



# Signatory Authority Policy

Policy Number: 012

Supersedes Policy #012 - 8/01/19 and #023 6/01/20

Authorized by: Board of Trustees

Effective: 11/16/2022

Review Date: 11/01/2027

1) **Purpose:**

To provide delegation of Signatory Authority by the Timberland Regional Library (TRL) Board of Trustees to the Executive Director and designees to sign library contracts, and to authorize and facilitate the use of electronic signatures on library contracts and other records.

2) **Scope:**

This policy shall apply to members of the Board of Trustees and all Timberland Regional Library employees authorized to sign and approve library contracts and other TRL records.

3) **Background:**

TRL's Board of Trustees under *RCW 27.12.210(5)* has the exclusive control of the finances of the library; and, under *RCW 27.12.210(10)*, has the authority to adopt rules for the efficient management and control of the library. The Board of Trustees now wishes to provide a master policy providing for the delegation of Signatory Authority for matters related to library contracts and to authorize and facilitate the use of electronic signatures on library contracts and other records, all for the purpose of expeditious administration of the library.

4) **Definitions:**

- A. **Architectural/Engineering Services:** Any services provided, other than as an employee of TRL, contracting to perform activities within the scope of the general definitions of professional practice in *chapter 18.08 RCW* (architects), *chapter 18.43 RCW* (engineers and land surveyors), or *chapter 18.96 RCW* (landscape architects).
- B. **Change Order:** A change order is an alteration to a project during construction that is not consistent with the proposal specifications upon which the contract was awarded.
- C. **Contract:** Any agreement or understanding between two or more parties for performing, or refraining from performing, some specified act, or acts, in exchange for a valuable benefit known legally as consideration, including memoranda of understanding, letters of intent, amendments or modifications to existing contracts, and other similar documents.
- D. **Designee:** A TRL employee who has been designated to sign library contracts or other records on another's behalf.

- E. **Electronic Signature:** An electronic sound, symbol, or process attached to or logically associated with a record and executed or adopted by a person with the intent to sign the record.
- F. **Emergency:** An emergency means unforeseen circumstances beyond the control of the municipality that either:
  - Present a real, immediate threat to the proper performance of essential functions; or
  - Will likely result in material loss or damage to property, bodily injury, or loss of life if immediate action is not taken.
- G. **Public Works:** All work, construction, alteration, repair, or improvement, other than ordinary maintenance, executed at the cost of the library, or which is by law a lien or charge on any property therein.
- H. **Record:** Information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form
- I. **Reimbursable Service Agreement:** Any agreement where TRL is the provider or performer. Reimbursable agreements are a means by which an entity needing supplies or services obtains them from TRL.
- J. **Signatory Authority:** The legal authority to bind TRL in a contract.
- K. **Small Works Roster (SWR):** A process through which there is competition for public works contracts following notification, normally through a Request for Quotes (RFQ), to some or all public works contractors who have requested placement on a roster kept by or on behalf of TRL.
- L. **Wet Signature:** A signature created when a person physically marks a document with the intent to sign the record.

5) **Policy:**

**SECTION I. Signature Authority for Contracts**

**A. Public Works Contracts**

**1. Major Public Works Construction Work Contracts:**

For all contracts which require the performance of work, and where the estimated total cost, including applicable taxes, is greater than or equal to three hundred fifty thousand dollars (\$350,000), Board of Trustees approval shall be required for:

- The solicitation of bids.
- The award of the contract, and its execution by the Executive Director or designee; and
- The acceptance of the work as complete.

The Executive Director or designee is authorized to carry out, without prior referral to the Board of Trustees, all other actions required by applicable statute, or necessary for contract administration, including the public opening of sealed bids, preliminary to the acts required to be performed by the Board of Trustees.



**2. Change Orders for Major Public Works Construction Work Contracts:**

Where major public works Contracts for the performance of work have been awarded and under which the work is in progress, and individual changes in plans and/or specifications are necessary to properly accomplish the work, the Executive Director is authorized to execute individual change orders to the contract provided the following conditions are met:

- The accumulated total of all change orders does not exceed ten percent (10%) of the original contract amount.
- The revised total of the contract amount is within the approved, appropriate fund budget spending limit.
- Any extension of time for completion of said contract which accompanies said change order does not exceed the total of forty-five (45) days, except a change order extending the contract determined time beyond forty-five (45) days where it is to be a result of fire or other casualties not the fault of the contractor; strikes, riots and other civil disorders; unsuitable weather, or other acts which result in suspension of work by order of the project manager; and
- The project scope does not significantly vary from the approved project budget.

In all other cases, the requested change order will be brought before the Board of Trustees for approval before obligation of any funds.

