

Government Information (Public Access) Act 2009

Explanatory Table

M7-M12 Integration Project – Independent Certifier Deed

Capitalised terms in this table have the meanings given to them in the "*M7-M12 Integration Project Deed*" dated 21 February 2023 between Transport for NSW (**TfNSW**) (ABN 18 804 239 602), Westlink Motorway Limited (ABN 63 096 512 300) in its own capacity and as a nominee and agent for the Westlink Motorway Partnership (ABN 63 096 512 300) and WSO Co Pty Limited (ABN 73 102 757 924) (together the **Companies**), unless the context indicates otherwise.

In preparing this explanatory table, TfNSW has:

- (a) identified the reason(s) under the *Government Information (Public Access) Act 2009* (NSW) (**GIPA Act**) for each redaction in particular where disclosure of the redacted information would:
 - (i) place the contractor at a substantial commercial disadvantage in relation to other contractors or potential contractors;
 - (ii) reveal the contractor's cost structures or profit margins;
 - (iii) reveal commercial-in-confidence provisions of a government contract, diminish the competitive commercial value of information to a person and prejudice a person's legitimate business, commercial and financial interests;
 - (iv) reveal the contractor's financing arrangements; or
 - (v) prejudice the effective exercise by TfNSW of TfNSW's functions,or where TfNSW has otherwise determined that there is an overriding public interest against disclosure of the redacted information; and
- (b) weighed each redaction against the following key public interest considerations for disclosure:
 - (i) promoting open discussion of public affairs, enhancing government accountability or contributing to positive and informed debate on issues of public importance;
 - (ii) creating public awareness and understanding on issues of public importance;

- (iii) enhancing government transparency and accountability;
- (iv) informing the public about the operations of the agency;
- (v) ensuring effective oversight of the expenditure of public funds and the best use of public resources; and
- (vi) ensuring fair commercial competition within the economy.

This information will be reviewed for disclosure as events and circumstances change.

Item	Clause (and general description)	Information redacted	Reason(s) for redaction under GIPA Act
M7-M12 Independent Certifier Deed - Operative Terms			
1.	Details	The information redacted is the names of individuals and email addresses with the names of an individuals.	<p><i>Section 32(1)(d), item 3(a) of the table in section 14</i></p> <p>The disclosure of this information would reveal an individual's personal information.</p> <p>There is an overriding public interest against disclosure.</p>
2.	Clause 2.3 – "Payment" subclauses (c), (d), and (e)	The information redacted is part of the clause.	<p><i>Section 32(1)(a) and definition (b) and (e) of "commercial-in-confidence provisions" (clause 1, Schedule 4) and section 32(1)(d).</i></p> <p>The disclosure of this information (or the combination of this information with other information that is not included) would place the contractor at a substantial commercial disadvantage in relation to other contractors or potential contractors and provide visibility of the contractor's cost structure and profit margins.</p> <p><i>Item 4 (b), (c) and (d) of the Table to section 14.</i></p> <p>The disclosure of this information could also reveal commercial-in-confidence provisions of a government contract, diminish the competitive commercial value of information to a person and prejudice a person's legitimate business and commercial interests.</p> <p>There is an overriding public interest against disclosure.</p>

Item	Clause (and general description)	Information redacted	Reason(s) for redaction under GIPA Act
3.	Clause 3A.3 – "Payment of costs" subclauses (a) and (c)	The information redacted is part of the clause.	<p><i>Section 32(1)(a) and definition (b) and (e) of "commercial-in-confidence provisions" (clause 1, Schedule 4) and section 32(1)(d).</i></p> <p>The disclosure of this information (or the combination of this information with other information that is not included) would place the contractor at a substantial commercial disadvantage in relation to other contractors or potential contractors and provide visibility of the contractor's cost structure and profit margins.</p> <p><i>Item 4 (b), (c) and (d) of the Table to section 14.</i></p> <p>The disclosure of this information could also reveal commercial-in-confidence provisions of a government contract, diminish the competitive commercial value of information to a person and prejudice a person's legitimate business and commercial interests.</p> <p>There is an overriding public interest against disclosure.</p>
4.	Clause 8.1 - "Limitation of Liability"	The information redacted is an entire clause.	<p><i>Section 32(1)(a) and definition (b) and (e) of "commercial-in-confidence provisions" (clause 1, Schedule 4) and section 32(1)(d).</i></p> <p>The disclosure of this information (or the combination of this information with other information that is not included) would place the contractor at a substantial commercial disadvantage in relation to other contractors or potential contractors and provide visibility of the contractor's cost structure or profit margins.</p> <p><i>Item 1(f) of the Table to section 14.</i></p> <p>The disclosure of this information could prejudice the effective exercise by an agency of the agency's functions.</p> <p><i>Item 4 (b), (c) and (d) of the Table to section 14.</i></p> <p>The disclosure of this information could reveal commercial-in-confidence provisions of a government contract, diminish the competitive commercial value of information to a person and prejudice a person's legitimate business and commercial interests.</p> <p>There is an overriding public interest against disclosure.</p>

