

BUS PROCUREMENT WEBSITE PORTAL CONFIDENTIALITY AGREEMENT

AGREEMENT DATED[insert date effective from]

By

..... [print name of individual] **(Confidant)**

of

.....

..... [print name and address of bus contract and No]

(Contract)

RECITALS:

- A. Transport for NSW has entered into a Deed of Standing Offer for Bus Procurement with appointed Bus Manufacturers to supply and deliver new buses to bus operators under their service delivery obligations of the Sydney Metropolitan Bus Service Contract Contracts (SMBSC), Outer Sydney Metropolitan Bus Service Contract (OSMBSC) and Rural and Regional Bus Service Contracts (R & R).
- B. The Confidant is a representative of the Bus Contract listed above which was issued by Transport for NSW and the Confidant may obtain, be provided with access to Bus Procurement Confidential Information contained in the Bus Procurement Website Bus Ordering Portal to support meeting their obligations to deliver bus services under their Bus Service Contract.
- C. The Confidant acknowledges that it is necessary to take all reasonable steps (including giving this agreement to company associates for execution) to ensure that the Confidential Information is kept secure and confidential and that the Confidant uses that Confidential Information for the permitted purpose of procuring new buses under the TfNSW Bus Service contracts. Improper use, circulation or disclosure of that Confidential Information obtained would be detrimental to TfNSW, all bus manufacturers and if disclosed would warrant consideration by TfNSW of the termination of service contracts.
- D. The Confidant further undertakes to conduct him or herself in accordance with principles of this confidentiality agreement and in relation to Confidentiality, Privacy, and Information Access clauses of the SMBSC, SOMBSC and R & R
- E. The provisions of the Sydney Metropolitan Bus Service Contracts (SMBSC), Outer Sydney Metropolitan Bus Service Contracts (OSMBSC), and Rural and Regional Bus Service Contracts (R&R) in regards to Confidential Information apply to the information contained in the bus procurement portal.

AGREED COVENANTS:

1 RECITALS

The Confidant acknowledges the truth and accuracy of the Recitals in every particular.

2 INTERPRETATION

Definitions

In the interpretation of this agreement, unless the contrary intention appears or the context otherwise requires or admits, the following expressions have the following meanings:

“**Bus Operator**” means a bus operator participating in the Sydney Metropolitan Bus Service Contract Contracts (SMBSC), Outer Sydney Metropolitan Bus Service Contract (OSMBSC) and Rural and Regional Bus Service Contracts (R & R).

“**Confidential Information**” means information contained in the Bus Panel website portal that:

- (a) is by its nature confidential (whether oral, written or pictorial);
- (b) is designated by TfNSW and Bus Manufacturers holding a Deed of Standing Offer to supply buses under the TfNSW Bus Procurement Panel (Bus Panel) and is contained in the Bus Panel website portal;
- (c) includes but is not limited to the bus body, chassis and option pricing published in the Bus Panel website, technical or commercial;
- (d) the Confidant knows or ought to know is confidential for the Bus Panel, and includes all information disclosed by TfNSW for the purposes of or in connection with the procurement of new buses from the Bus Panel.

“**Confidant**” means any individual that requires approval to access information and place new bus orders from the Bus Procurement website portal. Each confidant must have completed a Confidentiality Agreement

“**Deed of Standing Offer**” means an existing Standing Offer for the provision of service to supply new buses for bus operators under SMBSC, OSMBSC and R & R.

“**Permitted Purpose**” means a purpose of:

- (e) engaging in the procurement of new buses from the Bus Panel; or
- (f) any other purpose specified by TfNSW in writing.

- (A) “**TfNSW**” means Transport for NSW, a corporation constituted under the *Transport Administration Act 1988* (NSW).

3 NON-DISCLOSURE

The Confidant must, in respect of the Confidential Information:

- (a) maintain the confidential nature of the Confidential Information;
- (b) not, without TfNSW's prior written consent, disclose the Confidential Information to any person, except as expressly permitted by this agreement;
- (c) not, without TfNSW's prior written consent, copy or reproduce any Confidential Information for any purpose other than the Permitted Purpose.

4 RESTRICTION ON USE

The Confidant must:

- (a) only use the Confidential Information for the Permitted Purpose and;
- (b) not disclose or share login access rights or passwords to with individual/s not approved for access with TfNSW and completed a Confidentiality Agreement, approved by TfNSW.

5 POWERS OF TfNSW

Enforcement of agreement

The Confidant agrees that the obligations in this agreement are for the benefit of TfNSW and the State and that TfNSW or the State, or both TfNSW and the State.

6 VARIATIONS AND AMENDMENTS

No term or provision of this Confidentiality Agreement may be amended or varied, without the prior written consent of TfNSW.

Executed as a Deed of Agreement

SIGNED SEALED AND DELIVERED)
 by)
 [print name of Confidant])
 in the presence of) [signature of Confidant]
 [insert name of Witness])
)
)
 [signature of Witness]
 [insert name Bus Contract Number/s and Name under that Contract/s]

ACCESS TO BUS PORTAL REQUEST

Firstly, the authorisation for access requires execution in full of the Confidentiality Agreement for the listed names below. The Bus Procurement Portal is deployed as an Internet application from the Transport for NSW Services Portal. Access is limited to 2 Company representatives per contract.

Date sent to TfNSW at Craig.Millard@transport.nsw.gov.au

Access Applicants	Access to the Confidant for Bus Procurement Panel	Email address which will recognise user access
Contract No/s Name/s	Name (Printed) Position	Email address:
Contract No/s Name/s	Name (Printed) Position	Email address:

TfNSW Office Use:	Signature	Date Approved and Comments
Approval by TfNSW Contract Manager		
Actioned by TFNSW Fleet Manager		
Actioned by TFNSW IT Services for Go Live		

Dated 18 November 2015