



**Regional Transit Authority
Of Southeast Michigan**

Procurement Policy

AMENDED JANUARY 2025

Revision Log

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Original	2016	Updated to reflect agency's first procurement and procedures manual
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Updated (version 3)	February 20, 2024	Updated to reflect federal procurement contract authority for purchases over \$250,000 following FTA federal recommendations and updated employee job titles.
Updated (version 4)	January 16, 2025	Updated to reflect new RTA brand design for internal policy documents, separated procurement policy from procedures, and clarified contract authority and Board approval thresholds.

TABLE OF CONTENTS

- Section 1: General Authority and Standards of Conduct.....4
 - 1. Background.....4
 - 1.1 APPLICABILITY AND GOVERNANCE4
 - 1.2 SEVERABILITY AND LEGAL COMPLIANCE4
 - 1.3 PROCUREMENT AUTHORITY.....4
 - 1.4 WRITTEN STANDARDS OF CONDUCT5
 - 1.5 PERSONAL CONFLICTS OF INTEREST5
 - 1.6 ORGANIZATIONAL CONFLICTS OF INTEREST5
 - 1.7 GIFTS.....6
- SECTION 2: CONTRACT AUTHORITY 7
 - 2.1 CONTRACT AUTHORITY 7
- SECTION 3: CONTRACTING STANDARDS.....8
 - 3.1 CONTRACT PROVISIONS8
 - 3.2 BREACH OF CONTRACT8
 - 3.3 TERMINATION8
 - 3.4 LOBBYING RESTRICTIONS.....8
 - 3.5 BUY AMERICA COMPLIANCE.....8
 - 3.6 TIME AND MATERIAL CONTRACTS8
 - 3.7 PERCENTAGE-OF-COST CONTRACTS9
 - 3.8 CONTRACT OVERSIGHT9
- SECTION 4: FULL AND OPEN COMPETITION 10
 - 4.1 FULL AND OPEN COMPETITION.....10
 - 4.2 ADEQUATE COMPETITION10
 - 4.3 GEOGRAPHIC PREFERENCES..... 11
 - 4.4 BONDING REQUIREMENTS..... 11
 - 4.5 DISADVANTAGED BUSINESS ENTERPRISE (DBE) POLICY 11
 - 4.6 RESPONSIBLE VENDORS 11
 - 4.7 PRE-QUALIFICATION..... 13
- SECTION 5: PROCUREMENT METHODS/PROCESS..... 14

5.1 DETERMINATION OF PROCUREMENT METHOD 14

5.2 ARTIFICIALLY DIVIDED PROCUREMENTS 14

5.3 AVOIDING UNNECESSARY OR DUPLICATE PURCHASE..... 14

5.4 INDEPENDENT COST ESTIMATE (ICE)..... 15

5.5 MICRO PURCHASES 15

5.6 SMALL PURCHASES 15

5.7 SEALED COMPETITIVE PROCUREMENTS 16

5.8 RFP EVALUATION COMMITTEE 16

5.9 COOPERATIVE PURCHASING AGREEMENTS..... 17

5.10 CHANGE ORDERS 17

5.11 NON-COMPETITIVE PROCUREMENTS..... 17

5.12 COST/PRICE ANALYSIS..... 17

5.13 PROCUREMENT RECORDKEEPING 18

SECTION 6: PROTEST AND DISPUTE RESOLUTION..... 19

 6.1 PROTESTS AND DISPUTE RESOLUTION 19

Section 1: General Authority and Standards of Conduct

1. BACKGROUND

This Procurement Policy (Policy), as amended January 2025, establishes the overarching policy and broad procurement framework for the Regional Transit Authority of Southeast Michigan (RTA) in support of the agency's mission to create new and better ways to move and connect people.

The purpose of the Policy is to provide clear direction for day-to-day procurement activities and contractual conduct, ensuring compliance with applicable laws, regulations, policies, and sound business practices.

