

**AGREEMENT BETWEEN THE CITY OF LAS VEGAS AND THE CITY OF ELY
REGARDING THE DISPOSITION OF A SURPLUS CITY OF LAS VEGAS
RESCUE UNIT TO THE CITY OF ELY**

This Agreement is made on this 21st day of OCTOBER, 2009, by and between the City of Las Vegas ("CLV"), a political subdivision of the State of Nevada, and the City of Ely ("Ely"), a political subdivision of the State of Nevada. CLV and Ely will hereinafter be referred to individually as a "Party" or collectively as the "Parties."

RECITALS

1. Ely contacted CLV and indicated its need for a fire rescue unit (more commonly referred to as an ambulance). Ely indicated that it did not currently have a rescue unit, and its residents would be safer if Ely's fire department were to possess and operate such a unit. Ely indicated that because of the current state of the economy, and the sharply falling consolidated tax revenues distributed to the cities and counties of the State of Nevada, Ely cannot and will not be able to purchase such a unit, and requested that CLV sell for a nominal sum one of its decommissioned, inactive units that are considered surplus by CLV.
2. CLV reviewed its rescue inventory and found that CLV has a total of 33 rescue units, 20 of which are front-line responders used in active duty, 11 of which are back-up responders or dedicated special use reserves, and 2 of which are decommissioned, surplus, stripped of all markings, with all usable equipment and spare parts removed, waiting for auction or other means of disposal.
3. After review of the surplus decommissioned rescue inventory, CLV's Fire Chief is willing to sell to Ely the oldest decommissioned Las Vegas Fire and Rescue unit in CLV's inventory, LVFR Unit #1474, Vehicle Identification Number 1FV3GFBC2YHA66864 ("Unit 1474").
4. Unit 1474 was purchased by CLV in 1999 for \$158,549.00, and was in active and back-up service for 6 years, until it was decommissioned in 2005 with 96,160 miles. Once decommissioned, CLV removed all markings on Unit 1474 and it currently awaits disposal.
5. In 2004, the United States Department of Homeland Security issued a warning to municipal fire departments that decommissioned rescue units should not be auctioned to the public for fear that a terrorist organization could purchase the decommissioned rescue unit, repaint it in the colors of the municipality and cause grievous harm to residents of the municipality. Based upon this warning, the Las Vegas Fire Chief decided that surplus City of Las Vegas rescue units would never again be sold at auction to the public.

As such, the only practical alternatives for disposing of surplus rescue units are to sell the units to other governmental agencies in need of such units or destroy the units completely.

6. After 6 years of service, 96,160 miles of use, and 4 years of idle storage, CLV believes Unit 1474's depreciated book value is \$1. Attached hereto at Exhibit 1 is an analysis of Unit 1474's depreciated book value. Upon reviewing prior auction sales of similar rescue units from the prior 10 years, CLV's Finance Department believes CLV could realize between \$2,000.00 and \$3,000.00 at auction for Unit 1474, if the alternative to sell Unit 1474 at auction was available to CLV.

7. As no option to auction Unit 1474 exists, CLV believes it to be a better public use for Unit 1474 if it is sold to Ely for the nominal sum of \$10.00, than to be destroyed at an auto wrecking yard.

8. Nevada Revised Statutes 334.030 permits "any governmental entity to take full advantage of the available surplus properties of any other governmental entity" by permitting the entities to enter into a contract for sale of the surplus personal property between them, and further, that "any provisions of any law, charter, ordinance, resolution, bylaws, rule or regulation which are inconsistent with the provisions" of NRS 334.030 are suspended to the extent such provisions are inconsistent with the ability of one governmental entity to sell surplus property to another governmental entity.

