BROKEN ARROW RANCH CONDOMINIUM ASSOCIATION

RESOLUTION OF THE BOARD OF DIRECTORS

Delegation of Authority for Meeting Agenda Preparation and Identification of Closed Portions of Board Meetings

A meeting of the Board of Directors (the "Board") of Broken Arrow Ranch Condominium Association (the "Association") was duly called and held on the 26th day of August, 2026. A quorum of the Board was present at the meeting and it was resolved, by majority vote, to adopt this Resolution regarding the preparation of meeting agendas and the identification of agenda items for open and closed portions of Board meetings.

WHEREAS, the Members of the Association are governed by the Condominium Declaration for Broken Arrow Ranch Condominiums re-recorded at Instrument No. 1998-0561543, Records of Maricopa County, Arizona, together with the Association's Articles of Incorporation, Bylaws, Rules and Regulations and other documents, as applicable (collectively the "Governing Documents");

WHEREAS, the Association is an Arizona nonprofit corporation governed by its Governing Documents and applicable Arizona law;

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";

WHEREAS, A.R.S. § 33-1248 generally requires meetings of the Board of Directors to be conducted openly, subject to the limited statutory bases for closing a portion of a meeting;

WHEREAS, A.R.S. § 33-1248(C) provides that, before entering into any closed portion of a meeting of the Board of Directors, or on notice of a meeting under A.R.S. § 33-1248(D) that will be closed, the Board shall identify the paragraph under A.R.S. § 33-1248(A) that authorizes the Board to close the meeting;

WHEREAS, A.R.S. § 33-1248(F) provides that notices and agendas must contain information reasonably necessary to inform the Members of the matters to be discussed or decided, and that the open meeting provisions must be construed in favor of open meetings;

WHEREAS, in *A Z N H Revocable Trust v. Sunland Springs Village Homeowners Association*, the Arizona Court of Appeals recognized that an association's board of directors may delegate its authority pursuant to A.R.S. § 33-1248(C), provided that such delegation is properly authorized by the board;

WHEREAS, in *A Z N H Revocable Trust v. Sunland Springs Village Homeowners Association*, the Arizona Court of Appeals further held that all voting and formal action by an association's

board of directors must occur in open meetings and that closed-portion agendas must provide more than a citation to the paragraph of A.R.S. § 33-1248(A) that authorizes the closed portion;

WHEREAS, the Board desires to formally delegate authority for the preparation of Board meeting agendas, including the identification of matters to be discussed in open session and matters to be considered in a closed portion of a Board meeting; and

WHEREAS, the Board further desires to establish a clear record of such delegation in order to promote orderly meeting administration, statutory compliance, and consistent agenda preparation; and

WHEREAS, the Board intends that this Resolution be interpreted and applied in a manner consistent with A.R.S. § 33-1248, the Association's Governing Documents, and the policy favoring open meetings.

THEREFORE, IT IS RESOLVED, that the Board of Directors of Broken Arrow Ranch Condominium Association hereby approves and adopts this Resolution delegating authority for the preparation of Board meeting agendas and the identification of open and closed portion agenda items as set forth herein.

RESOLUTION REGARDING AGENDA PREPARATION AND IDENTIFICATION OF CLOSED PORTIONS OF BOARD MEETINGS

1. **Delegation of Agenda Authority**. The Board hereby authorizes the Board President, or such other officer as may be authorized by this Resolution or future Board action, together with the Association's Managing Agent, to prepare, review, and finalize agendas for meetings of the Board of Directors, subject to the Association's Governing Documents, A.R.S. § 33-1248, and applicable law.

2. **Managing Agent**. For purposes of this Resolution, the term "Managing Agent" means the community manager assigned to the Association by the Association's management company, or another specifically designated representative of the management company approved by the Board President or the Board for purposes of agenda preparation, notice, and meeting administration.

