

## EXHIBIT A

### PROCUREMENT POLICY FOR THE SOLID WASTE AUTHORITY OF CENTRAL OHIO

This Procurement Policy ("Policy") for the Solid Waste Authority of Central Ohio ("SWACO") sets the standards for the procurement of all goods, services, materials, supplies, and construction services in a timely, efficient, and economical fashion, while adhering to principles of good administrative practices and sound business judgment.

SWACO is a regional solid waste authority established pursuant to Ohio Revised Code §343.011 and organized in accordance with Chapters 343 and 3734 of the Ohio Revised Code ("O.R.C."). SWACO is governed by a Board of Trustees ("Board") and was created to develop and implement a comprehensive solid waste management plan pursuant to O.R.C. §3734.54 for the Franklin County Solid Waste Management District (including Franklin County and parts of five (5) adjacent counties). SWACO is a public entity and is considered a political subdivision of the State. A political subdivision of the State is defined pursuant to the Ohio Revised Code as "a county, township, Municipal Corporation, or any other body corporate or public that is responsible for government activities in a geographic area smaller than that of the state" (O.R.C. §9.23).

Neither the statute forming Solid Waste Management Authorities (Chapters 343 and 3734 of the Ohio Revised Code) nor the statute governing Ohio Political Subdivisions (Chapter 9 of the Ohio Revised Code) imposes any competitive bidding or competitive selection process upon SWACO's contracting authority. As such, SWACO may, by its own actions, commit itself to follow rules established, including the rules governing the evaluation of proposals, where statutory competitive bidding would not otherwise be required.

#### §1 **Definitions**

For purposes of this Policy, the following words or phrases shall have the following indicated meanings:

- A. "Annual Amount" shall mean the total amount spent in one (1) fiscal year.
- B. "Approved Budget" shall mean an itemized allotment of funds for a fiscal period that is approved by the Board of Trustees.
- C. "Attribute" shall mean a quality or feature regarded as a characteristic or inherent part of someone or something.
- D. "Best Bidder" shall mean the bidder who is, overall, considering all matters connected with the competitive procurement process, the bidder selected as best for SWACO.
- E. "Best Value" shall mean the benefits of purchasing one or more item or service that will result in a greater overall value over the lowest price. Benefits may include installation or life cycle cost, delivery terms, quality, and reliability, etc.
- F. "Bid" shall mean a written offer to supply goods or services in response to written specifications and submission requirements through the RFB process.
- G. "Bidder" shall mean the name describing the vendor that is expected to respond or has responded to a solicitation for goods or services through the RFB process.
- H. "Competitive Procurement Process" shall mean the process of obtaining formal bids or proposals as a result of advertising or distributing a Request for Bid (RFB), Request for Proposal (RFP), or Request for Qualification (RFQ) in which an evaluation process takes place in order to select the best vendor.

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- I. “Conflict of Interest” shall mean when the ability to be an objective decision-maker is impaired by his/her own interests, or the interests of family members or business associates. This includes when an individual's personal interests or concerns are inconsistent with the best interest for a customer, or when personal interests are contrary to his/her loyalty to public business.
  - i. An attorney, an accountant or a business adviser cannot represent two (2) parties in a dispute and must avoid even the appearance of conflict. A common conflict of interest involves a public employee taking official action or making decisions in matters that directly affect themselves, their family members and/or their business associates.
- J. “Construction” shall mean the process of building, altering, repairing, improving, or demolishing any public structure or building or other public improvements of any kind to any public real property. Construction does not include the routine operation, repair, or maintenance of existing structures, buildings, or other real property, which are instead intended to be included in “services,” or the installation or procurement of computer or computer-related items or services.
- K. “Contract” shall mean any agreement, regardless of what it is called, for the procurement of supplies, services, or construction. All SWACO contracts shall be evidenced by a written document, signed by SWACO.
- L. “Contract Authorization Form” shall mean a form to be completed in order to request a good or service for purchase and begin the procurement process. The form shall be signed by the requester and the requester’s Department Manager or Director.
- M. “Contract Modification” shall mean any written alteration in specifications, period of performance, price, quantity, or other provisions of any contract accomplished by mutual action of the parties to the contract.
- N. “Credit Card Convenience Fee” shall mean a fee assessed when using a customer credit card for processing payments.
- O. “Department Manager” shall mean any Manager identified in SWACO’s approved table of organization as managing a department, or as designated by the Executive Director.
- P. “Designee” shall mean person(s) selected to carry out a duty or role.
- Q. “Emergency Procurement” shall mean an unexpected need or situation of a serious and urgent nature that requires immediate action and there is not enough time or money to procure goods or services.
- R. “Evaluation” shall mean a systematic determination of a subject’s merit, worth, and significance, using criteria governed by a set of standards.
- S. “Exemption” shall mean free from an obligation or liability imposed.
- T. “General Services” shall mean furnishing labor, time, or effort by a contractor, not involving the delivery of a specific end product other than reports that are merely incidental to the required performance. Services does not include the provision of television or radio advertising, or the furnishing of labor by employees, whether through oral or written employment agreements or collective bargaining agreements.
- U. “Goods, Materials and Supplies” shall mean all tangible property, including but not limited to, merchandise, small equipment, or materials, excluding real property or a permanent interest in real property.
- V. “Governmental Entity” shall mean any department, commission, council, board, bureau, committee, institution, legislative body, agency, Municipal Corporation, county,

