



## **The Corporation of the Town of Aurora**

### **Schedule A – Definitions**

These definitions shall apply to all Bid Solicitations by the Corporation of the Town of Aurora (the “Town”), shall apply to and form part of the Town’s Bid call documents, and shall further apply to any resultant Contracts or Purchase Orders for the acquisition of Deliverables. By offering a submission in response to a Bid Solicitation, Bidders accept the definitions as written.

**“Accessible”** means that which can be easily reached, used, entered, or obtained, and which poses no obstacles to persons with a Disability;

**“Accessibility”** refers to the design of products, devices, services, vehicles, or environments so as to be useable and enjoyed by people with Disabilities; the term implies conscious planning, design, and/or effort to ensure a barrier-free nature for persons with a Disability, and by extension, usable and practical for the general population as well;

**“Acting In Good Faith of Trade Treaties”** means that the respective country is honouring the terms of their trade treaty and not applying additional tariffs, as determined in the discretion of the PGC;

**“Addendum”** or **“Addenda”** means such further additions, deletions, modifications, or other changes to the Solicitation Document, including proposals, quotations, or responses;

**“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 Procurement Manager. Authorized acquisitions

are those that have prior approval of Council either through resolution or through the departmental budget;

**“Bid”** means a submission in response to a Solicitation Document, and includes proposals, quotations, or responses;

**“Bid Bond”** means a financial guarantee submitted by Bidders that if their Bid is selected, they will execute the Contract at the Bid price;

**“Bidder”** means a Supplier that submits a Bid, and includes proponents and respondents;

**“Bidding System”** means the Town’s online-based solution for issuing Solicitations, receiving online Bid submissions, and posting Bid results;

**“Bond”** means a binding agreement executed by a Bidder and a third party (surety) to guarantee the performance of certain obligations or duties to the Town, representing a form of financial protection against damages;

**“CAO”** means the Chief Administrative Officer of the Town;

**“Change in the Work”** or **“Scope Change”** means any addition, deletion, extension, increase, decrease, or other revision to the Work within the general scope of the Contract; with could result in a Change Order;

**“Closing Time and Date”** means the time and date specified within the Solicitation Document by which all Bids must be received by the Town;

**“Competitive Process”** means the Solicitation of Bids from multiple Suppliers;

**“Consultant”** means a Person appointed by the Town to provide Professional Services to the Town;

**“Contract”** means a commitment by which the Town for the Procurement of Deliverables from a Supplier, which may be evidenced by an agreement executed by the Supplier and the Town, or a Purchase Order issued by the Town to the Supplier;

**“Contract Administrator”** means an employee assigned to the management of a Contract;

**“Contract Bid Amount”** means the amount identified as the Subtotal Contract Amount within the Summary Table set out in the Bid form within the Bidding System’s Schedule of Prices;

**“Contract Price”** means the amount stipulated on the face of the Contract for the completion of the Work;

**“Contract Time”** means the number of Working Days stipulated for the completion, or the day stipulated for completion, of all the Work under the Contract, as applicable and outlined in the Contract;

**“Contractor”** means the Supplier contracted by the Town to complete the Work pursuant to the terms of the Contract;

**“Council”** means the acting Council of the Town consisting of the Mayor and Council Members elected by the constituents of the Town of Aurora;

**“Day”** means one (1) calendar day;

**“Deliverables”** means the goods, services, or construction, or combination thereof, provided or to be provided by the Contractor as part of the Work described in the Contract;

**“Department”** means the department of the Town that is requisitioning the Work and purchase of the Deliverables;

**“Department Head”** means the Director of the Department, or their designate, and shall include the CAO with respect to their direct responsibilities for the Department;

**“Department Lead”** means the employee of the Department who has been assigned primary responsibility for the Procurement;

**“Disability”** means any impairment or disorder, including a physical, mental, intellectual, cognitive, learning, communication, or sensory impairment, or a functional limitation, whether permanent, temporary, or episodic in nature, evident

or not, that, in interaction with a barrier, hinders a person's full and equal participation in society;

**"Division"** means the division of the Town that is requisitioning the Work and purchase of the Deliverables;

**"Division Manager"** means the manager of the Division, or their designate;

**"Electronic Bidding"** means the issuance of Solicitations and/or the receipt of written Bids on the Bidding System via email or other electronic means;

**"Equipment"** means the materials, goods, services, or products to be provided to the Town pursuant to the Solicitation Document and which are necessary to complete the requirements of the Contract;

**"Evaluation Committee"** means a committee comprised of Town employees who evaluate Bids and conduct interviews and negotiations as part of the Evaluation Process;

**"Evaluation Process"** means the process used by the Evaluation Committee to evaluate Bids;

**"Financial Authority"** refers to the Town's financial authority registry which outlines the signing authority for individual Town employees;

