

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Application of The Trustees of the :
University of Pennsylvania, A Pennsylvania :
Non-Profit Corporation d/b/a University :
Of Pennsylvania, To Offer, Render, Furnish, : Docket No. A-_____ :
Or Supply Electricity or Electric Generation :
Services as an Electric Generation Supplier :
To the Public in the Commonwealth of :
Pennsylvania :

**APPLICATION OF
THE TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA, A PENNSYLVANIA NON-
PROFIT CORPORATION D/B/A UNIVERSITY OF PENNSYLVANIA**

David M. Kleppinger (Pa. I.D. No. 32091)
Charis Mincavage (Pa. I.D. No. 82039)
Vasiliki Karandrikas (Pa. I.D. No. 89711)
McNees Wallace & Nurick LLC
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Counsel to the Trustees of the University of Pennsylvania,
A Pennsylvania Non-Profit Corporation d/b/a University of
Pennsylvania

Dated: September 1, 2010

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of **The Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania**, for approval to offer, render, furnish, or supply electricity or electric generation services as a(n) **broker or marketer engaged in the business of supplying electricity**, to the public in the Commonwealth of Pennsylvania.

To the Pennsylvania Public Utility Commission:

1. **IDENTITY OF THE APPLICANT:** The name, address, telephone number, and FAX number of the Applicant are:

**The Trustees of the University of Pennsylvania,
A Pennsylvania Non-Profit Corporation
d/b/a University of Pennsylvania
3451 Walnut Street, Suite 737
Philadelphia, PA 19104-6205
Phone: 215-898-5706
Fax: 215-898-6418**

Please identify any predecessor(s) of the Applicant and provide other names under which the Applicant has operated within the preceding five (5) years, including name, address, and telephone number.

Not applicable.

2. a. **CONTACT PERSON:** The name, title, address, telephone number, and FAX number of the person to whom questions about this Application should be addressed are:

**David Kleppinger, Esq.
Charis Mincavage, Esq.
Vasiliki Karandrikas, Esq.
McNees Wallace & Nurick LLC
100 Pine Street
P.O. Box 1166
Harrisburg, PA 17108
Phone: (717) 232-8000
Fax: (717) 237-5300**

**Gerry McGillian – Director of Facility Trades
University of Pennsylvania
3101 Walnut Street
Philadelphia, PA 19104
Phone: 215-898-8411
Fax: 215-898-9376**

- b. **CONTACT PERSON-PENNSYLVANIA EMERGENCY MANAGEMENT AGENCY:** The name, title, address telephone number and FAX number of the person with whom contact should be made by PEMA:

**Anne Papageorge, Vice President
University of Pennsylvania
3101 Walnut Street
Philadelphia, PA 17104
Phone: 215-898-7241
Fax: 215-573-5760**

- 3.a. **ATTORNEY:** If applicable, the name, address, telephone number, and FAX number of the Applicant's attorneys are:

**David Kleppinger, Esq.
Charis Mincavage, Esq.
Vasiliki Karandrikas, Esq.
McNees Wallace & Nurick LLC
100 Pine Street
P.O. Box 1166
Harrisburg, PA 17108
Phone: (717) 232-8000
Fax: (717) 237-5300**

**Roman Petyk, Esq.
University of Pennsylvania
Office of the General Counsel
133 South 36th Street, Suite 300
Philadelphia, PA 19104-3246
Phone: (215) 746-5275
Fax: (215) 746-5222**

- b. **REGISTERED AGENT:** If the Applicant does not maintain a principal office in the Commonwealth, the required name, address, telephone number and FAX number of the Applicant's Registered Agent in the Commonwealth are:

Not applicable.

4. **FICTITIOUS NAME:** (select and complete appropriate statement)

The Applicant will be using a fictitious name or doing business as ("d/b/a"):

Attach to the Application a copy of the Applicant's filing with the Commonwealth's Department of State pursuant to 54 Pa. C.S. §311, Form PA-953.

Or

The Applicant will not be using a fictitious name.

5. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:** (select and complete appropriate statement)

The Applicant is a sole proprietor.

If the Applicant is located outside the Commonwealth, provide proof of compliance with 15 Pa. C.S. §4124 relating to Department of State filing requirements.

or

The Applicant is a:

- domestic general partnership (*)
- domestic limited partnership (15 Pa. C.S. §8511)
- foreign general or limited partnership (15 Pa. C.S. §4124)
- domestic limited liability partnership (15 Pa. C.S. §8201)
- foreign limited liability general partnership (15 Pa. C.S. §8211)
- foreign limited liability limited partnership (15 Pa. C.S. §8211)

Provide proof of compliance with appropriate Department of State filing requirements as indicated above.

Give name, d/b/a, and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.

* If a corporate partner in the Applicant's domestic partnership is not domiciled in Pennsylvania, attach a copy of the Applicant's Department of State filing pursuant to 15 Pa. C.S. §4124.

or

The Applicant is a :

- domestic corporation (none) **Non-profit**
- foreign corporation (15 Pa. C.S. §4124)
- domestic limited liability company (15 Pa. C.S. §8913)
- foreign limited liability company (15 Pa. C.S. §8981)
- Other

Provide proof of compliance with appropriate Department of State filing requirements as indicated above. Additionally, provide a copy of the Applicant's Articles of Incorporation.

See Attachment A (Certificate of Good Standing) and Attachment B (Articles of Incorporation, Statutes of the Trustees, and Secretary's Certificate).

Give name and address of officers.

**Amy Gutman – President
University of Pennsylvania
College Hall – Room 100
3450 Woodland Walk
Philadelphia, PA 19104
215-898-7221**

**Leslie Laird Kruhly – Secretary
University of Pennsylvania
College Hall – Room 211
3450 Woodland Walk
Philadelphia, PA 19104
215-898-7005**

**Stephen Golding – Treasurer
University of Pennsylvania
Franklin Bldg. – Room 737
3451 Walnut Street
Philadelphia, PA 19104
215-898-9844**

The Applicant is incorporated in the state of Pennsylvania.

6. **AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:** (select and complete appropriate statement)

Affiliate(s) of the Applicant doing business in Pennsylvania are: **See Attachment C (List of Affiliates)**

Give name and address of the affiliate(s) and state whether the affiliate(s) are jurisdictional public utilities.

If the Applicant or an affiliate has a predecessor who has done business within Pennsylvania, give name and address of the predecessor(s) and state whether the predecessor(s) were jurisdictional public utilities.

or

The Applicant has no affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania.

7. **APPLICANT'S PRESENT OPERATIONS:** (select and complete the appropriate statement)

- The Applicant is presently doing business in Pennsylvania as a
- vertically-integrated provider of generation, transmission, and distribution services.
 - municipal electric corporation providing service outside its municipal limits.
 - electric cooperative
 - local gas distribution company
 - nonintegrated provider of electric generation, transmission or distribution services.
 - Other. (Identify the nature of service being rendered.)

Applicant is an institute of higher education located in Philadelphia, Pennsylvania.

OR

- The Applicant is not presently doing business in Pennsylvania.

8. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as a:

- Generator and supplier of electric power.
- Municipal generator and supplier of electric power.
- Electric Cooperative and supplier of electric power
- Broker/Marketer engaged in the business of supplying electricity.
- Aggregator engaged in the business of supplying electricity
- Other (Describe):

9. **PROPOSED SERVICES:** Generally describe the electric services or the electric generation services which the Applicant proposes to offer.

The Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania plans to supply electricity to itself.

10. **SERVICE AREA:** Generally describe the geographic area in which Applicant proposes to offer services.

The geographic area in which The Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania intends to offer services is PECO Energy Company's service territory.

11. **CUSTOMERS:** Applicant proposes to initially provide services to:

- Residential Customers
- Commercial Customers - (25 kW and Under)
- Commercial Customers - (Over 25 kW)
- Industrial Customers
- Governmental Customers
- All of above
- Other (Describe):

The Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania plans to provide electricity services to itself.

12 **FERC FILING:** Applicant has:

- Filed an Application with the Federal Energy Regulatory Commission to be a Power Marketer.
- Received approval from FERC to be a Power Marketer at Docket or Case Number _____.
- Not applicable

13. **START DATE:** The Applicant proposes to begin delivering services on January 1, 2011.
(approximate date).

14. **NOTICE:** Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, serve a copy of the signed and verified Application with attachments on the following:

Irwin A. Popowsky
Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120

Office of the Attorney General
Bureau of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120

William R. Lloyd, Jr.
Commerce Building, Suite 1102
Small Business Advocate
300 North Second Street
Harrisburg, PA 17101

Commonwealth of Pennsylvania
Department of Revenue
Bureau of Compliance
Harrisburg, PA 17128-0946

Any of the following Electric Distribution Companies through whose transmission and distribution facilities the applicant intends to supply customers:

Frank M. Nadolny, General
Manager of Regulatory Affairs Unit
Duquesne Light Company
411 Seventh Street
P.O. Box 1930
Pittsburgh, PA 15230-1930

John P. Litz, Division Controller
UGI Utilities, Inc.
Electric Division
400 Stewart Road
P.O. Box 3200
Hanover Industrial Estates
Wilkes-Barre, PA 18773-3200

(Metropolitan Edison Company or Pennsylvania Electric Company)
Blaine W. Uplinger, Jr., Director of Governmental and
Regulatory Affairs
FirstEnergy
100 APC Building
800 North third Street
Harrisburg, PA 17102-2025

Paul E. Russell, Associate
General Counsel
PPL
Two North Ninth Street
Allentown, PA 18108-1179

Carlo L. Ciabattoni, Manage Energy Acquisition
PECO Energy Company
2301 Market Street
Philadelphia, PA 19101-8699
215.841.4210
carlo.ciabattoni@exeloncorp.com

Stephen L. Feld, Attorney
Pennsylvania Power Company
First Energy Corporation
76 South Main Street
Akron, OH 44308

John L. Munsch, Attorney
Allegheny Power
800 Cabin Hill Drive
Greensburg, PA 15601-1689

Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, attach Proof of Service of the Application and attachments upon the above named parties. Upon review of the Application, further notice may be required pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14.

15. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix B to this application.

See Attachment D (Tax Certification Statement).

16. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, by name, subject and citation, dealing with business operations, in the last five (5) years, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent. Provide a statement as to the resolution or present status of any such proceedings.

Neither The Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania, nor any person identified in this Application has been convicted of a crime involving fraud or a similar activity.

17. **STANDARDS, BILLING PRACTICES, TERMS AND CONDITIONS OF PROVIDING SERVICE AND CONSUMER EDUCATION:** Electricity should be priced in clearly stated terms to the extent possible. Common definitions should be used. All consumer contracts or sales agreements should be written in plain language with any exclusions, exceptions, add-ons, package offers, limited time offers or other deadlines prominently communicated. Penalties and procedures for ending contracts should be clearly communicated.

a. **Contacts for Consumer Service and Complaints:** Provide the name, title, address, telephone number and FAX number of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with Applicant, the Electric Distribution Company, the Pennsylvania Public Utility Commission or other agencies.

Primary Contact:

**Ken Ogawa – Executive Director of O&M
University of Pennsylvania
3101 Walnut Street
Philadelphia, PA 19104
Phone: 215-898-2750
Fax: 215-898-9376**

Alternate Contact:

**Gerry McGillian – Director of Facility Trades
University of Pennsylvania
3101 Walnut Street
Philadelphia, PA 19104
Phone: 215-573-8411
Fax: 215-898-9376**

b. Provide a copy of all standard forms or contracts that you use, or propose to use, for service provided to residential customers.

Not applicable. The Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania is not proposing to serve residential customers.

c. If proposing to serve Residential and/or Small Commercial (under 25 kW) customers, provide a disclosure statement. A sample disclosure statement is provided as Appendix C to this Application.

Not applicable. The Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania is not proposing to serve residential and/or small commercial customers.