1.1 APPLICABILITY AND GOVERNANCE

The Procurement Policy sets forth the standards for processing all contracts unless specifically designated otherwise. It ensures that goods (e.g., equipment, materials, supplies, etc.) and services are obtained using timely, efficient, and economical methods that adhere to the principles of good administrative practices and sound business judgment. This Policy may only be revised by official Board action.

If the RTA applies for and receives State of Michigan or Federal funds that require the RTA to comply with procurement or contracting requirements outside of the RTA Act or the RTA's Procurement Policy, the State or Federal requirements shall take precedence.

1.2 SEVERABILITY AND LEGAL COMPLIANCE

If any provision of the Procurement Policy is deemed invalid, the remaining provisions will remain in effect. In cases of conflict with state or federal laws, the laws will prevail.

1.3 PROCUREMENT AUTHORITY

The RTA Executive Director will designate a staff member to act as the Procurement Administrator, responsible for managing all procurement activities. Any procurement authority delegated to persons or departments will also vest in the Executive Director, the Chairman of the Board, and the Board.

1.4 WRITTEN STANDARDS OF CONDUCT

All RTA Board members and employees must adhere to the RTA Code of Conduct, Conflict of Interest Policy, and applicable procurement regulations, including federal, state, and local laws. Violations will result in disciplinary action as outlined in the RTA policies. RTA Board members and employees must avoid conflicts of interest in procurement-related activities. When a potential or actual conflict arises, it must be promptly reported to the appropriate supervisor or Board Member for review and resolution. Failure to disclose or address violations may lead to disciplinary action, contract termination, or vendor disqualification.

1.5 PERSONAL CONFLICTS OF INTEREST

RTA employees, officers, agents, and Board members must avoid real or perceived conflicts of interest in procurement activities. Conflicts arise when an individual has a financial interest in a firm seeking a contract.

1.6 ORGANIZATIONAL CONFLICTS OF INTEREST

An organizational conflict of interest arises when a Contractor's other activities, relationships, or contracts inhibit, affect, or prevent the Contractor from rendering impartial assistance or advice to RTA. Conflicts may also occur if:

- A Contractor's objectivity in performing contract work is impaired (e.g., a Contractor involved in a design project may have a financial interest in products or systems that could be used to implement the design); or
- A Contractor gains an unfair competitive advantage through prior involvement in the development of solicitation or contract documents, including scopes of work or specifications, except in the case of general industry reviews.

RTA will include an organizational conflict of interest clause in its contracts, requiring offerors to disclose any potential or actual conflicts. This enables RTA to evaluate the disclosure and take necessary actions to avoid or mitigate the conflict. Additionally, conflicts of interest can be minimized through thorough vetting of potential vendors, employees, and Contractors. This includes researching connections and relationships that might lead to conflicts.

RTA's conflict of interest policy requires employees to avoid any activity, practice, or act that conflicts with, or appears to conflict with, the interests of RTA, its customers, or vendors. Adherence to this policy significantly reduces the likelihood of conflicts arising.

If a conflict of interest occurs, RTA can implement measures to mitigate its effects, including:

- **Removal of the Employee:** The RTA employee involved in the conflict can be reassigned or removed from the position that caused the conflict.
- **Recusal and Abstention:** The employee facing the conflict may be required to recuse themselves from the procurement action or decision-making process related to the conflict.
- **Engagement of a Third Party:** If removal or recusal is not feasible, RTA may engage a neutral third party to manage or regulate the process. This could include overseeing interactions between RTA and the affected offeror, or even making procurement decisions impartially.

1.7 GIFTS

RTA employees, officers, agents, or Board members are strictly prohibited from soliciting or accepting gifts, gratuities, or favors from vendors or potential vendors.

For the purposes of this policy, a “gift” includes anything of value, such as cash, goods, services, meals, entertainment, or discounts, regardless of intent. Exceptions include items of nominal value (e.g., promotional items such as pens or calendars valued under \$25) that are broadly distributed by the vendor and not intended to influence decision-making.

