

MINNESOTA TELECOM ALLIANCE ANTITRUST COMPLIANCE POLICY AND BOARD RESOLUTION

PREMISES:

1. It is the established policy of the Minnesota Telecom Alliance (“MTA”) to comply fully with all laws and regulations applicable to its operations; and
2. Federal and State policies, laws, regulations and rulings have been adopted which encourage more competition in the telecommunications industry and the industry is in the process of becoming more competitive; and
3. The delivery of telecommunications services to consumers requires numerous complex physical, technical, and other business arrangements between companies, many of which are both competitors and suppliers to each other of facilities and services; and
4. The operation of a telecommunications industry trade association is beneficial to the industry and its consumers; and
5. Various members of the MTA provide services both as incumbent local exchange carriers and as competitors for local, interexchange, wireless, high-speed data, video and other services and other members of MTA provide services as competitors for local, interexchange, wireless, high-speed data, video and other services; and
6. Various members of the MTA are both competitors and suppliers to each other of facilities and services and use such facilities and services to provide services to consumers; and
7. It is the policy of the MTA, in the course of its activities and functions, to prohibit the disclosure and/or discussion of Competitive Information (as defined below) that might, under certain circumstances and along with other conduct, be alleged to violate federal or state laws and to further avoid even the appearance of facilitating anti-competitive conduct.

IT IS HEREBY RESOLVED, that the following Antitrust Policy is adopted by the Board of Directors of MTA.

Purpose and Application

The principal purpose of this Policy is to establish guidelines for MTA and its members that will help ensure compliance with the antitrust laws and trade regulations by MTA staff and industry Representatives and Attendees and reduce the risk that even frivolous antitrust claims might be brought against the MTA or its members. Accordingly, in certain respects, this Policy is substantially more restrictive than federal and state antitrust laws.

This Policy shall apply to all Representatives and Attendees in connection with any meeting of the MTA, including the Annual Meeting of Members, and any meetings of the Board of Directors, the Executive Committee, and any MTA committee or sub-committee. As used in this Policy statement, "Representatives" means those individuals and their alternates who serve on the MTA Board, MTA committees and subcommittees, and "Attendees" means any other individuals in attendance at an MTA meeting.

This Policy is not intended to be a comprehensive statement of either federal or state laws as those laws may apply to the MTA or its members. Each MTA member Representative or Attendee should individually seek his or her own counsel if there are any questions as to the permissible scope of activities.

Prohibited Conduct

MTA Policy prohibits the discussion of Competitive Information (as defined below) in any MTA meetings or outside such meetings during coffee breaks, meals and social gatherings related to MTA functions.

"Competitive Information" as used in this Policy, includes, but is not limited to, information concerning:

- **Competitive Territories;** The plans, intentions, or willingness of any Member to offer service (or refrain from offering service) in any markets, areas, or territories, or to any potential customers;
- **Competitive Rates;** The plans, intentions, or willingness of any Member to raise, lower or stabilize any rate for, or to implement any term or condition of, any service that might be offered in competition with any other Member or in competition with any other person present at a Meeting;
- **Competitive Strategies;** The plans, intentions, or willingness of any Member concerning any current or future marketing or pricing strategies or business plans regarding any service that might be offered in competition with any other Member or in competition with any other person present at a Meeting;

- **Boycotts;** The plans, intentions, or willingness of any Member concerning any willingness to deal with (or to refuse to deal with) or to provide (or refuse to provide) any product or service to, any customer, supplier, or competitor;
- **Other Matters;** Any other matters on which the companies in the telecommunications industry ordinarily compete with each other.

Discussion of any other information that could be considered competitively sensitive is also inadvisable and is discouraged.

Discussions of Competitive Information are prohibited because the exchange of such information provides an element that might be construed to be part of an agreement, combination or conspiracy “in restraint of trade” (under Federal and State antitrust laws), which could expose participants to litigation and possible civil and criminal liability. The discussion or exchange of Competitive Information might also be viewed as possibly promoting or facilitating anti-competitive activity (even if no there was no express agreement) which may also expose participants to litigation and possible civil and criminal liability.

