

**INTERCITY TRANSIT
RESOLUTION NO. 03-2026
AGENCY PROCUREMENT AND PURCHASING AND CONTRACTING**

A RESOLUTION of the Intercity Transit Authority (ITA) establishing general rules and guidance for Procurement and Contracting.

WHEREAS, The ITA is authorized under RCW 36.57A, Public Transportation Benefit Area (PTBA), to adopt resolutions necessary for the efficient operation and administration of public transportation services; and

WHEREAS, RCW 36.57A provides purchasing and contracting authority; and

WHEREAS, RCW 39.04 provides contracting authority for public works; and

WHEREAS, RCW 39.80 provides contracting authority for Architectural and Engineering Services;

WHEREAS, RCW 39.34.030 authorizes government-to-government contracting and establishes the legal framework for public agencies to pool resources, share powers, and collaborate for greater operational efficiency; and

WHEREAS, Uniform Guidance procurement standards set forth 2 CFR § 200.318-300.327 establish requirements to be followed for procurement projects using federal funds; and

WHEREAS, the ITA seeks to mitigate risk, streamline processes, enhance operational efficiency, and ensure compliance with applicable laws.

NOW, THEREFORE, BE IT RESOLVED BY THE INTERCITY TRANSIT AUTHORITY AS FOLLOWS:

Section 1. ADOPTION AND REPEAL

Pursuant to the authority granted under RCW 36.57A, the ITA hereby adopts this Resolution and repeals Resolutions 78-1968, 05-1994, and 04-2009.

Section 2. PHILOSOPHY

The ITA affirms the essential role of goods and services in sustaining its Intercity Transit (Agency) mission. Guided by its commitment to responsible stewardship, the ITA requires that all procurement and contracting comply with applicable laws. Beyond compliance, the ITA seeks an approach that is adaptive rather than prescriptive, emphasizes overall best value, sound procurement practices and controls, risk-mitigation strategies, and may incorporate socioeconomic objectives, while maintaining its foremost priority: the timely acquisition of quality goods and services at a fair and reasonable price to advance the Agency's mission.

Section 3. MITIGATE RISK

The Agency shall implement risk-mitigation strategies to safeguard public funds, preserve operational continuity, and ensure supply chain resilience. To optimize procurement outcomes, the General Manager or designee is authorized to utilize strategic procurement methodologies, including:

- **Contract Structuring:** Distributing requirements across multiple vendors, multiple contracts with a single vendor, or structuring recurring long-term vendor relationships to maintain supply continuity and avoid single-point operational failures;
- **Scalable, Flexible, and Emerging Technologies:** Developing scalable and flexible scopes of work and fluid licensing or subscription models that accommodate upgrades, emerging technologies, and changing operational needs;
- **Intergovernmental & Cooperative Purchasing:** Leveraging existing state contracts, competitively awarded cooperative purchasing agreements, and rosters to maximize efficiency and/or purchasing power, or government-to-government opportunities;
- **Supply Chain & Foreign Vendor Risk Assessment:** Evaluating security, geopolitical, and supply chain risks associated with foreign contractors, manufacturers, and critical infrastructure components prior to contract commitment; and
- **Best Practice Alignment:** Considering recognized state, federal, or transit industry procurement best practices to enhance agency operations.

Section 4. METHODS OF PROCUREMENT & THRESHOLDS

Where applicable federal, state, or local law mandates a specific procurement process, that statutory procedure shall take precedence. For procurements funded as a whole or in part by federal grants, federal procurement requirements shall apply directly.

For non-federally funded transactions, the Agency establishes a risk-tiered procurement framework that automatically aligns with federal monetary thresholds of Micro-Purchases, Simplified Acquisitions, and Formal Competition, or, any qualifying enhanced version or alternative. While the Agency adopts and equals these specific dollar limits for internal administrative consistency, this adoption is strictly limited to the monetary values and shall not incorporate, import, or subject the Agency to the Federal Acquisition Regulation (FAR) or other federal administrative trappings for locally funded actions.