SECTION 2: CONTRACT AUTHORITY

2.1 CONTRACT AUTHORITY

Authority and responsibility to enter contracts for RTA is vested in the Executive Director and the Chairman of the Board (or their designees). The following matrix specifies who may authorize and execute contracts:

Contract Type	Dollar Threshold	Contracting Authority	Board Action Required
Micro Purchases	Up to \$10,000	Procurement and Contracts Manager, with Executive Director Approval	No
Emergency or Public Exigency Contracts	Up to \$250,000	Executive Director	No
Sole Source, Small Purchase, or RFP Contracts	Up to \$250,000	Executive Director	No
Emergency or Public Exigency Contracts	Over \$250,000	Executive Director, with Chairman of the Board Pre-Approval	Yes
All types	Over \$250,000	Executive Director, with Board Approval	Yes
Donations	Any Amount	Executive Director, with Board Approval	Yes

All procurement types will be reported to the Board through an advisory notice at the first available Board meeting after award if/when the total award exceeds \$50,000.

Emergency or Public Exigency contracts over \$250,000 shall be pre-approved by the Chairman of the Board and executed by the Executive Director and will be reported to the Board for affirmation at the first available Board meeting after the award to ensure a prompt response by RTA to the emergency/exigency.

SECTION 3: CONTRACTING STANDARDS

3.1 CONTRACT PROVISIONS

All contracts will include:

- A well-defined scope of work or specifications.
- Clear terms, pricing, and payment details.
- Required clauses based on federal, state, and local laws.

3.2 BREACH OF CONTRACT

Contracts over the small purchase threshold (\$10,000) must include provisions for legal or administrative remedies if contractors violate terms.

3.3 TERMINATION

Contracts must include termination clauses, specifying how termination will occur and how settlements will be handled.

3.4 LOBBYING RESTRICTIONS

For contracts of \$100,000 or more, contractors must certify they have not and will not use federal funds for lobbying activities, as required by federal regulations.

3.5 BUY AMERICA COMPLIANCE

Applies to purchases of steel, iron, and manufactured products over \$150,000, including labor and subcontracting. Both parties must certify compliance with Buy America provisions in applicable contracts.

3.6 TIME AND MATERIAL CONTRACTS

Time and Material contracts may only be used when a clear scope of work cannot be defined due to unknown factors. Such contracts require written justification explaining why no other contract type is suitable. Time and materials contracts must include a ceiling price that contractors cannot exceed without risk. Efforts should be made to define scope and transition to a more structured contract type.

3.7 PERCENTAGE-OF-COST CONTRACTS

Cost-plus-percentage-of-cost and percentage-of-construction-cost contracting methods are prohibited.

3.8 CONTRACT OVERSIGHT

The Procurement Administrator will implement a contract administration system to ensure vendors meet the terms, conditions, and specifications of their contracts. Oversight responsibilities include resolving disputes, monitoring the timely delivery of goods or services, and investigating causes of cost overruns, scope changes, or delays. All activities must be thoroughly documented to confirm vendor compliance.

SECTION 4: FULL AND OPEN COMPETITION

4.1 FULL AND OPEN COMPETITION

Procurement transactions exceeding \$5,000 must be conducted to maximize full and open competition unless utilizing State or Federal funds, in which case the Federal small purchase threshold of \$10,000 shall take precedence. Awards will only be made to responsive offers from responsible vendors. Responsive offers comply with all solicitation requirements, while responsible vendors have the capacity and integrity to fulfill the contract. RTA will avoid restrictive practices to ensure fair competition. Examples of restrictive practices include:

- Imposing unreasonable qualifications.
- Requiring unnecessary experience or excessive bonding.
- Allowing noncompetitive pricing practices.
- Awarding noncompetitive contracts to retained consultants.
- Specifying brand-name products without allowing alternatives.
- Arbitrary actions during the procurement process.