Item	Clause (and general description)	Information redacted	Reason(s) for redaction under GIPA Act
5.	Clause 8.2 - "Exclusions"	The information redacted is part of the clause.	<p><i>Section 32(1)(a) and definition (b) and (e) of "commercial-in-confidence provisions" (clause 1, Schedule 4) and section 32(1)(d).</i></p> <p>The disclosure of this information (or the combination of this information with other information that is not included) would place the contractor at a substantial commercial disadvantage in relation to other contractors or potential contractors and provide visibility of the contractor's cost structure or profit margins.</p> <p><i>Item 4 (b), (c) and (d) of the Table to section 14.</i></p> <p>The disclosure of this information could reasonably be expected to prejudice a person's legitimate business and commercial interests.</p> <p>There is an overriding public interest against disclosure.</p>
6.	Clause 8.3 - "Insurances" subclauses (a)(i)-(ii), (c)(ii)-(iii),	The information redacted is dollar figures.	<p><i>Section 32(1)(a) and definition (b) and (e) of "commercial-in-confidence provisions" (clause 1, Schedule 4) and section 32(1)(d).</i></p> <p>The disclosure of this information (or the combination of this information with other information that is not included) would place the contractor at a substantial commercial disadvantage in relation to other contractors or potential contractors and provide visibility of the contractor's cost structure or profit margins.</p> <p><i>Item 4 (b), (c) and (d) of the Table to section 14.</i></p> <p>The disclosure of this information could reasonably be expected to prejudice a person's legitimate business and commercial interests.</p> <p>There is an overriding public interest against disclosure.</p>
7.	Clause 12.4 - "Address for notices"	The information redacted is email addresses with the names of individuals.	<p><i>Section 32(1)(d), item 3(a) of the table in section 14</i></p> <p>The disclosure of this information would reveal an individual's personal information.</p> <p>There is an overriding public interest against disclosure.</p>
8.	Clause 12.5 - "Communications by email"	The information redacted is an email address with the name of an individual.	<p><i>Section 32(1)(d), item 3(a) of the table in section 14</i></p> <p>The disclosure of this information would reveal an individual's personal information.</p>

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			There is an overriding public interest against disclosure.
M7-M12 Independent Certifier Deed - Schedules			
9.	Schedule 2 - "The Fee", clause 3(a)	The redacted information is a dollar figure.	<p><i>Section 32(1)(a) and definition (b) and (e) of "commercial-in-confidence provisions" (clause 1, Schedule 4) and section 32(1)(d).</i></p> <p>The disclosure of this information (or the combination of this information with other information that is not included) would place the contractor at a substantial commercial disadvantage in relation to other contractors or potential contractors and provide visibility of the contractor's cost structure or profit margins.</p> <p><i>Item 4 (b), (c) and (d) of the Table to section 14.</i></p> <p>The disclosure of this information could reveal commercial-in-confidence provisions of a government contract, diminish the competitive commercial value of information to a person and prejudice a person's legitimate business and commercial interests.</p> <p>There is an overriding public interest against disclosure.</p>
10.	Schedule 2 - "Schedule of Rates", clause 4, columns 2 and 3 of the table and the paragraph immediately following the table	The information redacted is names of individuals, dollar figures and part of the clause.	<p><i>Section 32(1)(a) and definition (b) and (e) of "commercial-in-confidence provisions" (clause 1, Schedule 4) and section 32(1)(d).</i></p> <p>The disclosure of this information (or the combination of this information with other information that is not included) would place the contractor at a substantial commercial disadvantage in relation to other contractors or potential contractors and provide visibility of the contractor's cost structure or profit margins.</p> <p><i>Section 32(1)(d), item 3(a) of the table in section 14</i></p> <p>The disclosure of this information would reveal an individual's personal information.</p> <p>There is an overriding public interest against disclosure.</p>
11.	Schedule 2 - "Monthly payment schedule for	The redacted information is a dollar figures.	<p><i>Section 32(1)(a) and definition (b) and (e) of "commercial-in-confidence provisions" (clause 1, Schedule 4) and section 32(1)(d).</i></p>