3. **Open Meeting Agenda Items**. The authorized individuals identified in this Resolution may identify matters proposed for consideration in a closed portion of a Board meeting and shall identify on the agenda or notice, as applicable, the paragraph under A.R.S. § 33-1248(A) that is believed to authorize the closed portion. The Board retains ultimate authority to determine whether to enter into or remain in a closed portion of a meeting, and any closed portion shall be limited to consideration of matters permitted by A.R.S. § 33-1248(A). The agenda shall include more than a citation to the applicable paragraph of A.R.S. § 33-1248(A) and shall contain information reasonably necessary to inform Members of the matter to be discussed or decided, without disclosing attorney-client privileged information, personally identifying information, personal, health, financial, or

other confidential information, or other information that may properly be withheld under Arizona law.

4. **Closed Portion Agenda Items**. The authorized individuals identified in this Resolution may determine whether a matter is proposed for consideration in a closed portion of a Board meeting and shall identify the applicable paragraph under A.R.S. § 33-1248(A) that authorizes the Board to close that portion of the meeting. The agenda shall include sufficient non-privileged and non-confidential information to reasonably advise Members of the matter to be addressed, without disclosing attorney-client privileged information, personal, health, financial, or other confidential information, or other information that may properly be withheld under Arizona law.

5. **No Delegation of Board Decision-Making Authority.** This Resolution delegates authority for agenda preparation, meeting administration, and statutory identification of closed portion authority. It does not delegate the Board's authority to vote, approve, deny, ratify, authorize, or otherwise take formal action on behalf of the Association.

6. **No Voting or Formal Action in Closed Portion.** No vote, approval, denial, ratification, authorization, or other formal action of the Board shall be taken in any closed portion of a meeting. Any formal action following consideration in a closed portion shall be taken only in an open portion of a duly noticed meeting, subject to applicable law and protection of privileged, confidential, personal, health, or financial information.

7. **Member Comment Before Formal Action.** If the Board considers a matter in a closed portion and later intends to take formal action on that matter, the Board shall return to an open portion of a duly noticed meeting and allow member comment as required by A.R.S. § 33-1248 before taking formal action, while preserving privileged, confidential, personal, health, financial, or other information that may properly be withheld under Arizona law.

8. **Board Member Agenda Requests**. Any Board member may request that an item be placed on a future Board meeting agenda. Such requests should be submitted to the Board President, other authorized officer, or Managing Agent sufficiently in advance of the meeting to allow for review, agenda preparation, and statutory notice. The authorized individuals may determine the appropriate meeting, agenda placement, wording, and whether the item should be addressed in open session or proposed for consideration in a closed portion of the meeting, subject to applicable law and the Board's ultimate authority.

9. **Compliance With Notice and Agenda Requirements.** The authorized individuals shall endeavor to ensure that notices and agendas are prepared and provided in accordance with A.R.S. § 33-1248, the Association's Governing Documents, and applicable Arizona law. Nothing in this Resolution shall be construed to authorize the disclosure of privileged or confidential information in any meeting notice or agenda.

10. **Emergency Meetings.** Nothing in this Resolution shall limit the Association's ability to call or conduct an emergency meeting, to discuss business or take action that cannot be delayed for the forty-eight hours required for notice, to the extent permitted by A.R.S. §

33-1248. At any emergency meeting, the Board may act only on emergency matters, and the minutes shall state the reason necessitating the emergency meeting.

11. Continuing Board Authority. The Board retains ultimate authority over the business and affairs of the Association. The Board may modify the agenda process, direct that an item be added to a future agenda or otherwise act within its authority at any duly noticed meeting.

12. Amendment or Rescission. This Resolution may be amended or rescinded by a subsequent resolution of the Board or through formal action taken by the Board at a duly noticed meeting and recorded in the meeting minutes.

RESOLVED that the Board hereby adopts this Resolution effective as of the date set forth below.

CERTIFICATION

I HEREBY CERTIFY that the foregoing is true and correct, and that the above Resolution was approved at a meeting duly called where a quorum of the Board was present. I further certify that all requirements for adoption of this Resolution, as set forth in the Recitals above, were met.

DATED this 26th day of August, 2026.

BROKEN ARROW RANCH CONDOMINIUM ASSOCIATION

By: Clifford Mackey

Its: President

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