

STATE OF CONNECTICUT
DEPARTMENT OF ADMINISTRATIVE SERVICES
PROCUREMENT SERVICES
165 Capitol Avenue, 5th Floor South
PO BOX 150414
HARTFORD, CT 06115-0414

VENDOR AUTHORIZATION GUIDELINES AND SAMPLES

CORPORATE AUTHORITY

A certified copy of a corporate resolution must accompany each contract with a corporation. The certification should bear an original signature by an officer of the corporation preferably the secretary, and one other than the person authorized to execute the contract. The certified copy should bear a seal of the corporation if the contract does not. The certification should recite the following: the name of the proper body adopting the resolution; date of the adoption; date of certification; title of certifier. The resolution itself must authorize someone to execute the particular contract. The resolution must state the name or name/title of the person authorized to execute the contract. If the resolution only states the title, we require a certification by a corporate officer as to the name of the individual who holds that office.

The resolution must be adopted prior to the execution of the contract; otherwise, the resolution may be treated as a ratification when there is sufficient information to so determine the execution of the particular contract. However, a ratification document is preferable.

Certifications, whether they are for resolution, bylaws or minutes should be updated annually.

CERTIFIED COPY OF BY-LAWS

In lieu of a certified resolution, a certified copy of the applicable sections of the corporate by-laws which authorize execution of the contract by the signing person may be submitted along with certification that the person signing the contract in fact holds the office in question. In lieu of a certified copy of the corporate resolution or bylaws, a certified copy of the corporate minutes of the meeting of the board of directors may be submitted. These minutes must specifically authorize the signing person to execute the particular contract under review or the particular type of contract of which the one under review is an example.

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GUIDELINES FOR VALID CORPORATE RESOLUTIONS

- The certification must bear an original signature by an officer of the corporation, preferably the secretary, and one other than the person authorized to sign the contract.
- The resolution should state the name of the person authorized to sign the contract. If the resolution only states the title of the officer so authorized, a certification by a corporate officer must be provided certifying that the individual signing the contract held that office at the time the contract was signed.
- The actual statement of the resolution (the language following the word “RESOLVED” in the samples provided on pages 4 and 5) should contain the exact wording from the resolution that the Board adopted.
- The contract must be signed exactly as the name is called out in the resolution – the name and title must match precisely.
- The date on which the resolution was adopted can precede the date on which the contract was signed, but the date on which the resolution is certified cannot precede the date the contract was signed. For example, for a contract signed July 1, 2003, the Certified Resolution can state that the resolution was adopted by the Board of Directors on March 1, 2002, but the Secretary must certify that the resolution was so adopted, and remains in effect, on or after July 1, 2003, thus showing that on the date the contract was signed, the signatory in fact had the authority to do so.
- If the corporation does not possess a corporate seal, the “L.S.” notation may be written next to the Secretary’s signature. In addition, “L.S.” notation should be written next to the signature of the corporate officer on the contract itself. If the corporation does have a seal, the seal should be affixed both to the signature page of the contract and to the certified resolution.
- In lieu of a certified resolution, a certified copy of the applicable sections of the corporate bylaws which authorize execution of the contract by the signing person may be submitted along with a certification that the person signing the contract held the office in question at the time the contract was signed. Or, a certified copy of minutes of the meeting of the board of directors at which the contract signatory was authorized to sign the contract under review (or the particular type of contract of which the one under review is an example) may be provided.

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GUIDELINES FOR VALID LLC RESOLUTIONS

- The certified resolution must state: (i) that the LLC is run by members or managers; (ii) that the signatory is either a member or manager of the LLC; and (iii) that as such, he or she is not prohibited or limited by the LLC's articles of organization from binding the LLC.
- The contract must be signed by the signatory in the capacity noted in the resolution (i.e., as member or manager, as applicable).
- If possible, the resolution should be signed by a member or manager who is not the contract signatory.
- If the LLC does not possess a corporate seal, the "L.S." notation may be used instead, but the certification must specifically state that the LLC has no seal.

