



Program Management Systems Committee (PMSC) PARCA Working Group

PARCA/ Industry EVMS Stakeholders Discussions
Non Disclosure Agreement Challenges

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1 February, 2010

Agenda



- Status Actions taken since August Stakeholders meeting
- Define Next Steps

Recap of PARCA NDA Concerns



- DoD Will Be Dependent On Management Support Contractors For The Foreseeable Future
- Validity and Consistency of Current DoD Use of “Blanket” NDAs Under Review
- A Change Being Discussed In DoD Would Require *Individual NDAs By DoD Support Contractors* And Each Defense Hardware Contractor Whose EV Data They Have Access
- To Mitigate Confusion and Stoppage of Work Should This Policy Be Implemented, Alternative Solutions Need To Be Considered:
 - Establish An NDA Clearing House – Possibly Associated With The Central Repository – To Facilitate And Manage NDAs

Initial Industry Response to NDA's



- **Two Options**
 - Conventional NDA Between Industry Contractor And Government Support Contractor(s)
 - Master NDA With Addendum for Prime as 3rd Party Beneficiary
- **Master NDA Option Selected as Least Burdensome To All**
 - Draft Created for Government Review and Comment
- **Significant Attributes Include**
 - NDA Agreements Must Have A Fixed Time Duration And Protect Intellectual Property
 - Enable Tracking of Data Access And Distribution
 - Provide for Ancillary Agreements To Add Additional Contracts
 - Protect Prime's Subcontractor Data

Gov't Concerns With Initial Draft of Master NDA Addressed



- Process to Acquire Subcontractor Approval
 - Modify Data Plan (CSDR DD 2794) To Include EVM Reporting Requirements For Prime and Subcontractors
 - Incorporate T&Cs Between Primes and Subcontractors to Enable Subcontractor Data Access Approval
- Process for EVM CR Data Access Tracking
 - Use Current EVM CR Data Access and Control Mechanisms to Track Support Contractor Approval and Access
 - Provide Data Submitters Real Time Access To View Approval Status and Associated Data Access Rights for Their Data
- Clarification of Definition of “3rd Party”
 - Intent Was for Prime to Be “3rd Party” Beneficiary to NDA Agreement Between Support Contractor and PARCA

Actions Following Initial Review



- PARCA Provided Written Feedback on Clarifications Requested by DoD Legal
- Raytheon Legal acting on the behalf of the Industry working group Updated NDA EVM Data Process Based on Discussions with PARCA
- Raytheon Legal acting on behalf of the Industry Working Group Drafted Proposed Wording for 3rd Party Addendum

Current Status



- 25 January Received PARCA Status Update, Feedback of Additional Issues to Be Addressed and Proposed Revised NDA Process
- PARCA Status Update
 - Proposed NDA Process addresses the legal concerns with FIOA and the Trade Secrets Act
 - The NDA process is not compliant with FAR 9.505-4(B). PARCA is working to develop a plan to address, possibly a FAR rule change
 - Language has been added to the Draft NDA to address concerns in a recent GAO report regarding notification of breaches, etc
- New Issues
 - Responsibility of Obtaining Subcontractor Approval
 - Indemnity Against Damages for Support Contractor Actions

Summary



- EVM NDA Working Group Will Review Latest Government Feedback and Collaboratively Formulate Appropriate Response
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