

CONFIDENTIALITY AND COMMITMENT TO DEFEND

ROWAN UNIVERSITY
201 MULLICA HILL ROAD, GLASSBORO, NJ 08028

BID SOLICITATION # & TITLE:

The Bid Solicitation advises Bidders (hereinafter "Company") that the submitted "Proposals can be released to the public pursuant to N.J.A.C. 17:12-1.2(b) and (c), or under the New Jersey Open Public Records Act (OPRA), N.J.S.A. 47:1A-1.1 et seq., or the common law right to know." If the University receives a request for documents related to above referenced Bid Solicitation, in accordance with its statutory obligations under the New Jersey Open Public Records Act and/or the common law right to know, it is the University's intent to fulfill the request for records which may include a copy of the Company's Proposal.

If Company objects to the disclosure of any portions of the Proposal, the Company must advise the University and must attach a detailed statement clearly identifying those sections of the Proposal that Company claims are exempt from disclosure. In requesting any exemption, Company must identify the specific statutory or other legal justification for each requested exemption and the factual basis that supports said exemption. In addition, if Company requests any exemption to disclosure of the Proposal based upon claims of confidential/proprietary information and trade secrets (setting forth the nature of the formula, process, pattern, device, or compilation), in accordance with *Ingersoll-Rand Co. v. Ciavatta*, 110 N.J. 609 (1988), Company must also indicate the following with respect to the requested exemption:

- (1) the extent to which the information is known outside the owner's business;
- (2) the extent to which it is known by employees and others involved with your business;
- (3) the extent of the measures taken by your firm to guard the secrecy of the information;
- (4) the value of the information to your firm and your competitors;
- (5) the amount of effort or money expended by your firm in developing the information; and
- (6) the ease or difficulty with which the information could be properly acquired or duplicated by others.

Further, if the Proposal includes any copyright notices, within five business days, the University will be permitted to release a copy of the Proposal document(s) unless Company serves the University with an order from a court of competent jurisdiction precluding such release.

The University reserves the right to make the final determination as to what is and is not subject to public disclosure under OPRA and/or the common law right to know and will advise the Company accordingly. Please note that the University will not honor any claim of confidential, proprietary, trade secret, and/or copyright material that is not supported by a specific statutory or legal justification provided by the Company. The University will not honor any attempts by the Company to designate the entire Proposal as proprietary, confidential and/or to claim copyright protection for its entire Proposal.

Accordingly, to assist the University with the fulfillment of potential document requests, please select one of the following:

- The Company's Proposal **does not include** any confidential, proprietary and/or trade secrets; and therefore, the Company does not request any redactions be made prior to the release of the documents.
- OR**
- The Company's Proposal **does include** confidential, proprietary and/or trade secrets; and therefore, the Company requests that certain portions of the Proposal be redacted prior to the release of the documents.

The requested redactions are set forth in the attached statement which specifically identifies the portions of the Proposal by section, page number, paragraph and or line; and identifies the specific statutory or other legal reason for each requested exemption.

In the event of any challenge to the Company's assertion of confidential/proprietary information, the Company shall be solely responsible for defending its designation. Company agrees that it shall defend and cooperate in the defense of an action against the Rowan University arising from or related to the non-disclosure, due to the Company's request, of documents submitted to the Rowan University, and relating to a Proposal submitted by the Company in response to the above referenced Bid Solicitation, which was the subject of a request for government records under the New Jersey Open Public Records Act, N.J.S.A. 47:1A-1 et seq. ("OPRA"), or the common law right to know. The Company further agrees to indemnify and hold harmless the University against any judgments, costs, or attorneys' fees assessed against the University in connection with any action arising from, or related to, the non-disclosure, due to the Company's request, of documents submitted to the University, which are the subject of a request for government records under OPRA.

The Company makes the forgoing agreement with the understanding that the University may immediately disclose any documents withheld without further notice if the Company ceases to cooperate in the defense of an action against the University from or related to the above described non-disclosure due to the Company's request, and will disclose such documents withheld if so ordered by a court of competent jurisdiction.

The undersigned certifies that s/he is duly authorized to make this commitment on behalf of the Company.

Company Name

Signature

Date

Print Name and Title

DESCRIPTION OF VENDOR REQUESTED PROPOSAL REDACTIONS*				
Proposal Section, Form or Document	Page Number	Paragraph and/or line	Description of item to be redacted	Statutory or other legal reason for each requested exemption

*Home address and/or unlisted telephone/cell phone numbers must be listed on this form if they are to be redacted.