

Redaction Schedule

CLASS 3 CONTRACT DISCLOSURE: IPD-19-7821 – Traffic Management System (TMS) Delivery Agreement

REGISTER OF INFORMATION NOT DISCLOSED: Prepared in accordance with sections 6 and 32(2) of the *Government Information (Public Access) Act 2009*

The following table summarises confidential information contained in the abovementioned contract that has been redacted from the contract published on the TfNSW website and the reason the information has not been disclosed.

PAGE NO. (pdf copy)	CLAUSE REFERENCE	GENERAL DESCRIPTION OF INFORMATION	REASON FOR REDACTION	TO BE DISCLOSED AT A LATER DATE
CONTRACT/DEED				
11-12	Delivery Agreement – Clause 3.3 (a) and (b)	Interface with Other Arrangement with Contractor	Commercial-in-confidence provisions of a contract	- N
51-52	Delivery Agreement – Clause 15.2	Liquidated Damages	Commercial-in-confidence provisions of a contract	- N
92-93	Delivery Agreement – Clause 28.2	Most favoured pricing	Commercial-in-confidence provisions of a contract	N
99	Delivery Agreement – Clause 31(b) and 31(d)	Benchmarking	Overriding public interest against disclosure	- N
100	Delivery Agreement – Clause 31 (g)	Benchmarking	Commercial-in-confidence provisions of a contract	- N
112-116	Delivery Agreement – Clause 37	Intellectual Property	Commercial-in-confidence provisions of a contract	- N
120-123	Delivery Agreement – Clause 39	Escrow	Commercial-in-confidence provisions of a contract	- N
148-149	Delivery Agreement – Clause 48.2	Social Procurement	Overriding public interest against disclosure	- N
161-162	Delivery Agreement – Clause 55(c)	Suspension	Commercial-in-confidence provisions of a contract	- N
164	Delivery Agreement – Clause 56.2 (b)	Form of Unconditional Undertaking	Commercial-in-confidence provisions of a contract	- N
165-166	Delivery Agreement – Clause 56.4	Replacement Unconditional Undertaking	Overriding public interest against disclosure	- N
168-169	Delivery Agreement – Clause 57.4	Government Action	Commercial-in-confidence provisions of a contract	- N
169-172	Delivery Agreement – Clause 58.1, 58.2, 58.3	Termination	Commercial-in-confidence provisions of a contract	- N

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181-186	Delivery Agreement – Clause 61	Representations and Warranties	Commercial-in-confidence provisions of a contract	- N
186-189	Delivery Agreement – Clause 62	Indemnities	Commercial-in-confidence provisions of a contract	- N
189-194	Delivery Agreement – Clause 63	Liability	Commercial-in-confidence provisions of a contract	- N
ANNEXURES/SCHEDULES				
211-212	Schedule 1 Definitions - Definition of Act of Prevention	Definition of Act of Prevention	Overriding public interest against disclosure	- N
214-215	Schedule 1, Definitions - Definition of Assigned IP	Definition of Assigned IP	Commercial-in-confidence provisions of a contract	- N
216	Schedule 1 Definitions Definition of Batch Defects	Definition of Batch Defects	Commercial-in-confidence provisions of a contract	- N
216	Schedule 1 Definitions Definition of Big Four Bank	Definition of Big Four Bank	Overriding public interest against disclosure	- N
217	Schedule 1 Definitions Definition of Change in Standard	Definition of Change in Standard	Overriding public interest against disclosure	- N
218-219	Schedule 1 Definitions Definition of Compensation Event	Definition of Compensation Event	Overriding public interest against disclosure	- N
222	Schedule 1 Definitions Definition of Contractor-Licensed IP	Definition of Contractor-Licensed IP	Commercial-in-confidence provisions of a contract	- N
226	Schedule 1 Definitions Definition of Direct Loss	Definition of Direct Loss	Commercial-in-confidence provisions of a contract	- N
227	Schedule 1 Definitions Definition of DLP Expiry Date	Definition of DLP Expiry Date	Commercial-in-confidence provisions of a contract	- N
228-229	Schedule 1 Definitions Definition of EOT Event	Definition of EOT Event	Overriding public interest against disclosure	- N
230	Schedule 1 Definitions Definition of Excepted Risk	Definition of Excepted Risk	Overriding public interest against disclosure	- N
231	Schedule 1 Definitions	Definition of Force Majeure or Force Majeure Event	Overriding public interest against disclosure	- N

