

January 20, 2025



# PROCUREMENT POLICY AND CODE OF ETHICS

2025

CHIEF FINANCIAL OFFICER  
TOLEDO AREA REGIONAL TRANSIT AUTHORITY

Description: The purpose of these policies is to outline the proper organizational procurement plans and procedures.

Issued Date: ~~November 12, 2021~~

Board Approved: ~~November 16, 2023~~

Review By: ~~November 16, 2026~~



# Toledo Area Regional Transit Authority – Procurement Policy

TAKING YOU PLACES

Effective November 16, 2023

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**Definition of Words and Terms:** Words and terms shall be given their ordinary and usual meanings. Where used in the TARTA Documents, the following words and terms shall have the meanings indicated. The meanings shall be applicable to the singular, plural, masculine, feminine, and neuter of the words and terms.

Acceptance or Accepted: Written documentation of TARTA’s determination that the Contractor’s Work has been completed in accordance with the Contract.

ADA: Americans with Disabilities Act

Addendum/Addenda: Written additions, deletions, clarification, interpretations, modifications or corrections to the solicitation documents issued by TARTA in writing during the Solicitation period and prior to contract award.

Administrative Change: Documentation provided by TARTA to Contractor reflects internal TARTA procedures not affecting the Contract terms or Scope of Work.

Buyer: Individual designated by TARTA to conduct the Contract solicitation process, draft and negotiate contracts, resolve contractual issues, and support the Project Manager during Contract performance.

Change Documentation: A written document agreed upon by Project Managers, which if it creates a material change to the Contract term or Scope of Work shall be executed as a Contract Amendment.

Change Order: Written order issued by TARTA, with or without notice to sureties, making changes in the Work within the scope of this Contract.

Construction: Construction, alteration, or repair (including dredging, excavating, and painting) of buildings, structures, or other real property.

Contract Amendment: A written change to the Contract modifying, deleting, or adding to the terms or scope of work, signed by both parties, with or without notice to the sureties.

Contract or Contract Documents: The writings and drawings embodying the legally binding obligations between TARTA and the Contractor for completion of the Work.

Contract Period: The time during which the Contractor shall perform the Services or Work under the Contract.

Contract Price: Amount payable to the Contractor under the terms and conditions of the Contract for the satisfactory performance of the Services or Work under the Contract.

Contractor: The individual, association, partnership, firm, company, corporation, or a combination thereof, including joint ventures, contracting with TARTA for the performance of Services or Work under the Contract.

Cost Analysis: The review, evaluation, and verification of cost data and evaluating the specific elements of costs and profit. Cost analysis applies judgment utilizing criteria to project from the

data to the estimated costs to form an opinion on the degree to which proposed costs represent what the Contract should cost, assuming reasonable economy and efficiency.

Day: Calendar Day.

DBE: Disadvantaged Business Enterprise

Documentation: Technical publications relating to the use of the Work to be provided by Contractor under this Contract, such as reference, user, installation, systems administration, and technical guides, delivered by the Contractor to TARTA.

DOL: Department of Labor.

DOT: Department of Transportation.

EEO: Equal Employment Opportunity.

Final Acceptance: The point when TARTA acknowledges that the Contractor has performed the entire Work in accordance with the Contract.

FTA: Federal Transit Administration.

Person: Includes individuals, associations, firms, companies, corporations, partnerships, and joint ventures.

Price Analysis: The process of examining and evaluating a price without evaluating its separate cost elements and proposed profit.

Procurement Administrator: The individual designated by TARTA to administer the Contract and be the Contractor's primary point of contact. The Procurement Administrator has no contracting authority.

Project Labor Agreement (PLA): A collective bargaining agreement between an owner of a construction project—or the contractor or subcontractors on that project—and the unions representing the pools of skilled labor needed for that project. A PLA spells out the specific terms and conditions that govern the employment of labor on a project for the project's duration.

Project Manager: The individual designated by TARTA to manage the project daily and who may represent TARTA for Contract Administration.

Proposer or Offeror or Bidder: Individual, association, partnership, firm, company, corporation, or a combination thereof, including joint ventures, submitting a bid/proposal to perform the Work.

Provide: Furnish without additional charge.

Reference Documents: Reports, specifications, and/or drawings available to proposers for information and reference in preparing bids but not as part of this Contract.

RFP or Solicitation: Request for proposals; also known as the solicitation document.

TARTA: Toledo Area Regional Transit Authority

Scope of Work or Statement of Work (SOW): A section of the Request for Qualifications consisting of written descriptions of Services to be performed, the goods to be provided, or the technical requirements to be fulfilled under this Contract.

Services: The furnishing of labor, time, or effort by a Contractor, but not involving the delivery of any specific manufactured good.

Shall or Will: Whenever used to stipulate anything, Shall or Will means mandatory by either the Contractor or TARTA, as applicable, and means that the Contractor or TARTA, as applicable, has thereby entered a covenant with the other party to do or perform the same.

Specifications or Technical Specifications: A Section of the Request for Proposals consisting of written descriptions of Services to be performed, the goods to be provided, or the technical requirements to be fulfilled under this Contract.

Subcontractor: The individual, association, partnership, firm, company, corporation, or joint venture entering into an agreement with the Contractor to perform any portion of the Work covered by this Contract.

Submittals: Information submitted to the Procurement Administrator according to the Scope of Work/Specifications.

Work: Everything to be provided and done to fulfill the Contract and shall include all goods and services specified under this Contract, including Contract Amendments and settlements.

## Section 1 – Introduction and Policy Statement

**1-1 Policy:** It shall be the policy of the Board of Trustees of the Toledo Area Regional Transit Authority (TARTA) that all persons wishing to offer tangible goods or services to the Authority will be treated fairly and impartially. It is further the policy of TARTA that awards shall be made only to responsive and responsible contractors who have demonstrated the ability to perform successfully under the terms and conditions of the proposed procurement.

TARTA will not discriminate against any supplier or contractor, its owners, shareholders, or employees based on race, creed, nationality, color, sex, religion, or political affiliation.

This policy and its execution by the employees of TARTA are intended to support the spirit and intent of Title VI of the Civil Rights Act of 1964; 49 C.F.R. Part 23; Ohio Revised Code Section 306.43 and the Federal Transit Act, as amended. Furthermore, these policies will be construed and implemented in full compliance with all other applicable local, state, and federal laws and regulations.

TARTA will take the steps necessary to comply with federal rules concerning the use of Disadvantaged Business Enterprises (DBE). In accordance with the DBE regulations, TARTA will prepare and submit DBE reports to the Federal Transit Administration that will comply with the applicable regulations and local conditions as described in the program.

TARTA is also committed to fostering the growth and inclusion of small and minority businesses and women’s business enterprises. When projects are identified, and we are writing pre-solicitation documents, we will categorize the project or parts into types of businesses based on what the project entails.

Procurement will compare the project needs to the DBE and small business list that we maintain internally and with the Ohio Department of Transportation Unified Certification Program DBE Database.

For smaller procurements, we will first contact our DBE and small business partners. If we cannot find enough DBE or small businesses, we will move on to other vendors. As we announce and launch RFP’s, we will actively communicate the details of our project/RFP to the appropriate businesses on our lists and share them with our community outreach partners and advertise with local minority news sources.



**1-2 Purpose:** The purpose of this Procurement Policy and Procedure Manual is to establish the underlying philosophy and the rules, procedures, and code of conduct for those involved in the procurement of goods and services for TARTA.

**1-3 Background and Introduction:** The procurement process within the structure of TARTA is a part of the overall budgetary process. Each year during the preparation of the budget, the management of TARTA establishes budgetary estimates on the procurement of goods and services based on previous experience and anticipated needs. All expenditures for goods and services, other than emergency expenditures, should be anticipated in advance of and included in the budgetary process.

The budget, once prepared, is presented to the Board of Trustees for adoption. The adoption of the budget by the Board of Trustees establishes the expenditure limitations for the year. Within these budgetary limits, the expenditure controls imposed by this manual, the Ohio Revised Code, and other limitations as may be imposed by the Board of Trustees; the CEO; the CFO, Department Heads, and Purchasing Department are responsible for the procurement of goods and services necessary to the operation of TARTA.

**1-4 Responsibility:** Overall responsibility for overseeing the procurement of goods and services and expenditure of funds for this purpose rests with TARTA staff led by the CEO and the CFO. The operation of the procurement function is under the supervision of the Procurement Officer, who works closely with the department heads to maintain TARTA’s inventory of required supplies and procure capital projects. These employees of TARTA, and all other employees who may from time to time become involved in the procurement process, are governed by the Code of Ethics outlined in Section 8.0.

It shall be the responsibility of the Procurement Officer and staff to issue all purchase orders and maintain all records of purchases in our document management system, ~~DocLink~~, and other electronic storage media. **Our document management system** ~~DocLink~~ contains written records of procurement documentation from all stages of the procurement through to final invoicing. The Procurement Officer and staff shall also be responsible for verifying that any proposed contractor is not listed as ineligible to participate in federal procurements as per the SAM.GOV website.

The Stockroom Clerk is responsible for ensuring that tangible goods procured by TARTA are received in quantity as stated on the purchase order. Services are approved for the level of performance by the responsible Department Head.

The CFO's responsibility is to monitor the level of expenditures for goods and services, monitor the procurement process, and inform the CEO of undesirable procurement levels or patterns.

It is the responsibility of all Department Heads to closely monitor the expenditure procedures and levels within their respective departments and bring to the attention of the CEO and the CFO both unfunded needs of the department and unexpended funds, which might be utilized elsewhere within TARTA.

**1-5 General Procedure:** All computer-related equipment, including but not limited to computers, printers, radio equipment, scanners, software and cameras, and other technology, must be authorized by the Director of Information Technology.

Concerning the approval of purchase orders, requisitions, or invoices, an electronic signature through the document management software (~~DocLink~~) is accepted. ~~DocLink~~**The software** assigns the signature to the individual based upon the login. It is prohibited for any staff member to share their login. Any delegation of authority will be recorded through the system and will be temporary. Anyone sharing their login or violating the policy will be subject to discipline up to and including termination.

All purchases utilizing federal funding must follow the rules outlined in FTA C4220.1G and the 2CFR200 and follow the FTA Best Practices Procurement Manual unless local policies have a more restrictive requirement.

