STI/SPFA ANTITRUST POLICY & MEETING GUIDELINES

Statement of Policy

The Board of Directors and the professional staff of STI/SPFA are committed to pursuing the goals of the Institute in full accordance with all federal and state laws, as well as the highest ethical standards. In that regard, the Institute is particularly committed to full and free competition in the marketplace.

Joint cooperative activity among actual or potential competitors in the marketplace is entirely lawful as long as the purpose and effect of such cooperation benefits competition. Because the Steel Tank Institute Division of STI/SPFA, and the Steel Plate Fabricators Association Division of STI/SPFA, both are joint cooperative efforts of participants in the industry, it is extremely important that the members and staff of the Institute be aware of, and adhere to at all times, the antitrust laws. Moreover, Congress has recently increased the penalties for violations of certain antitrust laws. In 2004, Congress raised the maximum penalties for violations of the Sherman Act. Corporations can be fined up to $100 million or more and individuals can be sentenced to 10 years in prison and fined up to $1 million. Private damage awards can reach hundreds of millions of dollars. Thus, compliance with the antitrust laws is essential.

A statement explaining the STI/SPFA antitrust policy is distributed at all Steel Tank Institute and Steel Plate Fabricators Association meetings to remind each member of this commitment, and as a general guideline for our activities and meetings.

Responsibility for Antitrust Compliance

The Board of Directors and staff of STI/SPFA have worked closely with their lawyers to assure that the joint research, standards development and marketing programs of the Institute are in full accord with the antitrust laws. Members of STI/SPFA also must be aware of and sensitive to antitrust issues arising from activities and contacts with competitors outside of the official Institute programs.

STI/SPFA depends upon the good judgment of every business owner and staff member, to ensure that discussions and activities do not include improper subject matter or procedures, or even give the appearance of doing so. This policy is intended as a general guideline to help members and staff guard against unintentional conduct. For specific information on the contents of federal laws, members should consult with their legal counsel.

Lastly, any questionable activity should be reported immediately to the President or Vice President of STI/SPFA, who shall serve as compliance officers.

Meeting Procedures

To avoid even the appearance of questionable activity, as well as to guard against inadvertent conduct, all STI/SPFA meetings will be conducted in accordance with the following procedures:

1. A written agenda will be prepared.
2. Accurate minutes of every meeting will be prepared, promptly sent to the participants, and approved at the next meeting.
3. In case of doubt about the propriety of a topic of discussion, consult staff management and/or legal counsel prior to bringing it up.
4. If a member has a concern about comments or a discussion at an STI/SPFA meeting, the member must state the concern; if the discussion is not terminated or resolved satisfactorily, the concerned member should leave the meeting.
5. Impromptu sessions concerning business matters should be avoided.

The single most important rule to remember is that decisions and actions involving the individual businesses of the members of the Institute must be the independent business decision of the member. The antitrust laws condemn unreasonable restraints of trade which are the result of agreements or understandings among competitors. Rarely does the Department of Justice or private antitrust plaintiff’s lawyer need a direct agreement to prove a violation of the antitrust laws. Such agreements are frequently established by indirect or implied agreements proven by circumstantial evidence. Consequently, it is extremely important that members of the Institute avoid any conversations or actions which could be construed as “if-you-do-this,-I’ll-do-that-also.”

A free exchange of information, and a full and frank discussion of issues involving our industry, is the essence of competition as well as one of the principal objectives of STI/SPFA. Careful adherence to the above principles of the antitrust laws will ensure that STI/SPFA can carry on its mission based on the highest legal and ethical standards.

Antitrust Guidelines

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 other agreements which unreasonably restrict competition.
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 unlawful agreements can be inferred from circumstantial
evidence. Furthermore, as discussed above, penalties for violating the antitrust laws are severe. The guidelines, set forth
below, are designed to avoid even the appearance of questionable activity. At STI/SPFA meetings, the following will not be
discussed:

1. Current or future prices
2. Components of price
3. What constitutes a “fair” profit level
4. Possible increases or decreases in prices
5. Standardization or stabilization of prices
6. Pricing procedures
7. Cash discounts
8. Credit terms
9. Control of sales
10. Allocation of markets, products, geographical areas or customers
11. Refusal to deal with a corporation because of its pricing or distribution practices
12. Pricing policies of vendors to the industry
13. Whether or not the pricing practices of any industry member are unethical or constitute an unfair trade practice.

With respect to any standard setting activities of STI/SPFA, please understand the following:

1. Adherence to standards is voluntary.
2. Standards will be set based on legitimate considerations such as safety, quality and convenience to customers, not a desire
to exclude competition.
3. STI/SPFA will make the process of establishing standards fair to all participants
4. Conflicts must be avoided and members therefore, should not place themselves or other representatives of STI/SPFA in a
situation where their personal interest may or appear to be, in conflict with the best interests of STI/SPFA. Even the
appearance of a conflict of interest should be avoided, if possible, and disclosed if unavoidable.

The American National Standards Institute (ANSI) publishes a formal Patent Policy, which STI/SPFA uses as guidance. An
STI/SPFA member, volunteer or staff who has a financial interest in an STI/SPFA document or policy (such as through an
existing or pending patent, trademark or other intellectual property) or is aware of others having such interest, potentially
generates a situation with important ethical considerations. It is the duty of all STI/SPFA members, volunteers and staff to
disclose their awareness or involvement to everyone making decisions with regard to the matter. Such situations cannot
always be avoided, and may even at times be beneficial to STI/SPFA, its members, and customers. STI/SPFA has no
objection in principle to including such property in a standard or recommended practice, if technical reasons justify this
approach and the involvement is known.

**Volunteer Operations**

The members of STI/SPFA and the volunteers who attend meetings, play an essential role in the growth, success and impact
that STI/SPFA has in the industry. Attendance at meetings is imperative to keep informed and to provide meaningful input into
the decision making process. Concern for the welfare of the industry as a whole must govern the thoughts and actions of every
volunteer. A short focus or narrow perspective inhibits the ability of STI/SPFA to grow and react effectively to our changing
world. Please keep this global viewpoint in mind at all times when making decisions for STI/SPFA.

STI/SPFA members are subject to three basic duties in performing their responsibilities:

1. The duty of diligence. Members must act in good faith and in a manner they believe to be in the best interest of STI/SPFA.
2. The duty of loyalty. Members are required to refrain from engaging in personal activities that would injure or take
advantage of STI/SPFA.
3. The duty of obedience. Members are required to perform their duties in accordance with the terms of STI/SPFA’s bylaws.