

OFFICE OF THE CITY ATTORNEY
CHARLES PARKIN, City Attorney
411 West Ocean Boulevard, 9th Floor
Long Beach, CA 90802-4664

1 CONFIDENTIALITY AGREEMENT

2 **36012**

3 This CONFIDENTIALITY AGREEMENT ("Agreement") is dated as of
4 JUNE 11, 2021 and made by and between ALERT ENTERPRISE INC., a
5 Delaware corporation ("Alert") and the CITY OF LONG BEACH ("City").

6 RECITALS

7 WHEREAS, Convergent Technologies LLC, a Delaware limited liability
8 company ("Convergent") is currently providing consultant services to the City pursuant to
9 that certain Agreement No. 35455 dated December 24, 2019 executed by Convergent and
10 City in connection with an Airport Security Systems Assessment Report and associated
11 upgrades; and

12 WHEREAS, Alert has been contracted by Convergent to upgrade Alert
13 software at the Long Beach Airport ("Airport") from version 4.0B to 4.1 Express (the
14 "Project") pursuant to that certain Agreement Quotation FE00283354P dated February 5,
15 2021; and

16 WHEREAS, in order to complete the Project, Alert requires access to certain
17 security information and personnel identifiable information ("Security Data") regarding the
18 Airport and Airport employees and contractors; and

19 WHEREAS, City considers the Security Data confidential, and protected from
20 disclosure under Government Code Sections 6254 et. Seq., commonly known as the Public
21 Records Act (the "PRA"); and

22 WHEREAS, City is willing to make the Security Data available to Alert for the
23 limited purpose of assisting Convergent in its completion and future maintenance of the
24 Project, and otherwise subject to the terms of this Agreement.

25 AGREEMENT

26 NOW, THEREFORE, in consideration of the mutual terms, covenants, and
27 conditions in this Agreement, the parties agree as follows:

28 1. This Agreement governs handling of all Security Data provided (or

1 otherwise made available for review) to Alert by Airport staff and its agents or contractors.
2 The intent of this Agreement is to ensure that no information or documents exempted from
3 disclosure under the PRA or similar laws are released to any public or private parties other
4 than Alert and/or Convergent.

5 2. All Security Data shall remain strictly confidential and shall only be
6 viewed by and/or distributed to those Convergent and Alert employees working on the
7 Project.

8 3. All Security Data shall remain on site at the Airport; provided however,
9 that Security Data may be viewed remotely through a secure Virtual Private Network (VPN)
10 provided by Convergent.

11 4. Any and all documents, information, or other work developed by Alert
12 staff that contains Security Data shall also remain strictly confidential.

13 5. Confidential and privileged documents and information covered by this
14 Agreement shall be maintained in such a manner so that no intentional or unintentional
15 disclosure is made which might compromise any asserted privilege or immunity.

16 6. At the request of Airport staff, Security Data or other privileged or
17 confidential documents generated by Alert shall be returned to Airport, or alternatively may
18 be destroyed by Alert.

19 7. In the case of a demand under the PRA or other potential or actual
20 legal compulsion for disclosure of any portion of the Security Data, Alert and Convergent
21 shall promptly notify City. Reasonable efforts will be made to consult with each other in
22 determining an appropriate response to the demand, including possible assertion of
23 exemptions under the PRA or other laws as appropriate.

24 8. This Agreement shall not restrict Alert's use of documents,
25 information, or other work, which was obtained from sources other than the Security Data.

26 9. No failure or delay by City or Alert in exercising any right or obligation
27 under this Agreement shall operate as a waiver or preclude exercise of any other or further
28 right or obligation under this Agreement.

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10. This Agreement shall continue in effect for as long as Alert has access to any portion of the Security Data.

IN WITNESS WHEREOF, the parties have caused this document to be duly executed with all formalities required by law as of the date first stated above.

ALERT ENTERPRISE, INC., a Delaware corporation

JUNE 11, 2021

By Kaval Kave
Name KAVAL KAVE
Title CFO

August 3, 2021

By Vikas Chauhan
Name VIKAS CHAUHAN
Title MANAGER

"ESA"

CITY OF LONG BEACH

August 10, 2021

By Binda J. Satum
Name BINDA J. SATUM
Title CITY MANAGER

EXECUTED PURSUANT TO SECTION 301 OF THE CITY CHARTER

"City"

This Agreement is approved as to form on Aug. 6, 2021

CHARLES PARKIN, City Attorney

By [Signature]
Deputy

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ALERT ENTERPRISE, INC., a Delaware corporation

JUNE 11, 2021

By [Signature]
Name KAVAL KAVE
Title CFO

August 3, 2021

By [Signature]
Name VIKAS CHAUHAN
Title MANAGER

"ESA"

CITY OF LONG BEACH

_____, 2021

By _____
City Manager

"City"

This Agreement is approved as to form on _____, 2020

CHARLES PARKIN, City Attorney

By _____
Deputy

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Long Beach, CA 90802-4664

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ALERT ENTERPRISE, INC., a Delaware corporation

JUNE 11, 2021

By Kaval Kaur
Name KAVAL KAUR
Title CFO

_____, 2021

By _____
Name _____
Title _____

"ESA"

CITY OF LONG BEACH

_____, 2021

By _____
City Manager

"City"

This Agreement is approved as to form on _____, 20201

CHARLES PARKIN, City Attorney

By _____
Deputy

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Long Beach, CA 90802-4664