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GEORGINA

THE CORPORATION OF THE TOWN OF GEORGINA DEFINITIONS

The definitions contained herein are applicable to all Corporation of the Town of Georgina (*Town*) *bid solicitations* and shall apply to, and form part of the *Town's bid call documents* and apply in like force to any resultant *contracts* or *purchase orders* for the *acquisition of deliverables*. By offering a *submission* in response to a *bid solicitation*, *respondents* accepts the definitions as written.

"*Acquisition*" or "*Procurement*" includes a purchase, rental, *lease* or conditional sale, of *deliverables*, but does not include:

1. Any form of assistance such as loans, equity infusion, guarantees or fiscal incentives;
2. Provision of *deliverables* to persons or other government organizations;
3. A revenue generating arrangement; or
4. Acquisition of *real property*;

"*Acquisition Value*" means the total financial commitment resulting from a *procurement process*, including all expenses related to fully executing all available renewals and *contract extension* options available in the *contract* in Canadian currency, inclusive of non-recoverable HST and exclusive of recoverable HST;

"*Addendum*" means a document or information attached or added to clarify, modify, or support the information in the original *bid call document* and may also include "*addenda*";

"*Asset*" means tangible or intangible property, other than *real property*, movable property subject to ownership, with exchange value;

"*Authority*" or "*Authorized*" means the legal right to conduct the tasks outlined as directed by *Council* and delegated through the office of the *CAO* to the *Directors* and subsequently to the *Manager of Procurement Services*. *Authorized acquisitions* are those that have prior approval of *Council* either through resolution or through the departmental budget;

"*Award*" means the notification to a *bidder* of acceptance of a *bid submission*, which brings a *contract* into existence;

"*Best Interest*" means the discretion the *Town* has to take the most advantageous action on behalf of the *Town*;

"*Best Value*" means that an *acquisition* represents the optimal balance of high quality and financial terms; and might not be lowest cost;

"*Bid*" or "*Bids*" means an offer or *submission* received in response to a call for *bids*, and includes a *proposal*;

"*Bidder*" means any *legal entity* that submits a *bid submission* in response to a *bid solicitation*, and may include "*proponent*" or "*respondent*";

“*Bid Bond*” means a bond given to the *Town* to guarantee entry into a *contract*. This bond is given to indemnify the *Town* against increased costs if the *bidder* does not carry out the specified undertaking to enter into a *contract*;

“*Bid Call Document*” means a document issued by the *Town* when seeking a *deliverable* from a *vendor*, which may be in the form of *request for quotation (RFQ)*, *request for proposal (RFP)*, *request for tender (RFT)*, or other *RFx bid* documents;

“*Bid Dispute Resolution*” means a provision in the *Procedures* which outlines the process to ensure that a protest to a *bid submission* is handled in an ethical, fair, reasonable and timely fashion;

“*Bid Irregularity*” means a deviation between the requirements (terms, conditions, *specifications*, special instructions) of a *bid solicitation* and the information provided in a *bid submission*;

“*Bid Solicitation*” means notifying potential *bidders* of an opportunity to *bid* on a project. It can be a request for quotation (*RFQ*), request for proposals (*RFP*), request for tender (*RFT*), or other *procurement process*;

“*Blackout Period*” means the period of time from when the *bid call document* is issued and when the *contract* is awarded by the *Town* to the successful *vendor* during which time the *bidder* must communicate exclusively with the *Procurement Representative*;

“*Business Day*” means any *working day*, Monday to Friday inclusive, but excluding statutory and other holidays, namely: New Year’s Day; Family Day; Good Friday; Easter Monday; Victoria Day; Canada Day; Civic Holiday; Labour Day; Thanksgiving Day; Christmas Day; Boxing Day and any other day which the *Town* has elected to be closed for business;

“*Chief Administrative Officer (CAO)*” means the *individual* occupying the office of *Chief Administrative Officer* of The Corporation of the Town of Georgina, also referred to herein as *CAO*, or such successor office as the case may be;

“*Clerk*” means the *individual* occupying the office of the *Clerk* for The Corporation of the Town of Georgina, or such successor office as the case may be;

