

SCHEDULE 19

Confidential Information

"Confidential Information Period End Date" the earliest to occur of:

- (a) the fifth anniversary of the Termination Date; and
- (b) the third anniversary of the Expiry Date

Part 1

Commercially Sensitive Contractual Provisions

Column 1 - Commercially Sensitive Contractual Provisions		Column 2 - For period ending on date below:
Clause 38 (Utilities and Benchmarking) and associated definitions.		Confidential Information Period End Date
Part 7 (Payment and Surplus Share) and associated definitions.		Confidential Information Period End Date
Part 8 (Termination and Consequences of Termination) and associated definitions.		Confidential Information Period End Date
Clause 32 (Indemnities, guarantees and contractual claims) and associated definitions.		Confidential Information Period End Date
Clause 33 (Operator insurances) and associated definitions.		Confidential Information Period End Date
Information arising out of or produced pursuant to the implementation of the following schedules together with the Information contained in the schedules themselves and in any documents referred to in those schedules:		Confidential Information Period End Date
Schedule 2	Service Delivery Proposals;	Confidential Information Period End Date
Schedule 5	Payment and Performance Monitoring System;	Confidential Information Period End Date
Schedule 9	Employee Data;	Confidential Information Period End Date
Schedule 12	Insurances;	Confidential Information Period End Date
Schedule 16	Benchmarking;	Confidential Information Period End Date

Schedule 17	Surplus Share (other than a general disclosure by the Authority that a Income Share is provided for under the Agreement);	Confidential Information Period End Date
Schedule 19	Confidential Information;	Confidential Information Period End Date
Schedule 20	Loss of Revenue;	Confidential Information Period End Date
Schedule 23	Pensions	Confidential Information Period End Date
Appendix 1	Eligible Employees	
Schedule 25	NCSEM	

Part 2
Commercially Sensitive Material

Column 1 - Commercially Sensitive Material	Column 2 - For period ending on date below:
7. Operator's proposals and Service Delivery Proposals for the operation of facilities.	Confidential Information Period End Date
8. Information related to payments made or to be made or demanded or proposed pursuant to this Agreement or any Project Document or any Ancillary Document.	Confidential Information Period End Date
9. The financial models (for the avoidance of doubt including the LOBTA and all financial models produced by the Operator during the bidding process up to financial close) in respect of the Project, any model assumptions and supporting financial information produced by or on behalf of the Operator and containing Project specific information about costs, profit levels, overheads and margins.	Confidential Information Period End Date
10. Information relating to:	
(a) a threat of or actual dispute or enforcement proceedings in relation to this Agreement or any Project Document or any Ancillary Document; or	Confidential Information Period End Date
(b) a threat of termination to this Agreement or any Project Document or any Ancillary Document,	Confidential Information Period End Date
other than a general description of the nature of the actual breach giving rise to either (a) or (b) above, including the date of it, whether actions are being or have been taken to resolve it and whether it has been resolved.	
11. Information relating to a breach or alleged breach of this Agreement or any Project Document or any Ancillary Document other than a general description of the nature of the breach,	Confidential Information Period End Date

	including the date of it, whether actions are being or have been taken to resolve it and whether it has been resolved.	
12.	Details of any financial remedies applied by the Authority and/or warning notices issued to the Operator or any Sub-Contractor (as defined in the Agreement).	Confidential Information Period End Date
13.	Information relating to the limitations and exclusions of liability clauses in this Agreement or any Project Document or any Ancillary Document other than a general description of the nature of those limitations and exclusions which description shall not include a reference to any quanta included therein.	Confidential Information Period End Date
14.	Information relating to the insurance arrangements arising under or pursuant to this Agreement or any Project Document or any Ancillary Document including (without limitation) any insurance claims.	Confidential Information Period End Date
15.	Information contained in any document or other information relating to the management and operation of the Facilities by the Operator or any Operator Related Party (to the extent such documents contain or such information relates to revenue, costs details, or Operator IPR) or to the businesses of the Operator or any Operator Related Party (or any information produced for or on behalf of the Operator or any Operator Related Party in relation to the same) (and whether any of the foregoing information is current or historic).	Confidential Information Period End Date
16.	Those parts of the Operator's bid submitted at any stage during the bid process and/or any other aspect of its bid together with correspondence and clarifications arising during the bid process and other documents	Confidential Information Period End Date

	concerning negotiations between the Authority and the Operator and/or Sub-Contractor (as defined in this Contract) prior to the date of the contract award that relate to the information covered by this schedule including (but not limited to) any pricing proposals, fees or pricing or fee arrangements in relation to the Project.	
17.	Any information in relation to the contract structure adopted by the Operator or any of the parties described in the definition of a Operator Related Party in relation to the Project including without limitation the Leisure Contract.	Confidential Information Period End Date
18.	Terms of the Sub-Contracts and other ancillary documents between the Operator and the Leisure Operator of an equivalent nature to those set out in part 1 of this schedule.	Confidential Information Period End Date
19.	Information relating to the costing mechanisms of the Operator or any Sub-Contractor, including cost rates, build ups, forecasts, profit margins, overheads, overhead and profit element.	Confidential Information Period End Date
20.	Financial or corporate structure information in respect of the Operator, Operator's Holding Company, any Sub-Contractor (as defined in the Agreement) to the extent that any such information is not available from Companies House or otherwise publicly available.	Confidential Information Period End Date
21.	Any parent company guarantees or the Leisure Contract (as defined in this Contract).	Confidential Information Period End Date