

**Resolution Concerning Antitrust Compliance Policies and Procedures of the Association**

(As amended December 14, 2018)

The Pennsylvania Aggregates and Concrete Association (PACA) is the trade association organized to serve and promote the aggregates, concrete and cement industries in the Commonwealth of Pennsylvania.

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 open to the public.

3. Discussions of prices or price levels are 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 be invited to those meetings so designated by the Executive Committee or Board of Directors, and when necessary, pertinent written documents shall be submitted and reviewed by legal counsel.

7. It is the Association's policy that the minutes of each meeting be prepared by a duly designated recorder and circulated to all members in attendance following the meeting.

BE IT RESOLVED, that the following are adopted as the Antitrust Compliance Policies and Procedures of the Pennsylvania Aggregates and Concrete Association ("Association"):

8. It is the Association's policy not to have legal counsel in attendance at Association meetings other than those previously addressed. 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 legal counsel as required.

9. It is the Association's policy that if any representative of the Association attends a meeting where discussions border on the area of antitrust sensitivity, the Association's representative in attendance shall request that the discussion be stopped and ask that the request be made a part of the minutes of the meeting being attended. If others in attendance at the meeting continue such discussion, the Association's representative should excuse him/herself from the meeting and request that the minutes show that he/she left the meeting at that point and why the representative left. Any such instances should be reported immediately to the President of the Association and, through the President, to legal counsel so that the matter can be reviewed and a determination made as 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.