The procurement documentation, including required clauses, must be submitted to the Procurement Officer and their staff for review and approval. The following documents ~~must~~ **may** be attached to the request for purchase order and scanned into the document management software:

- Clear, Accurate, and Complete Statement of work (**Formal RFQ/RFP process only**)
- Independent cost estimate – all but micro-purchases, including contract modifications
- The approved appropriate federal clauses (**Formal RFQ/RFP process only**)
- The rationale for the method of procurement used - “Method of Procurement Decision Matrix” form (**Formal RFQ/RFP process only**)
- Bid summary form where applicable (**Formal RFQ/RFP process only**)
- ~~Cost or price justification or Cost and profit analysis when adequate price competition is lacking (sole source or no competition)~~ (**Formal RFQ/RFP process only**)
- Reason for contractor selection or rejection (**Formal RFQ/RFP process only**)
- Fair and reasonable price form (~~for~~ Micro-purchase only)

- Board Resolution if appropriate (**\$100,000 +**)
- For sole source or non-competition procurements, a “Sole Source” form must be completed

The documentation detailing the history of each procurement, as described previously, will be compiled throughout the procurement process. Finalized documentation will be scanned into the document management system DocLink, ~~where it will be indexed by PO number for later reference and retrieval. All details of the previously mentioned forms may be found in the procurement packets.~~

When a contract is written for rolling stock (vehicles) or replacement parts funded through the Federal Transit Administration (FTA), the contract performance period shall not exceed the time permitted by the FTA and/or any law, rule, or regulation. The time currently allowed for a rolling stock contract is five years.

A significant change in contract work or quantity that deviates from the original scope of the work is referred to as a cardinal change or “tag-on” and is not permissible.

Organizational conflicts of interest such as lack of impartiality, impaired objectivity, unequal access to information, and biased procurement rules are strictly prohibited. Each purchase should be evaluating potential organizational conflicts of interest. Any potential conflict should be mitigated or avoided. The method of mitigation should be documented and included in the purchasing file. A contractor/vendor that prepares or assists in preparing work statements that directly, predictably, and without delay are used in future competitive procurements cannot bid on those procurements.

Supporting or acquiescing (allowing) noncompetitive pricing practices between firms or between affiliated companies is prohibited.

No arbitrary action will be taken in the procurement process, for example, not following the procurement process or if the documentation shows one vendor should receive the award, but another vendor awarded the business.

It is prohibited to make a noncompetitive award to any person or firm on a retainer contract for the property or services specified for delivery under the retainer contract.

It is prohibited to specify in-State or local geographical preferences or evaluate bids/proposals higher by state or local geographical preferences.

TARTA shall not engage in sole-source procurement for goods and services valued at or more than \$10,000 unless such procurement is necessary to obtain an item(s) or services(s) that it cannot obtain through competitive procurement. A sole-source award may not be based solely on the unique capability of the offeror to provide the specific property or services requested.

Suppose TARTA requires supplies or services available from only one responsible source, and no other supplies or services will satisfy its requirements. In that case, the recipient may make a sole-source award. In this event, one of the following conditions must be present:

- A unique or innovative concept
- Proprietary technology
- Patents or restricted data rights
- Substantial duplication costs
- Unacceptable delay
- Single bid or a single proposal (after review of the requested service/items for restricted specifications or criteria and upon completion of a cost analysis)
- Unusual and compelling urgency
- Upon authorization by the FTA

Cost-plus percentage of cost contract will not be negotiated or executed.

All procurements relating to cost reimbursements contracts utilizing federal funding for property and services must follow Federal cost principles.

TARTA, when utilizing Federal funding, shall ensure that contractors working on a capital project will give a hiring preference to the extent practicable to veterans (as defined in section 2108 of title 5) who have the requisite skills and abilities to perform the construction work required under the contract.

TARTA will make every effort to meet or exceed its current DBE Goal.

In addition to the federal clauses already included with construction procurements (Including but limited to Davis-Bacon Act, Copeland Anti-Kickback Act, Debarment and Suspension, Title VI, ADA, EEO, Special DOL EEO Clause), **TARTA will adhere to a Quality Construction Policy on construction projects over \$2,000 but less than \$100,000.**

Projects over a determined dollar amount will adhere to TARTA's current Project Labor Agreement. This determined amount will be confirmed in writing by the CEO to the CFO.

The Quality Construction Policy and Project Labor Agreement are separate documents and are updated independently of this document.

Revenue contracts are defined as a contract in which TARTA provides access to public transportation assets for the primary purpose of either producing revenues in connection with a public transportation-related activity or creating business opportunities involving the use of FTA-assisted property. To ensure fair and equal access to FTA-assisted property and maximize revenue derived from the property, TARTA or its designee should utilize either a limited contract opportunity or an open contract opportunity outlined in FTA C4220.1G, 2CFR200. These contracts are awarded using competitive selection procedures and principles. Any third party involved in the revenue contract must follow the competitive process in performing the revenue contract functions.

All procurements at TARTA will be conducted according to the information above and Sections 2 through 4, which govern the purchase of goods and services: Section 2: under \$10,000 in value; Section 3: \$10,000 or more, but less than \$99,999 in value; and Section 4: \$100,000 or more in value.

There will be a clear and accurate description of the product or work to promote full and open competition applied to all procurements. In describing the goods or services to be procured, TARTA will refrain from using “brand name or equal” language in the procurement process and will, as is practical, provide adequate specifications that does not rely on a brand name or similar terminology. However, when an adequate specification cannot be provided without an inspection and analysis to satisfy TARTA’s procurement need, the minimum needs will be carefully identified. The features of the brand name product will be outlined in the bid document or request for proposals.

Any purchase over ~~\$5,000~~ **\$10,000** that meets the definition of a fixed asset will be tagged and treated as such.

Should it be deemed necessary to modify any procurement contract, the provisions of this manual must be followed, and a cost or price analysis performed by procurement staff. The contract modifications must go through the PO approval process.

The Finance Department will designate a Project Manager to monitor Contractor performance on each procured project.

Subrecipient oversight clauses/language will be included in any applicable contract and monitored by the Finance Department designee.

**1-6 Approvals:** All requests for purchase must follow these approval levels: Manager – less than One Thousand Five Hundred Dollars (< \$1,500), Director – less than Three Thousand Five Hundred Dollars (< \$3,500) and Chief – less than Ten Thousand Dollars (< \$10,000), Chief Executive Office less than One Hundred Thousand (< \$100,000), Board of Trustees greater than One Hundred Thousand (> \$100,000).

## Section 2 – Procurements for Less than \$10,000 (Micro-purchase)

**2-1 Scope:** This procedure applies to all employees of TARTA who requisition materials, goods, supplies, and/or services on behalf of TARTA when those purchases are \$10,000 or less.

~~**1-7 Approvals:** Request for purchase under Ten Thousand Dollars (\$10,000) must follow the following approval levels: Manager – less than One Thousand Five Hundred Dollars (< \$1,500), Director – less than Three Thousand Five Hundred Dollars (< \$3,500) and Chief – less than Ten Thousand Dollars (< \$10,000).~~

**2-2 Purchase Order Procedure:** Items, goods, and services, procured for the operation of TARTA and costing less than \$10,000 are divided, for procurement purposes, into two categories: Inventory and non-Inventory

The TARTA credit card may be used for these purchases if deemed necessary due to vendor payment terms or Internet purchases. The Finance Department will maintain the credit card, and the purchase will follow the same procurement processes except for the payment method.

**2-3.1 Inventory:** TARTA’s Procurement Officer purchases or re-orders inventory items such as operation and maintenance replacement bus parts, building supplies, and garage and shop equipment based on re-order levels and record of use. A record is maintained of each inventory item. For each inventory item, a reorder level is established. This level ensures that TARTA will have a specific inventory item on hand in sufficient numbers at all times. The Procurement Officer makes purchases of inventory items when the inventory record reaches the re-order point. The re-order point is adjusted from time to time to reflect the level of use of a particular item.

It is the responsibility of the Procurement Officer to maintain a list of suppliers and prices for all inventory items and to review the pricing level of each item continually. The Procurement Staff may make purchases of inventory items with a unit price of less than \$10,000. The Maintenance Department Head shall approve all inventory purchases, and the CFO shall certify the availability of funds to complete the procurement.

For the purchase of maintenance, operating, or repair goods or services where the annual expenditure does not exceed \$10,000, TARTA may enter into blanket purchase agreements.

TARTA may also participate in contracts into which the Ohio Department of Administrative Services has entered to purchase supplies, services, materials (other than printing materials), and equipment. Upon so doing, TARTA will adhere to the terms and conditions prescribed by the

Ohio Department of Administrative Services. It will pay the vendor directly under each purchase contract according to the provisions of the Ohio Revised Code.

Periodically, the CFO shall review the purchase records to determine their adherence to the TARTA procurement procedures and note if any updates in the procedures are required.

**2-3.2 Non-Inventory:** When a non-inventory item is needed, a request is made on a purchase order request form by the Department Head for the Purchasing Staff to issue a purchase order number against which the item(s) to be purchased may be charged. At the time of the request/requisition, the Department Head shall provide the Purchasing Staff with the name and address of the vendor or vendors, a description of the item(s) to be purchased, and the expected cost or the price quotation. Dues, subscriptions, registration fees, travel advances, perishable items, and memberships do not require a purchase order. However, these purchases are subject to the authorization limits in **Section 1-6. procedures of \$10,000 and \$50,000 limits.**

For items which are single items or specialty items, drafting supplies or less often used office supplies which cost less than \$10,000, the Purchasing Staff may compare prices. If the price to be paid is determined fair and reasonable, no competitive quotes are required, **and a fair and reasonable form must be completed.** Documentation of these prices, which may consist of the catalog or website references, notation on any telephone price received, or copies of the written, facsimile, or e-mail quotes, will be included with the PO paperwork.

NOTE: No items which would usually be purchased together or in quantity may be purchased individually or in small lots to circumvent the quotation limitation.

The Purchasing Staff shall prepare all purchase orders **based upon** ~~and maintain a file for the~~ appropriately signed requisition for purchases under \$10,000. **The department head is required to assign the appropriate account number (s) to each purchase requisition.** With the assistance of the Finance Department (as necessary), the Purchasing Staff **may correct the assigned account number on** ~~shall assign the appropriate account number(s) to each purchase order as it is issued.~~

The Purchasing Staff shall submit purchase orders for all purchases under \$10,000 firstly to the appropriate Department Head for approval and then to the CFO. The CFO **approval** shall, ~~by signature,~~ indicate that funds for the purchase are available or are in the process of collection.

After **approval signature** by the CFO, the purchase order is returned to the Purchasing Staff. The purchase order is then forwarded to the vendor.