Conduct Outside of MTA Meetings

The discussion or exchange of Competitive Information among telecommunications company representatives can create the same risks of antitrust litigation even when such activities occur outside formal meetings. Consequently, it is MTA policy that Competitive Information not be discussed during coffee breaks, meals, and social gatherings related to any MTA functions.

Advocacy and Participation in Policy Setting Before Government.

MTA representatives are not precluded by antitrust concerns from participating in formal or informal legislative, regulatory, judicial, and other governmental meetings or proceedings concerning matters that may affect the interests of the telecommunications industry currently or in the future, including issues relating to competition, including but not limited to whether, to what extent, and under what conditions there should competition in provision of telecommunications services. Accordingly, the above Policy prohibiting discussion of Competitive Information does not prohibit discussion of issues relating to competitive matters relating to MTA participation in advocacy before the State legislature, the United States Congress, the Minnesota Public Utilities Commission, the Federal Communications Commission, a judicial court or any other government entity.

Discussions Relating to Arrangements Between Suppliers and Purchasers of Services and Facilities.

MTA may also provide an opportunity for discussions between suppliers and purchasers of services and facilities needed to provide various telecommunications services to consumers. Because of the large number of participants and the large number of arrangements and contracts that may be required for services to be provided, MTA may serve a useful role in reducing the administrative costs of both suppliers and purchasers, which will also benefit consumers. In some situations, the various suppliers and/or purchasers may be competitors and/or potential competitors. Accordingly, fulfilling this role requires that MTA and its members remain aware of the need to conduct any such discussions without impeding competition and without restricting the ability of individuals suppliers and purchasers to enter into any mutually agreeable arrangements.

Conduct During Board, Committee and Sub-committee Meetings

To ensure that Competitive Information is not disclosed and/or discussed, and that a formal record of meetings is maintained, MTA Board and Committee meetings shall be conducted as follows:

Formal agendas shall be prepared and distributed beforehand. All agendas shall be reviewed by the MTA President, with each agenda reviewed before the related meeting takes place. It is MTA policy that, under normal circumstances, meetings shall be limited to the subjects shown on the agenda. Informal or unscheduled meetings of the MTA Board, committees, and subcommittees should be avoided.

Written minutes shall be prepared for all meetings of the MTA Board of Directors, committees of the Board of Directors, and such other committees and subcommittees which may be established from time to time. Such minutes should summarize briefly all subjects discussed and conclusions, if any, reached in the meeting and should be distributed to all those who were present. All minutes shall be reviewed by the MTA President before being completed and distributed.

At all Board, Committee and Sub-Committee meetings, Representatives are to be reminded of the provisions of the MTA Antitrust Policy and shall be requested to insure that the conduct of the meeting conforms with the policy (Copies of the policy shall have been previously provided to Representatives.) The Chair of the Board, Committee, or Sub-Committee shall have oversight responsibility for ensuring that discussions of impermissible topics do not occur. **However, all individuals attending any MTA meetings have an independent responsibility to comply with MTA Policy and all applicable laws.** The MTA President shall consult with legal counsel as needed to assist in the implementation of the policy.

Conduct During the Annual Meeting of Members, Workshops, and Other MTA Meetings

To ensure that Competitive Information is not discussed, and that a formal record of meetings is maintained, MTA Annual Meetings and Workshops, and all other MTA meetings except those of the MTA Board, Committees, and Sub-committees, shall be conducted as follows:

Formal agendas shall be prepared and distributed before the meetings take place. It is MTA policy that, under normal circumstances, meetings shall be limited to the subjects shown on the agenda. Informal or unscheduled meetings of MTA and working groups should be avoided.

An Antitrust Compliance Statement, substantially the form shown on Exhibit A, shall be included with any materials distributed before the meeting.