18. **BONDING:** In accordance with 66 PA. C.S. Section 2809(C) (1)(I), the Applicant is:

- Furnishing a copy of initial bond, letter of credit or proof of bonding to the Commission in the amount of \$250,000. **See Attachment E (under Confidential cover)**.
- Furnishing proof of other initial security for Commission approval, to ensure financial responsibility.
- Filing for a modification to the \$250,000 and furnishing a copy of an initial bond, letter of credit or proof of bonding to the Commission for the amount of \$_____. Applicant is required to provide information supporting an amount less than \$250,000.

At the conclusion of Applicant's first year of operation it is the intention of the Commission to tie security bonds to a percentage of Applicant's gross receipts resulting from the sale of generated electricity consumed in Pennsylvania. The amount of the security bond will be reviewed and adjusted on an annual basis.

19. **FINANCIAL FITNESS:**

A. Applicant shall provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
- Published parent company financial and credit information.
- Applicant's balance sheet and income statement for the most recent fiscal year. Published financial information such as 10K's and 10Q's may be provided, if available.
- Evidence of Applicant's credit rating. Applicant may provide a copy of its Dun and Bradstreet Credit Report and Robert Morris and Associates financial form or other independent financial service reports.
- A description of the types and amounts of insurance carried by Applicant which are specifically intended to provide for or support its financial fitness to perform its obligations as a licensee.

See Attachment F (Proof of Insurance Coverage) (under Confidential cover).

- Audited financial statements

**In support of Applicant's financial fitness, the Annual Reports, which include audited financial statements, of The Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania are available at:
<http://www.finance.upenn.edu/vpfinance/AnnualRpt/index.shtml>**

- Such other information that demonstrates Applicant's financial fitness.

B. Applicant must provide the following information:

- Identify Applicant's chief officers including names and their professional resumes.

Anne Papageorge – Vice President for Facilities and Real Estate Services
Stephen Golding – Vice President for Finance and Treasurer

See also Attachment G (Officers' Names and Professional Profiles).

- Provide the name, title, address, telephone number and FAX number of Applicant's custodian for its accounting records.

**Marilyn Jost – Executive Director of Administration
University of Pennsylvania
3101 Walnut Street
Philadelphia, PA 19104
Phone: 215-573-8406
Fax: 215-898-9376**

20. **TECHNICAL FITNESS:** To ensure that the present quality and availability of service provided by electric utilities does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

- The identity of the Applicant's officers directly responsible for operations, including names and their professional resumes.

Anne Papageorge – Vice President for Facilities and Real Estate Services
Stephen Golding – Vice President for Finance and Treasurer

See also Attachment G (Officers' Names and Professional Profiles).

- Proposed staffing and employee training commitments
- Business plans

See Attachment H (Identification of Applicant's Agent)

- Documentation of membership in ECAR, MAAC or other regional reliability councils shall be submitted if applicable to the scope and nature of the applicant's proposed services.
- An affidavit stating that you will adhere to the reliability protocols of the North American Electric Reliability Council, the appropriate regional reliability council(s), and the Commission, and that you agree to comply with the operational requirements of the control area(s) within which you provide retail service.

21. **TRANSFER OF LICENSE:** The Applicant understands that if it plans to transfer its license to another entity, it is required to request authority from the Commission for permission prior to transferring the license. See 66 Pa. C.S. Section 2809(D). Transferee will be required to file the appropriate licensing application.

22. **ASSESSMENT:** The Applicant acknowledges that Title 66, Chapter 5, Section 510 grants to the Commission the right to make assessments to recover regulatory expenses and that as a supplier of electricity or an electric generation supplier it will be assessed under that section of the Pennsylvania Code. The Applicant also acknowledges that the continuation of its license as a supplier of electricity or an electric generation supplier will be dependent upon the payment of all prior years assessments.

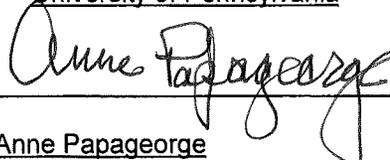
23. **UNIFORM STANDARDS OF CONDUCT AND DISCLOSURE:** As a condition of receiving a license, Applicant agrees to conform to any Uniform Standards of Conduct and Disclosure as set forth by the Commission.

24. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission or the Department of Revenue, as appropriate:
- a. Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on a quarterly and year to date basis no later than 30 days following the end of the quarter.
 - b. The Treasurer or other appropriate officer of Applicant shall transmit to the Department of Revenue by March 15, an annual report, and under oath or affirmation, of the amount of gross receipts received by Applicant during the prior calendar year.
 - c. Applicant shall report to the Commission the following information on an annual basis:
 - the percentages of total electricity supplied by each fuel source

Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 28 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive electric market.

25. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur in the information upon which the Commission relied in approving the original filing.
26. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.
27. **FEE:** The Applicant has enclosed the required initial licensing fee of \$350.00 payable to the Commonwealth of Pennsylvania.

Applicant: The Trustees of the University of Pennsylvania,
a Pennsylvania Non-Profit Corporation d/b/a
University of Pennsylvania

By: 

Name: Anne Papageorge

Title: Vice President

AFFIDAVIT

Commonwealth of Pennsylvania

:

:

ss.

County of Philadelphia

:

Anne Papageorge, Affiant, being duly sworn according to law, deposes and says that: She is the Vice President of the Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania, and that she is authorized to and does make this affidavit for said Applicant;

That the Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania, the Applicant herein, acknowledges that the Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania may have obligations pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; or with other applicable statutes or regulations including Emergency Orders which may be issued verbally or in writing during any emergency situations that may unexpectedly develop from time to time in the course of doing business in Pennsylvania.

That the Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania, the Applicant herein, asserts that it possesses the requisite technical, managerial, and financial fitness to render electric service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

That the Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania, the Applicant herein, certifies to the Commission that it is subject to, will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 28 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of Chapter 28, shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional Gross Receipts and power sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

As provided by 66 Pa. C.S. §2810 (C)(6)(iv), Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing that information to the Pennsylvania Public Utility Commission.

That the Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania, the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506, §2807 (C), §2807(D)(2), §2809(B) and the standards and billing practices of 52 PA. Code Chapter 56.

That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Bureau of Public Liaison or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the law.

That the facts above set forth are true and correct to the best of her knowledge, information, and belief.

Aune Papageorge
Signature of Affiant

Sworn and subscribed before me this 27th day of August, 2010.

Marketa E. Johnson
Signature of official administering oath

My commission expires 9/13/2013.

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Marketa E. Johnson, Notary Public
City of Philadelphia, Philadelphia County
My Commission Expires Sept. 23, 2013
Member, Pennsylvania Association of Notaries

AFFIDAVIT

Commonwealth of Pennsylvania

:

:

ss.

County of Philadelphia

:

Anne Papageorge, Affiant, being duly sworn according to law, deposes and says that: She is the Vice President of the Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania, and that she is authorized to and does make this affidavit for said Applicant;

That the Applicant herein the Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as an electric generation supplier pursuant to 66 Pa. C.S. § 2809 (B).

That the Applicant herein the Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein the Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

That the Applicant herein the Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

That the facts above set forth are true and correct to the best of his knowledge, information, and belief, and that she expects said Applicant to be able to prove the same at hearing.

Anne Papageorge

Signature of Affiant

Sworn and subscribed before me this 27th day of August, 2010.

Marketa E. Johnson

Signature of official administering oath

My commission expires 9/13/2013.

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

Marketa E. Johnson, Notary Public
City of Philadelphia, Philadelphia County
My Commission Expires Sept. 23, 2013

Member Pennsylvania Association of Notaries

APPENDIX E

Electronic Data Interchange & Internet Requirements

Prior to doing business in an EDC service territory it is required that an EGS successfully test the appropriate EDI transactions. To initiate the testing process, an EGS must contact the PA EDC contact person designated on the EDI Testing Contacts zip file, which is located on the Pa. PUC website (http://puc.paonline.com/electric/EDI/edewg_download.asp.) Using the approved internet protocols, the EDI testing contacts list contact list is also provided for any EDC that may want to initiate contact with an EGS. To have your contact information added or updated, please send an email to kawall@greenmountain.com.

Electric Distribution Companies (EDC):

Company Name	Contact Name	Telephone	Email	Pref.
Allegheny Power	Jim Mazanek	(724) 838-6014	Jmazane@alleghenypower.com	Email
Duquesne Light Co.	Dervel Reed	(412) 393-6301	D. A. Reed@dlc.dge.com	None
GPU Energy	Pete Byrne	(610) 375-5942	Pbyrne@gpu.com	None
PECO Energy	Hotline	(215) 841-5799	Choice.EDI@peco-energy.com	None
Penn Power Co.	Stephanie Gibson	(724) 656-4311	Gibsons@firstenergycorp.com	None
PP&L Inc.	Kim Wall	(610) 774-4850	Kawall@papl.com	Email
UGI Utilities Inc.	Eric Sorber	(570) 830-1286	Esorber@ugi.com	Email
All Pennsylvania Rural Electric Cooperatives	Bob Truetken	(314) 922-9158 x1543	Bobtr@cadp.org	Phone

Electric Generation Suppliers (EGS):

Company Name	Contact Name	Telephone	Email	Pref.
American Cooperative Services	Linda Johnson	(717) 901-4406	Linda_Johnson@prea.com	Phone
American Energy	David Butsack	(610) 372-8500	Dave.kel@cwix.com	Email
Bruin Energy d/b/a The Mack Services Group	David McCorry	(610) 644-0562	macksergrp@msn.com	None
Columbia Energy Services	Tracy Myer	(703) 561-6385	Tmyer@columbiaenergygroup.com	Email
CMS Marketing, Svcs & Trading	Aaron Martin	(517) 768-2063	Amartin@cmsenergy.com	None
Con Edison Solutions	Bill Hunsicker	(610) 926-7155	Bhunsick@sctcorp.com	Email
Conectiv	Russell Coultress	(800) 397-2001	Russell@accessedi.com	Email
Constellation Energy Source	Sam Schmidt	(410) 468-3528	EDI@cesource.com	Email
DTE-CoEnergy	David Tyl	(313) 235-9055	Tyl@dteenergy.com	Email
DTE Edison America	Merle Glasgow	(615) 371-5199	Merle_Glasgow@stercomm.com	None
Edison Source	Jon Silva	(562) 463-3000	Jsilva@edisonenterprises.com	None
Enron Energy Services	Allyson Hafner	(614) 761-7160	Ahafner@ees.enron.com	None
Exelon Energy	Joyce Walsh	(610) 645-1423	Jwalsh@peco-energy.com	Email
First Energy Services	Winston Stein	(281) 342-2646	Bswa@attmail.com	Phone
GPU Advanced Resources	Gary Gokhman	(610) 856-5831	Ggokhman@gpu.com	Email
Green Mountain Energy	Jamie Barras	(802) 846-6120	Barras@greenmountain.com	Email
New Energy Ventures	Dan Griffiths	(215) 563-9290 x226	dgriffiths@newenergy.com	None
NorAm Energy Management	Nick Waters	(713) 207-1376	Nwaters@noram.com	Email
PacifiCorp Power Marketing	Jeff Ponsness	(503) 813-5143	Jeff.Ponsness@pacificorp.com	Email
Penn Power Energy	Winston Stein	(281) 342-2646	Bswa@attmail.com	Phone
PG Energy PowerPlus	Jeff Besecker	(570) 829-8698	Besecker@pg-energy.com	Email
PP&L EnergyPlus	Kim Wall	(610) 774-4850	Kawall@papl.com	Email
PSEG Energy Technologies	Douglas Nicholls	(732) 744-2155	Douglas.Nicholls@pseg.com	Phone
Statoil Energy Inc	Keith Mills	(703) 317-2643	Kmills@statoilenergy.com	Email
Strategic Energy Limited	Jim Thomas	(412) 394-5650	Jthomas@sel.com	Email
UGI Energy Services, Inc.	Sal Franco	(610) 373-7999 x118	Electricenrollment@gasmark.com	None

Pennsylvania's Electronic Data Exchange Working Group (EDEWG) EDI transactions and related business practices can be found on the Pa. PUC website (http://puc.paonline.com/electric/EDI/edewg_download.asp). In addition, in order to keep up with changes in the standards, it is advised that each company have one representative on the edtwg email listserv. To subscribe to the edtwg listserv, send an email with your full name, company name, mailing address, telephone number, fax number and email address to subscribe-edtwg@ls.eei.org with a copy to Annunciata Marino (marino@puc.state.pa.us).