## ~~Section 3 – Procurements Greater than \$10,000 but less than \$50,000~~

~~3-1 Scope:~~ This procedure applies to all employees and contractors/consultants working in positions traditionally held by employees of TARTA who purchase materials, goods, supplies, or services on behalf of TARTA when the value of the said purchase is in an amount greater than \$10,000.00 and less than \$50,000.00. All appropriate clauses as indicated in Appendix D of the FTA C-4220.1G must be completed, including a termination clause in all contracts exceeding \$10,000.

~~3-2 Approvals:~~ Requests for purchases which will be in an amount greater than \$10,000 and less than \$50,000 must be initiated by the Department Head and approved by the CEO.

~~3-3 Purchase Order Procedure:~~ When a purchase is to be made that falls within this section's parameters, the Department Head shall submit a request to the Procurement Officer.

The requesting Department Head may submit with the request at least three price quotations or, if this has not been researched, the Procurement Officer may obtain the quotations. However, in such a case, the Department Head must submit with the request sufficient detail describing the item(s) and outlining any special requirements so that Procurement Officer can readily obtain the price quotations. These quotations may be received by telephone, facsimile, e-mail, or in writing (letter or quote). If obtained by telephone, the quotation must be documented together with the person's name soliciting the quotation and the name and phone number of the person representing the vendor giving the quotation. All quotes and appropriate documentation shall be maintained with the purchase order in the document management system.

The Procurement Officer shall prepare a purchase order for the requested item(s) and attach all documents to the purchase order in the document management system. The Purchasing Clerk shall, with the assistance of the Finance Department, if necessary, assign an account number and shall forward the purchase order to the Department Head and the CEO for approval.

After the CEO has signed the purchase order indicating approval to purchase the requested item(s), the purchase order will be forwarded to the CFO.

The CFO will, by signature, attest to the availability of funds to make the requested purchase and will, if the Procurement Officer has not provided it, indicate on the purchase order the account against which the funds for the purchase shall be drawn.

The CFO will return the purchase order to the Procurement Officer, who shall place the order and forward the original and acknowledgment copies of the purchase order to the vendor.

**3-4 Blanket Purchase Agreements:** Blanket Purchasing Agreements may be utilized when maintenance, operating, or repair goods or services are being sought.

A Blanket Purchase Agreement may be utilized only when the item cost exceeds \$10,000 and the annual expenditure exceeds \$100,000.

The exception to the above policy regarding blanket purchase agreements is for those expenditures related to expenses for medical insurance, claims, worker’s compensation, attorney fees, liability/property insurance, dues, memberships, fuel, and the like. These are approved by review of the prepared budget on an annual basis by the Finance Committee

Once reviewed and approved by the Finance Committee, the budget is presented to the Board of Trustees for adoption. Adopting the annual budget will approve the previous purchases over the stated blanket amounts and, if appropriate, through a blanket purchase agreement. A purchase order will not be required for medical insurance, worker’s compensation, attorney fees, liability/property insurance, dues, membership, and the like. In addition, fuel hedging will be allowed with the approval of the Finance Committee.

**3-5 Collective Purchasing Through the Ohio Department of Administrative Services:** According to the Ohio Revised Code provisions, TARTA may participate in contracts into which the Ohio Department of Administrative Services has entered.

Only supplies, services and materials (other than printing materials), and equipment may be purchased through the Ohio Department of Administrative Services.

In participating in these contracts, TARTA will be bound by the terms and conditions prescribed by the Ohio Department of Administrative Services and comply with all of its’ requirements, including paying the vendor directly under each purchase contract.

A price obtained through the Ohio Department of Administrative Services serves as one quote and does not preclude the requirement of additional quotes.

**3-6 Purchase Through Qualified Nonprofit Agencies:** According to the Ohio Revised Code provisions, TARTA may purchase goods or services from qualified, nonprofit agencies without engaging in a competitive procurement.

The Procurement Officer shall determine whether the product or service is on the procurement list published according to Ohio Revised Code Section 4115.33 and shall procure such product or service at a fair market price established by the committee if the product or service is available within the time required.

~~3-7 Purchases Through Intergovernmental Agreements:~~ TARTA may, to the extent permitted by law or regulation, purchase, transfer, or dispose of goods or services by agreement with another governmental agency or through an intergovernmental purchasing group. TARTA may exercise options under contracts entered in to by other governmental entities or offer such options to another governmental agency or intergovernmental purchasing group provided that (1) the granting agency's contract allows for the assignment of the option and (2) the granting agency's procurement process meets all material and competitive requirements required by TARTA's funding source.

When creating procurements, TARTA must restrict the number of options specified to what it believes is needed in the reasonably foreseeable future.

## Section 4 – Procurements Greater than ~~\$50,000~~ **\$10,000** but less than \$100,000 (Simplified Acquisition)

**4-1 Scope:** This procedure applies to all employees and contractors/consultants working in positions traditionally held by employees of TARTA ~~of TARTA~~ who need to purchase materials, goods, supplies, or services on behalf of TARTA when the value of the said purchase is an amount of ~~\$50,000.00~~ **\$10,000** or more, but less than \$100,000. All appropriate clauses as indicated in Appendix D of the FTA C 4220.1G must be completed.

**4-2 Approvals:** Requests for purchases of ~~\$50,000.00~~ **\$10,000** or more, but less than \$100,000, must be initiated by a Department Head and approved by the CEO **and CFO**.

**4-3 Purchase Order Procedure:** When a purchase is to be made that falls within this section's parameters, the Department Head shall submit a request to the Procurement Officer.

The requesting Department Head ~~may~~ **must** submit **the request with** ~~with the request~~ at least three price quotations ~~or, if this has not been researched, the Procurement Officer may obtain the quotations. However, in such a case, the Department Head must submit with the request with sufficient detail describing the item(s) and outlining any special requirements. so that Procurement Officer can readily obtain the price quotations.~~ These quotations may be obtained by telephone, facsimile, e-mail, **internet search**, or in writing (letter or quotation). Still, if received by telephone, the quotation must be recorded together with the name of the person soliciting the quotation and the name and phone number of the person representing the vendor giving the quotation. All quotes and documentation shall be attached to the purchase order in the document management system. **The request must contain detailed information regarding the item to be purchased, including quantity, description, price, account number, funding source, and any special requirements.**

The Procurement Officer shall prepare a purchase order for the requested item(s) and attach the documents to the purchase order in the document management system. ~~With the assistance of the Finance Department, if necessary, the Procurement Officer shall assign an account number and forward the purchase order to the CEO for approval.~~

After the CEO has signed the purchase order indicating approval to purchase the requested item(s), the purchase order will be forwarded to the CFO **for approval**.

The CFO ~~will~~, by **approval** signature, attest to the availability of funds to make the requested purchase. After **approval** signature by the CFO, the purchase order is returned to the Purchasing

Staff. The purchase order is then forwarded to the vendor.

~~The CFO will send the purchase order to the CEO. The CEO will review the Procurement and shall recommend the Board of Trustees to award the Procurement if they deem it appropriate. Any such Procurement approved by the Board shall be in writing and accompanied by or shall refer to a specific description of the work to be done or the goods to be supplied. Upon adoption of such a resolution, the CEO shall execute a contract. If the Board does not adopt the resolution, the Procurement will be referred to appropriate staff for review and further action following this manual and the needs of TARTA.~~

**4-4 Blanket Purchase Agreement:** Blanket Purchasing Agreements may be utilized when maintenance, operating, or repair goods or services are being sought.

A Blanket Purchase Agreement may be used only when the item cost exceeds \$10,000.00 and the annual expenditure exceeds \$100,000.00.

**4-5 Collective Purchasing Through the Ohio Department of Administrative Services:** According to the Ohio Revised Code provisions, TARTA may participate in contracts the Ohio Department of Administrative Services has entered.

Only supplies, services and materials (other than printing materials), and equipment may be purchased through the Ohio Department of Administrative Services.

In participating in these contracts, TARTA will be bound by the terms and conditions prescribed by the Ohio Department of Administrative Services and comply with all of its' requirements, including paying the vendor directly under each purchase contract.

The CEO must approve participation in any contracts into which the Ohio Department of Administrative Services has entered whenever the annual expenditure will exceed the sum of \$10,000.00. To the extent that the expenditure exceeds ~~\$50,000.00~~ **\$100,000**, the CEO shall recommend the purchase through presenting a Resolution for consideration by the Board of Trustees.

Upon adoption of such a resolution, the Procurement Officer will proceed with the Procurement. If the Resolution is rejected, the Procurement will be referred to appropriate staff for review and further action following this manual and the needs of TARTA.

TARTA will not be responsible for any errors in proposals. Proposers will only be allowed to alter proposals after the submittal deadline in response to requests for clarifications by TARTA. TARTA reserves the right to request an extension of the proposal period from a Proposer or Proposers.

TARTA reserves the right to allow corrections or amendments to be made that are due to minor

administrative errors or irregularities, such as errors in typing, transposition, or similar administrative errors. Erasures or other changes or entries made by the proposer must be initialed by the person signing the proposal.

**4-6 Purchases Through Qualified Nonprofit Agencies:** According to the Ohio Revised Code provisions, TARTA may purchase goods or services from qualified, nonprofit agencies without engaging in a competitive procurement.

The Procurement Officer shall determine whether the product or service is on the procurement list published according to Ohio Revised Code Section 4115.33 and shall procure such product or service at a fair market price established by the committee if the product or service is available within the time required. The CEO must approve participation in any contracts into which the annual expenditure will exceed the sum of \$10,00.00. If the annual expenditure equals or exceeds ~~\$100,000~~ ~~\$50,000.00~~, the CEO will recommend the Procurement by presenting an appropriate Resolution to the Board of Trustees. Upon adoption of such a Resolution, the Procurement Officer will proceed with the Procurement. If the Resolution is rejected, the Procurement will be referred to the appropriate staff for review and further action following this manual and the needs of TARTA.

**4-7 Purchases Through Intergovernmental Agreements:** TARTA may, to the extent permitted by law or regulation, purchase, transfer, or dispose of goods or services by agreement with another governmental agency or through an intergovernmental purchasing group. TARTA may exercise options under contracts entered in to by other governmental entities or offer such options to another governmental agency or intergovernmental purchasing group provided that (1) the granting agency’s contract allows for the assignment of the option and (2) the granting agency’s procurement process meets all material and competitive requirements required by TARTA’s funding source.

When creating procurements, TARTA must restrict the number of options specified to what it believes is needed in the reasonably foreseeable future.

