
THE VILLAGE OF TINLEY PARK
Cook County, Illinois
Will County, Illinois

RESOLUTION
NO. 2017-R-053

**A RESOLUTION APPROVING A COMPANY PURCHASE SERVICE WAIVER
AGREEMENT WITH AMERICAN MEDICAL RESPONSE (AMR) / KURTZ AMBULANCE
FOR CHANGE OF OWNERSHIP**

JACOB C. VANDENBERG, PRESIDENT
KRISTIN A. THIRION, VILLAGE CLERK

MICHAEL J. PANNITTO
BRIAN H. YOUNKER
CYNTHIA A. BERG
WILLIAM P. BRADY
MICHAEL W. GLOTZ
MICHAEL J. MANGIN
Board of Trustees

RESOLUTION NO. 2017-R-053

A RESOLUTION APPROVING A COMPANY PURCHASE SERVICE WAIVER AGREEMENT WITH AMERICAN MEDICAL RESPONSE (AMR) / KURTZ AMBULANCE FOR CHANGE OF OWNERSHIP

WHEREAS, the Village of Tinley Park, Cook and Will Counties, Illinois, is a Home Rule Unit pursuant to the Illinois Constitution of 1970; and

WHEREAS, the Corporate Authorities of the Village of Tinley Park, Cook and Will Counties, Illinois, have considered entering into a Company Purchase Service Waiver Agreement with American Medical Response (AMR) / Kurtz Ambulance, a true and correct copy of such Company Purchase Service Waiver Agreement being attached hereto and made a part hereof as **EXHIBIT 1**; and

WHEREAS, the Corporate Authorities of the Village of Tinley Park, Cook and Will Counties, Illinois, have determined that it is in the best interests of said Village of Tinley Park that said Agreement be entered into by the Village of Tinley Park;

NOW, THEREFORE, Be It Resolved by the President and Board of Trustees of the Village of Tinley Park, Cook and Will Counties, Illinois, as follows:

Section 1: The Preambles hereto are hereby made a part of, and operative provisions of, this Resolution as fully as if completely repeated at length herein.

Section 2: That this President and Board of Trustees of the Village of Tinley Park hereby find that it is in the best interests of the Village of Tinley Park and its residents that the aforesaid "Agreement" be entered into and executed by said Village of Tinley Park, with said Contract to be substantially in the form attached hereto and made a part hereof as **EXHIBIT 1**.

Section 3: That the President and Clerk of the Village of Tinley Park, Cook and Will Counties, Illinois are hereby authorized to execute for and on behalf of said Village of Tinley Park the aforesaid Company Purchase Service Waiver Agreement.

Section 4: That this Resolution shall take effect from and after its adoption and approval.

ADOPTED this 21st day of November, 2017, by the Corporate Authorities of the Village of Tinley

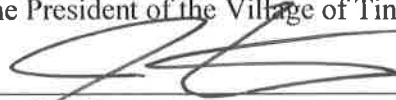
Park on a roll call vote as follows:

AYES: Younker, Pannitto, Berg, Brady, Glotz, Mangin

NAYS: None

ABSENT: None

APPROVED this 21st day of November, 2017, by the President of the Village of Tinley Park.



Village President

ATTEST:



Deputy Village Clerk

EXHIBIT 1

COMPANY PURCHASE SERVICE WAIVER AGREEMENT WITH AMERICAN MEDICAL RESPONSE (AMR) / KURTZ AMBULANCE FOR CHANGE OF OWNERSHIP

STATE OF ILLINOIS)
COUNTY OF COOK) SS
COUNTY OF WILL)

CERTIFICATE

I, KRISTIN A. THIRION, Village Clerk of the Village of Tinley Park, Counties of Cook and Will and State of Illinois, DO HEREBY CERTIFY that the foregoing is a true and correct copy of Resolution No. 2017-R-053, **“A RESOLUTION APPROVING A COMPANY PURCHASE SERVICE WAIVER AGREEMENT WITH AMERICAN MEDICAL RESPONSE (AMR) / KURTZ AMBULANCE FOR CHANGE OF OWNERSHIP,”** which was adopted by the President and Board of Trustees of the Village of Tinley Park on 21st of November, 2017.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the Village of Tinley Park this ___ day of _____ 2017.

VILLAGE CLERK



For Immediate Release

November 3, 2017

Contact: Donna Itzoe
214.712.2712
donna.itzoe@amr.net

AMR and Kurtz Ambulance Announce Strategic Agreement

(Greenwood Village, CO) — American Medical Response (AMR) announced today that it has signed a definitive agreement to purchase Kurtz Ambulance, Kurtz Paramedic Service, Guardian Critical Care Services, Kurtz Industrial Fire Service and Kurtz Municipal Dispatch. AMR is the nation's leading provider of medical transportation. By purchasing Kurtz, AMR expands its capabilities in the areas of municipal fire staffing, industrial fire for oil refineries, large manufacturing facilities and EMS communications center staffing bringing further diversity to AMR's service offerings.

The acquisition will provide an opportunity for AMR to expand into new markets and help clients achieve the goal of high-quality fire-suppression and medical transportation services along with an improved patient experience.

