

**NEW YORK eHEALTH COLLABORATIVE, INC.**

**ANTI-TRUST POLICY**

**Adopted July 11, 2007**

**Article I  
Purpose**

The purpose of this Antitrust Policy is to establish guidelines for New York eHealth Collaborative, Inc. (the “Corporation”) that will help ensure that the Corporation operates and conducts business in a manner that comports with both the letter and the spirit of federal and state antitrust laws. The Corporation has a “pro-competitive” purpose within the meaning of antitrust law because it will facilitate community and governmental adoption of clinical health information sharing programs which will assist health care providers throughout New York State to function more efficiently by improving access to necessary clinical information, reducing medical errors and lowering costs. Nonetheless, it is critical that persons conducting the Corporation’s affairs comply with this Policy at all times to avoid even the appearance of impropriety.

This Policy shall apply to all attendees at any meeting of the Board of Directors of the Corporation (the “Board”), any Committee of the Board and any Committee of the Corporation, and to interactions between representatives of the Corporation and third parties. This Policy is not intended to be a comprehensive statement of federal or state antitrust laws, and legal counsel should be sought if there are any questions as to the permissible nature or scope of activities.

**Article II  
Prohibited Conduct**

Agreements that unreasonably restrain trade or tend to create monopoly are illegal. Some conduct is always “unreasonable” and therefore illegal: price fixing, division of markets among competitors, and in some cases boycotts of competitors and tying together products or services. The Corporation, its directors and officers, and members of its committees shall refrain from engaging in the foregoing conduct.

**Article III  
Additional Requirements**

The Corporation, its directors and officers, and members of its committees shall:

- A. Ensure that all agreements required by the Corporation are reasonably related to the efficiency-enhancing benefits of the Corporation.

- B. Avoid restraints on organizations that participate in the Corporation's activities that are unnecessary to the Corporation's pro-competitive purposes.
- C. Avoid agreements which restrict independent decision making outside of the Corporation.
- D. Avoid agreements likely to facilitate collusion, such as marketing or services agreements which may involve collusive agreements on price, output, customers, territories, or other competitively sensitive variables.
- E. Avoid exchanges of competitively sensitive information. Competitively sensitive information includes information on price, costs, customers, territories or other competitively sensitive variables.
- F. Avoid sharing individual information on current or future operations that are unrelated to the legitimate business of the Corporation.
- G. Monitor and review exchanges of business information to assure that such exchanges are necessary to the Corporation's legitimate business and maintain complete records of information exchanged.
- H. Evaluate the roles of individuals assigned to sensitive tasks to avoid creating conflicts or opportunities for collusion.

#### **Article IV Conduct of Meetings**

All meetings of the Board, any Committee of the Board and any Committee of the Corporation (any such meeting, a "Meeting") that include participants from competing entities (e.g., health care providers in the same market, health information service providers that compete for business from the same regional health information organizations, etc.) shall be conducted in accordance with the following requirements:

- A. All Meetings shall be organized and conducted with a specific, written agenda to minimize the facilitation of agreements beyond the scope of the Corporation's pro-competitive purpose. Under normal circumstances, Meetings shall be limited to the subject shown on the agenda.
- B. Written minutes shall be prepared of every Meeting, which shall summarize briefly all subject discussed and conclusions, if any, reached in the Meeting, and which shall document the legitimate business reasons for every Meeting. All minutes shall be reviewed by the chairperson of the Board or relevant Committee prior to completion and distribution.

- C. When Meeting participants include competitors, Meeting participants shall avoid discussion of topics unrelated to the Corporation's business.
- D. If a potential agenda item indicates risk of creating an unreasonable restraint or facilitating unlawful conduct, Meeting participants shall seek advice of counsel prior to any discussion of such agenda item.
- E. The Chairperson of the Meeting shall be responsible for ensuring that discussions of impermissible topics do not occur. Notwithstanding the foregoing, every Meeting participant shall be independently responsible for complying with the terms of this Antitrust Policy and all applicable federal and state antitrust laws.

**Article V  
Participation Policy**

1. Participation in the committees established by the Corporation shall be open to all organizations in New York State that meet the requirements for participation established by the Corporation.
2. The Corporation shall not establish requirements for participation that have the effect of excluding certain competitors from participating in the committees established by the Corporation.

**Article VI  
Additional Provisions**

1. A copy of this Antitrust Policy shall be provided, at the time of adoption, to all members of the Board, each Committee of the Board and each Committee of the Corporation. In addition, a copy of this Antitrust Policy shall be provided to every individual who becomes a member of Board, any Committee of the Board or any Committee of the Corporation at the time such individual first becomes a member of the Board or such Committee.
2. This Antitrust Policy shall be updated periodically by the Corporation's legal counsel, and a copy of any such updated Antitrust Policy shall be provided to every member of the Board, each Committee of the Board and each Committee of the Corporation.
3. Every member of the Board, any Committee of the Board or any Committee of the Corporation shall promptly bring any antitrust concerns to the attention of the Chairperson of the Board.

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