



Cheyenne Downtown Development Authority

(307) 433-9730 • www.downtowncheyenne.com • 2101 O'Neil Ave., Room 302, Cheyenne, WY 82001

MEMO

Proposal: DDA Contracting Authority Policy
Date: September 17, 2026
Staff Contact: Sophia Maes, *DDA Interim Executive Director; CRE Deputy Director*

RECOMMENDED MOTION:

Move to approve and adopt the DDA Contracting Authority Policy as presented.

BACKGROUND:

The DDA Bylaws Section 5 require two officer signatures (with the DDA Board President as the first) on every contract or agreement for the DDA but allows for this authority to be delegated through a Board adopted policy.

This policy outlines the authority of the Executive Director to execute contracts on behalf of the DDA Board as part of normal business under the following circumstances:

- **For contracts of \$4,999.99 or less:** the Executive Director can sign on the DDA's behalf without prior Board approval and without needing two signatures, as long as the purchase stays within the adopted Purchasing Policy threshold, fits the approved budget, complies with other applicable Board policies and parameters, and is reported to the Board at the next Regular meeting (vendor, purpose, and amount).
- **For contracts of \$5,000.00 or more:** the Executive Director can only sign after the Board has formally approved that specific contract (via motion or resolution naming the vendor, scope, and amount). Once approved, the ED can execute it alone (no second signature is needed, unless the Board says otherwise) but the signed contract must match what the Board approved. Any material change to vendor, scope, or amount (including amendments that increase the total) requires going back to the Board for further approval first.

This delegation is to remove bureaucracy and allow for the Executive Director (the chief executive officer, per W.S. 15-9-217 (a)(i)) to run the day-to-day operations of the DDA in an effective and efficient manner.

STAFF RECOMMENDATION:

Staff recommends the Board approve and adopt the DDA Contracting Authority Policy as presented.

ATTACHMENTS:

1. DDA Contracting Authority Policy - DRAFT



Cheyenne Downtown Development Authority

(307) 433-9730 • www.downtowncheyenne.com • 2101 O'Neil Ave., Room 302, Cheyenne, WY 82001

POLICY DOCUMENT

Contracting Authority Policy

Effective Date: September 17, 2026

I. Purpose

The purpose of this Contracting Authority Policy is to establish procedures for the limited contracting authority of the Downtown Development Authority (hereafter referred to as "the DDA") and its Executive Director. This policy is designed to ensure transparency, accountability, and the responsible execution of contractual agreements or other binding instruments between the DDA and other parties.

II. General Rule: Two-Signature Requirement

Unless the Board has specifically authorized otherwise in accordance with Section III of this policy, all contracts or other binding written instruments entered into by the DDA require two officer signatures, obtained as follows (per DDA Bylaws Section 5):

- First Signature: The President.
- Second Signature: Any one of the three other Officers described in Art. V, Sec. 1 of the Bylaws (i.e., the Vice President, Secretary, or Treasurer), provided that officer is not already signing as the first signature.

The Vice President may execute a contract or binding instrument as the first signature only when the Vice President has assumed the President's duties due to the President's absence, consistent with the Bylaws' succession provisions. In that circumstance, the second signature must still be provided by one of the remaining Officers described in Art. V, Sec. 1.

III. Board-Authorized Exceptions

The Board may specifically authorize a contract or instrument to be executed other than as described in Section II (for example, with a single signature, or by an individual not otherwise designated above). Any such exception:

- Must be authorized by specific Board action (e.g., a motion or resolution) prior to execution of the instrument in question;
- Must be reflected in the minutes of the Board meeting at which it was authorized; and
- Applies only to the specific contract, instrument, or matter identified in the authorizing action, unless the Board's action expressly states broader or ongoing application.



Cheyenne Downtown Development Authority

(307) 433-9730 • www.downtowncheyenne.com • 2101 O'Neil Ave., Room 302, Cheyenne, WY 82001

IV. Delegation of Contracting Authority

Pursuant to the Bylaws' provision permitting the Board to delegate contracting authority subject to Board-adopted limitations, and consistent with the DDA's Purchasing Policy, the Board hereby delegates contracting authority to the Executive Director (or, in the Executive Director's absence, the Acting Director) as follows:

IV.1 Contracts Under \$4,999 — No Prior Board Approval Required

The Executive Director (or Interim Executive Director when necessary) is authorized to execute contracts and other binding written instruments on behalf of the DDA for purchases, goods, services, grants, sponsorships, or other obligations with a total value of \$4,999.99 or less, without prior Board approval and without regard to the two-signature requirement in Section II, provided that:

- The contract amount does not exceed the threshold established in the DDA's Purchasing Policy, as may be amended from time to time;
- The purchase is within the DDA's approved budget for the applicable fiscal year and program or line item;
- The contract is otherwise consistent with the DDA's Purchasing Policy and any other applicable Board policies (e.g., procurement, conflict of interest); and
- The Executive Director reports all such contracts to the Board at the Regular Board meetings, including the vendor, purpose, and amount of each contract.

