

**CITY OF MADISON
OFFICE OF THE CITY ATTORNEY
ROOM 401 - CITY-COUNTY BUILDING
266-4511**

FROM: Lara Mainella, Assistant City Attorney
DATE: **November 8, 2023 UPDATE**
RE: **Electronic routing and signing contracts – UPDATED Interim Policy**

Please continue to route all contracts* electronically using the procedures in this memo. This process is a reaction to the ongoing COVID-19 emergency and may be modified or revoked. (Paper contracts currently in routing can stay on paper or may be scanned as needed.)

The goal is to create a temporary virtual system that mirrors our two existing systems for contract signature - those that are “routed” and those that go directly to Purchasing for signature.

For both, the signature feature in Adobe Acrobat is legally sufficient for all City signers to place their signature on many City contracts.

***This interim policy applies to all City contract types except:**

- Public Works – check with Doran Viste
- Bonds – check with Doran Viste
- Recorded documents – some can use this process, check with Matt Robles
- Zoning documents that are recorded – check with Kate Smith

For all other contract types, such as POS, Special Duty, grants, etc. we authorize and recommend the process in the attached documents. Contact the City Attorney’s office with any questions.

Clause to authorize e-signatures: Please review your contract for a clause that authorizes “counterparts and electronic delivery” such as section 33 in the POS. If you need to add this, see “References” on the last page of this memo. If not sure, check with the City Attorney’s office.

Signature method: is explained the attached “Screenshots.” For this interim policy, any signature method available in Adobe Acrobat Reader DC, Acrobat Standard, or Acrobat Pro that *results in a text or script signature* is fine. Don’t use the “X” or other symbol –use letters that spell out your name. Each signer should choose one style and use the same style for consistency. (Do not try to use “Adobe Sign” – the City does not have a license for that.)

Questions: Lara Mainella (608-267-4924) lmainella@cityofmadison.com
Doran Viste: dviste@cityofmadison.com

Attachments:

- Steps for Interim Electronic Contract Routing – UPDATED 11-8-2023*
- Adobe screenshots*
- References*

I. CONTRACTS ROUTED FOR SIGNATURE BY MAYOR/CITY CLERK (or other final signer)

1. **Obtain contractor signature** – preferably on a PDF. Contractor can use any electronic signature method, or scan a signed paper copy. If questions, ask City Attorney.
2. Save final contract signed by vendor with all attachments **as single PDF**, or **scan** and save as single PDF, if you have access to a scanner. Final contract must be an Adobe PDF and must include all exhibits/attachments in the single PDF.
3. Enter contract into “Contract Routing Database” as usual. *NEW: take a screenshot of the page in the routing database that contains all of the information that would be on the cover sheet. Include the screenshot in the body of your email. Make sure to complete the fields, including any notes.*

4. **Send an email message to the City Clerk at CL Contracts**, with the following:

Attachments:

Contract PDF

Certificate of Insurance (COI) PDF

Body of email:

NEW: Subject line must say “Contract Routing,” Name of Contract, Contract # (if any) & Rush status

Link to adopted resolution (or attach a copy if needed.)

Screenshot of cover sheet info from routing database (sample on next page)

List of agencies and routing order: (see step 5)

Link to the original signed contract (only if routing an amendment)

Your name and current contact info for questions.

5. **Route these items via email in this order:**

- Agency emails City Clerk at CL Contracts: clcontracts@cityofmadison.com
 - Clerk forwards to DCR at DCRContractRouting@cityofmadison.com
 - DCR forwards to Risk at **both** eveum@cityofmadison.com & mlloyd@cityofmadison.com
 - Risk will forward to appropriate person in Finance for signature
 - Finance forwards to City Attorney at attorneycontracts@cityofmadison.com
 - City Attorney forwards to Mayor at madisonmayor@cityofmadison.com (or other final signer.)
 - Mayor will forward to Finance for scanning, CL Contracts for filing, and originating agency.
 - Clerk stores final signed contract, marks complete & logs contract out of routing database.
- Tips: Maintain a single email chain from start to finish, by forwarding.

Do not cc: all signers – just forward as shown above.

6. **Signature: Each person who signs will use the signature feature in Adobe Acrobat.**

- See attached screenshots. DCR approval will be via email.

