

## **Antitrust Guidelines for Meetings of the Terminal 6 Industry Leaders Committee**

The purpose of the Terminal 6 Industry Leaders Committee is to provide industry knowledge and guidance to Port of Portland leadership on the Port's future role in container shipping at Terminal 6 and a sustainable business model for managing and developing the container business. The Committee has been formed at the Port's request. The Committee includes diverse statewide representation from various stages of the supply chain, including importers, exporters and service providers.

It is the policy of all companies, organizations and entities represented on the Committee to comply with all laws, including the antitrust laws. While most of the Committee participants have vertical relationships in the supply chain, some participants are, or may appear to be, horizontal competitors. Therefore, the Committee participants should review these Antitrust Guidelines at the beginning of each meeting or teleconference that occurs in the course of the Committee's work and adhere to them strictly.

There should be no discussion of the following issues at any time during any Committee meeting or teleconference:

- Prices, discounts, or other incentives or terms offered for transportation services.
- Standardizing or stabilizing prices among competing firms.
- Allocation of customers or territories.
- Disadvantaging other firms other than by pro-competitive actions or in public regulatory/judicial legislative forums. (*e.g.*, no discussion of refusing to negotiate with other firms or entities.)
- Contract or tariff provisions relating in general to prices, discounts, finance charges, or refunds or price or service terms for particular shippers or receivers or in particular markets.
- Wages, salaries, benefits, incentives, insurance, vacation or leave policies, terms and conditions of employment, or any other form of compensation paid to existing employees or offered to potential employees of any Committee participant.
- Any other subject or topic which would give even the appearance of a discussion of general prices, commercial terms, or other generally competitive practices of any firm or Committee participant.
- Any pending litigation or government investigation without prior one-on-one discussions with the separate and independent counsel for each of the Committee participants.
- Finally, given the uncertainty in future federal regulatory policies, the Committee participants should not discuss any commercial action that any Committee participant might take in response to possible changes in the law or regulations.

If, at any time, a Committee participant believes any Committee meeting or teleconference discussion is straying beyond the scope of the Committee's purposes identified in the first paragraph above or is even approaching any of the above forbidden topics immediately listed above, such participant should immediately stop the discussion, call for a break, and seek legal advice.

These guidelines are intentionally conservative to ensure that counsel for each Committee participant can be consulted to understand the appropriate scope of discussions at the appropriate time. Counsel for Committee participants are available for consultation at any time during any meeting or teleconference held by the Committee. Depending on the subject matter of any particular discussion, counsel for any Committee participant is welcome to, and may, personally attend any meeting or teleconference held by the Committee.