4.2 ADEQUATE COMPETITION

RTA adheres to the Federal Transit Administration (FTA) definition of adequate competition as a situation in which two or more responsible bidders or offerors, competing independently, submit responsive bids or proposals that meet the solicitation requirements. This standard ensures that RTA fosters fair and open competition, a fundamental principle of public procurement. If only one bid or proposal is received, RTA will evaluate whether the lack of competition is justified under specific circumstances, including but not limited to:

- A well-documented effort to solicit multiple vendors, demonstrating that reasonable outreach was conducted.
- A lack of available competition in the market, supported by evidence such as market research or vendor feedback.

RTA recognizes that adequate competition must be free from collusion or restrictive practices and will take appropriate steps to ensure the integrity of the procurement process. When competition is deemed inadequate, RTA will review the solicitation and

procurement strategy to identify potential improvements or corrective actions, as necessary, to encourage greater competition in future procurements.

4.3 GEOGRAPHIC PREFERENCES

Geographic preferences will not be used in solicitations unless explicitly permitted by law. For state or locally funded procurements with no federal funds, geographic location may be a selection factor if it ensures adequate competition.

4.4 BONDING REQUIREMENTS

For construction contracts, RTA follows bonding policies that meet federal and state requirements to protect RTA and FTA interests. Bonding is discouraged for non-construction contracts unless required by law or deemed necessary for risk management.

4.5 DISADVANTAGED BUSINESS ENTERPRISE (DBE) POLICY

RTA encourages DBE participation in its procurement process to create fair competition and prevent discrimination. Key steps include:

- Pre-bid conferences for contracts over \$100,000 to connect DBEs with prime contractors.
- Inviting certified DBEs to participate in procurement opportunities.
- Presenting upcoming projects at MDOT's DBE conferences and attending regular DBE program meetings.
- For more information, visit www.rtamichigan.org.

4.6 RESPONSIBLE VENDORS

RTA will contract only with vendors or contractors who demonstrate the ability, willingness, and integrity to fulfill contract obligations. Vendors are defined as individuals or entities conducting business with RTA directly or through a subcontract. The Procurement Administrator will evaluate a contractor's responsibility based on the following criteria:

- Satisfactory record of integrity and business ethics.
- Is neither debarred or suspended from federal programs under DOT regulations.

- Compliance with Affirmative Action and DBE requirements.
- Adherence to federal public policies.
- Adequate organization, experience, controls, and skills.
- Compliance with applicable laws.
- Sufficient financial resources to perform the contract.
- Necessary technical equipment, facilities, and construction capabilities.
- Ability to meet delivery or performance schedules.
- Satisfactory current and past performance record.

The Procurement Administrator will also determine whether a bid or offer price appears unreasonable or unrealistic, which may result in a determination of non-responsibility.

RTA will not award a contract if:

- The Contractor is debarred, suspended, or ineligible per RTA or federal regulations.
- The Contractor is excluded from federal programs.

To ensure compliance, the Procurement Administrator will verify using the SAM database for contracts over \$10,000 that the Contractor and its principals, affiliates, and subcontractors are not debarred or suspended.

If requested, Contractors must provide evidence of their ability to secure resources, such as commitments to acquire facilities, equipment, or personnel.

Contractors with a history of poor performance may be deemed non-responsible unless prior deficiencies were outside their control or corrective actions have been taken. The performance and integrity of affiliated entities may also affect responsibility determinations.

For subcontractors, the Procurement Administrator may:

- Require the prime Contractor to provide evidence of subcontractor responsibility.
- Independently assess subcontractor responsibility if it impacts the prime Contractor's eligibility.

If a Contractor fails to provide requested information within the allotted time, the Procurement Administrator will base the determination on available information or declare the Contractor non-responsible.

All responsibility determinations will be documented and placed in the contract file. Any doubts about a contractor's ability to perform must be reported in writing. If RTA discovers an excluded party is involved in a contract post-award, the Procurement Administrator will notify FTA in writing and consider contract termination if necessary.