7. **Forward original email with saved/signed contract to the next signer (see sec. 5)**

- Before forwarding, REMOVE the version of the contract you received and REPLACE it with the one you just signed. KEEP the other attachments the same.
- Log-out the contract in the Contract Routing Database as usual. Email Mike Quieto mquieto@cityofmadison.com if you need database help.

8. **Agency distributes signed contract** to vendor, staff via email, per usual procedures.

II. CONTRACTS FOR PURCHASING SIGNATURE (via MUNIS):

1. Follow usual procedure: enter Requisition, attach contract & COI into Munis as PDF.
2. When Finance receives the contract, Mary Richards (or other designee) will sign using Adobe.
3. Follow usual procedures for saving and distributing the signed contract.

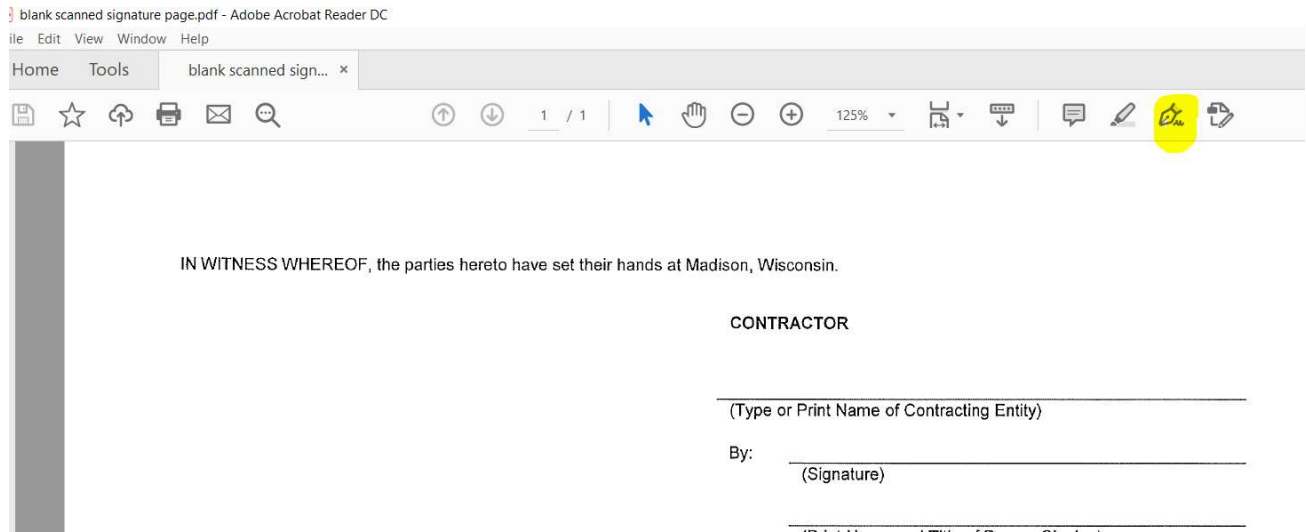
NEW - SAMPLE ROUTING DATABASE SCREENSHOT FOR ROUTING EMAIL

Take a screenshot that includes all of the information / fields shown below and cut and paste that into the body of your email message:

