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MEMORANDUM

TO: Clackamas County Board of County Commissioners

FROM: Gary Schmidt, County Administrator
Amanda Keller, Assistant County Counsel
Andrew Naylor, Assistant County Counsel

RE: Signature Authority Policy

DATE: December 1, 2026

REQUEST: Staff request the Board of County Commissioners ("Board") give direction on whether or not to adopt a signing authority policy (the "Policy") to consolidate current signing authority rules.

BACKGROUND: The Board holds authority to sign agreements on behalf of Clackamas County ("County"). Historically, the Board delegated signing authority to various positions via County Code, board orders, or resolutions. Though current delegations are kept on County Counsel's intranet page, the practice has nonetheless resulted in a confusing collection of different signing authority rules.

At the request of the County Administrator, County Counsel has drafted the attached signing authority policy (the "Policy") that consolidates current signing authority delegations in a single document.

The Policy largely maintains the status quo in terms of signing authority, though it does add some clarifications and other minor changes. A summary of changes is attached hereto.

RECOMMENDATION: Staff recommend the Board direct staff to bring the Policy to the next regularly scheduled business meeting and take all necessary administrative steps to implement the Policy. This would involve the following:

Step 1: At the Board's next business meeting consent agenda, staff will propose Board orders adopting the Policy on behalf of the County, HACC, NCPRD, and WES.

Step 2: Staff will take the necessary steps to remove the signing authority provisions in Appendix C of the Code. This will involve a single public hearing and board order, likely in January or February of next year.

Attachments:

- Summary of Changes
- Proposed Signature Authority Policy

Summary of Changes

The proposed Policy includes the following minor proposed changes to the current signing authority rules and delegations:

1. **Authorized Signers**
    a. Current Language: County Code at C-050-0100(2) currently lists multiple positions as authorized signers for contract authority.
    b. Proposed Language: The proposed Policy describes the positions in a more general manner (primarily directors and deputy/assistant directors), adds the County Internal Auditor, and removes the District Attorney Office Administrator/Administrative Service Manager positions. The general description of the positions gives more flexibility to address position title changes. The proposed Policy also gives the County Administrator authority to interpret whether a position is an authorized signer.
2. **Aggregate Limitation**.
    a. Current Language: County Code at C-050-0100(2) currently limits contract signing authority for any one project or for any one contractor in a fiscal year, which creates an administrative burden for staff to track.

> (2) **Authority to Sign Contracts and Contract Amendments.**
> (a) The following officers and employees of Clackamas County holding the positions listed below have authority to sign Contracts with a value not to exceed a total of $150,000 in the aggregate for any one project or for any one contractor in a fiscal year.

    b. Proposed Langauge: The proposed Policy simplifies the signing authority to Contracts with a value not to exceed $150,000 and removes any aggregate limitations.

3. **Emergencies/Board Recesses**.
    a. Current Language: County Code at C-050-0100(5) gives the County Administrator authority to sign contracts in the event of an emergency or when a quorum of the Board is unable to meet (typically during a recess).

> In addition to the authority granted above, when (i) there exists an emergency such that a quorum of the Board of County Commissioners cannot meet before an action must be taken for the protection of the public and/or public goods, or (ii) a quorum of the Board of County Commissioners is not assembled for two or more regularly scheduled public business meetings, then the County Administrator is authorized to enter into contracts and contract amendments for the purchase of products and or services for any amount under the following conditions:

b. Proposed Language: The proposed Policy extends this authority to any agreement described in the Policy, not just contracts. This means the County Administrator could also sign grants and IGAs in the event of an emergency or when the Board is unable to meet.

4. **IGA Amendments**.

a. Current Language: The current signing authority rules are silent on amendments to IGAs.

> (A) **IGAs not exceeding $5,000:** The County Administrator, and other County Officials as listed below, are delegated the authority to execute intergovernmental agreements not to exceed $5,000.00.

b. Proposed Language: The proposed Policy clarifies authorized signers may sign IGA amendments, provided the amendment does not exceed the $5,000 limitation, which is aligned with the signing authority for new IGAs.

5. **IGA and Affiliated Governments**.

a. Current Language: the current IGA signing authority allows authorized signers to sign agreements between County Affiliated Governments in an unlimited amount. "County Affiliated Governments" means governmental entities where the Board sits as members of the governing board (e.g. WES, NCPRD, HACC).

> (B) **Intergovernmental Agreements between County Affiliated Governments and/or departments:** The County Administrator, and other County Officials as listed below, are delegated the authority to execute agreements between County Affiliated Governments and/or departments.

b. Proposed Language: The proposed Policy removes this exception, as it is contrary to the limitation on IGA signing authority.

6. **Previously Approved Agreements**.

a. Current Language: Authorized signers currently have authority to sign previously-approved contracts pursuant to Board Order 2017-58.

