date, send a letter to all Covered Contractors. The letter shall outline AMR's obligations under this CIA and its commitment to full compliance with all Federal health care program requirements. The letter shall include the website link to information about AMR's compliance program. AMR shall attach a copy of EMSC's Code of Conduct to the letter and ask that the Code of Conduct be made available to all relevant employees of the Covered Contractor. The letter shall include an offer from AMR to provide all Covered Contractors with all training that AMR would be required to provide to such persons if they were Covered Persons under the CIA. AMR shall submit a copy of each letter and a list of all documents attached to such letters to the OIG with the Implementation Report and with the second and subsequent Annual Reports;

(b) at least 30 days in advance of scheduled training sessions, send a notice about the logistical details and contents of these upcoming training sessions (as required by Section III.C) to each Covered Contractor. In that notice, AMR shall strongly encourage all relevant employees of the Covered Contractor to attend the training sessions. AMR shall submit a copy of the notices to the OIG with each Annual Report and shall report to

the OIG on the number of employees of each Covered Contractor who attended the training; and

(c) undertake its best efforts to include language in each agreement with a Covered Contractor requiring that the Covered Contractor screen their employees before hiring and at least annually thereafter to ensure the employees are not excluded, debarred, suspended or otherwise ineligible to participate in Federal health care programs. With regard to those agreements containing screening language, AMR shall annually obtain certifications from each Covered Contractor with which it enters an agreement that the Covered Contractor has screened its employees to ensure that they are not excluded, debarred, suspended or otherwise ineligible to participate in Federal health care programs and shall obtain explanations of any action taken with regard to individuals who are found to be excluded, debarred, or suspended. AMR shall submit a copy of these certifications to the OIG with each Annual Report. If an agreement with a Covered Contractor does not contain the screening requirements outlined above, AMR shall offer to screen the employees covered by the agreement in accordance with Section III.F in lieu of the Covered Contractor conducting the screening.

III. CORPORATE INTEGRITY OBLIGATIONS

AMR shall establish and maintain a Compliance Program that includes the following elements:

A. Compliance Officer and Committee.

1. *Compliance Officer.* AMR shall continue to have an individual serve as its Compliance Officer and shall maintain a Compliance Officer for the term of the CIA. The Compliance Officer shall be responsible for developing and implementing policies, procedures, and practices designed to ensure compliance with the requirements set forth in this CIA and with Federal health care program requirements. The Compliance Officer shall be a member of senior management of AMR, shall make periodic (at least quarterly) reports regarding compliance matters directly to the Board of Directors of AMR and/or EMSC, and shall be authorized to report on such matters to the Board of Directors of AMR, EMS, or EMSC at any time. The Compliance Officer shall not be or be subordinate to the General Counsel or Chief Financial Officer. The Compliance Officer shall be responsible for monitoring the day-to-day compliance activities engaged in by AMR as well as for any reporting obligations created under this CIA.

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AMR shall report to the OIG, in writing, any changes in the identity or position description of the Compliance Officer, or any actions or changes that would affect the Compliance Officer's ability to perform the duties necessary to meet the obligations in this CIA, within 15 days after such a change.

2. *Compliance Committee.* To the extent not already accomplished, within 90 days after the Effective Date, AMR shall appoint a Compliance Committee. The Compliance Committee shall, at a minimum, include the Compliance Officer and other members of senior management necessary to meet the requirements of this CIA (e.g., senior executives of relevant departments, such as billing, clinical, human resources, audit, and operations). The Compliance Officer shall chair the Compliance Committee and the Committee shall support the Compliance Officer in fulfilling his or her responsibilities (e.g., shall assist in the analysis of the organization's risk areas and shall oversee monitoring of internal and external audits and investigations).

AMR shall report to OIG, in writing, any changes in the composition of the Compliance Committee, or any actions or changes that would affect the Compliance Committee's ability to perform the duties necessary to meet the obligations in this CIA, within 15 days after such a change.

B. Written Standards.

1. *Code of Conduct.* To the extent not already accomplished, within 120 days after the Effective Date, AMR shall adopt and distribute EMSC's written Code of Conduct to all Covered Persons. AMR shall make the promotion of, and adherence to, the Code of Conduct an element in evaluating the performance of all employees. The Code of Conduct shall, at a minimum, set forth:

- a. AMR's commitment to full compliance with all Federal health care program requirements, including its commitment to prepare and submit accurate claims consistent with such requirements;
- b. AMR's requirement that all of its Covered Persons shall be expected to comply with all Federal health care program requirements and with AMR's Compliance Policies and Procedures as implemented pursuant to this Section III.B (including the requirements of this CIA);

- c. the requirement that all of AMR's Covered Persons shall be expected to report to the Compliance Officer or other appropriate individual designated by AMR suspected violations of any Federal health care program requirements or of AMR's Compliance Policies and Procedures;
- d. the possible consequences to both AMR and Covered Persons of failure to comply with Federal health care program requirements and with AMR's Compliance Policies and Procedures and the failure to report such noncompliance; and
- e. the right of all individuals to use the Disclosure Program described in Section III.F, and AMR's commitment to nonretaliation and to maintain, as appropriate, confidentiality and anonymity with respect to such disclosures.

Within 120 days after the Effective Date, each Covered Person who has not done so within the past six months shall certify, in writing, that he or she has received, read, understood, and shall abide by AMR's Code of Conduct. New Covered Persons shall receive the Code of Conduct and shall complete the required certification within 30 days after becoming a Covered Person or within 90 days after the Effective Date, whichever is later.

