

CLEVELAND PUBLIC LIBRARY

Special Board Meeting

August 6, 2020

RESOLUTION ACCEPTING GIFT OF SOLAR PANEL PROJECT AT RICE BRANCH

WHEREAS, On June 15, 2017, the Board of Trustees of the Cleveland Public Library adopted a Resolution of Intent authorizing the Cleveland Public Library to enter into a License agreement and such other instruments and agreements as are necessary to effectuate the construction by Dovetail Construction Company, to be hired by Cleveland Thermal Energy (“Cleveland Thermal”), of a solar panel system on the roof of the Library’s Rice Branch, which Cleveland Thermal will convey as a gift to the Library, along with a twenty-five year performance warranty and three educational kiosks to be placed at the Rice Branch, the Carnegie West Branch, and the Main library; and

WHEREAS, On September, 26, 2019, this Board amended the Resolution of Intent to approve a change in the contractor constructing the solar panel system to Third Sun Solar LLC; and

WHEREAS, The construction of the solar panel has been completed and the system has been connected to First Energy and the meter has been installed and is operating, and the three educational kiosks are in the process of being installed; now therefore be it

RESOLVED, That the Board hereby accepts the gift from the Donor, having determined that the Project has been constructed and installed in a manner satisfactory to the Library’s Capital Projects Manager, and that the Donor and its contractors have complied with the conditions concerning construction of the Project contained in the License Agreement entered into between Cleveland Thermal Energy LLC and the Library; and be it further

RESOLVED, That the Board President, or her designee, is authorized to execute the Acceptance of Gift document in the form attached to this Resolution or in form substantially similar thereto; be it further

RESOLVED, That all rights, title, and incidents of absolute ownership of the Project shall be transferred and vested in the Library from the time of acceptance of the gift forward.

DEED OF GIFT

Cleveland Thermal, LLC (the "Donor"), of 1921 Hamilton Avenue, Cleveland, Ohio and the Cleveland Public Library, a political subdivision located in the City of Cleveland, County of Cuyahoga, Ohio ("Cleveland Public Library") entered into a License Agreement on September 27, 2019 (the "License Agreement") for the installation of a rooftop photo voltaic solar system for the Rice Branch of the Cleveland Public Library, including education kiosks and the funding of a 25 year service agreement, as further described in the License Agreement and referred to as the "Project". The funding of the 25 year service agreement is subject to an Escrow Agreement entered into between the Donor and the Cleveland Public Library dated September 27, 2019 (the "Escrow Agreement").

The Donor has completed the installation of the Project in accordance with the License Agreement, including the funding of the 25 year service agreement in accordance with the Escrow Agreement. To carry out its intended purpose to donate the Project equipment, value of the labor, and the funds for the 25 year service agreement, the Donor hereby irrevocably grants, transfers and delivers to the Cleveland Public Library the Project equipment, value of its labor and the funds for the 25 year service agreement (the "Gift") described and having the value as follows:

The rooftop photo voltaic solar system and the installation of the same at the Rice Branch of the Cleveland Public Library, and three education kiosks, at a cost of \$ 234,314.00. Cleveland Public Library has been provided the installation and equipment warranties for the Project, as described in the License Agreement.

Twenty-five year service agreement with Third Sun Solar, LLC, at a cost of at \$114,006.23.

The total estimated value of the Gift is \$348,320.23.

Conditions relating to the Gift shall be as follows:

1. Costs. The Gift is freely given and the Donor will not seek payment from the Cleveland Public Library for any of the costs of installation of the rooftop photo voltaic solar system at the Rice Branch of the Cleveland Public Library, the education kiosks, or the 25 year service agreement.

It is distinctly understood by the Donor that it is its purpose and intention to transfer and vest all the rights, title and incidents of absolute ownership of the Gift in the Cleveland Public Library from this time forward.

DONOR:
CLEVELAND THERMAL, LLC

Dated _____

Signed: _____

Title: _____

ACCEPTANCE OF GIFT

The Board of Trustees of the Cleveland Public Library, located at 325 Superior Avenue, Cleveland, Ohio, 44114 (the "Public Library"), this day expresses its gratitude and, in accordance with a resolution of said Board of Trustees adopted August 6, 2020, hereby accepts the gift (the "Gift") of donated labor and equipment for the rooftop photo voltaic solar system for the Rice Branch of the Cleveland Public Library, including education kiosks and a 25 year service agreement and all of its benefits made to it by Cleveland Thermal Energy LLC (the "Donor"), 1921 Hamilton Avenue, Cleveland, Ohio on August 6, 2020, which Gift is described as follows:

The rooftop photo voltaic solar system and installation of the same at the Rice Branch of the Cleveland Public Library, and three education kiosks, at a cost of \$ 234,314.00.

Twenty-five year service agreement with Third Sun Solar, LLC, at a cost of at \$114,006.23. The Public Library acknowledges that the use of the funds for the 25 year service agreement shall be subject to the terms and conditions of the Escrow Agreement.

The total estimated value of the Gift is \$348,320.23.

Conditions relating to the Gift shall be as follows:

1. Costs. The Gift is freely given and the Donor will not seek payment from the Cleveland Public Library for any of the costs of installation of the rooftop photo voltaic solar system at the Rice Branch of the Cleveland Public Library, the education kiosks, or the service agreement.

BOARD OF TRUSTEES OF THE CLEVELAND
PUBLIC LIBRARY, Cuyahoga County, Ohio

Dated _____, 2020

By: _____

Title: _____