**"Invitational Competition"** means a Competitive Process in which an invitation to submit Bids is issued to Suppliers;

**"Irrevocable Period"** means the timeframe during which the Bid and the quotes listed in the Bid cannot be withdrawn or changed by the Bidder, as further defined by the timetable in the Solicitation Documents and which shall commence after the Closing Time and Date;

**"Labour and Materials Payment Bond"** means a document that is provided by the Contractor to the Town if they are awarded the Contract, which guarantees to Sub-contractors of the Contractor that they will be paid according to the conditions of their contracts, purchase orders, or applicable legislation;

**“Legal Services”** means the Town’s Legal Services Division;

**“Low-Value Procurement”** means any Procurement of Deliverables with a value below the Low-Value Purchase Threshold set out in Schedule C of the Procurement By-law, except where the Procurement is made through an existing Standing Offer or Qualified Supplier Roster;

**“Low-Value Purchase Threshold”** means the maximum value for a Procurement of Deliverables that the Town may procure without proceeding with an Open Competition;

**“Master Framework Agreement”** means a master agreement entered into between the Town and Suppliers that are on a Qualified Supplier Roster;

**“Mid-Value Procurement”** is an Invitational Competition where bids are sought from three suppliers;

**“Must” or “Shall”** means a mandatory requirement that must be agreed to, completed and complied with. Failure to agree, complete and comply will result in the submission being rejected;

**“Non-Standard Procurement”** means the acquisition of Deliverables through a process or method other than the standard method required for the type and value of the Deliverables. Non-standard Procurement methods include: (a) acquiring Deliverables directly from a particular Supplier without conducting a Competitive Process when an Invitational Competition or an Open Competition would normally be required; and (b) soliciting Bids from a limited number of Suppliers without conducting an open prequalification process when an Open Competition would normally be required;

**“Open Competition”** means the Solicitation of Bids through a publicly-posted Solicitation Document;

**“Open Competition Threshold”** means the minimum value for a Procurement that the Town must procure using an Open Competition;

**“Open Framework Competition”** means the Competitive Process used to establish a Qualified Supplier Roster and provide for an ongoing application process during the term of the Qualified Supplier Roster, as further described in the Qualified Supplier Rosters Protocol;

**“Other Contractor”** means a Person employed by the Town, or contracted, directly or indirectly, to conduct work for the Town, which is different from the Work required by the Contract documents;

**“Performance Bond”** means a document provided by the Contractor to the Town if they are awarded the Contract, which is a type of Bond which guarantees to the Town that the Contractor will perform the conditions of the Contract;

**“Performance Evaluation Report”** means a report evaluating a Supplier’s performance in accordance with the Supplier Performance Evaluation Protocol; and includes both interim and Final Performance Evaluation Reports;

**“Person”** means an individual, corporation, partnership, firm, or an unincorporated association;

**“Place of the Work”** means the designated location of the Work;

**“Preferred Bidder”** means the Bidder(s) with the highest cumulative score at the conclusion of the Evaluation Process;

**“Procurement”** means the acquisition of Deliverables by purchase, rental, or lease;

**“Procurement By-law”** means the Town’s Procurement By-law, as may be amended from time to time;

**“Procurement Governance Committee”** (“PGC”) means the committee established by the Town under the Procurement Policy for the purposes of considering and making determinations on procurement-related matters, including determinations under the Procurement Protest Protocol, and the Supplier Suspension Protocol;

**“Procurement Manager”** means the individual officer or employee of the Town who is responsible for Procurement Services;

**“Procurement Plan”** means the plan developed by the Department at the outset of an Invitational Competition or Open Competition in accordance with the Competitive Procurement Planning Protocol;

**“Procurement Services”** means the department, division, or unit responsible for purchasing Deliverables for the Town;

**“Procurement Value”** means the maximum total value of the Deliverables being procured, and it must include all costs to the Town, including, as applicable, acquisition, maintenance, replacement, and disposal; training, delivery, and installation; and extension options, less applicable rebates or discounts, and all exclusive of sales tax;

**“Professional Services”** means services requiring technical or specialized skills or expertise and which are provided by a Person for a fee on the basis of a defined project or undertaking to recommend and assist with implementing solutions; this includes services of those holding professional licenses, such as architects, auditors, engineers, lawyers, designers, surveyors, management and financial consultants, brokers, soil consultants, real estate appraisers, Ontario land surveyors, and any other consulting service rendered on behalf of the Town;

**“Proposal”** means a Bid submitted by a Bidder in response to a Request for Proposal (RFP) to be used as the basis for negotiation or for entering into a Contract;