AMR shall periodically review the Code of Conduct to determine if revisions are appropriate and shall make any necessary revisions based on such review. Any revised Code of Conduct shall be distributed within 30 days after any revisions are finalized. Each Covered Person shall certify, in writing or electronic form, that he or she has received, read, understood, and shall abide by the revised Code of Conduct within 30 days after the distribution of the revised Code of Conduct.

2. *Policies and Procedures.* To the extent not already accomplished, within 120 days after the Effective Date, AMR shall implement written Policies and Procedures regarding the operation of AMR's compliance program and its compliance with Federal health care program requirements. At a minimum, the Policies and Procedures shall address:

- a. the subjects relating to the Code of Conduct identified in Section III.B.1;

- b. 42 U.S.C. § 1320a-7b(b) (Anti-Kickback Statute) and the regulations and other guidance documents related to the Anti-Kickback Statute, and business or financial arrangements or contracts that generate unlawful Federal health care program business in violation of the Anti-Kickback Statute;
- c. the requirements set forth in Section III.D (Compliance with the Anti-Kickback Statute), including, but not limited to, the Arrangements Database, the internal review and approval process, and the tracking of remuneration to and from sources of health care business or referrals;
- d. accurate coding for and claims submission in connection with items and services billed to Federal health care programs; and
- e. measures designed to ensure that AMR fully complies with all applicable Medicare, Medicaid, and other Federal health care program statutes, regulations, and guidelines.

To the extent not already accomplished, within 120 days after the Effective Date, the relevant portions of the Policies and Procedures shall be made available to all individuals whose job functions relate to those Policies and Procedures. Appropriate and knowledgeable staff shall be available to explain the Policies and Procedures.

At least annually (and more frequently, if appropriate), AMR shall assess and update as necessary the Policies and Procedures. Within 30 days after the effective date of any revisions, the relevant portions of any such revised Policies and Procedures shall be made available to all individuals whose job functions relate to those Policies and Procedures.

C. Training and Education.

1. *General Training.* Within 120 days after the Effective Date, AMR shall provide at least one hour of General Training to each Covered Person. This training, at a minimum, shall explain AMR's:

- a. CIA requirements; and

- b. AMR's Compliance Program (including the Code of Conduct and the Policies and Procedures as they pertain to general compliance issues).

New Covered Persons shall receive the General Training described above within 30 days after becoming a Covered Person or within 120 days after the Effective Date, whichever is later. After receiving the initial General Training described above, each Covered Person shall receive at least one hour of General Training annually.

2. *Arrangements Training.* Within 120 days after the Effective Date, each Arrangements Covered Person shall receive at least two hours of Arrangements Training, in addition to the General Training required above. The Arrangements Training shall include a discussion of the following topics:

- a. Arrangements that potentially implicate the Anti-Kickback Statute, as well as the regulations and other guidance documents related to this statute;
- b. AMR's policies, procedures, and other requirements relating to Arrangements, including but not limited to, the Arrangements Database, the internal review and approval process, and the tracking of remuneration to and from sources of health care business or referrals required by Section III.D of the CIA;
- c. the personal obligation of each individual involved in the development, approval, management, or review of AMR's Arrangements to know the applicable legal requirements and AMR's policies and procedures;
- d. the legal sanctions under the Anti-Kickback Statute; and
- e. examples of violations of the Anti-Kickback Statute.

Notwithstanding the above Arrangements Training requirements, only Arrangements Covered Persons who are involved in AMR's operations in the State of Texas need to be trained regarding the Arrangements Database referenced in Section III.C.2.b, above. New Arrangements Covered Persons shall receive this training within 30 days after the beginning of their employment or becoming Arrangements Covered Persons, or within 120 days after the Effective Date, whichever is later. An AMR employee who has completed the Arrangements Training shall review a new

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Arrangements Covered Person's work until such time as the new Arrangements Covered Person completes his or her Arrangements Training.

After receiving the initial Arrangements Training described in this Section, each Arrangements Covered Person shall receive at least two hours of Arrangements Training annually.

4. *Certification.* Each individual who is required to attend training shall certify, in writing, or in electronic form, if applicable, that he or she has received the required training. The certification shall specify the type of training received and the date received. The Compliance Officer (or designee) shall retain the certifications, along with all course materials. These shall be made available to the OIG, upon request.

5. *Qualifications of Trainer.* Persons providing the training shall be knowledgeable about the subject area.

6. *Update of Training.* AMR shall annually review the training, and, where appropriate, update the training to reflect changes in Federal health care program requirements, any issues discovered during internal audits, the Arrangements Review, and any other relevant information.

7. *Computer-based Training.* AMR may provide the training required under this CIA through appropriate computer-based training approaches. If AMR chooses to provide computer-based training, it shall make available appropriately qualified and knowledgeable staff or trainers to answer questions or provide additional information to the individuals receiving such training.

D. Compliance with the Anti-Kickback Statute.

1. *Arrangements Procedures.* Within 120 days after the Effective Date, AMR shall create procedures reasonably designed to ensure that each existing and new or renewed Arrangement does not violate the Anti-Kickback Statute or the regulations, directives, and guidance related to this statute (Arrangements Procedures). These Arrangements Procedures apply only to AMR's operations in the State of Texas. These procedures shall include the following:

- a. creating and maintaining a database of all existing and new or renewed Arrangements for AMR's operations in the State of Texas that shall contain the information specified in Appendix A (Arrangements Database);

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