GUIDELINES FOR VALID PARTNERSHIP RESOLUTIONS

- Generally, any general partner of a general or limited partnership has the authority to sign a contract on behalf of the partnership.
- However, if possible, a contractor which is a partnership should provide a certification from a general partner, other than the general partner signing the contract (or from all the general partners), stating that the general partner signing the contract has such authority.
- If a limited partner signs the contract, a copy of the limited partnership agreement should be provided so that it can be reviewed for confirmation that the named limited partner has signatory authority.
- The partner signing the contract must provide his or her title (i.e., general partner, limited partner) next to his or her signature on the contract.

NOTE: The following pages include samples of the format that may be used for the resolutions.

SAMPLE

SECRETARY'S CERTIFICATE

The undersigned, _____, Secretary of _____, a [STATE] corporation, (the "Corporation"), does hereby certify that the following are true and complete resolutions which were **CHOOSE EITHER (1) UNANIMOUSLY ADOPTED, OR (2) ADOPTED BY QUORUM** at a duly called and held meeting of the Board of Directors of the Corporation on the _____ day of _____, 20____, and that such resolutions have not been amended or modified and continue to be in full force and effect as of this date:

RESOLVED, that the Corporation execute and deliver to the State of Connecticut a certain _____ agreement (the "Agreement"), in the form attached hereto, pursuant to which the Corporation would _____; and

FURTHER RESOLVED, that [NAME OF OFFICER], as [TITLE OF OFFICE] of the Corporation, is authorized and directed to execute and deliver the Agreement on behalf of the Corporation and to do and perform all acts and things which he/she deems to be necessary or appropriate to carry out the terms of the Agreement, including, but not limited to executing and delivering all agreements and documents contemplated by the Agreement.

The undersigned further certifies that [NAME OF OFFICER] now holds the office of [TITLE OF OFFICE] and he has held that office since [DATE APPOINTED].

IN WITNESS WHEREOF, the undersigned has executed this Certificate this ____ day of _____, 200__.

NAME
Secretary

SAMPLE

SECRETARY'S CERTIFICATE

The undersigned, _____, Secretary of _____, a [STATE] corporation, (the "Corporation"), does hereby certify that the following are true and complete resolutions which were **[CHOOSE EITHER (1) UNANIMOUSLY ADOPTED, OR (2) ADOPTED BY QUORUM]** at a duly called and held meeting of the Board of Directors of _____ on the _____ day of _____, 20____, and that such resolutions have not been amended or modified and continue to be in full force and effect as of this date:

RESOLVED, that the Corporation may execute and deliver any and all contracts which it deems to be necessary or appropriate to carry out its business; and

FURTHER RESOLVED, that **[NAME OF OFFICER]**, as **[TITLE OF OFFICE]** of the Corporation, is authorized and directed to execute and deliver any and all contracts on behalf of the Corporation **[INSERT HERE LIMITATIONS, IF ANY, ON THE AUTHORITY TO SIGN, SUCH AS UP TO A MAXIMUM DOLLAR AMOUNT]** and to do and perform all acts and things which he/she deems to be necessary or appropriate to carry out the terms of such contracts, including, but not limited to, executing and delivering all agreements and documents contemplated by such contracts.

The undersigned further certifies that **[NAME OF OFFICER]** now holds the office of **[TITLE OF OFFICE]** and he has held that office since **[DATE APPOINTED]**.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this ____ day of _____, 200__.

