

DEVELOPMENT GOVERNANCE POLICY

I. INTRODUCTION

This development governance policy sets forth the general governance processes for CloudFoundry.org Foundation, Inc. (the “**Foundation**”) software development. Consensus shall be the normal operating model for Cloud Foundry development governance decisions, based upon Governance by Contribution.

II. CLOUD FOUNDRY PROJECTS. The Foundation shall adopt a Development Operations Policy setting forth the details and mechanisms for development of Cloud Foundry Projects and stewardship thereof.

A. Project Scope. Projects hosted at the Foundation should do one or more of the following: (a) provide features and functionality relating to the Platform-as-a-Service (“PaaS”) experience as perceived by users; (b) extend Cloud Foundry through well defined integration points; and (c) provide features and functionality relating to the management, administration, and operation of Cloud Foundry-based PaaS and associated services.

III. PMC COUNCIL.

A. General. The Project Management Committee Council (“**PMC Council**”) is Committee made up of the Project Management Committee (“**PMC**”) Chairperson, PMC Leads (defined below), and the Board’s Executive Director. The PMC Council shall be responsible for managing the overall roadmaps across PMCs, coordinating PMC themes, managing the overall release cycle integration, defining and enforcing overall development, testing and quality policies, and resolving intra- and inter-PMC disputes. The PMC Council may determine the time and place for its meetings, the notice necessary therefor, and its rules of procedure.

B. Chairperson. The PMC Council Chairperson is responsible for coordinating release themes across the PMCs, assigning initial PMC Leads, working with the PMCs to prioritize the roadmaps, assisting in resolving intra- and inter-PMC disputes, and represents the PMCs on the Board as an advisory member. The Pivotal representative on the PMC Council will act as the initial PMC Council Chairperson for a period of not less than two (2) years after the incorporation date set forth in the Certificate. Thereafter, a PMC Council Chairperson may be nominated by any PMC Council member every two (2) years, and elected by the members of the PMC Council, on a one person, one vote basis. That vote shall be subject to review and approval by the Board.

C. Voting. The PMC Council shall operate by consensus. If consensus is not reached in any substantive decision, any PMC Council member may call for a vote and a formal vote shall be taken by the members of the PMC Council, on a one person, one vote basis, with a tie vote decided by the PMC Chairperson.

IV. PROJECT MANAGEMENT COMMITTEES.

A. General. PMCs oversee and provide leadership for related Projects. The PMCs' responsibilities include coordinating high-level themes for Projects, determining programming languages for the PMC Projects, approving Project lifecycles (i.e., Incubation Project to Active Project), controlling Project team headcount and the count for each role, approving new Projects within a PMC, ensuring that Projects within a PMC are operating in accordance with Foundation principles, defining required documentation and testing resources within the PMC, and resolving disputes within a PMC. Each PMC may (1) taking the Foundation's recommendations into consideration, determine which PMC members are Dedicated Committers, and (2) determine the time and place for its meetings, the notice necessary therefor, and its rules of procedure.

B. Roles & Responsibilities.

1. PMC Lead. The PMC Lead is responsible for coordinating the activities of their respective PMCs, assisting in prioritizing that PMC's Projects' Backlog, assisting in resolving disputes within that PMC, and meeting with their respective PMC members. The initial PMC Leads shall be named by the PMC Council Chairperson and serve for a period of not less than two (2) years, and shall be either (1) a Project Lead participating in one of the PMC's Projects or (2) a participant from a Member that has at least one Dedicated Committer in that PMC's Active Projects. PMC Leads should generally be the most qualified Project Lead in that PMC. Thereafter, the PMC Lead/s may be nominated by any PMC Member, and elected by the PMC members using Governance by Contribution within that PMC.

2. PMC Members. PMC members shall include (1) the PMC Lead, (2) Project Leads participating in each of the PMC's Projects and (2) one participant from every Member that has at least one Dedicated Committer in that PMC's Active Projects.

C. Voting. The PMCs shall operate by consensus. If the PMC Lead determines that consensus cannot be reached in any substantive decision within a PMC, a formal vote shall be taken of the Dedicated Committers in that PMC, with a tie vote being decided by the PMC Chairperson. Any PMC Lead or three (3) Members in that PMC (collectively) may appeal a decision of their PMC to the PMC Council.

V. DEFINITIONS

Each capitalized term within this document will have the meaning provided below. Unless otherwise set forth herein, each capitalized term will have the meaning set forth in the Bylaws.

A. "Active Project" means a Project that is undergoing active development and is included in the release train process.

B. “Archived Project” means a Project that reaches the end of its useful life, is retained for prosperity, but is no longer actively developed, and is only considered for release train inclusion on a case-by-case basis.

C. “Backlog” means a prioritized list of Stories/Epics that serve as the shared work queue for a Project team.

D. “Board” means the Board of Directors elected by the Founders to manage the Foundation affairs Foundation in accordance with the powers and duties enumerated in these Bylaws.

E. “Dedicated Committer” means a developer or Project Lead who (1) performs development work for no less than 75% of FTE on Projects and no less than 50% of FTE on an Active Project as measured by the Board, and (2) works on Stories in the Backlog.

F. “Contributor” means developers that participate in one or more Projects in a non-committer capacity.

G. “Contribution” means any information or materials, including software source code, documentation, or related materials, provided to the Foundation by a Member or other party and which is, or is proposed to be, included in a Project.

H. “Epic” means a brief description of big picture themes or large software features that consist of multiple Stories in Pivotal Tracker (available at <http://www.pivotaltracker.com>).

I. “Full Time Equivalent” or “FTE” means, in the United States, the equivalent of one (1) person working full time: eight (8) hours/day, five (5) days/week, fifty two (52) weeks/year, for two thousand eighty (2,080) hours/year, or the legal definition in the applicable jurisdiction.

J. “Governance by Contribution” is the voting process by which Dedicated Committers vote in Foundation decisions. If a Dedicated Committer works on multiple Projects, he or she may only vote in the PMC in which they spend the majority of their time. In general, an organization or individual's influence within the Foundation should be proportional to the investment that organization or individual is making to support the Foundation's mission. Technical influence over the Projects should be proportional to the number of an organization's Dedicated Committers.

K. “Incubation Project” means a Project that is proposed for inclusion in the Foundation, undergoing active development, but is not included in the release train process.

L. “Member” means a person or entity that is a member in good standing of the Foundation in accordance with the Bylaws and any related Membership Agreement.

M. “Membership Agreement” means the agreement between the Foundation and each Member regarding each such Member's rights and obligations as a Member.

N. “**Open Source License**” means any free or open source software license approved by the Open Source Initiative.

O. “**Open Source Software**” means any software, whether in source code format or binary code format, made generally available under an Open Source License.

P. “**Pivotal**” means Pivotal Software, Inc., a corporation formed under the laws of the State of Delaware.

Q. “**Project**” means one or more of the Foundation’s Cloud Foundry open source projects that have been duly approved as set forth herein, including Active Projects, Incubation Projects, and Archived Projects.

R. “**Project Lead**” means the individual/s responsible for leading a Project.

S. “**Story**” or “**Stories**” means a brief description of a requirement for a software feature in Pivotal Tracker (available at <http://www.pivotaltracker.com>).