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	Definition of Force Majeure or Force Majeure Event			
231	Schedule 1 Definitions Definition of Government Action	Definition of Government Action	Overriding public interest against disclosure	- N
237	Schedule 1 Definitions Definition of Loss	Definition of Loss	Commercial-in-confidence provisions of a contract	- N
237	Schedule 1 Definitions Definition of Major Enhancement	Definition of Major Enhancement	Overriding public interest against disclosure	- N
237-238	Schedule 1 Definitions Definition of Material Breach	Definition of Material Breach	Commercial-in-confidence provisions of a contract	- N
238	Schedule 1 Definitions Definition of Minor Defect	Definition of Minor Defect	Commercial-in-confidence provisions of a contract	- N
243-244	Schedule 1 Definitions Definition of Prohibited Change of Interest	Definition of Prohibited Change of Interest	Commercial-in-confidence provisions of a contract	- N
244	Schedule 1 Definitions Definition of Qualifying Change in Approval	Definition of Qualifying Change in Approval	Overriding public interest against disclosure	- N
244-245	Schedule 1 Definitions Definition of Qualifying Change in Law	Definition of Qualifying Change in Law	Overriding public interest against disclosure	- N
245	Schedule 1 Definitions Definition of Qualifying Change in Standard	Definition of Qualifying Change in Standard	Overriding public interest against disclosure	- N
246	Schedule 1 Definitions Definition of Required Rating	Definition of Required Rating	Overriding public interest against disclosure	- N
247	Schedule 1 Definitions Definition of SBB	Definition of SBB	Personal information and Information Privacy Principles	- N
247	Schedule 1 Definitions Definition of SBB Software	Definition of SBB Software	Personal information and Information Privacy Principles	- N
249-250	Schedule 1 Definitions Definition of Standards	Definition of Standards	Overriding public interest against disclosure	- N
252	Schedule 1 Definitions Definition of Technology Evolution	Definition of Technology Evolution	Overriding public interest against disclosure	- N

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254	Schedule 1 Definitions Definition of TfNSW IP	Definition of TfNSW IP	Overriding public interest against disclosure	- N
255-256	Schedule 1 Definitions Definition of TLS Impact Statement	Definition of TLS Impact Statement	Overriding public interest against disclosure	- N
260	Schedule 1 Definitions Interpretation, Clause 2(w)	Interpretation, Clause 2(w)	Overriding public interest against disclosure	- N
264	Schedule 2 Agreement Details, Item 3 Representatives	Name of Contractor's Representative	Personal information and Information Privacy Principles	- N
264	Schedule 2 Agreement Details, Item 3 Representatives	Name of TfNSW Representative	Personal information and Information Privacy Principles	- N
265	Schedule 2 Agreement Details, Item 5 Liability Cap Clause (a) and (b)	Liability Cap	Commercial-in-confidence provisions of a contract	- N
265-266	Schedule 2 Agreement Details, Item 6 Contractor Insurance Policies	Reference to \$ amount of coverage and duration of term	Commercial-in-confidence provisions of a contract	- N
266	Schedule 2 Agreement Details, Item 7 TfNSW Insurance	Reference to \$ amount of coverage and duration of term	Overriding public interest against disclosure	- N
266	Schedule 2 Agreement Details, Item 8 Notices	Name of TfNSW Representative	Personal information and Information Privacy Principles	- N
266	Schedule 2 Agreement Details, Item 8 Notices	Name of Contractor's Representative	Personal information and Information Privacy Principles	- N
269-284	Schedule 3 System Definition and Requirements	System Definition and Requirements	Commercial-in-confidence provisions of a contract, Personal information and Information Privacy Principles, public safety or security	- N
285-286	Schedule 4 Process Requirements (PR)	Process Requirements (PR)	Commercial-in-confidence provisions of a contract, Personal information and Information Privacy Principles, public safety or security	- N
289-294	Schedule 6 Milestones and Acceptance Criteria	Milestones and Acceptance Criteria	Overriding public interest against disclosure	- N
297	Schedule 7 New SOWs and Variation Procedures, 3.2 (a)	Reference to TLS Impact Statement	Overriding public interest against disclosure	- N