**3. Small Works Roster Construction Contracts:**

Where the estimated total contract price, including applicable taxes, does not exceed three hundred fifty thousand (\$350,000) dollars and the contract award conforms, as nearly as practicable, to the requirements of *RCW 39.04.155*, and the work is within the authorized, appropriate fund budget spending limit, the Executive Director is authorized to execute the Contract and carry out, without prior referral to the Board of Trustees, all actions required by applicable law or necessary for contract administration, including:

- The solicitation of bids.
- The award of contract, giving weight to the contractor submitting the lowest and most responsive proposal; and
- The acceptance of the work as complete.

**4. Change Orders for Small Works Construction Contracts:**

Where SWR contracts for the performance of work have been awarded and under which the work is in progress, and individual changes in plans and/or specifications are necessary to properly accomplish the work, the Executive Director is authorized to execute individual change orders to the contract provided the following conditions are met:

- The accumulated total of the original contract, including applicable taxes and change orders, does not exceed three hundred fifty thousand dollars (\$350,000).
- The revised total of the contract amount is within the approved, appropriate fund budget spending limit.
- Any extension of time for completion of said contract which accompanies said change order does not exceed the total of forty-five



(45) days, except a change order extending the contract determined time beyond forty-five (45) days where it is to be a result of fire or other casualties not the fault of the contractor; strikes, riots and other civil disorders; unsuitable weather, or other acts which result in suspension of work by order of the project manager; and

- If the project scope does not significantly vary from the approved project budget.

In all other cases, the requested change order will be brought before the Board of Trustees for approval before obligation of any funds.

**B. Contracts for Architectural/Engineering Services:**

1. Where the estimated total price for a contract for Architectural/Engineering Services, including applicable taxes, is equal to or greater than three hundred fifty thousand dollars (\$350,000) and the contract award conforms to the requirements of *chapter 39.80 RCW*, the award of the contract and its execution by the Executive Director or designee will be brought before the Board of Trustees for approval before obligation of any funds.
2. Where the estimated total price for a contract for Architectural/Engineering Services, including applicable taxes, does not exceed three hundred fifty thousand dollars (\$350,000), the contract award conforms to the requirements of *chapter 39.80 RCW*, and the work is within the authorized, appropriate fund budget spending limit, the Executive Director is authorized to award and execute the contract, without prior referral to the Board of Trustees.
3. In any case, the Executive Director is authorized to carry out, without prior referral to the Board of Trustees, all other actions required by applicable law or necessary for administration of a contract for Architectural/Engineering Services, including:
  - The solicitation of qualifications and proposals; and
  - The acceptance of the work as complete.

**C. Contracts for Other Professional, Personal, and General Services:**

1. Where the estimated total price for a contract for professional (including legal), personal, and general services, other than Architectural/Engineering Services, including applicable taxes, is equal to or greater than three hundred fifty thousand dollars (\$350,000), the award of the contract and its execution by the Executive Director or designee will be brought before the Board of Trustees for approval before obligation of any funds.
2. Where the estimated total price for a contract for professional (including legal), personal and general services, other than Architectural/Engineering Services, including applicable taxes, does not exceed three hundred fifty thousand dollars (\$350,000), and the work is within the authorized, appropriate fund budget spending limit, the Executive Director is authorized to award and execute the contract, without prior referral to the Board of Trustees.
3. In any case, the Executive Director is authorized to carry out, without prior referral to the Board of Trustees, all other actions required by applicable law or necessary for administration of a contract for such services.

**D. Reimbursable Services:**

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The Executive Director is authorized to enter into agreements to which TRL will provide reimbursable services when such services are part of normal operations or incident thereto.

**E. Contracts for Acquisition of Utilities, Goods, Supplies, Equipment and Library Materials and Resources:**

- 1. Contracts for Acquisition of Utilities and Library Materials and Resources:** The Executive Director is authorized to execute any necessary contracts for the acquisition of utilities and library materials and resources without prior Board of Trustee approval, but such contracts shall, where appropriate, be approved as part of normal monthly voucher examination and shall be within authorized, appropriate fund budget spending limit.
- 2. Contracts for Acquisition of Other Goods, Supplies and Equipment:** TRL shall acquire other goods, supplies, equipment and purchased services on the open market as necessary for the normal maintenance and operations of TRL in such a way as will assure ease and economy in acquisition, including without limit, when appropriate, through interlocal joint purchasing arrangements. The Executive Director or designee will establish administrative procedures and guidelines that assure a competitive, open, and fair purchasing process consistent with the Library's Public Works and Purchasing Policy and applicable law.
  - a. To the extent that such procedures and guidelines do not require competitive bidding, the Executive Director is authorized to execute any necessary contracts therefore without prior Board of Trustees approval, but such contracts shall, where appropriate, be approved as part of normal monthly voucher examination and shall be within authorized, appropriate fund budget spending limit.
  - b. Where such procedures and guidelines require competitive bidding, the Executive Director may execute Contracts for the acquisition of such other goods, supplies and equipment, subject to the following conditions:
    - The contract or purchase order price for one year does not exceed three hundred fifty thousand dollars (\$350,000), or if specifically identified in the annual budget, the amount shown in such budget, and the contract provides for no more than two (2) options to extend the contract for one (1) year periods, provided that the basic contract or purchase order price and any contract extensions must be within the approved, appropriate fund budget spending limit;
    - If applicable, the award is made to a bidder who has submitted a proposal based on the plans and specifications on file, or, where permissible, based upon his own plans and specifications and accompanied by a bid proposal deposit as may be required, and which is, as nearly as practicable, in accordance with the requirements of the bid; and
    - The successful bidder has provided, where required, a performance bond with sureties, which comply with the requirements of *chapter 39.08 RCW*.

