

**ANTITRUST GUIDELINES OF  
THE CHEMICAL STRATEGIES PARTNERSHIP  
A PROJECT OF THE TRUST FOR CONSERVATION INNOVATION**

The policy of the Chemical Strategies Partnership (CSP) is to comply fully with state, federal and international (to the extent applicable) antitrust laws. In order to assure full compliance, the following policies and procedures are to be followed by all members of CSP and by all representatives of any members of CSP.

**1. Association Meetings.** At any meeting of CSP, or in any communication between any members or representatives of members of CSP, **there shall be no discussion of the following topics or subjects:**

**Do not** discuss past, current or future prices charged by individual companies for products or services;

**Do not** discuss what is a fair profit level;

**Do not** discuss standardizing or stabilizing prices of products or services;

**Do not** discuss pricing procedures, or changes or proposed changes in prices of products or services;

**Do not** discuss changes or proposed changes in license terms or conditions set by individual members as to any customer;

**Do not** discuss cash or other discounts, credit terms, minimum purchase commitments, discount schedules or levels, or maximum or minimum pricing;

**Do not** discuss controlling sales;

**Do not** discuss allocating markets;

**Do not** complain to a competitor that its prices constitute unfair trade practices;

**Do not** discuss any act, practice, or conduct which could in any way ever be construed as an agreement among members to boycott (refuse to deal with a particular supplier or customer for any reason);

**Do not** discuss any act, practice or conduct which could in any way ever be construed to constitute an agreement among members to control, limit or restrict the output of any member of (i) independent research, or (ii) product development plans; and

**Do not** discuss any act, practice or conduct which could in any way ever be construed to constitute an agreement to divide territories or customers;

**Do not** initiate or attend "rump" sessions (informal gatherings which precede or follow association meetings; all association meetings should be regularly scheduled).

**2. Affirmative Requirements of Meetings.** All meetings of CSP or some of its members (i.e., a working group) shall be conducted pursuant to a written agenda. Minutes shall be taken and properly recorded in the organization's minute book. Counsel for CSP will attend and/or review meeting agendas and minutes. The conduct of any meeting of CSP, or of any working group thereof, shall be limited to subjects within the proper and lawful purpose of CSP, as approved by the Board of Directors.

**3. Membership Policies.**

**Avoid** restrictions on dealing with nonmembers.

**Avoid** exclusions from membership, especially if there is a business advantage in being a member.

**Avoid** limitations on access to association information, unless the limitation is based on protected trade secrets.

**4. Ethical Codes.**

**(a) Do not** require other members to refuse to deal with any member violating the association's code of ethics.

**(b) Do not** arbitrarily enforce the code.

**(c) Do not** impose unreasonably severe penalties for violations of the code.

**(d) Do not** establish or enforce regulations or policies which have price-fixing implications, such as preventing the advertising of prices.

**5. Contact.** If any questions arise about antitrust compliance, please contact Jill Kauffman Johnson, CSP, 423 Washington Street, 4<sup>th</sup> Floor, San Francisco, CA phone, 415-421-3405.

**Acknowledgment by Employee, Member, or Member's Representative**

The undersigned has read the Antitrust Guidelines of the Chemical Strategies Partnership, and understands and agrees to adhere to these Antitrust Guidelines.

The undersigned also understands that any willful violation of the CSP Antitrust Guidelines will result in discharge.

Acknowledged and agreed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Please return this acknowledgement immediately to Aarthi Ananth,  
Chemical Strategies Partnership, fax 415-421-3304