**4-8 Purchases Bonding Requirements:** For all procurements (other than construction contracts) with a value equal to or greater than \$100,000, TARTA may require a suitable and approved bond with



comprehensive security conditioned on the carrying out of the contract. Instead of a bond, TARTA may permit any person, firm, or entity with which it contracts to provide other forms of performance, payment, or maintenance guarantees, bonds, or any combination thereof in the form, quality, and amount it considers appropriate to assure that the contract will be fulfilled. Legal counsel should be consulted regarding the bonding requirement for each project.

Bids and contracts for the construction, demolition, alteration, repair, or reconstruction of an improvement must be accompanied by a bond that meets the minimum requirements outlined in the Ohio Revised Code and Circular 4220.1G, 2CFR200 or any subsequent laws and Circulars in effect at the time of procurement. Bonding for construction contracts requirements are as follows:

- 10% bid guarantee
- 100% performance bond, and
- Payment bonds are as follows:
  - 50% on contracts under \$1 million
  - 40% on contracts between \$1 million and \$5 million, Or
  - \$2.5 million on contracts over \$5 million



## Section 5 - Procurements Greater than \$100,000

**5-1 Scope:** This procedure applies to all employees and contractors/consultants working in positions traditionally held by employees of TARTA of TARTA who need to purchase materials, goods, supplies, or services on behalf of TARTA when the value of the said purchase is in an amount equal to or greater than \$100,000. Whenever such procurement is to be made, procurement staff working with the department directors and engineering firms as needed will do an independent cost or price estimate and determine whether the purchase shall be by competitive procurement, non-competitive procurement, or sole-source procurement.

**5-2 Approvals:** Purchases that will be in the amount of \$100,000.00 or more must be initiated by a Department Head and approved by the CEO and by the Resolution of the Board of Trustees.

**5-3 Limits on Duration:** When a contract is written for rolling stock (vehicles) or replacement parts funded through the Federal Transit Administration (FTA), the contract performance period shall not exceed the time permitted by the FTA and/or any law, rule, or regulation. The time currently allowed for a rolling stock contract is five years.

**5-4 Federal Contract Clauses:** On all projects funded by the FTA, the Procurement Officer and staff will be responsible for determining that all appropriate federal contract clauses are included in any contract for goods or services.

**5-5 Formal Procurement Types:** The following section details three different formal procurement approaches competitive bidding (IFB), Competitive Proposal (RFP), and two-step competitive proposal.

**5-5.1 Competitive Bidding (IFB) (RFQ):** This process requires a set of specifications and an evaluation of responses to those specifications. Competitive Bidding will be utilized when all of the following conditions exit: (1) A clear, complete, and adequate description of the goods/services or work is available; (2) time permits the solicitation, submission, and evaluation of sealed bids; (3) the award will be made based on price; (4) it is not necessary to conduct discussions with responding offerors about the bids; and (5) there is a reasonable expectation of receiving more than one sealed bid.

Upon determining that competitive bidding is to be utilized, a staff member(s) designated by the CEO shall prepare a set of specifications and bid documents describing, in detail, the goods or services needed and the time constraints and other requirements within which same must be

provided. TARTA may, by appropriate methods, employ outside assistance such as architects and engineers to prepare required specifications and bid documents under the guidance of TARTA staff. The specifications shall be written in a way that encourages full and open competition.

The CEO must approve the plans and specifications and the placing of advertisements for bids before publication. The CEO may delegate this process to the CFO, who will ensure that all engineering, technical and other requirements around the procurement are correct and complete. The CFO may choose to have subject matter experts (those who have the technical capacity to review engineering and technical documents) assist them.

A notice of competitive bidding shall be published in a newspaper of general circulation within the TARTA district at least once per week for at least two consecutive weeks. Notice of the availability of specifications may also be mailed, faxed, or e-mailed to individuals or firms who have expressed an interest in performing work for TARTA. TARTA may also publish advertisements in trade journals and other publications frequently read by vendors, suppliers, and other providers and on the TARTA website.

During the period between the publication of the advertisement and the opening of bids, bidders may request information about the proposed procurement from appropriate members of TARTA staff. Answers to these requests for information will be disseminated to all prospective bidders in the form of addendums.

Also, during the period between the advertisement for bids and the opening of bids, TARTA shall inform all bidders of changes in the bid documents and make any other necessary information to prepare a competitive proposal known to the bidders by the issuance addenda to the bid documents. The updates and addendums will be hosted publicly on the TARTA website.

As bid documents are received and accepted by TARTA staff, they shall be marked with the date and time of day of receipt. No bid documents which have not been received and accepted by designated TARTA Finance staff by the date and time established for bid opening shall be accepted.

At the time and place designated in the advertisement, the bids shall be opened and read aloud. The public bid opening should be documented in the advertisement as to the location, room, and procedures necessary to gain access to the bid opening. A record shall be made of the base bid and any alternates, as appropriate.

After the opening of bids, TARTA staff shall review all of the bid documents to ensure compliance with the specifications and local, state, and Federal law. Having completed this review, the

The Procurement Officer may recommend that a responsive and responsible contractor be employed. The responsible bidder/contractor will possess the ability, willingness, and integrity to perform successfully under the terms and conditions of the contract.

The CEO shall recommend the Board of Trustees to let the contract to the firm determined to be the most qualified, responsive, and responsible bidder or reject any bids upon sound documented business reason. Any contract let by the Board shall be in writing and shall be accompanied by or shall refer to plans and specifications for the work. The plans and specifications shall be made and considered part of the contract. Upon adoption of the resolution, the CEO shall either execute said contract or, if all bids are rejected, refer the procurement to the appropriate staff for review and further action following this manual and the needs of TARTA.

When fewer than two responsive and responsible bids are received, TARTA may negotiate a price with the sole responsive and responsible bidder as described in section ~~5.10~~ 5.6 below or, at its option, may rescind the solicitation and proceed to procure the necessary goods or services through the same or any other appropriate method of procurement as described in this Manual.

An effort should be made to the contact firms notified but did not respond to analyze why they did not submit a bid.

## 5-5.2 Competitive Proposal (RFP): Procurement by Competitive Proposals (RFP) -

Procurement may also be accomplished through a process of soliciting and reviewing competitive proposals. The proposals are judged on factors other than price to determine which offers the best value to the agency.

If competitive sealed bidding or two-step competitive bidding is not appropriate, TARTA may procure the necessary goods or services through a system of competitive proposals.

Upon determining that TARTA proceeds to procure goods or services through competitive proposals, the CEO will designate a staff member(s) to work with the department for whom the goods or services are to be obtained to develop a request for proposals.

The request for proposals shall contain a complete and accurate description of the goods or services to be obtained. If the best value analysis is conducted to evaluate the proposals, the request for proposals shall so state. The request for proposals must also set forth any additional criteria to be used in evaluating the proposals. The pricing element of the proposal should be contained in a separate envelope to be evaluated separately from the other elements.

A notice of competitive bidding shall be published in a newspaper of general circulation within the TARTA district at least once per week for at least two consecutive weeks. Notice of the

availability of specifications may also be mailed, faxed, or e-mailed to individuals or firms who have expressed an interest in performing work for TARTA. TARTA may also publish advertisements in trade journals and other publications frequently read by vendors, suppliers, and other providers and on the TARTA website.

The TARTA staff member(s) preparing the request for proposals shall also prepare an evaluation form containing a scoring system for evaluating the proposals before receiving proposals. The appropriate committee of the Board of Trustees may review the evaluation form and make recommendations as to its content. The items to be evaluated shall follow the criteria outlined in the request for proposals. Such analysis may determine which proposer is making an offer considered most advantageous to the authority based on a trade-off of qualitative technical factors and price/cost to determine which proposal is the best value.

During the period between the publication of the advertisement and the opening of bids, bidders may request information about the proposed procurement with appropriate members of TARTA staff. Answers to these requests for information will be disseminated to all prospective bidders in the form of addendums.

During the interval between the advertisement for bids and opening of bids, TARTA shall inform all bidders of changes in the bid documents and make other information necessary to prepare a competitive proposal known to the bidders by the issuance of addenda to the bid documents. The updates and addendums will be hosted publicly on the TARTA website.

After the time designated for the receipt of proposals, the staff member designated by the CEO to lead the evaluation process shall distribute the evaluation form and a schedule for the review.

After each evaluation team member has reviewed and evaluated each proposal individually, the team leader shall assemble the evaluation team, which shall jointly review the individual ratings to establish an initial ranking of the proposers. The recommendation of the staff evaluation team shall be forwarded to the CEO. The CEO or designee presents their recommendation to the Board of Trustees. They, by resolution, may accept the proposal considered to be the most advantageous to TARTA or reject any proposals based upon sound documented business reason.

Upon a resolution of the Board of Trustees, the CEO may be instructed to enter into a contract for the needed goods or services. Such contracts shall be in writing. The description of the work or goods as outlined in the request for proposals shall be made part of the contract.

When fewer than two responsive proposals are received, a review is made of the initial criteria and specifications for the proposal to ensure that neither the criteria nor specifications are the cause

for the limited number of responses. Vendors may be contacted to determine why they did not bid.

If the criteria and specifications for the proposal are not deemed to be the cause of the lack of participation, TARTA may negotiate a contract with the sole responsive and responsible party as described below or, at its option, may rescind the solicitation and proceed to procure the necessary goods or services through the same or any other appropriate method of procurement as described in this Manual. An effort should be made to contact firms notified but did not respond to analyze why they did not submit a bid.

**5-5.3 Two Step Competitive Bidding:** This procedure will be utilized when: (1) a clear, complete, and adequate description of the goods, services, or work is not available, but definite criteria exist for evaluating technical proposals, and (2) it will be necessary to conduct discussions with responding offerors.

Upon the determination that TARTA requires goods or services for which a clear, complete, and adequate description of the goods, services, or work is not available, but for which definite criteria exist for the evaluation of technical proposals and when it is necessary to conduct discussions with responding offerors, a two-step bidding procedure will be conducted.

The first step consists of a technical proposal to evaluate the prospective contractors' qualifications and establish everything the contractor must do to complete the contract. Once it is determined which contractors have the appropriate qualifications and can complete a bid, the second step consists of a sealed bid proposal submission to carry out the established requirements and review the bids from the qualified contractors.

The CEO will designate a staff member(s) to work with the department for whom the services or goods are to be obtained to develop a request for proposals. The request for proposals shall contain a description of the goods or services to be obtained and the criteria used to evaluate the proposals. The request for proposals shall be reviewed by the appropriate committee of the Board of Trustees before publishing a formal advertisement seeking proposals.