In all other cases, the contract will be brought before the Board of Trustees for approval before obligation of any funds.

**F. Emergencies:**

Upon the occurrence of unforeseen circumstances beyond the control of TRL that either:

- Present a real, immediate threat to the proper performance of essential functions.
- Will likely result in material loss or damage to property, bodily injury, or loss of life if immediate action is not taken, the Executive Director or designee may declare that an emergency exists, waive competitive proposal requirements, and award all necessary contracts on behalf of TRL to address the emergency. If a contract is awarded without competitive requirements due to an emergency, written proof of the existence of an emergency must be provided to the Board of Trustees and entered into the recorded minutes no later than two weeks following the contract's award.

**G. Delegation:**

The Executive Director may designate the Deputy Director, a Department Director, a District Manager, or a Library Manager to exercise the Signature Authority provided in this policy as deemed appropriate.

**SECTION II. E-Signature Authority for Records**

- A. TRL encourages electronic transactions, authorizes the use of electronic signatures on all TRL records, and recognizes electronic signatures as legally binding and equivalent in force and effect as a wet signature.
- B. All members of the Board of Trustees, the Executive Director, the Deputy Director, Department Directors, District Managers, Library Managers, and their designees, are authorized to use and affix electronic signatures to library records, provided that the electronic signatures comply with applicable state and federal statutes, including, but not limited to the Washington Uniform Electronic Transactions Act and the federal Electronic Signatures in Global and National Commerce Act.
- C. Electronic signatures may be affixed to all TRL records other than documents that require a wet signature under applicable law, including but not limited to resolutions and motions adopted by the Board of Trustees, claim vouchers approved by the Board of Trustees, invoices approved for payment, Human Resources forms and documents, and any and all contracts to which TRL is a party.
- D. Electronic signatures may be affixed on Timberland Regional Library records requiring execution by a third party.
- E. Electronic signatures cannot be used or affixed using another employee's name. A Designee who signs library records on behalf of a member of the Board of Trustees, the Executive Director, the Deputy Director, a Department Director, a District Manager, a Library Manager, or anyone else, shall use their own electronic signature. No one may sign a record as Designee for another without specific authorization by the party for whom the Designee is signing. Use of a
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Designee may only be authorized by the Board of Trustees by duly adopted policy, resolution, or motion.

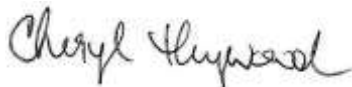
- F. An electronic signature is an acceptable substitute for a wet signature on records requiring the signature of any party whenever the use of a wet signature is authorized or required, except as provided herein.
- G. This policy in no way affects the ability of TRL to conduct a transaction using a physical medium and shall not be construed as a prohibition on the use of wet signatures.
- H. This policy is intended to follow the Electronic Signatures in Global and National Commerce Act and Washington's Uniform Electronic Transactions Act effective June 11, 2020.

6) **References:**

- A. Chapter 1.80 RCW – Washington Uniform Electronic Transactions Act.
- B. 15 U.S.C. Chapter 96 – Electronic Signatures in Global and National Commerce Act.

7) **Citations:**

- A. RCW 27.12.210(5).
- B. RCW 27.12.210(10).
- C. Chapter 18.08 RCW.
- D. Chapter 18.43 RCW.
- E. Chapter 18.96 RCW.
- F. RCW 39.04.155.
- G. Chapter 39.80 RCW.
- H. Chapter 39.08 RCW.



11/16/2022

Cheryl Heywood, Executive Director



11/16/2022

Nicolette Oliver, President

*By the enactment of this policy the Board of Trustees of Timberland Regional Library is concurrently rescinding any prior policy or procedure within TRL that is either in conflict with or expansive of the matters addressed in this policy.*

