

ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(JANUARY 16, 2013)

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 January 16, 2013.

Present on the teleconference were the following Directors:

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

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

Minutes:

Mike Milinkovich introduced a discussion of the full and abridged minutes of the December 12, 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 December 12, 2012 are approved.

Sustaining Member Board Seat

Mike Milinkovich introduced a discussion surrounding filling the Sustaining Member Board seat that was vacated by Eric Clayberg of Google due to Google's change in Membership status to a Strategic Member. The related email that was circulated to the Board on January 3, 2013 is attached hereto as Exhibit C. In so doing, Mike indicated that four great candidates had come forward to be considered to fill the position and that he was happy to see people stepping forward to be on the Board. Mik Kersten indicated that it would be helpful to know more about the candidates and what they hope to gain from their exposure to the Board. Mike Milinkovich indicated that this term was for a two month period until such time as the next slate of elected Board Members are elected and that given that the election process for the upcoming term had already begun, he suggested going forward now rather than delay. There was general agreement with that approach. In discussing the candidates, the Board was impressed with the caliber of the candidates and found selecting amongst the candidates difficult. Following discussion, the following resolution was passed unanimously:

RESOLVED, Christian Dupuis from VMware was selected as the Sustaining Member Board Representative to replace Eric Clayberg of Google.

vert.x Project

Mike Milinkovich indicated that he wanted to draw the Board's attention to the vert.x project. The leader of the project is an individual that is transitioning employment from VMware to Red Hat. VMware has taken leadership of the project and after a great deal of public discussion; the project has chosen Eclipse as its new home. Mike noted that he considers this a very positive thing for Eclipse, that a relatively small but cool technology project would select Eclipse as the place to go. Mike indicated that he would send the Board a link to the discussion thread for those that were interested in knowing more. Mike also noted that he expected significant ongoing involvement in this project from both VMware and Red Hat. Mike highlighted that the move to Eclipse is likely to involve additional discussions at the Board level on licensing.

Licensing

Mike Milinkovich highlighted that he had sent a note to the Board list indicating a desire to revisit Board approvals for licensing Project under licenses other than the EPL and asked if anyone wanted to discuss the issue in light of the available time left on the call. The related email of January 14, 2013 is attached hereto as Exhibit D. Paul Lipton indicated that it was his perception that Mike was asking the Board to consider circumstances where additional Board

approval would not be required and asked whether he was trying to save the Board time or if it was more a matter that the issue wasn't of sufficient importance to demand the attention of the Board. Mike responded that he did not expect the volume to be significant. Rather, there were two factors that were influencing Mike's desire to have a change in this regard: 1) the Board has taken a very pragmatic approach to this topic – to the best of his recollection the Board had never rejected such a request; and 2) when recruiting new Projects, the question of whether a licensing arrangement other than the EPL is possible raises uncertainty that can hinder the recruitment process. Paul Lipton indicated that he would expect that that uncertainty would diminish as the Board continues to take a pragmatic approach. Paul further indicated that his sense was that taking a more flexible approach made sense but that it seemed early to make the change. Paul added that at a minimum Board awareness was important, but that didn't mean that a vote would be needed. Mike Milinkovich responded that one way to address that requirement would be to include information on these matters in the Key Performance Indicators that are reported to the Board. There was general consensus to continue the discussion on this topic at a future Board meeting.

Mike wished everyone a Happy New year and all the best for 2013. The meeting was adjourned at 11:45 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 January 16, 2013, is attested to and signed by me below.

/s/ Janet Campbell
Secretary of Meeting