**ATTACHMENT A
CERTIFICATE OF GOOD STANDING**

(Attached)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

AUGUST 13, 2010

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

THE TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Basil L. Merenda

Acting Secretary of the Commonwealth

**ATTACHMENT B
ARTICLES OF INCORPORATION,
STATUTES OF TRUSTEES, AND
SECRETARY'S CERTIFICATE**

(Attached)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

AUGUST 18, 2009

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

THE TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA

I, Pedro A. Cortés, Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct

copy of

MISCELLANEOUS FILINGS - Domestic filed on September 30, 1791

which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Pedro A. Cortés

Secretary of the Commonwealth

to be examined and settled in like manner with the public accounts and the said
It is also agreed and binding thereon that it shall be and remain the
debt and property of the Commonwealth.

Approved by the House of Representatives

Richard Peters Speaker of the Senate

Approved September 30th 1791

Thomas Mifflin Governor of the Commonwealth of
Pennsylvania, Executed the 28th October 1791

An Act to unite the University of the State of Pennsylvania
and the College Academy and Charitable School of Philadelphia in the
Commonwealth of Pennsylvania

Whereas the Trustees of the University of the State of Pennsylvania and
the Trustees of the College Academy and Charitable School of Philadelphia
in the Commonwealth of Pennsylvania by their several Petitions have
set forth that they have agreed to certain terms of Union of the said two
Institutions which are as follows

First That the name of the Institution be "The University of Pennsyl-
vania" and that it be Stationed in the City of Philadelphia.

Second That each of the Trustees present be and shall elect from
among themselves twelve persons who with the Governor for the time
being shall constitute the Board of Trustees of the University of Pennsylvania
and that the Governor shall be President.

Third That the Professors which shall be deemed necessary to constitute
the Faculty in the Arts and Medicine (respectively) shall be taken from
each Institution equally and in case of an odd number such one to
be taken from either from the choice of the Trustees and that the Board
and be Provost or the Principal Officer or Officers of the Faculty by
whichever name or names they may be called shall be chosen from
among the Professors so appointed.

Fourth That Charities Schools shall be supported one for Boys & the other
for Girls

Fifth That for the future every vacancy in the Board except that
of the Governor shall be filled up by election by ballot by a
Majority of the members present at any meeting of the new Board
the members present to be at least thirteen that due and timely
notice of such election be set out three weeks given and that no person

Shall be elected to fill up such vacancy at the same meeting in which he shall be nominated.

Sixth. That the funds and property of the Institutions shall be united and vested in the new Trustees.

Seventh. That the Professors and Officers composing the Faculty shall be elected by a majority of the members present at any meeting of the new board the members present to be at least thirteen that due and timely notice of such election shall at all times be given and that no person or persons shall at any time be elected such Professor or Officer at the same meeting in which he shall be nominated.

Eighth. That no Professor or Officer of the Faculty shall be removed by a less number than two thirds of the members present at any meeting of the new board the members present to be at least thirteen and that due and timely notice of such intended removal shall at all times be given and that no person or persons shall at any time be removed at the same meeting in which such removal shall be proposed.

Ninth. That the board of Trustees shall annually lay before such Persons as the Legislature shall in the incorporating act direct and determine of the Funds of the Institution.

And the said Trustees by their several petitions have prayed that a Law may be passed to enable them to carry the said terms of Union into effect and to incorporate them in one body according to the purpose and intention expressed in the said terms of Union. Section 1. Be it therefore enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania in General Assembly met and it is hereby enacted by the Senate and House of Representatives of the said Commonwealth in pursuance of the second article of the said terms of Union the Trustees of the University shall and lawfully have and lawfully may elect and shall elect twelve persons from among themselves to be Trustees of the said University after the union and shall certify the names of the said twelve persons so elected to the Governor of this Commonwealth on or before the first day of December next and that the Trustees of the said College Academy & Charitable School shall elect twelve persons from among themselves to be Trustees of the said University after the union and shall

Verify the names of the said Trustees persons so elected to the Governor of 266
this Commonwealth on or before the first day of December next

Section 2. And be it further enacted by the authority
aforesaid that from and after such Certificates of the Elections being so
made to the Governor as aforesaid the said Trustees four persons so elected
and elected together with the Governor for the term being who shall
always be President and their Successors duly elected and appointed as
before and by the said terms of Union is directed be and they are hereby
made and constituted a Corporation and body politic in Law and in fact
to have Continuance forever by the aforesaid name State and Title of the
Trustees of the University of Pennsylvania and that the said University
shall sit and be Stationed in the City of Philadelphia

Section 3. and be it further enacted by the authority aforesaid that the
said Trustees and their Successors shall be able and capable in Law
to sue and be sued by the name and title aforesaid and to have and to
make one public and common seal and also one private Seal to use in
their Affairs and the same or either of them to bind and alter at their
pleasure and to make Rules and Statutes not repugnant to the Laws and
Constitution of this State and the United States of America and to do every thing
needful and necessary to the establishment of the said University and for
their own good Government and the good Government and Education
of the Youth belonging to the same and to constitute a Faculty or learned
body to consist of such head or heads and such a number of Professors
in the Arts and Sciences and in Law Medicine and Divinity
as they shall judge necessary and proper consistent with the
aforesaid Articles of Union

Section 4. And be it further enacted by the authority aforesaid
that all and every the estates real personal and mixed monies effects
debts claims and demands either in Law or equity which at present
are vested in or belong to each of the two Boards of Trustees of the
said University and of the said College Academy and Charitable
Schools who are hereby united and incorporated together shall be and
they hereby are incorporated to and vested in the said Trustees herein
directed to be appointed and incorporated and their Successors with
full power to take receive hold use recover and enjoy the same
according to the true sense and meaning of this Act

266 And that in like manner all Claims and demands of any person or persons Bodies politic and Corporate against either of the said two Banks shall be and remain valid and effectual against the Trustees herein directed to be appointed and incorporated and their Successors with power to demand receive and recover the same as they had been originally contracted by or due or recoverable from the said Trustees herein directed to be appointed & incorporated
Section 5th And be it further enacted by the authority aforesaid That pursuant to the ninth Article of the Terms of Union the Trustees shall annually lay a Statement of the funds of the Institution before the Legislature of the Commonwealth

H^{on} Bingham Speaker of the House of Representatives

Richard Peters Speaker of the Senate

Approved September 30th 1791

Horriak Nefflin Governor of the Commonwealth of Pennsylvania, Enrolled 1st November 1791

1791 An Act for vesting a Yearly Rent Charge of five pounds on the Spire of a Messuage and Lot of Ground Situate on the North side of High Street in the City of Philadelphia in a Trustee to collect the Arrearages of Rent due and to grow due and to apply the monies arising therefrom to the uses therein mentioned.

Whereas Richard Richardson and some of the other heirs and Representatives of Joseph Richardson formerly of Providence Township in the County of Philadelphia Yeoman deceased by their Petition have Represented to this House that the said Joseph Richardson and Elizabeth his wife and Samuel Richardson his Son and heir Apparent by Indenture dated the Twenty seventh day of July 1780 did give and confirm unto Mary Cook of the said City widow all that Messuage and Lot of Ground Situate on the north side of High Street between Front and Second Streets from Delaware in the said City containing in breadth on High Street Twenty four feet and at the north end twenty feet and in length with one hundred and twenty feet bounded Northernly with a Lot formerly of Griffith Jones deceased and now with a Messuage and Lot formerly of William Beckley deceased Southernly with High Street and on the West with

CHAPTER MDLXXXVI.

An ACT to reimburse to the Mayor, Aldermen and Citizens of Philadelphia, and to the Commissioners of the county of Philadelphia, the expences accrued in providing for the temporary accommodation of the President and Congress of the United States of North America, in the city of Philadelphia; and to enable the Governor to make further provision for the accommodation of the said President. (k)

Passed 30th September, 1791.—Obsolete.—Recorded in law

book, No. 4, page 255.

CHAPTER MDLXXXVII.

An ACT to unite the university of the State of Pennsylvania, and the college, academy and charitable school of Philadelphia, in the commonwealth of Pennsylvania. (l)

WHEREAS the trustees of the university of the state of Pennsylvania, and the trustees of the college, academy and charitable school of Philadelphia, in the commonwealth of Pennsylvania, by their several petitions, have set forth, that they have agreed to certain terms of union of the said two institutions, which are as follow

First. That the name of the institution be, "The University of Pennsylvania," and that it be stationed in the city of Philadelphia.

Second. That each of the two boards shall elect, from among themselves, twelve persons, who, with the governor for the time being, shall constitute the board of trustees of the university of Pennsylvania; and that the governor shall be president.

Third. That the professors which shall be deemed necessary to constitute the faculty in the arts and medicine, respectively, shall be taken from each institution equally, and in case of an odd number, such one to be taken from either by the choice of the trustees; and that the provost and vice-provost, or the principal officer or officers of the faculty, by whatever name or names they may be called, shall be chosen from among the professors so appointed.

Fourth. That charity schools shall be supported, one for boys, and the other for girls.

Fifth.

(k) See *post.* chap. 1679, 5th vol. chap. 1779, 1819.
(l) For acts respecting the university and college, see 2d vol. chap. 767, 860, 884; 3d vol. chap. 1184, 1382.

That for the future every that of governor, shall be by a majority of the members of the new board, the members procure and timely notice of such meeting, and that no person shall be present at the same meeting in which the funds and property shall be united, and vested in the new board. That the professors at the meeting of the new board, shall be elected by a majority of the members of the board, and that due and timely notice be given, and that no person shall be elected such professor or person, unless he shall be nominated.

That no professor or person shall be elected by a less number than two-thirds of the members of the board, and that due and timely notice be given, and that no person shall at any time be removed, unless he shall be removed by a majority of the trustees, and that such removal shall be proposed by the board of trustees, and that the board of trustees shall at any time be removed, unless they shall be removed by a majority of the trustees, as the legislature shall think proper. That the board of trustees shall at any time be removed, unless they shall be removed by a majority of the trustees, as the legislature shall think proper. That the board of trustees shall at any time be removed, unless they shall be removed by a majority of the trustees, as the legislature shall think proper.

Be it therefore enacted by the Senate and House of Representatives of the commonwealth of Pennsylvania, in session assembled, that the law may be passed to enable the board of trustees to be incorporated into effect, and to be incorporated to the purpose and intent of the union.

And be it further enacted, that the trustees of the university and college, academy and charitable school of Philadelphia, shall be united, and shall certify to the governor, on or before the first day of December next, the names of the persons from among themselves, to be elected, to the governor, as aforesaid, and after such certificate the governor, as aforesaid,

That for the future every vacancy in the board, except that of governor, shall be filled up by election by ballot by a majority of the members present at any meeting of new board, the members present to be at least thirteen; due and timely notice of such election to be at all times given, and that no person shall be elected to fill up such vacancy at the same meeting in which he shall be nominated.

Sixth. That the funds and property of the institutions shall be united, and vested in the new trustees.

Seventh. That the professors and officers composing the faculty shall be elected by a majority of the members present at any meeting of the new board, the number present to be at least thirteen; that due and timely notice of such election shall at all times be given, and that no person or persons shall at any time be elected such professor or officer at the same meeting in which he shall be nominated.