9. As NRS 334.030 suspends "any provisions of any law . . . inconsistent with the provisions" of NRS 334.030, CLV believes that NRS 334.030 would suspend the common law public purpose doctrine as applied to this transaction, as one could argue that the common law public purpose doctrine might not permit CLV to sell Unit 1474 at a nominal value of ten dollars to Ely, but instead necessitate a sale price of the projected auction value at \$2,000-\$3,000 dollars. Since public auction of Unit 1474 is not a possibility, and the only other alternative would be destruction of Unit 1474 at an auto wrecking yard, the only reasonable, appropriate alternative is to permit the Ely to "take advantage" of "the surplus property" of CLV, at the nominal price indicated herein.

10. Based upon the relevant Nevada law and the desires of the Parties, CLV and Ely agree as indicated herein:

AGREEMENT

A. Acknowledgment that Unit 1474 is Surplus Property of CLV. CLV acknowledges that Unit 1474 is surplus personal property of CLV. Attached hereto at Exhibit 3 is City documentation indicating that Unit 1474 is surplus property of CLV.

B. Sale of Unit 1474; Purchase Price. CLV agrees to sell Unit 1474 to Ely for the purchase price of Ten Dollars (\$10.00).

C. Delivery of Unit 1474 to Ely. Subsequent to the payment of the purchase price and signature of the Bill of Sale by an authorized official of Ely, CLV will make Unit 1474 available to Ely at the following location: LVFR Administrative Offices, 500 North

Casino Center Boulevard, Las Vegas, Nevada 89101. The Bill of Sale is attached hereto at Exhibit 2.

Ely acknowledges and understands that upon its execution of this Agreement, its execution of the Bill of Sale, and CLV's presentation of the keys to Unit 1474 to an authorized official of Ely, Unit 1474 is the sole property of Ely and the sole responsibility of Ely.

Ely acknowledges and agrees that it must take possession of Unit 1474 at the location indicated above, and transfer Unit 1474 in a lawful manner to Ely, Nevada. If the Nevada State Department of Motor Vehicles requires some means of transfer or registration, it is the responsibility of Ely to complete any and all necessary legal requirements prior to the delivery of Unit 1474 by CLV. CLV will take all necessary steps to assist in the transfer of title or other legal requirements as requested by Ely.

D. **AS-IS Condition.** Ely understands and acknowledges that Unit 1474 is a surplus fire rescue unit, and has been decommissioned for service in CLV. **ELY AGREES THAT THE SALE AND DELIVERY OF UNIT 1474 IS IN AN AS-IS CONDITION, AND CLV MAKES NO WARRANTIES OF ANY KIND, EXPRESS OR IMPLIED, AND EXPRESSLY DISCLAIMS ALL OTHER WARRANTIES.**

E. **Indemnification.** Ely will hold harmless, defend and indemnify CLV, its officers and employees against any actions, claims or lawsuits of any kind resulting from the operation of Unit 1474 by Ely. This indemnification shall survive any termination or natural expiration of this Agreement.

F. **Venue.** Jurisdiction for judicial review under this Agreement shall rest exclusively with the Eighth Judicial District Court, County of Clark, State of Nevada.

G. **Attorneys' fees.** Each party shall bear its own attorneys' fees and court costs in connection with any legal proceeding hereunder.

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H. Authority to Act. The Parties acknowledge that this Agreement has been presented to the governing body of each of the Parties for consideration and duly approved at a properly noticed meeting of each governing body.

IN WITNESS WHEREOF, the Parties have set their hands the day and year first above written.

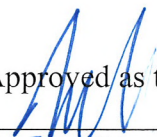
CITY OF LAS VEGAS

By: 
Oscar B. Goodman, Mayor

ATTEST:


Beverly K. Bridges, City Clerk

Approved as to form:

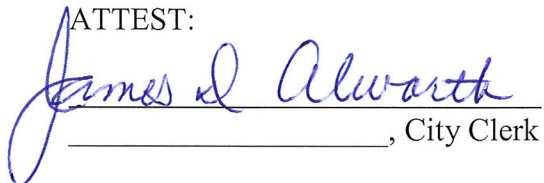

Deputy City Attorney

“City”

CITY OF ELY

By: , Mayor

ATTEST:

, City Clerk

Approved as to form:

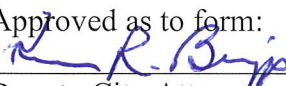

Deputy City Attorney

EXHIBIT 1

	Unit	Purchase Price	Auction Proceeds	Yrs Old	Diff in price vs proceed	Average loss/yr	% of Price	year purchased	year sold	 yrs
	1450	67,700	7,030	9	60,670	6,741	10.0%	1996	2005	9
	1451	67,700	3,420	11	64,280	5,844	8.6%	1996	2007	11
	1474	158,849	16,000	9	142,849	15,872	10.0%	2000	2009	9
***	1474	158,849	10	10	158,839	15,884	10.0%	1999	2009	10

EXHIBIT 2

BILL OF SALE

The City of Las Vegas hereby certifies that it is the lawful owner of the following vehicle:

Year: 1999

Make: Freightliner FL-50

VIN#: 1FV3GFBC2YHA66864

The City of Las Vegas hereby acknowledges the receipt of \$_____ from the City of Ely as full payment for the purchase of the vehicle. The mileage of the vehicle at the time of sale is 96,160.

In accordance with that certain AGREEMENT BETWEEN THE CITY OF LAS VEGAS AND THE CITY OF ELY REGARDING THE DISPOSITION OF A SURPLUS CITY OF LAS VEGAS RESCUE UNIT TO THE CITY OF ELY ("Agreement"), the City of Las Vegas grants, sells and transfers full ownership of this vehicle to the City of Ely.

In accordance with the Agreement, the City of Ely accepts full liability for the vehicle, damages, and any third party liability incurred from the vehicle use from the date and time of sale.

If there is a conflict between the terms of this Bill of Sale and the Agreement, the terms of the Agreement control.

Greg Gammon, Fire Chief, LVFR

Date/Time

By:

Its:

Date/Time

EXHIBIT 3

CITY OF LAS VEGAS PROPERTY DISPOSITION FORM

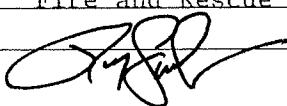
Date of Transaction October 21, 2009

CLX Number VIN	1FV3GFBC2YHA66864				
Description	1999 Freightliner				
Serial Number					
Model Number	FL60 Ambulance				

TRANSACTION

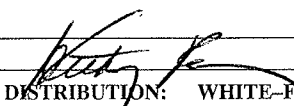
☐ New Asset ☐ Transfer ☐ Permanent ☐ Temporary ☒ Surplus
CONDITION OF PROPERTY ☐ Serviceable ☒ Repairable ☐ Salvage ☐ Auction ☐ Disposed

Sold to City
of Ely, NV

RELEASING DEPT./DIVISION Fire and Rescue LOCATION ORG. NO. 67111Dept/Div Coordinator Signature  Location (Building/Floor) _____

RECEIVING DEPT./DIVISION _____ LOCATION ORG NO. _____

Dept/Div Coordinator Signature _____ Location (Building/Floor) _____

CERTIFIED BY _____ CENTRAL STORE SUPERVISOR
CERTIFIED BY  PURCHASING AND CONTRACTS
DISTRIBUTION: WHITE-FINANCE YELLOW-WAREHOUSE PINK-RECEIVING

S/N 7051 98-2-26
68112-027-4-04

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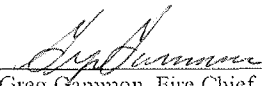
Year: 1999
Make: Freightliner FL-50
VIN#: 1FV3GFBC2YHA66864

The City of Las Vegas hereby acknowledges the receipt of \$ 10.00 from the City of Ely as full payment for the purchase of the vehicle. The mileage of the vehicle at the time of sale is 96,160.

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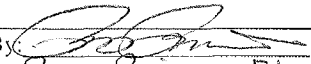
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If there is a conflict between the terms of this Bill of Sale and the Agreement, the terms of the Agreement control.



Greg Gammon, Fire Chief, LVFR

11-17-09 - 1500
Date/Time

By: 

Its: Ross River Ely Fire Chief
11/17/09 - 1500
Date/Time