The MTA President, or a designated alternate, shall have oversight responsibility for ensuring that discussions of impermissible topics do not occur. **However, all individuals attending any MTA meetings have an independent responsibility to comply with MTA Policy and all applicable laws.** The MTA President shall consult with legal counsel as needed to assist in the implementation of the policy.

Notification of MTA President of Any Antitrust Concerns; Distribution Policy

MTA employees and Representatives should promptly bring any antitrust concerns to the attention of the MTA President.

The President is directed to deliver a copy of this Policy to every officer, employee and Representative of the MTA at the time they first become an officer, employee, or Representative of the MTA and on an annual basis thereafter.

EXHIBIT A TO MTA ANTITRUST POLICY

ANTITRUST COMPLIANCE STATEMENT

Note: This statement should be included with any materials distributed in connection with the Annual Meeting of Members, Workshops and any other meeting of the MTA except meetings of its Board, committees, or sub-committees.

It is the established policy of the MTA to comply fully with all laws and regulations applicable to its operations. Because the activities and functions of the MTA bring together representatives of telecommunications companies that may be in competition, it is the policy of the MTA, in the course of its activities and functions, to prohibit the disclosure of Competitive Information (as defined below) that might be, under certain circumstances and along with other conduct, alleged to violate of the federal or state antitrust laws. Because the burdens of defending even a frivolous antitrust suit are considerable, it is important to administer and operate the MTA in a manner so as to avoid even the appearance of facilitating anti-competitive conduct. Accordingly, the MTA has adopted a formal Antitrust Compliance Policy, which applies to all MTA meetings and functions.

Prohibited Conduct

MTA Policy prohibits the discussion of Competitive Information (as defined below) in any MTA meetings or outside such meetings during coffee breaks, meals and social gatherings related to MTA functions.

“Competitive Information” as used in this Policy, includes, but is not limited to, information concerning:

- **Competitive Territories;** The plans, intentions, or willingness of any Member to offer service (or refrain from offering service) in any markets, areas, or territories, or to any potential customers;
- **Competitive Rates;** The plans, intentions, or willingness of any Member to raise, lower or stabilize any rate for, or to implement any term or condition of, any service that might be offered in competition with any other Member or in competition with any other person present at a Meeting;
- **Competitive Strategies;** The plans, intentions, or willingness of any Member concerning any current or future pricing strategies or business plans regarding any service that might be offered in competition with any other Member or in competition with any other person present at a Meeting;

- **Boycotts;** The plans, intentions, or willingness of any Member concerning any willingness to deal with (or to refuse to deal with) or to provide (or refuse to provide) any product or service to, any customer, supplier, or competitor;
- **Other Matters;** Any other matters on which the companies in the telecommunications industry ordinarily compete with each other.

Discussion of any other information that could be considered competitively sensitive is also inadvisable and is discouraged.

Discussions of Competitive Information are prohibited because the exchange of such information provides an element that might be construed to be part of an agreement, combination or conspiracy “in restraint of trade” (under Federal and State antitrust laws), which could expose participants to litigation and possible civil and criminal liability. The discussion or exchange of Competitive Information might also be viewed as possibly promoting or facilitating anti-competitive activity (even if no there was no express agreement) which may also expose participants to litigation and possible civil and criminal liability.

Conduct Outside of MTA Meetings

The discussion or exchange of Competitive Information among telecommunications company representatives can create the same risks of antitrust litigation even when such activities occur outside formal meetings. Consequently, it is MTA policy that Competitive Information not be discussed during coffee breaks, meals, and social gatherings related to any MTA functions.

While this Policy sets out some situations in which violations of the antitrust law could occur, this Policy is not intended to be a comprehensive statement of either federal or state antitrust laws as they may apply to the MTA or its members. **Each MTA member and person attending any MTA meeting is responsible for compliance with MTA Policy and applicable laws. Accordingly, each individually should seek independent counsel if there are any questions regarding antitrust or other applicable laws.**

Any person attending an MTA meeting or function should promptly bring any antitrust concerns, or any instances where Competitive Information was discussed, to the attention of the MTA President.