

SOUTH MOUNTAIN SPECIAL PURPOSE ORGANIZATION, INC.
Resolution of the Board of Directors Regarding Delegation of Authority
to Set Agendas and Prepare Motions for Consideration at Open Meetings

WHEREAS, the affairs of South Mountain Special Purpose Organization, Inc., an Arizona nonprofit corporation (the “Association”) are governed by the Association’s Board of Directors (the “Board”).

WHEREAS, pursuant to A.R.S. § 33-1804 portions of a Board meeting may be closed if the closed portion of the meeting is limited to consideration of certain subjects listed in A.R.S. § 33-1804(A)(1) – (5).

WHEREAS, A.R.S. § 33-1804(C) provides that, before entering into any closed portion of a meeting of the board of directors, or on notice of a meeting that will be closed, the Board shall identify the paragraph under subsection (A) of the statute that authorizes the Board to close the meeting.

WHEREAS, A.R.S. § 10-3801(B) provides that “[a]ll corporate powers shall be exercised by or under the authority of and the affairs of the corporation shall be managed under the direction of its board of directors.” A.R.S. § 10-3801(B).

WHEREAS, The By-laws of SPO Homeowners Association (the “Bylaws”) at Article VII, Section 1 provide, in part, that the Board has the powers and duties necessary for the administration of the affairs of the Association and may do all such acts as are not required to be exercised or done by the Members.

WHEREAS, the Bylaws at Article VIII, Section 8(a) provide, in part, that the President shall supervise and control all of the business and affairs of the Association, shall preside at all meetings of the Members and of the Board, and shall perform all duties incident to the office of the President and such other duties as prescribed by the Board.

WHEREAS, the Bylaws at Article VII, Section 1(e) provide, in part, that the managing agent shall have such powers and duties as may specifically be conferred or imposed by the Board;

WHEREAS, the Association’s Board may delegate its identification authority under A.R.S. § 33-1804(C) in setting agendas for Board Meetings.

WHEREAS, the Board desires to delegate to the Board President and/or the managing agent, the authority to make the determination as to what items are placed on the agendas for open and closed/executive session Board Meetings, and present for consideration the appropriate open session motions necessary to vote, ratify or disclose executive session actions, pursuant to A.R.S. § 33-1804(C).

WHEREAS, the Board, at a Board Meeting (the date of which is referenced below), to which a quorum of the Board was present, held a vote to adopt said Resolution of the Board of Directors Regarding Delegation of Authority to Set Agendas and Prepare Motions for Consideration at Open Meetings (the "Resolution"), during the open portion of said Board Meeting and a majority of the Board adopted said Resolution.

NOW, THEREFORE, BE IT RESOLVED, that the Board President and/or managing agent, is delegated responsibility for compliance with A.R.S. § 33-1804(C) and for identifying the statutory authority for all closed meetings of the Board, and is authorized to determine what items are placed on the agendas for open and closed/executive session Board meetings, to craft language for any necessary motions for the open session Board meetings, and to work with the Association's managing agent and legal counsel as necessary to accomplish the foregoing.

This Resolution shall remain in effect as a standing delegation of authority to the Board President unless amended or rescinded by the Board of Directors.

IN WITNESS WHEREOF, the Board President of the Association hereby certifies that this Resolution was properly adopted by a majority of the Board of Directors at a meeting of the Board held on _____, 2026.

South Mountain Special Purpose Organization, Inc.,
an Arizona nonprofit Corporation

Signature: _____

Name: _____

Date: _____

Title: President