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township, village, or any other subdivision of the State of Ohio or United States of America.

- W. “Governmental Fee” shall mean a fee that is legally required when doing business with another governmental entity.
- X. “Multiple” shall mean three (3) or more.
- Y. “Multi-Year Contract” shall mean any contract that includes more than one (1) budget fiscal period.
- Z. “Multiple Quotes” shall mean an informal purchasing process that solicits pricing information from multiple vendors.
- AA. “Procurement” shall mean buying, purchasing, renting, leasing, or otherwise acquiring any supplies, services, or construction.
- BB. “Procurement Resolution” shall mean an itemized listing of proposed procurements by amount that accompanies the Operating Budget Resolution prepared for Board of Trustee approval. The list shall include a description, purpose statement, and anticipated quarter of the planned procurement.
- CC. “Professional Services” shall mean any service which usually requires advanced training and/or a significant degree of expertise to perform, and which often requires official certification or authorization by the State of Ohio as a condition precedent to the rendering of such service, including but not limited to attorneys-at-law, certified public accountants, financial consultants, insurance consultants, and other professional consultants.
- DD. “Professional Design Services” shall mean services within the scope of practice of an architect or landscape architect registered under Ohio Revised Code Chapter 4703 or a professional engineer or surveyor registered under Chapter 4733 of the Revised Code.
- EE. “Project Manager” shall mean person who oversees the planning, implementation, budgeting, and tracking of a specific short-term project which has a beginning, an end, and specified deliverables. Works closely with upper management to make sure the scope and direction of the project is on schedule and within budget.
- FF. “Proposal” shall mean a written offer to supply goods or services in response to an RFP.
- GG. “Proposer” shall mean a vendor that submits a written offer to supply goods or services in response to an RFP or RFQ.
- HH. “Public Utility” shall have the same meaning as the Ohio Revised Code or if the nature of its operation is a matter of public concern, and membership is indiscriminately and reasonably made available to the general public.
- II. “Purchase Justification” shall mean a written form that provides the comparison and examination of multiple quotes, including a justification of the vendor selected. This should be completed by the requester and signature approval submitted by the requester’s Department Manager or Director.
- JJ. “Purchase Order (PO)” shall mean a form that sets forth the descriptions, quantities, prices, discounts, payment terms, dates of performance or shipment, seller information, and other associated terms and conditions for an order.
- KK. “Purchase Request” shall mean a form that is used to request the purchase of goods and services up to \$10,000 that includes the quantity, total amount, and timeframe needed.
- LL. “Quote” shall mean an estimated cost for a particular job, service, or good.
- MM. “Request for Bid (RFB)” shall mean a competitive process for selecting the lowest price for goods or services. Submission to SWACO of sealed bids, public opening of sealed bids, evaluation of the bids, and award of a contract to the bidder submitting the lowest

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and best responsive bid. Provided that an open and competitive process is maintained, distribution of request for bids may be limited to individuals or businesses qualified on the basis of previously submitted qualification statements, or generally known to be qualified to provide the supplies, services, or construction solicited.