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299	Schedule 7 New SOWs and Variation Procedures, 4.2(b)	Reference to TLS Impact Statement	Overriding public interest against disclosure	- N
305-306	Schedule 7 New SOWs and Variation Procedures, Clause 8	TLS Impact Statement and Delivery Impact Statement	Overriding public interest against disclosure	- N
307-310	Schedule 7 New SOWs and Variation Procedures, Attachment A, Part A & Part B - Statement of Work Templates	Attachment A - Statement of Work Templates	Overriding public interest against disclosure	- N
311-312	Schedule 7 New SOWs and Variation Procedures, Attachment B – TfNSW Initiated Variation	Attachment B – TfNSW Initiated Variation	Overriding public interest against disclosure	- N
313-314	Schedule 7 New SOWs and Variation Procedures, Attachment C – Contractor Initiated Variation	Attachment C – TfNSW Initiated Variation	Overriding public interest against disclosure	- N
327-333	Entire Schedule 11 Pricing Terms, 11A Pricing Tables, 11B Resource Unit Definitions, 11C Labour Rates	Pricing Terms and Schedules	Commercial-in-confidence provisions of a contract	- N
355-356	Schedule 15 Interface Requirements, Attachment A	Interface Contractor Matrix	Commercial-in-confidence provisions of a contract	- N
390	Schedule 18 Issue Resolution Procedure, 2.3 - Bar	Bar	Overriding public interest against disclosure	- N
395-396	Schedule 19 Dispute Resolution Procedure, 1.4 - Linked Claims	Linked Claims	Overriding public interest against disclosure	- N
415-416	Schedule 20 Disengagement, 4.6.2 (b) - Disengagement Services	Disengagement Services	Commercial-in-confidence provisions of a contract	- N
447	Schedule 24 Confidentiality and Intellectual Property Deed Poll	Confidentiality and Intellectual Property Deed Poll	Commercial-in-confidence provisions of a contract	- N
449	Schedule 25 Form of Escrow Deed	Form of Escrow Deed	Commercial-in-confidence provisions of a contract	- N
451	Schedule 26 Form of Contractor Deed Poll	Form of Contractor Deed Poll	Commercial-in-confidence provisions of a contract	- N

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464	Schedule 28 Form of Parent Company Guarantee	Form of Parent Company Guarantee	Commercial-in-confidence provisions of a contract	- N
466	Schedule 29 Form of Unconditional Undertaking	Form of Unconditional Undertaking	Commercial-in-confidence provisions of a contract	- N
492	Execution Page	Execution Page	Commercial-in-confidence provisions of a contract	- N
SOW1	Statement of Work 1	Statement of Work 1	Commercial-in-confidence provisions of a contract	- N
SOW2	Statement of Work 2	Statement of Work 2	Commercial-in-confidence provisions of a contract	- N
SOW3	Statement of Work 3	Statement of Work 3	Commercial-in-confidence provisions of a contract	- N
EXHIBITS				
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VARIATIONS				
VARIATION APPROVAL 001				
1	Variation Approval 001	Name of Contractor's employee and email, variation subject, pricing, electronic signature	commercial-in-confidence provisions of a contract, personal information and Information Privacy Principles public safety or security	- N
2	Variation Approval 001	variation subject	public safety or security	- N
3	Variation Approval 001	variation subject and content	public safety or security	- N
4	Variation Approval 001	variation subject, electronic signature	public safety or security, personal information and Information Privacy Principles	- N
6	Variation Approval 001	Pricing schedule	commercial-in-confidence provisions of a contract	N
VARIATION APPROVAL 002				
7	Variation Approval 002	Name of Contractor's employee and email, electronic signature	commercial-in-confidence provisions of a contract, personal information and Information Privacy Principles	- N

