

ANTI-TRUST POLICY OF THE ASPHALT CONTRACTORS ASSOCIATION OF FLORIDA, INC

The antitrust laws seek to preserve a free competitive economy in the United States and in commerce with foreign countries. As a general rule, competitors may not restrain competition among themselves through understandings or agreements as to the price, the production, or the distribution of their products or services, or other agreements which unreasonably restrict competition. With some exceptions, competitors may not act in concert to restrict the competitive capabilities or opportunities of their competitors, their suppliers, or their customers.

The antitrust laws, however, are often of unclear applicability, and in certain circumstances unlawful agreements can be inferred from circumstantial evidence. Furthermore, penalties for violating the antitrust laws are severe. The guidelines set forth below are designed to avoid even the appearance of questionable activity by the Association and its members.

ACAF through its meeting activities brings together representatives of competitors throughout the industry. The subject matters of ACAF's activities are technical or educational in nature. Nevertheless, ACAF's Board of Directors recognizes the remote possibility that the Association and its activities can be abused and be seen by those unaware of or determined to violate the law as providing an opportunity for anticompetitive conduct. Through this statement of policy, the ACAF Board reiterates its unequivocal support for the policy of competition served by the antitrust laws and uncompromising intent as individual companies and as an Association to comply strictly in all respects with those laws governing competitive activities.

At all meetings of the Asphalt Contractors Association of Florida's Board of Directors and committees, as well as all association-sponsored seminars, conferences, webinars and task force and working group sessions and among Association members, the following will not be discussed:

- Individual company prices, price changes, price differentials, markups, discounts, credit terms, etc.
- Individual company data on costs, production, capacity, inventories, sales, labor, supplies, etc.
- Agreements on terms of sale, warranties, or contract provisions.
- What constitutes a "fair profit level."
- Standardization or stabilization of prices.
- Pricing procedures or formulas.
- Confidential future marketing or pricing plans.

- Control of sales.
- Allocation of customers or geographic division of markets – agreements not to compete.
- Refusal to deal with a company because of its pricing or distribution practices.
- Whether or not the pricing practices of any industry member are unethical or constitute an unfair trade practice.
- Information concerning any individual company's costs, profits, inventory, market share, or other commercial information of a non-public nature.

Notwithstanding the prohibitions on certain cooperation between competitors described above, Association members may be immunized from antitrust liability when they cooperate to influence governmental action, such as joint legislative or regulatory initiatives. It should be viewed as very limited permission to influence jointly any branch of the government. It is important to remember that the doctrine immunizes cooperating competitors from liability only from any harm to competition that is caused by the resulting governmental action. It does not immunize competitors who behave or share information improperly at any time, even if they are doing so in the course of influencing law- or policymakers. For example, competitors may not share future pricing moves with each other in preparation for an effort to convince a lawmaking body to set a price floor for an industry.

Further, if the Association embarks on the development of specific product standards or a code of ethics for its members or the compilation of industry statistics, such activities shall be developed and conducted in a manner consistent with applicable antitrust laws with the prior approval of the Board of Directors of the Association and advice of counsel. To avoid even the appearance of questionable activity, as well as to guard against inadvertent conduct, Association meetings should observe the following guidelines and procedures:

- A written agenda will be prepared and adhered to.
- Accurate minutes of every meeting will be prepared and approved.
- Minutes of the meeting will be distributed to all committee members.
- In case of doubt about the propriety of a discussion, or a particular topic of discussion, Association counsel will be consulted.
- If a member has a reservation concerning remarks or discussion at an Association meeting, that member should state the reservation.

Revised March 2020

CONFLICT OF INTEREST POLICY

Article I. Purpose

The purpose of a conflict-of-interest policy is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest.

Article II. Definitions

1. Interested Person

An Interested Person is any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect Financial Interest, as defined below.

2. Financial Interest

A person has a Financial Interest if the individual has, directly or indirectly, any actual or potential ownership, investment, or compensation arrangement with the Asphalt Contractors Association of Florida, Inc or with any entity that conducts transactions with the Asphalt Contractors Association of Florida, Inc.

A Financial Interest is not necessarily a conflict of interest in all cases. Under Article III, Section 2 of IRS Form 1023, a person with a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III. Procedures

1. Duty to disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the directors and members of the committees with governing board-delegated powers considering the proposed transaction

or arrangement. In an effort to aid such disclosure, each member (board, committee, or staff) shall complete a conflict-of-interest questionnaire as circumstances warrant, but no less frequently than annually.

2. Determining whether a conflict of interest exists

The board shall review each member questionnaire and any other disclosures regarding the Financial Interests of its members and vote on whether a conflict of interest exists.

3. Procedures for addressing the conflict of interest

After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable effort a more advantageous transaction or arrangement from a person or entity that would not produce a conflict of interest.

If an alternative transaction or arrangement is not possible, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interests of the organization, for its own benefit, and fair and reasonable. Based on these determinations, the board or committee shall make its decision on whether to enter into the transaction or arrangement.

4. Disciplinary action

If the committee has reason to believe an individual has failed to disclose actual or potential conflicts of interest, it will inform the member and allow him/her to explain the alleged failure to disclose. If the committee still has reason to believe a conflict of interest exists after the alleged conflict is explained, it will take corrective action.

CONFLICT-OF-INTEREST QUESTIONNAIRE

The following questionnaire must be completed annually by all members and affiliates of Asphalt Contractors Association of Florida, Inc. Answers to this questionnaire should relate to relationships that occur from 1 September 2020 through 31 August 2021. Once you have completed this questionnaire, please sign and date in the space provided and return it to:

Mark Musselman
Asphalt Contractors
Association of Florida, Inc

1007 E. Desoto Park Drive
(850)222-7300
acaf@acaf.org

1. Are you an officer of an organization that conducts business or has a relationship with the Asphalt Contractors Association of Florida, Inc other than through the normal business of the Association?

Yes No

If yes, please define.

2. Have you ever served on the board of a business in which the Asphalt Contractors Association of Florida, Inc invests?

Yes No

If yes, please define.

3. Do you have a family relationship with anyone who has a noted relationship with the Asphalt Contractors Association of Florida, Inc? Family connections include an individual's spouse, parent, child, grandparent, grandchild, great-grandchild, and sibling. The spouses of any children, grandchildren, great-grandchildren, and siblings are considered family relationships as well.

Yes No

If yes, please define.

4. Have you participated, directly or indirectly, in any employment agreement, compensation relationship, or any other arrangement/investment opportunity with a third-party vendor doing business with the Asphalt Contractors Association of Florida, Inc that has resulted or could result in personal benefit to you?

Yes No

If yes, please define.

5. Have you received, directly or indirectly, any salary payments, loans, or gifts of any kind or any free service, discounts, or other fees from any person/organization engaged in any transaction with the Asphalt Contractors Association of Florida, Inc?

Yes No

If yes, please define.

6. Do you share ownership of a business that does business with the Asphalt Contractors Association of Florida, Inc? Ownership means voting power in a corporation, profits interest in a partnership, or beneficial interest in a trust.

Yes No

If yes, please define.

Signature

Date

Print name

