

**Before the Board of Supervisors in and for the
County of Monterey, State of California**

Approve and authorize the Director of Health to)
provide consent to the change in ownership of)
American Medical Response – West's (AMR))
parent company.....)

Upon motion of Supervisor Potter, seconded by Supervisor Salinas, and carried by those members present, the Board hereby;

Approved and authorized the Director of Health to provide consent to the change in ownership of American Medical Response – West's (AMR) parent company.

PASSED AND ADOPTED on this 17th day of May, 2011, by the following vote, to wit:

AYES: Supervisors Armenta, Calcagno, Salinas, Parker, and Potter
NOES: None
ABSENT: None

I, Gail T. Borkowski, Clerk of the Board of Supervisors of the County of Monterey, State of California, hereby certify that the foregoing is a true copy of an original order of said Board of Supervisors duly made and entered in the minutes thereof of Minute Book 75 for the meeting on May 17, 2011.

Dated: May 17, 2011

Gail T. Borkowski, Clerk of the Board of Supervisors
County of Monterey, State of California

By Clint A. Mel
Deputy

MONTEREY COUNTY BOARD OF SUPERVISORS

MEETING:	May 17, 2011 - Consent	AGENDA NO.:	22
SUBJECT:	Approve and authorize the Director of Health to provide consent to the change in ownership of American Medical Response – West's (AMR) parent company.		
DEPARTMENT:	Health – Emergency Medical Services		

RECOMMENDATION:

It is recommended that the Board of Supervisors:

Approve and authorize the Director of Health to provide written consent to the change in ownership of American Medical Response – West's (AMR) parent company.

SUMMARY/DISCUSSION:

AMR, in accordance with Section 14.1 (Attachment A) of their contract with Monterey County, is required to obtain the consent of the County prior to assignment of any portion of the Agreement for services between the County and AMR. A change in the controlling interest of AMR's direct ownership (or parent company) is considered a form of assignment under the Agreement.

Pursuant to this requirement, AMR provided documentation on March 7, 2010 regarding the planned acquisition of Emergency Medical Services Corporation (EMSC), the ultimate parent company of AMR, by Clayton, Dubilier, and Rice, LLC (Attachment B). AMR has provided information about the new parent company to Monterey County (Attachment C). The change in ownership of AMR's parent company is not expected to impact AMR's operations in Monterey County. Accordingly, the EMS Agency is requesting that the Board authorize the Director of Health to provide consent to the change in ownership of AMR's parent company.

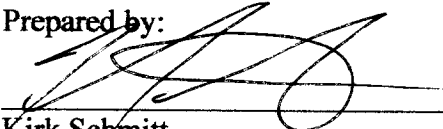
OTHER AGENCY INVOLVEMENT:

County Counsel has reviewed the attached notice from AMR and found that it meets AMR's obligation under Section 14.1 of the Agreement for services with Monterey County. Attachments listed below are on file with the Clerk to the Board.

FINANCING:

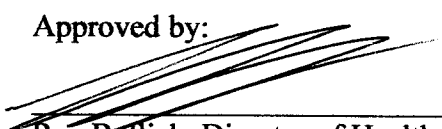
This action will have no impact to the General Fund Contribution to EMS with this action.

Prepared by:



Kirk Schmitt
EMS Agency Director

Approved by:



Ray Bullick, Director of Health

Date: 4/28/2011

Date: 5/4/11

Attachment A: Section 14.1 Agreement for ALS Ambulance Service on file with Clerk to the Board

Attachment B: Notice of proposed sale of EMSC to Clayton, Dubilier, & Rice, LLC on file with Clerk to the Board

Attachment C: AMR letter describing the new parent company and the impact of the sale on Monterey County on file with Clerk to the Board

cc: County Counsel

14.0 GENERAL PROVISIONS

14.1 Assignment:

CONTRACTOR shall not assign any portion of the AGREEMENT for services to be rendered without first obtaining written consent from the County. Any assignment made contrary to the provisions of this section may cause County to terminate the AGREEMENT and shall not convey any rights to the assignee. Any change in the controlling interest of CONTRACTOR'S direct ownership shall, for the purposes of the AGREEMENT, be considered a form of assignment. The County shall not unreasonably withhold its approval of the requested change in ownership. County may require credentials and financial information from the assignee and may base its approval or disapproval on the information provided by the CONTRACTOR.



By Certified Mail and
leventone@co.monterey.ca.us

March 7, 2011

91 7108 2133 3938 6731 5343

Chris Leventon - EMS Director
County of Monterey
1270 Natividad
Salinas, CA 93906

Re: Agreement to Provide Advanced Life Support Ambulance Service for the County of Monterey dated January 1, 2010 ("*Contract*") between County of Monterey and American Medical Response West ("*AMR*")

Dear Mr. Leventon:

This letter is written to you as our valued customer and partner in providing healthcare services under our Contract.

We are pleased to inform you that our ultimate parent company, Emergency Medical Services Corporation (the "*Parent Company*"), has recently signed a definitive Agreement and Plan of Merger to be acquired by affiliates of Clayton, Dubilier & Rice, LLC ("*CD&R*"), one of the world's leading private equity firms. More information about CD&R is available on its website at www.cdr-inc.com.

When the contemplated transactions are completed as anticipated, our Parent Company will become a wholly-owned subsidiary of an affiliate of CD&R, and will thereby cease to be a publicly traded company.

