

Resolution No. 15-0435

**A RESOLUTION AUTHORIZING AND APPROVING ENTERING INTO
A LETTER OF INTENT WITH THE CITY OF CLIVE IOWA FOR THE
INVESTIGATION AND ANALYSIS OF A POTENTIAL
CONSOLIDATION OF FIRE / EMS DEPARTMENTS**

WHEREAS, the cities of Windsor Heights, Iowa, and Clive, Iowa, have discussed the potential to consolidate the two cities' Fire and EMS departments, an entity to be jointly owned, funded and managed by both cities, with a general purpose of providing fire protection, emergency medical services, and life safety inspections; and

WHEREAS, prior to a Council vote on a proposed consolidation of the Fire and EMS departments, both cities will conduct proper due diligence both collectively and independent of one another; and

WHEREAS, a Mutual Letter of Intent has been developed with the primary purpose being both cities' Council commitment of their respective staff and resources to conduct a comprehensive investigation and analysis of the potential benefits, costs and restraints of a possible consolidated Fire / EMS department.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF WINDSOR HEIGHTS, STATE OF IOWA, that the attached Letter of Intent (**Exhibit A**) is hereby approved and the Mayor is authorized to sign said document.

BE IT FURTHER RESOLVED BY THE CITY COUNCIL OF THE CITY OF WINDSOR HEIGHTS, STATE OF IOWA, that resources, including personnel time are hereby approved and authorized at the level necessary to effectuate the terms and conditions of the Letter of Intent.

Passed and Approved this 20th day of April, 2015

Diana Willits, Mayor

Attest: _____
Brett Klein, City Administrator

Mutual Letter of Intent

City of Clive, Iowa
1900 NW 114th Street
Clive, IA 50325

City of Windsor Heights
1145 66th Street, Suite 1
Windsor Heights, IA 50324

The cities of Clive, Iowa and Windsor Heights, Iowa (collectively herein “Cities”) agree to this mutual Letter of Intent (“Letter”), outlining the intent of both cities to collaborate on a comprehensive investigation and analysis to enter into a possible consolidation of the two cities’ fire & EMS departments. This document, in and of itself does not represent an enforceable legal contract but does commit the two Cities to the outlined terms of this letter.

Terms. The principal terms of the commitment are substantially as follows:

1. Overall Structure:

The mutual goal of the Cities is to analyze and potentially establish a consolidated Fire & EMS Department, an entity to be jointly owned, funded, and managed by the cities of Clive and Windsor Heights. The general purpose and structure of the entity is to provide fire protection, emergency medical services, life safety inspections, and good economic stewardship for the citizens, businesses, and visitors to both Cities.

2. Negotiations and Ownership:

The Cities are committing their city management and fire department personnel to analyze and develop a joint exercise of governmental powers document that includes: 1) an implementation process; 2) a governance structure; 3) ownership specifics; 4) how existing and future human resource matters will be considered; and 5) identification of initial start-up costs and payee responsibilities. Additionally, a final budget document will be developed that includes projected annual expenses for operations and capital outlay

The Cities will each pay its respective expenses incident to this Letter of Intent and of any contemplated transactions necessary in the development of the consolidation plan.

The Cities agree to enter into negotiations under the terms and conditions of this letter, and to determine whether this consolidation is viable for each city.

3. Confidentiality:

In the event that any confidential information should be exchanged between the Cities, resulting from negotiations under the terms and conditions of this Letter, both Cities agree to make any necessary efforts to keep all such information confidential.

4. Schedule:

The Cities shall make all reasonable efforts to complete the analysis and examination within one hundred eighty (180) days of the signing of this Letter and if the proposed consolidation is deemed viable by both parties to complete negotiations within sixty (60) days following said determination. Both cities agree to then place it on each of their city council agendas for consideration and action.

5. Public Announcement:

Neither city shall make any public announcement regarding these negotiations, nor make any public announcement regarding the formation of the consolidated fire and EMS department,

without the express written consent of both Cities' city manager/administrator and Mayors which will not be unreasonably withheld or delayed. The foregoing shall not restrict in any respect either city's ability to communicate information concerning this Letter and the contemplated transactions to its elected officials, officers, employees, and professional advisers, and, to the extent relevant, to third parties whose consent is required in connection with the transaction contemplated by this Letter.

6. Governing Law:

All matters arising from this Letter and any subsequent negotiations shall be governed by the laws of the State of Iowa.

This Letter constitutes the entire understanding and agreement between the Cities hereto with respect to its subject matter and supersedes all prior or contemporaneous agreements, representations, warranties and understandings of such Cities (whether oral or written). No promise, inducement, representation or agreement, other than as expressly set forth herein, has been made to or by the parties hereto. This Letter may be amended only by written agreement, signed by the Cities to be bound by the amendment.

7. Additional Terms:

By signing this Letter of Intent, each city is acknowledging its acceptance and that the terms and conditions are a reflection of the intentions of both Cities.

Finding the foregoing terms and conditions acceptable, each of the Cities have adopted a Resolution authorizing its Mayor to sign this Letter of Intent.

CITY OF CLIVE, IOWA

By: _____
Scott Cirksena, Mayor City of Clive

ATTEST:

By: _____
Joyce Cortum, Clive City Clerk

CITY OF WINDSOR HEIGHTS, IOWA

By: _____
Diana Willits
Mayor City of Windsor Heights

ATTEST:

By: _____
Brett Klein
City Administrator / Clerk of Windsor Heights