



County of Monterey

Board of Supervisors
Chambers
168 W. Alisal St., 1st Floor
Salinas, CA 93901

Board Report

File #: 11-534, Version: 1

COMPLETED BOARD ORDER 11-534 22

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

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40689-U01

COMPLETED-U02

BOARD-U02

ORDER-U02

LI21329-U03

FO96183-U03

FO96184-U03

FO99716-U03

MG99754-U03

AS99780-U03

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AI101725-U03

DO102580-U03

C1-U03

GENERAL-U03

DOCUMENTS-U03

5/25/2011-U04

BORENM-U04

16479-U05

2-U06

APPROVE-U07

AUTHORIZE-U07

THE-U07

DIRECTOR-U07

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TO-U07

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5/4/2011-U011
RESPONSE-U012
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S-U012
AMR)-U012
PARENT-U012
COMPANY.-U012

COMPLETED BOARD ORDER 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 Q. 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.

rk Schmitt

EMS Agency Director

Date: Z8 7ot

Approved by:

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Date: 5 U

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

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cc: County Counsel

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COMPLETED BOARD ORDER 14.0 GENERAL PROVISIONS

14.1 assignment:

ON I RAC I OR shall not assign any portion of the AGI M1:N I for services to be

rendered without first obtaining written Consent from the County. Any assignment made in contravention to the provisions of this section may cause COMM to terminate the

1(i)(1)(MF:N I, and shall not convey any rights to the assignee. A change in the controlling interest of ONI R ACT'OR'S direct ownership shall, for the purpose of the 1R1:I\I-N I, be considered it form of assignment. H IC 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 have: it approval or disapproval on the information provided by the CON FR.A(I OIZ.

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COMPLETED BOARD ORDER 11-534-AMERICAN MEDICAL RESPONSE

By Certified Mail and
leventonc@iico.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 (Consent) 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

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COMPLETED BOARD ORDER 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

Iluglas Petrick

General Manager

Cc: Thomas R. Wagner, Region CEO

AMR Legal Department

Patient Focused / Customer Centered / Caregiver Inspired

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