Eighth. That no professor or officer of the faculty shall be removed by a less number than two thirds of the members present at any meeting of the new board, the members present to be at least thirteen; and that due and timely notice of such intended removal shall at all times be given, and that no person or persons shall at any time be removed at the same meeting in which such removal shall be proposed.

Ninth. That the board of trustees shall annually lay before the legislature a statement of the funds of the institution.

And the said trustees by their several petitions have prayed, that a law may be passed to enable them to carry the said terms of union into effect, and to incorporate them in one body, according to the purpose and intention expressed in the said terms of union.

Be it therefore enacted by the Senate and House of Representatives of the commonwealth of Pennsylvania, in General Assembly met, and it is hereby enacted by the authority of the same, that in pursuance of the second article of the said terms of union, the trustees of the university shall elect twelve persons among themselves to be trustees of the said university and the union, and shall certify the names of the said twelve persons, so elected, to the governor of this commonwealth, on or before the first day of December next; and that the trustees of the said college, academy and charitable school shall elect twelve persons from among themselves, to be trustees of the said university after the union, and shall certify the names of the said twelve persons, so elected, to the governor of this commonwealth, on or before the first day of December next.

And be it further enacted by the authority aforesaid, that from and after such certificates of the elections being so made to the governor, as aforesaid, the said twenty-four persons shall be united, and vested in the new trustees.

Twelve trustees of the new board to be chosen, &c. and returned to the governor.

Corporation how constituted and styled.

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1791. sons so elected and certified, together with the governor for the time being, who shall always be president, and their successors, duly elected and appointed, as herein and by the said terms of union is directed, be, and they are hereby, made and constituted a corporation and body politic, in law and in fact, to have continuance for ever by the aforesaid name, style and title, of "The trustees of the University of Pennsylvania," and that the said university shall at all times be stationed in the city of Philadelphia.

to be stationed in Philadelphia.

General powers of the corporation.

SECT. III. *And be it further enacted by the authority aforesaid,* That the said trustees, and their successors, shall be able and capable in law, to sue and be sued, by the name, style and title aforesaid, and to have and to make one public and common seal, and also one private seal to use in their affairs, and the same, or either of them, to break and alter at their pleasure; and to make rules and statutes not repugnant to the laws and constitution of this state, or of the United States of America, and to do every thing needful and necessary to the establishment of the said university, and for their own good government, and the good government and education of the youth belonging to the same, and to constitute a faculty, or learned body, to consist of such head or heads, and such a number of professors in the arts and sciences, and in law, medicine and divinity, as they shall judge necessary and proper, consistent with the aforesaid articles of union.

The estates of the former institutions vested in new trustees.

SECT. IV. *And be it further enacted by the authority aforesaid,* That all and every the estates, real, personal and mixed, monies, effects, debts, claims and demands, either in law or equity, which at present are vested in or belong to each of the two boards of trustees of the said university, and of the said college, academy and charitable school, who are hereby united and incorporated together, shall be, and they hereby are, transferred to and vested in the said trustees herein directed to be appointed and incorporated, and their successors, with full power to take, receive, hold, use, recover and enjoy the same, according to the purpose, true intent and meaning of this act, and that in like manner all claims, rights and demands, of any person or persons, bodies politic, and corporate, against either of the said two boards, shall be, and remain valid and effectual against the trustees herein directed to be appointed and incorporated, and their successors, with power to demand, receive and recover the same, as if they had been originally contracted by, or due, or recoverable from, the said trustees herein directed to be appointed, and incorporated.

SECT. V. *And be it further enacted by the authority aforesaid,* That, pursuant to the ninth article of the terms of union, the trustees shall annually lay a statement of the funds of the institution before the legislature of the commonwealth.

Passed 30th September, 1791. CHAP.

CHAPTER MD

ACT for vesting a yearly rent out of a messuage and lot of ground, High-street, in the city of Philadelphia, arrearages of rent due, and to grow arising therefrom to the uses therein

Passed 30th September, 1791.—Pri book, No. 4. p

CHAPTER MD

ACT to empower the Governor at the mouth of Beaver-creek, for th

WHEREAS, by the act of one thousand seven hundred and eighty one, for the purpose of redeeming the certificate of the officers and soldiers of the army therein mentioned, reserved to the use of the state, as containing three thousand acres, situate on both sides of the mouth of Beaver-creek; And whereas it appears that the said tract will be an encouragement to those who become the first settlers

SECT. I. *Be it enacted by the Senates of the commonwealth of Pennsylvania, and it is hereby enacted by the aforesaid governor is hereby empowered* to lay out, or cause to be laid out, one hundred acres of land, in town lot form, where the old French town stood, and to cause the same to be divided into lots of one thousand acres adjoining on the north and south sides of the said tract, and to be laid out and surveyed, as nearly as may be, not less than five acres, nor more than ten acres, to be held always, That the governor is hereby empowered to lay out the said land as follows.

SECT. II. *And be it further enacted,* That upon the return of such survey

SECT. IV.

(m) See post. chap.

Statutes of the Trustees

Amended June 2009, Office of the University Secretary

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INTRODUCTION

The Charter of the University of Pennsylvania derives from the following events:

- (a) On November 14, 1740, a group of persons, having organized themselves as trustees to establish a charity school for the instruction of poor children, acquired title to property on Fourth Street, Philadelphia, the site of the educational institution that evolved into the University of Pennsylvania;
- (b) On November 14, 1749, the Trustees of the Academy and Charitable School drew up and signed the "Constitutions" of that institution;
- (c) On July 13, 1753, a charter was granted by Thomas and Richard Penn for the Academy and Charitable School in the province of Pennsylvania, and amended on June 16, 1755 to add the College;
- (d) On November 27, 1779, the General Assembly of the Commonwealth of Pennsylvania passed an act for the establishment of a University incorporating the rights and powers of the College, Academy, and Charitable School. This was the first designation of an institution in the United States as a University;

(e) On September 22, 1785, an act was passed naming the University the University of the State of Pennsylvania;

(f) On March 6, 1789, an act was passed restoring the College, Academy, and Charitable School to the original Trustees;

(g) On September 30, 1791, an act confirmed an agreement which united the University of the State of Pennsylvania with the College, Academy, and Charitable School and provided that the name of the institution would be "The Trustees of the University of Pennsylvania." This act, as amended from time to time, is referred to as the "Charter."

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Article 1

GOVERNANCE DOCUMENTS

1.1 The Charter enables the Trustees⁽¹⁾ "to make rules and statutes not repugnant to the laws and constitution of this state, or of the United States of America, and to do everything needful and necessary to the establishment of the said university, and for their own good government and the good government and education of the youth belonging to the same."

1.2 These Statutes are limited to principles of fundamental and continuing significance to the governance of the University. Standing resolutions adopted by the Trustees shall set forth policies consistent with the Statutes, shall be indexed as appropriate to the Statutes, and shall be filed in the office of the Secretary.

(1) - Hereafter the word Trustees written in the text with a capital "T" refers to all the trustees acting in their corporate capacity.

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Article 2

THE TRUSTEES

2.1 The members of the Corporation "The Trustees of the University of Pennsylvania" shall consist of such persons who shall at the time be trustees of the University.

2.2 The Trustees shall be classified as follows:

(a) Trustees Ex Officio: the Governor of the Commonwealth of Pennsylvania and the President of the University (hereafter referred to as the "President"), during their respective terms.

(b) Charter Trustees: up to ten in number, elected to serve until retirement from among persons who have served as trustees for a period of not less than five years.

(c) Term Trustees: up to 30 in number, elected to serve for terms of five years. A term trustee may serve only two terms, which would ordinarily be successive, for a

total of 10 years' service. Prior service in any other voting class will also be applied toward this 10-year maximum.

(d) Alumni Trustees: up to fourteen, to include:

(1) President of Penn Alumni during his or her term in office.

(2) Alumni Trustees: up to 13 trustees, elected by the alumni in accordance with rules established by Penn Alumni with the concurrence of the Trustees, to serve for terms of five years, from among those persons who have received degrees from the University. A regional alumni trustee may not succeed himself or herself in office, but may be elected in another class.

(e) Trustees Emeriti: Charter trustees shall be designated as trustees emeriti upon attaining the age of seventy (70), or as early as age sixty-five (65), if they so choose. Other trustees who have been elected to two five-year terms in any class shall be eligible for election as trustees emeriti upon attaining the age of seventy (regardless of the age at which their ten-year term of service ends or the time remaining in their second term if they turn seventy before its conclusion) or, in rare circumstances, at an earlier age. Trustees emeriti shall enjoy all the rights and privileges of other trustees with the exceptions set forth in section 2.9, section 4.5, section 5.2, and section 6.2. At the age of eighty (80) or at any time before, emeritus trustees may choose to maintain emeritus status or step down from the board, acquiring the honorific title of "honorary trustee."

(f) Commonwealth Trustees: four nonelected officials appointed by the following representatives of the Pennsylvania General Assembly: President Pro Tempore of the Senate, the Minority Leader of the Senate, the Speaker of the House of Representatives, and the Minority Leader of the House of Representatives, each of whom shall have the power to appoint one Commonwealth Trustee in accordance with Act No. 1994-25A.

(g) Special Trustees: up to two in number, to serve for a term determined by the Chair and approved by the Trustees Executive Committee, as defined at the time of their election, and whose service is in the best interests of the University to meet a particular need or purpose.

2.3 No person shall be eligible to serve as a charter, term, or alumni trustee who is a full-time student or a full-time employee of the University of Pennsylvania.

2.4 Charter, term, and elected trustees emeriti shall be nominated by the Nominating Committee and elected at a stated meeting of the Trustees. At least ten days' notice of such proposed election shall be given to the trustees.

2.5 Unexpired terms of alumni trustees may be filled in accordance with rules established by Penn Alumni with the concurrence of the Trustees.

2.6 Charter, term, alumni, and Commonwealth trustees shall retire at the conclusion of the first stated meeting of the Trustees following the date on which they reach seventy years of age.

2.7 By the terms of the Charter, the Governor of the Commonwealth of Pennsylvania is constituted, by virtue of office, President of the Trustees. At the annual meeting, as defined in 2.8, or at such other time as a vacancy occurs, the Trustees shall elect, upon the recommendation of the Nominating Committee

and from among the members of the Corporation, a Chairman of the Trustees and one or more Vice Chairmen. The Chairman or a Vice Chairman shall preside at all meetings when the Governor is not present.

2.8 Stated meetings of the Trustees shall be held three times a year, normally in the spring, fall, and winter, the spring meeting to be the annual meeting. Special meetings of the Trustees may be called at the request of the Chairman, a Vice Chairman, the President, or by written request of five trustees. The Secretary shall give notice of any meeting of the Trustees to all trustees at least five days before such meeting, unless a greater period is required by law, by the Charter, or by these Statutes. In the case of a special meeting, the meeting shall be held not more than sixty days after receipt of the request, and the notice shall state the general nature of the business to be transacted, which shall be the only business considered at such meeting. Meetings shall be held at such places as the Secretary shall designate.

2.9 Trustees emeriti and trustees ex officio shall not be entitled to vote at a meeting of the Trustees and shall not be considered in constituting a quorum, or for any other purpose for which a certain number or proportion of trustees is required, at a meeting of the Trustees.

2.10 Except as otherwise provided by law, by the Charter, or by these Statutes, a majority of all trustees entitled to vote shall be necessary to constitute a quorum at all meetings of the Trustees and a vote of a majority of those trustees constituting the quorum shall decide any question brought before such meeting.

2.11 A trustee shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the trustee has breached or failed to perform the duties of his or her office under 15 Pa.C.S. §5713 and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this section shall constitute a bylaw adopted by the members for the purposes of 15 Pa.C.S. §5713 and shall not apply to the responsibility or liability of a trustee pursuant to any criminal statute or the liability of a trustee for the payment of taxes pursuant to local, state or federal law.

