

RESOLUTION NUMBER R- 291668

ADOPTED ON MAY 24 1999

WHEREAS, within the City, there is a public health and safety need for emergency medical services; and

WHEREAS, it has been determined to be in the best interests of the community and the citizens of the City that such emergency medical services be provided on a comprehensive basis, starting with care at the scene of an incident and continuing through stabilization and hospitalization of the patient; and

WHEREAS, on December 2, 1996, the City issued a Request for Proposals ("RFP") for emergency medical and medical transportation services (hereafter collectively referred to as "EMS/MTS services"), and thereafter issued Clarification Nos. One (1) through Ten (10) to the RFP; and

WHEREAS, one of the three proposers responding to the RFP was the Fire & Life Safety Services Department, a business center of the City of San Diego ("FLSS"), in collaboration with Rural/Metro Corporation ("Rural/Metro"); and

WHEREAS, on May 15, 1997, the City Council approved four Agreements between the City and Rural/Metro, including: 1) a separate operating agreement (the LLC Agreement) to form San Diego Medical Services Enterprise, LLC (SDMSE), as a California limited liability company, to coordinate the provision of the EMS/MTS services required; 2) an agreement

between the City and SDMSE (the EMS Agreement), wherein SDMSE agreed to provide EMS/MTS services to the City; 3) an agreement between SDMSE and the City (the City Agreement) pursuant to which the City, through Fire/Paramedics, pledges to perform on behalf of SDMSE certain defined tasks related to providing the EMS/MTS services, and 4) an agreement between SDMSE and Rural/Metro (the Rural/Metro Agreement) pursuant to which Rural/Metro pledges to perform on behalf of SDMSE certain tasks related to providing EMS/MTS services; and

WHEREAS, since the commencement of operations under the LLC Agreement, the EMS Agreement, the City Agreement and the Rural/Metro Agreement (collectively, the Transaction Agreements), the parties have agreed to changes in the Transaction Agreements to improve operations and relations between the parties. In addition, certain financial matters between the parties have been clarified through a Financial Terms Memorandum of Understanding, entered into as of April 13, 1999; and

WHEREAS, the parties agree that it is in the interests of clarity and consistency to enter into a First Amended and Restated set of Transaction Agreements, incorporating all of the changes, additions and deletions agreed to by the parties; and

WHEREAS, it is the express intention of the City Council that any documents attached as Exhibits hereto, incorporated herein by reference or on file in the Office of the City Clerk comprise, together with the text of this Resolution, the full action of the Council and are necessary for a full understanding of the Council's actions; NOW, THEREFORE,

BE IT RESOLVED, by the Council of the City of San Diego, that the City Manager be and he is hereby authorized and empowered for and on behalf of the City to execute a First

Amended and Restated Operating Agreement of San Diego Medical Services Enterprise, LLC (the Amended LLC Agreement), the form of which is on file in the office of the City Clerk as Document No. RR- 291668 -1

BE IT FURTHER RESOLVED, that the City Manager be and he is hereby authorized and empowered for and on behalf of the City to execute a First Amended and Restated Emergency Medical Services Agreement between SDMSE and the City (the Amended EMS Agreement), the form of which is on file in the office of the City Clerk as Document No. RR- 291668 -2

BE IT FURTHER RESOLVED, that the City Manager be and he is hereby authorized and empowered for and on behalf of the City to execute a First Amended and Restated Agreement between SDMSE and the City of San Diego (the Amended City Agreement), the form of which is on file in the office of the City Clerk as Document No. RR- 291668 -3

BE IT FURTHER RESOLVED, that the City Manager be and he is hereby authorized and empowered for and on behalf of the City to execute a First Amended and Restated Agreement between SDMSE and Rural/Metro of San Diego, Inc. (the Amended Rural/Metro Agreement), the form of which is on file in the office of the City Clerk as Document No. RR- 291668 -4

BE IT FURTHER RESOLVED, that the City Manager be and he is hereby authorized and empowered to undertake the necessary actions and enter into any subsidiary agreements necessary to implement the purpose and intent of this Resolution, and to make such other non-material, non-substantive changes to the Amended LLC Agreement, the Amended EMS Agreement, the Amended City Agreement and the Amended Rural/Metro Agreement, and any

other agreements entered into pursuant to this Resolution, as the City Manager shall approve as being necessary or in the best interests of the City and which, in the opinion of the City Attorney, do not: 1) increase the financial commitments or the scope of the obligations of the City, or 2) decrease revenue to the City.

APPROVED: CASEY GWINN, City Attorney

By 
Theresa C. McAteer
Deputy City Attorney

TCM:cmg
Or.Dept:Fire
Aud.Cert:
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