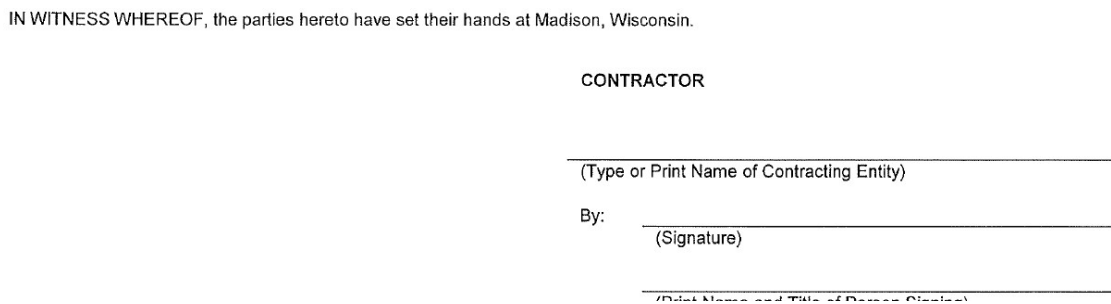
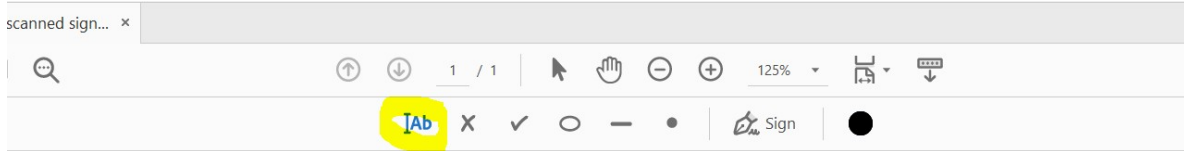
Contract between Company: Metropolitan Milwaukee Fair Housing Council, Inc.		
and Agency Name: <input type="text" value="Community Development Block Grant"/>		
Project: Metropolitan Milwaukee Fair Housing Council 2021 Amendment 6		
Contract #:	File #: 62322	Amount: 40,989.00
Enactment #: RES-20-00742	Enactment Date: 11/17/2020	
Notes:	<input type="text" value="04/13/2021 09:09:53 cdbgd - This contract is entered into Provider Gateway. COI is current."/>	
<input type="button" value="Add Notes"/>		
Original	<input checked="" type="button" value="0 Copies"/>	<input type="button" value="Standard Routing List"/> <input type="button" value="Custom Routing List"/>
Routing	<input type="text" value="Clerk's Office, Department of Civil Rights, Risk Management, Finance Department, Attorney's Office, Mayor's Office"/>	
RoutingType:	<input type="text" value="Routine"/>	<input type="button" value="Print Cover Sheet"/>

ADOBE SIGNATURE INSTRUCTIONS – Acrobat Reader DC

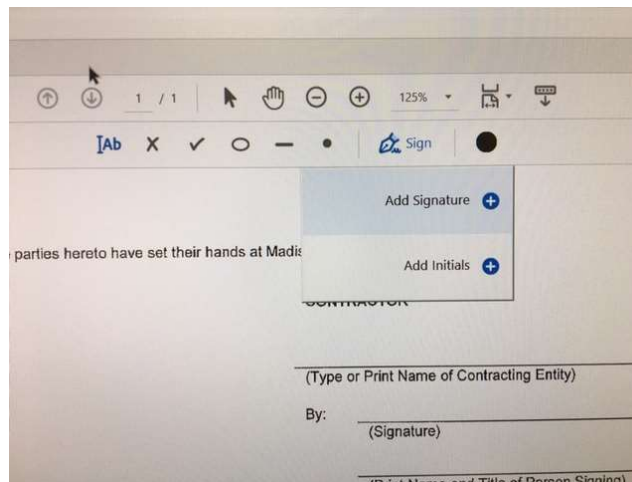
Step 1 – open the PDF and click on the image of the old-fashioned quill pen toward the right side of the menu bar (Adobe Standard users - open “Tools” pane or the “Fill & Sign” tab on the upper right hand side)



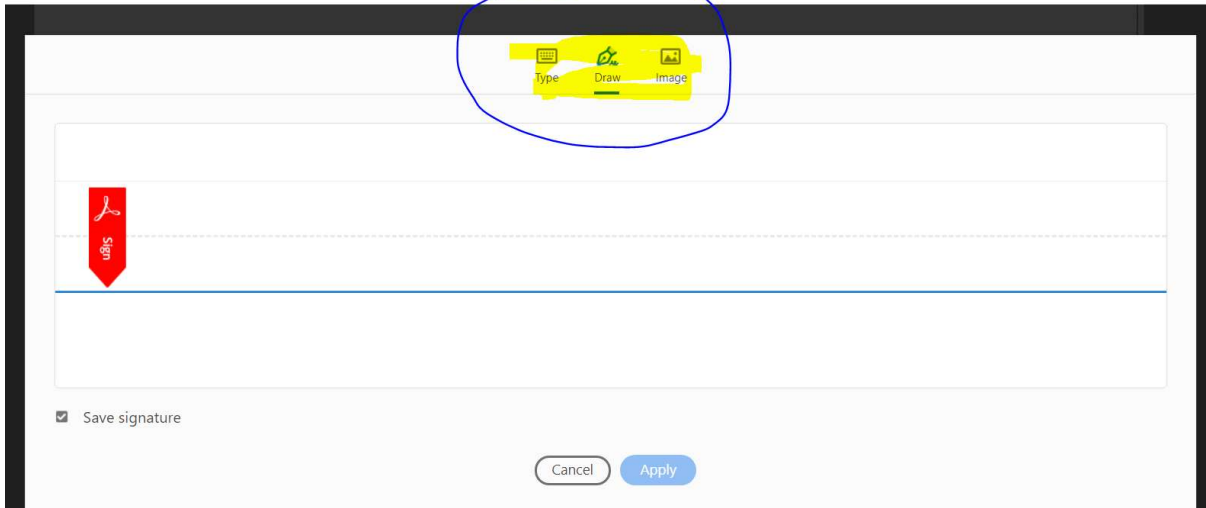
Step 2 – This will bring up a new menu bar for signatures. Click on the icon that says “Ab” to create your signature:



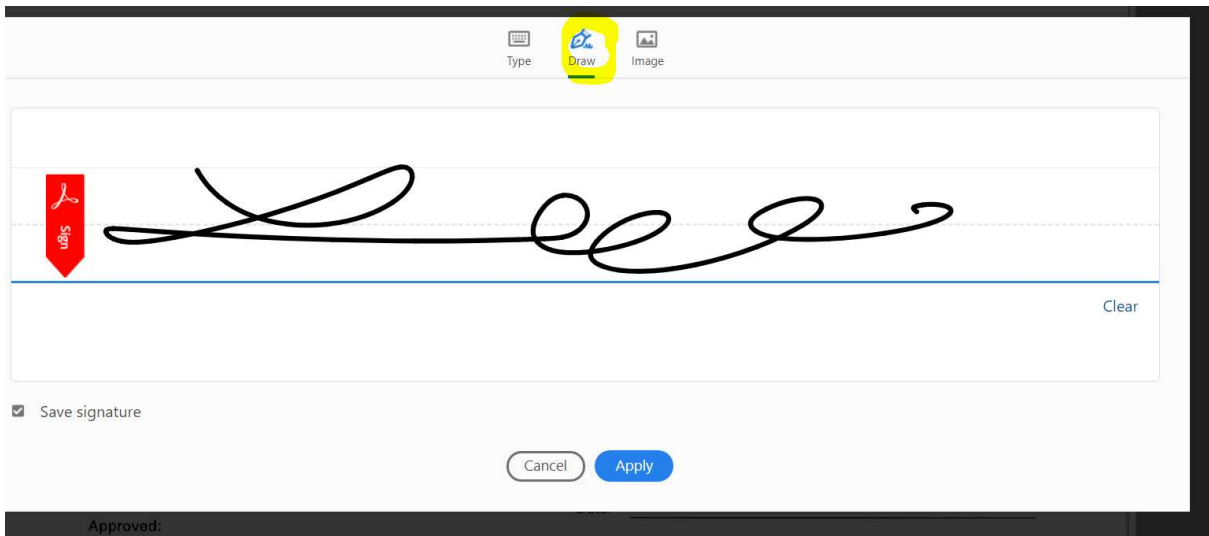
Step 3: Click on “Add Signature”



Step 4: Decide if your signature will be typed, drawn or you will use an image that you insert. (Once you create a signature, it will be saved for future use in the drop down menu.)



Step 5: type or draw your signature on this large pop out line:



Step 6: Click "Apply" and this will close the window and allow you to drag your signature to where you want it:

_____	By: _____
niedicke, Finance Director	Maribeth Witzel-Behl
_____	Maribeth Witzel-Behl, City Clerk
_____	Date: _____
_____	Approved as to Form: _____
Risk Manager	Michael P. May, City Attorney
_____	Date: _____

Only: SIGNATURE INSTRUCTIONS FOR CONTRACTS SIGNED BY MAYOR/CLERK:

Step 7: While still using the signature feature, place your cursor on the date line to type in the date you signed:
(Mistakes can be removed by clicking the garbage can icon in the blue text box.)

