



CITY OF HOUSTON

John Whitmire

Mayor



Jim Szczesniak
Director of Aviation

Houston Airports
16930 John F. Kennedy Boulevard
Houston, Texas 77032
fly2houston.com

NONDISCLOSURE AGREEMENT

1. In order for Contractor to perform the obligations under its contract with the City dated _____ (Agreement), it may become necessary for Contractor to receive or have access to specifications, designs, plans, drawings, software, data prototypes, or other technical or business information of the City that either existed before performance of work or was subsequently developed independent of the parties performance of contract obligations (“Background Information”), which is considered proprietary as confidential by the City. In addition, information developed in connection with the performance of the Agreement (“Delivered Information”), which is provided under the Agreement is proprietary and confidential. All Background Information and all Delivered Information are collectively referred to in this Section as “Information”.

- (a) hold the Information in confidence and protect it in accordance with the security regulations by which it protects its own proprietary or confidential information:
- (b) restrict disclosure of the Information solely to those employees and agents with a need to know; and
- (c) advise those employees and agents of their obligations with respect to the Information.

2. The Contractor shall have no obligation to preserve the proprietary nature of any Information that:

- (a) was previously known to be free and clear of any obligation to keep it confidential:
- (b) is disclosed to third parties by the City without restriction:
- (c) is or becomes publicly available by other than unauthorized disclosure;
- (d) is independently developed by Contractor; or
- (e) is disclosed in response to requests made under the Texas Public Information Act or a court order.

Council Members: Amy Peck Tarsha Jackson Abbie Kamin Carolyn Evans-Shabazz Fred Flickinger Tiffany D. Thomas Mary Nan Huffman
Mario Castillo Joaquin Martinez Edward Pollard Martha Castex-Tatum Julian Ramirez Willie Davis Twila Carter
Letitia Plummer Sallie Alcorn

Controller: Chris Hollins



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3. All Information owned by City and furnished to the Contractor under the Agreement is the property of City, and unless otherwise expressly provided in writing, the Contractor shall:

- (a) use Information only to install, operate, or maintain the product(s) for which originally furnished;
- (b) use Information only for the Contractor's internal business purposes;
- (c) not reproduce or copy Information except as authorized under the Agreement unless the parties otherwise agree in writing;
- (d) not use the Information to develop other products;
- (e) return or destroy the Information and any copies when no longer needed or permitted for use with the product for which initially furnished; and
- (f) not remove Information from the United States.

4. Upon request, the Contractor shall return to the City all Background Information received in tangible form that is not part of the Delivered Information.

Agreed to and Accepted:

Contractor

Date executed: _____



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