“*Committee*” means a body of one or more *individuals* that can be comprised of members of *Council* and residents of the *Town*. Each *committee* has a different functional specialization and their type of work differs depending on the subject;

“*Competitive Procurement*” means a *procurement process* followed in order to provide an equal opportunity to multiple *bidders*, whether by invitation or by advertisement to the public, to *bid* on a *contract* as set out in a *bid call document*;

“*Confidential Information*” means all information, documents and materials submitted in

any form by a *bidder* in response to a *bid solicitation*; any other information, documents or materials in any form relating in any way to a *bid solicitation*, including any information, documents or materials provided to the *bidder* by a *Town Representative* or other *person* working on the *bid solicitation*; and any information, documents or materials in any form produced by the *bidder* or any other person based on or developed out of any of the information, documents or materials described herein whether identified as confidential or not;

“*Conflict of Interest*” means a real or perceived incompatibility between one’s private interests and one’s public or fiduciary duties in which a *person* is in a position to derive personal benefit from actions or decisions made in their official capacity;

“*Construction*” means a construction, reconstruction, demolition, repair or renovation of a building, structure or other civil engineering or architectural work and includes site preparation, excavation, drilling, soil investigation, seismic investigation, the supply of products and materials and the supply of equipment and machinery if they are included in and incidental to the construction, and the installation and repair of fixtures of a building, structure or other civil engineering or architectural work, but does not include professional services related to the construction *contract* unless they are included in the *procurement*;

“*Construction Act*” mean the Construction Act, R.S.O. 1990, c. C.30, as amended from time to time, including any successor legislation and including any regulations thereunder in force;

“*Consultant*” means a *legal entity* that possesses unique qualifications that allow them to perform specialized *consulting and professional services* as advisors, usually for a fee, to the *Town*;

“*Consulting and Professional Services*” means those services requiring the skills of a professional for a specialized *service*. This includes but is not limited to the *services* of architects, engineers, designers, surveyors, planners, accountants, auditors, management professionals, marketing professionals, software and information technology experts, financial consultants, lawyers, law firms, real estate agents and brokers, environmental planners and engineers, hydrogeologists, transportation planners and engineers, communications *consultants* and any other *consulting and professional services* which may be required by the *Town*;

“*Contingency*” means an unexpected event or circumstance that gives rise to an increase in a *contract* price and which could not have been reasonably anticipated at the time of *award of contract*;

“*Contract*” means any form of voluntary binding agreement (including a *purchase order*) between two or more competent parties, arising from an offer and *acceptance*, creating an obligation to perform a service, provide a product or commit an act in return for financial consideration;

“*Contractor*” means the selected *bidder* that has a *contract* with the *Town* to perform the *deliverables* described in a *bid call document*. For clarity, “*contractor*” includes “*consultant*”;

“*Co-operative Procurement*” means;

1. The action taken when two or more procuring entities combine their requirements to obtain advantages of volume *acquisitions* including administrative savings and other benefits; or
2. A variety of arrangements whereby two or more procuring entities acquire *deliverables* from the same *contractor(s)* using a single *bid call document*;

“*Council*” means the elected *Council* of The Corporation of the Town of Georgina;

“*Debrief*” means a practice used primarily during the *request for proposal (RFP)* process, whereby the *Town’s Procurement Representative* and the *requisitioner* will meet in *person*, by telephone or video conference with those parties requesting a *debrief*, whose *bid submissions* were not deemed appropriate for *award of contract*. It is viewed as a learning process for *respondents* who may gain a better understanding regarding perceived deficiencies contained within their *bid submission*;

“*Deliverables*” means the quantifiable *goods, services and construction* that shall be provided upon the completion of a *procurement*;

“*Deputy Chief Administrative Officer & Treasurer (DCAO)*” means the individual occupying the office of *Deputy Chief Administrative Officer & Treasurer* of The Corporation of the Town of Georgina, also referred to herein as *DCAO*, or such successor office as the case may be;

“*Director*” means the *individual* occupying the office of a *Director* for The Corporation of the Town of Georgina, or such successor office as the case may be;

