EXHIBIT 11

CLEVELAND PUBLIC LIBRARY

Board Meeting September 18, 2012

RESOLUTION TO AMEND AGREEMENT WITH GALLAGHER BENEFIT SERVICES, INC. TO PROVIDE EMPLOYEE WELLNESS INCENTIVE PROGRAM PROVIDER SERVICES

- WHEREAS, On May 17, 2012, the Board of Trustees of the Cleveland Public Library authorized the Executive Director to enter into an agreement with Gallagher Benefit Services, Inc. ("Gallagher") in an amount not-to-exceed \$33,600, for consulting and negotiation services to assist in obtaining health care plans for the Cleveland Public Library, and providing employee customer service and support; and
- WHEREAS, The Executive Director entered into a one (1) year agreement with Gallagher which expires on May 31, 2013; and
- WHEREAS, The Library has determined that it is in its best interests to change health care plans from Kaiser Permanente to Medical Mutual of Ohio, and in conjunction therewith, to implement a Wellness Incentive Program for employees to reduce health care costs and to improve employee well being; and
- WHEREAS, Gallagher has obtained a proposal from BRAVO Wellness LLC, aka IncentiSoft Solutions ("BRAVO"), for Wellness Incentive Program Provider services, and Gallagher has offered to enter into a subcontract agreement with BRAVO on behalf of the Library from October 1, 2012 through December 31, 2013 in the estimated amount of \$92,188 (depending upon enrollment), and has further agreed to pay an estimated \$73,688 (depending upon enrollment) toward the cost of the BRAVO subcontract; and
- WHEREAS, The Library Administration has reviewed the qualifications and proposal of BRAVO and finds that it will suit the needs of the Library with regard to a Wellness Incentive Program at a reasonable cost; and
- WHEREAS, The Library desires to extend the term of the Gallagher contract for an additional seven (7) months through December 31, 2013 in order for Gallagher to administer the BRAVO subcontract during the term of the BRAVO contract, and in order to provide the Library with continued employee customer service and support in connection with the health care plan; and

- WHEREAS, The Library desires to increase the amount of the Gallagher contract for the additional seven (7) months of services in the amount of \$19,600 (\$2,800 per month), and an additional \$18,500 to cover a portion of the cost of the BRAVO subcontract; now therefore be it
- RESOLVED, That the Executive Director, CEO, or his designee, is hereby authorized to negotiate and execute an amendment to the agreement or new agreement between the Library and Gallagher, subject to the approval of the Chief Legal Officer, requiring Gallagher to provide Wellness Program Provider services to the Library through the approved subcontractor BRAVO Wellness LLC, aka IncentiSoft Solutions, and further extending the term of the Gallagher contract for an additional seven (7) months through December 31, 2013 and increasing the contract by \$19,600 (\$2,800 per month) for additional consulting services, and additional \$18,500 to cover a portion of the cost of the BRAVO subcontract, for an overall increase in the contract amount of \$38,100 for a total contract amount of \$71,700.