

**BOARD OF PARK COMMISSIONERS OF THE  
CLEVELAND METROPOLITAN PARK DISTRICT  
POLICY STATEMENT**

**SUBJECT:** Electronic Execution of Contracts, Instruments and Documents

**EFFECTIVE DATE:** March 18, 2020

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**I. PURPOSE:** To provide a more efficient delivery and execution of contracts, instruments and documents through electronic means in a manner that is consistent with the Uniform Electronic Transaction Act that has been in effect since September 14, 2000.

**II. DEFINITIONS**

- A. "Agreement" means the bargain of the parties in fact, as found in their language or inferred from other circumstances and from rules, regulations, and procedures given the effect of agreements under laws otherwise applicable to a particular transaction.
- B. "Automated transaction" means a transaction conducted or performed, in whole or in part, by electronic means or electronic records, in which the acts or records of one or both parties are not reviewed by an individual in the ordinary course in forming a contract, performing under an existing contract, or fulfilling an obligation required by the transaction.
- C. "Computer program" means a set of statements or instructions to be used directly or indirectly in an information processing system in order to bring about a certain result.
- D. "Contract" means the total legal obligation resulting from the parties' agreement as affected by sections 1306.01 to 1306.23 of the Ohio Revised Code and other applicable law.
- E. "Electronic" means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities.
- F. "Electronic agent" means a computer program or an electronic or other automated means used independently to initiate an action or respond to electronic records or performances in whole or in part, without review or action by an individual.
- G. "Electronic record" means a record created, generated, sent, communicated, received, or stored by electronic means. A record or contract that is secured through blockchain technology is considered to be in an electronic form and to be an electronic record.
- H. "Electronic signature" means 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. A signature that is secured through blockchain technology is considered to be in an electronic form and to be an electronic signature.
- I. "Information" means data, text, images, sounds, codes, computer programs, software, databases, or the like.

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- J. "Information processing system" means an electronic system for creating, generating, sending, receiving, storing, displaying, or processing information.
- K. "Person" means an individual, corporation, business trust, estate, trust, partnership, limited liability company, association, joint venture, governmental agency, public corporation, or any other legal or commercial entity.
- L. "Record" means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.
- M. "Security procedure" means a procedure employed for the purpose of verifying that an electronic signature, record, or performance is that of a specific person or for detecting changes or errors in the information in an electronic record. "Security procedure" includes a procedure that requires the use of algorithms or other codes, identifying word or numbers, encryption, or callback or other acknowledgment procedures.
- N. "Transaction" means an action or set of actions occurring between two or more persons relating to the conduct of business, commercial, or governmental affairs.

### **III. POLICY**

#### **A. Electronic Execution.**

- 1. Pursuant to Article I, Section 3(b) of the Bylaws, the Chief Executive Officer (CEO), or his authorized designee, is authorized to sign each contract, agreement, amendment, legal instrument and document, and the CEO is hereby authorized and may elect to sign contracts, agreements, amendments, legal instruments and documents by use of electronic signatures.
  - 2. The Board President and CEO are authorized and may sign Resolutions or other documents by electronic signatures.
  - 3. The Chief Financial Officer and Chief Legal & Ethics Officer are authorized and may sign any document within their authority to review and approve by electronic signature.
  - 4. Authorized staff may sign certain documents as approved by the CEO by electronic signature.
- B. This policy does not limit the Cleveland Metroparks' right or option to conduct a transaction on paper or in non-electronic form, nor affect Cleveland Metroparks' right or obligation to have contracts, agreements, amendments, legal instruments, or documents be provided or made available on paper when required by applicable policies, laws or regulations.

### **IV. PROCEDURES**

- #### **A. Procedures for Electronic Execution of Contracts, Instruments, and Documents.** When utilizing the electronic signature, the signer shall use an electronic signature method that is of the quality and security commensurate with the risk and needed assurance of the authenticity of the

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signer. This determination shall be made after a review of the methodology by the Chief Legal & Ethics Officer and the Chief Information Officer (CIO).

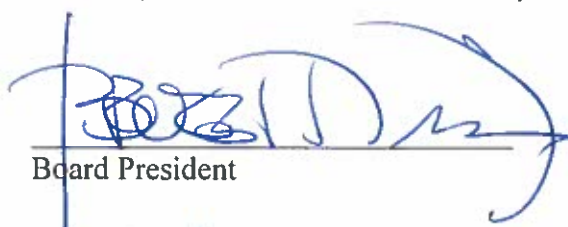
1. The CIO shall be responsible for developing and, as may be necessary, amending the manner, format, and security procedures for electronic signatures and transactions. In addition, specifications for recording, documenting, and/or auditing the electronic signature as required for non-repudiation and other legal requirements shall also be addressed.
2. As a minimum, the procedures shall address the following topics:
  - a. The type of electronic signature required;
  - b. The manner and format in which the electronic signature must be affixed to the electronic record;
  - c. The identity of, or criteria that must be met by, any third party used by the person filing a document to facilitate the process.
  - d. Control processes and procedures as appropriate to ensure adequate preservation, disposition, integrity, security, confidentiality, and auditability of electronic records;

B. It is not the intent of this Policy to eliminate all risk, but rather to provide a process for undertaking an appropriate analysis prior to approving the use of electronic signatures or electronic transactions for specific Cleveland Metroparks' transactions; and, based on such analysis, to designate those Cleveland Metropark' transactions in which electronic signatures or electronic transactions shall be required in place of handwritten documents.

References: Ohio Revised Code Chapter 1306. Uniform Electronic Transactions Act

Replaces and Supersedes: Electronic Execution of Contracts, Instruments and Documents, March 13, 2015

Approved:   
\_\_\_\_\_  
Chief Executive Officer-Secretary

  
\_\_\_\_\_  
Board President

3-18-2020  
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Approval Date

3/18/20  
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Review Date