A notice of the procurement shall be published in a newspaper of general circulation at least once per week for at least two consecutive weeks. Notice of the solicitation may also be mailed, faxed, or e-mailed to individuals or firms who have expressed an interest in performing work for TARTA. TARTA may also publish advertisements in trade journals and other publications frequently read by vendors, suppliers, and other providers and posted on the TARTA website.

During the period between the publication of the advertisement and the opening of bids, bidders may request information about the proposed procurement with appropriate members of TARTA staff. Answers to these requests for information will be disseminated to all prospective bidders in the form of addendums.

During the interval between the advertisement for bids and opening of bids, TARTA shall inform all bidders of changes in the bid documents and make other information necessary to prepare a competitive proposal known to the bidders by the issuance of addenda to the bid documents. The updates and addendums will be hosted publicly on the TARTA website.

As proposals are received and accepted by the TARTA staff, they shall be marked with the date and time of day of receipt. No proposals which have not reached the TARTA staff by the date and time established will be accepted.

After the review of the proposals, TARTA's staff shall review all of the documents. The Procurement Officer may recommend that the firm with the most qualified, responsive, and responsible bid be retained.

The CEO shall recommend that the Board of Trustees award the contract to the firm determined to be the most qualified, responsive, and responsible proposer or reject any proposals upon sound documented business reason. Any contract let by the Board shall be in writing and shall be accompanied by or shall refer to a specific description of the work to be done or the goods to be supplied. Upon adoption of such a resolution, the CEO shall either execute said contract or, if all proposals are rejected, refer the procurement to the appropriate staff for review and further action following this manual and the needs of TARTA.

When fewer than two responsive proposals are received, TARTA may negotiate a contract with the sole responsive and responsible party as described in section 5.10 below or, at its option, may rescind the solicitation and proceed to procure the necessary goods or services through the same or any other appropriate method of procurement as described in this Manual. An effort should be made to the contact firms notified but did not respond to analyze why they did not submit a bid.

**5-6 Sole Source Procurement:** TARTA shall not engage in sole-source procurement for goods or services valued at or over \$100,000.00 (or any procurement over \$10,000) unless such procurement is necessary to obtain an item(s) or service(s) that it cannot reasonably obtain through competitive procurement.

Before accepting a sole-source purchase, the Authority shall either follow competitive procurement procedures, canvass potential suppliers and other transit properties and determine

that only a single source exists or that an emergency exists that will not permit the delay resulting from a competitive solicitation.

Should the sole-source procurement be required due to an emergency, a meeting of the Board of Trustees must be convened at which two-thirds of its total members determine by vote that a real and present emergency exists that affects the safety and welfare or the ability to deliver transportation services; arises out of an interruption of contracts essential to the provision of daily transit services or involves actual physical damage to structures, supplies, equipment or property, with the reason for the procurement action being specified in the resolution.

Once it is determined that a sole source procurement will be made, the ~~Planning Director~~ **Procurement Manager** shall contact the vendor to determine the cost to TARTA and obtain a list of transactions and the names of agencies or companies to whom sales were made. After receiving the cost information, the CEO, **CFO, Procurement Manager** ~~the Purchasing Clerk~~, and the department head for whom the procurement is being made shall meet to review the purchase in light of pricing information. A cost analysis must be performed which separates cost and profit. Profit is an item that must be negotiated separately from the other elements of the price quotation. Cost-plus percentage of cost contracts will not be negotiated or executed.

TARTA staff members shall make a recommendation as to the procurement. If the Board of Trustees finds that TARTA is receiving the total value for the expenditure, it may by resolution direct the CEO to enter it into a written contract.

Upon approval by the Board of Trustees and at the direction of the CEO, the Purchasing Clerk shall prepare a purchase order for the item(s) or service(s) to be purchased. The purchase order shall be forwarded to the CEO for approval and the CFO for certification regarding the availability of funds. The purchase order shall be returned to the Purchasing Clerk, who shall forward the original and acknowledgment copy to the vendor.

**5-7 Architectural and Engineering Services:** Architectural and engineering services are to be obtained only through qualification-based procurement procedures under the provisions outlined in state and federal law and regulations, including 49 USC 5325 (b), FTA C4220.1G, 2CFR200, and the Best Practices Procurement Manual

Upon determining that TARTA needs architectural or engineering services, the CEO will designate a staff member(s) to work with the department for whom the services are to be performed to develop a request for proposals.



Suppose the architectural and engineering services are part of a Design-Build procurement. In that case, the services must be obtained through a qualifications-based competitive proposal procedure based upon the Brooks Act only if the majority of the work is the architectural and engineering service.

The request for proposals shall contain a complete description of the services to be provided. It shall also clearly set forth the criteria to evaluate the proposals, which shall indicate, among other things, that the contract is to be awarded to the most qualified respondent, with price not being used as a selection factor. The request for proposals shall be reviewed by the appropriate TARTA staff and shared with the board if deemed necessary before the publication of a formal advertisement.

All advertising for personal, professional, highly technical, or scientific services shall be published in a newspaper of general circulation once a week for no less than two consecutive weeks. Notice of the availability of the request for proposals may also be advertised in specialty trade journals professional publications, posted on the TARTA website, and may be sent to individuals or firms specializing in the area requested or who may have indicated an interest in performing services for TARTA.

The TARTA staff member(s) preparing the request for proposals shall also, before the receipt of proposals, prepare an evaluation form containing a scoring system for evaluating the proposals and the qualifications of the proposers. The appropriate committee of the Board of Trustees may review the evaluation form and make recommendations as to its content. This form is to be used by the evaluation team in reviewing the proposals. The items to be evaluated shall follow the criteria outlined in the request for proposals.

During the period between the publication of the advertisement and receiving proposals, those interested in making proposals may discuss the request for proposals. They may receive clarification of the information contained therein from members of TARTA staff designated to provide such information. At no time should compensation be discussed with the proposers. The staff member(s) contacted shall record all contacts, indicating the date, time, and the general nature of the subject(s) discussed. TARTA staff shall not disclose the contents of a discussion with a prospective proposer with another proposer. All clarifications must be provided to all prospective bidders.

During the interval between the advertisement for proposals and the review of the proposals, TARTA shall inform all respondents of changes or clarifications in the request for proposal

documents and make other information necessary to prepare a proposal known to the proposers by the issuance of an addendum.

After the time designated for the receipt of proposals, the staff member designated by the CEO to lead the evaluation process shall distribute the evaluation form and a schedule for the review process.

After each evaluation team member has reviewed and evaluated each proposal individually, the team leader shall assemble the evaluation team, which shall then jointly review their ratings to establish an initial ranking of the proposers based upon qualifications. Upon identifying the most qualified proposer, the staff member designated by the CEO shall negotiate with the proposer as to price. Failing agreement on price, the staff member will negotiate with the next most qualified offeror until an agreement is reached on a price that is determined to be fair and reasonable.

~~The evaluation team shall present its recommendation to the Board of Trustees, which, by resolution, may accept the proposal of the most qualified firm or individual who has proposed to do the work described in the request for proposals, with price not being used as the selection factor, or it may reject any and all proposals upon sound documented business reason. The Board may then authorize the CEO to enter into a contract for the needed services.~~

When the TARTA staff member(s) preparing the request for proposals deems it appropriate, a request to procure architectural and engineering services directly from an entity or individual specifically chosen for its experience in the area where TARTA needs assistance shall be made to the CEO. If this is a sole source procurement, a sole source form must be completed, and the sole source procurement process must be followed.

If the CEO deems it appropriate, TARTA staff shall prepare a resolution for presentation to the Board of Trustees authorizing a contract to be made with said person or entity for architectural and engineering services based solely upon qualifications. Upon being presented with such a resolution, the Board of Trustees shall pass it if it appears, within its sound discretion, that the proposal is advantageous to TARTA and is a contract being entered into with the person or entity most qualified to perform the necessary services. **The Board may then authorize the CEO to enter a contract for the needed services.**

**5-8 Procurement of Personal, Professional, Highly Technical, or Scientific Services:** Upon determining that TARTA requires personal, professional, highly technical, or scientific services at the cost of \$100,000 or more, the CEO will designate a staff member(s) working within the department for whom the services are to be performed, to develop a request for proposals.

The request for proposals shall contain a complete description of the services to be provided. It shall also clearly set forth the criteria to be used in the evaluation of the proposals. The request for proposals shall be reviewed by the appropriate committee of the Board of Trustees before the publication of a formal advertisement.

All advertising for personal, professional, highly technical, or scientific services shall be published in a newspaper of general circulation once a week for no less than two consecutive weeks. Notice of the availability of the request for proposals may also be advertised in specialty trade journals professional publications, posted on the TARTA website, and may be sent to individuals or firms specializing in the area requested or who may have indicated an interest in performing services for TARTA.

The TARTA staff member(s) preparing the request for proposals shall also prepare an evaluation form containing a scoring system for evaluation purposes before receiving proposals. The appropriate committee of the Board of Trustees may review the evaluation form and make recommendations as to its content. This form is to be used by the evaluation team in reviewing the proposals. The items to be evaluated shall follow the criteria outlined in the request for proposals.

During the period between the publication of the advertisement and the receipt of proposals, those interested in making proposals may discuss the request for proposals and receive clarification of the information contained in the request from members of TARTA staff designated to provide such information. The staff member(s) contacted shall record all contacts, indicating the date, time, and the general nature of the subject(s) discussed. TARTA staff shall not disclose the contents of a discussion with a prospective proposer with another proposer.

During the interval between the advertisement for proposals and the review of the proposals, TARTA shall inform all respondents of changes in the request for proposal documents and make other information necessary to prepare a competitive proposal known to the proposers by the issuance of addenda.

After the time designated for the receipt of proposals, the staff member designated by the CEO to lead the evaluation process shall distribute the evaluation form and a schedule for the review process.

After each evaluation team member has reviewed and evaluated each proposal individually, the team leader shall assemble the evaluation team, who shall jointly review their ratings to establish an initial rating of the proposals. The recommendation of the staff evaluation team shall be forwarded to the appropriate committee of the Board of Trustees. The committee shall present its recommendation to the Board of Trustees who, by resolution, may accept the proposal of the firm

or individual whose price is the most advantageous to TARTA with price and other factors being considered, or reject any and all proposals upon sound documented business reason. The Board of Trustees may then authorize the CEO to enter into a written contract for the needed services.

When fewer than two proposals are received, the initial criteria and specifications for the proposal must be reviewed to ensure that neither the criteria nor specifications are the cause for the limited number of responses – vendors may be contacted to determine why they did not bid. Suppose the criteria or specifications for the proposal are not deemed to be the cause of the lack of participation. In that case, TARTA may negotiate a price with the sole responsive proposer or, at its option, may rescind the solicitation and proceed to procure the necessary services through other procurement methods as described in this manual.