4.7 PRE-QUALIFICATION

RTA may pre-qualify vendors or products to ensure they meet certain standards for complex or specialized procurements. Pre-qualification must allow sufficient competition by maintaining a current list of qualified vendors or products and shall not exclude potential bidders from qualifying during the solicitation period. The Procurement Administrator determines whether pre-qualification is appropriate and sets the applicable standards.

SECTION 5: PROCUREMENT METHODS/PROCESS

5.1 DETERMINATION OF PROCUREMENT METHOD

This section outlines the various procurement methods used by the RTA and the associated requirements to maintain a consistent, reliable, and transparent procurement process.

The Procurement Administrator is responsible for conducting procurements in compliance with local, state, and federal requirements, as well as RTA's policies and procedures. The Procurement Administrator must also follow best practices in purchasing and contracting, adhering to the highest standards of ethics.

The Procurement Administrator determines the methods of small purchases, competitive procurements, or whether a non-competitive procurement is justified. If competitive bids are necessary, the Procurement Administrator will select the appropriate method and solicit quotes, bids, or proposals depending on the value and nature of the procurement to ensure open and fair competition.

5.2 ARTIFICIALLY DIVIDED PROCUREMENTS

Procurements shall not be artificially divided to circumvent the purchasing procedures in this policy. An aggregate of regular, recurring procurements shall be determined on an annual basis.

5.3 AVOIDING UNNECESSARY OR DUPLICATE PURCHASE

The Procurement Administrator will ensure that unnecessary or duplicative goods and services are not procured. Procurement strategies will consider consolidation or division of procurements to achieve cost efficiency. When applicable, lease-versus-purchase or similar analyses will be conducted to identify the most economical approach.

5.4 INDEPENDENT COST ESTIMATE (ICE)

An ICE is required for all procurements exceeding \$250,000, all change orders, and is recommended for all procurements over \$10,000. The ICE must:

- Be prepared by internal staff responsible for the procurement request or a contracted estimator in the case of complex procurements, without input from potential bidders.
- Include supporting documentation for reference during the procurement method selection and evaluation phases of the procurement process.
- Be updated if solicitation addenda significantly affect the anticipated price.

The Procurement Administrator is responsible for reviewing the ICE and ensuring it is complete, accurate, and confidential.

5.5 MICRO PURCHASES

Micro purchases refer to procurements under \$5,000 (or \$10,000 if utilizing State or Federal funds). These purchases are:

- Exempt from competition and ICE requirements but must demonstrate that the price is fair and reasonable, with a brief explanation of how this determination was made.
- Subject to the Davis-Bacon Act for construction contracts over \$2,000.
- Expected to ensure equitable distribution among qualified suppliers.

5.6 SMALL PURCHASES

Small purchase procedures apply to purchases equal to or greater than \$5,000 (or \$10,000 if utilizing State or Federal funds) but less than \$250,000. These procedures simplify the procurement process while maintaining transparency and competition. An ICE is recommended regardless of funding source. Small purchase solicitation methods include:

- Request for Quotes (RFQ), which shall be used when:
 - Specifications are clear and precise, and an award can be made to the lowest responsive and responsible quote without vendor discussion.
- Simplified Request for Proposals (S-RFP), which shall be used when:
 - A small purchase does not lend itself to the RFQ method.
 - Factors such as technical qualifications or experience must be considered in addition to price or if discussion with vendors is expected.

S-RFPs must clearly state evaluation criteria and proposals shall be evaluated by an RFP Evaluation Committee.

- All small purchases must include appropriate documentation, including:
 - A clear scope of work or description of the goods/services.
 - The basis for selecting the awarded vendor.
 - A record of all quotations/proposals obtained.

