

AGDC REGULATIONS

3 AAC is amended to add a new chapter ____ to read:

3 AAC _____.Confidentiality agreements. (a) After December 1, 2015, the corporation may enter into a contract with a third party to protect the confidentiality of information belonging to the third party that is disclosed to the corporation in connection with its business or affairs only when the specific information protected by the confidentiality contract is within one or more of the following categories:

(1) income tax returns, financial statements, profit-and-loss statements, cash flow reports and cash flow projections;

(2) credit reports and other credit information;

(3) proprietary business plans, strategies, analyses, budgets, or information the disclosure of which would cause commercial or competitive harm to the third party owning the information;

(4) trade secrets, as defined in the Alaska Uniform Trade Secrets Act (AS 45.50.940(3)), including proprietary and confidential information on products, pricing, manufacturing, or operating processes ;

(5) market surveys, sales or marketing strategy information, or pricing strategies;

(6) information that is required to be kept confidential under applicable federal or state law.

(b) No contract that the corporation enters into after December 1, 2015 to protect the confidentiality of any information shall itself be treated as a confidential document.

(c) Notwithstanding (a) of this section, the corporation shall continue to honor its obligations under any contracts it entered into with a third party prior to December 1, 2015 to preserve the confidentiality of any information.

(Eff. __/__/2015, Register _____)

Authority: AS 31.25.040 AS 31.25.090 AS 31.25.130

3 AAC _____. Disclosure of the corporation's information. (a) The corporation will make its records available to the public in accordance with the Alaska Public Records Act (AS 40.25.100 – 40.25.295) and the regulations adopted under it (2 AAC 96), subject to the exemptions established in the Alaska Public Records Act, the regulations, or AS 31.25.090(g) or (h).

(b) Unless the board approves waiving confidentiality, the corporation will preserve the confidentiality of its trade secret information, the disclosure of which would result in the loss of the value of the corporation's trade secret or which would cause other commercial or competitive harm to the corporation.

(c) The corporation may enter into confidentiality agreements with other parties as the corporation considers appropriate for the protection of its trade secret information, the disclosure of which would result in the loss of the value of the

corporation's trade secret or which would cause other commercial or competitive harm to the corporation.

(Eff. __/__/2015, Register _____)

Authority: AS 31.25.040 AS 31.25.090 AS 31.25.130

3 AAC _____.Consideration of confidential information. (a) The board may meet in executive session as authorized under the Open Meetings Act (AS 44.62.310 – 44.63.319) to consider information that the corporation may or must keep confidential under 3 AAC _____.(a) or (c) or 3 AAC _____.(b). The corporation may also provide to directors, outside of any board meeting, for the purpose of fulfilling their duties as directors, information that the corporation may or must keep confidential under 3 AAC _____.(a) or (c) or 3 AAC _____.(b).

(b) Unless the board authorizes a disclosure, all directors, officers, employees and agents of the corporation participating in an executive session of the board at which information the corporation may or must keep confidential under 3 AAC _____.(a) or (c) or 3 AAC _____.(b) is considered shall preserve the confidentiality of the information. Unless the board authorizes a disclosure, a director to whom the corporation has provided, outside of any board meeting, information that the corporation may or must keep confidential under 3 AAC _____.(a) or (c) or 3 AAC _____.(b) shall preserve the confidentiality of the information.

(Eff. __/__/2015, Register _____)

Authority: AS 31.25.040 AS 31.25.090 AS 31.25.130

3 AAC _____. Limits on and review of confidential information. (a)

Consistent with any confidentiality agreements of the corporation and applicable law, the board will endeavor to limit the amount of confidential information it withholds from the public and the time period for which information is kept confidential. The corporation shall presume that information is available for public disclosure and is not confidential, absent clear indication or demonstration to the contrary. In withholding records as confidential, the corporation shall adopt the least restrictive means possible, making as much of the records available as is practical while preserving the confidentiality of any information that is protected under 3 ACC _____.(a) or (c) or 3 AAC _____.(b).

(b) In response to a public records request, and on a periodic schedule the board may establish, the president of the corporation shall appoint a committee to review information in the possession of the corporation to determine whether it is confidential under 3 ACC _____.(a) or (c) or 3 AAC _____.(b). The committee shall consist of at least one director and one or more staff members of the corporation selected by the president. The committee will consider applicable law and the standards of (a) of this section in making a determination as to whether specific information is confidential.

(c) The president of the corporation will periodically direct the corporation's staff to review information previously treated as confidential and, if the need for confidentiality no longer exists, make the information publicly available.

(Eff. __/__/2015, Register _____)

Authority: AS 31.25.040 AS 31.25.090 AS 31.25.130

3 AAC _____.Board action on contracts. The corporation shall make the entirety of any contract that is submitted to the board for approval available to the public at least 10 days prior to the board meeting at which the contract will be considered. Any reasonable means of making proposed contracts available to the public is sufficient but the means used must include posting the contract on the corporation's website.

(Eff. __/__/2015, Register _____)

Authority: AS 31.25.040 AS 31.25.090 AS 31.25.130

3 AAC _____.Definitions. As used in these provisions,

(1) "corporation" means the Alaska Gasline Development Corporation created under AS 31.25;

(2) "board" means the board of directors of the corporation as established under AS 31.25.020; and

(3) "information" means any knowledge, statement, fact, opinion, material, data or tangible thing, regardless of the format, means or media by which it exists or is communicated or recorded.

(Eff. __/__/2015, Register _____)

Authority: AS 31.25.010 AS 31.25.040 AS 31.25.130
AS 31.25.020 AS 31.25.090