

TORONTO PARKING AUTHORITY

POLICY RESOLUTION

5-10

ITEM: **Delegated Authorities and Execution Responsibilities**

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Purpose

This policy defines the authorities delegated by the Board of Directors of Toronto Parking Authority (TPA) to TPA staff to make various forms of binding commitments and execute associated documents. Delegated authorities to bind the TPA to enter into various forms of commitments vary by staff position and are set out in the Table 1 below.

Definitions

Commitments - arrangements where the primary purpose is to bind third parties to provide goods or services to the TPA in return for the payment of funds by the TPA, can be in a variety of documentary forms (i.e. Contract, Purchase Order, etc.) depending on the value of the obligations.

Contract Amendments – an arrangement which modifies the terms of an existing commitment, in any fashion, including the agreed upon cost or scope of services.

Commercial Management Agreements – arrangements where the primary purpose is to bind the TPA to provide goods or services to a third-party including, but not limited to, revenue contracts, commercial agreements, parking management agreement, parking equipment services agreement, etc. All such arrangements are restricted to the scope of authority provided to the TPA under Municipal Code Chapter 179. The total of the net operating income for the entire term, including any options, shall be used to determine the level of signing authority required. The total net operating income shall be calculated as the sum of the annual net operating income for each 12-month period and the annual net operating income on a prorated basis for any remainder.

Inserted text below removed from Explanatory Notes and added to Definitions:

Execution Responsibilities – The individual with the delegated purchase authority identified in Table 1 shall have the authority to execute the documents that commit TPA to within the stated delegated limits as set out under Table 2. Alternatively, documents may be executed by the TPA Board, if otherwise authorized by a delegated authority. Execution by the TPA Board of an agreement authorized by a delegated authority requires the signature of a member of TPA Board, as well as corresponding signature of the President, TPA.

Licenses and Leases of Lands or areas of land under the jurisdiction of TPA - transactions involving lands or facilities under TPA operational jurisdiction are subject to the Delegated Real Estate Authority under Chapter 179-8.1 of the Municipal Code.

Parking Equipment Service Agreements – arrangements for the maintenance, operation and management of parking facilities as per Municipal Code Chapter 179, s.179-13, where the primary function of the arrangement is the provision, maintenance or operation of equipment utilized in the operation of a parking facility.

Parking Management Agreements – arrangements for the maintenance, operation and management of parking facilities as per Municipal Code Chapter 179, s.179-13, where the primary function of the arrangement is the overall operation and management of a parking facility.

FIRST ADOPTED: 79-304 (April 24, 2017)

LAST AMENDED: November 8, 2021

LAST REVIEWED: November 8, 2021

BOARD APPROVAL REF: Mtg 27: Nov 8, 2021 Item PA27.2

BOARD APPROVAL REF: Mtg 27: Nov 8, 2021 Item PA27.2

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Table 1: Delegated Authorities				
Agreement Type	President (Maximum Value)	Vice President (Maximum Value)	Director (Maximum Value)	Manager (Maximum Value)
Commitments	\$500,000	\$100,000	\$50,000	\$10,000
<u>Commitments via non-competitive or limited solicitations (under circumstances as defined in TPA Policy 5-7)</u>	<u>\$250,000</u>	<u>\$20,000</u>	<u>Nil</u>	<u>Nil</u>
Commercial Management Agreements	\$500,000 and term of the agreement not to exceed 5 years	\$100,000 and term of the agreement not to exceed 5 years	\$50,000	\$10,000
Contract Amendments				
For Agreements originally approved in an amount <u>up to</u> \$500,000	Greater of 20% or \$500,000 in total commitments	Greater of 20% or \$100,000 in total commitments	Nil	Nil
For Agreements originally approved in an amount greater than \$500,000	Lesser of 20% or \$500,000 in further commitments	Nil	Nil	Nil
Acquisition of Lands or an Interest in Lands (Ch 179-7)	Nil	Nil	Nil	Nil
Licenses and Leases of Lands or areas of land under the jurisdiction of TPA (Ch 179-8.1)	\$50,000 and term of arrangement not to exceed S. 179-8.1 B. (1)	Nil	Nil	Nil
See Notes 1-8 Below:				
Note 1: All amounts are in Canadian dollars and exclude HST.				
Note 2: Total commitments being the sum of the value of the original contract amount and the value of all contract amendments related thereto.				
Note 3: The value shall be calculated as follows: Commitments - total amount expended over the term of the agreement. Contract Amendments shall equal the greater amount of either the change in value of total amount expended or value of goods/services received in relation <u>to</u> total amount expended. Licenses and Leases of Lands or areas of land under the jurisdiction of TPA – total amount received over the term of the agreement. Contract Amendments shall equal the greater amount of either the change in value of total amount received or, the increase in the value of the lease/license provided. Commercial Management Agreements - total of net operating income over the term of the agreement. Contract Amendments shall equal the greater amount of either the change in value of net operating income over the term of the agreement or the increase in the value of the goods/services provided by the TPA in relation to the agreement.				
Note 4: Written delegation by the President of their delegated authority is permitted.				