“*Director of Legislative Services & Town Solicitor*” means the *individual* occupying the office of the *Director of Legislative Services & Town Solicitor* for The Corporation of the Town of Georgina, or such successor office as the case may be;

“*Dispose*” means the *sale, exchange, destruction, trade, transfer or gift of goods* owned by the *Town* which are surplus to its needs and “*disposal*” and “*disposed*” will have similar meanings;

“*Electronic Bidding*” means a method of issuing *bid call documents* and/or receiving *bid submissions* where the process of issuing and/or receiving *bid submissions* by internet is considered appropriate;

“*Emergency*” means an event or circumstance where the immediate *acquisition of deliverables* is necessary to prevent or alleviate;

1. A serious delay in service delivery;
2. A threat to the health, safety or welfare of any person;
3. The disruption of essential services;
4. Damage to public property; or
5. Where time does not permit the use of a standard *procurement process* due to an event that creates an unforeseen urgency that could not be reasonably addressed through appropriate advance planning and includes an emergency declared under the Emergency Management and Civil Protection Act;

“*Employee*” means an *individual* who works part-time or full-time under a *contract* of employment, whether oral or written, express or implied for the Corporation of the Town of Georgina, *respondents* and *contractors* and has recognized rights and duties;

“*Employee Code of Conduct*” means the *Town's Employee Code of Conduct*, as may be amended from time-to-time;

“*Essential Service*” means any service rendered to or by the *Town*, the interruption of which could endanger the life, health or personal safety of any *individual*;

“*Goods*” means anything acquired other than *services* or *real property*;

“*Individual*” means a natural person;

“*Intellectual Property*” means any intellectual, industrial or other proprietary right of any type in any form protected or protectable under the laws of Canada, any foreign country, or any political subdivision of any country, including, without limitation, any intellectual, industrial or proprietary rights protected or protectable by legislation, by common law or at equity;

“*Labour & Material Bond*” means a bond that guarantees that the bonded *contractor* will pay all claimants for goods and/or services supplied for the bonded project;

“*Lease*” means a financial arrangement whereby equipment or municipal capital facilities are provided to the *Town* by a third party in exchange for a series of payments;

“*Legal Entity*” means and includes any natural person, corporation, company, limited liability company, trust, joint venture, association, incorporated organization, partnership, governmental authority or other entity, or other similar entity, and will be construed to include such legal entities successors and permitted assigns;

“*Litigation*” means any formal dispute between the *Town* and any other party, including third party and cross claims, where a legal proceeding has been commenced for an injunction, a mandatory order, a declaration, or the recovery of money, or an arbitration proceeding;

“*Local Board*” means a municipal service board, transportation commission, board of health, police services board, planning board, or any other board, commission, committee, body or local authority established or exercising any power under any act with respect to the affairs or purposes of one or more municipalities, excluding a school board, library board or a conservation authority;

“*Low Value Purchase (LVP)*” means the *acquisition of deliverables* having an estimated *acquisition value* as stated in the *Procurement Policy*, under Schedule E –Thresholds;

“*Manager*” means an individual occupying the office of a Manager for The Corporation of the Town of Georgina;

“*Manager, Financial Controllershship and Reporting / Deputy Treasurer*” means the individual occupying the office of the *Manager, Financial Controllershship and Reporting / Deputy Treasurer* of The Corporation of the Town of Georgina, or such successor office as the case may be;

“*Manager of Procurement Services*” means an *individual* responsible for the *Town’s centralized procurement process* and is hereby *authorized* to act as an agent in all such matters pertaining thereto; and occupies the office of *Manager of Procurement Services* for The Corporation of the Town of Georgina, or such successor office as the case may be;

“*Negotiation*” means a bargaining process between two or more parties seeking to reach a mutually satisfactory agreement on, or settlement of, a matter of common concern. It can be used as part of a *procurement process*;

“*No Cost Procurement*” means an *acquisition* by the *Town* that does not bear any cost (expense or capital expenditure). This is usually a result of a cost pass-through from a third party beneficiary for a particular project, and does not include a grant funded project;

