

## *NAIOP*

### ASSOCIATION ANTITRUST COMPLIANCE PROGRAM GUIDELINES

- A. It is the policy of the Association to comply fully with the antitrust laws applicable to trade association activities. The Sherman Act and other applicable antitrust laws are intended to promote vigorous and fair competition and to combat various restraints of trade.
- B. In furtherance of this policy, the Association Executive Office periodically consults with Association legal counsel.
- C. Each person who is an Association member or who is employed by a member of the Association and who participates in the Association activities has a responsibility to his employers, to himself, and to the Association to avoid any improper conduct from an antitrust standpoint. The following guidelines will assist in meeting this responsibility:
  - 1. The Association meetings and discussions are, in general, to be industry-promotion, industry-issue, industry-development or technically oriented. Subject to the above and the advice of Association legal counsel in attendance at Association meetings, discussions may generally cover industry product developments on a generic basis, advancing “technical know-how,” improving productivity and efficiency, historical market data on a general (i.e. non-specific company) basis and regulatory or legal industry-wide issues, policies of federal and state law enforcement bodies, and federal or state laws or pending legislation important to the industry.
  - 2. In view of antitrust considerations (both civil and criminal) and to avoid any possible restraints on competition, the following legally-sensitive subjects as to a given company or its competitors must be avoided during any discussion between competitors.
    - a. Future marketing plans of individual competitors should not be discussed between competitors;
    - b. Any complaints or business plans relating to specific customers, specific suppliers, specific geographic markets or specific products, should not be discussed between competitors;
    - c. Purchasing plans or bidding plans should not be discussed (except privately between two parties with a vertical commercial relationship such as supplier or customer);

- d. Current and future price information and pricing plans, bidding plans, refund or rebate plans, discount plans, credit plans, specific product costs, profit margin information and terms of sale should not be discussed between competitors. All of the above are elements of competition.
- e. Any question regarding the legality of a discussion topic or business practice should be brought to the attention of the Association's legal counsel or a company's individual legal counsel for legal advice.