2.12 A trustee of the University shall stand in a fiduciary relation to the University and shall perform his or her duties as a trustee, including his or her duties as a member of any committee upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the University, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a trustee shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by one or more officers or employees of the University whom the trustee reasonably believes to be reliable and competent with respect to the matters presented, counsel, public accountants or other persons as to matters that the trustee reasonably believes to be within the professional or expert competence of such person, or a committee of the Trustees upon which the trustee does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the trustee reasonably believes to merit confidence. A trustee shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. A trustee may, in considering the best interests of the University, consider the effects of any action upon employees, upon suppliers and students and other constituents of the University and upon the community in which the University is located, and all other pertinent factors. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a trustee of the University or any failure to take any action shall be presumed to be in the best interests of the University.

Article 3

THE OFFICERS

3.1 The officers of the University shall be the President, the Provost, the Vice Presidents, the Secretary, the Treasurer, the Comptroller, and the General Counsel. Subject to the policies of the University, all officers except the President shall be elected by the Trustees upon nomination by the President and shall be suspended or terminated by the Trustees upon the recommendation of the President. With the consent of the President and subject to the policies of the University, officers may appoint such associates and assistants and assign them such duties as they shall deem appropriate.

3.2 The President shall hold office upon such terms as the Trustees shall determine.

(a) Functions and Duties of the President: As the chief executive officer of the University, the President is its educational and administrative head. He or she is responsible to the Trustees for the conduct, coordination, and quality of the University's programs and for its future development. The President shall have the authority to perform all acts which are necessary to make effective the policies and actions of the Trustees unless a resolution of the Trustees specifically grants such authority to another person or entity. As a liaison between the Trustees and the faculty, the President shall inform each of the views and concerns of the other relating to the programs and administration of the University.

The President shall hold the academic rank of professor, shall be a member of every Faculty of the University, and may at his or her discretion call a meeting of any Faculty.

(b) Election of the President: When it becomes necessary to elect a new President, the Chair of the Board of Trustees shall convene a Consultative Committee, composed of trustees, deans, faculty, staff and students, to advise in the selection process by identifying priorities, issues, challenges, candidate qualifications, and other factors important to the constituencies represented by the members of the Consultative Committee. The Chair shall also convene a Search Committee, whose members will be selected primarily from among those of the Consultative Committee, to be responsible for the identification, recruitment, and selection of candidates for recommendation to the Executive Committee. The composition of and procedures governing the Consultative Committee and the Search Committee shall be specified in a Standing Resolution of the Trustees.

The Executive Committee shall, at a closed meeting, review the report of the Search Committee and shall present a final nomination of one candidate to be voted upon by the Trustees.

At least ten days prior to the stated or special meeting of the Trustees at which the election of the President is proposed, the Secretary shall give to each trustee notice stating that the election of the President shall be held at such a meeting and giving the name of the person who has been nominated by members of the Executive Committee. No such election shall be valid unless a nominee shall receive the affirmative votes of at least two thirds of the number of trustees then in office.

(c) Removal of the President: The President may be removed only after consultation with representatives of the faculty and by the affirmative vote of trustees actually present at a stated or special meeting equal to at least two-thirds of the number of trustees then in office. Notice of such proposed action must be included in the notice of the meeting.

3.3 The Provost shall be the educational officer normally responsible for the conduct, coordination, and quality of the University's academic programs and for their future development. In the performance of these duties the Provost shall consult with representatives of the faculty.

The Provost shall hold the academic rank of professor, shall be a member of every Faculty of the University, and may at his or her discretion call a meeting of any Faculty.

3.4 The Secretary of the University shall attend and keep minutes of the meetings of the Trustees, shall act as secretary of all boards and committees of the Trustees, and shall be custodian of communications, reports, and other documents of importance presented to the Trustees. The Secretary shall give notice to Trustees and to members of boards and committees of all stated and special meetings.

The Secretary shall have custody of the Seal of the Corporation, shall affix it to such instruments as require its use, and when so affixed, shall attest it by signature.

The Secretary shall prepare all diplomas and certificates of study, shall have charge of official convocations of the University, and shall have such other powers and duties as may be conferred from time to time by the Trustees. The minute books, documents, and records of the University, not yet deposited in the Archives, shall be open at all times to the inspection of trustee boards and committees, any trustee, and authorized University officers.

3.5 The Treasurer shall have custody of all evidences of ownership of real or personal property owned by the University or pledged to it, other than those evidences in the custody of the Investment Board. The Treasurer also shall have custody of all policies of insurance, and shall have the authority to accept and receipt for the same on behalf of the Trustees, and under their supervision he or she shall arrange for the safekeeping thereof.

The Treasurer shall collect and receive all monies due and payable to the University and deposit them in the name of the University in such banking institutions as the Trustees may approve. He or she shall discharge all debts or other obligations of the University when due and payable. He or she shall keep a complete set of accounts showing in detail the financial transactions of the Treasurer's office, and these shall be open at any time to the inspection of any trustee. The Treasurer shall furnish such financial statements compiled from his or her accounts as from time to time may be required by the proper University officers, trustee boards and committees, or any trustee.

3.6 The Comptroller shall maintain a complete set of accounts, except those maintained by the Treasurer, showing in detail the business and financial transactions of the University. He or she shall be responsible for the proper keeping of accounts of every department of the University and shall have authority to direct the methods, including audit and control, by which such accounts are kept. The Comptroller shall compile and furnish such financial or statistical reports or information as may be required by the proper University officers, trustee boards and committees, or any trustee. He or she shall approve all vouchers before they are submitted to the Treasurer for payment; such approval shall be evidence that the charge has been recorded against an approved budget on file, and that it is within the appropriation of the budget against which it is charged.

3.7 The General Counsel shall represent the University as a corporate entity in legal matters. All matters requiring legal advice or legal action shall be referred to the General Counsel.

3.8 The President may appoint a temporary successor or substitute to act as required because of the death, absence, disability, suspension, or termination of any officer of the University other than the President, but such temporary appointments shall be effective only until the next meeting of the Trustees

or the Executive Committee at which time a successor shall be nominated and elected either on an acting or a permanent basis.

The Executive Committee shall appoint a temporary successor or substitute to act in case of the death, extended absence, disability, or removal of the President. The President may appoint an officer of the University to act for him or her during a period of temporary absence.

3.9 An officer of the University (including their associates and assistants) shall stand in a fiduciary relation to the University and shall perform his or her duties as an officer, including his or her duties as a member of any committee upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the University, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, an officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by one or more officers or employees of the University whom the officer reasonably believes to be reliable and competent with respect to the matters presented, counsel, public accountants or other persons as to matters that the officer reasonably believes to be within the professional or expert competence of such person, or a committee upon which the officer does not serve, duly designated in accordance with these Statutes, as to matters within its designated authority, which committee the officer reasonably believes to merit confidence. An officer shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. An officer may, in considering the best interests of the University, consider the effects of any action upon employees, upon suppliers and students and other constituents of the University and upon the community in which the University is located, and all other pertinent factors. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as an officer of the University or any failure to take any action shall be presumed to be in the best interests of the University.

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Article 4

BOARDS AND COMMITTEES OF THE TRUSTEES

4.1 In addition to the Executive Committee, the Investment Board, and the Penn Medicine Board and Penn Medicine Executive Committee created in Articles 5, 6, and 7 of these Statutes, the Trustees may from time to time form such boards and committees as they see fit for any of the purposes and activities of the University; may prescribe their functions, duties, powers, and rules of membership, which may include membership by persons who are not trustees; and may dissolve them.

4.2. The trustee members, the chairmen, and the vice chairmen of all boards of overseers and other advisory boards formed by the Trustees shall be nominated by the Chairman of the Trustees and the President and elected by the Trustees for terms of three years, unless otherwise determined by the Trustees. The terms may be renewed. The trustee members, the chairmen, and the vice chairmen of all committees and other bodies formed by the Trustees, with the exception of the Executive Committee, the Investment Board, and the Penn Medicine Board and Penn Medicine Executive Committee, shall be appointed by the Chairman of the Trustees for one-year renewable terms.

4.3. The non-trustee members of all other bodies, boards of overseers and other advisory boards and formed by the Trustees, with the exception of the Investment Board and the Penn Medicine Board and Penn Medicine Executive Committee, shall be nominated by the Chairman of the Trustees and the President and elected by the Trustees for terms of three years unless otherwise determined by the Trustees. The terms may be renewed no more than two times in succession before the member must rotate off of the overseer or advisory board for at least one year. After the member has been off the board for at least one year, the member may be reappointed for another three-year term. There shall be no limit placed on the number of total years of service that a member may dedicate to any one overseer or advisory board.

4.4 The Chairman of the Trustees, by virtue of his office, shall be a member of all boards and committees formed by the Trustees pursuant to this Article.

4.5 Trustees emeriti may be appointed, by the Chairman, as members of any two boards or committees formed by the Trustees pursuant to this Article. They shall not be entitled to vote at a meeting of any such board or committee to which they have been appointed and shall not be considered in constituting a quorum or for any other purpose for which a certain number or proportion of trustees is required. Trustees emeriti may not serve as chairmen of any committee formed by the Trustees pursuant to this Article and consisting solely of Trustees, except for *ad hoc* committees.

4.6 With the consent of the chairman thereof, Trustees ex officio may attend any meeting of any board or committee formed by the Trustees, pursuant to this Article, but shall not be members, except that the President shall be a voting member of the Penn Medicine Board, the Penn Medicine Executive Committee, and such of its committees and subcommittees on which the President may serve from time to time.

4.7 Except as otherwise provided by law, by the Charter, or by these Statutes, a majority of all members entitled to vote shall be necessary to constitute a quorum at all meetings of boards and committees formed by the Trustees, and a vote of a majority of those members constituting the quorum shall decide any question brought before such meeting.

4.8 Meetings of any board or committee formed by the Trustees (other than the Penn Medicine Board and Penn Medicine Executive Committee) shall be called on the request of the chairman thereof or on the written request of at least three of the members. The Secretary shall give notice of a meeting of a board or committee (other than the Penn Medicine Board and Penn Medicine Executive Committee) to all members at least five days before such meeting, unless a greater period is required by law, by the Charter, or by these Statutes, provided that whenever the Chairman (or in the Chairman's absence a designated Vice Chairman) shall determine that an emergency exists, he or she may call a special meeting and specify a shorter period of notice than that prescribed for meetings of the Trustees, but in no event less than twelve hours telegraphic, facsimile, or telephonic notice.

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Article 5

THE EXECUTIVE COMMITTEE

5.1 The Executive Committee shall exercise all of the powers and authority of the Trustees except that the Executive Committee shall at no time take or authorize any action which these Statutes specifically

require to be taken at a regular stated or special meeting of the Trustees or any action prohibited by law. The Executive Committee shall designate annually its schedule of regular meetings.

5.2 The members of the Executive Committee shall be trustees other than trustees ex officio and trustees emeriti nominated by the Chairman and elected annually by a majority of the trustees then in office. When a member of the Executive Committee resigns, is incapacitated, or dies, a majority of the trustees then in office may, upon nomination of the Chairman, replace such member until the next annual election.

5.3 The Chairman and the Vice Chairmen of the Trustees shall also serve as members of and as chairman and vice chairmen of the Executive Committee.

5.4 The Executive Committee shall normally be comprised of no fewer than ten members; however, action of an Executive Committee with less than ten members shall not be rendered invalid thereby.

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Article 6

THE INVESTMENT BOARD

6.1 The Investment Board shall be an "other body" within the meaning of the Pennsylvania Nonprofit Corporation Law of 1972 (or any successor act or provision). It shall have sole and complete responsibility with respect to the management and custody of all real and personal property held by the University as an investment.

6.2 The Investment Board shall consist of such number of trustees and non-trustees as shall be fixed from time to time by the Trustees. For purposes of this Article, trustees emeriti shall not be considered trustees.

