

**LETTER OF INTENT
OF
LIFEGUARD AMBULANCE SERVICE OF TENNESSEE, LLC
AND
SPRING HILL, TN**

This **LETTER OF INTENT** is entered into as of December 28, 2010, by and between Lifeguard Ambulance Service of Tennessee, LLC (hereinafter referred to as "Lifeguard" or "Lifeguard Ambulance Service") and City of Spring Hill, TN. This Letter Of Intent is to provide ground medical transportation services by Lifeguard to City of Spring Hill, TN beginning January 1, 2011.

WHEREAS, Lifeguard Ambulance Service is in the business of providing air and ground medical transportation services; and

WHEREAS, City of Spring Hill, TN has a need for emergency and non-emergency ground ambulance medical transportation services for its patients in the City of Spring Hill, TN.

NOW, THEREFORE, City of Spring Hill, TN and Lifeguard desire to enter into an agreement in which Lifeguard will provide Advanced Life Support (ALS) and Basic Life Support (BLS) ground ambulance operations in a safe, diligent, prudent, and a professional manner. In consideration of the promises and mutual covenants herein contained, the parties hereby agree as follows:

I. GENERAL AGREEMENT

A. City of Spring Hill, TN agrees as follows:

1. City of Spring Hill, TN agrees to allow Lifeguard to be utilized as sole ambulance provider for all emergency and non-emergency ALS/BLS/SCT ambulance transports that originate from a residence or facility within the city limits of Spring Hill.
2. ~~City of Spring Hill, TN agrees that all employees, officers, agents, and directors will treat as confidential and proprietary and not disclose to others during the terms of this LETTER OF INTENT, except as necessary to perform this LETTER OF INTENT, any information or data regarding this LETTER OF INTENT, either parties' plans, programs, marketing information, strategies, products, costs, operations, or any other information which may be reasonably understood to be confidential or proprietary.~~

B. Lifeguard Ambulance Service agrees as follows:

1. Lifeguard agrees to provide ground ambulance transportation, twenty-four (24) hours a day, seven (7) days a week. For initial terms of agreement, Lifeguard will deploy one (1) twenty-four hour dedicated ALS unit, one (1) twelve hour dedicated ALS unit, and one (1) twelve hour posted ALS unit. Said transports shall include the provision of ambulance transportation,

All information contained in this document is proprietary and should be considered confidential.

:	:	:	:	:
.
=	=	=	=	=

Lifeguard/City of Spring Hill, TN Agreement

Advanced Life Support (ALS) services, or Basic Life Support (BLS) services, as required, in compliance with all state and local requirements.

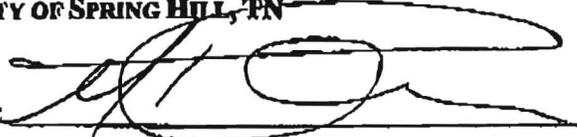
- 2. Lifeguard agrees to have appropriate state and local licenses and a certified crew to operate BLS and ALS ground ambulances for the purpose of transporting all City of Spring Hill patients. All BLS and ALS staff shall operate in accordance with applicable state laws and be qualified to provide not only whatever treatment may be required to treat the patient's condition, but also any reasonable foreseeable complication.

II. TERM

- A. This LETTER OF INTENT shall remain in effect for ten (10) days beginning December 28, 2011 and ending at midnight on January 7, 2011 unless renewed by both parties and/or a mutually agreeable contract is executed between Lifeguard Ambulance and City of Spring Hill, TN.

SIGNED, INDICATING ACCEPTANCE OF THE FOREGOING

CITY OF SPRING HILL, TN

By: 

Name Michael Dinwiddie

Title: Mayer

Date: 12/31/2010

LIFEGUARD AMBULANCE SERVICE OF TENNESSEE, LLC

By: 

Name David Smith

Title: Director of Resource Development

Date: 1/3/11

RESOLUTION 10-120

**A RESOLUTION ACCEPTING THE PROPOSAL OF LIFEGUARD
AMBULANCE SERVICE TO PROVIDE AMBULANCE SERVICE
THROUGHOUT THE CITY OF SPRING HILL**

WHEREAS, an ambulance service is needed to serve the Citizens of Spring Hill; and

WHEREAS, the City of Spring Hill accepts the proposal of Lifeguard Ambulance Service to provide City-wide emergency ambulance service, one (24 hour) dedicated truck; one (12 hour) posted truck reposition from Franklin (this unit will be located in Spring Hill during the other 12 hour coverage); and

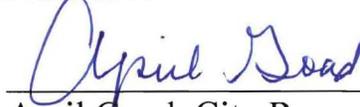
NOW THEREFORE BE IT RESOLVED, by the Board of Mayor and Aldermen of the City of Spring Hill, Tennessee, that the proposal of Lifeguard Ambulance Service to provide for emergency ambulance service throughout the City is hereby approved.

BE IT FURTHER RESOLVED that the Mayor is authorized to negotiate and sign an agreement upon approval of the City Attorney, on behalf of the City.

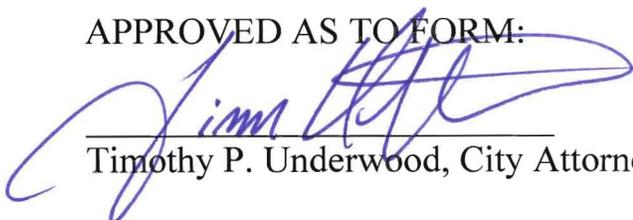
Passed and adopted by the Board of Mayor and Aldermen of the City of Spring Hill, Tennessee on this 20th day of December, 2010.


Michael Dinwiddie, Mayor

ATTEST:


April Goad, City Recorder

APPROVED AS TO FORM:


Timothy P. Underwood, City Attorney