Maribeth Witzel-Behl, City Clerk

Date: _____

Approved as to Form: _____
[Handwritten Signature]

Michael P. May, City Attorney

Date: _____

03-13-20

03-13-20

INSTRUCTIONS FOR CONTRACTS SIGNED BY MAYOR:
1. Route this contract & all of its attachments for City signatures using the City Clerk's
2. Include 1 copy of authorizing resolution & 1 copy of the Certificate of Insurance

Step 8: When done, Remove your cursor from the signature and date fields and hit "Close" (Don't hit "Next" – this will bring up features that you can't use, trying to sell you Adobe Pro)

Adobe Sign interface showing a document with the following text:

Date: _____

CITY OF MADISON, WISCONSIN
a municipal corporation

By: _____
Satya Rhodes-Conway, Mayor

Date: _____

By: _____
Maribeth Witzel-Behl

By: _____
Maribeth Witzel-Behl, City Clerk

Date: _____

Approved as to Form: _____
[Handwritten Signature]

Michael P. May, City Attorney

Date: _____ 03-13-20

Buttons: Next, Close

Last step – by selecting "Save As" in Adobe, SAVE the contract you just signed as a PDF in the directory of your choice, where you can easily access it, to forward via the email to the next signer:

Save As dialog box showing the following content:

Save As

FILE EXPLORER

- My Computer
- Document Cloud
- Add Account

Save in Recent Folder...

- signature sample docs
Z:\contracts\signature sample docs\
- DailyScans
O:\DailyScans\
- contracts
Z:\contracts\
- IT software tech procurement docs
Z:\contracts\IT software tech procurement docs\
- Section 8
Z:\CDA\Section 8\

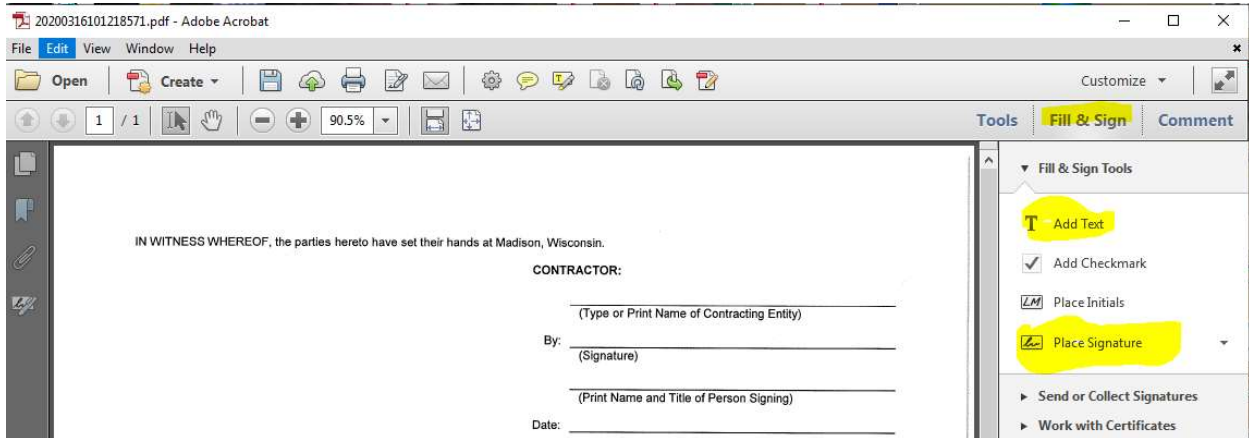
Buttons: Choose a Different Folder..., Cancel

ADOBE SIGNATURE INSTRUCTIONS

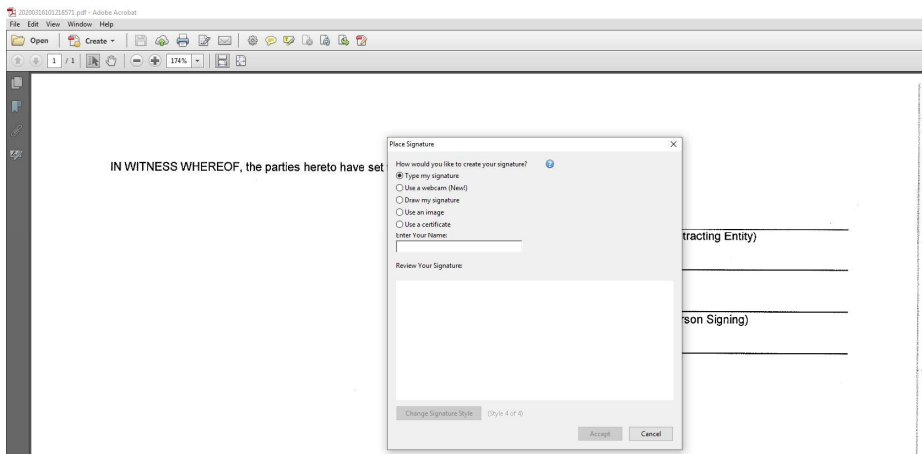
Acrobat XI Version 11.0.20

Open the PDF contract.

