

RESOLUTION 14-37

A RESOLUTION TO AUTHORIZE THE CONSENT OF LIFEGUARD AMBULANCE SERVICE REORGANIZATION AND THE AIR MEDICAL GROUP HOLDINGS TRANSACTION TAKING PLACE ON OR ABOUT APRIL 1, 2014

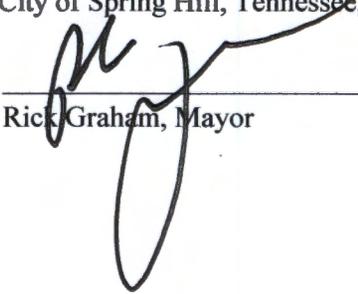
WHEREAS, the City of Spring Hill, Tennessee is under contract with Lifeguard Ambulance Service; and

WHEREAS, Lifeguard Ambulance Service is consolidating and reorganizing many of its operations; and

WHEREAS, the City of Spring Hill has been made aware of this reorganization that will take place on or about April 1, 2014, and will not change or affect the current contract.

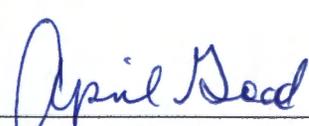
NOW, THEREFORE, BE IT RESOLVED that the City of Spring Hill hereby gives consent of Lifeguard Ambulance Service reorganization and the Air Medical Group Holdings transaction taking place on or about April 1, 2014 and authorizes the Mayor to sign the attached agreement acknowledging the reorganization.

Passed and adopted by the Board of Mayor and Aldermen of the City of Spring Hill, Tennessee, on the 17th day of March, 2014.



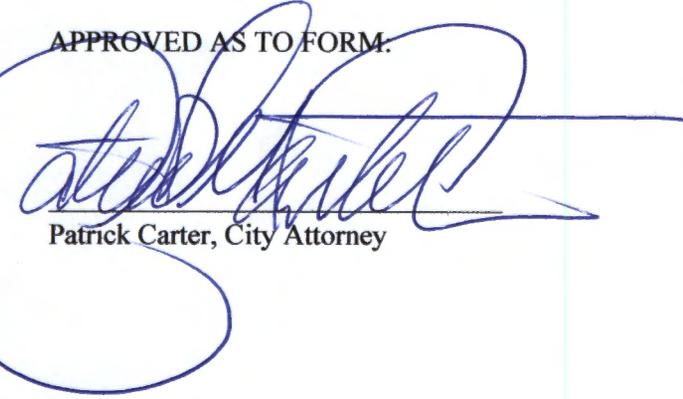
Rick Graham, Mayor

ATTEST:



April Goad, City Recorder

APPROVED AS TO FORM:



Patrick Carter, City Attorney



March 6th, 2014

City of Spring Hill, Tennessee
199 Town Center Parkway
Spring Hill, TN 37174
Attention: Victor Lay, *City Administrator*

Re: Lifeguard Ambulance Service of Tennessee, LLC ("Lifeguard") Reorganization
Medical Transportation Agreement of Lifeguard Ambulance Service of Tennessee, LLC and
Spring Hill, TN (the "Agreement")

Dear Mr. Lay:

Lifeguard considers it an honor and a privilege to serve the visitors and residents of Spring Hill. Over the past three years Lifeguard has earned the trust of the public safety division and now serves as a valuable component of the EMS system. Lifeguard appreciates and values the relationship that we have enjoyed with Spring Hill and would like to share some exciting news about our company's reorganization. The future growth of our organization is dependent on the ability to invest the capital and build the infrastructure to meet tomorrow's challenges. Lifeguard is pleased to announce that through an extensive due diligence and strategic assessment process, we have selected a financial and strategic partner that will serve to be instrumental in moving our organization to the next level. The process of selecting the right investment and strategic partner has taken over a year and we are excited to report that Lifeguard will begin the conversion to become part of the Air Medical Group Holdings, Inc TEAM. The transaction will not impact the local operational structure or its policies and procedures, and in turn will not result in the disruption of services during the reorganization. Lifeguard is confident that following the conversion, we will be even better positioned to serve the needs of the citizens and visitors of Spring Hill. Lifeguard will have the momentum to continue growing and certainly views this opportunity as an exciting announcement for not only our organization, but for the entire Spring Hill community. Please see below an overview of the transaction and consent action needed by the City of Spring Hill:

First, we are consolidating our Tennessee and Alabama operations into the newly-formed Lifeguard Ambulance Service LLC, a Delaware limited liability company (the "Company"), which will also own Lifeguard Ambulance Service of Texas LLC ("LAS-TX") and Lifeguard Ambulance Service of Florida LLC ("LAS-FL) (the "Reorganization"), specifically:

- Lifeguard Transportation Service, Inc., a Florida corporation; Lifeguard Ambulance Service of Tennessee, LLC, a Tennessee limited liability company; Lifeguard Ambulance Service of Alabama, LLC, an Alabama limited liability company; Lifeguard Ambulance Service of Georgia, LLC, a Florida limited liability company; Lifeguard Ambulance Service of Louisiana, LLC, a Louisiana limited liability company; and Lifeguard Monitoring Services, LLC, a Florida limited liability company will contribute certain assets (including transferring the Agreement and the ownership of LAS-TX and LAS-FL) and liabilities to the Company; and

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