> 1. Authorized Signors may sign contracts that have been approved by the Board at a public meeting or otherwise pursuant to applicable law as a ministerial act for the Board's convenience and to improve administrative efficiency. The Board Chair may choose to sign any documents he/she wishes. Authorized Signors must coordinate to ensure that all such fully executed contracts are properly recorded and archived in the records of the Board. The Board in making this authorization is maintaining and reserving for itself all authority to review and approve all contracts in excess of the delegated authority in the LCRB Rules and nothing herein shall be construed in any way to change the scope or limits of such delegation.

b. Proposed Language: The proposed Policy extends this to any previously approved agreement described in the Policy. This means authorized signers could sign IGAs, grants, and contracts if the Board previously approved them.

7. **Sub-Delegations**.
   a. Current Language: Previous signing authority rules were silent on sub-delegation.
   b. Proposed language: The proposed Policy expressly permits the sub-delegation of signing authority in limited situations. The proposed Policy also clarifies that authorized signers may sub-delegate signing authority for change orders in construction projects to project managers.

8. **Attestations**.
   a. Current Language: Grants, regulatory agreements, and permits often require attestations or certifications. Existing rules are unclear about signing authority for such documents because they are not stand-alone contracts.
   b. Proposed Language: The proposed Policy clarifies who can sign such attestations/certifications.

9. **Procurement Card (P-Card)**.
   a. Current Language: The County currently operates a P-Card program that allows small purchases on County credit cards. The current signing authority rules do not contain an explicit delegation of signing authority for these small purchases.
   b. Proposed Language: Since these purchases are creating binding obligations on the County, the proposed Policy clarifies the P-Card program is authorized.

☐ Administrative Policy
☐ Operational Policy

Clackamas County Signature Authority Policy

Name of Policy	Signature Authority	**Policy #**	
Policy Owner Name	Gary Schmidt	**Effective Date**	
Policy Owner Position	County Administrator	**Approved Date**	
Approved By	Board of County Commissioners	**Next Review Date**	

I. PURPOSE AND SCOPE

Upon approval by the Clackamas County Board of Commissioners ("BCC"), this policy constitutes a formal delegation of signing authority for the documents described below. This policy consolidates prior signing authority delegations into a single document for ease of reference and use by County staff.

II. AUTHORITY

This policy is authorized by the Clackamas County Board of Commissioners pursuant to ORS Chapter 203, including ORS 203.035.

III. GENERAL POLICY

The BCC holds authority to sign agreements on behalf of the County. Historically, the BCC delegated signing authority to various positions via ordinance, board order, or resolution. This Policy is intended to consolidate and clarify signing authority delegations in a single document. With limited exceptions, any agreement not included in this Policy must be presented to the BCC for approval.

The delegation of authority under this Policy is to the position, not to a specific individual. The positions are described using the title as of the date of this Policy, but the delegation provided herein is intended to include any minor name changes to the position provided the primary responsibilities of the position have not substantially changed.

Nothing herein is intended to rescind any prior delegation of signing authority.

IV. DEFINITIONS

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a) Authorized Signer means the following positions: appointed department directors, deputy/assistant department directors or equivalent titles, directors of offices, elected officials who lead offices (e.g. Sheriff, District Attorney, Justice of the Peace, Assessor, Clerk, Treasurer), the County Administrator, County Counsel, the County Operating Officer, the County Internal Auditor, and the County Procurement Manager.

To the extent there is ambiguity as to whether a position constitutes an "Authorized Signer," the County Administrator is authorized to make that determination in accordance with the intent of this Policy.

b) Contract means any purchase or other acquisition of goods or services. Contract does not include real property transactions (e.g. leases, purchase and sale agreements, deeds), property use agreements, grants, or intergovernmental agreements.

c) Intergovernmental Agreement ("IGA") means any agreement entered into pursuant to ORS Chapter 190.

d) Grant means any grant application, grant, and cooperative agreement that meets the definition of a grant under applicable state or federal law.

e) Public Improvement Contract means any Contract for a public improvement. Public improvement means a project for construction, reconstruction or major renovation on real property by or for the County or a County-related district or entity. It does not include emergency work, minor alteration, ordinary repair or maintenance necessary to preserve a public improvement.

V. CONTRACTS

a) Contracts.

Authorized Signers may execute all Contracts with a value not to exceed $150,000.

b) Contract Amendments.

Authorized Signers may execute all Contract amendments provided the amendment does not exceed 10% of the original Contract amount or $150,000 for the term of the Contract, whichever is less.

c) District Attorney, Sheriff, Treasurer, Assessor, County Clerk, and Justice of the Peace Additional Authority.

The District Attorney, the Sheriff, the Treasurer, the Assessor, the County Clerk, and the Justice of the Peace have additional authority to sign Contract amendments, for Contracts other than Public Improvement Contracts, which do not exceed 10% of the original Contract amount, or $150,000, whichever is greater.

d) DTD Director and WES Director.

