

Request for Supplier Qualifications – Doc5572034849
Part 3a – 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.

1.2. 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 Closing Deadline that changes the terms of the RFSQ or contains 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 “**Agencies and Corporations**” refer to bodies and organizations that have a direct reporting or funding relationship with the City of Toronto or Council. The list of current organization name and contact of agencies and corporations to be considered under this RFSQ is available from the following page on the City's website www.toronto.ca/abcc
- .4 “**Agreement**” means any written contract between the City and a Vendor or any purchase order issued by the City to the Vendor with respect to the Services contemplated by this RFSQ, and shall be deemed to include the terms and conditions for the provision of the Services as set out in this RFSQ.
- .5 “**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.

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- .6 **"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.
- .7 **"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.
- .8 **"City"** means the City of Toronto.
- .9 **"City Contact"** means the City employee(s) designated as City Contact on the Notice to Potential Respondents for all matters related to the RFSQ call process.
- .10 **"Closing Deadline"** means the date and time specified on the RFSQ Cover Page or any Addenda issued by the City, as the date and time by which Respondents must submit their Response;
- .11 **"Conflict of Interest"** includes, but is not limited to, any situation or circumstance where:
- (a) in relation to the RFSQ process, the Respondent has an unfair advantage or engages in conduct, directly or indirectly, that may give it an unfair advantage, including but not limited to (i) having or having access to information in the preparation of its Response that is confidential to the City and not available to other Respondents; (ii) communicating with any person with a view to influencing preferred treatment in the RFSQ process including the giving of a benefit of any kind, by or on behalf of the Respondent to anyone employed by, or otherwise connected with, the City ; or (iii) engaging in conduct that compromises or could be seen to compromise the integrity of the open and competitive RFSQ process and render that process non-competitive and unfair;
- or
- (b) in relation to the performance of its contractual obligations in the City contract, the Vendor's other commitments, relationships or financial interests (i) could or could be seen to exercise an improper influence over the objective, unbiased and impartial exercise of its independent judgement; or (ii) could or could be seen to compromise, impair or be incompatible with the effective performance of its contractual obligations;
- .12 **"County of Origin"** means the country where the goods were grown, or the last country in which the goods were produced, as applicable.

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- .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 **"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, persons with a disability including mental health, 2SLGBTQ+, vulnerable youth, veterans, and persons with low income.
- .16 **"Emergency Capital Project"** means unplanned projects at city locations, with quick turnaround requirements, city-wide. These requirements can include for a variety of responsibilities, such as assessments, professional design services, contract administration, if required. The projects can include for building envelopes, and associated mechanical, electrical and structural systems.
- .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 **"may"** and **"should"** used in this RFSQ. denote permissive (not mandatory).
- .19 **"MFIPPA"** means the Municipal Freedom of Information and Protection of Privacy Act.
- .20 **"must"**, **"shall"** and **"will"** used in this RFSQ denote imperative (mandatory), meaning Responses not satisfying imperative (mandatory) requirements will be deemed to be non-compliant and will not be considered for contract award.
- .21 **"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

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- B. a minimum of 70% of the deliverables will be provided by employees based outside of the USA.
- .22 **"Non-American Supplier"** means a supplier, manufacturer or distributor of any business structure that does not meet the definition of "USA Based Supplier".
- .23 **"Prequalified Vendor"** means a successful Respondent whom the City has appointed to the RFSQ List.
- .24 **"Respondent"** means a legal entity 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"** or **"Roster"** 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 **"Roster List"** means a list of Vendors 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 Vendor for a Work Assignment.
- .28 **"Services"** means all services and deliverables to be provided by a Vendor as described in this RFSQ.
- .29 **"Small Capital Project"** Both planned and unplanned building asset replacements and upgrades of low to moderate complexity. These projects are undertaken to address immediate health and safety concerns, code non-compliance, minor aesthetic issues, and to enhance or extend the lifespan and functionality of existing facilities. The scope of work can include single or multi-trade activities such as carpentry, electrical, mechanical, plumbing, HVAC, architectural, landscaping, and structural improvements.
- .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

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- .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 **"Vendor"** means the successful Respondent with whom the City enters into an Agreement.
- .35 **"Work Assignment"** means a work assignment as described under Part 5 – RFSQ Particulars.
- .36 **"Working Day"** or **"Business Day"** means a day other than:
- a Saturday, Sunday, statutory holiday, or statutory vacation day that is observed by the City of Toronto; or
 - a day identified by the City of Toronto as a designated or statutory holiday.
- .37 **"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.

1.3. Interpretation

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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.