- NN. "Request for Proposal (RFP)" shall mean a competitive process used for selecting the best qualified or best quality of goods or services.
- OO. "Request for Qualification (RFQ)" shall mean a competitive process used for selecting the best qualified or best quality of professional and design services.
- PP. "Responsive Bidder" shall mean a bidder who has submitted a bid that conforms in all material respects to the requirements set forth in a Request for Bid.
- QQ. "Sole Source" shall mean one (1) vendor is capable of supplying the goods or services required.
- i. A sole source can be justified when the item required is only available from one (1) vendor and one (1) of the following conditions exists: a) the vendor demonstrates a unique or innovative concept or capability not available from another vendor; b) patent or data rights restrictions preclude competition; c) substantial duplication costs (in the case of continued development or production of highly specialized equipment or major components thereof, when it is likely that award to another vendor would result in substantial duplication of costs that are not expected to be recovered through competition); d) unacceptable delay (in the case of continued development or production of highly specialized equipment or components thereof, when it is likely that award to another vendor would result in unacceptable delays in fulfilling SWACO's needs).
- RR. "Small Equipment" shall mean equipment that is not classified as capital because it is less than \$10,000 with a useful life of one (1) year or more.
- SS. "Statement of Qualifications (SOQ)" shall mean a written document that details a vendor's capability for supplying a product, providing a service, or handling a project in response to an RFQ.
- TT. "Statement of Work (SOW)" shall mean a formal document that captures and defines the work activities, deliverables, and timeline a vendor must execute in performance of professional and design services for a client. The SOW usually includes detailed requirements and pricing, with standard regulatory and governance terms and conditions.
- UU. "Subject Matter Expert" shall mean a person who provides knowledge and expertise in a specific area or topic.
- VV. "Submitter" shall mean a vendor that submits a bid, proposal, or statement of qualification in response to a competitive procurement process.
- WW. "Vendor" shall mean an individual or company that supplies parts or services to another company.

### §2 **Purpose**

This Policy identifies the regulations and requirements that govern all SWACO personnel involved in the procurement and contract administration process to produce a transparent procurement system that balances fairness, value, accountability, and flexibility. No employee shall artificially divide purchases to avoid the provisions of any procurement process listed herein.

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Any employee who is involved in procurement should consider the general time frame of any of the processes listed herein to ensure that the procurement can take place in a timely manner.

### §3 **Effective Date**

This Policy shall be effective on the date adopted by the Board and shall remain in full force and effect until rescinded, replaced, or modified by the Board. The effective date of any modification of this Policy shall be identified on the pages modified and shall affect only the section modified; the sections of the Policy not modified shall remain in full force and effect.

### §4 **Scope of Policy**

Procurement of goods, materials, supplies, services, and all other items listed in §7 shall be in conformance with the requirements contained herein. All Procurements shall be approved by the Board whether by way of Annual Budget or pursuant to this Policy.

Notwithstanding the foregoing, Procurement Resolution approval by the Board is not required in the following instances:

- a. Any Procurement not costing in excess of a total Annual Amount of \$75,000.00 that aligns with the requirements of this Policy.
- b. Revenue-producing contracts, agreements, or obligations.
- c. Grant Agreements.

### §5 **Delegations of Authority**

§5.1 *Procurement Responsibility.* Responsibility for Procurement action lies with the Board. The Board hereby delegates to the Executive Director the following responsibilities:

- a. Authorize and approve all purchases, sales, or other Procurement actions pursuant to the monetary limitations in this Policy.
- b. Cancel Procurements.
- c. Enter into contracts and agreements pursuant to the monetary limitations in this Policy.
- d. Approve all change orders or Contract Modifications not involving an additional expenditure of funds.
- e. Reject all Bids or Proposals when it is determined to be in the best interest of SWACO.
- f. Determine whether only one source of supply is readily available for the purchase of goods or services.
- g. Determine the lowest and best Responsive Bidder or Proposer.
- h. Terminate all contracts if deemed to be in the best interest of SWACO.
- i. Approve any waiver of requirements of this Policy.

§5.2 *Signature Authority.* Signature authority to any Contract or agreement is limited to the Executive Director and his or her Designee(s). Such signature authority may be revoked at any time by the Executive Director.

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### §6 **Conflict of Interest**

Any SWACO employee who is confronted with a Conflict of Interest respecting the engagement of a Vendor, the employee must completely abstain from making decisions about or influencing decisions relating to the selection, approval, or contracting process. Employees who may be unsure of potential conflict are to seek legal opinion from SWACO Legal Department.

### §7 **Procurement Threshold Requirements**

All thresholds listed in §7 are aligned with the annual Approved Budget. The Executive Director may waive these requirements for Procurement up to \$75,000.00, as identified in §10.