Item	Clause (and general description)	Information redacted	Reason(s) for redaction under GIPA Act
	lump sums", clause 5, column 2 of the table		<p>The disclosure of this information would place the contractor at a substantial commercial disadvantage in relation to other contractors or potential contractors and provide visibility of the contractor's cost structure and profit margins.</p> <p><i>Item 4 (b), (c) and (d) of the Table to section 14.</i></p> <p>The disclosure of this information could also reveal commercial-in-confidence provisions of a government contract, diminish the competitive commercial value of information to a person and prejudice a person's legitimate business and commercial interests</p> <p>There is an overriding public interest against disclosure.</p>
12.	Schedule 2 - "Pre Agreed Changes", clause 6, column 2 of the table	The redacted information is a dollar figures.	<p><i>Section 32(1)(a) and definition (b) and (e) of "commercial-in-confidence provisions" (clause 1, Schedule 4) and section 32(1)(d).</i></p> <p>The disclosure of this information would place the State Works Contractor at a substantial commercial disadvantage in relation to other contractors or potential contractors and provide visibility of the contractor's cost structure and profit margins.</p> <p><i>Item 4 (b), (c) and (d) of the Table to section 14.</i></p> <p>The disclosure of this information could also reveal commercial-in-confidence provisions of a government contract, diminish the competitive commercial value of information to a person and prejudice a person's legitimate business and commercial interests</p> <p>There is an overriding public interest against disclosure.</p>
13.	Schedule 3 - "Design Phase Services", clause 1.1, column 2 of the table	The information redacted is the names of individuals [and their minimum commitment days].	<p><i>Section 32(1)(d), item 3(a) of the table in section 14</i></p> <p>The disclosure of this information would reveal an individual's personal information.</p> <p>There is an overriding public interest against disclosure.</p>
14.	Schedule 3 - "Construction Phase	The information redacted is the names of individuals [and their minimum commitment days].	<p><i>Section 32(1)(d), item 3(a) of the table in section 14</i></p> <p>The disclosure of this information would reveal an individual's personal information.</p>

Item	Clause (and general description)	Information redacted	Reason(s) for redaction under GIPA Act
	Services", clause 1.2, column 2 of the table		There is an overriding public interest against disclosure.
15.	Schedule 3 - "Completion Phase Services", clause 1.3, column 2 of the table	The information redacted is the names of individuals [and their minimum commitment days].	<p><i>Section 32(1)(d), item 3(a) of the table in section 14</i></p> <p>The disclosure of this information would reveal an individual's personal information.</p> <p>There is an overriding public interest against disclosure.</p>
16.	Schedule 4 - "Requirements of Certification and Monitoring Plan", Attachment A	The information redacted is part of a schedule.	<p><i>Section 32(1)(a) and definition (b), (d) and (e) of "commercial-in-confidence provisions" (clause 1, Schedule 4) and section 32(1)(d).</i></p> <p>The disclosure of this information (or the combination of this information with other information that is not included) would reveal the contractor's intellectual property and place the contractor at a substantial commercial disadvantage in relation to other contractors or potential contractors and provide visibility of the contractor's cost structure or profit margins.</p> <p><i>Item 4 (b), (c) and (d) of the Table to section 14.</i></p> <p>The disclosure of this information could reveal commercial-in-confidence provisions of a government contract, diminish the competitive commercial value of information to a person and prejudice a person's legitimate business and commercial interests.</p> <p>There is an overriding public interest against disclosure.</p>
17.	Schedule 9 - "Independent Certifier Deed Poll", Details	The information redacted is the names of individuals.	<p><i>Section 32(1)(d), item 3(a) of the table in section 14</i></p> <p>The disclosure of this information would reveal an individual's personal information.</p> <p>There is an overriding public interest against disclosure.</p>
18.	Schedule 9 - "Independent Certifier Deed Poll", clause 7	The information redacted is a clause.	<p><i>Section 32(1)(a) and definition (b) and (e) of "commercial-in-confidence provisions" (clause 1, Schedule 4) and section 32(1)(d).</i></p> <p>The disclosure of this information (or the combination of this information with other information that is not included) would place the contractor at a substantial commercial disadvantage in relation to other contractors or</p>

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			<p>potential contractors and provide visibility of the contractor's cost structure or profit margins.</p> <p><i>Item 1(f) of the Table to section 14.</i></p> <p>The disclosure of this information could prejudice the effective exercise by an agency of the agency's functions.</p> <p><i>Item 4 (b), (c) and (d) of the Table to section 14.</i></p> <p>The disclosure of this information could reveal commercial-in-confidence provisions of a government contract, diminish the competitive commercial value of information to a person and prejudice a person's legitimate business and commercial interests.</p> <p>There is an overriding public interest against disclosure.</p>
19.	Execution page	The information redacted is the execution blocks, which include names and details of signatories and witnesses.	<p><i>Section 32(1)(d), item 3(a) of the table in section 14</i></p> <p>The disclosure of this information would reveal an individual's personal information.</p> <p>There is an overriding public interest against disclosure.</p>