## TELECOMMUNICATIONS AND ELECTRONIC DATA PROCESSING EQUIPMENT SERVICES OR SYSTEMS

Any procurement for the purchase, lease, or license of telecommunications or electronic data processing equipment, services, or systems must be competitively bid under the terms of this Manual.

The renewal or renegotiation of a lease or license for telecommunications or electronic data processing equipment, services, or systems or for the upgrade of same when supplied by the source or its successors or assigns, need not be competitively procured and instead may be obtained through sole-source procurement methods as described in this Manual if the cost of the procurement will be under \$100,000. Sole Source documentation and cost analysis must still be performed to ensure the option is a good value.

Any procurement of telecommunications or electronic data processing equipment, services or systems which are funded through monies granted by the FTA is subject to any and all procurement laws and regulations including, but not limited, to those outlined in FTA circular 4220.1G and 2CFR200.

**5-9 Time and Material Contracts:** Time and materials contracts may be entered into in minimal circumstances and only after a determination is made that no other type of procurement is suitable. Any procurement requiring a time and materials contract will specify a ceiling or maximum price that the contractor shall exceed only at its' own risk.

**5-10 Purchases Through Intergovernmental Agreements:** TARTA may, to the extent permitted by law or regulation, purchase, transfer, or dispose of goods or services by agreement with another governmental agency or through an intergovernmental purchasing group. TARTA

may exercise options under contracts entered in to by other governmental entities or offer such options to another governmental agency or intergovernmental purchasing group provided that (1) the granting agency’s contract allows for the assignment of the option and (2) the granting agency’s procurement process meets all material and competitive requirements required by TARTA’s funding source. When creating procurements, TARTA must restrict the number of options specified to what it believes is needed in a reasonably foreseeable future.

When appropriate, procurement contracts may be awarded with future options. Option quantities will be evaluated in determining the contract award. Before exercising any option, it must be determined that it is following the procurement contract and that the option price is more advantageous to TARTA than prices available in the open market at that time. Options not evaluated as part of the price evaluation of offers will be handled as a sole-source procurement as described in this manual.

Rolling stock may be procured utilizing options held by other transit authorities under a practice commonly referred to as “piggybacking.” Before entering into any procurement that involves piggybacking on another agency’s contract, TARTA must determine that the contract to be piggybacked meets all federal requirements, including that it contains an assignability clause and that any changes are not cardinal. TARTA must also ensure that bus testing reports are provided pre-award/post-delivery and buy America audits as with rolling stock procurements that TARTA independently procured.

The cost or price analysis performed by the original procuring agency must be obtained and included in TARTA’s files to document the reasonableness of the procurement. There must be written documentation that the contract prices are fair and reasonable by TARTA through the fair and reasonable price form. The contract term must also comply with any contract term limit established by FTA.

**5-11 Procurement Through Qualified Nonprofit Agencies:** According to Ohio Revised Codes sections 4115.31 to 4115.35, TARTA will, before any procurement, determine whether the product or service needed is available on the procurement list published according to section 4115.33 of the Revised Code. If the product or service is listed, TARTA will procure such product or service from the qualified, nonprofit agency as long as the goods or services are available within the time required and the procurement either does not exceed \$100,000 or can be completed without the use of any federal funds.

**5-12 Bonding Requirements:** For all procurements (other than construction contracts) with a value equal to or greater than \$100,000, TARTA may require a suitable and approved bond with

comprehensive security conditioned on the carrying out of the contract. Instead of a bond, TARTA may permit any person, firm, or entity with which it contracts to provide other forms of performance, payment, or maintenance guarantees, bonds, or any combination thereof in the form, quality, and amount it considers appropriate to assure that the contract will be fulfilled. Legal counsel should be consulted regarding the bonding requirement for each project.

Bids and contracts for the construction, demolition, alteration, repair, or reconstruction of an improvement must be accompanied by a bond that meets the minimum requirements outlined in the Ohio Revised Code and Circular 4220.1G, 2CFR200 or any subsequent laws and Circulars in effect at the time of procurement. Bonding for construction contracts requirements are as follows:

- 10% bid guarantee
- 100% performance bond, and
- Payment bonds are as follows:
  - 50% on contracts under \$1 million
  - 40% on contracts between \$1 million and \$5 million, Or
  - \$2.5 million on contracts over \$5 million

**5-13 Changes and Modifications:** To the extent it is necessary to consider any change orders or modifications in a contract according to this section, TARTA staff will review and evaluate the factors outlined in FTA C4220.1G, 2CFR200, and the Best Practices Procurement Manual before proceeding with any change order or modification.

## Section 6 – Emergency Procurements

**6-1 Scope:** These procedures allow for those purchases needed when time is of the essence, and a true emergency exists.

**6-2 Definition:** A true emergency can be defined as:

- A. Affecting safety, the welfare of customers or employees, or the ability to deliver transportation services
- B. Arising out of an interruption of contracts for services essential to the provision of daily transit services
- C. Involving recent actual physical damage to structures, supplies, equipment, or property

**6-3 Emergency Purchases less than ~~\$50,000~~ \$100,000 in Value:** Emergency purchases less than ~~\$50,000~~ \$100,000 are allowed with a Department Head's approval and the CEO. Approval of the CEO must be obtained before the commencement of the purchase.

~~**6-4 Emergency Purchases more than \$50,000 but less than \$100,000:** Emergency purchases of \$50,000 are allowed with the approval of a Department Head along with the CEO.~~

**6-5 Emergency Purchases more than \$100,000:** Should the purchase be required due to an emergency exceeding \$100,000, a meeting of the Board of Trustees must be convened at which two-thirds of its total members determine by vote that a real and present emergency exists that affects the safety and welfare of customers or employees or the ability to deliver transportation services; arises out of an interruption of contracts essential to the provision of daily transit services or involves actual physical damage to structures, supplies, equipment or property, with the reason for the procurement action being specified in the resolution.

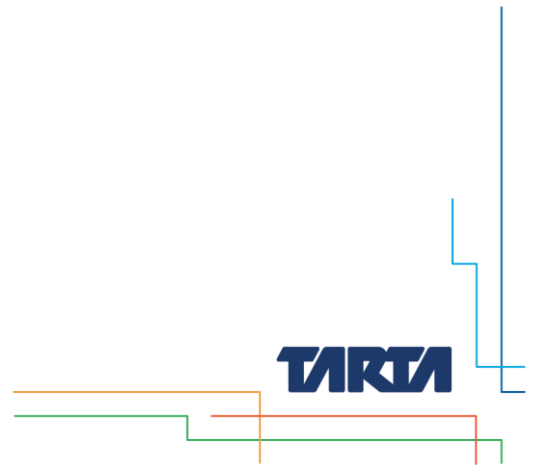
**6-6 Emergency Purchase Procedure:** The Department Head should complete the Emergency Purchase Form documenting the situation requiring the emergency purchase. The Department Head is responsible for completing the order of purchase needed requisition form and securing the appropriate number of quotes from vendors who can supply the goods or services required. Suppose the emergency is such that there is no time to secure quotes or vendors are limited due to technology specialization. In that case, the justification for a sole source procurement must also be completed.



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“EMERGENCY” must be written in large letters in the description section of the purchase order requisition form or the quote. The Emergency Purchase Form must be attached to the purchase order requisition form and signed by the appropriate individuals. The CEO’s signature must be on the Emergency Purchase Form before submission.





## Section 7 – ~~Emergency Procurements~~ **Receiving and Payment Procedures**

**7-1 Scope:** These procedures apply to all employees and contractors/consultants working in positions traditionally held by employees of TARTA who have to receive goods, supplies, or services. This section also outlines specific responsibilities relative to payment for said goods, supplies, and services.

**7-2 Receiving Procedure, Goods:** All tangible items purchased will be received through the Stockroom Clerk. If delivery of the purchase cannot conveniently be made to the receiving area, the Department Head for whom the purchase is made shall take delivery and acknowledge receipt.

The Stockroom Clerk, Procurement **Associate** Officer, or Department Head receiving the item(s) purchased shall thoroughly examine the delivered material for damage, tampering, or possible theft. Should the examination disclose damage, tampering, or theft, the Stockroom Clerk, Procurement **Associate** Officer, or the Department Head will prepare a written report. A copy of the report shall be affixed to the package, box or crate, if possible, and the vendor and the freight company, if one is involved, are to be notified.

If no damage is evident, the Stockroom Clerk, Procurement **Associate** Officer, or Department Head receiving the item(s) shall check the delivered materials against the bid document or packing slip. In the absence of a bid document, receiving ticket, or packing slip, the Stockroom Clerk, Procurement **Associate** Officer, or the Department Head shall prepare a list of the contents of each package. The packing slip, receiving ticket, bid documents, or list of contents shall be given to the Finance Department so that it can be recorded into the accounting system as received, scanned into the document management system, and reconciled against the invoice.

When items are picked up at the vendor's place of business, the requisitioning department must notify the Stockroom Clerk upon return to TARTA's premises so that he may inspect the items. The Stockroom Clerk shall be provided with a packing slip, bid documents, or list of contents together with an indication of the cost incurred.

Suppose a portion of the purchase is backordered. In that case, the Procurement **Associate** Officer and the Finance Department must be notified. When any backorder is received, a receipt shall be made known to the Stockroom Clerk and the Finance Department as soon as possible.

**7-3 Receiving Procedure, Services:** In consultation with the CEO, the Department Head shall determine when services have been completed according to the procurement contract's terms, conditions, and specifications.

When the vendor has completed the task or has reached a progress point as outlined in the contract or agreement, the Department Head shall submit the appropriate invoice into the document management system and approve by electronic signature that the task has been completed or that a progress point has been reached. This shall constitute a receiving report.

**7-4.1 Payment for Goods:** The item will be ready for payment when the packing slip, bid documents, or list of contents is electronically reconciled with the purchase order through the document management system.

The invoice is then uploaded into the accounting software, where finance staff performs a three-way match of the invoice, purchase order, and receipt of goods. Before signing the check for payment, the CFO shall review the supporting documentation for each procurement. The CFO shall sign the check before forwarding it to the vendor to complete the transaction.

