

# ANTITRUST COMPLIANCE POLICY

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The Washington Aggregates & Concrete Association (WACA) is committed to full compliance with all applicable laws, including federal and state antitrust laws and regulations. Through its events, WACA brings significant pro-competitive benefits to its members and associated industries. WACA's members include competitors or potential competitors, and WACA events may bring competitors into contact with each other. To ensure that WACA's position is clear and to provide guidance to WACA members, this Policy encourages competition, prohibits any anticompetitive conduct that potentially violates antitrust laws, and sets forth guidelines for both prohibited and encouraged conduct.

WACA, its Officers, Directors, Staff, and Members shall, at all times, comply with the antitrust laws and avoid any actions or discussions which may potentially be construed as anticompetitive. Strict adherence to the Policy and all applicable antitrust laws is a condition of membership, appointment, employment, association, or affiliation with WACA. Any violation of this Policy is cause for membership expulsion.

## **PROHIBITED CONDUCT**

The antitrust laws are intended to promote free and open competition and broadly prohibit any conduct that unfairly or unreasonably restrains competition. Legitimate WACA events must not be used for improper means, such as to discuss or enter into anticompetitive agreements with competitors or potential competitors.

No price-fixing. Competitors shall not discuss or enter into any agreements regarding pricing or anything relating to price. Do not discuss or exchange information regarding confidential, competitively sensitive issues, including current or future pricing, price floors or ceilings, pricing formulas, profit margins, costs, terms of sale, discounts, rebates, fees and charges, credit terms, warranties, production, capacity, inventory, sales, wages, or strategic business plans.

No bid rigging. Competitors shall not discuss or enter into any agreements regarding current or future bids or bidding strategies, the amount of any bid, who will win or lose a bid, whether or not to bid, or any methods by which bids will be submitted or awarded.

No market allocations. Competitors shall not discuss or enter into any agreements to allocate, divide, or not compete for certain territories, customers, products, services, business opportunities, or employees.

No group boycotts. Competitors shall not discuss or enter into any agreements to boycott or refuse to do business with any other competitor, supplier, or customer.

No wage-fixing or no-poach agreements. Competitors shall not discuss or enter into any agreements to fix wages or other terms of compensation, or not to solicit or hire each other's employees.

Penalties for antitrust violations can be severe, and potentially include criminal prosecution and/or civil lawsuits. **Defending against antitrust claims, even ones without merit, can be costly and result in significant reputational harm. All WACA activities must be conducted in a manner that avoids even the appearance of anticompetitive conduct.** WACA strictly prohibits and disavows any side meetings, "off-the-record" discussions, or social encounters during WACA-sponsored events that violate this Policy.

## PROCEDURAL SAFEGUARDS

WACA adopts the following procedural safeguards:

- All meetings, whether Membership, Board, Committee, or any other type of meetings sponsored by WACA, shall be conducted as though they are open to the public.
- All meetings shall follow a written agenda approved in advance, and no discussions beyond the scope of the pre-set agenda will be permitted. (to be edited ) Any agenda topics that may potentially implicate antitrust issues should be reviewed in advance by legal counsel.
- Formal minutes of each meeting shall be prepared and maintained by a duly designated recorder.
- If a discussion regarding a competitively sensitive topic arises, WACA representatives in attendance shall instruct that the discussion on that topic be stopped immediately, and record the instruction in the meeting minutes. If such a discussion occurs again in the same meeting, WACA representatives in attendance shall terminate the meeting and record the termination in the meeting minutes. In both situations, **WACA representatives in attendance shall report this information to WACA's Board for consultation with legal counsel.**
- A copy of this Policy shall be provided to all individuals affiliated with or participating in WACA activities, and all WACA meeting participants must attest to their compliance with the Policy. In addition, the antitrust compliance statement set forth in Appendix A shall be read as the first order of business at each WACA meeting.

## ANTITRUST CHECKLIST OF DO'S AND DON'TS



### DO:

- Have WACA representative(s) at each WACA-sponsored meeting
- Limit meeting discussions to pre-set agendas.
- Maintain accurate meeting minutes.
- Provide a copy of this policy to all WACA participants.
- Begin each meeting with the antitrust compliance statement
- Stop improper discussions of competitively sensitive issues
- Consult with legal counsel on all antitrust questions.



### DON'T discuss or agree on:

- any terms of pricing, including price floors or ceilings, pricing formulas, markups, or profit margins
- other terms of sale, including discounts, rebates, additional charges, credit terms, and warranties
- production or capacity levels, inventories, sales, labor, supplies
- bids or bidding strategies
- allocating territories, customers, or products
- refusing to do business with other competitors, suppliers, or customers
- wages or other compensation terms, or non-solicitation of each other's employees.

