

Eric Plotkin



ADP Response (3 16 17) -

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2.28.17

Wheaton Park District
855 W. Prairie
Wheaton, IL 60187

Re: Wheaton Park District RFP

Dear Andrea,

ADP, as a provider of services to many governmental entities, understands that you are subject to various Freedom of Information ("FOI") laws. However, there are trade secrets and other exemptions to the disclosure requirements found in such FOI laws. ADP devotes considerable funds and resources to its research and development efforts, and consequently, is very interested in protecting information that ADP considers to be confidential and proprietary.

ADP will clearly mark any documents or information that it considers to be confidential and proprietary ("ADP Confidential Information") prior to disclosing such information in a RFP response. Your signature below indicates that you agree to the following with respect to the treatment of such ADP Confidential Information:

You agree to not disclose the ADP Confidential Information to any third party or post such information on the Internet without the prior written consent of ADP, except that you may disclose such information to the extent necessary to comply with any applicable law, including but not limited to the Illinois Freedom of Information Act (5 ILCS 140/1 et seq.), rule, regulation or ruling, provided that prior to disclosing such ADP Confidential Information, you (i) give ADP notice sufficiently in advance of every disclosure to enable ADP to take action to protect such information if it deems necessary, (ii) provide ADP with the name of any person or entity seeking such ADP Confidential Information, and (iii) disclose no more of ADP's Confidential Information than is required by the applicable law, rule, regulation or ruling, and give ADP the opportunity to redact confidential and proprietary information on the documents to be disclosed which constitutes a trade secret or which is otherwise exempt from disclosure and in the event that a third party action arises from Client's compliance with this paragraph, Client is not obligated to litigate on ADP's behalf however Client must immediately notify ADP of such third party action and provide reasonable assistance to allow ADP to join such third party action in order for ADP to defend any such claim.

ADP shall undertake any and all actions to protect ADP Confidential Information at its sole cost and expense. In the event ADP asks the Park District to deny, in whole or in part, a request to disclose ADP Confidential Information pursuant to a FOI request or other lawful means, ADP agrees to defend, indemnify and hold the Park District harmless in connection therewith, and shall pay all costs (including reasonable attorneys' and witness fees, filing fees and any other expenses) to defend the denial of said request, including, but not limited to challenges instituted by the Illinois Attorney General or commenced in a court of competent jurisdiction.

Kindly acknowledge and return this document so that we can submit our response to your RFP in a timely manner.

Please feel free to contact me with any questions.

Sincerely,

Jeremy Samuelson