**“Purchase Order”** means the Town’s written document issued by a duly authorized employee of the Town to a Supplier formalizing all the terms and conditions of the purchase and supply of the Deliverables identified on the face of the Purchase Order;

**“Purchasing Card”** means a credit card provided by the Town to authorized officers and employees of the Town for their use as a payment method to purchase directly from Suppliers where permitted under the Town’s Procurement Policy and in accordance with any cardholder agreement and applicable procedures;

**“Qualified Supplier Roster”** means a list of Suppliers that have participated in and met the requirements of a Request for Pre-Qualifications and have therefore been

prequalified to perform individual work assignments for the Town involving the delivery of a particular type of Deliverables, and upon entering into a Master Framework Agreement, those listed on the Qualified Supplier Roster are eligible to participate in Roster Competitions as and when the goods or services are required;

**“Request for Information” or “RFI”** means a market research initiative for the collection of data for the purposes of future Procurement planning;

**“Request for Pre-Qualifications” or “RFPQ”** means a Request for Information about potential Suppliers to determine whether they have the qualifications and capability to perform the contractual obligations as may be required so as to establishing a Qualified Supplier Roster;

**“Request for Proposal” or “RFP”** means a Solicitation for Bidders to propose solutions or ideas on how the proposed Work should be completed, along with their proposed cost for completing the proposed work;

**“Request for Tender” or “RFT”** means a Solicitation used to obtain irrevocable competitive Bids, through a sealed Bid process, in cases where the Town has specified the details of the Work that is required;

**“Request for Quote” or “RFQ”** means a Solicitation for Bidders to provide an irrevocable quote with respect to how much it would cost them to provide the Town with Deliverables as described by the Town;

**“Responsible Bidder”** means a Bidder whose reputation, experience, facilities, and business and financial resources are such that the Town would reasonably consider the Bidder to be fully capable of satisfying the Town’s needs for a specific Contract while meeting all the requirements of the Solicitation or other Town processes, and such determination may require, where applicable, that such Bidder complete and pass, to the Town’s sole satisfaction, a performance evaluation to confirm their ability to perform as contractually required, and that they are able to fully document their ability to continuously provide good faith performance;

**“Roster Competition”** means an invitational competition between Suppliers on a



Qualified Supplier Roster for the selection of at least one such Supplier to perform a discrete work assignment during the term of the roster;

**“Solicitation” or “Solicitation Document”** means the document issued by the Town, or a government agency or public authority in the case of a piggyback Procurement, to solicit Bids from Bidders. This may be in the form of an RFQ, RFP, RFT, or other RFx bid documents;

**“Standing Offer”** means a written offer from a pre-approved Bidder to supply Deliverables to the Town, upon request, through the use of an ordering process during a particular period of time, at a predetermined price or discount, generally within a predefined dollar limit. The Standing Offer does not create a contractual commitment from either party for a defined volume of business. The commitment to purchase against a Standing Offer is formed at the time a specific order is placed through the issuance of a Purchase Order to the Bidder;

**“Supplier”** means a person carrying on the business of providing Deliverables;

**“Sub-contractor” or “Sub-consultant”** means a Person not contracting with or employed directly by the Town, but who is responsible for performing a part or parts of the Work, or for supplying products in relation to the Work or Deliverables, as specified under an agreement with the Contractor, Consultant, or another Sub-contractor or Sub-consultant;

**“Substantial Performance of the Work”** means when Work under a Contract is deemed to be substantially performed in accordance with the *Construction Act*, RSO 1990, c C.30, as amended or replaced from time to time;

**“Total Cumulative Increase”** means the total value of all increases to the original Procurement Value, including the value of all previously approved amendments and the value of the proposed amendment;

**“Total Performance of the Work”** means when the Work under a Contract is deemed to be completed in accordance with the *Construction Act*, RSO 1990, c C30, as amended or replaced from time to time;

**“Town”** means The Corporation of the Town of Aurora;

**“Work”** means the total works, goods, equipment, and related services and Deliverables performed or provided, or to be performed or provided, by the Contractor or Consultant, or their agents, permitted assigns, and/or Sub-contractors or Sub-consultants, along with the provision of supplies as needed to complete the requirements of the Contract, and as described in the Contract and the Solicitation Document;

**“Working Day”** means Monday to Friday, inclusive, and excludes: (i) Saturday and Sunday; and (ii) all statutory holidays recognized by the Town or as identified in the Solicitation Document;

**“Working Time”** means the amount of time during a Working Day that a unit of equipment is actively and necessarily engaged in a specific task in relation to the Work, and includes the first two (2) hours after each use if the unit is not so engaged but during which time the Work is still underway and the unit cannot reasonably be used elsewhere and must instead remain at the Place of the Work to continue with its assigned task, and during which time the unit is ready and able to continue its assigned task.