

At a meeting on October 8, 1980, the Board of Directors first discussed the Institute's status and policies regarding compliance with antitrust laws. After review of both the internal and external compliance procedures, the following resolution was approved:

"The staff, officers, directors and members of the Post-Tensioning Institute are reminded that they are required to comply with the spirit and specific requirements of the antitrust laws on all activities within the scope of, and related to, the official functions of PTI. Further, this restated position, along with appropriate explanatory material, should be placed in all meeting folders/books periodically, beginning with the 8th of October meeting of PTI."

On July 24, 2012 and again on October 7, 2015, the Executive Committee authorized Legal Counsel to review and update this Policy Statement in the perspective of the Department of Justice Business Review Letter of July 30, 1997 and current case law. As a continuing guide for your participation in PTI's meetings, please review and continue to adhere to the following "Legal Limitation on Discussions at PTI Meetings."

LEGAL LIMITATION ON DISCUSSIONS AT PTI MEETINGS AND EVENTS

A free exchange of ideas on matters of mutual interest to the members is necessary for the success of all meetings. Indeed, such an exchange of views is essential to the successful operation of every trade association and the law specifically allows legitimate exchange of views pertaining to, e.g., quality control, safety, building design and construction integrity, etc.

It is not the purpose of this memorandum to discourage the exploration in depth of any matters of legitimate concern to meeting participants. Nevertheless, to ignore certain antitrust ground rules, either through ignorance or otherwise, is to create a civil and criminal hazard businessmen simply cannot afford.

It is for these reasons that PTI provides you with a reminder that certain areas of formal and informal communication between competitors or between manufacturers and their suppliers and customers must be avoided, as posing potential antitrust problems.

The Sherman Antitrust Act, the Clayton Act, the Federal Trade Commission Act, and the Robinson-Patman Act comprise the basic federal antitrust laws, which set forth the broad areas of conduct considered illegal as restraints of trade. In general, agreements or understandings between competitors that operate as an impediment to free and open competition are forbidden. Federal antitrust prohibitions forbid any "agreement or understanding...to substantially lessen competition or tend to create a monopoly in any line of commerce." An important point to keep in mind is that communications and discussions between competitors or between sellers and customers, about matters which may be considered anti-competitive, often comprise the evidence from which courts infer antitrust violations. *It is the policy of the Post-Tensioning Institute that such agreements, understandings or communications shall not be tolerated at any formal or informal meetings or social events of the Institute.*

The general prohibitions contained in the federal antitrust laws, have been particularized in the form of a series of consent decrees, originally entered against a number of member companies of various trade associations and the associations themselves. It is important to note that these laws not only apply to PTI members, but also to PTI itself. Often trade associations have been and are presently co-defendants in cases brought by the Justice Department and the Federal Trade Commission ("FTC"). Recently, the FTC has stated: *"Because trade associations are by their nature collaborations among competitors, the Commission and courts have long been concerned with anti-competitive restraints imposed by such organizations under the guise of codes of conduct. Competing for customers, cutting prices, and recruiting employees are hallmarks of vigorous competition. Agreements among competitors not to engage in these activities injure consumers by increasing prices and reducing quality and choice."* Similar "codes" or policies and requirements that encourage directly or indirectly members' unlawful activity are strictly forbidden by PTI in the course of its business with its members.

SPECIFIC EXAMPLES OF ACTIVITIES AND PRACTICES PROHIBITED

AT ALL PTI MEETINGS AND EVENTS:

Included in activities and practices which are forbidden, and are contrary to the policy of the Institute, both under the general antitrust laws and the consent decrees, subject to the said Business Review Letter, are the following:

- Agreeing to allocate markets, customers or suppliers among competitors, classify certain customers or suppliers being entitled to preferential treatment by manufacturers, and establish geographic trading areas.
- Participating in any plan designed to induce any manufacturer or distributor to sell or refrain from selling, or discriminate in favor of, or against any particular customer or class of customers.
- Agreeing in any manner to fix or otherwise establish bids, prices (including price increases, decreases, standardization or stabilization), profits, costs, contract terms affecting price (such as discounts and credit terms), etc. because, e.g. prices were too low, with the exception of certain resale pricing agreements between manufacturers and retailers or distributors.
- Agreeing in any manner to limit or restrict the quality of products to be produced (e.g., restrictions on selling coated strand to certain customers).
- Participating in any plan which has the effect of discriminating against, or excluding competitors, suppliers or customers.

These examples are provided to guide you in your discussions during formal and informal PTI meetings and social events. If the occasion arises, more specific advice will be provided by legal counsel, who is required by Article IV, Section 7 of the PTI By-Laws to be present at all meetings of the Board of Directors and the Executive Committee.