

# **TexasOnline 2.0 Master Agreement**

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Between

**The State of Texas, acting by and through  
the Texas Department of Information Resources**

*and*

**Texas NICUSA, LLC**

## **Exhibit S Form of Non-Disclosure Agreement**

July 31, 2009

## Exhibit S Form of Non-Disclosure Agreement

Contents of *Exhibit S Form of Non-Disclosure Agreement* follow:

<b>Article I.</b>	<b>Introduction .....</b>	<b>2</b>
<b>Article II.</b>	<b>Contractual Principles .....</b>	<b>2</b>
<b>Article III.</b>	<b>Methodology for Updating Associated Exhibit Attachments and Plans .....</b>	<b>2</b>
<b>Article IV.</b>	<b>Documents Referenced in Exhibit S Form of Non-Disclosure Agreement .....</b>	<b>2</b>

### Article I. Introduction

- (a) The purpose of *Exhibit S Form of Non-Disclosure Agreement* is to comprehensively address the agreed-upon Form of Non-Disclosure Agreement for TexasOnline 2.0.

### Article II. Contractual Principles

- (a) *Exhibit S Form of Non-Disclosure Agreement* addresses the contractual principles associated with Confidentiality Agreement and Assignment, except with regard to Vendor's Proprietary Software. Prior to providing Vendor's Proprietary Software to a contractor who will be modifying such Vendor Proprietary Software, or operating TexasOnline 2.0 as provided in *Exhibit B Terms and Conditions, Section 11.09 Rights upon termination or expiration of Master Agreement* DIR will obtain contractor's agreement to a separate form of licensing agreement, in form mutually agreed to between contractor and DIR, with agreement not to be unreasonably withheld.

### Article III. Methodology for Updating Associated Exhibit Attachments and Plans

- (a) The *Attachment* may be changed through mutual written agreement of DIR and Vendor.

### Article IV. Documents Referenced in Exhibit S Form of Non-Disclosure Agreement

#### Section 4.01 Attachments to Exhibit S

- (a) The following attachments are incorporated as part of *Exhibit S Form of Non-Disclosure Agreement*:

**Table 1: Exhibit S Form of Non-Disclosure Agreement Attachments**

Title	Description and Contents
<i>Attachment S-1 Form of Non-Disclosure Agreement</i>	<i>Attachment S-1 Form of Non-Disclosure Agreement</i> provides the template for the Confidentiality Agreement and Assignment, including the terms and conditions and other elements of the Agreement.

**Section 4.02    *Exhibit S Associated Plans and Timelines***

- (a) No plans and timelines are associated with *Exhibit S Form of Non-Disclosure Agreement*.

**Section 4.03    *Other Referenced Documents in Exhibit S***

- (a) No documents are referenced in *Exhibit S Form of Non-Disclosure Agreement*.