The General Manager retains ongoing discretion to authorize, establish, and implement operational workflows, internal controls, and alternative procurement processes compliant with applicable state law:

- **Micro-Purchases (Direct Buy):** Applies to low-risk transactions at or below the federal Micro-Purchase monetary threshold. Designed for speed and administrative efficiency, this method does not require a formal competitive process and provides purchasers with broad operational discretion, subject to verifying price reasonableness.
- **Simplified Acquisitions (Quote Process):** Applies to moderate-risk procurements that exceed the Micro-Purchase Threshold but do not exceed the maximum Simplified Acquisition Threshold. This method utilizes informal comparisons of offers or estimates to evaluate value, fairness, and options, with selection based on best overall Agency value.
- **Formal Competition:** Applies to high-risk-high-value procurements exceeding the federal Simplified Acquisition monetary threshold. This method involves a publicly advertised solicitation to encourage broad competition, utilizing detailed specifications, transparent evaluation criteria, responsibility verification, and established protest procedures.
- **Government to Government Exception:** Transactions and agreements conducted directly with other public or governmental agencies are explicitly exempt from competition requirements regardless of dollar value or scope.

Section 5. SPLITTING OR SEGMENTING

Agency staff shall not intentionally divide or segment any activity solely to circumvent established procurement processes.

Section 6. TRANSACTIONAL PURCHASING NON-CUMULATIVE

Transactional purchasing of goods and services is essential to a wide range of Agency activities, including, but not limited to, fleet and facilities maintenance. Such purchases shall, by default, be considered non-cumulative.

Section 7. RESPONSIBILITY

The Agency shall award contracts only to responsible bidders. Responsibility determinations may be evaluated based on the firm's ability, technical skill, operational capacity, financial resources, and equipment; character, integrity, reputation, judgment, and past performance quality; adherence to legal, statutory, and licensing requirements; and ability to fulfill obligations within specified timeframes. The General Manager or designee maintains sole discretion to issue a determination of non-responsibility when supported by reasonable evidence in the administrative record.

Section 8. PROTEST

The Agency shall maintain administrative procedures governing procurement protests for fully advertised competitive solicitations. The General Manager or designee may conduct a preliminary review of any protest filing and shall summarily dismiss, without further investigation, any submission that fails to meet minimum filing requirements, lacks specific evidentiary support, appears to rely on generalized or automated boilerplate assertions, or is determined to be frivolous, vexatious, or intended to delay the award.

Section 9. SOLE SOURCE PROCUREMENTS

A Sole Source process may be utilized when deemed appropriate. The General Manager determines the circumstances under which this method is warranted, whether any public engagement is required, as well as the policies, procedures, and guidance to be followed. Sole Source procurements generally include, but are not limited to, the following situations:

- A single source of supply
- A single source can meet a necessary timeline or quantity
- A single source needed to leverage an existing system
- Maintain process, consistency, and standardization

Section 10. BRAND SPECIFIC PROCUREMENTS

Specifications referencing a particular brand, make, or model, or similar term shall permit "or equal" substitutes unless a "Brand Name Only" determination is justified in writing. Brand Name Only procurements are restricted to circumstances where required for standardization, leveraging efficiencies, system integration, warranty compliance, or when only one proprietary product satisfies the Agency's operational need.

Section 11. PROOF OF CONCEPT PROCUREMENT

Pilot projects serve strictly to evaluate functionality on a limited scale before committing major funding. Conducting a pilot creates no entitlement to a follow-on contract, nor does it justify a non-competitive award. All subsequent full-scale procurements arising from a proof of concept must satisfy standard procurement methodology requirements independently.

