



Canada Line Rapid Transit Inc.

Procurement Procedures

Version 6
Updated: July 2006

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- Request for Proposal Cover Letter
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- Professional Consulting Services Agreement
- Field Work Services Agreement

Guidelines

1. Canada Line Rapid Transit Inc. (CLCO) is the company founded specifically to manage the public sector responsibilities in the design and construction of the Canada Line.
2. The intent of the procurement procedures is to outline and describe the process and methods to perform the necessary tasks in delivering certain procurement requirements for the Canada Line Project (the Project) during the Construction Phase. These procedures are guidelines, approved by the CLCO Board of Directors for general guidance to the CLCO Team during the Project and will not be included, by reference or otherwise, in any contract, or intent to contract.
3. The preparation of documentation and performance of these procedures will be by appointed CLCO team members (Advocates). Procurement documentation prepared by the Advocate must be approved by the Task Manager and Senior VP Finance & CFO. Approvals and authorizations will be in accordance with these procedures.
4. In the course of procurement all CLCO employees are bound by the Code of Conduct.
5. Task Managers are the CLCO managers who have the budgetary responsibility for the line item to which the procurement is to be charged. Advocates may be Task Managers or people designated by the Task Managers for a specific function for which the Task Manager has budget responsibility.
6. Task Managers are primarily responsible for ensuring that these procedures are followed. Anomalies may be found and reported to the Task Manager by the Controller or Contracts Administrator, but this does not obviate the Task Manager from exercising his or her responsibility.
7. These procedures describe approval levels and processes for procurement within the line item budget to which the procurement will be charged.
8. The CLCO Management key personnel includes the CEO, Senior VP Finance CFO and Corporate Secretary, Senior VP Engineering, VP Environmental and Regulatory Affairs and Controller. As at February 2006, the people exercising these positions are:

CEO:
SVP Finance, CFO and Corporate Secretary:
Senior VP Engineering:
VP Environmental and Regulatory Affairs:
Controller:

Jane Bird
Tony Guglielmin
Jeff Hewitt
Scott Hanna
Shabira Rajan

- The Senior VP Finance, Chief Financial Officer and Corporate Secretary may designate another CLCO team member to exercise his signing authority.
9. The CLCO Team key administrative support people include the Controller, Office Manager, Contracts Administrator and Document Control. As at October, 2005, the people exercising these positions are:
- | | |
|--------------------------|------------------|
| Office Manager: | Cindy Richards |
| Contracts Administrator: | Leslie Schroeder |
| Document Control: | Leslie Schroeder |
10. Any changes to these procedures shall be initiated at the discretion of the Senior VP Finance & CFO. Material changes will be approved by the CEO.
11. Any document communicated by fax or e-mail during the Vendor or Consultant procurement process shall have the fax transmission verification or the e-mail 'read receipt' logged into the document control system. E-mails that are in reply to an incoming e-mail need not have the 'read receipt' recorded.
12. Procedures shall be performed consistent with the CLCO Document Control System procedures and the Oracle Accounting System.
13. The Approval limits reflect the resolution adopted by the CLCO Board of Directors on January 6, 2004 and April 25, 2005.
14. Cheque signing authority limits are established in these Procedures. Such limits must be approved by a Special Resolution of the CLCO Board of Directors subject to the requirements of its banker.
15. Any activities which may potentially fall outside the scope of these Procedures shall be reviewed on a weekly basis by the Executive Team. This will form a basis for compliance review of the procurement procedures.

Scope of Work

Purpose: To describe the scope of work covered by these procedures.

Implementation:

1. The procurement requirements will fall under two categories: "Goods" and "Consulting Services".
2. Goods will include the following:
 - Office lease
 - Office equipment
 - Other related office expenditures
3. Consulting Services will include the following:
 - Business Liaison, public consultation and communications
 - Technical work supporting the Project
 - Environmental work supporting the Project
 - Legal, accounting and related services supporting the Project
 - First Nations advisory work
 - Other consulting services that may be required from time to time, as defined by CLCO Management key personnel
4. Proponents will be solicited based on pre-selection or sole source at the discretion of the Advocate in consultation with the Senior VP Finance & CFO or as a response to a Request for Proposal, or as otherwise defined in these procedures.
5. All procurement for Goods will be supported by a purchase order and for consulting services, a purchase order (PO) or a PO and a consulting contract (Contract).
6. The appropriate approval authorities for a Contract or PO and any amendments thereto is determined by the total Contract or PO value which means the full (cumulative) cost of any Contract or PO including disbursements (but excluding third-party disbursements or internal disbursements supported by a separate invoice); over the life of the Contract or PO, including any amendments, but not including Goods and Services Tax (GST).

Approval Processes and Authorization Limits

Procedure: To describe the procurement methodology and authorization limits.

Implementation:

1. Approval Matrix

The following matrix indicates the approvals required for all procurement.

These guidelines determine the procurement method according to the value of the Good or Consulting Service to be procured, and the approval required for all procurement:

Procurement Type	Estimated Amount	Procurement Method	Contract Document	Approval Required
Goods	\$10,000 or less	Non-competitive	Purchase order	Task Manager plus one of: Senior VP Finance & CFO, Senior VP Engineering, VP Environmental and Regulatory Affairs, Controller or CEO
Goods	Greater than \$10,000	Competitive analysis by Task Manager	Purchase order	Task Manager plus one of: Senior VP Finance & CFO, Senior VP Engineering, VP Environmental and Regulatory Affairs, or CEO
Consulting services	\$25,000 or less	Non-competitive	Contract or Purchase Order	Task Manager plus one of: CFO, Senior VP Engineering, VP Environmental and Regulatory Affairs, Controller or CEO
Consulting services	Between \$25,000 and \$100,000	Request for Proposal (at least two)	Contract plus purchase order	Task Manager plus one of: Senior VP Finance & CFO, Senior VP

				Engineering, or CEO
Consulting services	Between \$100,000 and \$500,000	Request for Proposal (at least two)	Contract plus purchase order	Task Manager plus one of Senior VP Finance and CFO or Senior VP Engineering plus: CEO
Consulting services	Greater than \$500,000	Request for Proposal (at least two)	Contract plus purchase order	Task Manager plus one of: Senior VP Finance and CFO or Senior VP Engineering plus: CEO plus: CLCO Board of Directors

For goods or consulting services acquired using the non-competitive method, best effort shall be made to obtain the most effective price.

2. Sole Sourcing

CLCO will use competitive processes, as described in these procedures, wherever possible, to procure Goods and Consulting Services. Occasionally, and on an exception basis only, Goods or Consulting Services with value in excess of \$25,000 may be procured on a sole source basis if the procurement meets one or more of the following tests:

- there is only one qualified contractor capable or available to supply the Goods or perform the Consulting Services; or
- the nature of the service is confidential and a bidding process would be inappropriate; or
- delay caused by the process of competitive bids is contrary to public interest (e.g. actual costs or opportunity costs are prohibitive), or threatening to life and/or property (which are rare events).

In such case, the Requisition to procure Goods or Consulting Services must be accompanied by a Sole Source Justification memo. The memo must clearly state the reason that the procurement is being sole sourced and details of the justification under one of the above tests. The SVP Finance and CFO and CEO must approve the sole source memo.

Extension of Purchase Orders or Contracts Originally Procured as a Sole Source

As invoices accumulate against a PO or Contract originally procured as a sole source, the accumulated value may exceed the limits under which the procurement was originally approved. The procurement must be re-approved before the PO or contract may be extended in one of the following two procedures:

No change in scope:

If the Goods or Consulting Services provided have not materially changed, the Task Manager must append an update to the original sole source memo confirming this fact, and re-estimating the total cumulative value of the revised PO or contract. The extended PO or contract must be approved according to the re-estimated total value according to the above table. Note that if the Goods or Consulting Services were properly procured according to the Procurement Procedures in effect at the time of Procurement, this procedure is sufficient to extend the contract or PO; the procurement does not need to be re-evaluated against the requirements for sole sourcing described in these procedures.

Change in scope:

If the Goods or Consulting Services provided have materially changed, the Task Manager must initiate a new procurement process according to these entire Procedures.

When the nature of the extension is in doubt, the Senior VP Finance & CFO will decide which procurement method is to be used.

Procurement Methods - Goods under \$10,000 or Consulting Services under \$25,000

Purpose: To describe the methods of procurement for Goods valued less than \$10,000 or Consulting Services valued at less than \$25,000.

Implementation:

1. The Advocate will use his discretion in selecting a single qualified Vendor to supply the Goods or to perform the Scope of Work in accordance with the procurement requirements.
2. The Advocate will initiate a Requisition for the Goods or Consulting Services for entry into the Oracle accounting system once the availability of the budget is verified and the procurement procedures have been followed by the Task Manager. The requisition is forwarded to the Contracts Administrator who generates the Purchase Order in the Oracle accounting system and prints a hard copy of the Purchase Order.
3. The Contracts Administrator ensures that the Purchase Order is approved by the appropriate authorities as per the approval matrix.
4. Once the Purchase Order has been approved, the Contracts Administrator will forward it within the Oracle accounting system to the Controller for system approval.
5. The Contracts Administrator will mail a hard copy of the signed Purchase Order to the Vendor and keep a copy of the signed Purchase Order together with the required backup (RFP or Sole Source Justification Memo).

Procurement Methods - Goods greater than \$10,000

Purpose: To describe the methods of procurement for Goods valued at more than \$10,000.

Implementation:

1. The selection of a Vendor to supply Goods will be based on a competitive process in which Goods offered by two or more potential vendors are analyzed to determine best value for money, according to a schedule (if necessary) and subject to certain contract terms and conditions. Catalogues, quotations, formal responses to a Request for Proposal, or other written documentation will be used to demonstrate a competitive process and a selection made according to best value for money.
2. The Advocate shall follow the steps below:
 - a. Assemble a list of qualified Vendors (of which there must be at least two) and send to the Senior VP Finance & CFO for approval. At the request of the Senior VP Finance & CFO, Senior VP Engineering, VP Environmental and Regulatory Affairs or CEO, the Advocate shall provide written justification on the selection of the list of qualified Vendors.
 - b. The Senior VP Finance & CFO (or Advocate with the approval of the Senior VP Finance & CFO) shall establish the required Scope of Work to solicit a Request for Proposal.
 - c. The Request for Proposal shall include the following:
 - Cover letter (see attached Form)
 - Schedule A – Scope of Work
 - Schedule B – Purchase Order terms and conditions
 - d. The Request for Proposal will clearly state the following items to be submitted by the prospective vendor:
 - Scope of Work (inserted in Schedule A);
 - Purchase Order terms and conditions (Schedule B);
 - Required schedule or delivery;
 - The total price or breakdown of units of price;
 - All necessary taxes shown separately;
 - Contact information for any questions;

- Final date for submission of the proposal; and
 - Proposal submission information.
- e. If an Advocate other than the Senior VP Finance & CFO is initiating the Request for Proposal, that person shall complete and issue a Request for Proposal cover letter described above subject to the satisfaction of the Senior VP Finance & CFO.
 - f. The Task Manager shall issue the Request for Proposal to the list of qualified Vendors.
 - g. During the preparation of bids by the vendors, any questions by the Vendors shall be in written form addressed to the Advocate or Senior VP Finance & CFO. Responses must be in written form.
 - h. If a response is a material change to the Scope of Work as determined by the Senior VP Finance & CFO, an Addendum shall be issued in written form. See attached Form.
 - i. Request for Proposal submissions must be in written form. Fax submissions are acceptable. Sealed envelopes are not necessarily required. Electronic submissions will be accepted, provided that they are submitted in a protected format, such as PDF.
 - j. An Evaluation Team comprised of designates of the Task Manager and the Senior VP Finance & CFO or Controller shall review the submissions and select the successful submission. Final selection and award will be based on analysis of best value, including delivery and price. The Evaluation Team may consult other members of the CLCO Team or its partners or advisors to assist in the evaluation. The Evaluation Team shall prepare an Evaluation Report explaining the selection process and the decision.
 - k. The analysis and selection of the successful Vendor must be performed to the satisfaction of the Senior VP Finance & CFO.
 - l. If the Project Team wishes to reserve the right to negotiate further, then the invitation to the preferred Vendor must give clear notice that more negotiations may be pursued. The final negotiations on scope, price and any outstanding contract terms will be performed to the satisfaction of the Senior VP Finance & CFO.
6. Once all terms are agreed with the Vendor, the Advocate will complete and submit a Requisition Form for entry into the Oracle accounting system. Once this is entered, the requisition is forwarded to the Contracts Administrator who generates the Purchase Order in the Oracle accounting system and prints a hard copy of the Purchase Order. (See attached Forms, which are designated according to the value of the order, in accordance with these procedures).
 7. The Contract Administrator will ensure that the Purchase Order is approved by the appropriate CLCO personnel according to these procedures, including the Task Manager from whose task code the goods will be paid from. The signed

- Purchase Order must have appended to it the submission to the RFP and the Evaluation Report.
8. Once the Purchase Order has been approved, the Contracts Administrator will forward it within the Oracle accounting system to the Controller for system approval. **NB: No invoices will be approved for payment until all of these procedures have been executed, resulting in the approval of the Purchase Order.**
 9. The Contracts Administrator will mail a hard copy of the Purchase Order to the Vendor and keep a signed copy of the Purchase Order together with the submission to the RFP and Evaluation report.
 10. If someone other than the Advocate is responsible for the Goods, the Senior VP Finance & CFO shall ensure that a CLCO staff member with the appropriate authority is assigned to manage the delivery of the Goods in accordance with the Purchase Order requirements.

Procurement Methods – Consulting Services greater than \$25,000

Purpose: To describe the methods of procurement for Consulting Services valued at more than \$25,000.

Implementation:

1. The selection of a Consultant to supply Consulting Services will be based on a competitive process in which two or more potential Consultants bid for the rights to supply prescribed Consulting Services subject to certain contract terms and conditions. The document governing the bid process is termed a Request for Proposal (RFP).
2. To begin the procurement process using an RFP, the Advocate shall assemble a list of qualified Consultants (of which there must be at least two) and send to the CFO for approval. At the request of the Senior VP Finance & CFO, Senior VP Engineering, VP Environmental and Regulatory Affairs or CEO, the Advocate shall provide written justification on the selection of the list of qualified Consultants.
3. The CFO (or Advocate with the approval of the Senior VP Finance & CFO) shall establish the required Scope of Work to solicit a Request for Proposal.
7. Request for Proposal
 - (a) The document shall include the following:
 - Cover letter (see attached Form)
 - Schedule A – Scope of Work
 - Schedule B – Contract terms and conditions
 - (b) Submission request information shall include:
 - Total amount of fee;
 - Estimated disbursements and rates;
 - Proposed personnel and per diem rates;
 - Work plans as appropriate; and
 - Curricula Vitae for all proposed personnel.
8. Some large or complex RFPs may be reviewed by CLCO legal counsel at the discretion of any member of the CLCO Management Team.
9. If an Advocate other than the Senior VP finance & CFO is initiating the Request for Proposal, that person shall complete a Request for Proposal cover letter

- described above and submit it to the Senior VP Finance & CFO for review and issue.
10. The Advocate or Senior VP Finance & CFO shall issue the Request for Proposal to the list of qualified Consultants.
 11. During the preparation of bids by the Consultants, any questions by the Consultants shall be in written form addressed to the Advocate or Senior VP Finance & CFO. Responses must be in written form.
 12. If a response is a material change to the Scope of Work as determined by the Senior VP Finance & CFO, an Addendum shall be issued in written form. See attached Form.
 13. Request for Proposal submissions must be in written form. Fax submissions are acceptable. Sealed envelopes are not necessarily required. Electronic submissions will be accepted, provided that they are submitted in a protected format, such as .PDF.
 14. An Evaluation Team comprised of designates of the Task Manager and the Senior VP Finance & CFO or Controller shall review the submissions and select the successful submission. Final selection and award will be based on a combination of the methodology, experience, personnel, fees, and the ability to satisfy the schedule. The lowest fees will not necessarily form the basis of the award. The Evaluation Team may consult other members of the CLCO Team or advisors to assist in the evaluation. The analysis and selection of the successful Consultant must be performed to the satisfaction of the Senior VP Finance & CFO. The Evaluation Team shall prepare an Evaluation Report explaining the selection process and the decision.
 15. If the Project Team wishes to reserve the right to negotiate further, then the invitation to the preferred Consultant must give clear notice that more negotiations may be pursued. The final negotiations on scope, price and any outstanding contract terms will be performed to the satisfaction of the Senior VP Finance & CFO.
 16. Once all terms are agreed with the Consultant, the Advocate will complete and submit a Requisition Form for entry into the Oracle accounting system. The Advocate will verify the availability of the budget and that these Procurement Procedures have been followed. The requisition is forwarded to the Contracts Administrator who generates the Purchase Order in the Oracle accounting system and prints a hard copy of the Purchase Order.
 17. The Contract Administrator will ensure that the Purchase Order is approved by the appropriate Task Manager from whose task code the goods or consulting services will be paid and the Senior VP Finance & CFO.
 18. There are two forms of Consultant Agreement, depending upon the type of Consulting Service to be provided:
 - Standard Consulting Agreement – long form
 - Standard Consulting Agreement – Field WorkCopies of the standard agreements are attached to these procedures.

19. Following receipt of the executed Purchase Order, the Contracts Administrator shall assemble the appropriate Consultant Agreement with all necessary Contract information. The terms and conditions of the unexecuted Consultant Agreement may be modified by the Senior VP Finance & CFO to reflect the specific requirements of the work contemplated in the Consultant Agreement. The assembled Consultant Agreement shall be delivered to the Senior VP Finance & CFO to ensure all contract information is correct.
20. The Senior VP Finance & CFO, Senior VP Engineering, VP Environmental and Regulatory Affairs, or CEO, depending upon the value of the Contract according to these procedures, shall sign two copies of the Contract. The package for signature must include the signed Requisition, the Evaluation Report, and the response to the RFP.
21. The signed copies will be delivered to the Consultant with instructions to sign both copies and return one to the Contracts Administrator. The Contracts Administrator shall file the returned copy in the contract file together with all the required signed backup documents.
22. Once the Purchase Order and the required documents are approved according to these Procedures, the Contracts Administrator will forward the Purchase Order electronically to the Controller for system approval. **NB: No invoices will be approved for payment until all of these procedures have been executed, resulting in the approval of the Purchase Order.**
23. The Contracts Administrator will mail a hard copy of the signed Purchase Order to the Consultant and file a signed copy with the required backup.
24. If someone other than the Advocate is responsible for the Consulting Services, the Senior VP Finance & CFO shall ensure that a Task Manager with the appropriate authority according to these Procedures is assigned to manage the delivery of the Consulting Services in accordance with the Purchase Order requirements.

Procurement Methods – Pre-Qualification of Multiple Providers for Consulting Services greater than \$25,000

Purpose: To describe the methods of approving multiple providers in advance for Consulting Services valued at more than \$25,000.

Implementation:

1. There may be circumstances in which the Project may need consulting services periodically and on short notice, and there may be a number of qualified providers. This procurement procedure allows for the competitive qualification of multiple providers of similar services in advance. This allows the Task Manager to select a provider from a list of providers that have been pre-qualified in a competitive process.
2. The competitive process in which two or more potential Consultants are selected for the rights to supply prescribed Consulting Services subject to certain contract terms and conditions are similar to the competitive process for procuring Consulting Services greater than \$25,000, with the following exceptions:
 - a. more than one successful bidder may be selected;
 - b. a contract for an unspecified value of services will be entered into with each successful bidder stipulating the rates to be charges and other conditions with respect to the provision of the specified Consulting Services; and
 - c. The Task Manager may choose any of the contracted providers as and when the specified services are required from time to time.

Requisition and Purchase Order

Purpose: To describe the Requisition and Purchase Order forms used in the Oracle accounting system and process for authorization of a contract commitment.

Implementation:

1. An executed Requisition form is the mechanism to be used for entering a contract commitment in the Oracle accounting system and initiating a Purchase Order.
2. The Requisition form used on the Oracle accounting system will require the following information to obtain approval and authorization:
 - Name of Vendor/Consultant
 - Reason for commitment
 - Description of commitment
 - Value
 - Proposals analysis (if applicable)
 - Sole Source Justification Memo (if applicable)
 - Contract (if applicable)
 - Budget confirmation/variation
 - Cost code allocation
3. The Requisition must be prepared by the Advocate and forwarded to the Contracts Administrator who generates the purchase order.
4. The Contracts Administrator prints the Purchase Order that was generated from the Requisition and gets this approved according to these procedures. The advocate or Task Manager will forward all required attachments such as the Evaluation Report or the Sole Source Justification memo to the Contracts Administrator prior to the requisition being processed.
5. Once the Purchase Order is approved by those required by this procedure, the Contracts Administrator will forward the Purchase Order to the Controller for approval within the Oracle accounting system.

Purchase Order and Contract Changes

Purpose: To describe the process for initiating and executing a change to the Contract or PO.

Implementation:

1. Any change contemplated for an existing Contract or PO shall be formally requested by the advocate, and agreed by the advocate and the Vendor or Consultant in written form according to the terms of the contract.
2. As noted elsewhere in these procedures, the value of any Contract or PO is determined by its aggregate total value, including all increases. If any change results in the aggregate value exceeding the limit under which the Contract or PO was previously approved pursuant to these Procurement Procedures, then the latest change must be approved according to the limits determined by the new aggregate value. The approvals will be as set out in the Approval Matrix.
3. The change request will describe the scope of the change or any other contract requirements and will be delivered to the Vendor or Consultant, with a copy to the Controller, for response by a specific date.
4. Following receipt of a written reply from the Vendor or Consultant that affirms either the scope of the change or other contract requirements, as applicable, and is otherwise to the satisfaction of the Senior VP Finance & CFO, a Requisition will be raised to initiate a contract change.
5. The Contracts Administrator shall initiate the contract change by preparing the Requisition Form in the Oracle accounting system. **NB: No invoices will be approved for payment until all of these procedures have been executed, resulting in the approval of the Requisition Form.**

Invoice Approval

Purpose: To describe the process for approval of Vendor and Consultant invoices.

Implementation:

1. All invoices must:
 - include the Purchase Order number on the invoice; and
 - Be addressed and delivered to the CLCO Receptionist.

Any invoice delivered directly to any other CLCO staff member, including the Advocate for the supplier submitting the invoice, shall be re-directed to the Receptionist.
2. Invoices are to be date stamped immediately upon receipt and forwarded to Accounts Payables.
3. Invoices are reviewed for proper accounting, billing address, format, and invoice value.
4. The invoices are entered into the Oracle accounting system prior to being sent out for approval. Invoices relating to contracted services will be forwarded to the Contracts Administrator for review and compliance with the specific contract requirements prior to sending these out for approvals.
5. Any errors found in the invoice by the Controller or Contracts Administrator that will not allow for processing of payment are to be identified and the Vendor/Consultant notified. The Controller or Contracts Administrator shall also notify the Advocate and the Senior VP Finance & CFO, if appropriate, in his or her discretion. The Vendor/Consultant should be notified verbally and advised of the matter to allow for expedient correction and resubmission, if necessary.
6. The Invoice shall be approved according to the invoice approval authorization limits described in these procedures.
7. If the Invoice is not approved, the Controller and Advocate will be notified of the reason and will follow-up with the Vendor or Consultant. If the matter is of a technical nature, the Advocate or Task Manager will follow-up directly with the Vendor or Consultant for rectification and re-submission.

8. The following matrix indicates the approvals required for Invoices:

Invoice Amount	Approval Required
\$25,000 or less	Task Manager plus: Senior VP Finance & CFO, Controller, Senior VP Engineering, VP Environmental and Regulatory Affairs or CEO
Between \$25,000 and \$100,000	Task Manager plus: Senior VP finance & CFO, Senior VP Engineering, or CEO
Over \$100,000	Task Manager plus: Senior VP Finance & CFO Plus: CEO

Cheque Signing Limits

Purpose: To describe the signatures required on Cheques issued by CLCO.

Implementation:

1. All cheques require two signatures.
2. The following matrix indicates the signatures required on cheques issued by CLCO

Cheque Amount	Approval Required
\$10,000 or less	Any two of Controller, Senior VP Finance & CFO, Senior VP Engineering, VP Environmental and Regulatory Affairs, or CEO
Between \$10,000 and \$50,000	One of Controller or VP Environmental and Regulatory Affairs plus: One of Senior VP Finance & CFO, Senior VP Engineering, or CEO Or two of Senior VP Finance & CFO, Senior VP Engineer, or CEO.
Over \$50,000	Two of: Senior VP Finance & CFO, Senior VP Engineering, or CEO In absence of two of the above, One of the above plus: One of Controller or VP Environmental and Regulatory Affairs (subject to prior approval of the bank and written approval by a second officer of such an arrangement to be delivered to the Bank within 5 business days)