5.7 SEALED COMPETITIVE PROCUREMENTS

RTA uses sealed competitive procurement procedures for all transactions over \$250,000 unless specifically justified otherwise. All sealed competitive procurements shall be executed through one of the following methods as determined by the Procurement Administrator:

- Invitation for Bids (IFB) shall be used when:
 - Specifications or purchase descriptions are clear and precise.
 - Award will be based solely on price and price-related factors.
 - Discussions with bidders are unnecessary.
- Requests for Proposals (RFP) shall be used when:
 - Procurements do not lend themselves to sealed bidding.
 - RFPs must:
 - Include a detailed scope of work and technical requirements.
 - Clearly state the evaluation factors.
 - Be evaluated by an RFP Evaluation Committee.
 - Have all non-cost information included in an RFP response separated from the cost information

5.8 RFP EVALUATION COMMITTEE

The Procurement Administrator shall obtain approval from the Executive Director of all RFP Evaluation Committees. Evaluation Committees may comprise the Executive Director, RTA Staff members, and other individuals with relevant experience/expertise on the procurement subject.

External reviewers may be used on RFP Evaluation Committees when procurements involve complex scope of work elements and internal gaps in experience/expertise are identified.

The Procurement Administrator must ensure that no member(s) on an RFP Evaluation Committee has any appearance or actual conflict of interest. Any member with a

conflict of interest shall be removed from the Committee. All external reviewers will be required to sign the Conflict-of-Interest Policy to ensure no conflict of interest exists.

5.9 COOPERATIVE PURCHASING AGREEMENTS

The RTA may participate in and make purchases through cooperative purchasing agreements with the federal government, State of Michigan, or other public entities using competitive procurement methods.

5.10 CHANGE ORDERS

Change orders are written directives to modify a contract within its original scope. Board approval is required for changes exceeding \$50,000. If a change exceeds the scope of the original contract, it is considered a cardinal change and must follow sole source procurement procedures.

5.11 NON-COMPETITIVE PROCUREMENTS

Competition is not required in the following cases:

- **Emergency Situations:** When an immediate purchase is needed to protect public health, safety, or welfare due to an emergency.
- **Urgent Repairs:** For unexpected repairs or construction needed to protect life or property.
- **Declared Emergencies:** Purchases made in response to an official state of emergency or disaster.
- **Sole Source:** A sole source procurement occurs when goods or services are available from only one source, when proprietary services (such as software licenses) are being procured, when capital maintenance items are procured from the original equipment manufacturer or supplier, or when competition is deemed inadequate after solicitation. A cost or price analysis is required to ensure price reasonableness for all sole source purchases.

5.12 COST/PRICE ANALYSIS

A cost analysis must be performed for (1) procurements that require that offerors submit detailed elements of direct and indirect costs; (2) procurements where adequate price competition is lacking; and/or (3) sole-source procurements, unless price reasonableness can be established based on market prices. Price analysis (i.e.,

using catalog or market prices) may be performed for all other procurements. Profit must be negotiated separately in cases where cost analysis is required.

5.13 PROCUREMENT RECORDKEEPING

The Procurement Administrator will maintain detailed procurement records appropriate to the size, complexity, and cost of each contract. Records must include:

- The rationale for the procurement method.
- Justification for the contract type.
- Documentation of vendor selection or rejection.
- The basis for the contract price.

SECTION 6: PROTEST AND DISPUTE RESOLUTION

6.1 PROTESTS AND DISPUTE RESOLUTION

The Procurement Administrator and Executive Director are responsible for resolving all contractual issues, including disputes, protests, and claims.

RTA provides a process for interested parties to file and resolve bid protests without unnecessary procurement delays. An “Interested Party” includes any bidder, proposer, or potential bidder whose direct economic interests are impacted. Protests apply to both Invitations for Bids (IFBs) and Requests for Proposals (RFPs).

6.1.1 Filing Requirements

Protests must be submitted by an interested party in writing to the Procurement Administrator and include:

- Name, address, and relationship to the procurement.
- Contact details (name, title, address, phone, email).
- Solicitation or contract number.
- Grounds for the protest, citing relevant solicitation provisions, laws, or regulations.
- Statement of the relief requested.
- Supporting documents.
- A notarized affirmation of the protest’s accuracy.

