

ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(JULY 15-16, 2020)

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 conference call.

Present at the meeting were the following Directors:

| Present July 15 | Present July 16 | Director | Organization |
|--------------------|--------------------|-----------------------|-----------------------------------|
| Y | Y | Adam Gibson | Konduit |
| Y | Y | Bryan Che | Huawei |
| Y | N | Chris Aniszczyk | Elected Committer Representative |
| Y | Y | Dani Megert | Elected Committer Representative |
| Y | Y | Deborah Bryant | Red Hat |
| Y | Y | Ed Merks | Elected Committer Representative |
| N | N | Etienne Juliot | OBEO |
| Y | Y | Farah Papaioannou | Elected Sustaining Representative |
| Y | Y | Gunnar Wagenknecht | Elected Sustaining Representative |
| Y | Y | Jim Wright | Oracle |
| Y | Y | Kenji Kazumura | Fujitsu |
| Y | Y | Matthias Sohn | SAP SE |
| Y | Y | Navin Ramachandran | IOTA Foundation |
| Y | Y | Pradeep Balachandran | IBM |
| N | N | Robert Hilbrich | DLR |
| N | N | Sebastien Girard | CEA List |
| Y | Y | Steffen Evers | Bosch |
| N | N | Tom Ritter | Fraunhofer FOKUS |
| Y | Y | Torkild Ulvøy Resheim | Elected Sustaining Representative |

Present at the invitation of the Board were Mike Milinkovich, Executive Director, and Paul White, Secretary/Treasurer of Eclipse.org Foundation, Inc. Also at the invitation of the Board, Thomas Thiel of Daimler joined the meeting on July 15, and Basem Vaseghi of Daimler joined the meeting on both days.

GENERAL BUSINESS

July 15, 2020

Approval of Revisions to the Eclipse Antitrust Policy

Mike Milinkovich introduced a set of revisions to the Eclipse Foundation's Antitrust Policy, the related materials for which are attached as Appendix A. Mike explained that the revisions had been reviewed by both US and Belgian counsel, and reminded the Board extensive discussion had been held via the mailing list. Mike reminded the Board the revised policy would not take effect until August 15 to enable the EMO to provide all members 30 days advance notice of the modification to the Policy. The Board unanimously passed the following resolution:

RESOLVED, the Board approves the Eclipse Antitrust Policy as presented.

Update on Corporate Restructuring

Mike Milinkovich provided the Board with an update on the topics raised at the June, 2020 Board meeting relating to outstanding decisions to be taken regarding the new bylaws being drafted for Eclipse Foundation AISBL, the related materials for which are attached as Appendix B. Mike indicated that all the outstanding issues had been resolved successfully, and that a final "release candidate" draft of the Bylaws would be forthcoming.

Mike also provided a general update on the progress made to date against the European strategy as it was presented and approved by the Board at its March, 2020 meeting. In particular, Mike walked through the various phases of the plan, indicating that overall progress has been very good, and that no major obstacles to success have been encountered.

Mike explained to the Board that Eclipse Foundation Canada has been incorporated and is now operating as a Canadian nonprofit, and all the necessary agreements between Eclipse.org Foundation, Inc. and Eclipse Foundation Canada have been executed. Of note, Mike stated that all Canadian based employees of Eclipse Foundation have had their employment agreements assigned to Eclipse Foundation Canada, effective July 2nd, and the lease for the office at 2934 Baseline Road has been assigned to Eclipse Foundation Canada. Mike reminded the Board that Eclipse Foundation Canada will drive the operations of the existing Eclipse Foundation organization through a cost recovery services agreement between the two entities.

Mike explained that, as the next step towards incorporation of Eclipse Foundation AISBL, the new Belgian not-for-profit being created, the final revisions to the Membership Agreement will be distributed and agreed to. Following that, versions of the incorporation documents will be distributed to the founding members for their execution.

Mike reminded the Board that, following incorporation, it is the intent to seek United States Internal Revenue Service approval of the new Eclipse Foundation AISBL as being qualified under Section 501(c)(6) of the income tax code, and this approval will take time.

Finally, Mike stated that to this point the restructuring effort is on budget, and that barring any unforeseen extraordinary expenses, the initiative will be completed on a budget neutral basis, based on the contributions made explicitly in support of the initiative or new Strategic members that have joined based on the initiative being undertaken.

Discussion of Proposed Eclipse Foundation Inc. Bylaw Changes

Mike Milinkovich reviewed the proposed changes to the existing Eclipse Foundation Bylaws, the related material for which is attached as Appendix C. Mike explained the proposed changes bring the Bylaws into line with the corporate restructuring initiative, including changes to the membership classes. Mike did note that one change proposed that is in addition to the restructuring is the removal of the ability of a Board member to have an alternate represent them and vote at a Board meeting. Mike explained this change is being made to better align our governance rules with recent interpretations of Delaware law.

Mike stated the plan is to have the changes to the Bylaws approved by the Board at the August, 2020 Board meeting, and then put to the membership at-large for their subsequent approval shortly thereafter.

Discussion of Proposed Fee Structure

Paul White provided an overview of the proposed fee structure to be adopted by the new Eclipse Foundation AISBL, the related material for which is attached as Appendix D. Paul explained that the fees are being stated in Euros rather than US dollars, to reflect the migration of the Foundation to Europe. Paul also noted that the proposed change reflects an approximate 10% increase in fees for members due to this change in currency, and as a result, the proposed fee structure offers a corresponding discount of 10% to the fees for the first renewal period for members.

Paul explained that a corresponding change in fees for Eclipse Foundation Inc. will also be proposed to match the fees for Eclipse Foundation AISBL.

Paul stated the plan is to have the fee changes approved for Eclipse Foundation Inc. at the August, 2020 Board meeting.

The meeting was adjourned for the day.

July 16, 2020

Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the June 16-18, 2020 Board Meeting, attached as Appendix E. With Ed Merks abstaining, the Board passed the following resolution:

RESOLVED, the Board approves the draft full and abridged minutes of the May 16-18, 2020 Board Meeting as circulated.

Migrating OSGi Specifications and Assets to Eclipse Foundation

Mike Milinkovich introduced a proposal from OSGi Alliance to have them contribute the OSGi Specifications, and their assets, to Eclipse Foundation, the related material for which is attached as Appendix F. Mike noted the proposal includes the creation of a new specification project, as well as a working group to serve as the governance body for the specifications as per the Eclipse Foundation Specification Process. Mike explained that this migration represents an opportunity for those organizations that are members of both organizations to reduce costs overall, and that the Foundation believes this is to the benefit of downstream users of the Specifications. The Board unanimously passed the following resolution:

RESOLVED, that the Executive Director of the Corporation is hereby authorized and empowered, for and on behalf of the Corporation, 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 entering into a definitive agreement or agreements in order to enable the OSGi Alliance to contribute its OSGi Specifications to Eclipse Foundation, and to, upon its dissolution, assign its assets to Eclipse Foundation as its successor.

OCTLA

Mike Milinkovich introduced a discussion of the current state of negotiations with Oracle regarding the Eclipse Foundation entering into an OpenJDK Community TCK License Agreement. Mike reminded the Board this is in support of the Adoptium top level project.

After discussion, the Board agreed to revisit the topic at its next meeting.

The meeting was then adjourned.

Action Items:

None.

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There being no further business to discuss, the meeting was adjourned.

This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on July 15-16, 2020, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting