

Resolution No. 2020-01-04

RESOLUTION
OF THE BOARD OF DIRECTORS OF THE
SADDLE ROCK SOUTH AUTHORITY

CONCERNING AUTHORIZATION FOR APPROVAL OF CONTRACTS
AND PAYMENT OF CLAIMS AND
COMMITTEE DESIGNATIONS AND APPOINTMENT OF COMMITTEE CHAIRS

WHEREAS, the Saddle Rock South Authority (the “**Authority**”) is a political subdivision and public corporation of the State of Colorado duly organized pursuant to §§ 32-1-101, *et seq.*, C.R.S.; and

WHEREAS, pursuant to § 32-1-1001(1)(d), C.R.S., the Board of Directors of the Authority (the “**Board**”) is authorized to enter into contracts and agreements affecting the affairs of the Authority; and

WHEREAS, pursuant to § 32-1-1001(1)(h) C.R.S., the Board shall have the management, control and supervision of all the business and affairs of the Authority; and

WHEREAS, in order to implement the services, programs and facilities of the Authority in a timely, efficient and effective manner, it is necessary for certain agreements, work orders and contracts benefitting the Authority (collectively, the “**Contracts**”) to be entered into, and claims to be paid, between the regularly scheduled meetings of the Board; and

WHEREAS, the Board desires to authorize the Committee Chair (as defined below) to review, approve, execute and enter into, from time to time, certain Contracts affecting the affairs of the Authority, and to authorize the Authorized Directors (as defined below) and/or Authority Manager to make payment of claims due and owing by the Authority, in accordance with the terms of this Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD AS FOLLOWS:

1. DIRECTOR AUTHORIZATION TO ENTER INTO CONTRACTS. The Board hereby authorizes the Chairman of each Committee (each the “**Committee Chair**”), with regard to that Committee Chair’s respective area of oversight, to review, approve, execute and enter into Contracts affecting the affairs of the Authority so long as: (i) the Committee Chair agrees that the Contract is warranted and should be authorized and approved; (ii) the Contract has been reviewed and approved by general counsel to the Authority, the Authority’s accountant and/or the Authority’s engineer, as appropriate (collectively, “**Professional Services Approval**”); (iii) the Contract does not exceed the amounts appropriated as set forth in the Authority’s approved budget; and (iv) the amount of the Contract does not exceed the amounts authorized to be approved by the Committee Chair as set forth in **Exhibit A**, attached hereto and incorporated herein by this reference (the “**General Contract Approval Amounts**”, together with the Professional Services Approval and other requirements set forth in this Section, the “**General**

Contract Approval Process”). Any Contracts approved pursuant to the General Contract Approval Process shall be placed on the Authority’s next agenda for ratification by the full Board and so reflected in the official minutes of the Authority.

2. COMMITTEE DESIGNATIONS AND COMMITTEE CHAIR APPOINTMENTS. The Authority hereby establishes the Committees set forth in **Exhibit B**, attached hereto and incorporated herein by this reference. The initial Committee Chairs for each Committee are as set forth in **Exhibit B**. The composition of the members of the Board serving on a Committee and the Committee Chair designations may be changed from time to time, in the sole and absolute discretion of the Board, without the requirement for an amendment to this Resolution.

3. AUTHORITY MANAGER AUTHORIZATION TO ENTER INTO CONTRACTS. The Board hereby authorizes the person employed by the Authority to manage the Authority (the “**Authority Manager**”) to review, approve, execute and enter into Contracts affecting the affairs of the Authority so long as: (i) the Contract has Professional Services Approval; (ii) the Contract does not exceed the amounts appropriated as set forth in the Authority’s approved budget; and (iii) the amount of the Contract does not exceed the amount authorized to be approved by the Authority Manager as set forth in the General Contract Approval Process.

