

## **ANTI-TRUST COMPLIANCE POLICIES & PROCEDURES**

(Adopted by the Board of Directors – January 22, 1988)

It shall be the policy of the Oregon-Columbia Chapter of the Associated General Contractors of America, Inc. (“AGC”) to be in strict compliance with all federal and state anti-trust statutes and regulations, therefore:

BE IT RESOLVED, that the following are adopted as the AGC’s Anti-Trust Compliance Policies and Procedures:

1. These policies and procedures apply to all membership, board, committee, and other meetings and social functions sponsored by the AGC, all meetings attended by representatives of the AGC, and to the AGC’s employees and all of their activities within the scope of their employment.

2. All meetings of the AGC, whether membership, board, committee, social function, or any other type of meeting sponsored by the AGC, shall be conducted as though they were open to the public.

3. Discussion 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:

- 3.1 Company costs of operations, supplies, labor, or services;
- 3.2 Allowance for discount;
- 3.3 Terms of sale including credit arrangements; and
- 3.4 Profit margins and markups.

This limitation shall not extend to discussion of methods of operation, maintenance, and similar matters in which cost or efficiency is merely incidental. Furthermore, this limitation shall not extend to discussion of labor cost or productivity in, or in preparation for collective bargaining on behalf of the AGC or a group of its members.

4. It is a violation of the anti-trust laws to agree not to compete; therefore, discussion 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 the financial situation.

6. It is the AGC's policy that all meetings attended by representatives of the AGC, where discussion can border on an area of anti-trust sensitivity, that the AGC's representatives request the discussion be stopped and ask that the request be made a part of the minutes of the meeting being attended. If others continue such discussion, the AGC's representatives shall excuse him or herself from the meeting and request that the minutes show that he or she left the meeting at that point and why he or she left. Any such instances should be reported immediately to the Manager of the AGC and through him to appropriate legal counsel so that the matter can be reviewed and a determination made as to the necessity of further action by the AGC.

7. It is the AGC's policy that a copy of these Anti-Trust Compliance Policies and Procedures be given to each director, committee member, member company, and AGC employee annually, and that official notice of the AGC's policy be given as the first order of business at all meetings of the Board of Directors, the Executive Committee of the Board of Directors, and membership of the AGC.

8. A prepared agenda will be written and followed at all meetings. Particular attention will be paid to avoiding discussion of the subjects delineated in this document.

9. Formal minutes of all meetings will be written and filed. Copies will be circulated to all members in attendance following the meeting.