

**Board Resolution**  
**The 2010 Cloister Owners' Association, Inc.**  
**Contracts, & Checks Authorization**

The Board of Directors ("Board") for The 2010 Cloister Owners' Association, Inc. ("Cloister" or "Association"), hereby adopts this Board Resolution this 10th day of February, 2021 and resolves as follows:

**WHEREAS**, due to the Bylaws being silent on required approvals of contracts with values less than \$25,000, the following requirements shall be implemented in accordance with the authority of the Board to act on behalf of the Association granted by Tennessee Code Annotated §48-58-101(b), and the powers granted to the Board by Tennessee Code Annotated §48-53-102(a)(19) to do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the corporation, it is hereby

**RESOLVED** by the Board to implement approval requirements of the subject contracts in a timely and effective manner the Board will bind the Association and may not be used to impose liability upon the Board of Directors, officers, Community Management Associates or the community manager, Erica Sullivan; and,

**IT IS FURTHER RESOLVED**, that to comply with the directives and recommendations from the aforementioned authority, subject contracts selected by the Property Manager under their authority and within Budget allocations shall be approved by the President and Treasurer or Directors appointed by the President or Treasurer to act on their behalf. Such contract approval may be documented by signed Form, email or web based systems similar to the existing invoice processing.

**IT IS FURTHER RESOLVED**, that contracts with a value of \$5000 or less and within budget allocations may be approved solely by the Property Manager and do not require the approval of Board Officers. The value limit may be changed by a majority of Directors.

**IT IS FURTHER RESOLVED**, that Checks processed and issued by the Management Agent's web based invoice processing system that requires President and Treasurer approvals satisfies the Bylaw requirements of co-signing in Article V, Section 6.a and,

**IT IS FURTHER RESOLVED**, that this Resolution shall remain in effect until the Board may determine changes as reasonable.

Enacted this 10th day of February, 2021

THE CLOISTER 2010 OWNERS' ASSOCIATION, INC.

  
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President: James E East