6.1.2 Deadlines

- Solicitation Protests: Filed at least 10 business days before the bid opening.
- Bid Evaluation Protests: Filed within 10 business days after bid opening unless new issues arise before contract execution.
- Award Protests: Filed within 10 business days of the award date.

6.1.3 Protest Types and Procedures

- Protests Regarding Solicitations
 - Challenges may include restrictive specifications, award criteria, or solicitation process violations.
 - Bid openings will be postponed pending resolution unless allowed to proceed for any reason specified below.
- Protests Regarding Bid Evaluations

- Applies to disputes about bid responsiveness, bidder responsibility, or violations of laws or regulations.
- Only vendors who submitted valid proposals may protest.
- RTA may suspend bid evaluations pending resolution unless authorized to proceed for any reason specified below.
- Protests After Award
 - Considered only if the awarded bidder fraudulently represented responsibility or if RTA violated regulations or its policies.
 - RTA may issue a stop-work order until the protest is resolved unless authorized to proceed for any reason specified below.
- All Protests
 - The RTA's Procurement Administrator will notify the protestor upon timely receipt of a Protest. The Administrator may, where appropriate, request additional information from the protestor to aid in the review. RTA reserves the right to meet with the protestor to review the matters raised in the Protest, if deemed necessary.
 - All Bidders or proposers who have a reasonable prospect of receiving an award will be notified of the Protest and its basis.
 - If a timely Protest is received before Bid opening and the matter is unresolved, RTA will extend the Bid receipt deadline as needed to resolve the Protest and implement any required remedial actions unless one of the exceptions listed below applies.
 - When a Protest is filed after the selection but before the award, the award will be withheld pending resolution. All eligible Bidders will be informed of the Protest. If necessary, those Bidders may be asked to extend their Bid acceptance period to allow time for Protest resolution.
 - Upon receipt of a bona fide Protest, RTA may suspend the procurement process. However, RTA reserves the right to proceed with procurement or contract if:
 - The item or service is urgently required.
 - The Protest is determined to be vexatious or frivolous.
 - Delays caused by suspension would result in undue harm, including performance delays.
 - Within ten working days of receiving a Protest, the Procurement Administrator will issue a written decision addressing the substantive issues raised. This period may be extended if additional time is necessary. The decision will be final unless the protestor files a timely written appeal to the RTA's Executive Director.

- A written appeal must be submitted to the Executive Director within five working days of the Procurement Administrator's decision. The appeal must include:
 - The factual basis for the appeal, including any new or previously unavailable information.
 - Specific allegations of RTA's failure to follow its Procurement Policy or Protest procedures.
 - Allegations of Federal or State law or regulation violations, if applicable.
 - Any additional relevant information.
- The Executive Director will issue a written decision within ten working days, extendable if necessary. The decision will be final unless the protestor appeals to the FTA.
- For the purposes of this section, "working days" refer to days that RTA's Administrative Office is open for business.
- If the RTA denies an appeal, the protestor will be informed in writing of the right to appeal the decision to the FTA. Upon denial, RTA will lift any procurement suspension and proceed with the process.
- Remedy
 - If a Protest is upheld, in whole or in part, RTA will take corrective action to address the specific issues raised. This may include:
 - Re-solicitation of Bids.
 - Revised evaluation or determinations.
 - Termination of the contract.
- Protests to FTA
 - The FTA will review Protests only on the following grounds:
 - RTA failed to have or follow its protest procedures.
 - RTA failed to review a complaint or Protest.
 - Federal law or regulation violations occurred.
 - For projects using FTA funds, RTA will notify FTA of all Protests. Copies of protest-related correspondence and decisions will be shared with FTA. The Procurement Administrator will also inform FTA of Protest denials.
 - A protestor must exhaust all administrative remedies with RTA before appealing to the FTA.
 - An appeal to FTA must be filed within five working days of the date the protestor became aware, or should have been aware, of the RTA Executive Director's decision. "Working days" for this purpose refer to days when FTA Region Five or Headquarters offices are