FIRST ADOPTED: 79-304 (April 24, 2017)

LAST AMENDED: November 8, 2021

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Note 5: Delegated authority in respect of Licenses and Leases of Land or Commercial Management Agreements shall not apply where such proposed agreement is for a period of more than two years and one or more counterparties is Her Majesty the Queen in right of Ontario or Canada, a Ministry or Department of Ontario or Canada, or an agency, board or commission of a level of government (including, for avoidance of doubt, a municipality).

Note 6: The above delegations of authority shall not apply in respect of any proposed Commitment that requires approval by City Council.

Note 7: Delegated authority to the President and TPA Staff as described above shall not apply to any proposed agreement that:

(i) Is sourced through a non-competitive or limited solicitation process **without** satisfactorily meeting at least one of the conditions as defined under TPA Policy Resolution 5-7 for such procurements.

(ii) Arises out of a tender, request for proposals, or similar outreach to the market to which only one respondent met all stated requirements;

(iii) Is proposed to be entered into with a bidder who was neither the lowest-cost proponent nor the highest-rated proponent on the stated ranking criteria.

Note 8: Notwithstanding anything herein, the President shall have the right to determine that a matter ought to be brought to a more senior level of responsibility for approval, including being brought before the Board.

In addition to the above, the President shall have the following authority:

- a) to commence any litigation, except where one or more proposed defendants is Her Majesty the Queen in right of Ontario or Canada, a Ministry or Department of Ontario or Canada, or an agency, board, or commission of a level of government; and
- b) to resolve any legal claim (i) with a resolved value of no more than the Small Claims Court limit in the province of Ontario, or (ii) that relates to alleged personal injury which claim is covered (except for any deductible) by one or more insurance policies in place from which the TPA would benefit.

Amendments exceeding the President's authorities outlined above shall require further authorization from TPA Board of Directors.

Additional explanatory notes about TPA Policy Resolution 5-10: Delegation of Authority, including application examples and scenarios are provided in a separate document – “Explanatory Notes on Policy 5-10.” These notes may be updated from time to time provided the explanatory notes are consistent with the approved TPA Policy Resolution 5-10: Delegation of Authority.

FIRST ADOPTED: 79-304 (April 24, 2017)

LAST AMENDED: November 8, 2021

LAST REVIEWED: November 8, 2021

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Table 2: Execution Responsibility

<u>Agreement Type</u>	TPA Board (See Note 1)	President	Vice President	Director	Manager	Supervisor
Commitments	Greater than \$500,000	\$500,000	\$100,000	\$50,000	\$10,000	\$2,000
<u>Commitments via non-competitive or limited solicitation (under circumstances defined under Policy 5-7)</u>	<u>Greater than \$250,000</u>	<u>\$250,000</u>	<u>\$20,000</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Commercial Management Agreements	Greater than \$500,000	\$500,000 and term of the agreement not to exceed 5 years	\$100,000 and term of the agreement not to exceed 5 years	Nil	Nil	Nil
Contract Amendments						
For Agreements originally approved in an amount <u>up to</u> \$500,000	No Limit	Greater of 20% or \$500,000 in total commitments	Greater of 20% or \$100,000 in total commitments	Nil	Nil	Nil
For Agreements originally approved in an amount greater than \$500,000	No Limit	Lesser of 20% or \$500,000 in further commitments	Nil	Nil	Nil	Nil
Holdback Release Payments	Any in excess of Approved Budget	Approved Budget	\$50,000	\$25,000	Nil	Nil
Acquisition of Lands or an Interest in Lands (S. 179-7)	Only where execution on the part of the TPA is specifically required by the City	Nil	Nil	Nil	Nil	Nil
Licenses and Leases of Lands or areas of land under the jurisdiction of TPA (S. 179-8.1)	\$50,000 and term of arrangement not to exceed S. 179-8.1 B. (1) limits	\$50,000 and term of arrangement not to exceed S. 179-8.1 B. (1) limits	Nil	Nil	Nil	Nil
All Other Arrangements and Agreements Authorized directly by TPA Board	All (See note 2)	Nil	Nil	Nil	Nil	Nil
Note 1: All documents to be executed by the TPA Board, require signature by one member of the TPA Board member, as well as a corresponding signature by the President.						
Note 2: TPA Board may, by decision at a meeting of the TPA Board specifically designate the responsibility of executing an agreement or other arrangement to specific TPA staff on behalf of the Board.						

FIRST ADOPTED: 79-304 (April 24, 2017)

LAST AMENDED: November 8, 2021

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