PEER GROUP PROGRAM

VISION STATEMENT

Created to serve the needs of leaders in the entertainment technology industry, the ESTA Peer Group Program is dedicated to the continuous improvement of each member’s leadership skills in operating and perpetuating their business. This continuous improvement utilizes the shared experiences and participation of each Group member to bring forward and perfect best practices. Each member can then apply these tools to their own businesses to achieve their desired results.

Exchanging situations and experiences; providing good counsel; improving leadership skills; sharing business practices – these activities form the essence of participation in the ESTA Peer Group Program.

Face to face interaction with other Group members over an extended period of time is the basis for creating a productive and supportive learning environment. Each Group is self-directed and autonomous in its selection of meeting topics, conduct of meetings, and sharing of information subject to the established Business Peer Group Policies and Procedures. Group membership provides a foundation for building professional relationships that will endure throughout each member’s business career.

When appropriate, and with the unanimous consent of the Group, the Group may create best practice documents that can be shared with the membership of ESTA at large.

The Program shall be governed by the Business Peer Group Oversight Committee which shall be appointed by the President of ESTA.

ANTITRUST COMPLIANCE POLICY

ESTA is committed to ensuring that all of its meetings and programs comply with the antitrust laws and that all of its meetings and programs are conducted in a manner consistent with legal requirements. ESTA’s Antitrust Compliance Policy is fully applicable to all meetings of the Peer Group Program. Discussion among business peers of best practices to assist each business in becoming more efficient, more responsive to customer needs, and more competitive is appropriate and permissible under the antitrust laws. However, the antitrust laws limit the subjects that may be discussed among actual or potential competitors. There should be no discussion of any competitively sensitive information during the Peer Group Program or any meetings or communications associated with the Program. Specifically, no participant shall discuss its current or future prices, sales forecasts, terms and conditions of sale, or whether or not you are or will do business in a particular area or with specific customers or suppliers. Financial information, including cost data, may only be shared through a survey in which the data is collected by ESTA and disseminated on an aggregated basis that does not reveal the specific data of any participant. Any questions regarding whether a particular subject is appropriate to discuss, should be brought to the attention of the meeting facilitator. At the outset of each meeting, the facilitator will read to the participants this Antitrust Compliance Policy.
FACILITATION AND PRESENTERS:

1. ESTA will provide a facilitator for each Group meeting. No meetings may be held without the ESTA-provided facilitator being present. The facilitator will be versed in the entertainment technology industry, enterprises appropriate in size to members of the Group, the Antitrust Compliance Policy, and will cultivate the involvement and discourse of Group members in a manner that will maximize their experience, subject to legal requirements. In as much as possible, facilitators, once assigned, will remain with a Group. If a Group wishes to change facilitators, they may make a request in writing to the Business Peer Group Oversight Committee.

2. If a Group elects to incorporate a topic specific expert or services into a Group meeting, the members are responsible for any additional expenses.

ESTA ACTIVITIES:

1. Appointed facilitators, assisted by ESTA staff, will administer all the functions of the Group, including:
   - Monitoring and enforcing antitrust compliance.
   - Maintaining a current listing of Group participants and contact information.
   - Assisting in creating and managing a written agenda and support materials for each program; all agendas and support materials shall be reviewed and approved by the facilitator prior to dissemination. Items not on the agenda may only be raised at a meeting with the consent of the facilitator.
   - Monitoring, enforcing, and improving the quality level of the Group programs.
   - Facilitating regular communication and follow up with members.
   - Maintaining a direct contact person for questions, answers, and suggestions for improvements.
   - Reporting to the Business Peer Group Oversight Committee on a regular basis.
   - The facilitator will create a short summary of the discussion of each agenda item at a meeting.

2. ESTA staff and/or any hosting entity shall take care of making all meeting and logistical arrangements.
ESTA PEER GROUP PROGRAM
POLICIES AND PROCEDURES

MEMBERSHIP:

1. Peer Group membership applications shall be completely filled out and sent to the ESTA office. Membership in a Peer Group may be held only by individuals and therefore, all applications for membership must be submitted in the name of the individual, showing the individual’s industry affiliation. All information contained in the membership applications will be held in the strictest confidence. The initial annual fee is $425; ESTA may adjust fees annually. An application fee of $100 is required with submission of your application. Fees will be based on a calendar year; and a pro-rated fee will be due upon assignment to a group, to which the application fee will be applied. Annual fees for subsequent years will be billed in December of each year and are due within 30 days after billing. Applicants who withdraw from the program will forfeit the application fee. Timely payment of the annual fee is a condition of a member’s continued participation in the Peer Group Program.

2. ESTA will review all applications for Group membership. Notification of acceptance or rejection for participation in the program will come from ESTA within 30 days of receipt of the application at ESTA. ESTA’s acceptance or rejection of the application for membership and the assignment of the applicant to a Peer Group shall be in ESTA’s sole and absolute discretion. The number of members permitted in each Peer Group will be limited. Seating on a Peer Group is subject to availability within a suitable Group. Any applications not accepted will be returned with the applicant’s check.

3. Individual Groups will be comprised of a minimum of six up to a maximum of eight members. Smaller Groups shall be allowed provided the Group is functional, financially solvent, is willing to forgo data collection, and is in compliance with legally mandated restrictions.

4. Membership in a Group is expected to be for a minimum of two years, and, subject to these Policies and Procedures and the rights granted in this document, may continue as long as the member remains an active contributor with fees paid in full.

5. If a member’s professional situation changes to the degree that Group membership is no longer relevant or appropriate, then either at the request of the member or at ESTA’s sole and absolute discretion, the membership may be terminated and, in such case (if it is determined by ESTA that such membership is no longer relevant or appropriate), the terminated member will receive a pro-rated refund. Any other types of requests for terminating Group membership will be reviewed on a case-by-case basis by ESTA. Because the composition of each Group is essential to the success of the Group, all participants acknowledge and agree that any and all decisions with respect to a member’s continued participation or involvement in a particular Peer group or in the Peer Group Program shall at all times be subject to review, evaluation and determination (including, without limitation, reassignment or termination) by ESTA in it sole and absolute discretion.
6. Except as provided in Paragraph 5 above, removal of a member from a Group shall be by simple majority vote of the Group’s members with the member in question abstaining. In the case of a tie vote, the Oversight Committee will review and make a final decision.

MEETINGS:

1. Three Peer Group meetings will be scheduled each year. The general time frame for possible meetings is: January, March, July, October/November. Groups may decide to meet at additional times during the year subject to additional fees. Members may not miss more than one meeting per year unless the absence is approved by the Group. Members may not send a representative to the meeting.

2. Group meetings may take place in conjunction with major industry trade shows, meetings, or at member company locations on a rotating basis. The hosting member of events at member company locations shall be responsible for arrangements for food, and meeting room facilities and shall sponsor an evening dinner; all on-site expenses of a meeting will be paid by the host company. ESTA shall be responsible for meeting room costs and refreshments for meetings held at ESTA-sponsored industry trade shows and ESTA-sponsored conferences. Each Group member is responsible for their own lodging expenses and travel to and from the meeting site.

3. The working session will be a period of one day to be defined by the group. For example, meetings can begin at 12:00 p.m. on day one and conclude at 12:00 p.m. on day two or begin with a dinner on day one and full day session on day two. Costs for extended meetings will be divided appropriately among the members of the Group.