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**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
BEFORE THE SECRETARY OF THE COMMONWEALTH**

**Commonwealth of Pennsylvania
Bureau of Corporations and Charitable
Organizations**

v.

**UPMC Pinnacle Foundation,
Respondent**

Case No.: 22-98-008364

CONSENT AGREEMENT AND ORDER

The Commonwealth of Pennsylvania, Bureau of Corporations and Charitable Organizations (“Bureau”), by and through its undersigned prosecuting attorney, Trista M. Boyd, and **UPMC Pinnacle Foundation**, (“Respondent”), stipulate as follows in settlement of the above-captioned matter:

JURISDICTION

1. This matter is before the Secretary of the Commonwealth (“Secretary”) pursuant to the Solicitation of Funds for Charitable Purposes Act, Act of December 19, 1990, P.L. 1200, No. 202, *as amended* (“Act”), 10 P.S. §§ 162.1 *et. seq.*

2. At all relevant and material times, Respondent acted as a charitable organization as defined by the Act.

STIPULATED FACTS

3. Respondent’s address on file with the Bureau is: 409 S. 2nd St., Ste 2, Harrisburg, PA 17104.

4. Respondent’s registration with the Bureau expired on May 16, 2020 and was renewed on January 30, 2023. During this period of expired registration, Respondent operated as a charitable organization in Pennsylvania.

5. During the unregistered period noted above, Respondent engaged in charitable activities in Pennsylvania, even though Respondent was not exempt from registration under 10 P.S. § 162.6(a)(8) since Respondent received contributions in excess of \$25,000.00 per annum.

6. Respondent renewed its Certificate of Registration, No: 9866, effective January 30, 2023 and remains registered with the Bureau with a registration expiration date of May 15, 2025.

MITIGATION

7. Respondent avers the following in mitigation of any sanction, which the Commonwealth neither admits nor denies:

a. Respondent's mission is to support community benefit and education programs, the needs of the hospitals, and provide resources that improve access and the quality of care the patients served by UPMC in Central PA. Through its charitable mission, Respondent provides financial support to organizations such as the UPMC Child Advocacy Center of Central PA, the UPMC Shadyside School of Nursing at Harrisburg, the UPMC in Central PA Street Medicine program and UPMC Veteran's Services, among many others.

b. During the period of expiration of Respondent's registration, Respondent had filed a renewal form with the Bureau. However, due to Respondent's administrative issues, including a requirement for Respondent to change its listed address from a P.O. Box to a physical address, Respondent's renewal form was not processed. There was communication between the Bureau and Respondent regarding the noted issues.

c. Respondent received notification from the Bureau on May 25, 2022 that Respondent's filed registration renewal form for June 30, 2021 was not

approved, and that Respondent must pay late fees prior to renewal. After further communications with the Bureau, Respondent paid the \$225 late fee, and its registration was renewed effective January 30, 2023.

d. Before, during and after the period of expiration of Respondent's registration, Respondent was transparent by annually including the following on its publicly available website:

(1) Donor Reports and Annual Reports which included its total money raised, the total number of donors, a list of donors and the number of new donors.

(2) The names of the members of Respondent's Board of Directors and staff members, including bios and contact information for the staff members.

(3) Information about the services and programs it provided, significant items purchased and those people, organizations and communities that received support from Respondent.

(4) This publicly available information is, in large part, information required to be provided on the Bureau's renewal forms.

e. Respondent has instituted a new internal review process to ensure future compliance with registration renewal requirements.

f. Respondent accepts responsibility for its administrative oversights resulting in its failure to ensure completion of the registration renewal process.

AGREED VIOLATIONS

8. Respondent admits and agrees that by soliciting contributions while its registration was expired, Respondent violated the Act as follows:

- a. Violating Section 15(a)(1) of the Act, 10 P.S. § 162.15(a)(1), by and through 10 P.S. § 162.5(a), by soliciting contributions while its registration with the Bureau was expired.

PROPOSED ORDER

9. The parties, intending to be legally bound, consent to issuance of the following Order in settlement of this matter:

- a. Respondent has violated Section 15(a)(1) of the Act, 10 P.S. § 162.15(a)(1), by and through 10 P.S. § 162.5(a), by soliciting contributions while its registration with the Bureau was expired.

