

**CLEVELAND PUBLIC LIBRARY**

**Board Meeting**

September 26, 2019

**RESOLUTION ACKNOWLEDGING AND APPROVING MERGER OF  
CAREWORKS USA LTD. WITH YORK SERVICES GROUP, INC.**

WHEREAS, On June 25, 2015, the Board of Library Trustees authorized the Library to enter into a Leave Administration, Disability Claim Administration and Integrated Disability Management Services Agreement (the "Agreement") with CareWorks Absence Management, Ltd. ("CareWorks") for an initial term of one year commencing on or about July 1, 2015 and renewable for subsequent one-year terms; and

WHEREAS, The Agreement contains a provision allowing the agreement to be assigned to the parties' respective successors and assigns; and

WHEREAS, Effective December 31, 2018, CareWorks merged with its affiliate, York Services Group, Inc., and York Services Group, Inc. assumed all of CareWorks' obligations to provide services under the Agreement with the Library; and

WHEREAS, The Library most recently renewed the Agreement effective August 1, 2019 for a one-year term, and has been receiving leave administration services from York Services Group, Inc.; now therefore be it

RESOLVED, That the Board of Trustees of the Cleveland Public Library hereby acknowledges and approves the merger of CareWorks USA, Ltd. with York Services Group, Inc. and recognizes that services under the agreement authorized by this Board on June 25, 2015 will be performed by York Services Group, Inc.

**AMENDMENT TO AND RESTATEMENT OF CERTAIN PROVISIONS OF LEAVE,  
ADMINISTRATION, DISABILITY CLAIM ADMINISTRATION AND INTEGRATED  
DISABILITY MANAGEMENT SERVICES AGREEMENT**

This Amendment to and Restatement of Certain Provisions of Leave, Administration, Disability Claim Administration and Integrated Disability Management Services Agreement (the "Agreement") is entered into as of the 1st day of August, 2019 (the "Effective Date"), by and between the York Risk Services Group, Inc. ("York") and the Cleveland Public Library (the "Client").

WHEREAS, On July 23, 2015, the Client entered into the Agreement with CareWorks USA Ltd., d/b/a CareWorks Absence Management ("CareWorks") to provide leave administration and integrated disability management services to the Client;

WHEREAS, CareWorks merged with its affiliate, York, effective December 31, 2018, and pursuant to Section 11(c) of the Agreement, York assumed the obligations of CareWorks under the Agreement;

WHEREAS, The Client wishes to renew the Agreement for an additional twelve (12) months with York;

NOW THEREFORE, for and in consideration of the mutual promises contained in this Amendment, the Client and York hereby agree that the Leave, Administration, Disability Claim Administration and Integrated Disability Management Services Agreement is hereby amended and partially restated as follows:

1. Section 3 of the Agreement, titled "Term of the Agreement," shall be modified to provide that the Agreement shall continue for an additional one (1) year term from July 23, 2019 through July 22, 2020.
2. By execution hereof, the Client and York hereby expressly reaffirm all of their respective obligations under the Agreement as amended hereby as the date hereof and agree all such obligations remain in full force and effect without defense or counterclaim of any kind.
3. All other terms and conditions of the original Agreement and Exhibits thereto shall remain in full force and effect.
4. In the event of a conflict between this Amendment and the original Agreement, this Amendment will prevail.

[SIGNATURE BLOCK TO FOLLOW]

By the signatures of their duly-authorized representatives below, the Client and York intend to be legally bound, and agree to all of the provisions of this Amendment.

**THE CLEVELAND PUBLIC LIBRARY**

By: X Timothy R. Diamond 8-12-2019  
Date

Timothy R. Diamond, Special Asst. to Director  
Printed Name & Title

**YORK RISK SERVICES GROUP, INC.**

By: DocuSigned by:  
Jody A Moses 8/1/2019  
Date

Jody A Moses Executive Vice President  
Printed Name & Title