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VARIATION NOTICE 004				
11	Variation Notice 004	Name of Contractor's employee and email, variation subject, pricing, electronic signature	commercial-in-confidence provisions of a contract, personal information and Information Privacy Principles public safety or security	- N
VARIATION APPROVAL 004				
13	Variation Approval 004	Name of Contractor's employee and email, variation subject and content, pricing, electronic signature	commercial-in-confidence provisions of a contract, personal information and Information Privacy Principles public safety or security	- N
15	Variation Approval 004	variation subject electronic signature	personal information and Information Privacy Principles public safety or security	- N
16	Variation Approval 004	electronic signature	personal information and Information Privacy Principles	- N
17	Variation Approval 004	variation subject	public safety or security	- N
VARIATION APPROVAL 004, ATTACHMENT A				
19	Variation Approval 004, Attachment A	variation subject name of Contractor's employee	public safety or security personal information and Information Privacy Principles	- N
20	Variation Approval 004, Attachment A	variation subject name of Contractor's employee	public safety or security personal information and Information Privacy Principles	- N
21	Variation Approval 004, Attachment A	variation subject name of Contractor's employee	public safety or security personal information and Information Privacy Principles	- N
22	Variation Approval 004, Attachment A	variation subject	public safety or security	- N
23	Variation Approval 004, Attachment A	variation subject	public safety or security	- N

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24	Variation Approval 004, Attachment A	variation subject and content	public safety or security	- N
25	Variation Approval 004, Attachment A	variation subject	public safety or security	- N
26	Variation Approval 004, Attachment A	variation subject and content	public safety or security	- N
27	Variation Approval 004, Attachment A	variation subject and content	public safety or security	- N
28	Variation Approval 004, Attachment A	variation subject and content	public safety or security	- N
29	Variation Approval 004, Attachment A	variation subject and content	public safety or security	- N
30	Variation Approval 004, Attachment A	variation subject and content	public safety or security	- N
31	Variation Approval 004, Attachment A	variation subject and content	public safety or security	- N
32	Variation Approval 004, Attachment A	variation subject	public safety or security	- N
33	Variation Approval 004, Attachment A	variation subject	public safety or security	- N
34	Variation Approval 004, Attachment A	variation subject and content, pricing assumptions	public safety or security, commercial-in-confidence provisions of a contract	- N
35	Variation Approval 004, Attachment A	variation subject and content, pricing assumptions and price breakdown	public safety or security, commercial-in-confidence provisions of a contract	- N
36	Variation Approval 004, Attachment A	variation subject and content, pricing schedule	public safety or security, commercial-in-confidence provisions of a contract	- N
37	Variation Approval 004, Attachment A	variation subject and content, detailed planning	public safety or security, commercial-in-confidence provisions of a contract	- N
38	Variation Approval 004, Attachment A	variation subject	public safety or security	- N
39	Variation Approval 004, Attachment A	variation subject and content	public safety or security	- N
40	Variation Approval 004, Attachment A	variation subject and content	public safety or security	- N

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41	Variation Approval 004, Attachment A	variation subject	public safety or security	- N
42	Variation Approval 004, Attachment A	variation subject	public safety or security	- N