“*Non-Competitive Procurement*” means an *acquisition* made directly from one *vendor*, and may include a situation where *negotiations* take place with more than one *vendor* prior to the *acquisition*, but does not include a situation where *negotiations* have been specifically permitted and provided for and take place pursuant to the terms set out in a request issued pursuant to a *competitive procurement*;

“*Non-Profit Organization*” means any corporation incorporated as a not-for-profit corporation under the Not-for-profit Corporations Act, 2010 (Ontario), the Corporations Act (Ontario), Canada Not-for-profit Corporations Act or any successor legislation;

“*Non-Refundable HST*” means the percentage of the Harmonized Sales Tax (HST) that the *Town* is required to pay, and does not recover through input tax credits, on the *acquisition of deliverables*;

“*P-Card*” means *purchase card*;

"*P-Card Policy*" means the policy governing the administration of the *P-Card* program;

"*Performance Bond*" means a bond that guarantees that the bonded *contractor* will perform its obligations under the *contract* in accordance with the *contract's* terms and conditions;

"*Personal Property*" means tangible or intangible property, other than *real property*;

"*Price Agreement*" means a *contract* between the *Town* and a *vendor* resulting from a *bid call document*, under which the *vendor* agrees to provide *deliverables* as and when needed by the *Town*, at a pre-determined price, for a pre-determined period of time, upon pre-determined terms and conditions;

"*Procurement Policy*" means the *Town's procurement policy*, as amended;

"*Procurement*" means the process of *acquiring deliverables* from an external source, often using a defined method. The most appropriate method is used to ensure the *Town* receives *deliverables* at the *best value*;

"*Procurement Procedures*" means the *Procedures* developed by the *Manager of Procurement Services* for the implementation of the *procurement Policy*;

"*Procurement Process*" means the method by which an *acquisition* is made, including *competitive procurement* and *non-competitive procurement*;

"*Procurement Representative*" means the representative from *Procurement Services* that facilitates the *procurement process* as specified in the *bid call document* and in collaboration with the *requisitioning department*;

"*Procurement Review Panel*" means employees of the *Town*, appointed pursuant to the *Procurement Policy* to make determinations on *bid irregularities*, *proposal irregularities* or other *procurement* issues in accordance with the *Town's Procurement Policy* and *Procedures*;

"*Procurement Services*" means the department responsible for the centralized *acquisition* of *deliverables* and the *disposal of personal property* for the *Town*;

"*Proponent*" means the *legal entity* that submits a *bid submission* in response to a *bid call document* and may include "*bidder*" or "*respondent*";

"*Proposal*" means a *bid submission* received in response to a *request for proposal (RFP)*;

"*Proposal Irregularity*" means a deviation between the requirements (terms, conditions, *specifications*, special instructions) of a *bid call document* and the information provided in a *proposal submission*;

"Purchase" means the renting, leasing or assumption of ownership of *deliverables* for valuable consideration;

"Purchase Card" means a payment method whereby *employees* of the *Town* are empowered to deal directly with *vendors* for *low value acquisitions*, using a credit card issued by a bank or major credit card provider. A pre-established credit limit is established for each card issued. The card may facilitate on-line ordering from pre-approved *vendors* under *contract*;

"Purchase Order (PO)" means the document issued by the *Town* to a *vendor* that sets out, or references other *contract* documents that set out, the terms and conditions applicable to the supply of *deliverables* by a *vendor*. It is also *authorizes* the *vendor* to ship and charge for the *deliverables* specified on the order;

"Purchasing Authority" means the *authority* assigned to a *Town employee* to incur expenditures, including advance and progress payments on behalf of the *Town*, subject to the thresholds established in this *Policy*;

"Quotation" means an offer received in response to a *request for quotation (RFQ)*;

"Real Property" means land, land and buildings, things growing upon or affixed thereto, improvements to such land, and all rights and interests therein;

"Request for Expressions of Interest (REOI)" means a document that is used to determine the interest of the market place to provide *deliverables* that the *Town* is contemplating *acquiring*;

"Request for Information (RFI)" means a non-binding written request used for the purpose of compiling the available market information and capabilities of various *vendors* in providing *deliverables* to the *Town* in order to make informed *acquisition* decisions and may be followed by a subsequent *request for tender (RFT)* or *request for proposal (RFP)*;

