



NATIONAL AUTOMOBILE DEALERS ASSOCIATION
8400 Westpark Drive • McLean, Virginia 22102
703/821-7040 • 703/821-7041

To: NADA Members
From: NADA Legal and Regulatory Affairs
Date: January 16, 2014
Re: Dealer Data Guidance – *Service Provider Dealer Data Access Addendum*

The attached *Service Provider Dealer Data Access Addendum* (“*Addendum*”) is provided as a sample for dealers to consider in conjunction with any vendor agreement pursuant to which the vendor seeks access to any information about your customers, business operations, or any other data you gather and maintain (“*Dealer Data*”) in order for that vendor to provide services to dealers consistent with the definition of “service provider” under the Gramm-Leach-Bliley Act, 15 U.S.C. § 6801, et seq. (“*GLB Act*”) and its implementing regulations. Inclusion of the required service provider contractual language is a critical component of GLB compliance and adoption of the *Addendum* addresses that requirement, but it is only one of many GLB duties dealers face. Please review the August 2013 NADA memo to dealers and the numerous dealer guides covering GLB and related duties available at www.nadauniversity.com for details.

This memorandum and the attached SERVICE PROVIDER DEALER DATA ACCESS ADDENDUM do not, and are not intended to, provide legal advice, nor advice about the business issues in dealers’ vendor or other contracts. Instead, they are intended to highlight and address the federal regulatory issues in contracts implicating access to Dealer Data. NADA does not and cannot guarantee that adoption of the Addendum will ensure compliance with any legal requirement. Dealers must consult with their own counsel with respect to all contracts, as well as all federal, state, and local regulatory obligations.

Adoption of the *Addendum* is not the exclusive way that dealers can satisfy the GLB service provider contract requirements, and all of the provisions of the *Addendum* may not work in every service provider situation. The GLB Act requirements are complex and can be fact-specific and dealers should consult with their counsel before adopting the *Addendum*, and should adjust the language as necessary after such consultation. However, adoption of the *Addendum* will help dealers to satisfy the service provider contract requirements under the GLB Act.

Note also that there are likely many other provisions dealers may wish to consider adding to the *Addendum* after consultation with counsel. For example: indemnification; data breach notification and responsibility; additional reporting or audit responsibilities; insurance requirements; other regulatory compliance obligations and responsibility; state or local law issues; licensing considerations; and others may be appropriate depending on the nature of the services provided and the data accessed. Lastly, dealers should consult with their counsel, IT staff, IT vendors, and others to fully understand the scope of the services provided by their service providers so they can protect themselves and ensure that the data fields listed on Exhibit A of the *Addendum* are consistent with the requirements of the services provided.