We are very excited about our Parent Company's proposed merger, but would also like to emphasize that this transaction will not change the name and tax identification number of AMR, and is not expected to change the day-to-day management or local operations of AMR. In addition, any security arrangements that may be in place for the Contract – such as performance bonds and insurance commitments – will remain intact and unchanged by the transaction. We look forward to continuing our relationship and honoring our commitments under the Contract, and we will have a seasoned financial investor at our side in CD&R.

As always, please do not hesitate to address any general questions to our local General Manager, Doug Petrick, at 831.718.9561. Additionally, for any additional questions about the transactions with CD&R, feel free to contact our in-house attorney, Walt Landen, at 303.495.1283.

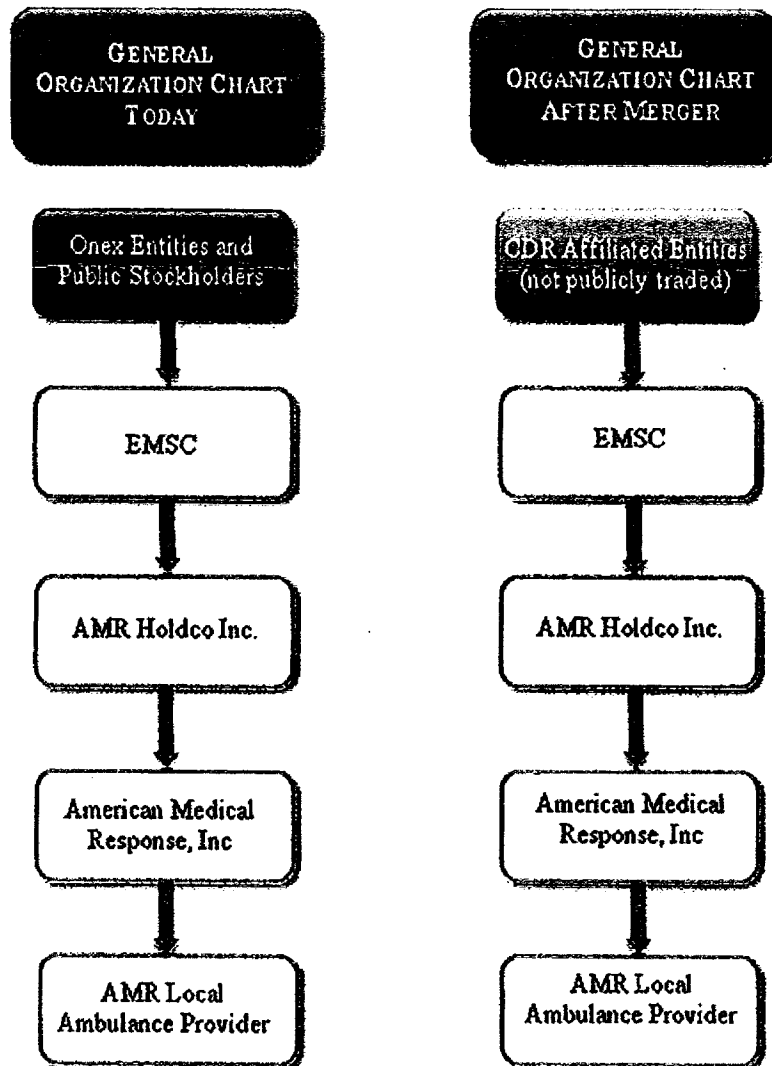
Very truly yours,

AMERICAN MEDICAL RESPONSE

Mark Bruning
President

cc: Thomas Wagner, Region CEO
Encl: OrganizationChart

Attachment B





"Our mission is to make a difference by caring for people in need"

April 8, 2011

Kirk Schmitt
EMS Director
Public Health Department, EMS Agency
1270 Natividad Rd.
Salinas, Ca. 93906-3198

Dear Mr. Schmitt,

This responds to your email of March 29, 2011 requesting more information about the transaction with AMR's parent company, Emergency Medical Services Corporation. Specifically, you asked about the credentials of the new owner, Clayton Dubilier & Rice, LLC, and the impact of this change on the AMR operations in Monterey County. In response, we provide the following:

1. Clayton, Dubilier & Rice, LLC ("CD&R")

CD&R was founded in 1978, and is a private equity firm with an investment strategy predicated on building stronger, more profitable businesses. CD&R's professionals include a combination of skilled investment decision-makers and seasoned corporate leaders from global businesses such as ABB, Allstate, BBA Group, Emerson Electric, General Electric, Procter & Gamble and Unilever, among others. Since inception, CD&R has managed the investment of approximately \$15 billion in 48 U.S. and European businesses representing a broad range of industries with an aggregate transaction value of approximately \$80 billion. The Firm has offices in New York and London. For more information, please visit www.cdr-inc.com.

2. Impact on Monterey County

We do not anticipate that there will be any financial impact to AMR's operations in Monterey County from the transaction. The transaction is happening with AMR's ultimate parent company several steps up the corporate ladder. AMR will continue to run the services under the Monterey County contract, use the same name, use the same assets, and have the same tax id number. AMR's contractual commitments will remain in place without change and Monterey County will remain protected by our insurance.

Patient Focused / Customer Centered / Caregiver Inspired

Attachment C

performance bond, and takeover provision commitments. We have no intentions of asking Monterey County for any extraordinary rate increase in Monterey County related to the transaction with our ultimate parent company. In other words, any change with the ultimate parent company of AMR should be invisible to Monterey County related to AMR's services and commitments.

If you need anything else or have additional questions, please do not hesitate to call.

Very truly yours,

AMERICAN MEDICAL RESPONSE WEST



Douglas Petrick
General Manager

Cc: Thomas R. Wagner, Region CEO
AMR Legal Department