

EMERGENCY MEDICAL SERVICES CORPORATION

AMENDED CORPORATE GOVERNANCE GUIDELINES

Adopted December 14, 2005

The Board is elected by the stockholders of the Company to oversee Company management and operations. The Board sets policy for the Company, assists with strategic planning, selects the Chief Executive Officer and monitors the performance of the Chief Executive Officer, and provides management with appropriate advice and feedback concerning the business and operations of the Company.

The Board has adopted these Corporate Governance Guidelines to assist the Board in the exercise of its responsibilities. These guidelines are in addition to, and are not intended to change or interpret, any federal or state law or regulation, including the Delaware General Corporation Law, or the certificate of incorporation or by-laws of the Corporation. These guidelines may be modified from time to time by the Board as it deems appropriate.

Director Qualifications and Selection of Board Members

The Corporate Governance and Nominating Committee is responsible for reviewing with the Board annually the requisite skills and characteristics of the new Board members as well as the Board as a whole. This assessment will take into consideration any requirements of independence, as well as consideration of the skills and experience of candidates and the needs of the Board. The Corporate Governance and Nominating Committee will recommend nominees for Board membership in accordance with the policies and principles set forth in its charter and the criteria approved by the Board.

Director candidates should demonstrate strong values and discipline, high ethical standards, a commitment to full participation on the Board and its committees, and relevant career experience, along with other skills and characteristics that meet the current needs of the Board. The Corporate Governance and Nominating Committee will consider whether candidates meet applicable independence standards where appropriate and evaluate any potential conflicts of interest with respect to each candidate.

Director Independence

So long as the Company qualifies as a “controlled company” under the New York Stock Exchange rules, the Board will not require that a majority of its directors meet the criteria for independence under the New York Stock Exchange rules.

The Audit Committee will initially be comprised of a majority of directors who also meet the independence rules applicable to audit committee members, and will be comprised solely of such independent directors within twelve months of the closing date of the Company's initial public offering.

The Board will review and determine the independence of each independent director annually.

Board Size

The Board presently has six members. The number of Directors shall not be less than three. In conducting its annual assessment of the composition of the Board, the Corporate Governance and Nominating Committee shall make recommendations for changes in the size of the Board as appropriate, taking into account the goal of having a Board size appropriate to provide diversity of thought and experience, as well as individual accountability.

The Board does not feel that it is appropriate to limit the number of public company boards on which a director may serve.

Term Limits

The Company's certificate of incorporation provides for a staggered Board of Directors consisting of three classes. At each annual meeting, one of the classes will be elected to a three-year term.

Employee Directors shall retire from the Board following their 65th birthday.

Board Meetings

The Board has regularly scheduled meetings throughout the year at such times and places established by the Board. Additional meetings may be called from time to time as necessary. The Board may also take action from time to time by unanimous written consent. Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

Board Materials

To the extent practicable, appropriate materials and data will be distributed to the directors before Board meetings and committee meetings so as to allow adequate time for consideration of key issues and general preparation for the meeting. Directors should review any such materials in advance of the meeting.

Agenda

The Chairman and Lead Director will establish the agenda for each Board meeting and, to the extent practicable, distribute it in advance of each meeting. Board members may request that additional items be included on the agenda, and may raise items for discussion and consideration that are not on the agenda for that meeting.

Executive Sessions

The non-management directors will meet in executive session without management present at each regularly scheduled Board Meeting. The Lead Director shall preside at such meetings unless the Lead Director is not a non-management Director, in which case the Director who presides at these meetings will be chosen by the non-management Directors. The name of the person presiding at any such meeting will be disclosed in the annual proxy statement.

Board Committees

The Board will have an Audit Committee, a Compensation Committee, a Corporate Governance and Nominating Committee and a Compliance Committee. Committee members will be appointed by the Board upon recommendation of the Corporate Governance and Nominating Committee.

Each committee will have its own charter. The Charters will set forth the purposes and responsibilities of the committees, qualifications for committee membership, procedures for appointing committee members, procedures for annual evaluation of the committee performance, and such other matters as the Board deems appropriate.

The Chairman of the Board will consult with the chairman of each committee and develop the committee's agenda and meeting schedule.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

Director Access to Officers and Employees

The Company shall provide the Board will full and free access to all officers and employees of the Company, and, as necessary and appropriate, independent advisors. The Board will request the regular attendance at each Board Meeting of the senior officers of the Company as it deems appropriate.

Director Compensation

Director compensation will be determined by the Board upon recommendation by the Corporate Governance and Nominating Committee. The Company will strive to provide

Directors with compensation that is appropriate, competitive and consistent with the desired independence of the Directors.

Director Orientation and Continuing Education

The Company will have an education and orientation program for new Directors addressing the Company's corporate structure, operations, key legal and financial issues, and the Company's industry in general. Directors will be provided with information regarding corporate governance issues, the compliance program and the structure and procedures of the Board and the committees on which the Directors will serve.

CEO Evaluation and Management Succession

The Compensation Committee will conduct an annual review of the CEO's performance, in accordance with the provisions of its charter. The Board will be provided with a copy of such review.

The Board will consider from time-to-time the strength in management to achieve the Company's goals.

Annual Performance Evaluation

The Board will conduct an annual self-evaluation and evaluate each committee to determine whether it is functioning effectively. The Corporate Governance and Nominating Committee will oversee the evaluation and report findings to the Board.