4. PAYMENTS FOR CLAIMS. The Board hereby authorizes the Finance Committee to authorize payment of claims presented to the Authority so long as: (i) the underlying Contract has been approved pursuant to the General Contract Approval Process or by the Board in a regular or special meeting; and (ii) any payment made does not exceed the amounts appropriated for the Contracts in the Authority’s approved budget. Payments made under this Section shall not be limited to the amounts set forth in and authorized under the General Contract Approval Process, it being the intent of the Board that once Contracts have been approved, the Finance Committee is authorized to approve payments up to the amount set forth in the Contract with no further approval required by the Board. All claims authorized to be paid by the Finance Committee shall be placed on the Authority’s next agenda for ratification by the full Board and so reflected in the official minutes of the Authority.

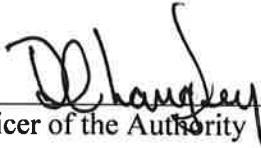
5. TERM. This Resolution shall supersede any previously adopted resolutions of the Board concerning the authorization for approval of contracts and payment of claims and shall remain in full force and effect until such time as it is repealed by the Board.

6. SEVERABILITY. If any portion of this Resolution is declared by any court of competent jurisdiction to be void or unenforceable, such decision shall not affect the validity of any remaining portion of this Resolution, which shall remain in full force and effect. In addition, in lieu of such void or unenforceable provision, there shall automatically be added as part of this Resolution a provision similar in terms to such illegal, invalid or unenforceable provision so that the resulting reformed provision is legal, valid and enforceable.

7. EFFECTIVE DATE. This Resolution shall become effective as of January 9, 2020.

ADOPTED this 9th day of January, 2020.

SADDLE ROCK SOUTH AUTHORITY, a
political subdivision and public corporation of the
State of Colorado



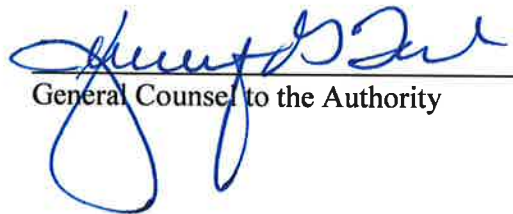
Officer of the Authority

ATTEST:



APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys At Law



General Counsel to the Authority

*Signature page to Resolution Concerning Authorization for Approval of Contracts and Payment of
Claims.*

EXHIBIT A

General Contract Approval Amounts

Estimated Cost of Single Item (Goods or Services)	Purchasing Method to Use	Position with Oversight Authority
\$3,000.00 or Less	Operational and Administration Expenses <i>Written quotes are not required</i>	Authority Manager
\$5,000.00 or Less	Capital Expenses <i>Written quotes are not required</i>	Authority Manager
\$1,000.00 - \$5,000	Informal Purchases <i>Minimum of 1 written quote; Contract required for services as appropriate</i>	Committee Chair Authority Manager notifies Board of Expenditure approval
\$5,001 - \$10,000	* Informal Bids <i>Written specifications and a minimum of 3 written quotes required unless in the event of an emergency in which case 3 quotes shall not be required; Contract required for services as appropriate</i>	Committee Chair Authority Manager notifies Board of Expenditure approval
\$10,001 and over	*Formal Bids/Proposals <i>Written specifications and a minimum of 3 written quotes required; Contract required</i>	Board of Directors

*** Requirement for three bids does not apply to landscape maintenance work orders approved under a master Landscape Maintenance Contract or to services to be provided by a Contractor or Consultant already engaged by the Authority under an existing Independent Contractor Agreement; provided, however, that any such authorizations and expenditures shall be reflected in an addendum to the appropriate Contract.**

EXHIBIT B

Committees and Committee Chair Appointments

Groundskeeping Committee: Don Langley (Authority/District No. 2 - Chair), Marie Hensler (Authority/District No. 4), Jason Inzer (District No. 2), and Jan Taylor (District No. 3)

Clubhouse Committee: Marie Hensler (Authority/District No. 4), Jason Inzer (District No. 2), and Jan Taylor (District No. 3 - Chair)

Finance Committee: Don Langley (Authority/District No. 2 – Chair)