

ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(JANUARY 21, 2015)

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?	Director	Organization
Y	John Arthorne	Elected Committer Representative
Y	Jutta Bindewald	SAP AG
N	Paul Clenahan	Actuate Corporation
Y	John Duimivich for Pat Huff	IBM
Y	Tyler Jewell	Codenvy
N	Etienne Juliot	OBEO
Y	Mik Kersten	Elected Sustaining Representative
Y	Markus Knauer	Innoopract GmbH
Y	Dennis Leung	Oracle
Y	Paul Lipton	CA Technologies
Y	Ed Merks	Elected Committer Representative
N	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 introduced a discussion of the minutes of the December Board meeting. The Board unanimously passed the following resolution:

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

Revenue Generation Working Group

Mike Milinkovich provided the Board with an update regarding his and Janet Campbell’s consultation with external counsels US Not-for-Profit tax specialists.

Draft Resolution:

Following discussion, Mike asked the Board to consider 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:

1. Increasing the Eclipse Foundation's revenue from sources such as working groups fees, support and maintenance fees, and/or subscription services.
2. Hiring or contracting developers to work on Eclipse projects related to Java development tools.

The taking of any such action shall be conclusive evidence of the approval thereof by this Board of Directors.

Following discussion, the Board determined that such a resolution was not required as the Executive Director was already sufficiently empowered to take the actions required.

New Project Proposal

Mike advised the board that a new Project proposal would be forthcoming in an effort to provide leading support for Gradle builds at Eclipse. Mike also noted that some IP related discussions may need to occur at the Board level as a result.

There being no further business to discuss, the meeting was adjourned at 11:58 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 21, 2015, is attested to and signed by me below.

/s/ Janet Campbell
Secretary of Meeting