

**RESOLUTION TO APPROVE TRANSFER OF OWNERSHIP AND CONTROL
OF FRANCHISE AGREEMENT WITH MEDICWEST AMBULANCE, INC.**

WHEREAS, the City of Las Vegas (the "City") granted a Franchise Agreement (the "Franchise") to MedicWest Ambulance, Inc. ("MedicWest"), effective as of December 1, 2005, pursuant to which MedicWest is authorized to provide certain ambulance services within the City; and

WHEREAS, MedicWest is presently owned in part and controlled by its parent corporation, Starwest Ambulance of Nevada, Inc. ("Starwest"); and

WHEREAS, the Franchise and Las Vegas Municipal Code (LVMC) 6.08.280 require the approval by the City Council of any proposed transfer of ownership or control of the Franchise; and

WHEREAS, MedicWest and Starwest have entered into an agreement with Nevada Red Rock Ambulance, Inc., a Delaware corporation ("Red Rock"), by which Red Rock will purchase all of the beneficial ownership and control of MedicWest and Starwest; and

WHEREAS, Red Rock is a wholly owned subsidiary, through intermediary companies, of Emergency Medical Services Corporation, a Delaware corporation, which is also the ultimate parent company of the City's other existing ambulance service provider, Mercy, Inc., d.b.a. American Medical Response; and

WHEREAS, the purchase agreement between MedicWest, Starwest and Nevada Red Rock will constitute a transfer of ownership and control of the Franchise for purposes of LVMC 6.08.280; and

WHEREAS, MedicWest has applied for approval of the proposed transfer of ownership and control of the Franchise to Red Rock; and

WHEREAS, the City Council has determined that it is in the best interest of the City to approve MedicWest's proposed transfer of ownership and control of the Franchise.

NOW, THEREFORE, pursuant to LVMC 6.08.280 and Section 16 of the Franchise, it is hereby resolved by the City Council of the City of Las Vegas, Nevada, as follows:

1. The proposed transfer of ownership and control of MedicWest's Franchise to Red Rock is

1 hereby approved.

2 2. This Resolution shall in no way alter, waive or otherwise affect any of MedicWest's
3 obligations under the Franchise.

4 PASSED, ADOPTED, AND APPROVED this 11th day of July, 2007.

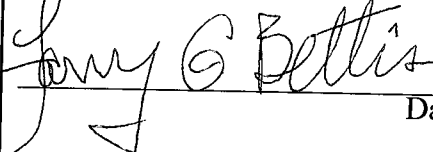
5 CITY OF LAS VEGAS

6
7 BY 
8 OSCAR B. GOODMAN, Mayor

9 ATTEST:

10 
11 BEVERLY K. BRIDGES, City Clerk

12 APPROVED AS TO FORM

13  6-25-07
14 Date