

ECLIPSE.ORG FOUNDATION, INC.

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

(APRIL 17, 2019)

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

Present at the meeting were the following Directors:

Present	Director	Organization
Y	Chris Aniszczyk	Elected Committer Representative
Y	Dani Megert	Elected Committer Representative
Y	Ed Merks	Elected Committer Representative
N	Etienne Juliot	OBEO
Y	Farah Papaioannou	Elected Sustaining Representative
Y	Gunnar Wagenknecht	Elected Sustaining Representative
Y	Jim Wright	Oracle
Y	Kenji Kazumura	Fujitsu
Y	Matthias Sohn	SAP SE
Y	Gorkem Ercan	Red Hat
Y	Pradeep Balachandran	IBM
Y	Ron Doyle	CA Technologies
N	Sebastien Girard	CEA List
Y	Steffen Evers	Bosch
Y	Torkild Ulvøy Resheim	Elected Sustaining Representative

Present at the invitation of the Board was Mike Milinkovich, Executive Director, and Paul White, Secretary of Eclipse.org Foundation, Inc., as well as Mike DeNicola of Fujitsu and Deborah Bryant of Red Hat.

GENERAL BUSINESS

Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the March 26, 2019 Board Meeting, attached as Appendix A. With Dani Megert, Torkild Ulvøy Resheim, Chris Aniszczyk, and Ron Doyle abstaining, the Board passed the following resolution:

RESOLVED, the Board approves the draft full and abridged minutes of the March 26, 2019 Board Meeting as circulated and amended.

Role of Treasurer of Eclipse Foundation

Mike Milinkovich informed the Board that Chris Larocque had very recently resigned his position of Treasurer of the Foundation. Mike explained that Chris had recently accepted the position of President of Instant Brands, and as a result could no longer fulfill the role he had played of Treasurer and CFO for the past number of years. Mike explained a search is already underway for a replacement for Chris, but that to ensure business continuity that he had asked Paul White if he would add the role of Treasurer to his current duties until such a replacement is hired. The Board unanimously passed the following resolution:

RESOLVED, Paul White is appointed as Treasurer of the Eclipse Foundation.

Mike thanked Chris for his years of dedicated service to Eclipse, and wished him well in his new role.

Approval of the request to distribute FFmpeg (LGPL-2.1-or-later)

Mike Milinkovich introduced a proposal to enable distribution of FFmpeg, the related material for which is attached as Appendix B. After discussion, Gorkem Ercan took the action item to provide the Board with further details relating to what would be included in this distribution.

Approval of Jakarta Examples project to license under the BSD Zero Clause License

Mike Milinkovich introduced a proposal to allow the newly proposed Jakarta Examples project to license under the BSD Zero Clause License, the related materials for which are attached as Appendix C. The Board unanimously passed the following resolution:

RESOLVED, the Board unanimously approves the proposal to have the Jakarta Examples Project licensed under the BSD Zero Clause License.

Modifications to Strategic Membership Fees

Mike Milinkovich introduced a discussion of altering the annual membership fees paid by Strategic members, the related material for which is attached as Appendix D. Mike reminded the

Board they had discussed this topic at the March, 2019 meeting, and that the proposed changes would bring how Strategic membership fees are determined in line with the other levels of membership, and that no existing Strategic members would be impacted. The Board unanimously passed the following resolution:

RESOLVED, the Board approves the annual membership dues for Eclipse Foundation Members as shown in the attached Exhibit C of the Eclipse Foundation Membership Agreement.

Update from Executive Director regarding outstanding Jakarta EE-related legal agreements

Mike Milinkovich provided the Board with an update on the status of the outstanding Jakarta EE-related legal agreements. After discussion, the Board unanimously passed the following resolution:

RESOLVED, the Board instructs the Executive Director to share the Jakarta EE-related legal agreements with the Board once finalized.

Action Items:

Gorkem Ercan agreed to provide the Board with additional information related to distribution of FFmpeg.

Mike Milinkovich agreed to provide the Board with the Jakarta EE-related legal agreements once they are finalized.

* * * * *

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 April 17, 2019, is attested to and signed by me below.

/s/ Paul White
Secretary of Meeting