- §7.1 ***Goods, Materials, Supplies, or Small Equipment*** (“Goods”) – The total Annual Amount is estimated to be the following:
- a. Up to \$75,000.00 must obtain Multiple Quotes. A Purchase Justification form shall be completed if not selecting the lowest Quote or if Multiple Quotes could not be compiled.
  - b. More than \$75,000.00 must be competitively procured in compliance with §9 and approved by Board resolution.
- §7.2 ***General Services (“GS”), Professional Services or Professional Design Services (“PDS”)*** – The total Annual Amount is estimated to be:
- a. Up to \$50,000.00 must obtain a written Statement of Work with hourly rates.
  - b. More than \$50,000.00 and up to \$75,000.00 must obtain Multiple Quotes. A Purchase Justification form shall be completed if not selecting the lowest Quote or if Multiple Quotes could not be compiled.
  - c. More than \$75,000.00 must be competitively procured in compliance with §9 and approved by Board resolution.
- §7.3 ***Legal Services or Legislative Services (“LLS”)*** – The total Annual Amount is estimated to be:
- a. Up to \$75,000 must obtain a written Letter of Intent and/or hourly rates.
  - b. More than \$75,000.00 requires approval by Board resolution.
- §7.4 ***Construction Services*** (“Construction”) – The total Annual Amount is estimated to be:
- a. Up to \$75,000.00 must obtain Multiple Quotes. A Purchase Justification form shall be completed if not selecting the lowest Quote or if Multiple Quotes could not be compiled.
  - b. More than \$75,000.00 must be competitively procured in compliance with §9 and approved by Board resolution.
- §7.5 ***Exemptions from Procurement Thresholds*** (“Exemptions”) – Payments for Public Utility services, legally required Governmental Fees, and Credit Card Convenience Fees are exempt from the Procurement requirements.

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### §7.6 **Emergency Procurement** (“Emergency”)

§7.6.1 *Emergency and Planning.* In many situations, effective planning can reduce the need for Emergency Procurement; an unexpected need or situation of a serious and urgent nature that requires immediate action and is not for satisfying preferences, conveniences, or for preventing funds from reverting at the end of a Fiscal Year.

§7.6.2 *Emergency Approval.* The Executive Director may approve funding for Emergency Procurement without a Resolution provided the following conditions exist:

- a. There exists a clear and present danger to public health, safety, or welfare;
- b. SWACO employees or contractors are unable to work or work safely;
- c. Cause property damage in excess of \$1,000 to occur;
- d. Results in an impediment to SWACO’s normal operations or creates significant financial losses; or,
- e. The work must be completed prior to the next scheduled Board of Trustees meeting.
- f.

§7.6.3 *Non-Emergency.* Circumstances that do not necessitate emergency purchases; what is not an emergency condition (for purposes of purchasing) are defined as follows:

- a. Urgent situations created by the negligence of an employee;
- b. Insufficient planning; or
- c. Halt in project - it is understood that a halt in project will typically result in the worker moving on to another project. However, if the worker moving on to another project will result in a condition listed above in §7.6.2, it may qualify as an Emergency Procurement.

§7.6.4. *Board Reporting.* The Emergency Procurement shall be reported to the Board at the scheduled meeting immediately following the emergency.

## §8 **Construction Services (O.R.C. Chapter §153)**

§8.1 Solicitations for Construction, improvement, or repair of facilities shall be conducted in compliance with the Competitive Procurement Process pursuant to §9 below. To the extent required by law or regulation, solicitations require that the award shall be given to the lowest and best responsive bid for either (1) the sum of bids for various construction trades, including plumbing and gas fittings; steam and hot water heating, ventilation apparatus and steam-power; and electrical equipment, and general work not falling within such trades; or (2) to a single bid for all work within the scope of the solicitation.

§8.2 The responsibility requirement for such solicitation shall include possession of individual and corporate licenses required under applicable laws, codes, and regulations.

§8.3 The successful bidder or bidders must conform to the prevailing wage requirements defined in O.R.C. Chapter §4115.

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§8.4 Contracts for Construction, demolition, alteration, repair, or reconstruction of public improvements shall be procured in compliance with O.R.C. Chapter §153, when applicable.

### §9 **Competitive Procurement Process**

All records, notes, materials, or other written evaluation communication used to evaluate bids and proposals are subject to Ohio Sunshine Laws and the Ohio Public Records Act.

#### §9.1 ***Request For Bid*** (“RFB”)

Contracts for Goods and Construction should be procured using the Request for Bids (RFB) process. However, staff may also obtain these services through a Request for Proposal (RFP) process, as described below in this Policy, if they intend to use additional criteria besides price, in the evaluation. SWACO shall award the Bid to the Bidder who meets all of the specifications, contracting requirements, and offers the lowest price. Nevertheless, there may be instances when the preferred bidder offers the Best Value rather than the lowest price. In that situation, staff should quantify the benefits that will result in a greater overall value over the Procurement term in the Evaluation process.