ADMINISTRATIVE PENALTIES

- b. An **ADMINISTRATIVE FINE of Three Thousand, Eight Hundred Dollars (\$3,800.00)** is levied upon Respondent. Respondent shall tender the full sum of **Three Thousand, Eight Hundred Dollars (\$3,800.00)**, with this executed Consent Agreement. Payment shall be by certified check, cashier's check, attorney's check, or U.S. Postal money order. The instrument of payment shall be made payable to the "Commonwealth of Pennsylvania," and shall be valid for a period of at least one hundred eighty (180) days. Respondent agrees that payment will be made by one of the methods indicated in herein and that payment by uncertified personal check, corporate check or cash will not be accepted.

CASE SETTLED AND DISCONTINUED

10. This case shall be deemed settled and discontinued upon the Secretary issuing an Order adopting this Consent Agreement and the Respondent's successful completion of the requirements of this Order. However, nothing in this Consent Agreement and Order shall preclude the Prosecuting Attorney for the Bureau from filing charges or the Secretary from imposing disciplinary or corrective measures for violations or facts not contained in this Consent Agreement and Order.

ACKNOWLEDGEMENT OF NOTICE AND WAIVER OF HEARING

11. Respondent waives the filing of an Order to Show Cause in this matter. Respondent knowingly and voluntarily waives the right to an administrative hearing in this matter, and to the following rights related to the hearing: to be represented by counsel at the hearing; to present witnesses and testimony in defense or in mitigation of any sanction that may be imposed for a violation; to cross-examine witnesses and to challenge evidence presented by the Bureau; to present legal arguments by means of a brief; and to take an appeal from any final adverse decision.

AGREEMENT NOT BINDING ON OTHER PARTIES

12. This Consent Agreement is between the Bureau and Respondent only. It does not bind any other administrative or governmental entity of the Commonwealth of Pennsylvania, including any other bureau within the Department of State. Except as otherwise noted, this Agreement is to have no legal effect if (a) the Office of General Counsel expresses an objection to the Agreement's form or legality and/or (b) unless and until the Secretary issues an Order approving and adopting this Consent Agreement.

EFFECT OF SECRETARY'S REJECTION

13. Should the Secretary not approve this Consent Agreement, presentation to and consideration of this Consent Agreement and other documents and matters by the Secretary shall not prejudice the Secretary from further participation in the adjudication of this matter. This paragraph is binding on the participants even if the Secretary does not approve this Consent Agreement.

ENTIRE AGREEMENT

14. This Agreement contains the whole agreement between the parties; provided, however, that the captions printed in the various provisions of this agreement are for ease of reading only and are not to be interpreted as forming any part of this agreement. There are no other terms, obligations, covenants, representations, statements or conditions, or otherwise, of any kind whatsoever, concerning this Agreement.

AGREEMENT DOES NOT PREVENT REFERRAL TO OTHER AGENCIES


15. The parties acknowledge that other federal, state, and/or local agencies may have jurisdiction over the activities of, or representations made by, Respondent and its officers, directors, agents, employees, or independent contractors. Nothing in this Consent Agreement or the Order based upon this Consent Agreement shall preclude representatives of the Bureau from referring any information or data produced as a result of this matter to any federal, state, or local agency or governmental unit having jurisdiction over the activities of Respondent or any officer, director, agent, employee or independent contractor of the Respondent.

VERIFICATION OF FACTS AND STATEMENTS

16. Respondent verifies that the facts and statements set forth in this Agreement are true and correct to the best of Respondent's knowledge, information, and belief. Respondent

understands that statements in this Agreement are made subject to the criminal penalties of 18

Pa.C.S. § 4904 relating to unsworn falsification to authorities.



Trista M. Boyd
Prosecuting Attorney
Department of State
Commonwealth of Pennsylvania



UPMC Pinnacle Foundation
Respondent

By: Kerry E. Maloney
Print

Title: Assoc. Counsel
Print

DATE: 08/27/2024

DATE: 8/21/2024



IN THE MATTER OF

UPMC Pinnacle Foundation

Case No.: 22-98-008364

ORDER

AND NOW, this 9 day of SEPTEMBER 2024, the foregoing Consent Agreement is hereby approved, and the terms set forth therein are hereby adopted and incorporated herein as the Order of the Secretary of the Commonwealth, now issued in resolution of this matter.

THIS ORDER shall take effect immediately.

BY ORDER:



Al Schmidt
Secretary of the Commonwealth

For the Commonwealth:

Trista M. Boyd, Esquire
P. O. Box 69521
Harrisburg, PA 17106-9521

Respondent:

UPMC Pinnacle Foundation
409 S. 2nd St., Ste 2
Harrisburg, PA 17104

For the Respondent:

Kerry E. Maloney, Esquire
UPMC
Attn: Legal Services
409 S. 2nd St.
Harrisburg, PA 17104