"Request for Pre-Qualification (RFPQ)" means a request for the *submission* of information from potential bidders, including the experience, financial strength, education, background and personnel of firms or corporations who want to qualify to be able to compete to *deliverables* to the *Town*. An *RFPQ* is typically used as the first stage in a two-stage *procurement process* in order to short-list the most qualified *vendors*;

"Request for Proposal (RFP)" means a *bid call document* issued to obtain *proposals* where a need is identified, but how it will be achieved is unknown at the outset, which allows *respondents* to propose solutions or methods to arrive at the desired result, and which may allow for consecutive or concurrent *negotiations* to be conducted with *respondents* on any of the *contract* terms including, but not limited to, the *specifications* and/or prices pursuant to a *procurement process* that is detailed in the *request for proposal (RFP)*;

"Request for Quotation (RFQ)" means a *bid call document* that is issued either by invitation or through an advertisement to *vendors* for the purpose of selecting one or more *vendor(s)* to provide *deliverables*;

"Request for Roster Candidates (RFRC)" means a *document* that is issued and used to gather information on *vendors'* capabilities, qualifications and pricing for the purpose of creating a list of *vendors* that may be called upon during a specified period of time using a rotation or other equitable work distribution method to provide a category of *deliverables* on defined terms and conditions;

"Request for Tender (RFT)" means a written *bid call document* issued seeking *bid submissions* to obtain *deliverables* whenever the requirements can be precisely defined and the expectation is that the lowest *bid submission* meeting the requirements specified in the *bid call document*, would be accepted, subject to any other provisions of the *contract documents* and the *Policy*;

"Requisitioner" means the member of the *requisitioning department* that has been assigned the responsibility for the *acquisition* of *deliverables* and the management of the resulting *contract* with a *contractor* by the *Director* of that *requisitioning department*;

"Requisitioning Department" means the department that has budget responsibility for the *acquisition*, except in the case of an *acquisition* of information technology, in which case the *requisitioning department* also includes the department that will be the main user of the technology;

"RFx" means a written *bid call document* that is issued to *vendors*, whether or not it is publicly advertised, that is intended to result in the *award* of a *contract* to a *contractor(s)* for *deliverables*, and includes a *request for tenders (RFT)*, *request for quotations (RFQ)*, *request for proposals (RFP)*, *request for roster candidates (RFRC)* and excludes a *request for information (RFI)* or *expressions of interest (REOI)*;

"Respondent" means the *legal entity* that submits a *bid* in response to a *bid call*, and may include "bidder" or "proponent";

"Reverse Auction" means an online auction in which *bidders bid* against each other to win the *Town's* business. Typically used to acquire commodities from multiple pre-qualified *bidders*. Also referred to as e-auction;

"Roster Supplier" means a *vendor* whose *bid submission*, as reviewed and evaluated by *procurement services* in conjunction with the *requisitioning department*, has met the minimum set standards for technical qualifications and professional competence, and has the necessary equipment, facilities and experience for the provision of a specified category of *deliverables* which it will provide based on pricing and terms and conditions established in the *request for roster candidates (RFRC)*;

“*Scope*” means the full extent of the *deliverables* to be provided by a *contractor*, as set out in the *contract*, including the term of the *contract*;

“*Scope Change*” means any change to the *scope* of a *contract* to accommodate a need not originally provided for in the *contract* which could not have been reasonably anticipated at the time of *award of contract*. A *scope change* must be for the same *deliverables* as those provided for in the *contract*, and may include an adjustment to the *contract price*;

"*Services*" includes all *consulting and professional services*, all *services* in relation to *real property* or *personal property* including, without limiting the foregoing, the delivery, installation, construction, maintenance, repair, restoration, demolition or removal of *personal property* and *real property* and all other services of any nature and kind, save and except only *services* to be delivered by an officer or *employee* of the *Town* in accordance with terms of employment;

