

1. Definitions

Throughout this Tender Call, unless inconsistent with the subject matter or context,

“Addenda” or “Addendum” means a document containing additional information and/or changes to the Tender Call issued by the City prior to the Closing Date;

“Affiliate” means an affiliated body corporate as defined in the Business Corporations Act, R.S.O. 1990, c. B.16 as amended;

“Affiliated Person” means everyone related to the Bidder 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.

“Bid” means an offer submitted by a Bidder in response to a Tender Call, which includes all of the documentation necessary to satisfy the submission requirements of the Tender Call and “Bids” shall have a corresponding meaning;

“Bidder” means a legal entity, being a person, partnership or firm that submits a Bid in response to a formal Tender Call and “Bidders” shall have a corresponding meaning;

“Buyer” means the main contact person at the City for all matters related to the Tender Call process, as set out on the Tender Call Cover Page;

“Chief Purchasing Officer” means the person whose responsibility it is to supervise and carry out the procurement function on behalf of the City and includes her/his designate;

“City” means the City of Toronto;

“City’s Policies and Legislation” means Chapter 195, Purchasing, of the Toronto Municipal Code and the related procurement policies and procedures 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/> ;

“Closing Date” means the specified deadline for Bids to be submitted to the City as indicated on the Tender Call Cover Page and any subsequent Addenda;

“Conflict of Interest” includes, but is not limited to, any situation or circumstance where:

- a) in relation to the Tender Call process, the Bidder 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 access to information in the preparation of its Bid that is confidential to the City and not available to other Bidders; (ii) communicating with any person with a view to influencing preferred treatment in

the Tender Call process including the giving of a benefit of any kind, by or on behalf of the Bidders 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 Tender Call 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 Contractor'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;

"Contract" means the Contract Execution Package duly executed by the Successful Bidder and the City with respect to the Work contemplated by this Tender Call, and shall be deemed to include all terms and conditions set out in this Tender Call;

"Contract Administrator" means the main contact person at the City for all matters relating to the project. The reference to "Project Manager" means the same;

"Contractor" means the Successful Bidder of the Tender Call with whom the City enters into a Contract with to perform the Work;

"Council" means City Council;

"Diverse Supplier" means any business or enterprise that is certified by a Supplier Certification Organization to be:

- More than 51% (majority) owned, managed and controlled by persons belonging to an equity-seeking community, or
- A social purpose enterprise whose primary purpose is to create social, environmental or cultural value and impact, and where more than 50% of the persons who are full-time equivalent employees or are participating in, or have completed, transitional employment training, experience economic disadvantage.

"Equity-seeking Community" means a group that experiences discrimination or barriers to equal opportunity, including persons of low-income, vulnerable youth (age 18-29), women, Aboriginal People, persons with disabilities, recent newcomers, LGBTQ2S+ people, racialized people, and other groups the City identifies as historically underrepresented.

"MFIPPA" means the *Municipal Freedom of Information and Protection of Privacy Act* R.S.O. 1990, Chapter M.56, as amended, or any successor or replacement legislation;

"Subcontractor" means a person, partnership or corporation undertaking the execution of a part of the Work by virtue of an agreement with the Contractor;

"Successful Bidder" means the Bidder that has been selected to perform the Work;

"Supplier Certification Organization" means a non-profit organization recognized by the City of Toronto that certifies businesses and enterprises as Diverse Suppliers by assessing them using established, consistent criteria. Recognized Supplier Certification Organizations include:

- Canadian Aboriginal and Minority Supplier Council
- Canadian Gay and Lesbian Chamber of Commerce
- Social Purchasing Project
- Women Business Enterprise Canada
- Canadian Council for Aboriginal Business

"Supplier Code of Conduct" means business ethical standards contained in Article 13 Chapter 195, Purchasing, of the Toronto Municipal Code;

"Tender Call" means this Tender Call package in its entirety, inclusive of all appendices and Addenda/Addendum that may be issued by the City;

"Work" means all services and deliverables to be provided by a Contractor as described in this Tender Call.

"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.