



THE CONCRETE COALITION OF FLORIDA (CCFL) is committed to full compliance with all federal and state antitrust laws.

The purpose of this Policy Statement is to provide guidelines to the members of CCFL for their conduct when engaged in the activities of the organization. This Policy Statement is necessarily general and cannot anticipate every legal issue or fact situation that might emerge. It is very important, therefore, that any questions that may arise as to the specific application of this Policy Statement and the antitrust laws in general be submitted to CCFL and/or its legal counsel. Any person with knowledge of an actual or suspected violation of this Policy Statement should immediately inform the Executive Director of MAF.

While it is appropriate for the members of CCFL to meet to discuss common problems and areas of interest, it must be kept in mind that the members of CCFL are competitors and any action taken to eliminate, restrict, or govern competition among members is a violation of antitrust laws. The policies and procedures set forth in this Policy Statement shall apply to all membership, board, committee and other meetings sponsored by the MAF, as well as all meetings attended by representatives of CCFL. The policies and procedures shall also apply to the related employees of CCFL members within the scope of their employment in connection with CCFL matters.

CCFL members and their employees are also advised to abide by the following guidelines in oral discussions or written correspondence with other members of CCFL or with any other persons during any business meetings, continuing education courses or social gatherings, before or after any business meetings of CCFL.

#### **Guidelines for CCFL Meetings**

1. Agenda for all CCFL meetings should be prepared in advance, adopted by the group at the outset of a meeting, and carefully adhered to.
2. All meetings sponsored by CCFL shall be conducted as though they are open to the public.
3. Minutes of all meetings should be prepared, reviewed by CCFL and circulated to all of those in attendance. The minutes should be approved at the next regular meeting of the applicable group or committee.
4. Legal counsel for CCFL should review proposed agenda and minutes of meetings involving potentially antitrust-sensitive subjects. Where it is felt to be appropriate, legal counsel should be asked to attend meetings where potentially anti-trust sensitive issues might be discussed.

## **Proper Activities**

Proper activities may include, but are not limited to the following:

1. The exchange of legitimate business information for the mutual benefit of the members and other lawful exchange of information;
2. Providing opportunities for members to network and to promote their businesses and the masonry industry as a whole;
3. The exchange of information on new developments in the masonry industry;
4. The promotion of markets for masonry industry as a whole;
5. The development of standards for non-competitive items for voluntary use by industry members; and
6. The development of a common approach to legislative and regulatory matters.

## **Improper Activities**

Improper activities at CCFL meetings or functions may include, but are not limited to, the following:

1. Discussions of pricing, fixing price levels, promotional pricing policies, discounts or other terms or conditions of sale:
  - A. There shall be no discussions regarding price, pricing, price levels or promotional pricing at any CCFL meeting. This includes discounts or other terms or conditions of sale, including policies regarding the granting of credits to customers.
  - B. There shall be no discussions regarding a company's operations which might tend to influence price such as: (a) costs of operations, procurement; supplies, labor or services; (b) allowance for discounts; (c) terms of sale, including credit terms or arrangements and (d) profit margins and mark ups; provided this limitation shall not extend to discussions of methods of operations, maintenance, and similar matters in which cost or efficiency is merely incidental.
  - C. There shall be no discussions about artificially increasing or limiting the supply or any products.
  - D. The dissemination of suggested price lists to or among CCFL members is prohibited.
2. Discussions of customer identity:
  - A. Members should not discuss doing business with certain customers or refusing to deal with any particular customers or suppliers.
  - B. There shall be no discussion or correspondence concerning any forms of joint or cooperative action which may have an adverse effect on any person or organization

within the masonry industry, nor shall there be any discussions regarding offering assistance to members with problems unique to a single company.

- C. No agreement may be made by members with respect to any customer or supplier, including, but not limited to, any agreement to boycott a particular customer or supplier.

3. Discussion of geographic market areas:

- A. There shall be no discussions of the division of territories or customers or limitations on the nature of business carried on or products sold.
- B. There shall be no discussions regarding arrangements where one member agrees to confine its sales to its own city or county, if another member agrees to follow a similar limitation.

4. There shall be no pressure on members to adopt any particular program or policy or to interfere with the business practices of competitors in the masonry industry who are not members of CCFL:

- A. There shall be no discussions relating to boycotts, including discussions about blacklisting or unfavorable reports about particular companies, including their financial situation.
- B. There shall be no discussions regarding rules, regulations, standards or any type of pressure which in any way might affect or be used to affect the freedom of any CCFL member to adopt any policy for its company that it might desire.
- C. There shall be no discussions regarding restricting the exercise of independent judgment by the members in the management of their businesses or interfering with free and lawful competition.
- D. There shall be no discussions regarding programs or policies designed to exclude some members of the masonry industry.
- E. There shall be no disparagement of the competitive efforts of non-CCFL members in the masonry industry. This shall not restrict discussions regarding ways to generally enhance the competitive position of the masonry industry as a whole in relation to other industries with which it competes.
- F. There shall be no promulgation or encouragement of unfair or misleading practices involving advertising, merchandising, products or services.
- G. There shall be no discrimination against competitors in the masonry industry when: (a) developing standards or specifications for products or services; (b) setting ethical standards or (c) dealing with customer credit information. This shall not restrict discussions regarding ways to generally enhance the competitive position of the masonry industry as a whole in relation to other industries with which it competes.

5. Members shall not participate in any unofficial meetings on any subject that could not properly be discussed at an official meeting.

**Recommended Conduct for CCFL Meetings:**

1. Any lawful exchange of information among members of CCFL should be accurate and factual.
2. All participants in any discussions or correspondence are obliged to speak up immediately for the purpose of preventing any discussions falling outside the bounds indicated by this Statement.
3. At any meetings attended by a representative of CCFL where discussions arise that border on areas of anti-trust sensitivity, the CCFL representative should request that the discussion be stopped and ask that the request be made a part of minutes of the meeting being attended. If others continue such discussion, the CCFL 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 President and Executive Director of the CCFL, so that the matter can be reviewed and a determination be made as to the necessity of further action by CCFL.
4. Members are asked to raise any questions they may have about this Statement prior to engaging in any questionable discussions. Should improper discussions start, members and those in attendance should do their best to stop such discussions; if the discussions continue, the members should leave the discussion.
5. It is CCFL's policy that a copy of this Policy Statement be given to each director, committee member, or any official representative of CCFL and to all CCFL employees annually.
6. This Statement should be called to the attention of all present as the first order of business at all CCFL meetings.