

Government Information (Public Access) Act 2009

Explanatory Table

M7-M12 Integration Project – State Works Deed

Capitalised terms in this table have the meanings given to them in the "*M7-M12 Integration Project - State Works Deed*" (**State Works Deed**) dated 21 February 2023 between Transport for NSW (**TfNSW**) (ABN 18 804 239 602) and the M7 State Works Contractor (ACN 664 603 249) in its capacity as trustee of the M7 State Works Contractor Trust (**State Works Contractor**).

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 and 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 be 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
State Works Deed - Operative Terms			
1.	Table of Contents	The information redacted are clause headings for clauses which have been redacted entirely in the main body of the M7-M12 State Works Deed.	Where information has been redacted in the Table of Contents, the reason for redacting that information is the same reason given for redacting the associated heading in the body of the M7-M12 State Works Deed.
2.	Clause 1.1 Definition of "Initial Works Contribution"	The information redacted is a dollar amount.	<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 1.1 Definition of "Liquidated Damages (EDC)"	The information redacted is a dollar amount and part of a definition.	<p><i>Section 32(1)(a) and definition (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 contractor at a substantial commercial disadvantage in relation to other contractors or potential contractors.</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 1.1 Definition of "Project Management Fee "	The information redacted is a dollar amount.	<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 contractor at a substantial commercial disadvantage in relation to other contractors or potential contractors. Exposing this information would also reveal the contractor's cost structures 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>
5.	Clause 1.1 Definition of "SWD Early Termination Amount"	The information redacted is part of a definition.	<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</p>

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			<p>contractors or potential contractors. Revealing the redacted information would also reveal the contractor's profit margins and cost structures.</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>
6.	<p>Clause 1.1 Definition of "SWD Early FM Termination Amount"</p>	<p>The information redacted is part of a definition.</p>	<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. Revealing the redacted information would also reveal the contractor's profit margins and cost structures.</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>
7.	<p>Clause 1.1 Definition of "Total Project Costs"</p>	<p>The information redacted is part of a definition.</p>	<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>

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			<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>
8.	<p>Clause 3 "Initial Works Contribution" subclause (a)(ii)</p>	<p>The information redacted is a dollar amount.</p>	<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>
9.	<p>Clause 5.2 "Payment Claims and calculating progress payments" subclause (d)(ii)</p>	<p>The information redacted is a dollar amount.</p>	<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>

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			There is an overriding public interest against disclosure.
10.	Clause 5.10 "Interest" subclauses (a), (b) and (c)	The information redacted is part of a clause.	<p><i>Section 32(1)(a) and definition (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 contractor at a substantial commercial disadvantage in relation to other contractors or potential contractors.</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>
11.	Clause 10.2 "Termination payments" subclause (a)(i)-(ii)	The information redacted is part of 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 potential contractors. Revealing the redacted information would also reveal the contractor's profit margins and cost structures.</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>
12.	Clause 10.3	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</p>

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			<p>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>
13.	Clause 15.4 "Address for notices"	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> <p>There is an overriding public interest against disclosure.</p>
State Works Deed - Schedules			
14.	Schedule 1 "State Works"	The information redacted is part of the schedule, including dollar figures.	<p><i>Section 32(1)(a) and definition (b), (c) 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 contractor at a substantial commercial disadvantage in relation to other contractors or potential contractors and provide visibility of the contractor's cost structure and full case base financial model.</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>

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			There is an overriding public interest against disclosure.
15.	Schedule 6 "Payment Schedule"	The information redacted is the entire Schedule including 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 contractor at a substantial commercial disadvantage in relation to other contractors or potential contractors. Exposing this information would also reveal the contractor's cost structures 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>
16.	Schedule 8 "Independent Certifier's Certificate of Initial Works Contribution"	The information redacted is part of the Schedule.	
17.	Execution pages	The information redacted is part of execution blocks.	<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>