

Purpose:

- I To ensure business continuity pertaining to the execution of contracts in a manner that will mitigate risks to the City while allowing the use of electronic signatures.
 - (1) To supplement the existing Contracts Policy (5326-CA) and Contracts Procedure (5326-CP) to allow the City to continue to execute during the COVID-19 pandemic.

Application:

- 2 This Policy applies when, due to the impacts of the COVID-19 pandemic, the Contracts Policy and/or Procedure cannot be followed due to the circumstances such as the inability to access a corporate seal, the inability to print and sign, and/or the inability to send physical contracts to the other parties. In the event of a conflict between this Policy and the Contracts Policy or Procedure, this Policy will apply.
- 3 This Policy applies to all contracts captured by the Contracts Policy and Procedure except contracts excluded by the *Electronic Transactions Act* such as:
 - (1) Contracts that create or transfer interests in land;
 - (2) Documents that will be registered on land titles;
 - (3) Guarantees under the *Guarantees Acknowledge Act*; and
 - (4) Negotiable instruments.

Policy Statement(s):

- 4 An electronic signature is only to be used by the City if the following clause is inserted into the contract as the last section of the contract immediately preceding the signature page:

This agreement may be executed and scanned or otherwise signed electronically and delivered by electronic transmission and when so executed will be deemed an original and binding on the parties. This agreement may be executed in one or more counterparts, each of which taken together, shall constitute only one legal instrument.

- 5 The following signature page must be used if the parties to the contract, including the City, are not able to use a corporate seal or provide an affidavit of signing authority:

The parties to this Agreement have signed by the hands of their proper authorized officers and/or representatives.

THE CITY OF RED DEER_____
TITLE_____
SIGNATURE

 PRINT NAME

I HAVE THE AUTHORITY TO BIND THE CITY OF RED DEER
[INSERT COMPANY NAME]

 TITLE

 SIGNATURE

 PRINT NAME

I HAVE THE AUTHORITY TO BIND THE [INSERT COMPANY NAME]

- 6 In the event that a City signing authority is unable to follow the Contracts Policy and/or Contracts Procedure and needs to use an electronic signature, the following must be done in addition to what is required under the Contracts Policy and Procedure:
- (1) The changes to the contract as noted above must be made.
 - (2) The signing authority must contact Information Technology Services (ITS) through the Services Desk portal on the Bridge or by calling the Service Desk at 403-342-8392 to arrange for an electronic signature and provide a copy of such signature to Legislative Services and the signing authority's General Manager, if applicable.
 - (3) The signing authority must email Legislative Services (legislativeservices@reddeer.ca) with a copy of the fully executed contract.
 - (a) A separate email must be sent to ITS (ITSContracts@reddeer.ca) and Legislative Services confirming that the signing authority has utilized an electronic signature. The email must include the following information:
 - (i) The name and title of signing authority;
 - (ii) The name of the parties to the contract;
 - (iii) The date the contract was signed and the effective date of the contract;
 - (iv) The type of contract that was signed; and
 - (v) A brief summary of the contract.
- 7 Any deviations to this policy and procedure are subject to approval from Legal Services.

Definitions:

- 8 Contract means a legally enforceable agreement between two or more parties, whether or not it is titled "Contract."
- 9 Execute means to sign.
- 10 Signing authority means the position that has or has been delegated to sign a contract on behalf of the City.

11 Third party means the party or parties the City is contracting with.

References/Links:

- 1 5326-CA Contracts
- 2 5326-CP Contracts – Preparation, Signing, Management, & Retention
- 3 EL-B-2.1 Emergency Management

Scope/Application:

- 1 All City employees must adhere to this Policy.

Authority/Responsibility to Implement:

- 1 City Solicitor
- 2 General Managers, department managers, and signing authorities are responsible for implementing and adhering to this Policy.

Inquiries/Contact Person:

- 1 City Solicitor

Policy Monitoring and Evaluation:

- 1 This policy will be monitored over the course of the COVID-19 Pandemic and revised as necessary.

Document History:

Date:	Approved/Reviewed By:	Title:
Approved: April 6, 2020	“Allan Seabrooke”	City Manager
Revised: July 13, 2020	“Allan Seabrooke”	City Manager