

# **ANTI-TRUST**

**RESOLUTION CONCERNING ANTITRUST COMPLIANCE  
POLICIES AND PROCEDURES OF THE  
PENNSYLVANIA ASPHALT PAVEMENT ASSOCIATION**

BE IT RESOLVED, that the following are adopted as the Pennsylvania Asphalt Pavement Association's Antitrust Compliance Policies and Procedures:

1. These policies and procedures apply to all membership, board, committee and other meetings sponsored by the Association, all meetings attended by representatives of the Association and to the Association's employees in all of their activities within the scope of their employment.
2. All meetings of the Association whether membership, board, committee or any other type of meeting sponsored by the Association shall be conducted as though they were opened to the public.
3. Discussions of prices or price levels is prohibited. In addition, no discussion is permitted of any elements of a company's operations which might influence price such as (a) company costs of operations, supplies, labor or services, (b) allowances for discounts, (c) terms of sale including credit arrangements, and (d) profit margins and mark-ups.
4. It is a violation of the antitrust laws to agree not to compete; therefore, discussions of division of territories or customers or limitations on the nature of business carried on or products sold are not permitted.
5. Boycotts in any form are unlawful. Discussion relating to boycotts is prohibited including discussions about blacklisting or unfavorable reports about particular companies including their financial situation.
6. It is the Association's policy that legal counsel attend all meetings of the membership and the Board of Directors and review in advance agendas of all Association sponsored meetings. The agenda must be strictly followed with no deviations and with particular attention paid to avoiding discussion of the subjects previously described.
7. It is the Association's policy that minutes of each meeting be prepared by a duly designated recorder, reviewed by legal counsel and circulated to all members in attendance following the meeting.
8. It is the Association's policy not to have legal counsel in attendance at Association meetings other than those of the board and membership as a matter of course. At meetings where legal counsel is not in attendance, Association staff are required to

be present to assure compliance with Association policies and to consult counsel as required.

9. It is the Association's policy that all meetings attended by representatives of the Association where discussion can border on an area of antitrust sensitivity, that the Association's representative request that the discussion be stopped and asked that the request be made a part of the minutes of the meeting being attended. If others continue such discussion, the Association's representative should excuse himself from the meeting and request that the minutes show that he left the meeting at that point and why he left. Any such instances should be reported immediately to the Executive Vice President of the Association and through him to legal counsel so that the matter can be reviewed and a determination be made as to the necessity of further action by the Association.
10. It is the Association's policy that a copy of these Antitrust Compliance Policies and Procedures be given to each director, committee member, official representative of member companies and Association employees annually and that the same be read as the first order of business at all meetings of the membership of the Association.