

Government Information (Public Access) Act 2009

Explanatory Table

Martin Place Metro Station Amendment Deed (No. 5) Over Station Development Project Delivery Agreement

Capitalised terms in this table have the meaning given to them in the Martin Place Metro Station Amendment Deed (No. 5) Over Station Development Project Delivery Agreement (**Amendment Deed SDD**), unless the context indicates otherwise.

In preparing this explanatory table (**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.

Sydney Metro notes that redactions made to the Base SDD have been reflected in the schedules to the Amendment Deed SDD and the rationale for those redactions remains the same (including in relation to any varied provisions).

Item	Clause (and general description)	Information redacted	Reason(s) for redaction under GIPA Act	Public interest considerations
1.	Clause 1.1 – Definition of Amending Deeds, subsection (c)	The information redacted is the name of an amending deed	<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 business and commercial interests.</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:</p> <ul style="list-style-type: none"> a) the redacted information relates to information that has been redacted in its entirety in the relevant "Amending Deed" referred to; and b) the efficacy of the redactions in that "Amending Deed" are dependent on this part of the contract name also being redacted. <p>Review: This information would be reviewed for disclosure as events and circumstances change.</p>
2.	Clause 3.2 – Amendments to Schedule A10 of the Base OSD PDA	The information redacted is paragraphs.	<p><i>Section 32(1)(a) (paragraph (e) of the definition of "commercial-in-confidence provisions" at clause 1 of Schedule 4)</i></p> <p>The disclosure of this information would place the parties at a substantial commercial disadvantage in relation to other contractors or potential 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</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> <ul style="list-style-type: none"> a) the redacted information relates to schedules that have been redacted in their entirety (Schedule A10 (Part 1) of the Base OSD PDA and Schedule A10 (Part 2) of the Base OSD PDA); b) the efficacy of the redaction to the relevant schedules is dependent on the clauses relating to those schedules also being redacted. The explanation for the redaction of these schedules is set out in the explanation in rows 3 and 4 of this Explanatory Table; and 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

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			<p>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>could reduce the information's competitive commercial value and prejudice the parties' legitimate business, commercial or financial interests.</p>
3.	Schedule 1 – Amendments to Schedule A10 (Part 1) of the Base OSD PDA	The information redacted is the entire schedule.	<p><i>Section 32(1)(d), item 1(f) of the table in 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>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 business and commercial interests.</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:</p> <ul style="list-style-type: none"> a) the redacted information sets out the form of the interface agreements that Macquarie is to enter into with the Follow-On Contractor; b) the disclosure of the redacted information would reveal the level of interface risk Macquarie was willing to price and accept in relation to interface of the OSD Works with the works to be performed by the Follow-On Contractor; c) the redacted information is based on forms of the interface agreements to be used across a number of procurement packages on the Sydney Metro City & Southwest and which remain subject to ongoing negotiation by the Principal and other contractors, and the redacted information reflects the Principal's negotiated position with Macquarie in relation to the interface agreements to which Macquarie will be a counterparty; d) therefore the disclosure of this information would:

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				<ul style="list-style-type: none"> a. place the Principal at a commercial disadvantage in future negotiations with other contractors on the Sydney Metro City & Southwest project; and b. make readily accessible to future clients, competitors and contractors information which may place the parties at a substantial commercial disadvantage on future projects of a similar nature and accordingly diminish the competitive commercial value of information to a person and prejudice a person's legitimate business, commercial, professional or financial interests. <p>Review: This information would be reviewed for disclosure as events and circumstances change.</p>
4.	Schedule 1 – Amendments to Schedule A10 (Part 2) of the Base OSD PDA	The information redacted is the entire schedule.	<p><i>Section 32(1)(d), item 1(f) of the table in 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>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> <ul style="list-style-type: none"> a) the redacted information sets out the form of the interface agreements that Macquarie is to enter into with the Follow-On Contractor; b) the disclosure of the redacted information would reveal the level of interface risk Macquarie was willing to price and accept in relation to interface of the OSD Works with the works to be performed by the Follow-On Contractor; c) the redacted information is based on forms of the interface agreements to be used across a number of procurement packages on the Sydney Metro City & Southwest and which remain subject to ongoing negotiation by the Principal and other contractors, and the redacted information reflects the Principal's negotiated position with Macquarie in relation to

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			<p>business and commercial interests.</p> <p>There is an overriding public interest against disclosure.</p>	<p>the interface agreements to which Macquarie will be a counterparty;</p> <p>d) therefore the disclosure of this information would:</p> <ul style="list-style-type: none"> a. place the Principal at a commercial disadvantage in future negotiations with other contractors on the Sydney Metro City & Southwest project; and b. make readily accessible to future clients, competitors and contractors information which may place the parties at a substantial commercial disadvantage on future projects of a similar nature and accordingly diminish the competitive commercial value of information to a person and prejudice a person's legitimate business, commercial, professional or financial interests. <p>Review: This information would be reviewed for disclosure as events and circumstances change.</p>
5.	Execution page	The information redacted is the execution clauses.	<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 would disclose personal information, including names and signatures of individual persons.</p> <p>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.</p>