

Request for Supplier Qualifications – Doc5421410915
Part 3 – Process Definitions and Interpretation

1. Terminology

1.1. References to Labeled Provisions

Each reference in this Request for Supplier Qualification (RFSQ) to a numbered or lettered “section”, “subsection”, “paragraph”, “subparagraph”, “clause” or “sub-clause” shall, unless otherwise expressly indicated, be taken as a reference to the correspondingly labelled provision of this RFSQ.

Definitions

Throughout this RFSQ, unless inconsistent with the subject matter or context,

- .1 **“Addendum” or “Addenda”** means any document or documents issued by the City prior to the Submission Deadline changing the terms of the RFSQ or containing additional information related to the RFSQ;
- .2 **“Affiliated Person”** means everyone related to the Respondent including, but not limited to employees, agents, representatives, organizations, bodies corporate, societies, companies, firms, partnerships, associations of persons, parent companies, and subsidiaries, whether partly or wholly-owned, as well as individuals, and directors, if:
 - A. Directly or indirectly either one controls or has the power to control the other, or
 - B. A third party has the power to control both.
- .3 **“Agreement”** means the terms and conditions set out in Part 4 (Form of Agreement) to be finalized and executed by the Prequalified Supplier and the City, for the provision of the Deliverables by the Prequalified Supplier on an as-needed basis.
- .4 **“Canadian Business Subsidiary”** means a corporation operating in Canada, that acts as a supplier, manufacturer or distributor of goods and services and is controlled by a parent corporation outside of Canada, and where:
 - A. the business subsidiary has permanent offices or production facilities, and
 - B. a minimum of 70% of the deliverables will be provided by employees based in Canada.
- .5 **“Canadian Supplier”** means a supplier, manufacturer or distributor of any business structure that conducts its activities on a permanent basis in Canada. The business either:
 - A. has its headquarters or principal place of business in any province or territory of Canada; or
 - B. has at least 70% of its employees in Canada at the time of the bid submission of the applicable procurement process; or
 - C. is a Canadian Business Subsidiary.

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- .6 "**Candidate**" is a person belonging to an equity-deserving community or an Indigenous person. Candidate sourcing and verification processes to be provided by the City of Toronto.
- .7 "**City**" means the City of Toronto.
- .8 "**City Online Procurement System**" is the online procurement system supplied by SAP Ariba through which the RFSQ is made available.
- .9 "**City Contact**" means the City employee(s) designated as City Contact in Part 1, section 2.0 for all matters related to the RFSQ call process.
- .10 "**City's Policies and Legislation**" means Chapter 195, Purchasing, of the Toronto Municipal Code and the related procurement policies, procedures and guidelines set out on the City of Toronto website at: <https://www.toronto.ca/business-economy/doing-business-with-the-city/understand-the-procurement-process/purchasing-policies-legislation/> as amended, supplemented, re-enacted or replaced from time to time.
- .11 "**Conflict of Interest**" has the meaning set out in Part 3 – RFSQ Process Terms and Conditions, section 4.4.
- .12 "**Country of Origin**" means the country where the goods were grown, or the last country in which the goods were produced, as applicable.
- .13 "**Council**" means City Council.
- .14 "**Diverse Supplier**" means any business that is certified by a Supplier Certification Organization to be:
- 51% or more (majority) owned, managed, and controlled by Indigenous Person or persons belonging to an equity-deserving community, or
- A social purpose enterprise whose primary purpose is to create social, environmental or cultural value and impact, and where 51% or more of the persons who are fulltime equivalent employees or are participating in, or have completed, transitional employment training, experience economic disadvantage.
- .15 "**Deliverables**" means all services and deliverables to be provided on an as needed basis by a Prequalified Supplier as described in this RFSQ.
- .16 "**Equity-deserving Community**" is a group that experiences economic disadvantage through discrimination or barriers to equal opportunity. This includes, but is not limited to, women, recent immigrants (10 years or less), racialized minorities, Black Torontonians,

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persons with a disability including mental health, 2SLGBTQ+, vulnerable youth, veterans, and persons with low income.

