

Government Information (Public Access) Act 2009

Explanatory Table

Victoria Cross Integrated Station Development – Station Delivery Deed Assignment and Novation Deed

Contract Number: 504

Capitalised terms in this table have the meanings given to them in the Victoria Cross Integrated Station Development Station Delivery Deed as amended from time to time (**SDD**), unless the context indicates otherwise.

In preparing this explanatory table, the Principal has:

- (a) identified the reason(s) under the *Government Information (Public Access) Act 2009* (NSW) (**GIPA Act**) for each redaction; 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.

Item	Clause (and general description)	Information redacted	Reason(s) for redaction under GIPA Act	Public interest considerations
1.	Clause 13.1(b) (Notices)	The information redacted is an individual's name and contact details.	<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>	<p>The Principal weighed the competing public interest considerations and determined that there was an overriding public interest against disclosure of this information because the redacted information contains personal information, including the name and email address of an individual person.</p> <p>The Principal considers that any public interest in favour of disclosure is not significantly advanced by the disclosure of this information, and is outweighed by the public interest against the disclosure as identified above.</p>
2.	Items 1, 2, 5 and 6 Schedule 2 (Amendments to Station Delivery Deed)	The information redacted is the entire insertion of new clause 3.4A (including the clause name), the name of two new events of default, the entire insertion of two new definitions and the name of a schedule to the SDD.	<p><i>Section 32(1)(a), paragraphs (b) and (e) of the definition of "commercial-in-confidence provisions" at clause 1 of Schedule 4</i></p> <p>The disclosure of this information would reveal the VC Contractor's cost structure or profit margins and would place the VC Contractor at a substantial commercial disadvantage in relation to potential competitors and other contractors.</p> <p><i>Section 32(1)(d), items 4(b), 4(c) and 4(d) of the table in 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</p>	<p>The Principal weighed the competing public interest considerations and determined that there was an overriding public interest against disclosure of this information because:</p> <p>a) the redacted information sets out:</p> <ul style="list-style-type: none"> o details of the agreed test which will be applied periodically to assess the VC Contractor's financial health and to determine, for example, whether a replacement Parent Company Guarantee is necessary. One of the redacted events of default is in relation to a similar test which is applied periodically to the "D&C Contractor" under the OSD D&C Side Deed; and o the name of SDD Schedule B16; <p>b) exposing the information would reveal the level of risk that the parties were willing to accept and may also provide insight into the VC Contractor's views on its potential capabilities and likelihood of</p>

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			<p>business and commercial interests.</p> <p>There is an overriding public interest against disclosure.</p>	<p>certain risks arising; and</p> <p>c) revealing the information would place the parties at a substantial commercial disadvantage in future projects of a similar nature, as the information would be readily accessible to potential future clients, competitors and contractors. Therefore the disclosure of the information could reduce the information's competitive commercial value and prejudice the parties' legitimate business, commercial or financial interests.</p> <p>Review: This information would be reviewed for disclosure as events and circumstances change.</p>
3.	Schedule 4 (<i>Master Interface Protocols Deed Poll Novation Deed</i>) section 11.1(b) (<i>Notices</i>)	The information redacted is an individual's name and contact details.	<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>	<p>The Principal weighed the competing public interest considerations and determined that there was an overriding public interest against disclosure of this information because the redacted information contains personal information, including the name and email address of an individual person.</p> <p>The Principal considers that any public interest in favour of disclosure is not significantly advanced by the disclosure of this information, and is outweighed by the public interest against the disclosure as identified above.</p>
4.	Schedule 5 (<i>Replacement OSD D&C Side Deed</i>)	The information redacted is the entire schedule.	<p><i>Section 32(1)(a), paragraphs (b) and (e) of the definition of "commercial-in-confidence provisions" at section 1 of Schedule 4</i></p> <p>The disclosure of this information would reveal the VC Contractor's cost structure or profit margins and would</p>	<p>The Principal weighed the competing public interest considerations and determined that there was an overriding public interest against disclosure for the following reasons:</p> <p>a) the redacted information sets out the form of the replacement OSD D&C Side Deed that the VC Developer (an Associate of the VC Contractor)</p>

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			<p>place the VC Contractor at a substantial commercial disadvantage in relation to potential competitors and other contractors.</p> <p><i>Section 32(1)(d), items 4(b), (c) and (d) of the table in 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>	<p>must execute;</p> <p>b) exposing the redacted information would reveal the apportionment of risk between, among others, the Principal, the VC Developer and as a consequence of the VC Developer being an Associate of the VC Contractor, the VC Contractor itself, in relation to certain obligations under the OSD PDA, and therefore the level of risk that the relevant parties were willing to price and accept; and</p> <p>c) revealing the information would place the parties at a substantial commercial disadvantage in future projects of a similar nature, as the information would be readily accessible to potential future clients, competitors and contractors. Therefore the disclosure of the information could reduce the information's competitive commercial value and prejudice the parties' legitimate business, commercial or financial interests. This information is subject to ongoing negotiation by the Principal with the parties required to be counterparties to these agreements and disclosure would therefore place the Principal at a commercial disadvantage in these negotiations.</p> <p>Review: This information would be reviewed for disclosure as events and circumstances change.</p>
5.	Schedule 6 (<i>Independent Certifier Deed – Novation Deed</i>) section 11.1 (<i>Notices</i>)	The information redacted is an individual's name and contact details.	<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>	The Principal weighed the competing public interest considerations and determined that there was an overriding public interest against disclosure of this information because the redacted information contains personal information, including the name and email

Item	Clause (and general description)	Information redacted	Reason(s) for redaction under GIPA Act	Public interest considerations
			There is an overriding public interest against disclosure.	address of an individual person. The Principal considers that any public interest in favour of disclosure is not significantly advanced by the disclosure of this information, and is outweighed by the public interest against the disclosure as identified above.
6.	Execution page	The information redacted is the name and signatures of the signatories.	<i>Section 32(1)(d), item 3(a) of the table in section 14</i> The disclosure of this information would reveal an individual's personal information. There is an overriding public interest against disclosure.	The Principal weighed the competing public interest considerations and determined that there was an overriding public interest against disclosure of this information because the redacted information would disclose personal information of individuals, including names and signatures. The Principal considers that any public interest in favour of the disclosure is not significantly advanced by the disclosure of this information, and is outweighed by the public interest against the disclosure as identified above.