



**RESOLUTION #2454**

**SUBJECT:** Authorize the NVTC Executive Director to Sign Non-Disclosure Agreements on Behalf of NVTC

**WHEREAS:** NVTC periodically engages with local jurisdiction(s) and regional agencies to advance programs and projects related to NVTC's core mission;

**WHEREAS:** NVTC plays a vital role in representing and/or supporting NVTC member jurisdictions during the development of projects and programs and the procurement of professional and/or technical services;

**WHEREAS:** Engagement in certain programs and projects often requires the execution of a non-disclosure agreement (NDA) before NVTC staff and its contractors may review proprietary, trade secret, and other confidential information relevant to the program or project; and

**WHEREAS:** NVTC must ensure that the organization and its staff are sufficiently protected through the execution of an NDA(s).

**NOW, THEREFORE, BE IT RESOLVED** that the Northern Virginia Transportation Commission hereby authorizes the executive director to sign non-disclosure agreements on behalf of the Commission that are relevant to the day-to-day operation of NVTC-related programs and projects and that contain the standard provisions listed in Attachment A and exclude provisions that waive NVTC's legal rights, commit NVTC to financial or other obligations, or are detrimental to NVTC's interests, as determined by the NVTC executive director in consultation with NVTC legal counsel.

Approved this 2<sup>nd</sup> day of September 2021.

  
Dalia Palchik  
Secretary-Treasurer

  
Katie Cristol  
Chair

ATTACHMENT A  
STANDARD NON-DISCLOSURE AGREEMENT PROVISIONS

September 2021

1. Confidential information – generally, proprietary information and software, trade secrets
  - a. Exceptions: information that already is, or becomes, public; information ordered to be released by court or other authority
2. Limitation on use – only for purposes related to the stated purpose, i.e., the project or other defined work effort
3. Limitation on further disclosure – only to employees working on project and to contractors who agree to be bound by NDA terms
4. Notice of unauthorized disclosure
5. Remedies – owner of information may seek court remedies including injunctive relief for unauthorized release
6. Return or destruction of confidential information once no longer needed and upon owner's request
7. Subject to Virginia Freedom of Information Act – NVTC will cooperate with owner's efforts to prevent release of confidential information
8. No indemnification
9. No liquidated damages
10. No waiver of sovereign immunity