

# ECLIPSE.ORG FOUNDATION, INC.

## MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(AUGUST 20, 2014)

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A Meeting of the Board of Directors (the “*Board*”) of Eclipse.org Foundation, Inc., a Delaware corporation (the “*Corporation*”), was held on held as a regularly scheduled teleconference.

Present at the meeting were the following Directors:

Present?	Director	Organization
N	John Arthorne	Elected Committer Representative
Y	Jutta Bindewald	SAP AG
Y	Paul Clenahan	Actuate Corporation
Y	Pat Huff	IBM
N	Tyler Jewell	Codenvy
N	Etienne Juliot	OBEO
N	Mik Kersten	Elected Sustaining Representative
Y	Markus Knauer	Innoopract GmbH
Y	Donald Smith for Dennis Leung	Oracle
Y	Paul Lipton	CA Technologies
N	Achim Loerke	BREDEX GmbH
Y	Ed Merks	Elected Committer Representative
Y	Wolfgang Neuhaus	itemis AG
Y	Shawn Pearce	Google Inc.
Y	Max Rydahl Andersen	Elected Sustaining Representative

Present at the invitation of the Board was Mike Milinkovich, Executive Director and Janet Campbell, Secretary, of Eclipse.org Foundation, Inc.

### **General Business**

Mike Milinkovich advised the Board that with EclipseCon Europe in Germany fast approaching, the Foundation needs to sign a contract with the facility where it will be hosted. Mike added that for various tax and governance reasons, it was important that the agreement be signed by the Eclipse Foundation Europe GmbH, not the Eclipse Foundation, Inc. The Board passed the following resolution unanimously:

**RESOLVED**, that the Executive Director of the Corporation is hereby authorized and empowered, for and on behalf of the Corporation, and its subsidiary the Eclipse Foundation Europe GmbH, to retain such advisors, to execute and deliver such documents, papers or instruments and to do or cause to be done any and all such other acts and things as he may deem necessary, appropriate or desirable in connection with the organization and execution of the EclipseCon Europe 2014 conference, including without limitation the election of vendors responsible for the operations and logistics of the event, and the taking of any such action shall be conclusive evidence of the approval thereof by this Board of Directors.

Mike further introduced a discussion surrounding the minutes of the June 2014 Board meeting, the related material for which is attached as Exhibit A hereto. Following discussion, the following resolution was unanimously passed:

**RESOLVED**, the minutes of the June 2014 Board meeting are approved as circulated.

Mike Milinkovich indicated that he had initially planned to discuss a new logo that the Hudson Project wished to propose, but that conversation would be deferred to another Board meeting when the new logo is available.

Mike Milinkovich introduced a discussion of the draft Charter for the Cloud Development Platform top-level project attached as Exhibit B.

Mike Milinkovich provided an overview of the Q2 Topics and Issues report, a copy of which is attached as Exhibit C.

There being no further business to discuss, the meeting was adjourned at 11:35 am ET.

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on August 20, 2014, is attested to and signed by me below.

/s/ Janet Campbell  
Secretary of Meeting