In cases where partial delivery is made, particularly when TARTA has arranged with the vendor for time delivery, partial payment may be made to the vendor. In these cases, the Stockroom Clerk will forward a copy of the appropriate documentation to the accounting department indicating receipt of partial order and noting that partial payment is requested. This is continued for all partial shipments, with successive deliveries being noted both on the original purchase order and on the documents forwarded to the finance department. When the final delivery has been made, the purchasing agent will forward the documentation to the finance department. Receipt of the documentation signifies to the accounting department that the order has been completed and that final payment may be made.

Progress payments are payments for contract work that has not been completed. The verification of progress will be the responsibility of the designated project manager. Progress payments will not be made on partial delivery except based on costs incurred. In the event of non-delivery, if progress payments are to be made, TARTA must obtain adequate security for the progress payments before payments are made. Adequate security may include taking title or obtaining a letter of credit or taking equivalent measures to protect TARTA's financial interest in the progress payment, such as securing a title clause or a 100% performance bond.

Advance payments are payments made to a contractor before the contractor incurs contract costs. When utilizing Federal funds, advance payments are prohibited unless prior written approval has

been obtained from the FTA, except in the case of a customary advance payment such as public utility connections and services, rent, tuition, insurance premiums, Subscriptions to publications, software licenses, Construction Mobilization costs, transportation, hotel reservations, and conference and convention registrations.

The recipient may use advance payments to support or reimburse the costs of such acquisitions. In the case of customary advance payments, FTA concurrence is required only when such advance payment or payments are customarily required to exceed \$100,000.

It is the responsibility of the accounting department to audit the account number(s) assigned to each purchase order.

TARTA, at its option, may also procure goods through lease arrangements under the procedures outlined in federal and state law and regulation. Payment for goods so obtained shall be made through the CFO's office.

**7-4.2 Payment for Services:** Payment methods and schedules for services procured shall be established in advance and outlined in the contract documents or a memorandum to be retained on file.

When the vendor has completed the task or has reached a progress point as outlined in the contract or agreement, the Department Head shall review the appropriate invoice in the document management system and approve by electronic signature that the task has been completed or a progress point has been reached. This shall constitute a receiving report. Receipt of the approved invoice indicating completion or partial completion of services shall indicate by signature approval to make payment. If the procurement value exceeds \$10,000, and there is no preapproved purchase order, the CEO's signature is also required.

The Finance Department shall make the required accounting entry and shall prepare the payment check.

The CFO shall sign the payment check and forward it to the vendor as payment.

**7-5 Breach of Contract:** TARTA may require that a liquidated damages clause be included in a procurement contract to assure timely delivery. Any such requirement will be outlined in the bid documents or requests for proposals. Any liquidated damages in a procurement contract will be at a specific rate per day for each day of overrun. Any damages recovered will be credited to any federally funded project unless the FTA allows otherwise.

All contracts with a value over \$100,000.00 will contain remedies for breach of contract, and all bid documents and requests for proposals will specify the same.

All contracts with a value of \$10,000.00 or more will contain a clause providing termination for cause and termination for convenience. All requests for proposals and bid documents will specify the same.

## Section 8 – Code of Ethics

**8-1 Scope:** This Code of Ethics shall apply to all employees and agents of TARTA (including officers and the Board of Trustees). It shall govern their actions at all times during the process of securing goods and services and while representing TARTA in any manner. All those covered by this code of ethics must conduct themselves according to the highest ethical standards to promote public confidence in TARTA.

**8-2 Legal Guidelines:** All those covered by this code of ethics must at all times comply with any and all applicable provisions of federal and state law. Nothing in this code of ethics should be construed to limit full compliance with any and all applicable laws, rules, and regulations.

If at any time a question arises as to the applicable law, rule, or regulations, advice can be obtained from TARTA's ethics officer. A copy of the Ohio ethics law is available from TARTA's ethics officer and will be reproduced and provided upon request. Ethics issues may also be addressed through a request for an advisory opinion from the Ohio Ethics Commission or by consulting the advice sections of its website at [www.ethics.ohio.gov](http://www.ethics.ohio.gov).

Certain professional employees and agents of TARTA, including, but not limited to, attorneys, accountants, architects, and engineers, may be subject to codes of professional conduct based on their membership in their respective professions. This code of ethics shall not be construed to limit compliance with any such codes of professional responsibility.

**8-3 The Appearance of Impropriety:** All those covered by this code of ethics must conduct themselves with integrity and impartiality while pursuing TARTA's best interests. The appearance of impropriety or any suggestion of a conflict of interest between public duty and private interest must be avoided.

All those governed by this code of ethics must refrain from participating in any activity outside the scope of TARTA business which would give a reasonable basis for the impression that the individual can be improperly influenced in the performance of official actions.

**8-4 Conflicts of Interest:** No one covered by this code of ethics may benefit directly or indirectly from any contract between TARTA and a supplier of goods and services. To do so is a conflict of interest. Any employee found to be so benefitting is subject to disciplinary action up to and including discharge.

No one covered by this code of ethics may participate in the selection, award, or administration of a TARTA contract if that individual or any of their immediate family (grandparent, parent, spouse, child, grandchild, brother, sister, or person residing in the same household) business partner or employer, has a financial or other interest in the firm selected or under consideration.

If anyone covered by this code of ethics becomes aware that an award may be or has been made to an entity in which said individual has a financial or personal interest, direct or indirect, that individual must, at the earliest opportunity, disclose the personal or financial interest. If an employee, the disclosure should be made to the immediate supervisor or the Ethics Officer. Officers and Board Members shall disclose the CEO. Upon learning of an actual or potential conflict of interest, the CEO shall ensure that the individual is removed from the procurement process. Any Board Member with a conflict of interest must refrain from participating in any deliberation or discussions on the procurement and abstain from voting thereon.

**8-5 Contacts with Suppliers:** Any employee or contractors/consultants working in positions traditionally held by employees of TARTA (other than those whose job requires contact with bidders, potential bidders, and suppliers) who is contacted by any person or firm seeking to secure a contract or other business connection with TARTA shall inform the Department Head of such contact. The Department Head shall notify the CEO of the communication. Should a Department Head be contacted, they shall notify the CEO. Reporting such contact shall be made within a reasonable time but not more than one week after the contact is made.

An employee or contractors/consultants working in positions traditionally held by employees of TARTA whose job requires contact with bidders, potential bidders, and suppliers need not report each contact to a Department Head or the CEO. Instead, the employee must exercise prudent judgment in discussing procurement and shall not disclose to any bidder or potential bidder information provided by another bidder or supplier. Reports of any such contacts shall be made and retained on file.

Any contact made by a bidder, potential bidder, contractor, supplier, or vendor to any employee, officer, or agent of TARTA that appears to be an attempt to influence a purchasing decision shall be promptly reported to the CEO, who shall take appropriate action to ensure that all procurements are made ethically.

No employee or agent of TARTA shall provide a prospective contractor, bidder, or vendor with information that is not available to others of equal status or provide the said contractor, bidder, or vendor with a competitive advantage in the procurement process.

**8-6 Gifts and Gratuities:** An employee or contractors/consultants working in positions traditionally held by employees of TARTA shall never solicit or accept anything of value from a bidder, supplier, vendor, or anyone doing business or seeking to do business with TARTA. Should anyone covered by this policy receive an unsolicited item of value from a bidder, supplier, or vendor, a report of such gift must be made to the CEO as soon as practicable and not more than one week after receipt. The CEO will determine whether the item should be returned.

In addition, no Board Member, Officer, or employee shall:

- Solicit, accept, or agree to accept, anything OF value that is of such a character as to manifest a substantial and improper influence upon him with respect to his duties (Ref: 102.03(E) ORC)
- Solicit, accept, or agree to accept, any benefit as consideration for the Board Member’s Officer’s or employee's decision, opinion, recommendation, vote, or other exercises of discretion as a public servant.
- Solicit, accept, or agree to accept, any benefit as consideration for a violation of a duty imposed by law on the Board Member, Officer, or employee.
- Solicit, accept, or agree to accept any benefit from a person the Board Member, Officer, or employee knows is interested in or likely to become interested in any TARTA contract or transaction.
- Use their official position or employment, or TARTA's facilities, equipment, or supplies for personal use or to obtain, or attempt to obtain, private gain or advantage.

Upon receiving a report that anyone covered by this code of ethics has received an unsolicited item of value from a bidder, supplier, vendor, or anyone doing business or seeking to do business with TARTA, the CEO shall evaluate the situation and the circumstances surrounding receipt and determine whether return should be made.

Anyone covered by this code of ethics who is contacted by a bidder, potential bidder, supplier, vendor, or anyone doing business or seeking to do business with TARTA is offered food, golf, transportation, or other intangible items **shall** inform the CEO. Such reports shall be made as soon as possible after an offer is made.

**8-7 Disclosure of Confidential Information:** No one covered by this code of ethics shall disclose or use, without appropriate authorization, any information acquired in the course of official duties on behalf of TARTA to further their interests or the interests of an immediate family member (grandparent, parent, spouse, child, grandchild, brother, sister or person residing in the same household), business partner or employer.

**8-8 Incompatible Employment:** No one covered by this code of ethics shall solicit or accept employment from anyone doing business with TARTA when such employment or service is incompatible with the proper discharge of public duties. Any solicitation or offer of employment from anyone doing business with TARTA must be reported immediately to the CEO. Acceptance of such employment is prohibited unless the individual completely withdraws from TARTA activity and TARTA approves the withdrawal.

No one covered by this code of ethics shall represent private interests in any action or proceeding against the interests of TARTA.

No one covered by this code of ethics may use their public position at TARTA to obtain personal benefit or to benefit an immediate family member (grandparent, parent, spouse, child, grandchild, brother, sister, or person residing in the same household), business partner or employer.

No one covered by this code of ethics shall solicit or accept any honoraria for services rendered to TARTA. Employees and officers of TARTA may accept only the remuneration agreed upon between TARTA and the employee or official. Members of the Board of Trustees serve without compensation.

No one covered by this code of ethics shall, during public service or for one year after that, represent any person in any fashion before TARTA concerning a matter in which the employee or official personally participated while in service to TARTA.

No one covered by this code of ethics shall authorize the use of or use their title, the TARTA name, or the TARTA logo in any manner that suggests impropriety, favoritism, or bias by TARTA.

**8-9 Violations:** Any employee or officer who violates this code of ethics or fails to comply with state and federal ethics laws, rules, and regulations will be disciplined up to and including discharge. Members of the Board of Trustees who fail to abide by this code of ethics may, at the discretion of the balance of the Board, be reported to their appointing authorities for appropriate action.

