

**Government Information (Public Access) Act 2009  
Explanatory Table - WestConnex M4-M5 Link Project Deed**

RMS has redacted the contractual provisions referred to below due to an overriding public interest against disclosure, in that disclosure of the information would prejudice the legitimate business and commercial interests of WCX State Works Contractor Pty Ltd (ACN 624 154 089) (**State Works Contractor**) and RMS, and/or reveal the commercial-in-confidence provisions of a government contract. RMS will continue to review this information to ensure that where the prejudicial effect of disclosure will be removed due to a passage of time or change of circumstances, further disclosures will be made.

Item	Clause (and general description)	Reason under Government Information (Public Access) Act 2009	Explanation of the Reasons under the Government Information (Public Access) Act 2009
1.	Clause 1.2 - Definition of Initial Equity Contribution Amount	<p>Section 32(1)(a) and definition (b) and (e) of "commercial-in-confidence provisions" (clause 1, Schedule 4).</p> <p>Section 32(1)(d) and items 4(b) and (d) of the Table to Section 14.</p> <p>The disclosure of this information could reasonably be expected to reveal commercial-in-confidence provisions of the contract and prejudice the legitimate business interests of the parties.</p>	<p>The information not disclosed is a dollar value.</p> <p>RMS 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"> <li>(a) the masked information is a dollar value of the initial equity contribution to be paid. Revealing the masked information is expected to reveal the quantum and timing of certain payments made by the RMS or the State Works Contractor. Knowledge of this information would be expected to provide insights into the contractor's cost structures;</li> <li>(b) exposing the redacted information would be expected to provide insight into how the project has been priced. This could cause prospective subcontractors or third parties to demand similar terms, which would prejudice the business and commercial interests of RMS or the State Works Contractor.</li> </ul>
2.	Clause 5.12 - Interest	<p>Section 32(1)(a) and definitions (a) and (e) of "commercial-in-confidence provisions" (clause 1, Schedule 4).</p> <p>Section 32(1)(d) and items 4(b) and (d) of the Table to Section 14.</p>	<p>The information not disclosed is a percentage figure.</p> <p>RMS weighed the competing public interest considerations and determined that there was an overriding public interest against disclosure of this information because:</p>

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		<p>The disclosure of this information could reasonably be expected to reveal commercial-in-confidence provisions of the contract and prejudice the legitimate business interests of the parties.</p>	<p>(a) the masked information sets out the percentage interest rate used in calculating the amount of interest payable if a party does not pay money by the due date. Revealing this information would reveal the apportionment of risk assumed by the State Works Contractor and therefore the level of risk that the State Works Contractor was prepared to price and accept. This would place the State Works Contractor at a commercial disadvantage in projects of a similar nature; and</p> <p>(b) the public interest has been served by revealing the existence of the interest mechanism. Given the extent of that disclosure there is an overriding public interest against the disclosure of the precise figures involved.</p>
3.	Clause 11.2 - Termination Payments	<p>Section 32(1)(a) and definition (e) of "commercial-in-confidence provisions" (clause 1, Schedule 4).</p> <p>Section 32(1)(d) and items 4(b) and (d) of the Table to Section 14.</p> <p>The disclosure of this information could reasonably be expected to reveal commercial-in-confidence provisions of the contract and prejudice the legitimate business interests of the parties.</p>	<p>The information redacted is words in subparagraphs (a)(i) and (ii).</p> <p>RMS 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 masked information reveals limitations on the State Works Contractor's entitlements on termination;</p> <p>(b) revealing this information would reveal the apportionment of risk assumed by the State Works Contractor and therefore the level of risk that the State Works Contractor was prepared to price and accept; and</p> <p>(c) disclosure of this information would place the State Works Contractor at a commercial disadvantage in projects of a similar nature.</p>

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4.	Clause 16.4 - email addresses for notices	<p>Section 32(1)(d) and item 4(d) of the Table to Section 14.</p> <p>The disclosure of this information could reasonably be expected to prejudice the legitimate business interests of the parties.</p>	<p>The information not disclosed is a set of email addresses.</p> <p>RMS 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"> <li>(a) the masked information discloses the email addresses used by the parties for providing notices to RMS and the State Works Contractor. The efficient operation of this notification regime is best achieved if the email addresses are used only for the purpose of service of notices under the deed;</li> <li>(b) if the email addresses were disclosed, there is a risk that other persons could use those addresses for purposes unconnected with the project that would interfere with the efficient operation and effectiveness of the notification regime;</li> <li>(c) other persons including members of the public have access to websites and publicly available email addresses in connection with the project to enable them to seek information or direct any inquiry in connection with the project; and</li> <li>(d) disclosure of this information could reasonably be expected to prejudice the commercial interests of the parties by impeding the efficient operation of the notification regime under the deed.</li> </ul>
5.	Schedule 2 - Payment Schedule	<p>Section 32(1)(a) and definition (a), (b) and (e) of "commercial-in-confidence provisions" (clause 1, Schedule 4).</p> <p>Section 32(1)(d) and items 4(b), (c) and (d) of the Table to</p>	<p>The information redacted is a set of dollar amounts and percentages, both in the text of the Schedule and in a set of tables, and the name of a month, at the end of the second table.</p>

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		<p>Section 14.</p> <p>The disclosure of this information could reasonably be expected to reveal commercial-in-confidence provisions of the contract and prejudice the legitimate business interests of the parties.</p>	<p>RMS 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"> <li>(a) the masked information sets out the dollar amounts and proportions that can be claimed by the State Works Contractor as part of a particular 'tranche' and the date upon which these can be claimed. Revealing this information would be expected to reveal the cost structures and profit margins of the State Works Contractor; and</li> <li>(b) the public interest has been served by disclosing the broad operation of the mechanism used to determine payment amounts to the State Works Contractor. In light of this disclosure, there is an overriding public interest against the disclosure of the specific dollar amounts involved.</li> </ul>
6.	Schedule 4 - Cost to Complete Certificate	<p>Section 32(1)(a) and definition (a) of "commercial-in-confidence provisions" (clause 1, Schedule 4).</p> <p>Section 32(1)(d) and items 4(b) and (d) of the Table to Section 14.</p> <p>The disclosure of this information could reasonably be expected to reveal commercial-in-confidence provisions of the contract and prejudice the legitimate business interests of the parties.</p>	<p>The information redacted is the items in the tables contained in the certificate and attachment.</p> <p>RMS weighed the competing public interest considerations and determined that there was an overriding public interest against disclosure of this information because the masked information reveals items to be used to calculate the Available Funding for the project. Revealing this information could reasonably be expected to reveal the State Works Contractor's financing arrangements.</p>
7.	Schedule 5 - Adjustment mechanics	<p>Section 32(1)(a) and definition (a), (b) and (e) of "commercial-in-confidence provisions" (clause 1, Schedule 4).</p> <p>Section 32(1)(d) and items 4(b), (c) and (d) of the Table to Section 14.</p>	<p>The information redacted is words in clause 1.1 and 1.3 of the Schedule.</p> <p>RMS weighed the competing public interest considerations and determined that there was an overriding public interest against disclosure of this information because:</p>

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		The disclosure of this information could reasonably be expected to reveal commercial-in-confidence provisions of the contract and prejudice the legitimate business interests of the parties.	(a) the masked information reveals assumptions and updates to the Base Case Financial Model. Revealing this information would be expected to reveal underlying cost structures.