"This transaction will give us the financial and operational resources necessary to continue to grow and expand our services in the greater Chicago area and across the US," said Tom Vana, Kurtz CEO.

The company will continue to operate under the Kurtz Ambulance Service and Kurtz Industrial Fire Service names and brands but now as a member of the AMR family of companies. Additionally, the company will continue to be managed by the seasoned team of Tom Vana, Ed Matteson and Heidi Hermes.

Edward Van Horne, CEO and President of AMR, noted, "Kurtz Ambulance has a great history of service in the Chicago community and will be a great addition for us as we strengthen our commitment to provide safe, reliable medical transportation and new offerings to the communities we serve."

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About American Medical Response

American Medical Response, Inc., America's leading provider of medical transportation, provides services in 40 states and the District of Columbia. More than 28,000 AMR paramedics, EMTs, RNs and other professionals work together to transport more than 5 million patients nationwide each year in critical, emergency and non-emergency situations. AMR is headquartered in Greenwood Village, Colorado. For more information about AMR, visit www.amr.net and follow @AMR_Social on Twitter.

KURTZ EMS

November 5, 2017

Village Hall
16250 South Oak Park Avenue
Tinley Park, Illinois 60477
Attention: Village President, Village Clerk, Village Manager
and Village Director of Emergency Management and Communications

Peterson, Johnson & Murray
1260A American Way
Libertyville, IL 60048
Attention: Patrick Connelly

Re: Ambulance Service Agreement - Waiver and Agreement

Reference is hereby made to (a) that certain Ambulance Service Contract, dated as of July 1, 2014 (the "Ambulance Service Agreement"), by and between the Village of Tinley Park, Cook and Will Counties, Illinois, an Illinois municipal corporation (the "Village"), and Kurtz Ambulance Service, Inc., an Illinois corporation ("Kurtz Ambulance"), pursuant to which Kurtz Ambulance provides emergency transport services to the Village; and (b) that certain Equity Securities Purchase Agreement, dated as of November 1, 2017 (the "Purchase Agreement"), by and among American Medical Response, Inc. a Delaware corporation ("AMR"), and the owners of Kurtz Ambulance and its affiliated entities, including Thomas J. Vana, in his personal capacity and in his capacity as the designated representative of the sellers, pursuant to which all of the issued and outstanding equity securities of Kurtz Ambulance will be sold to AMR and Kurtz Ambulance will become a wholly owned subsidiary of AMR (the "Change in Ownership"). Pursuant to Paragraph 14 of the Ambulance Service Agreement, in the event there is a change in ownership (legal or beneficial) in Kurtz Ambulance during the term of the Ambulance Service Agreement, including any change brought about by the sale of more than twenty five percent (25%) of the stock of Kurtz Ambulance, Kurtz Ambulance must give the Village at least ninety (90) days' advance written notice prior to any such change in ownership and during such ninety (90) day period, the Village shall have the right to review the Ambulance Service Agreement and may terminate it any time during such ninety (90) day period.

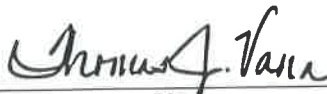
The Village hereby (a) waives the requirement that Kurtz Ambulance give the Village at least ninety (90) days' advance written notice with respect to the Change in Ownership; (b) agrees that the failure to provide ninety (90) days' advance written prior notice of the Change in Ownership does not constitute a default under the Ambulance Service Agreement, including for purposes of Paragraph 14 of the Ambulance Service Agreement; (c) agrees that the Ambulance Service Agreement shall not automatically terminate due to Kurtz Ambulance's failure to provide ninety (90) days' advance written prior notice of the Change in Ownership; (d) agrees that the letter of credit provided for in Paragraph 12 of the Ambulance Service Agreement shall not be drawn upon by the Village in connection with the Change in Ownership; (e) consents to the Change in Ownership, including for purposes of Paragraph 14 of the Ambulance Service Agreement, and agrees that it shall not terminate the Ambulance Service Agreement in connection with the Change in Ownership; and (f) agrees that, except as provided herein, the Ambulance Service Agreement remains in full force and effect.

KURTZ EMS

The terms and provisions of Article 20 and 22 of the Ambulance Service Agreement are incorporated herein by reference as if set forth herein in their entirety and will apply *mutatis mutandis* to this letter agreement (this "Agreement"). This Agreement, together with the Ambulance Service Agreement, constitutes the entire agreement among the parties pertaining to the subject matter hereof and supersedes all prior and contemporaneous agreements, understandings, negotiations and discussions, whether oral or written, of the parties.


Sincerely,

KURTZ AMBULANCE SERVICE, INC.

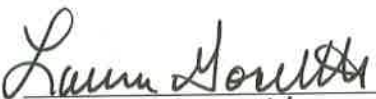
By: 
Name: Thomas J. Vana
Title: President

Acknowledged and Agreed as of the Date First Set Forth Above:

VILLAGE OF TINLEY PARK

By: 
Name: Jacob Vandenberg
Title: Village President

ATTEST

By: 
Name: Laura Godette
Title: Deputy Village Clerk