

ECLIPSE.ORG FOUNDATION, INC.

**MINUTES OF A MEETING
OF
THE BOARD OF DIRECTORS**

(SEPTEMBER 20, 2023)

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 | Ian Robinson | Eclipse Foundation AISBL Representative |
| Y | Jim Wright | Eclipse Foundation AISBL Representative |
| Y | Kenji Kazumura | Eclipse Foundation AISBL Representative |
| N | Matthias Sohn | Eclipse Foundation AISBL Representative |
| Y | Stephen Walli | Eclipse Foundation AISBL Representative |

Present at the invitation of the Board were Mike Milinkovich, Executive Director, Paul White, Secretary/Treasurer, and Gesine Freund, Corporate Executive Assistant of Eclipse.org Foundation, Inc.

The following agenda was proposed for the meeting:

1. Roll call
2. General Business
 - Approval of June 28, 2023 Board meeting full and abridged minutes
 - Approval of July 19, 2023 FinCom minutes
 - Approval of July 19, 2023 Board meeting full and abridged minutes
3. Approval of any outstanding project license requests
 - a. Eclipse BlueChi Project to be licensed under GNU Lesser General Public License v2.1 or later (LGPL-2.1-or-later)
4. Approval of Specification License
5. Approval of Technology Compatibility Kit (TCK) License
6. Approval of trademark transfer agreement from Eclipse.org Foundation, Inc. to Eclipse Foundation AISBL

Adjournment

Mike Milinkovich reviewed the agenda with the Board. The agenda was approved unanimously by the Board.

2. General Business

a. Minutes

Mike Milinkovich introduced a discussion of the full and abridged minutes of the 28 June 2023 Board Meeting, the minutes of the July 19, 2023 FinCom meeting, as well as the full and abridged minutes of the July 19, 2023 Board meeting, all attached as *Appendix A*.

With Jim Wriath abstaining, the Board members present at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the full and abridged minutes of the 28 June 2023 Board Meeting as circulated.

With all Board members present at the meeting voting in favor, the Board unanimously passed the following resolutions:

RESOLVED, the Board approves the the minutes of the July 19, 2023 FinCom meeting as circulated.

RESOLVED, the Board approves the full and abridged minutes of the July 19, 2023 Board meeting as circulated.

3. Approval of the Eclipse BlueChi Project to be licensed under GNU Lesser General Public License v2.1 or later (LGPL-2.1-or-later)

Mike Milinkovich introduced a proposal to license the Eclipse BlueChi project under the GNU Lesser GPL v2.1-or-later license, the related material for which is attached as *Appendix B*. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board approves the use of the LGPL-2.1-or-later as the project license for the Eclipse BlueChi open source project.

4. Approval of Specification License

Mike Milinkovich introduced proposed edits to the Eclipse Foundation Specification License, the related material for which is attached as *Appendix C*. Mike explained that the changes call for the license grant to be made by the Association as opposed to Eclipse.org Foundation, Inc. Mike confirmed that the changes had been reviewed by the IP Advisory Committee. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board unanimously approves the Eclipse Foundation Specification License as presented, and amended to indicate it is version 1.1.

5. Approval of Technology Compatibility Kit (TCK) License

Mike Milinkovich introduced proposed edits to the Eclipse Foundation TCK License, the related material for which is attached as *Appendix D*. As with the EFSL, Mike explained that the changes call for the license grant to be made by the Association as opposed to Eclipse.org Foundation, Inc., and that the changes had been reviewed by the IP Advisory Committee. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

RESOLVED, the Board unanimously approves the Eclipse Foundation Technology Compatibility Kit (TCK) License - v1.1, as presented.

6. Approval of trademark transfer agreement from Eclipse.org Foundation, Inc. to Eclipse Foundation AISBL

Mike Milinkovich introduced a discussion of transferring the ownership of the trademarks held by Corporation to Eclipse Foundation AISBL. With all Board members present or validly represented at the meeting voting in favor, the Board unanimously passed the following resolution:

WHEREAS, the Corporation is a section 501(c)(6) business league that was formed to promote the common business interests of its members for the benefit of the open source industry;

WHEREAS, Eclipse Foundation AISBL (the “Belgian Foundation”) is a not-for-profit association incorporated in Belgium that is an affiliate of the Corporation and which was formed to promote the common business interests of its members for the benefit of the international open source industry;

WHEREAS, the Corporation and Eclipse Foundation AISBL have both entered into a common Eclipse Foundation International Strategy;

WHEREAS, in furtherance of implementation of the International Strategy, the Board of Directors has determined that it is in the best interest of the Corporation to authorize the transfer of ownership of the names, marks and logos and related rights owned by the Corporation (the “Eclipse Trademarks”) to the Belgian Foundation, provided that such transfer enables the Corporation to retain a perpetual license to use the Eclipse Trademarks in any manner it determines, including, but not limited to the right to transfer or otherwise sublicense all rights that the Corporation retains in the Eclipse Trademarks to a third party; and

WHEREAS, the Board of Directors has determined that the transfers pursuant to such a transfer agreement will not constitute a transfer of all or substantially all of the Corporation’s property and assets within the meaning of Section 271(a) of the General Corporations Law of Delaware.

NOW THEREFORE, BE IT 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 ensuring that the ownership of all the Eclipse Trademarks held by the Corporation are transferred or otherwise assigned to Eclipse Foundation AISBL in a manner that enables the Corporation to retain a perpetual license to use

the Eclipse Trademarks in any manner it determines, including, but not limited to the right to transfer or otherwise sublicense all rights that the Corporation retains in the Eclipse Trademarks to a third party, and the taking of any such action shall be conclusive evidence of the approval thereof by this Board of Directors.

Adjournment

There being no further questions, the meeting was adjourned.

Action Item: None

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on September 20, 2023, is attested to and signed by me below.

Paul White
Secretary of Meeting