6.3 Members of the Investment Board shall be nominated by the Chairman of the Trustees and elected annually by the Trustees at a stated meeting thereof. With the concurrence of the Trustees, the chairman of the Investment Board shall be appointed by the Chairman of the Trustees. When a member of the Investment Board resigns, is incapacitated, or dies, the Trustees, at a stated meeting thereof, may replace such member until the next annual election.

6.4 The chairman of the Investment Board may appoint an executive committee of the Investment Board from among its members to carry out such business of the Investment Board as the Investment Board determines.

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Article 7

PENN MEDICINE

7.1 In accordance with and subject to these Statutes, the Trustees hereby delegate to Penn Medicine, acting through the Board of Penn Medicine and the Penn Medicine Executive Committee, responsibilities with respect to the management and operations of the constituents of Penn Medicine (the "Penn

Medicine Constituents") as may be from time to time determined by the Trustees and set forth in the Bylaws of Penn Medicine.

7.2 The Penn Medicine Board and the Penn Medicine Executive Committee shall each be an "other body" within the meaning of the Pennsylvania Nonprofit Corporation Law (or any successor act or provision). The Penn Medicine Board shall have overall responsibility delegated to it by the Trustees pursuant to this Article and the Penn Medicine Bylaws for promoting productive relationships among the Penn Medicine Constituents and between Penn Medicine and the University for the purpose of maintaining the highest level of clinical, educational and research excellence.

7.3 The Penn Medicine Executive Committee shall exercise all of the powers of the Penn Medicine Board, except for the powers specified in Section 5731 of the Pennsylvania Nonprofit Corporation law (or any successor act or provision). Subject to these Statutes, the Penn Medicine Bylaws, and applicable law, the Penn Medicine Executive Committee also shall have the authority to take all actions on behalf of the Trustees that would otherwise be taken by the University in its capacity as the owner of assets or shares of a Penn Medicine Constituent, member of a nonprofit Penn Medicine Constituent, operator of a Penn Medicine Constituent that is a subdivision of the University, or party to a contract with a Penn Medicine Constituent. Notwithstanding the foregoing, the authority of the Penn Medicine Executive Committee shall be subject to the reserved powers of the Trustees as set forth from time to time in the Penn Medicine Bylaws, and any authority of the Penn Medicine Executive Committee with respect to members of any Faculty shall be subject to these Statutes and the Faculty Handbook.

7.4 Members of the Penn Medicine Board and Penn Medicine Executive Committee shall be appointed as provided from time to time in the Penn Medicine Bylaws.

7.5 The Penn Medicine Board and Penn Medicine Executive Committee may appoint such officers and committees as provided from time to time in the Penn Medicine Bylaws.

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Article 8

NOTICE

8.1 Unless specifically provided otherwise, whenever notice is required to be given to any person under provisions of law, of the Charter, or of these Statutes, it shall be given in writing to such person either personally or by sending a copy thereof by first-class or express mail, postage prepaid, or courier service charged pre-paid, or by facsimile or electronic mail, to the person's address, electronic address, or facsimile number appearing on the books of the University. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by the Pennsylvania Nonprofit Corporation Law of 1988 (or any successor act or provision).

8.2 Whenever any written notice is required to be given by law, by the Charter, or by these Statutes, a waiver thereof may be made in accordance with the Pennsylvania Nonprofit Corporation Law of 1988 (or any successor act or provision).

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Article 9

UNIVERSITY GOVERNANCE

9.1 There shall be a University Council, composed of representatives of the faculty, the student body, the University administration, and the administrative staff. It shall consider the activities of the University broadly in all of its phases, with particular attention to its educational objectives and those matters that affect the common interests of all faculty and students. It shall recommend general policies and otherwise advise the President, the Provost, and other officers of the University.

9.2 The University Council shall adopt rules governing its organization and procedures.

9.3 There shall be a Faculty Senate composed of members of the Standing Faculty and the Standing Faculty-Clinician Educators holding the rank of professor, associate professor, or assistant professor. The Senate shall provide opportunity for its members to discuss and express their views upon any matter that they deem to be of general interest to the faculty, and to make recommendations and pass resolutions with respect thereto. It shall have power to make recommendations directly to the President, the Provost, and the Trustees, and to request reports from the University administration.

9.4 The Faculty Senate shall adopt rules governing its organization and procedures.

9.5 There shall be an Undergraduate Assembly and a Graduate and Professional Student Assembly. These assemblies shall provide the opportunity for their members to discuss and express their views upon any matter they deem to be of general University interest, and to make recommendations and pass resolutions with respect thereto. In addition, they shall have power to make recommendations directly to the President, the Provost, and the Trustees and request reports from the University administration.

9.6 The Undergraduate Assembly and the Graduate and Professional Student Assembly shall adopt rules governing their organizations and procedures.

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Article 10

THE FACULTIES AND THE SCHOOLS AND COLLEGES

10.1 There shall be such Faculties and such Schools as authorized by the Trustees.

10.2 The Trustees recognize the following (listed in the order of their origin):

(a) Faculty of Arts and Sciences

The School of Arts and Sciences, including the College of Arts and Sciences, as its undergraduate division; the Graduate Division of Arts and Sciences; and the College of Liberal and Professional Studies, as its lifelong learning program.

(b) Faculty of Medicine

The School of Medicine.

(c) Faculty of Law

The School of Law.

(d) Faculty of Engineering and Applied Science

The School of Engineering and Applied Science.

(e) Faculty of Design

School of Design.

(f) Faculty of Dental Medicine

The School of Dental Medicine.

(g) Faculty of the Wharton School

The Wharton School.

(h) Faculty of Veterinary Medicine

The School of Veterinary Medicine.

(i) Faculty of Education

The Graduate School of Education.

(j) Faculty of Social Policy and Practice

The School of Social Policy and Practice

(k) Faculty of Nursing

The School of Nursing.

(l) Faculty of Communications

The Annenberg School for Communication.

10.3 The Faculty of a school consists of the members of the Standing Faculty, the Standing Faculty-Clinician Educators, the Associated Faculty, and the Academic Support Staff. The voting Faculty of a school (hereinafter referred to as the Faculty) shall consist of the members of the Standing Faculty and the Standing Faculty-Clinician Educators above the rank of Associate and such other persons who have been granted the right to vote by that faculty. The Standing Faculty and the Standing Faculty-Clinician Educators comprise the core of the academic staff. The term "Standing Faculty," used alone, shall refer only to those faculty members with tenure or in tenure-probationary status.

10.4 There shall be a Dean and a Secretary of each Faculty. The Dean shall be appointed or removed by the Trustees, upon recommendation by the President and the Provost, and according to policies and procedures promulgated by the President and the Provost. The Dean shall preside at meetings of a Faculty. He or she shall sign all diplomas, certificates, and other official papers on behalf of his or her Faculty and shall serve as the official means of communication between the Faculty and the Provost. The Secretary shall be elected by the Faculty and shall serve for such a time as determined by the Faculty.

Each Faculty shall meet at stated times and also at the call of its dean or of the President, the Provost, or other designated officer. Each Faculty shall also adopt provisions governing the call of meetings by its members. Except for the standing Committee on Academic Freedom and Responsibility, which shall be elected annually, committees of each Faculty shall be appointed by the Dean, or elected, as prescribed by the procedures adopted by each Faculty.

10.5 Upon recommendation of the President, the Trustees may authorize the establishment, merging, or closing of departments, divisions, or similar entities in schools that do not have departments. The chairman of each department shall be appointed or removed by the President, upon the recommendation of the Dean with the advice of the Faculty, and with the approval of the Provost or his or her designee. A department chairman shall serve according to policies and procedures established by the President and the Provost.

10.6 Subject to general policies established by the Trustees, the responsibility for determining the quality of the student body shall rest with the Faculty of that school. Each Faculty shall articulate the criteria for selection of applicants for admission and shall establish a written admissions policy that describes these criteria. Each Faculty shall also monitor implementation of its admissions policy and amend it when necessary.

Subject to general policies established by the Trustees, and in a manner consistent with general University policies, each Faculty shall also set its regulations for instruction of students and requirements for recommendations for degrees in course and in faculty.

10.7 Subject to general policies established by the Trustees, and in a manner consistent with general University policies, each Faculty shall set its own procedures for governance and determine the qualifications for membership in the Faculty.

10.8 The Standing Faculty is composed of all faculty members with tenure or in tenure-probationary status. It includes persons in the following ranks: Professor, Associate Professor, and Assistant Professor. All appointments to these ranks modified by the qualifiers "Visiting," "Adjunct," "Clinical," "Research" and "Practice" designate appointments in the Associated Faculty. Members of the Standing Faculty holding the rank of Professor are appointed for an indefinite term with tenure. Appointment as an Associate professor may be either for an indefinite term with tenure or for a fixed term within a tenure-probationary period as specified in a Standing Resolution. Appointments to other ranks in the Standing Faculty are for a fixed term within a tenure-probationary period as described in a Standing Resolution.

10.9 The Standing Faculty-Clinician Educators includes full time faculty members in the educational programs of some health professional schools, whose primary responsibility is for delivery of health services. Clinician educators do not acquire tenure. Conditions of appointment and academic activities of clinician educators are specified in a Standing Resolution.

10.10 The Associated Faculty is composed of the Research Faculty, the clinical Faculty, the Adjunct Faculty, Practice Professors, and the Visiting Faculty. Permissible ranks in the Associated Faculty are Professor, Associate Professor, Assistant Professor, and Associate, but have appropriate modifiers to indicate appointment in the Associated Faculty. Conditions of appointment and academic activities of members of the Associated Faculty are specified in a Standing Resolution.

10.11 The Academic Support Staff is composed of persons who participate in the University's teaching, research, and clinical services, but who are not eligible for appointment to the Standing or Associated Faculty. Each appointment to the Academic Support Staff is for a term of years to be specified in a Standing Resolution, and is without tenure or tenure significance. Permissible ranks in the Academic

Support Staff include Lecturer, Instructor, Postdoctoral Fellow, Senior Investigator, Investigator, and Senior Fellow. They also include the ranks of Assistant Instructor, Teaching Fellow, Research Fellow, and Research Assistant, which are limited to persons registered in graduate or professional programs at the University of Pennsylvania.

10.12 Emeritus status is conferred on the Standing Faculty and the Standing Faculty-Clinician Educators at the time of their retirement. The rights and privileges of members of the Emeritus Faculty are designated by policy memorandum.

10.13 All appointments and promotions to the ranks of Professor, Associate Professor, Assistant Professor, or Associate, whether in the Standing Faculty, the Standing Faculty-Clinician Educators, or in comparable ranks in the Associated Faculty, are made, upon recommendation of the Faculty, the President, and the Provost, by action of the Trustees. The minutes of the Trustees are the official record of such actions. No officer of the University has authority to bind the University to appointment or promotion in the ranks of Associate or above without the positive action of the Trustees.

Power to appoint and reappoint to positions below the rank of Associate and not in tenure-probationary status may be delegated by the President and the Provost to the Deans.

10.14 The President may, upon appropriate faculty recommendation as therein defined, decide that a major sanction should be imposed upon any member of the faculty who is found to have committed a major infraction of University behavioral standards, according to policies and procedures, as set forth on June 20, 1997, and as they may be hereafter amended. Such amendments shall be made only upon consultation with the President, the Provost, and the Faculty Senate.

Suspension, termination, or threat thereof may not be used to restrain or interfere with faculty members in their exercise of academic freedom or other rights.

10.15 Subject to any vested rights, contractual restrictions, or controlling Federal or State laws, the Trustees shall have the power to fix and determine from time to time the age and provisions on which officers, faculty members, and other employees of the University shall retire, and to amend modify or repeal any such action taken by the University.