NAME
Secretary

SAMPLE

_____, LLC
CONSENT TO ACTION

The undersigned, being all of the **[MEMBERS/MANAGERS]** of _____, LLC (the “Company”), a Connecticut limited liability company, do unanimously agree and consent to the following actions:

RESOLVED, that the Company execute and deliver to the State of Connecticut a certain _____ agreement (the “Agreement”), in the form attached hereto, pursuant to which the Company would _____; and

FURTHER RESOLVED, that **[NAME OF MEMBER/MANAGER]**, as **[TITLE OF OFFICE]** of the Company, is authorized and directed to execute and deliver the Agreement on behalf of the Company and to do and perform all acts and things which he/she deems to be necessary or appropriate to carry out the terms of the Agreement, including, but not limited to executing and delivering all agreements and documents contemplated by the Agreement.

IN WITNESS WHEREOF, the undersigned have executed this consent this ____ day of _____, 20__.

NAME
[TITLE]

NAME
[TITLE]

NAME
[TITLE]

SAMPLE

_____, LLC
CONSENT TO ACTION

The undersigned, being all of the **[MEMBERS/MANAGERS]** of _____, LLC (the "Company"), a Connecticut limited liability company, do unanimously agree and consent to the following actions:

RESOLVED, that the Company may execute and deliver any and all contracts which it deems to be necessary or appropriate to carry out its business; and

FURTHER RESOLVED, that **[NAME OF MEMBER/MANAGER]**, as **[TITLE OF OFFICE]** of the Company, is authorized and directed to execute and deliver any and all contracts on behalf of the Company **[INSERT HERE LIMITATIONS, IF ANY, ON THE AUTHORITY TO SIGN, SUCH AS UP TO A MAXIMUM DOLLAR AMOUNT]** and to do and perform all acts and things which he/she deems to be necessary or appropriate to carry out the terms of such contracts, including, but not limited to, executing and delivering all agreements and documents contemplated by such contracts.

IN WITNESS WHEREOF, the undersigned have executed this consent this ____ day of _____, 20__.

NAME
[TITLE]

NAME
[TITLE]

NAME
[TITLE]

SAMPLE

_____ PARTNERSHIP
CONSENT TO PARTNERSHIP ACTION

The undersigned, being all of the General Partners of _____ Partnership (the “Partnership”), a Connecticut general partnership, do unanimously agree and consent to the following actions:

RESOLVED, that the Partnership execute and deliver to the State of Connecticut a certain _____ agreement (the “Agreement”), in the form attached hereto, pursuant to which the Partnership would _____; and

FURTHER RESOLVED, that **[NAME OF PARTNER]**, as **[TITLE OF OFFICE]** of the Partnership, is authorized and directed to execute and deliver the Agreement on behalf of the Partnership and to do and perform all acts and things which he/she deems to be necessary or appropriate to carry out the terms of the Agreement, including, but not limited to executing and delivering all agreements and documents contemplated by the Agreement.

IN WITNESS WHEREOF, the undersigned have executed this consent this ____ day of _____, 20__.

NAME
[TITLE]

NAME
[TITLE]

NAME
[TITLE]

SAMPLE

_____ PARTNERSHIP
CONSENT TO PARTNERSHIP ACTION

The undersigned, being all of the General Partners of _____ Partnership (the "Partnership"), a Connecticut general partnership, do unanimously agree and consent to the following actions:

RESOLVED, that the Partnership may execute and deliver any and all contracts which it deems to be necessary or appropriate to carry out its business; and

FURTHER RESOLVED, that **[NAME OF PARTNER]**, as **[TITLE OF OFFICE]** of the Partnership, is authorized and directed to execute and deliver any and all contracts on behalf of the Partnership **[INSERT HERE LIMITATIONS, IF ANY, ON THE AUTHORITY TO SIGN, SUCH AS UP TO A MAXIMUM DOLLAR AMOUNT]** and to do and perform all acts and things which he/she deems to be necessary or appropriate to carry out the terms of such contracts, including, but not limited to, executing and delivering all agreements and documents contemplated by such contracts.

IN WITNESS WHEREOF, the undersigned have executed this consent this ____ day of _____, 20__.

NAME
[TITLE]

NAME
[TITLE]

NAME
[TITLE]