"*Single Source Acquisition*" means a *non-competitive procurement process* that is not a *low value purchase (LVP)* from a specific *vendor* even though there may be more than one *vendor* capable of providing the same *deliverables* but the *acquisition* is directed to one source because of standardization, warranty, or other such factors as defined in the *Policy*;

"*Sole Source Acquisition*" means a *non-competitive procurement process* that is not a *low value purchase (LVP)* where a situation is created due to the inability to obtain competition. This may be because of one available *vendor* possessing the unique ability or capability to meet the particular requirements of the *deliverable*;

"*Specifications*" means the precise requirements or characteristics of the *deliverables* to be acquired;

“*Subcontractor*” means a person, firm or corporation having a direct *contract* with the *contractor* to perform a part or parts of the work, or to supply products worked to a special design or function according to the *contract* documents, but does not include one who merely supplies products not so worked;

“*Subconsultant*” means a person, firm or corporation whose work is subject to the direction and coordination of the primary *consultant*. The *subconsultant* is in a *contract* with the primary *consultant*;

"*Submission*" means a response received from a *bidder* to a *bid* call or other form of request for *deliverables*;

“*Supervisor*” means a *Town employee* in a first-line management position who monitors and regulates *employees* in their performance of assigned or delegated tasks;

"*Supplier*" means a *legal entity* that is capable of providing desired *deliverables* to the *Town*, and may include, but is not limited to, a *consultant*, *contractor* or *vendor*;

"*Supplier Code of Conduct*" means the *Town's supplier code of conduct* that outlines clear expectations for all "*consultants*", "*contractors*", "*suppliers*" and "*vendors*" related to their conditions of employment, workplace environment and business ethics;

"*Surety*" means an insurance company or Canadian chartered bank, authorized by law to do business in the province of Ontario, that makes a pledge or guarantee acceptable to the *Town* on behalf of the *contractor* which protects against default or failure of the *contractor* to satisfy their contractual obligations;

"*Surplus Asset*" means a *Town asset* that has served its useful life and is no longer required for the purpose for which it was originally acquired or cannot be used otherwise by the *Town*;

"*Staff*" means a *Town employee* who does not hold a position of *supervisor* or higher;

"*Term Contract*" means a *price agreement* in which a source of supply is established for a specified period of time for specified *deliverables*, usually characterized by an estimated or definite minimum quantity, with the possibility of additional requirements beyond the minimum, all at a predetermined unit price;

"*Tender*" means a written detailed offer from a *vendor*, received in response to a *request for tender (RFT)*, to supply of *deliverables* where there are clearly defined criteria or *specifications*;

"*Tied Bid*" means two or more *bids* from *bidders* that are equal in all respects after evaluation, including price for *deliverables* and *sale of personal property*;

"*Town*" means The Corporation of the Town of Georgina and its *local boards* and *committees*, except Georgina Public Library;

"*Town Representative*" means the representative assigned to a *procurement* to act solely on behalf of the *Town* to deal with all matters involving a *contract*;

"*Unbalanced Bid Submission*" means the *bid submission price*, whether it be the sub-total *acquisition value* or a price for an item, part, section or division, does not reflect reasonable, and anticipated costs for the required labour, equipment and materials, plus a reasonable proportionate share of the *respondent's* anticipated overhead and profit;

"*Unsolicited Bid / Unsolicited Proposal*" means a *bid submission* or *proposal submission* received by a *Town employee* from a *vendor* who has approached the *Town employee* with a *bid submission* or *proposal submission* in response to a perceived need that was not requested through a standard *procurement process*;

"*Vendor*" means a *legal entity* that is capable of providing desired *deliverables* to the *Town*, and may include, but is not limited to, a *consultant, contractor or supplier*;

"*Work*" means the project's *scope* encompassing everything, including the *specifications* needed to finish the project and provide the required *deliverables*;

"*Working Day*" means Monday through Friday, excluding any recognized statutory holiday, public holiday or civic holiday; and

"*WSIB*" means Workplace Safety and Insurance Board.

To establish the definition of any other *procurement* terms not included herein, reference may be made to the latest edition of the Institute for Public Procurement (NIGP) Public Procurement Dictionary of Terms and/or, the Government of Canada Supply Manual Glossary.