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Article 11

ACADEMIC FREEDOM AND RESPONSIBILITY

11.1 The University recognizes the importance of a system of tenure for faculty members as the preeminent means of fostering and protecting academic freedom in teaching and in scholarly inquiry.

11.2 There shall be a Senate Committee on Academic Freedom and Responsibility of at least seven members selected in accordance with the Rules of the Senate. This Committee shall advise and consult with each Faculty's Committee on Academic Freedom and Responsibility, and with administrative officers, on the establishment of appropriate procedures to be followed in the event of a claim of violation of academic freedom or responsibility. The Committee shall have power to make investigations, reports, and recommendations on any matter relating to academic freedom and responsibility within the University. The Committee will be governed in its responsibilities and procedures by rules established by the Faculty Senate.

11.3 Each Faculty shall have a standing Committee on Academic Freedom and Responsibility which shall be elected annually. Each Faculty's Committee on Academic Freedom and Responsibility shall, to the extent provided in the relevant procedures, including the Procedures Governing Sanctions Taken Against Members of the Faculty adopted on June 20, 1997, and as they may be hereafter amended, represent the Faculty in proceedings that involve temporary exclusion of or imposition of a major sanction on a Faculty member, suspension or termination of the appointment of a Faculty member, some matters arising from financial exigency proceedings, or other questions concerning an individual faculty member's claim of violation of his or her academic freedom. The Committee shall have power to make investigations, reports, and recommendations on any matter relating to academic freedom and responsibility within the school that may affect one or more faculty members.

11.4 It is the policy of the University of Pennsylvania to maintain and encourage freedom of inquiry, discourse, teaching, research, and publication and to protect any member of the academic staff against influences, from within or without the University, that would restrict him or her in the exercise of these freedoms in his or her area of scholarly interest.

(a) The teacher is entitled to freedom in research and in the publication of results, subject to the adequate performance of his or her other academic duties, and to the institutional policies and procedures as set forth in the research policies of the University. Research for pecuniary return should be based upon an understanding with the authorities of the institution.

(b) The teacher is entitled to freedom in the classroom in discussing his or her subject.

(c) The teacher is a member of a learned profession and of an educational institution. When speaking or writing as an individual, the teacher should be free from institutional censorship or discipline, but should note that a special position in the community imposes special obligations. As a person of learning and a member of an educational institution, the teacher should remember that the public may judge the profession and the institution by his or her utterances. Hence the teacher should at all times show respect for the opinions of others, and should make every effort to indicate when he or she is not speaking for the institution.

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Article 12

DEGREES, COMMENCEMENTS AND CONVOCATIONS

12.1 There shall be three kinds of degrees, which shall be granted under the direction of the Trustees, namely:

(a) *Degrees in Course*: which may be granted to all those persons who have completed satisfactorily the requirements for degrees in the several schools and have been duly recommended by their faculties for their respective degrees;

(b) *Degrees in Faculty*: which may be granted upon recommendation of the appropriate faculty, by way of restoring an individual to his or her class;

(c) *Honorary Degrees*: which may be granted to persons deemed by the Trustees worthy of such distinction.

12.2 A public Commencement shall be held annually for the conferring of degrees in course and other approved degrees. Special convocations may be held during the year for the conferring of degrees upon the recommendation of the President and with the approval of the Trustees.

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Article 13

INDEMNIFICATION

13.1 The Corporation, in the manner and to the extent specified in a Standing Resolution of the Trustees, may indemnify (including advancement of expenses) any person against liabilities arising from status relating to the University as may be specified in the Standing Resolution, whether or not such indemnification would be authorized by 15 Pa.C.S. Ch.77C.

13.2 The Corporation shall indemnify trustees and officers of the Corporation, members of the Penn Medicine Board and Penn Medicine Executive Committee, and members of the Investment Board to the full extent permitted by law. For the purposes of this Article, the term "officer" means those individuals specified in the first sentence of section 3.1.

13.3 The indemnification provided by or pursuant to these Statutes shall continue as to a person who has ceased to be a trustee, officer or member of the Investment Board or other indemnified person and shall inure to the benefit of the heirs, executors or administrators of such a person.

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Article 14

AMENDMENTS

14.1 Amendments to these Statutes may be made at any regular stated or special meeting of the Trustees, provided notice of the contemplated action has been given by the Secretary to every member of the Trustees ten days in advance of the meeting at which the amendment is to be voted upon. The affirmative votes of at least a majority of the Trustees (except on particular matters as set forth in the Statutes) in office at the time shall be requisite for the adoption of an amendment.

14.2 By unanimous consent, any rule or Statute may be suspended at any stated or special meeting of the Trustees at which there are present not less than a majority of the Trustees in office at the time.

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Article 15

DISSOLUTION OF THE CORPORATION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local

government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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Office of the University Secretary

August 13, 2010

To Whom It May Concern:

This is to certify that, as of this date, the attached "Statutes of the University of Pennsylvania," as last amended June 2009, are in effect, and the signatory, Leslie Laird Kruhly, is serving as the Secretary of the University of Pennsylvania.

Witness my hand and the seal of the University
this thirteenth day of August in the year two
thousand ten and in the year of the University
two hundred seventy-one.

A handwritten signature in cursive script, reading "Leslie Laird Kruhly".

Leslie Laird Kruhly
Secretary of the University

Attachment: Statutes of the University of Pennsylvania, amended June 2010

**ATTACHMENT C
LIST OF AFFILIATES**

(Attached)

RELATED ORGANIZATIONS

NAME	EIN #	STATUS
Abramson Institute	23-2929823	EXEMPT
ASC Trust at the University of Pennsylvania	81-0550464	
Clinical Care Associates of UPHS	23-2729852	EXEMPT
Clinical Health Care Associates of NJ, P.C.	23-2865181	NON EXEMPT
Delancey Corporation	23-2060159	NON EXEMPT
First Hospital Insurance Company		Wholly Owned Offshore Captive
Franklin Casualty Insurance Co.	04-3378984	NON EXEMPT
Franklin Specialty Physicians		EXEMPT
Hall Mercer Hospital (Partially Controlled by Penn)	23-6002383	EXEMPT
Learning Alliance LLC	56-2351966	NON EXEMPT
Neighborhood Preservation and Development Fund LLP		Partnership
OAP, Inc.	23-1986931	EXEMPT – Type 1 Supporting
P2B Ventures Inc.	23-3069744	EXEMPT
Penn Center for Rehab and Care	23-2466352	EXEMPT - 170(b)(1)(A)(iii)
Penn Club of New York	23-2726687	501(c)(7)
Penn Praxis, Inc.	74-2974931	EXEMPT – Type 1 Supporting
Penn Press	23-1876142	EXEMPT
Penn Tower Hotel, Inc.	23-2812573	NON EXEMPT
Pennsylvania Hospital of UPHS	31-1538725	EXEMPT - 170(b)(1)(A)(iii)
PGH Development Corp.	23-2351015	EXEMPT – Type 2 Supporting
Phoenixville Hospital of UPHS (Partially Controlled by Penn)	23-2901089	EXEMPT
Physician Hospital Organization of PAH	23-2773828	NON EXEMPT
Pine Arms Holding Company	20-0177366	Holding Co.
Presbyterian Anesthesiology Foundation	23-2561573	EXEMPT
Presbyterian Medical Center of UPHS DBA Penn Presbyterian Medical Center	23-2810852	EXEMPT - 170(b)(1)(A)(iii)
Presbyterian Medical Services Corp.	23-2307991	NON EXEMPT
Presbyterian Multi-Specialty Group	23-2723154	EXEMPT
Presbyterian Personal Care Residence	23-2294713	EXEMPT - 170(b)(1)(A)(iii)
Quaker Insurance Company		Bermuda Captive
RA Blythe Remainderco		LLC
RA Citrus Heights Remainderco	13-4018559	LLC
RA Claremont Remainderco		LLC
RA Flint Remainderco	13-4018594	LLC
RA Gibbstown Remainderco		LLC
RA03 New Oxford Remainderco		LLC
SS Huebner Foundation	23-6297325	EXEMPT
Trustees of the University of Pennsylvania	23-1352685	EXEMPT
University City Associates Inc.	23-1638855	EXEMPT – Type 1 Supporting
University Club at Penn, Inc. (FKA Faculty Club)	23-6299508	EXEMPT – Type 1 Supporting
University of Penn. USA Foundation LTD	98-0387770	Disregarded
UPENN Retiree Benefits Trust	23-2769744	EXEMPT – Type 1 Supporting
Wissahickon Hospice of UPHS	23-2152662	EXEMPT
Women & Children’s Health Services Inc. (Partially Controlled By Penn)	23-2248956	EXEMPT

Exempt = 501(c)(3)

Type 1 = a supporting organization that is under direct control of the supported organization

Type 2 = a supporting organization that is under common control with the supported organization (also known as “brother/sister” organizations)

Type 3 = a supporting organization that is not necessarily related to the supported organization(s)

Non Exempt = Corporate For Profit Entity

**ATTACHMENT D
TAX CERTIFICATION STATEMENT**

(Attached)

COMMONWEALTH OF
PENNSYLVANIA
PUBLIC UTILITY COMMISSION

TAX CERTIFICATION
STATEMENT

A completed Tax Certification Statement must accompany all applications for new licenses, renewals or transfers. Failure to provide the requested information and/or any outstanding state income, corporation, and sales (including failure to file or register) will cause your application to be rejected. If additional space is needed, please use white 8 1/2" x 11" paper. Type or print all information requested.

1. CORPORATE OR APPLICANT NAME The Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania	2. BUSINESS PHONE NO. (215) 898-7241 CONTACT PERSON(S) FOR TAX ACCOUNTS: Anne Papageorge
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3. TRADE/FICTITIOUS NAME (IF ANY)
University of Pennsylvania

4. LICENSED ADDRESS (STREET, RURAL ROUTE, P.O. BOX NO.) (POST OFFICE) STATE (ZIP)
3451 Walnut Street, Suite 737, Philadelphia, PA 19104-6205

5. TYPE OF ENTITY SOLE PROPRIETOR PARTNERSHIP CORPORATION 501(c)(3)

8. LIST OWNER(S), GENERAL PARTNERS, OR CORPORATE OFFICER(S)

NAME (PRINT) Anne Papageorge, Vice President	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ _ - _ _ - _ _ _ _ _
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ _ - _ _ - _ _ _ _ _
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ _ - _ _ - _ _ _ _ _
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ _ - _ _ - _ _ _ _ _
NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL) _ _ _ - _ _ - _ _ _ _ _

9. LIST THE FOLLOWING STATE TAX IDENTIFICATION NUMBERS. (ALL ITEMS: A, B, AND C MUST BE COMPLETED).

A. SALES TAX LICENSE (8 DIGITS) APPLICATION PENDING N/A 7 5 - 5 3 2 3 5 - 7 <input type="checkbox"/> <input type="checkbox"/>	C. CORPORATE BOX NUMBER (7 DIGITS) APPLICATION PENDING N/A _ _ _ _ - _ _ _ <input type="checkbox"/> <input checked="" type="checkbox"/>
B. EMPLOYER ID (EIN) (9 DIGITS): APPLICATION PENDING N/A 2 3 - 1 3 5 2 6 8 5 <input type="checkbox"/> <input type="checkbox"/>	

10. Do you have PA employes either resident or non-resident? YES NO

11. Do you own any assets or have an office in PA? YES NO

NAME AND PHONE NUMBER OF PERSON(S) RESPONSIBLE FOR FILING TAX RETURNS

MaryAnn Q. Piccolo PA SALES AND USE TAX PHONE (215) 898-8967	MaryAnn Q. Piccolo EMPLOYER TAXES PHONE (215) 898-8967	N/A CORPORATE TAXES PHONE
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Telephone inquiries about this form may be directed to the Pennsylvania Department of Revenue at the following numbers: (717) 772-2673, TDD# (717) 772-2252 (Hearing Impaired Only)

**ATTACHMENT E
CONFIDENTIAL LICENSE BOND**

(Provided under Protective Seal to the Commission Only)

**ATTACHMENT F
CONFIDENTIAL PROOF OF INSURANCE COVERAGE**

(Provided under Protective Seal to the Commission Only)

ATTACHMENT G
OFFICERS' NAMES AND PROFESSIONAL PROFILES

(Attached)

Anne Papageorge
Bio Sketch

Anne Papageorge is the Vice President for Facilities and Real Estate Services at the University of Pennsylvania. Anne joined the University in October 2006 and has responsibility for Planning; Design and Construction; Facilities Operations, Maintenance, and Utilities; and Real Estate Operations and Development. She oversees a department of approximately 900 staff, \$153M in operating expenses and a capital budget averaging approximately \$250M per year, the Penn Connects campus development plan, and the Environmental Sustainability Advisory Committee responsible for developing and implementing the Climate Action Plan for the university.

