

CLEVELAND PUBLIC LIBRARY

Board Meeting

September 26, 2019

**RESOLUTION AUTHORIZING AMENDMENT TO AND CONSENTING TO
ASSIGNMENT OF AGREEMENT WITH CENTERS FOR FAMILIES AND
CHILDREN FOR EMPLOYEE ASSISTANCE PROGRAM**

WHEREAS, In February 2018, the Executive Director of the Cleveland Public Library entered into an agreement (“Agreement”) with The Centers for Families and Children for its Employee Assistance Program known as “ease@work” for a two year period beginning on March 1, 2018, and this Board ratified the Agreement on March 15, 2018; and

WHEREAS, The Agreement, as approved by this Board, is for a two-year term with a total base cost of \$27,400 payable in two annual installments of \$13,700 each. The annual cost is based on a rate of \$25 per employee for a total of 548 employees; and

WHEREAS, The Library desires to amend the Agreement to increase the number of employees from 548 to 600 for the second year of the term which began on March 1, 2019 and which would increase the annual cost by \$1,300, bringing the cost of the second year to \$15,000. However, the first annual installment was invoiced at \$13,625, which amends the total base cost to \$28,625; a net overall increase of \$1,225; and

WHEREAS, On or about August 12, 2019, the Library received notification from AllOne Health Resources, Inc. that it had entered into an agreement with The Centers for Families and Children to purchase its “ease@work” business and requesting the Library’s consent to an assignment of The Centers for Families and Children’s rights and obligations under the Agreement to AllOne Health Resources, Inc.; and

WHEREAS, The Library Administration desires to continue to receive services under the Agreement and recommends that this Board consent to the assignment of the Agreement to AllOne Health Resources, Inc.; now therefore be it

RESOLVED, That the Board of Trustees of the Cleveland Public Library hereby consents to the assignment of the Agreement to AllOne Health Resources, Inc. and authorizes the Executive Director, CEO or his designee to execute such agreements and instruments as are necessary to convey such consent, and which agreements and instruments shall be subject to the approval of the Chief Legal Officer; be it further

EXHIBIT 7

RESOLVED, That the Board of Trustees of the Cleveland Public Library hereby authorizes the Executive Director, CEO or his designee to amend the Agreement for the “ease@work” program to increase the number of employees to 600 for the second year and to increase the total cost of the contract from \$27,400 to \$28,625, allocated to object code 51900 (Salaries/Benefits – Other Benefits) based on employee’s organizational code, and which amendment shall be subject to the approval of the Chief Legal Officer.

August 12, 2019

Cleveland Public Library
Att: Lynn Sargi, Chief Talent Officer
525 Superior Ave.
Cleveland, Ohio 44114

Re: Agreement between Cleveland Public Library and The Centers for Families and Children (the “Company”) dated March 1, 2018 (the “Agreement”)

To Whom It May Concern:

We would like to express our appreciation for the relationship that we share with you. This letter is to inform you that the Company intends to enter into an asset purchase agreement (the “APA”) with an affiliate of AllOne Health Resources, Inc. (the “Buyer”), pursuant to which the Buyer will purchase certain of the assets of the Company relating to the Company’s ease@work business upon the consummation of the transactions contemplated by the APA (the “Transaction”), which assets include the Agreement. The signing/closing of the Transaction took place on August 1, 2019.

The Agreement provides that the Company may not assign the Agreement without your prior written consent. Accordingly, we hereby request that you consent to the assignment of the Agreement, which assignment shall become effective upon the consummation of the Transaction. Following the receipt of your consent and the consummation of the Transaction, the Buyer will become a party to the Agreement as the assignee and will assume the rights, duties and obligations of the Company thereunder.

Please indicate your consent to the foregoing by executing this letter where indicated below and returning it to me as soon as possible. We would appreciate your prompt attention to this matter. Should you have any questions, please contact me.

This letter may be executed by facsimile, email (e.g., .pdf) or other electronic signature and in one or more counterparts, all of which when taken together shall constitute one and the same agreement.

[Signature Page Follows]

Very truly yours,

THE CENTERS FOR FAMILIES AND CHILDREN

By: _____

Name: Elizabeth Newman

Title: President and CEO

Accepted and Consented to:

CLEVELAND PUBLIC LIBRARY

By: _____

Name: _____

Title: _____

Date: _____, 2019