



Edison Electric INSTITUTE

ANTITRUST COMPLIANCE GUIDELINES

Introduction

The Edison Electric Institute (“EEI”) and its member companies are committed to strict compliance with federal and state antitrust laws. These laws establish the rules by which companies compete and are intended to prevent and eliminate any agreements and individual conduct that would unreasonably interfere with the operation of the marketplace. It is essential that everyone who may encounter potential antitrust issues be advised of the fundamentals of antitrust laws and of EEI’s firm resolve that its employees and all member companies comply with them fully.

Responsibility for Antitrust Compliance

While the General Counsel’s Office provides guidance on antitrust matters, you bear the ultimate responsibility for assuring that your actions and the actions of any of those under your direction comply with the antitrust laws.

Antitrust Guidelines

In all EEI operations and activities, you must avoid any discussions or conduct that might violate antitrust laws or even create an appearance of impropriety. The following guidelines are intended to give you enough information about the law so you will know a dangerous area when you see it.

- **DO** insist that EEI meetings have agendas that are circulated in advance.
- **DO** take minutes at all EEI meetings and ensure that the minutes of all meetings properly reflect the actions taken at the meeting.
- **DO** provide a copy of these guidelines at all EEI meetings.
- **DO** consult with counsel prior to having any discussions or participating in any new projects that may deal with antitrust matters.
- **DO** leave any meeting where improper subjects are being or will be discussed. Tell everyone why you are leaving.
- **DO** ensure that only EEI staff send out all written and electronic correspondence on behalf of EEI and that others do not hold themselves out as speaking or acting with the authority of EEI unless they do, in fact, have such authority.
- **DO NOT** exclude companies from membership if doing so would put that company at a competitive disadvantage.
- **DO NOT, without prior review by counsel,** have discussions with member companies about the following:
 - company prices, fees or rates, or features that can impact prices;
 - uniform terms of sale, warranties, or contract provisions;
 - allocating markets, customers, territories products or assets with your competitors;
 - whether or not to deal with any other company;
 - any competitively sensitive information; or
 - any competitive employment information including wages, salaries, or benefits; terms of employment; or even job opportunities.
- **DO NOT** make any comments that you would not want to see in print.

We’re Here to Help

Whenever you have any question about whether particular EEI activities might raise antitrust concerns or your responsibilities under antitrust laws, please contact the General Counsel’s Office (202-508-5757), the Compliance Hotline (800-743-8633), or your legal counsel.