Anne is a licensed landscape architect and was previously the Senior Vice President and Memorial Design Director for the Lower Manhattan Development Corp., managing the planning, design and construction of the nearly \$1 billion project encompassing the World Trade Center Memorial, Memorial Museum, Visitor's Center and related facilities.

Prior to joining the LMDC in 2004, she worked in design and construction for the City of New York, where she served as first deputy commissioner of the Department of Design and Construction, managing a staff of 1,200 and overseeing 750 projects valued at \$4.4 billion.

Anne holds a bachelor's degree in landscape architecture from the State University of New York College of Environmental Science and Forestry School of Landscape Architecture, where she currently serves on the Faculty Landscape Architecture Advisory Council, and an M.B.A. from the City University of New York Baruch College. She has been appointed to the Philadelphia Zoning Code Commission, the mayor's Sustainability Advisory Board, the University City Green Board as well as the Board of the Morris Arboretum of the University of Pennsylvania.

Stephen D. Golding is Vice President Finance and Treasurer for the University of Pennsylvania. In his role, Mr. Golding is responsible for consolidated University financial reporting, tax, payroll, accounts payable, debt and liquidity management, cash and banking management, investment accounting and gift processing, student registration, aid and financial services, research services (pre- and post-award), insurance and risk management, financial systems and financial training. Mr. Golding serves on numerous boards and committees within, and affiliated with, the University of Pennsylvania. Mr. Golding was appointed as Vice President February, 2008.

Prior to his position at Penn, Mr. Golding was Executive Director, Finance, for the Johns Hopkins University School of Medicine from 1991 to 2008. Mr. Golding also served for five years as Executive Director for the HopkinsOne ERP project. In his School of Medicine capacity, Mr. Golding was responsible for oversight of the school's financial affairs, including financial reporting and analysis, annual budgets and projections, five- and ten-year strategic plans, sponsored and designated funds accounting and budgets, management of reserves, endowments, grants and contracts, student accounting, payroll, revenue and cash management, investment strategies, Facilities and Administrative (F&A) cost analysis, clinical practice finances, capital and facilities planning, faculty compensation, financial and accounting policy and procedures.

In his HopkinsOne role, Mr. Golding was responsible for the planning, design, development and implementation of an enterprise-wide business system solution covering all of the Johns Hopkins entities, including the University, Health System and affiliated organizations. The HopkinsOne functional scope included Finance, Human Resources, Payroll, Purchasing/Supply Chain, and Sponsored Projects (Pre- and Post-Award). As overall project manager, Mr. Golding directed a team of approximately two hundred fifty staff and consultants.

Mr. Golding received an MBA degree in Finance at the University of Rochester, and worked in the chemical and transportation industries before assuming his School of Medicine position at Johns Hopkins.

**ATTACHMENT H
IDENTIFICATION OF APPLICANT'S AGENT,
INCLUDING NAMES AND RESUMES OF EMPLOYEES,
DIRECTLY RESPONSIBLE FOR OPERATIONS**

(Attached)

Statement on Technical Fitness

The Trustee of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania ("Applicant") will be utilizing a third party, EnerNOC, Inc. ("EnerNOC") to manage all technical and accounting requirements for its energy procurement program.

EnerNOC is a publicly traded energy services company headquartered in Boston, Massachusetts. Its major lines of business include demand response, energy supply management, continuous monitoring based commissioning of building management systems, utility metering and information management, and carbon tracking. In May 2008, EnerNOC acquired South River Consulting ("SRC"), an energy consulting firm based on Baltimore, Maryland. Since 1998, SRC has been involved in all aspects of electric deregulation, including electric supply risk management and procurement, power generation sales, power plant development (including renewable energy projects), distributed generation, and economic dispatch. SRC is now fully integrated and doing business under the EnerNOC name.

As a member of PJM Interconnection, L.L.C. ("PJM"), EnerNOC has actively participated in several PJM working committees and involved in policy development. EnerNOC has extensive practical experience in the PJM wholesale power markets. EnerNOC has advised and assisted clients in design, implementation, and ongoing management of load serving entities ("LSEs") as well as the development of PJM subaccount structures that serve large energy users, including manufacturers, hospitals, universities, and government entities. EnerNOC currently has over 300 clients and over \$3.5 billion in annual energy spend under management. In developing and implementing these wholesale approaches, EnerNOC has developed relationships with retail and wholesale energy counterparties, PJM, local electric utilities, and other energy-related companies.

In December 2009, the Applicant engaged EnerNOC's Energy Supply Management Group in preparation for the expiration of PECO Energy Company's generation rates caps on January 1, 2011. EnerNOC's engagement includes providing assistance with the establishment and operation of Applicant's LSE, including project management, PJM membership, FERC power marketing license, Pennsylvania Electric Generation Supply license, EDI qualification with the local utility (i.e., PECO), and the establishment of counterparty agreements with wholesale counterparties. EnerNOC is also assisting Applicant with electric cost management strategy and implementation, evaluation of electric supply alternatives, ongoing electric supply management and procurement, budgets and cost estimates and LSE electric transactions including account enrollment, day ahead scheduling, fixed rate block purchase and ARR transmission auctions. Finally, EnerNOC is developing the Applicant's LSE operating procedures, which includes PJM bills and fixed rate block settlements, billing accounts enrolled in the LSE, and all other operations of the LSE.



EnerNOC, Inc
1414 Key Highway
Suite 200M
Baltimore, MD 21230

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Fax: 443 524 2887
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info@enernoc.com

Noel Chesser
Senior Account Manager
EnerNOC

Mr. Chesser has over seven (7) years experience in the energy advisory and supply management services business. He joined Baltimore based South River Consulting (SRC) a premiere energy consulting firm serving the PJM market in December 2002. As an SRC director, Mr. Chesser was a key contributor to the growth and prominence of SRC through business and structured product development. EnerNOC acquired SRC in May of 2008. Mr. Chesser's responsibilities include major account client management, new business management and portfolio/product management. Mr. Chesser was a co-developer of SRC/EnerNOC's wholesale electric and natural gas portfolio products. He is the account manager since inception for EnerNOC's three largest municipal client portfolios (BRCPC - 250 MW, ESMEC - 30 MW and Montgomery County Public Schools - 45 MW).

Mr. Chesser has made several presentations to government and industry groups on a variety of energy topics includes deregulated energy markets, purchasing and selling energy in deregulated markets, renewable energy and sustainability. He published a paper entitled "Waste to Energy Power Sale Options and Strategies in Deregulated Markets" which he presented to the North American Waste to Energy Conference (NAWTEC) in Philadelphia in May of 2008.

Prior to joining SRC, Mr. Chesser worked in the manufacturing and banking industries including Chase Manhattan Bank, and has over 25 years experience in P/L management, mergers and acquisitions, finance, treasury, strategic planning, sales and energy management. Significant career achievements include development of innovative wholesale energy portfolio risk management and procurement structures, and development of key market segments for South River, successfully positioned and helped execute a \$20 million soil recycling company recapitalization and successfully helped turnaround and sell a recycled Paperboard Mill.

Education:

Loyola College in Baltimore, BA in Accounting

Fordham University in New York, MBA in Finance

Professional Affiliations/Licenses:

Certified Public Accountant, Maryland and New York

National Association of Securities Dealers (NASD) - Registered General Securities Agent (Series 7)



EnerNOC, Inc
1414 Key Highway
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Baltimore, MD 21230

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info@enernoc.com

Noel Chesser
Senior Account Manager
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National Association of Securities Dealers (NASD) - Registered General Securities Agent (Series 7)



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Bert Wilson
Director of Portfolio Management
EnerNOC

Years with EnerNOC over 2.0 Years

With SRC: 10 Years, Co-Owner

Mr. Wilson is a Chartered Financial Analyst with over 20 years of experience in economic analysis and decision-making, project finance, securities trading, regulatory analysis, and energy market contracting and project development for electric users. He specializes in energy procurement contract development & negotiation and distributed generation and cogeneration applications for end users of energy. His capabilities also include energy market and regulatory pricing impact analyses, project development and finance, and integrated energy procurement and operations strategy development and management. Since the inception of South River Consulting in 1998, Mr. Wilson has directed the procurement of \$5.0+ billion of various forms of energy.

Prior to Director and Co-Owner of South River Consulting, Mr. Wilson served in various positions with Baltimore Gas and Electric Company and its subsidiaries. He lead the financial development efforts of Comfort Link, a newly established district chilled water company in Baltimore, Maryland, 60% owned by BG&E, developed project finance capability to support a \$1.0+ MM energy project for BG&E's Energy Service Company, raised \$50 MM financing for the start-up of Comfort Link, provided contract structure and pricing for multiple integrated energy projects and proposals offered by BGE's Energy Service Company and Comfort Link, developed BGE's/Comfort Link's first distributed generation plant for customer use. His BGE experience also includes long-term energy contract development for large industrial customers of BGE, e.g., Bethlehem Steel, and support for approval of such contract with Maryland's Public Service Commission.

Prior to BGE, Mr. Wilson's experience includes 4 years as a stock trader, securities analyst, and merger & acquisition and valuation specialist at institutional brokerage companies and a regional commercial bank where he was responsible for developing company and investment valuations based on business operating plans and cash requirements for use in merger and acquisition proposals. His experience also includes responsibility of an institutional equity trading desk and investment support for institutional purchase/sale recommendations.

Education:

Chartered Financial Analyst (CFA) - 1991

University of Baltimore in Baltimore, Maryland. B.S. Degree in Finance - 1984

Professional Affiliations/Licenses:

Association for Investment Management and Research, Member

Capitol Area Energy Association, Member

Offutt Securities Inc., Board of Directors, Financial and Operations Principal

National Association of Securities Dealers (NASD)

- Registered Financial and Operations Principal (Series 27)
- Registered General Securities Agent (Series 7)

**ATTACHMENT I
NOTICE OF FILING**

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION
NOTICE**

*Application of **The Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania** For Approval To Offer, Render, Furnish, Or Supply Electricity Or Electric Generation Services As An Electric Generation Supplier To The Public In The Commonwealth Of Pennsylvania, Docket No. **A-2010-XXXXXXX**.*

On September 1, 2010, The Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania filed an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as a supplier of electric power, primarily as a broker/marketer. The Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania proposes to sell electricity and related services within the PECO Energy Company service territory in Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of The Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to The Trustees of the University of Pennsylvania, A Pennsylvania Non-Profit Corporation d/b/a University of Pennsylvania's attorney at the address listed below. Please include the PUC's "docket number" on any correspondence, which is **A-2010-XXXXXXX**.

**The Trustees of the University of Pennsylvania, A
Pennsylvania Non-Profit Corporation d/b/a
University of Pennsylvania**

**By and through Counsel:
Vasiliki Karandrikas, Esq.
McNees Wallace & Nurick LLC
100 Pine Street, P.O. Box 1166
Harrisburg, PA 17108-1166
(717) 237-5274 (Phone)
(717) 260-1707 (Fax)**