Section 12. EMERGENCY AND URGENT CIRCUMSTANCES

In urgent or time-sensitive circumstances involving potential harm, risk to public safety or life, or a significant threat to Agency property or operations, the General Manager (GM), their

designee, or in the GM's absence, a member of the Senior Leadership Team, is granted delegated authority to commit funds and execute actions exceeding the ITA Approval Threshold without prior ITA approval. The exercise of this delegated authority shall be communicated to the ITA Chair, or, if unavailable, other members of the ITA, at the earliest practical opportunity. Once emergency conditions permit, any actions or fiscal obligations taken under this section shall be timely presented to the ITA to consider formal ratification.

Section 13. CONTENT AND TITLE

A procurement method, solicitation, or contract action is defined by its legal substance and intent, not its title or label. Misnaming a procurement process or agreement does not impair or invalidate its legal effect. Any authorized action or instrument that lawfully binds the Agency, regardless of whether styled as a contract, lease, purchase order, agreement, amendment, or card transaction constitutes a valid and enforceable obligation.

Section 14. UNIFORM ELECTRONIC TRANSACTIONS ACT

In alignment with and pursuant to the authority of RCW 1.80, the Agency may execute agreements and perform competitions and other purchases using digital and electronic signatures, systems, and processes.

Section 15. ARTIFICIAL INTELLIGENCE (AI)

The responsible use of artificial intelligence tools to assist in procurement administration, subject to staff oversight and data security requirements, is permitted. AI may be used to analyze information, draft documents, summarize proposals, and generate preliminary or comparative scores to assist evaluators in identifying discrepancies. All final evaluative decisions, official scoring, vendor selections, and award actions remain the exclusive responsibility of human Procurement Staff and authorized Agency personnel acting with due care and independent judgment.

Section 16. DEPOSITS AND ADVANCE PAY

The issuance of deposits or advance payments shall not occur if it would amount to an unlawful extension of credit or gifting of public funds, or in any way violate regulations applicable to Intercity Transit's use of public funds.

Section 17. INTERPRETATION

This Resolution, along with any policies, procedures, or instruments derived from it, shall be construed in a manner that favors the Agency's operational capacity and statutory mission. Agency staff retains sole administrative discretion to interpret and apply the provisions of this Resolution and any policies, procedures, or instruments derived from it, and any staff determination regarding its meaning, scope, or execution shall serve as the official and controlling interpretation, subject only to direction from the ITA.

Section 18. RATIFICATION

The ITA and the General Manager reserve the authority to ratify prior actions within their respective scope of responsibility. If ratified, a formal ratification cures and extinguishes any underlying procedural, technical, or authority defects, rendering the ratified action fully valid and binding from its inception.

Section 19. CONTINUITY

Subsequent changes in governing law or regulation shall not affect the validity of this Resolution as a whole. Where statutory changes create a conflict or defect within this Resolution, the General Manager is authorized to execute necessary administrative policy or procedural updates to align Agency practices with evolving legal mandates and address any

operational conflicts caused by legislative actions. Nothing herein precludes formal Resolution amendments, which may be submitted to the ITA for consideration upon direction of the ITA or when deemed prudent by the General Manager.

Section 20. EXECUTION

The General Manager, or their authorized designee, is authorized to develop, approve, and implement comprehensive policies, procedures, forms, checklists, and other instruments necessary to effectively manage the Agency's procurement, purchasing, and contracting operations. This delegation of authority explicitly includes, but is not limited to, the implementation of procurement practices, risk mitigation strategies, and other administrative safeguards not specifically enumerated herein, provided that such resulting policies and instruments do not conflict with the express provisions of this Resolution or applicable law.

ADOPTED this 21st day of October 2026

INTERCITY TRANSIT AUTHORITY

ATTEST:

Carolyn Cox

Carolyn Cox
Chair

Patricia Messmer

Pat Messmer
Executive Assistant /
Clerk to the Board

APPROVED AS TO FORM

Jeff Myers

Jeffrey S. Myers
Legal Counsel