IV.2 Contracts of \$5,000 or More — Prior Board Approval Required

For purchases, goods, services, grants, sponsorships, or other obligations with a total value of \$5,000.00 or more, the Executive Director (or Interim Executive Director) is authorized to execute the resulting contract or binding written instrument only after the Board has first approved the specific contract or purchase by formal Board action (e.g., a motion or resolution identifying the vendor, scope, and amount). Once such prior approval has been obtained:

- The Executive Director (or Interim Executive Director) may execute the contract on the DDA's behalf without the additional two-signature requirement of Section II, unless the Board's authorizing action specifies otherwise; and
- The executed contract must be consistent in scope, vendor, and amount with the terms approved by the Board. Any material change to scope, vendor, or amount (including amendments or change orders that raise the total value) requires further Board approval before execution.



Cheyenne Downtown Development Authority

(307) 433-9730 • www.downtowncheyenne.com • 2101 O'Neil Ave., Room 302, Cheyenne, WY 82001

IV.3 Threshold Adjustments

The dollar thresholds in Sections 5.1 and 5.2 are intended to align with, and shall automatically conform to, the purchasing threshold(s) established in the Authority's Purchasing Policy. If the Purchasing Policy's threshold is amended, this policy's thresholds shall be read as amended accordingly, without requiring a separate amendment to this policy, unless the Board directs otherwise.

IV.4 General Delegation Requirements

Any delegation of contracting authority under this Section 5, including any delegation beyond that expressly set out in Sections 5.1–5.3:

- Must be made or confirmed through a formally adopted Board policy or resolution (not informal or verbal authorization);
- Must specify the scope of the delegated authority, including applicable limitations such as maximum dollar value, contract term, categories of contracts covered, and any required prior approvals, notifications, or reporting back to the Board; and
- Remains subject to amendment or revocation by the Board at any time through subsequent policy or resolution.

IV.5 No Delegation Absent Authorization

In the absence of an applicable delegation under this Section 5, or for any contract falling outside the scope of a delegation (including any contract at or above \$5,000 lacking prior Board approval), the two-signature requirement in Section 2 governs, and no single officer or staff member may execute the contract unilaterally.

V. Recordkeeping

The Secretary shall maintain, or cause to be maintained, records of:

- All Board resolutions or policies authorizing exceptions to the two-signature requirement under Section III;
- All Board resolutions or policies delegating contracting authority under Section IV, including their terms and any limitations; and
- Copies of executed contracts and binding instruments, reflecting the signatures obtained.

VI. Ethical Considerations

All DDA officers, Board members, and employees involved in the contracting or procurement process must adhere to the highest standards of ethical conduct. Avoidance of conflicts of interest, fair dealing, and the prohibition of personal gain from procurement activities are essential principles to be followed.



Cheyenne Downtown Development Authority

(307) 433-9730 • www.downtowncheyenne.com • 2101 O'Neil Ave., Room 302, Cheyenne, WY 82001

VII. Review and Updates

This Contracting Authority Policy will be periodically reviewed and updated to ensure its continued relevance and effectiveness. Any amendments will be communicated to all relevant parties.

VIII. Compliance

This policy applies to DDA officers, Board members, employees, and any other individual granted contracting authority under this policy.

- Non-compliance by DDA employees may result in disciplinary action, up to and including termination of employment.
- Non-compliance by DDA officers or Board members will be referred to the Board for appropriate governance action, which may include censure, removal from office, or revocation of delegated contracting authority, consistent with the Bylaws.

Any suspected violations should be reported to the Board President (or, if the Board President is implicated, to the Vice President or Treasurer). Reports need not be routed through the Executive Director where the Executive Director is the subject of the concern.

By adhering to this Contracting Authority Policy, the DDA aims to uphold the highest standards of fiscal responsibility and accountability in the management of public funds and the procurement of contract services.