The Transportation and Development Director and the Water and Environment Services Director have additional authority to sign Contract amendments, for Public

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Improvement Contracts, which do not exceed 10% of the original contract amount, or $150,000, whichever is greater.

e) County Administrator Authority.

The County Administrator has additional authority to sign the following:

i) Contract amendments for both Public Improvement Contracts and other Contracts, which do not exceed 10% of the original Contract amount, or $150,000, whichever is greater.

ii) Amendments to Public Improvement Contracts, for contract amounts exceeding those limits set forth above under the following conditions:

(1) The amendment modifies bid items that have been defined under the original Contract, or addresses differing site conditions; and

(2) The time needed to seek approval from the BCC may result in delayed costs or claims payable to the contractor.

A report shall be provided to the members of the BCC following every use of the authority in subsection (ii).

VI. GRANTS

The County Administrator has authority to sign grants with a value not to exceed $150,000 in the aggregate for any one fiscal year.

The County Administrator has authority to sign grants amendments provided that the amendment does not exceed 10% of the original grant amount or $150,000 for the entirety of the term of the grant, whichever is greater.

VII. INTERGOVERNMENTAL AGREEMENTS

Authorized Signers have authority to execute IGAs, and IGA amendments, not to exceed $5,000.00.

VIII. PROPERTY USE AGREEMENTS

The County Administrator may sign agreements necessary to use privately-owned real property (“property use agreements”) provided: (i) the property use agreement is not a lease; (ii) the consideration, if any, for use the privately-owned real property does not exceed $5,000; and (iii) the Clackamas County departments of County Counsel and Risk Management have reviewed and approved the property use agreement.

The County Administrator shall provide the BCC a monthly report on the number of property use agreements signed under this Policy.

IX. PREVIOUSLY APPROVED AGREEMENTS

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Authorized Signers may sign any agreement described in this Policy that has been approved by the BCC at a public meeting or otherwise pursuant to applicable law as a ministerial act for the BCC's convenience and to improve administrative efficiency.

The Chair of the Clackamas County Board of Commissioners may sign any document, regardless of whether it is specifically described in this Policy, if approved by the BCC at a public meeting or otherwise pursuant to applicable law.

Authorized Signers shall ensure that all such fully executed agreements are properly recorded and archived in the records of Clackamas County.

X. SUBDELEGATION

An Authorized Signer may sub-delegate their signing authority under this Policy under the following conditions: (1) the Authorized Signer will be unavailable to sign the agreement; (2) the Authorized Signer may only sub-delegate their authority to a manager, or position of equivalent decision-making authority; and (3) the sub-delegation is only valid for such time as the Authorized Signer is unavailable to sign the agreement. Before exercising their sub-delegation authority, the Authorized Signer must notify the County Administrator of their intent to sub-delegate signing authority.

An Authorized Signer with authority to approve amendments, including change orders, to Public Improvement Contracts may also subdelegate signing authority to project managers.

XI. EMERGENCIES/BOARD RECESSES

In the event an emergency exists such that a quorum of the BCC cannot meet before action must be taken for the protection of the public and/or public goods, or a quorum of the Board is not assembled for two or more regularly scheduled public business meetings, the County Administrator may sign any agreement (including amendments) described in this Policy, for any amount, provided that:

a) The Office of County Counsel has reviewed and approved the agreement;

b) Sufficient monies are available to fund the agreement; and

c) The County Administrator may not approve any agreement, or take any other action, that requires a public hearing.

The County Administrator shall notify the BCC at their next available business meeting following the exercise of any signing authority under this section.

XII. ATTESTATIONS

Authorized Signers may sign any attestation or certification required by Federal or State agencies when required as part of a funding obligation, permitting purposes, or for regulatory compliance. Such attestations and certifications include, but are not limited to, grant and permit certifications.

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In addition to the sub-delegation authority described above, Authorized Signers may sub-delegate authority to sign attestations and certifications to any employee with actual knowledge of the content of the attestation or certification.

XIII. P-CARDS

Clackamas County, through its Department of Finance, established a Procurement Card Program ("P-Card Program") allowing authorized employees to purchase small goods and services using a County-issued credit card (a "P-Card"). The P-Card Program is governed by a P-Card Manual, ARA-FIN-3.15 Procurement Card Policy, and ARA-FIN-3.12 Procurement Code of Ethics. The BCC hereby approves the P-Card Program and delegates limited authority for authorized employees to purchase small goods and services through a P-Card subject to compliance with the P-Card Program and all governing policies and procedures.

XIV. ACCESS TO POLICY

Filed in the County's policy management system.

Actions on this Policy:
Original Policy effective date:
Amended Policy effective dates:

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