- .17 **"Indigenous Persons"** are original inhabitants of Canada which includes First Nations (status and non-status Indians), Inuit (Aboriginal peoples from Arctic Canada), and Metis (mixed First Nation and European ancestry).
- .18 **"MFIPPA"** means the Municipal Freedom of Information and Protection of Privacy Act.
- .19 **"Non-American Business Subsidiary"** means a business subsidiary controlled by a parent corporation operating on a permanent basis in the United States of America ("USA"), that acts as a supplier, manufacturer or distributor of goods, where:
 - A. the business subsidiary has permanent offices or production facilities outside of the USA; and
 - B. a minimum of 70% of the deliverables will be provided by employees based outside of the USA.
- .20 **"Non-American Supplier"** means a supplier, manufacturer or distributor of any business structure that does not meet the definition of "USA Based Supplier".
- .21 **"Person"** means any individual, partnership, limited partnership, firm, joint venture, consortium, syndicate, company or corporation with or without share capital, trust, trustee, executor, administrator or other legal personal representative, governmental authority or entity however designated or constituted.
- .22 **"Prequalified Supplier"** means a successful Respondent appointed by the City to the Roster List.
- .23 **"Rectification Period"** means the period during which Respondents may rectify certain deficiencies in their Responses as permitted under the terms of the RFSQ.
- .24 **"Respondent"** means a Person, that submits a Response. If two or more legal entities wish to submit a Response as a consortium, one member of the consortium must be identified as the Respondent with whom the City may enter into an Agreement, and the other member(s) must be identified as subcontractors to that Respondent.
- .25 **"Response"** means an offer submitted by a Respondent in response to this RFSQ, which includes all of the documentation necessary to satisfy the submission requirements of the RFSQ.
- .26 **"RFSQ"** means this Request for Supplier Qualification package in its entirety, inclusive of all appendices and any bulletins or Addenda that may be issued by the City.
- .27 **"RSRM"** means Rail Safety and Risk Mitigation report as described in this RFSQ.

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- .28 **"Roster List"** or **"Roster"** means a list of suppliers that the City has determined satisfy the conditions for participation in that list, and that the City intends to use more than once to select a supplier for the provision of Deliverables on an as-needed basis.
- .29 **"Submission Deadline"** means the date and time specified on the City Online Procurement System or any Addenda issued by the City, as the date and time by which Respondents must submit their Response.
- .30 **"Supplier Certification Organization"** is a non-profit organization recognized by the City of Toronto that certifies businesses as Diverse Suppliers by assessing them using established, consistent criteria. Recognized Supplier Certification Organizations include:
- Canadian Aboriginal and Minority Supplier Council (CAMSC)
 - Canadian Council for Aboriginal Business (CCAB)
 - Canadian Gay and Lesbian Chamber of Commerce (CGLCC)
 - Inclusive Workplace and Supply Council of Canada (IWSCC)
 - Women Business Enterprise Canada (WBE) Canada
- .31 **"Supplier Code of Conduct"** means business ethical standards contained in Article 13 Chapter 195, Purchasing, of the Toronto Municipal Code;
- .32 **"Trade Partner Supplier"** means a supplier, manufacturer or distributor of any business structure that conducts its activities on a permanent basis within a country that is a party to an international trade agreement applicable to municipalities in Canada. The Trade Partner Supplier either:
- A. has its headquarters or main office within a country that is a party to an international trade agreement applicable to municipalities in Canada, or
 - B. has at least 70% of its employees based in a country that is a party to an international trade agreement applicable to municipalities in Canada at the time of bid submission deadline of the applicable procurement process.
- .33 **"USA Based Supplier"** means a supplier, manufacturer or distributor of any business structure that conducts its activities on a permanent basis in the United States of America ("USA"). The business either:
- A. has its headquarters or principal place of business in any state or territory of the USA; or
 - B. has at least 70% of its employees in the USA at the time of the bid submission of applicable procurement process.
 - C. USA Based Supplier does not include a Non-American Business Subsidiary.
- .34 **"Workforce Development"** means a relatively wide range of activities, policies and programs to create, sustain, and retain a viable workforce that can support current and future business and industry. It is an approach that integrates career exploration, industry-driven education and training, employment, and career advancement strategies, facilitated by the collaboration between employers, training and education institutions, government, and communities.

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Interpretation

In this RFSQ and in the Agreement, unless the context otherwise necessitates,

- a) any reference to an officer or representative of the City shall be construed to mean the person holding that office from time to time, and the designate or deputy of that person, and shall be deemed to include a reference to any person holding a successor office or the designate or deputy of that person;
- b) a reference to any Act, bylaw, rule or regulation or to a provision thereof shall be deemed to include a reference to any Act, bylaw, rule or regulation or provision enacted in substitution thereof or amendment thereof;
- c) all amounts are expressed in Canadian dollars and are to be secured and payable in Canadian dollars;
- d) all references to time shall be deemed to be references to current time in the City;
- e) a word importing only the masculine, feminine or neuter gender includes members of the other genders; and a word defined in or importing the singular number has the same meaning when used in the plural number, and vice versa;
- f) any words and abbreviations which have well-known professional, technical or trade meanings, are used in accordance with such recognized meanings;
- g) all accounting terms have the meaning recognized by or ascribed to those terms by the Canadian Institute of Chartered Accountants; and
- h) all index and reference numbers in the RFSQ or any related City document are given for the convenience of Respondents and such must be taken only as a general guide to the items referred to. It must not be assumed that such numbering is the only reference to each item. The documents as a whole must be fully read in detail for each item.