#### §9.2 ***Request for Proposal*** (“RFP”)

Contracts for General or Professional Services should be procured using the Request for Proposal (RFP) process. The RFP process is especially useful when it is determined that staff cannot completely describe the services required or when a detailed Statement of Work (SOW) cannot be finalized except through negotiations.

#### §9.3 ***Request for Qualification*** (“RFQ”)

Contracts for Professional Services or Professional Design Services that require the hiring of consultants, engineers, architects, and other Subject Matter Experts should be procured using the Request for Qualifications (RFQ) process. Such services are often complex and may be Multi-Year Contracts. The value of the services may constitute a small portion of the total life cost of the project, the building, maintenance, or operating a public facility. No pricing is solicited with an RFQ. Cost or price-related Evaluation factors are either not requested or are received as a separate document.

### §10. **Exceptions to Procurement Requirements**

The Executive Director may waive the Procurement requirements up to \$75,000.00, and the Board may waive the Procurement requirements over \$75,000.00, pursuant to §5 Delegations of Authority of the Policy, under the following conditions:

- a. When, after conducting reasonable investigation, it is determined that only one (1) vendor is capable of supplying the required goods or services, it is therefore considered a Sole Source;
- b. The Executive Director or Board determines that it is in the best interest of SWACO to waive any of the requirements in the Policy; or,
- c. There exists a clear and present danger to public health, safety, welfare, or property.

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### **§11. Bonds and Insurance**

§11.1 Any Competitive Procurement Process pursuant to §9 above for Construction Services should include the requirements for a Bid Guaranty. The Bid Guaranty is surety that if a bid is accepted, the Bid price will be honored in the contract. The Bid Guarantee can be in the form of: (i) a bond equal to one hundred percent (100%) of the Bid price; or, (ii) a certified check, cashier's check or letter of credit pursuant to Chapter 1305 of the Ohio Revised Code on a solvent bank note equal to ten percent (10%) of the Bid price.

§11.2 A Competitive Procurement Process pursuant to §9 above for anything other than Construction Services may include a Bid Guarantee, a Performance Bond or other insurance requirement, when appropriate and will be negotiated on a project-by-project basis.

### **§12. Multi-Year Contracts**

A Contract for goods or services may be entered into for any period of time if deemed to be in the best interests of SWACO, provided the term of the Contract and conditions of renewal or extension, if any, are aligned with the Procurement Requirements.

### **§13. Cooperative Purchasing**

The requirements for Competitive Procurement Process in §9 above shall be deemed fulfilled when SWACO utilizes a Contract awarded by a U. S. Federal Agency, the State of Ohio, or any other government entity or organization.

**RESOLUTION 015-23**



**Repealing Resolution 013-17 and adopting the Procurement Policy for the Solid Waste Authority of Central Ohio.**

In 2017, the Board of Trustees adopted the Amended Procurement Policy for SWACO ("Policy"). In anticipation of the implementation of the Enterprise Resource Planning System, some revisions to the policy were necessary in order to align with contract procedures and best practices.

Staff therefore recommends the Board adopt the Procurement Policy as contained herein.

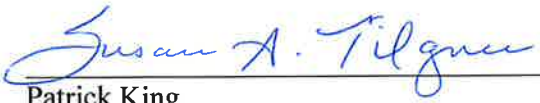
*Requested by:* Patrick O'Block, Accounting and Finance Manager

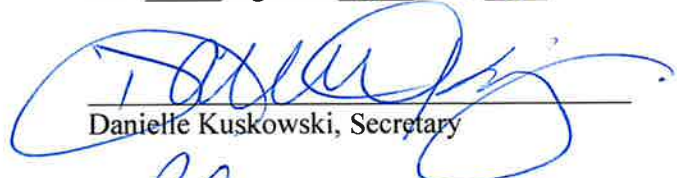
**BE IT RESOLVED by the Board of Trustees of the Solid Waste Authority of Central Ohio that:**

1. The Board of Trustees repeals Resolution 013-17 and adopts the Procurement Policy for the Solid Waste Authority of Central Ohio.
2. This resolution shall be in full force and effect from and immediately upon its adoption.

Date Approved: April 11, 2023

Vote:  
For: 5 Against: 0 Abs: 0

  
 \_\_\_\_\_  
 Patrick King  
 Chair, Board of Trustees

  
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 Danielle Kuskowski, Secretary

Approved as to Form:   
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 Rebecca L. Egelhoff, Director of Legal Affairs