

ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(DECEMBER 12, 2012)

A Meeting of the Board of Directors (the “*Board*”) of Eclipse.org Foundation, Inc., a Delaware corporation (the “*Corporation*”), was held as a regularly scheduled teleconference at 11:00 am Eastern on December 12, 2012.

Present on the teleconference were the following Directors:

Present	Director	Organization
Y	Chris Aniszczyk	Elected Committer Representative
Y	John Arthorne	Elected Committer Representative
Y	Jutta Bindewald	SAP AG
N	Cedric Carbone	Talend
Y	Eric Clayberg for Shawn Pearce	Google
Y	Paul Clenahan	Actuate Corporation
N	Etienne Juliot	OBEO
Y	Hans Kamutzki	Elected Sustaining Representative
Y	Pat Huff	IBM
Y	Mik Kersten	Elected Sustaining Representative
N	Jochen Krause	Innoopract GmbH
Y	Dennis Leung	Oracle
N	Paul Lipton	CA Technologies
Y	Achim Loerke	BREDEX GmbH
Y	Ed Merks	Elected Committer Representative
Y	Wolfgang Neuhaus	itemis AG

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

2013 Budget

Chris Larocque introduced a discussion of the 2013 Budget which had been reviewed and approved by the Finance Committee. Chris remarked that the budget was very similar to previous years. Chris added that the Foundation was taking a conservative approach on

Membership numbers and that later in the meeting some IT changes would be discussed that could result in substantial savings over the budget currently under discussion.

In discussing the risks facing the Foundation, Chris highlighted that the conferences are always a concern. Chris added that the Toulouse conference was a bit of an experiment in 2013 and that measures were being taken in order to mitigate risk.

Dennis Leung asked if the Foundation had maxed out on its potential revenue from advertising. Chris responded that Ian Skerrett was looking at additional opportunities in this area. Dennis asked whether there was demand for additional capacity. Chris responded that there was for 2012 and early 2013, but that he understood that some people are considering diverting the money they might otherwise spend on advertising to sending people to Toulouse. Mike Milinkovich commented that he believed there certainly was opportunity for additional revenue in the area. Following discussion, the following resolution was unanimously passed:

RESOLVED, the 2013 Budget for the Eclipse Foundation is approved.

Minutes:

Mike Milinkovich introduced a discussion of the minutes of the October 22, 2012 Board meeting attached hereto as Exhibit B. The Board passed the following resolution unanimously.

RESOLVED, the minutes and abridged minutes for the Board meeting of October 212, 2012 are approved.

Dual-Licensing of the Orion Project

Mike Milinkovich introduced a discussion of the dual licensing of the Orion Project. The Board passed the following resolution unanimously:

RESOLVED, the Board approved the dual licensing of all non-Java code in the Orion Project under the Eclipse Public License and Eclipse Distribution License.

PMC Leader of the RT PMC

Mike Milinkovich introduced a proposal to have Glyn Normington appointed as the co-Lead of the Runtime PMC. Mike noted that Christian Campo had resigned his position as co-PMC leader and that the appointment of Glyn was to fill that position. The Board unanimously approved the following resolution:

RESOLVED, Glyn Normington is appointed as the co-Lead of the Runtime PMC.

Review of EclipseCon Europe 2012 Results

Mike Milinkovich provided an update on EclipseCon Europe 2012 results, the related slides for which are attached as Exhibit D. Mike noted that EclipseCon Europe was very successful and had received the highest rating of any EclipseCon held to date.

IT Infrastructure Cost Savings Proposal

Mike Milinkovich presented a proposal to change IT infrastructure service providers, the related presentation material for which is attached as Exhibit E. Mike indicated that the transition would occur over the weekend so as to minimize disruption to the community. Mike noted that the expectation was that the core development services would be off the air for a day and that the Foundation would look for a date that would minimize disruption. Ed Merks indicated that he thought the proposal a good one. Mike Milinkovich responded that there was no one else in Ottawa that would offer the price and bandwidth offered by the new supplier proposed. Dennis Leung asked if there was any “break-up” fee with the current supplier. Mike responded that there was but that that fee was more than covered by the cash savings offered by the new provider. Mik Kersten noted that companies like GitHub have had really good deals from Rackspace for hosting and advertising and wondered if the existing provider would be willing to do the same. Mike indicated that he was still investigating alternatives including Amazon and would look at Rackspace as well. Mike proposed that the Foundation continue with its due diligence and based on the results of that due diligence bring a proposal to the Finance Committee in January. Mike asked that if any Board Member had any concerns with the proposal that they let him know.

Location for June Board Meeting

Mike Milinkovich introduced a discussion on the location of the June face-to-face Board meeting. Mike noted that the original plan was to have the meeting in the Bay Area but that there had been interest expressed in having the meeting co-located with the Toulouse Conference. Mike indicated that the space was available, but that some Board members have restricted travel budgets and he wanted to ensure that that was factored into the decision making process. Mike indicated that if the meeting were held in Toulouse, then it would be the week of June 3, 2013. Following discussion, Mike indicated that he would conduct a Doodle poll to determine the wishes of the majority, adding that in the event of a tie, he would make the decision. Mike finalized the meeting by wishing everyone a happy holiday. The meeting adjourned.

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on December 12, 2012, is attested to and signed by me below.

/s/ Janet Campbell
Secretary of Meeting