The failure of anyone covered by this code of ethics to comply with state and federal laws, rules, and regulations may be subject to civil and/or criminal sanctions, **as well as sanctions by TARTA as described above.**

Any person who has information to suggest that anyone covered by this code of ethics has violated its provisions may make a report to the TARTA's ethics officer and/or the Ohio Ethics Commission.



**8-10 Contractors:** All contractors seeking to do business with TARTA or who have procurement contracts with TARTA are prohibited from offering or conferring any benefit on any member of the Board of Trustees, officers, or employees to influence any vote or exercise of discretion. Any contractor found to have offered or conferred any benefit of this type on anyone covered by this code of ethics may have its existing contracts with TARTA terminated and may be excluded from future contracts with TARTA for a time determined by the Board of Trustees.

**8-11 Whistle-Blowers:** If anyone covered by this code of ethics becomes aware of a violation of any state or federal law, rule, regulation, or ordinance that TARTA has the authority to correct and should there be a reasonable belief that the violation is either a criminal offense likely to cause an imminent risk of physical harm, is a hazard to public health or safety or is a felony, oral notification shall be made to the CEO or ethics officer, **as soon as practicable**. If directed, a written report shall also be filed with the CEO or ethics officer that provides sufficient detail to identify the alleged violation.

Suppose TARTA does not correct or make a reasonable and good faith effort to correct the violation within twenty-four (24) hours after receiving oral notification or the written report, whichever is earlier. In that case, a written notice may be filed with the prosecuting attorney or police.

In response to any report made under this section, the CEO shall notify the reporter, in writing, within twenty-four (24) hours or by the close of business on the next regular business day following notification, whichever is later, of any effort to correct the alleged violation or any finding of an absence of violation.

Anyone making a report under this section shall not be disciplined or retaliated against by TARTA to make such a report. Anyone making a report under this section must make a reasonable and good faith effort to determine the accuracy of the information to be reported before making the report. Should anyone make a report under this section that was not preceded by a reasonable and good faith effort to determine the accuracy of the information, they may be subject to disciplinary action, including suspension or removal from TARTA.

**8-12 Definitions:** **As used in this Code of Ethics, the singular includes the plural and the plural includes the singular, and words in the present tense include the future. The following words or phrases shall be construed to have the following meaning, unless the context otherwise requires.**

1. “Anything of Value” means:
  - a. Money, bank bills or notes, US Treasury notes and other bills, bonds or notes issued by lawful authority and intended to pass and circulate as money;
  - b. Good and chattels;
  - c. Cryptocurrency of any kind or type
  - d. Promissory notes, bills of exchange, orders, drafts, warrants, checks or bonds given for the payment of money;
  - e. Rights in action;
  - f. Any interest in realty, including fee simple and partial interests, present and future, contingent and vested, beneficial leasehold and any other interest in realty;
  - g. Any promise of future employment; and,
  - h. Every other thing of value.
2. “Beneficial Interest” means any ownership by the Board Member, Officer or employee or a member of such person’s immediate family or a business the Board Member, Officer or employee is or may be associated with.
3. “Benefit” means anything regarded as economic gain or advantage, including benefit to any other person in whose welfare the beneficiary is interested.
4. “Board Member” and “Trustee” means a member of the TARTA Board of Trustees.
5. “Business” includes, but is not limited to mean, any corporation, partnership, limited liability company, sole proprietorship, firm enterprise, franchise association, organization, union or any legal entity organized for profit for not-for-profit.
6. “Compensation” means money, thing of value or financial benefit, or personal or real property in any form conferred on or received by a person to whom this Code of Ethics is applicable, in return for services rendered or to be rendered by that person or another.
7. “Confidential Information” means any information concerning TARTA that is not a matter of public knowledge, exempt from public inspection and copying and legally required to be kept confidential by TARTA.



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8. “Contract” means any agreement to TARTA expressed or implied, executed or executory, oral or written, for the purchase or acquisition of property or services by or for the use of TARTA, or any agreement for the design, construction, alteration, repair, maintenance or cleaning of any TARTA property or property interest.
9. “TARTA” means Toledo Area Regional Transit Authority.
10. “Employee” means any person holding a supervisory, managerial, administrative, represented or professional position in the service of TARTA. “Employee” shall also mean any other person employed by TARTA whom the Board or CEO determines shall be subject to this Code of Ethics. “Employee” does not include officers or employees of independent contractors used by TARTA.
11. “Employment” means rendering of service for compensation.
12. “Gift” means a voluntary transfer of real or personal property of any kind, or the voluntary rendition of services of any kind without consideration of equal or greater value, but not including the following, provided that any of the following do not appear to obligate the recipient to provide some form of remuneration and except where the following are prohibited by law:
  - a. Any symbolic presentation, the nature of which is not to financially benefit the recipient;
  - b. Any reasonable hosting, including travel expenses, entertainment, meals or refreshments furnished in connection with appearances, ceremonies and occasions reasonably relating to official TARTA business if furnished by the sponsor of such public event, so long as similar benefits are made available to other similarly situated attendees;
  - c. Relatively inexpensive items of personal property of less than twenty-five dollars (\$25) in annual accumulated value, such as a calendar, box of candy, or flowers, which are clearly being given as a simple act of human kindness, thoughtfulness and/or appreciation.
13. “Immediate family” shall mean grandparents, parents, spouse, children whether dependent of not, grandchildren, brothers and sisters and any person related by blood or marriage or any person residing in the same household.
14. “Officer” means any person selected by or from the membership of the Board of Trustees as authorized by TARTA Bylaws and policies.
15. “Participate” means to take part in official acts or actions or proceedings as a Trustee, Officer, or other employee through vote, approval, disapproval, decision, recommendation, rendering advice, investigation or failure to act or perform a duty or other substantial exercise of administrative discretion.



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16. “Person” means any individual, business, labor organization, representative, fiduciary, trust, or association, whether paid or unpaid, and includes any Trustee, Officer or employee of TARTA.
17. “Property” means any property, whether real or personal, tangible or intangible, and includes currency and commercial paper.

## Section 9 – Protest Procedure

**9-1 Scope:** This procedure applies to all bidders, potential bidders, suppliers, potential suppliers, vendors, and other individuals, firms, or entities who are doing business with or who desire to do business with TARTA.

**9-2 Filing a Protest:** Any individual, firm, or entity who believes that any procurement action of TARTA violates the Procurement Policy and Procedure Manual (Manual) or any local, state, or federal law shall make such protest known by submitting all pertinent information, in writing, to the CFO of TARTA at 1127 West Central Avenue, Toledo, Ohio 43610 or P.O. Box 792, Toledo, Ohio 43697-0792.

All protests involving procurements with a value of less than \$100,000 must be filed no later than ten (10) days after the complaining party has notice of a potential violation of the Manual, local, state, or federal law.

All pre-award protests involving procurements with a value of \$100,000 or more must be submitted no later than ten (10) days before the date the bids or proposals will be received and opened by the CFO.

All post-award protests involving procurements with a value of \$100,000 or more must be submitted no later than ten (10) days from the date upon which the Board of Trustees authorizes the CEO to enter into a contract for the procurement.

Whenever TARTA's CFO receives a written protest, it is to be reviewed. If the CFO believes that the protest is without merit, the protester shall be notified in writing. Suppose the CFO finds that the protester has identified a violation of the Manual, local, state, or federal law or regulation. In that case, the CFO shall immediately notify by documentation to the CEO.

Suppose the CEO receives information from the CFO to suggest that a procurement action has been taken that violates the Manual or local, state, or federal law or regulation. In that case, an action shall be taken to cure said violation.

**9-3 Appeal to the CEO:** Should the CFO find that the protest is without merit, and should the protester wish to pursue the matter further, a written appeal must be filed with the CEO within ten (10) days after the date of the CFO's decision. Said appeal shall set forth as completely as possible the specific violation of the Manual, local, state, or federal law that is alleged to have been violated and all facts and circumstances surrounding same.

Upon receiving an appeal from a protester, the CEO shall designate an appropriate staff member at TARTA (other than the CFO) to investigate the protest and issue a recommendation as to whether the protest represents a violation of the Manual, local, state, or federal law or regulation.

If the CEO's designee finds that a violation of the Manual, local, state, or federal law has been identified, the CEO shall, if in agreement, take steps necessary to cure it.

Should the CEO find that no violation of the Manual, local, state, or federal law has occurred upon receiving the designee's recommendation, written notification will be sent to the protester.

**9-4 Appeal to the Board of Trustees:** If the CEO notifies the protester that the protest is without merit, and should the protester wish to pursue the matter further, a written appeal shall be submitted to the Board of Trustees of TARTA at 1127 West Central Avenue, Toledo, Ohio 43610 or P.O. Box 792, Toledo, Ohio 43697-0792 within ten (10) days after the date of the CEO's **written notification decision**.

Upon receiving a protest, the President of the Board of Trustees shall refer the matter to the appropriate committee to consider the matter and determine whether a violation of the Manual, local, state, or federal law has occurred. The committee shall make a recommendation to the full Board of Trustees. If the Board of Trustees finds that a violation has occurred, it shall direct the CEO to cure the violation as soon as practicable. If the Board of Trustees finds no violation of the Manual, local, state, or federal law has occurred, it shall direct the CEO to notify the protester accordingly.

**9-5 FTA Review:** Should a protester remain dissatisfied with the decision of the Board of Trustees, an appeal may be filed with the Federal Transit Administration (FTA) through the Regional Administrator or Associate Administrator at its regional office within five (5) days of the date the protester learned or should have learned of an adverse decision by the Board of Trustees. Under current law, review of protests by the FTA will be limited to TARTA's failure to have or follow its protest procedure, failure to review a complaint or protest, or violations of federal law or regulation deemed worthy of review. (See FTA C4220.1G).

9.4.2: Should a protest be filed under this section, TARTA staff will also assure that proper notification is provided to the FTA according to the provisions of FTA C4220.1G. However, notification to the FTA by TARTA does not satisfy a protestor's obligation to file an appeal as set forth above.

## Section 10 – Claims and Litigation

**10-1 Scope:** The common grant rules and FTA C4220.1G charge TARTA responsible for evaluating and resolving third-party contract claims and/or litigation resulting from contract implementation.

**10-2 Guidelines:** To the extent that TARTA becomes involved in any claims or litigation resulting from a Federally financed project, TARTA staff will review FTA C4220.1G and the common grant rules to assure compliance with all requirements concerning notification and coordination with FTA.

**10-3 Settlement:** Should TARTA deem it necessary to enter into a settlement of any contract dispute stemming from a Procurement involving Federal financial assistance, it will assure that its record-keeping is following FTA C4220.1G and that written concurrence has been obtained, as may be required, from the FTA.