Click on "Fill and Sign" in the top right corner. Tools will appear. Click on "Place Signature"

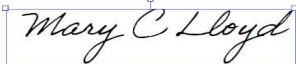


Click on "Place Signature." A box will appear that you will type your signature. Accept.



You can now drag the signature where you want it to be.

To add the date, click on "Add Text" (also in Fill and Sign).

Approved:	Date: _____
By: _____ David P. Schmiedicke, Finance Director	By: _____ Maribeth Witzel-Behl, City Clerk
Date: _____	Date: _____
By: _____  Eric T. Veum, Risk Manager	Approved as to Form: By: _____ Michael P. May, City Attorney
Date: 3-16-20	Date: _____

Choose "Save As" in Adobe, **SAVE** the contract you just signed as a PDF in the directory of your choice, to attach to the email and forward to the next signer.

REFERENCES:

Legal background: Wisconsin law allows the use of electronic signatures for contracts. Wis. Stat. s. 137.15(2), 137.11(8). The statute does not specify the method or technology used to affix the signature. General contracting principles allow parties to agree on a signature process. APM 1-1 already authorizes electronic signatures and many city contracts, including those subject to this interim policy, contain a clause to allow it. If you are not sure if your contract includes this clause, check with the City Attorney's office.

APM 1-1

B. Electronic Signatures: *Unless otherwise prohibited by law*, any document that requires a manual, facsimile or other form of signature or that is given effect with a manual, facsimile or other form of signature may be transformed into electronic format, and may be signed or given effect with an electronic signature if the electronic signature meets all requirements of Wis. Stat. ch. 137 or other applicable Wisconsin or Federal law. Where only one electronic signature line is provided, such contract shall be signed electronically by the Mayor and manually by the other city signatories. The document may be executed in one or more counterparts, one or more of which may be effectuated by electronic signature(s); each of which shall be deemed an original; but all of which together shall constitute one and the same instrument. In addition to true electronic signatures, an electronic copy (scanned PDF, fax, etc.) of a hard copy signature is acceptable when the contract includes language to authorize it.

Wis. Stat. s. 137.11(8) "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.

Wis. Stat. s. 137.15, Legal recognition of electronic records, electronic signatures, and electronic contracts.

(1) A record or signature may not be denied legal effect or enforceability solely because it is in electronic form.

(2) A contract may not be denied legal effect or enforceability solely because an electronic record was used in its formation.

(3) If a law requires a record to be in writing, an electronic record satisfies that requirement in that law.

(4) If a law requires a signature, an electronic signature satisfies that requirement in that law.

POS boilerplate clause – Current:

33. COUNTERPARTS, ELECTRONIC DELIVERY.

This Contract may be signed in counterparts, each of which shall be taken together as a whole to comprise a single document. Signatures on this Contract may be exchanged between the parties by facsimile, electronic scanned copy (.pdf) or similar technology and shall be as valid as original. Executed copies or counterparts of this Contract may be delivered by facsimile or email and upon receipt will be deemed original and binding upon the parties hereto, whether or not a hard copy is also delivered. Copies of this Contract, fully executed, shall be as valid as an original.

Contract clause to add to your contracts if you don't have this already:

33. COUNTERPARTS, ELECTRONIC SIGNATURE AND DELIVERY.

This Contract may be signed in counterparts, each of which shall be taken together as a whole to comprise a single document. Signatures on this Contract may be exchanged between the parties by facsimile, electronic scanned copy (.pdf) or similar technology and shall be as valid as original; and this Contract may be converted into electronic format and signed or given effect with one or more electronic signature(s) if the electronic signature(s) meets all requirements of Wis. Stat. ch. 137 or other applicable Wisconsin or Federal law. Executed copies or counterparts of this Contract may be delivered by facsimile or email and upon receipt will be deemed original and binding upon the parties hereto, whether or not a hard copy is also delivered. Copies of this Contract, fully executed, shall be as valid as an original.